

BRING PROSPERITY



ASSET MANAGEMENT

SUCCESS

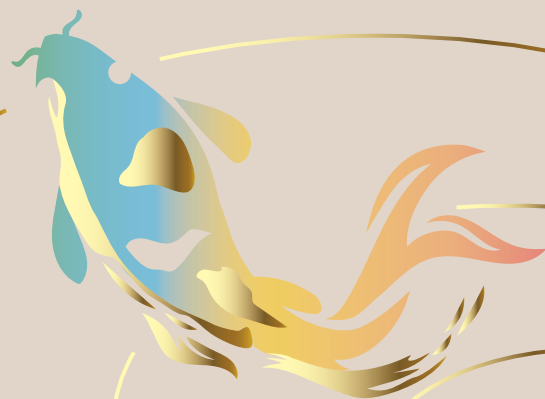


CORPORATE FINANCE

PROSPERITY

GOOD FORTUNE

STOCKBROKING



大凌集團有限公司
STYLAND HOLDINGS LIMITED

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with limited liability)
(股份代號 Stock Code: 0211)

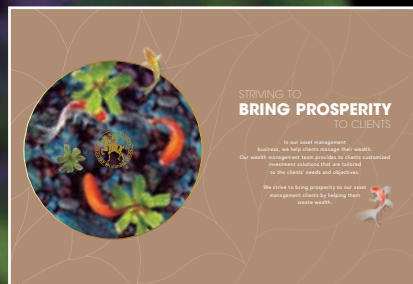
年報 ANNUAL REPORT 2022/23

BRING PROSPERITY

This year, our annual report theme is 'Bring Prosperity'. This theme emphasizes our greatest efforts in striving to **bring prosperity** to our clients and the Styland Group.

Through our financial service businesses, we strive to **bring prosperity** to our clients as we help them make investments and manage their wealth.

We make improvements to our businesses as we strive to **bring prosperity** to the Styland Group.



CREATIVE RATIONALE FOR ANNUAL REPORT DESIGN

Koi fish are our main characters in this year's annual report design. We have chosen the koi fish because in Chinese culture, the koi fish represents prosperity, success and good fortune.

The energetic and graceful koi fish that appear on the various pages of this annual report signify the Styland Group's immense focus on striving to bring prosperity to the clients of the Styland Group and to the Styland Group itself.



CONTENTS

3	About Styland
10	Our Purpose, Our Values, Our Strategy and Our Culture
12	Chairman's Statement
16	Management Discussion and Analysis
28	Environmental, Social and Governance Report
56	Report of the Directors
63	Corporate Governance Report
72	Corporate Information
74	Board of Directors
76	Independent Auditor's Report
82	Consolidated Statement of Profit or Loss and Other Comprehensive Income
83	Consolidated Statement of Financial Position
85	Consolidated Statement of Changes in Equity
86	Consolidated Statement of Cash Flows
88	Notes to the Consolidated Financial Statements
172	Summary of Financial Information
173	Details of Investment Properties



ABOUT STYLAND

Styland Holdings Limited (the “**Company**”), together with its subsidiaries (the “**Styland Group**” or the “**Group**”), are a Hong Kong conglomerate with core businesses in financial services, mortgage financing, insurance brokerage services, property development and investment, and securities trading. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 1991.

The Group provides high-quality financial services, mortgage financing services and insurance brokerage services to its clients. Creating long-term value for clients, shareholders and other Company stakeholders is one of our most important priorities.

We at the Styland Group are strongly committed to making a positive contribution to the world by doing good deeds for society and the environment. To this end, we continue to engage in our socially responsible activities, caring for the environment, caring for our community, and investing our time, energy and resources to meaningful, charitable endeavors.





STRIVING TO
BRING PROSPERITY
TO CLIENTS

In our asset management business, we help clients manage their wealth. Our wealth management team provides to clients customized investment solutions that are tailored to the clients' needs and objectives.

We strive to bring prosperity to our asset management clients by helping them create wealth.





STRIVING TO

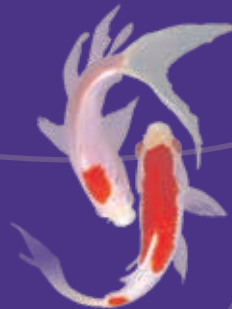
DELIVER EXCELLENCE

TO CLIENTS

Aiming to deliver excellence to clients is one of the Group's corporate values.

In our everyday business, we strive to deliver excellence to clients by providing our clients high-quality financial products, services and investment solutions.

In the future, we will continue to deliver excellence to our clients.





STRIVING TO
BRING PROSPERITY
TO THE STYLAND GROUP

Our purpose, values, strategy and culture are all aligned to create maximum value for our clients, our employees, our business partners, our shareholders and other Company stakeholders, our communities and the environment.

We believe that these latest corporate initiatives of ours will bring long-term prosperity and success to the Styland Group.



OUR PURPOSE

To provide our clients high-quality financial services and intelligent, professional solutions in mortgage financing and property investment; and to create maximum value for our clients, our employees, our business partners, our shareholders and other Company stakeholders, our communities and the environment.



OUR STRATEGY

We adjust our strategies in response to the changes in government policies and international business environment together with the adoption of proper risk management policies for our businesses.

We utilize our online trading platform to offer our clients fast and reliable digital trading services. We provide useful ideas to clients in various areas of financial services.

We maintain the Continued Learning Sponsorship Scheme to sponsor the continuous professional development of our staff with the view to enhance our employees' technical knowledge and professional expertise.

We listen to our employees to hear their ideas on ways to protect the environment. We encourage our employees to do good deeds for our communities. We are a group that encourages creativity and self-expression from our employees. To this end, we encourage our employees to provide their ideas, input and creativity to us. Employees are also encouraged to speak out if they have any concerns about our businesses.





OUR VALUES

We embrace creativity, innovation and international trends.

We aim to deliver excellence to our clients.

We believe in creating value for society.

We value our differences and the strengths of our different experiences, attributes and voices.



OUR CULTURE

We inspire the culture of pursuing business growth which enhances Group and individual performances.

We promote the culture of continuous professional development among employees so that they can sharpen their skills and knowledge, and familiarize themselves with the ordinances and rules that are applicable to our businesses and related ethical behavior.

We embed the culture of environmental protection into our business operation to fulfill our ESG responsibility.


We encourage an inclusive culture in our workplace, one that fosters diversity in the workplace so that we can see and hear the valued perspectives and voices of our employees.





CHAIRMAN'S STATEMENT

Dear Shareholders,



It's a great pleasure to present to you our Annual Report for the financial year ended 31 March 2023 ("FY2023"). There were bright spots in FY2023 that included the end of COVID-19 social distancing measures in Hong Kong and the resumption of travel between Hong Kong and other regions. By 1 March 2023, the HKSAR Government had cancelled all of its COVID-19 social distancing measures including the lifting of the mask-wearing requirement. These were big and important milestones for Hong Kong as the lifting of the measures helps Hong Kong society resume normalcy.



THE REOPENING OF THE BORDER BETWEEN HONG KONG AND MAINLAND CHINA BENEFITTED OUR FINANCIAL SERVICE BUSINESSES

During FY2023, more specifically, in February 2023, Mainland China fully reopened its border with Hong Kong. This was a major boost for the Hong Kong economy as Hong Kong experienced a large influx of travellers from Mainland China after this reopening. The reopening of the border would benefit the Group's brokerage business as it would facilitate the new account openings from Chinese mainlanders who live in Mainland China and visit Hong Kong.

The border reopening between Hong Kong and Mainland China boosted our corporate finance business as it facilitates our Hong Kong based corporate finance staff to travel to Mainland China to carry out their due diligence work, which included site visits at the premises of our corporate finance clients. The good news is that we were able to perform our due diligence work in Mainland China successfully for our IPO client after this border reopening. In the future, we expect to capture more business from Mainland China.



Chairman's Statement



HONG KONG'S STRONG POSITION AS AN INTERNATIONAL ASSET AND WEALTH MANAGEMENT CENTRE

Our asset management business is well positioned for growth in Hong Kong. With the strong support of the HKSAR Government, and the good business conditions in the Hong Kong and Mainland China markets, we believe there is significant upside for our asset management business in the future.

According to the 24 March 2023 press release of the HKSAR Government, the Wealth for Good in Hong Kong Summit ("WGHK") attracted some of the most influential family offices from around the world, and this summit showcased Hong Kong's appeal as a world-leading international asset and wealth management hub. This summit took place on 24 March 2023 and was attended by over 100 key decision makers from global family offices and their professional teams across Hong Kong, Mainland China, North America, Europe, other Asian regions, the Middle East and other parts of the world.

Wealth preservation and sustaining long-term growth are the common priorities amongst family offices. The Group has experience in helping high net worth clients manage and grow their wealth. With the HKSAR Government's support of Hong Kong's wealth management industry, and its support of family offices from across the globe to establish a presence in Hong Kong, we believe that the business climate of Hong Kong's wealth management industry is good and will continue its upward trajectory. These positive factors will certainly benefit the Group's asset management business. We plan to grow our asset management business by capturing a greater market share of the wealth management business.

THE GROUP'S NEWEST PURPOSE, VALUES, STRATEGY AND CULTURE

During the year, the Group updated its corporate purpose, values, strategy and culture. Our emphasis is on creating maximum value for our clients, our employees, our business partners, our shareholders, our other Company stakeholders, our communities and the environment. We would like to emphasize that the Group is a client-centric organization. One of our corporate values is to deliver excellence to our customers. We do so by giving our clients our very best, in all areas of our financial service businesses.



THE GROUP'S CONTINUED EMPHASIS ON ESG

In FY2023, ESG continued to be of high priority to the Group. On the ESG front, our senior management team and other Group employees carried out charitable activities that brought goodness and value to our communities and the environment. The Group is cognizant of the importance of incorporating ESG into its daily operation. In FY2023, we have incorporated ESG elements into the Group's daily operation. In the future, we aim to further strengthen and enhance the Group's ESG.

BRING PROSPERITY TO CLIENTS AND THE STYLAND GROUP / THANK YOU

We see an exciting and rewarding future for our clients as we at the Styland Group 'Bring Prosperity' to clients by helping our clients create, elevate and preserve their wealth.

Likewise, we see a prosperous and successful future for the Styland Group as all of us at the Group put in our best efforts to elevate the Styland Group to a higher stage of prosperity.

I'd like to thank our Board of Directors for their tremendous efforts and valued input in FY2023. I'd also like to thank our employees for doing a great job during the year.

Li Hancheng
Non-executive Chairman

Hong Kong, 27 June 2023



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

FY2023 Results

In FY2023, the Group achieved a turnover of approximately HK\$187,657,000 (FY2022: approximately HK\$190,278,000), and recorded a loss of approximately HK\$68,694,000 for FY2023 (FY2022: a profit of approximately HK\$7,389,000).

Review of Operations

Financial Services

The Group is a reputable financial services provider. To offer our clients a wide range of financial products and services, we hold a total of five licenses granted by the Securities and Futures Commission (the "SFC"), namely Type 1 (Dealing in Securities), Type 2 (Dealing in Futures Contracts), Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management).





- **Brokerage**

There were two main factors in FY2023 that weakened investors' sentiment. One of these factors was the geopolitical tension, in particular, the Russia-Ukraine conflict. The other factor was the interest rate hikes in the United States. The Federal Reserve has increased interest rates by 4.5% during FY2023. In Hong Kong, the prime rate quoted by The Hong Kong and Shanghai Banking Corporation Limited has been adjusted upwards three times in FY2023, and these prime rate increases have impacted the Hong Kong stock market. The Hang Seng Index exhibited high volatility in FY2023 with the wide range of changes of over 8,000 points. The average daily turnover of the market for FY2023 was approximately HK\$120 billion, a decrease of 19% when compared to FY2022.

We provide our clients brokerage service in stock investment as well as subscribing for new shares in initial public offerings ("IPOs"). To accommodate to our clients' growing interest in investing in the global market, we are able to offer clients brokerage services for investing in shares that are listed in the Chinese mainland markets and overseas markets including Australia, Canada, Euronext, Germany, Switzerland, the United Kingdom, the United States and most of the Asian markets.

Management Discussion and Analysis



To facilitate clients' need to hedge their stock market investments, we continued offering the brokerage service for futures investment products during FY2023. In conjunction with our brokerage service to allow our clients to invest in China A-shares through the Stock Connects, we also offered clients brokerage service to invest in MSCI China A 50 Connect Index Futures contracts, providing an efficient risk management tool for investors to manage their Stock Connect China A-shares equity exposure.

During FY2023, we have taken extra effort in building up our client base. The number of our active clients has increased by 42% when compared to FY2022. However, due to the reduced activities in the IPO market and the decrease of average daily turnover for the Hong Kong stock market in FY2023, our performance in the brokerage business was below our expectation. However, following the recovery of the economy from COVID-19, we expect that the IPO activities and investment market sentiment would be improved and would be beneficial to our brokerage business.

During FY2023, we managed the securities dealing turnover of HK\$2.4 billion.

- **Brokerage Financing and Other Financing**

We offer our clients brokerage financing services for investment in stocks as well as for subscribing for new shares in IPOs. To facilitate our clients' placement of their orders through our online trading platform, our brokerage financing service has been extended to our selected online margin and cash clients. We are committed to implementing effective credit control procedures and have complied with the tightened margin-financing rules required by the SFC.

As at 31 March 2023, the net balance of the brokerage financing loans stood at approximately HK\$25,565,000. In light of the sluggishness of the IPO market in Hong Kong in 2022, the Group did not record significant interest income from the IPO financing. In FY2023, we managed to maintain a healthy brokerage loan portfolio. Thanks to such effective credit policy, the bad debt provision for our brokerage financing business was kept at an immaterial level.

In addition to the brokerage financing services, our financial services segment also includes other financing service to clients pursuant to the Money Lenders Ordinance. As at 31 March 2023, the net balance of loan receivables for the other financing service was HK\$3,812,000 which involved two clients to whom the loans were granted in the financial year ended 31 March 2020. These two loans were secured or backed by listed securities and/or provision of personal guarantees given by third parties. Because of their long-overdue status, the Group was in the legal process against the clients and/or the guarantors with a view to recover such debts. No new loans under the other financing service were granted for the financial years ended 31 March 2021, 2022 and 2023.



- **Corporate Finance**

The Group's corporate finance services comprise of acting as a sponsor for IPOs, acting as a financial adviser and compliance adviser for listed companies, and assisting clients to raise funds in the equity and debt capital markets.

Throughout 2022, global IPO activities were impacted by increased market volatility and other unfavorable market conditions, along with the rising interest rate environment. During FY2023, the Group was appointed as a financial adviser by a GEM Board company to give it advice about the Listing Rule's requirement for its intention to transfer its listing from GEM Board to Main Board. Subsequent to the completion of financial adviser mandate, the Group was further appointed as a sponsor by that GEM Board company to handle such transfer.

In addition to the sponsorship and financial adviser services, the Group has also participated in certain placing, underwriting and sub-underwriting activities for our clients in the equity capital market. After the reopening of the border between Mainland China and Hong Kong, our corporate finance team has restarted its business visits to potential clients in Mainland China in order to expand its corporate finance business.

- **Asset Management**

Hong Kong has long been a preferred regional hub for asset management because of its proximity to Mainland China and its tax incentive policy for fund management companies. Hong Kong itself is also a member of Greater Bay Area ("GBA"), which provides great opportunity for its development of wealth management service. With the Wealth Management Connect, either the mainland clients in the GBA or Hong Kong customers may access to various investment products of each other's markets.

The Group, as an asset management service provider granted by the SFC, may, based on each client's own unique investment needs and goals, set up a fund investing in the market or industry specified by the clients. As a fund manager, the Group may also provide our clients attractive, tailor-made investment solutions, which would allow the Group's clients to diversify their investments, minimize their investment risks, and obtain a competitive return on their investments.



Management Discussion and Analysis



Mortgage Financing

Other than the other financing service we provided under the financial services segment, the Group has also carried on its mortgage financing business under the Money Lenders Ordinance since 2011 through its mortgage financing arm Ever-Long Finance Limited.

To enhance our competitive edge in the marketplace and to provide our clients greater flexibility, we offer three classes of loans, namely first, second and third mortgage loans. Usually, a client is required to offer his/her residential property in Hong Kong as collateral for the mortgage loan. As at 31 March 2023, the Group had 43 individual loans which were referred to it by its registered referral agents. The clients are Hong Kong residents of different background and education levels.

During FY2023, the COVID-19 pandemic and interest rate hikes continued to bring hurdles and uncertainties to the global economy as well as the market sentiment in Hong Kong. Facing such market volatility, the Group continued its strategy of maintaining a healthy portfolio as its first priority was to preserve its financial strength aiming for long-term profitability when the economy recovers. By maintaining a relatively lower size of its loan portfolio at HK\$94,148,000 as at 31 March 2023, the Group did not relax its efforts in complying with the relevant ordinance and guidelines.

The loan sizes contained in the portfolio as at 31 March 2023 ranged from HK\$109,000 to HK\$5,723,000, and the single largest and the five largest loans were respectively HK\$5,723,000 and HK\$23,561,000, representing approximately 6.1% and 25.0% of such loan portfolio. We continued to adopt a prudent and cautious approach in running our mortgage financing business by maintaining the loan-to-value (“LTV”) ratio for new loan drawdowns at a conservative level. Thanks to such measures, the Group’s bad debt provision for FY2023 remained at an immaterial percentage to its loan portfolio.

The interest rates offered to clients ranged from 7.2% to 24% per annum for the mortgage loan portfolio as at 31 March 2023. They were fixed based on the classes and tenors of the mortgage loans, the backgrounds, financial position, source and stability of income of the clients. The interest income for the FY2023 was HK\$14,378,000.

Insurance Brokerage

The Group engages in the distribution of insurance products to corporate and individual clients as well as acting as an MPF intermediary.

During FY2023, our insurance brokerage business had not improved in terms of its profitability even after the reopening of border between the Mainland China and Hong Kong. The Group would continue to review the development direction of its insurance brokerage business including the possibility of realization of such investment, which would allow the Group to reallocate its resources to other developments.

Property Development and Investment

As at 31 March 2023, the Group held two investment properties, one is located at Sai Kung, Hong Kong (the “**Sai Kung Property**”) while another one is located at Fei Ngo Shan Road, Hong Kong (the “**Fei Ngo Shan Property**”).

On 3 April 2023, the Group entered into a conditional provisional agreement for the sale and purchase of the entire issued share capital of Ocean View Villa Limited (formerly known as Hoowin Limited) (“**Ocean View**”), which owns the Sai Kung Property, at a consideration of HK\$30,000,000. For more details about the disposal of Ocean View, please refer to the announcement of the Company dated 3 April 2023 and the circular dated 25 May 2023.

The Fei Ngo Shan Property has a gross site area of more than 16,000 square feet and is located at the low-density luxury section. As at 31 March 2023, the market value of the Fei Ngo Shan Property was HK\$441,500,000. The Group expects that the Fei Ngo Shan Property would contribute to the Group a stable source of rental income in the foreseeable future.

Securities Trading

As at 31 March 2023, the Group held a portfolio of listed securities investments consisting of 28 securities, which were engaged in the sectors of (i) consumer discretionary; (ii) information technology; (iii) healthcare; (iv) financials; (v) utilities; and (vi) others. The net realized gain was HK\$752,000 and the net unrealized losses were HK\$791,000.

Prospects

After the abolishment of all COVID-19 preventive measures in Hong Kong including the mask-wearing requirement, along with the reopening of the border between Mainland China and Hong Kong, the Hong Kong economy showed signs of recovery. To attract foreign capital, Hong Kong has convened various international financial conferences and forums to promote Hong Kong’s advantages in economic development to regain foreign investors’ confidence in the Hong Kong financial market. With the closer economic integration between the capital markets of Mainland China and Hong Kong, in particular the huge development opportunities of the GBA, Hong Kong will continue to play an important role as a super intermediary between China and western countries. Our financial services including brokerage, corporate finance and asset management businesses would benefit from such favorable conditions and advantages.

In Hong Kong, in order to boost the consumption market, the HKSAR Government has implemented the 2023 Consumption Voucher Scheme to distribute consumption vouchers to eligible people by instalments. With the first instalment disbursed in April 2023 and the second instalment to be made in July 2023, we believe that Hong Kong residents’ consumption power would be further improved. Also, with the launch of the “Happy Hong Kong” campaign, Hong Kong’s economy is expected to be further stimulated. The latest unemployment rate in Hong Kong has been reduced to 3%. All of these factors have created an environment favorable to the development of our mortgage financing business in particular in the area of its credit risk control.



Management Discussion and Analysis



In the United States, the Federal interest rate cycle will likely peak in the foreseeable future. However, it is expected that the interest rate will remain at a high level for a period of time. Interest rates in Hong Kong will inevitably be affected due to its exchange rate peg system with the U.S. dollar. As such, the Group will closely monitor the effect of interest rate hikes on the valuation of its investment property and the impact on the securities trading business.

The Group shall complete the disposal of the Sai Kung Property on or before 30 June 2023. The Company considers that it can reutilize the proceeds towards other appropriate investments and/or business development opportunities for better return for its shareholders. Further, the proceeds from the disposal can further strengthen the cash flow of the Group and will allow the Group to reallocate its resources for future development.

FINANCIAL REVIEW ON LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2023, the Group's net asset value was approximately HK\$411,132,000 (FY2022: approximately HK\$479,826,000), and the cash at bank and in hand were approximately HK\$62,568,000 of which approximately 94% was held in Hong Kong dollar, approximately 4% in U.S. dollar, approximately 1% in Renminbi, and approximately 1% in New Taiwan dollar.

As at 31 March 2023, the Group's borrowings were comprised of loans, convertible bonds, promissory note payables and lease liabilities amounted to approximately HK\$260,369,000 (FY2022: approximately HK\$261,087,000), of which approximately HK\$86,687,000 (FY2022: HK\$82,431,000) was repayable within one year. The gearing ratio, being the ratio of total borrowings to the shareholders' fund, was about 0.63 (FY2022: 0.54).

Investments in Financial Assets

As at 31 March 2023, the Group held a portfolio of listed securities with fair value of approximately HK\$9,097,000 (FY2022: approximately HK\$11,827,000). The Group will continue to adopt a prudent approach for its investments in financial assets.

Charges on Group Assets

As at 31 March 2023, the Group's investment properties of approximately HK\$471,500,000 including the one that was grouped under the "Assets held for sale" (FY2022: approximately HK\$485,500,000) and a life insurance policy of approximately HK\$6,845,000 (FY2022: approximately HK\$6,682,000) were pledged to banks to secure the banking facilities that were granted to the Group.





Credit Risk

For the financial services businesses, the Group is strictly in compliance with the Securities and Futures Ordinance (the “SFO”). Margin financing loans are granted to customers based on their individual assessment of financial status, repayment records and the liquidity of collaterals placed by them. The applicable interest rate charged to the customer will be determined based on these factors. Generally, margin loans will be demanded for repayment once a customer fails to maintain the maintenance margin, or fails to repay the loan or any sum that is due to the Group.

For the Group’s other financing service under its financial services segment, the loan may be secured by listed securities or a personal guarantee given by a third party. The market value of a client’s listed securities as collaterals or the financial ability of the guarantor will be assessed before a loan drawdown.

Under the Group’s mortgage financing business, the loans are usually secured by residential properties in Hong Kong. To lower the Group’s exposure to the credit risk, the percentage of LTV for the new drawdown in general will be within 80%. To have a more reliable market value of a client’s property, the Group will obtain two verbal valuations from two reputable appraisers while the lower one, the written report of which will be issued prior to the loan drawdown, will be used as the current market value in the calculation of LTV. The Chief Executive Officer’s additional approval is required for a drawdown with the LTV exceeding 80%. Onsite inspection of the proposed mortgaged property will be conducted by our Loan Managers if the Credit Manager thinks it necessary before loan disbursement.

For the Group’s financing businesses, the management will from time to time assess whether the credit risk of the loan receivables has increased significantly since their initial recognition. Other than the adverse effect to the economic environment arising from COVID-19, the factors to be considered for possible loan impairment include the clients’ repayment track record and updated financial position, and the changes in market value of the clients’ collaterals, and financial ability of their guarantors. After a drawdown, the management team will closely monitor the client’s repayment status. When there is any default in repayment, the Group will contact such client via phone to urge him/her to settle the overdue amounts without further delay. In case the default in repayment persists, legal demand letters will be sent to the client through our lawyer(s). Accounts will be passed to debt collection agent(s) if a client does not give a positive response about the repayment plan or scheme such as loan restructuring or providing additional collateral. The Group will then take legal action against the client or his/her guarantor for recovery of debt. The Group will also take legal actions to enforce the possession of the defaulted client’s property for auction if the loan is secured by a property.

For the insurance brokerage business, clients are required to pay premiums or fees to insurance companies directly, and the technical representatives of the Group would follow up clients’ payment status to ensure that their payments are made on time to the insurance companies.

Management Discussion and Analysis



Compliance and Operational Risks


The Group has put in place effective internal control systems for its operations. Under the financial services businesses, the relevant monitoring teams comprised of licensed responsible officers registered under the SFO and the management, who have acted in compliance with the SFO, have been set up to monitor the operations, the settlement matters of traded financial products and cash, and to provide clients services of the regulated activities. As at 31 March 2023, the number of responsible officers of the Group registered under the SFO for each regulated activity under the financial services segment were as follows:

Type of License	Regulated activity	Number of responsible officers
Type 1	Dealing in securities	3
Type 2	Dealing in futures contracts	2
Type 4	Advising on securities	3
Type 6	Advising on corporate finance	3
Type 9	Asset management	3

In order to safeguard clients' interests and comply with the requirements of the SFO, our monitoring teams have carried out ongoing checks and verifications so that we are able to maintain our service standard at a satisfactory level. During FY2023, the financial services operation of the Group had complied with the SFO. Clients were satisfied with our services.

For the Group's other financing service under its financial services segment, in addition to the review on clients' personal information, such as copies of their identity cards and residential address proof, the clients' listed securities that are used as collateral must be under the Group's custody. In the case of a provision of personal guarantee, the Group will also review the guarantor's financial position. If the guarantor owns a property, land search will be made for the proof of property ownership.

The Group has its internal assessment and work procedure in granting a mortgage loan. When a client is referred to the Group by its registered referral agent, a loan application form setting out the potential client's personal information and financial position, including his/her source of income and amount of income, the market value of the property as collateral, and details of the outstanding mortgage (if any) with banks or other financing company will be submitted to the director who is responsible for the mortgage financing business for approval. Together with the loan application form, the following documents will be verified or reviewed: (i) copy of identity card or passport; (ii) copy of income proof, such as tax demand note, salary payroll receipt, employment contract or tenancy agreement; (iii) copy of residential address proof of the latest three months, such as utility bills, tax return or bank statement; (iv) legal search for the credit worthiness assessment; and (v) land search report for the proof of property ownership.



In addition to the know-your-client procedure, the Group will also observe the requirement to comply with the anti-money laundering and counter terrorist financing regulations for its financing businesses. For our mortgage financing business, to promote clients' awareness of the requirements of the Money Lenders Ordinance, a Summary of Provisions of the Money Lenders Ordinance will also be attached, for client's reference, to the loan agreement to be entered between the Group and its client. For FY2023, our operation had complied with the Money Lenders Ordinance and the applicable guidelines.

Under the insurance brokerage business, the responsible officer and the technical representatives are registered under the Insurance Ordinance, and they are required to act in compliance with that ordinance.

Interest Rate Risk

During FY2023, the Group's borrowings bore interest at either fixed interest rates or floating interest rates. Its risk arises from the interest payments which were charged according to floating interest rates. The Group monitors its interest rate exposure regularly to ensure that the underlying risk is within an acceptable range.

Liquidity Risk

The Group's policy is to regularly assess current and expected liquidity requirements of the Group and to ensure that it maintains reserves of cash, readily realizable marketable securities and adequate committed lines of funding from financial institutions to meet its liquidity requirements. As at 31 March 2023, the amount of undrawn banking facilities of the Group was approximately HK\$29,753,000.

Price Risk

The Group is exposed to listed securities price risk arising from individual securities investments classified as financial assets at fair value through profit and loss. This risk results from the decrease in the levels of securities indices and the value of the individual securities. The Group's investments in listed securities are valued at the quoted market prices. The Group continues to monitor the movements in securities prices and will consider hedging the risk exposure should the need arise.



Management Discussion and Analysis

Foreign Exchange Exposure

During FY2023, the Group's business activities as well as its assets and liabilities were mainly denominated in Hong Kong dollar, New Taiwan dollar, U.S. dollar and Renminbi. In light of (i) the offset each other for assets and liabilities that were denominated in New Taiwan dollar; (ii) the exchange rate peg between the Hong Kong dollar and U.S. dollar; and (iii) the immaterial balance of assets or liabilities that were denominated in Renminbi when compared to the Group's total assets or liabilities, the Group considers its foreign exchange risk immaterial for FY2023. It is the Group's treasury policy to manage its foreign currency exposure to minimize any material financial impact to the Group.

Cyber Security Risk

The Group defines its cyber security risk as the risk to the Group's assets and operations due to the potential unauthorized access, use, disruption, modification or destruction of its operation systems.

In addition to the designated information technology ("IT") employee who is responsible for overseeing the operation of the Group's server and online trading systems, the Group also engages an external IT consultancy company which advises the Group on maintaining a high level of risk control with respect to cyber security risk. This external IT consultancy company also provides us advanced IT support and useful suggestions for the improvement or enhancement of our internal computer system to reduce the probability of cyber security risk.

The Group subscribes its trading operation systems from outside system service providers, and backs up the transaction records and clients' information on a daily basis. A back-up restoration test will be carried out as the management may from time to time determine. Also, we will assess the access right to operation systems by the management on a regular basis with a view to prevent unauthorized access or use of the systems.

The IT employee will perform the cyber security risk evaluation and report it to the management for review. To promote the awareness of the cyber security risk surrounding our operation systems, we provide our staff the latest cyber security risk information and relevant training from time to time.





STAFF

As at 31 March 2023, the Group had 67 employees. Remuneration packages are generally structured with reference to prevailing market practice and individual merits. Salaries are reviewed periodically based on the employee performance appraisal or other relevant factors. The Group also maintains certain staff benefit plans including medical insurance, hospitalization scheme and mandatory provident fund scheme.

The emoluments of the Directors of the Company (the “**Directors**”) are determined by the Remuneration Committee as delegated by the Board with reference to market rates and respective Directors’ experience, duties and responsibilities in the Group. None of the Directors are involved in deciding their own remuneration. The Group maintains the Continued Learning Sponsorship Scheme to sponsor the continuous professional development of the members of the Group including the Directors.

MATERIAL ACQUISITION AND DISPOSAL

During FY2023, the Group did not make any material acquisitions or disposals.

CONTINGENT LIABILITIES

As at 31 March 2023, the Group did not have any material contingent liabilities (FY2022: immaterial).

SUBSEQUENT EVENTS

On 3 April 2023, the Group entered into a provisional agreement to dispose Ocean View at a consideration of HK\$30,000,000. For more details about the disposal of Ocean View, please refer to the announcement of the Company dated 3 April 2023 and the circular dated 25 May 2023.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

I. ABOUT THIS REPORT

Overview

The board of directors (the "**Board**") of Styland Holdings Limited (the "**Company**") is pleased to present this Environmental, Social and Governance (hereinafter called "**ESG**") Report (the "**ESG Report**" or "**Report**") of the Company and its subsidiaries (collectively as the "**Group**" or "**we**") for the financial year ended 31 March 2023 ("**FY2023**"). This ESG Report outlines the policies, sustainability strategies, management approaches and initiatives implemented by the Group and the performance of the Group in the environmental and social aspects of its businesses.



Reporting Scope

This ESG Report covers all of the Group's businesses namely, financial services, mortgage financing, insurance brokerage services, property development and investment, and securities trading in Hong Kong. During FY2023, there were no significant changes to the reporting scope.



Reporting Basis

This ESG Report discloses the required information under the “comply or explain” provisions of the ESG Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).



Environmental, Social and Governance Report

Reporting Principles

The Group adheres to the following reporting principles as the basis for the preparation of this ESG Report.

Materiality: The threshold at which ESG issues determined by the Board are sufficiently important to investors and other stakeholders of the Group that they should be reported, details of which are set out in the sections “Stakeholders’ Engagement” and “Materiality Assessment” below for more details.

Quantitative: The environmental and social key performance indicators (“KPIs”) are disclosed in this ESG Report to give stakeholders of the Group a comprehensive picture of the Group’s ESG performance. The information is accompanied by a narrative, explaining its purposes and impacts.

Balance: Every effort has been made in the Report to reflect the performance of the Group’s ESG activities impartially and avoid selection, omission or presentation format that might inappropriately influence the decision or judgment of the readers of this ESG Report.

Consistency: As far as is reasonably practicable, the Group has used consistent methodologies to allow for meaningful comparisons of ESG data over time.





II. MANAGEMENT OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Board Statement

The Board takes overall responsibility for ESG matters and their integration into the Group's management approach and strategies. It guides the management and monitoring of ESG matters that have been identified as relevant to the Group, and reviews the progress made against ESG-related goals and targets. For disclosures about the Board's supervision over ESG matters, the Board's ESG management policies and strategies, and the progress of the Board's review of ESG-related goals and targets and their relationship with the Group's business, please refer to other disclosure in this section "Management of Environmental, Social and Governance", which form part of the Board Statement.

The Group is committed to corporate social responsibility and balancing environmental, social and economic benefits. It also aims to balance its business development with the interests of its key stakeholders and operates its business in a sustainable manner. To achieve this vision, the Group has set a sustainability framework that focuses on environmental protection, resource management, employee and community well-being and guides its sustainability efforts to ensure that sustainability elements are integrated into every business process and all business decisions.

The environmental footprint from the Group is relatively minor. Nonetheless, global warming is a growing concern of governments worldwide. As a socially responsible corporate, the Group, is committed to mitigating its environmental impact and integrating responsible environmental practices into its businesses. Meanwhile, the Group endeavors to foster a sense of environmental stewardship internally, with an aim to make joint efforts with employees to build an environmentally friendly and resource-saving enterprise.

Despite the continuance of the coronavirus disease ("COVID-19") global pandemic into FY2023, the employees of the Group showed team spirit and provided multi-pronged support to each other at times when the COVID-19 epidemic became severe as to protect themselves and others from infection. Our employees also strived to stop the spread of COVID-19. Our prevention and control measures included the provision of masks and alcohol-based hand sanitizers to our employees, reminding our employees to follow good respiratory and hand hygiene and maintain proper social distancing, etc. Despite the severity of the pandemic, we still pay attention to the employee salaries and benefits, career development opportunities and provide a safe working environment to our employees. To continue with our initial aim of embracing corporate social responsibility, we have actively participated in meaningful corporate social responsibility activities. However, we may still need to persevere to fight against the virus together longer. We encourage all of our employees to put their unremitting efforts into the Group's ESG initiatives and goals, and to make continuous progress towards sustainable development.

Environmental, Social and Governance Report

To achieve this vision, the Board would review its environmental and social KPIs from time to time and would take a top-down approach to integrate the KPIs into the functional departments. The Board not only improved the well-being of the employees but also urged the employees to make changes in different areas, such as reducing greenhouse gas (“GHG”) emissions and making good use of resources. ESG matters that the stakeholders of the Group rate as priorities are tracked through the stakeholders’ engagement exercise (Please refer to the section “Stakeholders’ Engagement” below for details). During FY2023, the Group has made achievements by actively supporting the Group’s sustainable development strategies and objectives from the management team and all employees. The relevant scope, progress and achievements relating to the environmental and social KPIs would be disclosed in this ESG Report.

The Group is a respectable enterprise. Through implementing sustainable development strategies and improving its business performance, the Group plans to continue to create more meaningful long-term value for itself and its stakeholders.

Governance Structure

The Board believes that sound ESG strategies can create investment value for the Group and deliver long-term returns to its stakeholders. The establishment of an appropriate governance framework is critical to the successful implementation of the ESG sustainability strategies of the Group. Therefore, the Group had its practice of ESG governance structure with clear duties and responsibilities. The Board sets long-term policies and strategies for all sustainability matters, reviews the implementation status and progress of ESG work annually and reports on its performance. The Board also identifies, reviews and evaluates the corporate responsibility, sustainability and climate change response of the Group through internal meetings. The management team reports to the Board on a regular basis to assist the Board in assessing and determining whether the Company has established an appropriate and effective internal control system to contain the ESG risks. At the operational level, functional units are responsible for ensuring the integration of sustainability strategies and practices into the Group’s business operations and exploring new action plans or initiatives.



<p>The Board</p> 	<p>Board members are responsible for:</p> <ul style="list-style-type: none"> ✦ Developing long-term sustainable development policies and strategies ✦ Assessing and identifying risks and opportunities associated with ESG ✦ Ensuring appropriate and effective ESG risk management and internal monitoring systems ✦ Reviewing and approving policies, objectives and action plans/measures related to ESG ✦ Approving ESG reports
<p>Management Team</p> 	<p>The management team is responsible for:</p> <ul style="list-style-type: none"> ✦ Developing and reviewing ESG-related policies, objectives and action plans/measures ✦ Monitoring and reporting to the Board on the progress and quality of implementation of the action plans/measures ✦ Identifying ESG risks and opportunities ✦ Reviewing the ESG report
<p>Functional Departments</p> 	<p>The functional departments are responsible for:</p> <ul style="list-style-type: none"> ✦ Identifying, assessing, defining and reporting to management on significant ESG issues ✦ Performing ESG risk management and internal monitoring ✦ Ensuring ESG policies, objectives and action plans/measures are integrated into business operations ✦ Reporting to management on progress and quality of action plans/measures

The Board has appointed an independent consultant to provide advice on the ESG matters and assist in collecting data and information for conducting various analysis and provide improvement recommendations on ESG performance. The Group has also collected the views of key stakeholders on ESG matters during daily operations and conducted a materiality assessment to identify important ESG issues for the Group, details of which are disclosed in the sections “Stakeholders’ Engagement” and “Materiality Assessment” below. To effectively lead the ESG process of the Group, the Board monitors the work of all departments to ensure that they work closely together to achieve the sustainable development goals of operational compliance and social responsibility.

Environmental, Social and Governance Report

Stakeholders' Engagement

The Group is committed to maintaining the sustainable development of its businesses and providing support to environmental protection and the communities in which it operates. The Group maintains close ties with its stakeholders, including government/regulatory organizations, shareholders/investors, employees, customers, suppliers, community, etc. and strives to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. The Group assesses and determines its environmental, social and governance risks, and ensures that the relevant risk management measures and internal control systems are operating properly and effectively. The following table shows the management's responses to the stakeholders' expectations and concerns through different communication channels:

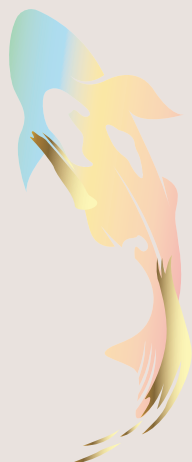
Stakeholders	Expectations and Concerns	Means of Communication	Management Response
Government/Regulatory Organizations	<ul style="list-style-type: none"> ➤ Compliance with laws and regulations ➤ Fulfill tax obligations ➤ Steady business operations ➤ Anti-corruption ➤ Anti-money laundering and anti-terrorist financing ➤ Joint efforts in combating COVID-19 	<ul style="list-style-type: none"> ➤ Periodic reports and announcements ➤ Correspondences ➤ Policy documents and guidelines ➤ Official website of the Group 	<ul style="list-style-type: none"> ➤ Uphold integrity and compliance in operations ➤ Pay tax (if any) on time ➤ Establish comprehensive and effective internal control systems and implement various anti-corruption, anti-money laundering and anti-terrorist financing measures ➤ Follow the government's COVID-19 preventive measures and guidelines to prevent the spread of COVID-19

Stakeholders	Expectations and Concerns	Means of Communication	Management Response
Shareholders/Investors	<ul style="list-style-type: none"> ➤ Return on investment ➤ Information transparency ➤ Corporate governance system 	<ul style="list-style-type: none"> ➤ General meetings of shareholders ➤ Information disclosed on the website of the Stock Exchange ➤ Official website of the Group ➤ Shareholders/ Investors enquiry hotline, email and fax 	<ul style="list-style-type: none"> ➤ Management team possesses relevant experience and professional knowledge in business sustainability ➤ Maintain the highest standard of openness, probity and accountability ➤ Ensure transparent and efficient communications by dispatching information on the websites of the Stock Exchange and the Group ➤ Continue to focus on and improve the risk management and internal controls system



Environmental, Social and Governance Report

Stakeholders	Expectations and Concerns	Means of Communication	Management Response
Employees	<ul style="list-style-type: none"> ➤ Labor rights ➤ Career development ➤ Compensation and welfare ➤ Health and workplace safety ➤ Joint efforts in combating COVID-19 	<ul style="list-style-type: none"> ➤ Employee activities ➤ Performance appraisal ➤ Induction and on-the-job training ➤ Internal meetings and announcements ➤ Contact via email, phone and communication applications 	<ul style="list-style-type: none"> ➤ Set up contractual obligations to protect labor rights ➤ Encourage employees to participate in continuing education and professional training to enhance competency ➤ Establish a fair, reasonable and competitive remuneration scheme ➤ Pay attention to occupational health and safety ➤ Provide COVID-19 prevention materials to employees and adopt "work from home" policy
Customers	<ul style="list-style-type: none"> ➤ High quality and efficient services ➤ Ensure information and fund security ➤ Expand service channels ➤ Timely solutions to customers for helping them solve their problems 	<ul style="list-style-type: none"> ➤ Customer hotline ➤ Official website of the Group ➤ Mobile applications and other digital platforms ➤ Service complaint and response mechanism 	<ul style="list-style-type: none"> ➤ Improve the quality of services continuously in order to maintain customer satisfaction ➤ Ensure proper contractual obligations are in place ➤ Popularize financial knowledge ➤ Set up high-level preventive controls on data leakage and hacking activities ➤ Protect consumer rights and interests





Stakeholders	Expectations and Concerns	Means of Communication	Management Response
Suppliers/Contractors	<ul style="list-style-type: none"> ➤ Stable demand ➤ Good relationship with the Group ➤ Corporate reputation ➤ Fair and transparent procurement process 	<ul style="list-style-type: none"> ➤ Official website of the Group ➤ Negotiation ➤ Contracts ➤ Tendering and bidding 	<ul style="list-style-type: none"> ➤ Ensure proper contractual obligations are in place ➤ Establish policies and procedures in supply chain management ➤ Establish and maintain strong and long-term relationship with suppliers ➤ Select suppliers with due care and ensure the competitive procurement
Community	<ul style="list-style-type: none"> ➤ Environmental protection ➤ Reduce GHG emissions ➤ Effective use of resources ➤ Community contributions ➤ Economic development and employment ➤ Joint efforts in combating COVID-19 	<ul style="list-style-type: none"> ➤ Official website of the Group ➤ Donations 	<ul style="list-style-type: none"> ➤ Pay attention to the issue of climate change ➤ Low-carbon and environmentally friendly operations ➤ Encourage employees to actively participate in charitable and environmental protection activities ➤ Strengthen energy saving and emission reduction management ➤ Strive to maintain good and stable financial performance and business growth ➤ Follow the government's COVID-19 preventive measures and guidelines to prevent the spread of COVID-19

Environmental, Social and Governance Report

Materiality Assessment

During FY2023, the Board held discussions with the management team and conducted materiality assessment through various channels to identify ESG issues in which both the Group and its key stakeholders are interested and assessed the level of concern as viewed by them so as to select the relatively important environmental and social issues. For the materiality assessment, the Group has adopted the following three processes:

Identification	<ul style="list-style-type: none">✧ Through diverse channels and internal discussion✧ Examines and adopts the environmental, social and governance issues of concern in the past stakeholders' engagement✧ Draws attention to emerging environmental, social and governance issues
Prioritization	<ul style="list-style-type: none">✧ Synthesizes, analyzes and evaluates the views of all parties to identify and prioritize potential and important issues✧ Develops materiality matrix based on the importance of the issue to the Group and its key stakeholders
Validation	<ul style="list-style-type: none">✧ Interacts with the management team to validate the materiality assessment and ensure that these issues are aligned with the sustainable development direction sought by the Group✧ Reports the materiality assessment to the Board and makes disclosure in the ESG Report



Materiality Matrix

Materiality assessment helps the Group to ensure its business objectives and development direction are in line with the expectations and requirements of its stakeholders. The matters of concern of the Group and stakeholders are presented in the following materiality matrix:


Materiality Matrix				
Importance to Stakeholders	High	<ul style="list-style-type: none"> ◆ Anti-discrimination measures ◆ Labor rights protection 	<ul style="list-style-type: none"> ◆ Talent management ◆ Staff training and promotion opportunity ◆ Staff compensation and welfare 	<ul style="list-style-type: none"> ➤ Customer satisfaction ➤ Service quality ➤ Anti-corruption ➤ Anti-money laundering ➤ Anti-terrorist financing ➤ Information security ➤ COVID-19 prevention
	Medium	<ul style="list-style-type: none"> ➤ Community contributions 	<ul style="list-style-type: none"> ◇ GHG and air emissions ◇ Energy conservation ◇ Climate change ◆ Occupational health and safety 	<ul style="list-style-type: none"> ➤ Operational compliance ➤ Customers' privacy measures and protection ➤ Suppliers management
	Low	<ul style="list-style-type: none"> ◆ Preventive measures against child and forced labor ◇ Sewage discharge ◇ Generation of non-hazardous wastes 	<ul style="list-style-type: none"> ◇ Use of water resources 	
		Low	Medium	High
		Importance to the Group		
		◇ Environmental	◆ Employee	➤ Operation

III. ENVIRONMENTAL PROTECTION

The Group always pays great attention to energy conservation, emission reduction and environmental protection. We adhere to the management philosophy of sustainable development to achieve green operation and balanced development. In response to the global environmental protection trends, we have implemented energy conservation and environmental protection measures to mitigate the environmental risks and negative impacts from the Group's business activities. We are continually promoting the awareness of environmental conservation in the workplace and to our employees and encourage our employees to reduce waste and save energy. To maintain a balance between efficient operation and environmental protection, we have established a set of comprehensive environmental protection policies to cover air and GHG emission reduction, energy efficiency, water conservation, and hazardous and non-hazardous waste management. Our employees have also provided their suggestions to the Group on ways to protect the environment. We have formulated corresponding indicators and various measures to manage natural resources and minimize our impact on the environment.

1. Management of Emissions

The Group engages in the financial services, mortgage financing, insurance brokerage services, property development and investment, securities trading businesses. These businesses do not involve any production activities, and hence, no packaging materials are used and no hazardous wastes and air pollutants are produced in their ordinary course of business. The environmental impact from the Group mainly comes from its use of natural resources, generation of office and domestic wastes, and discharge of domestic wastewater. Energy conservation and emission reduction are top priorities for the Group. We strongly focus on reducing energy consumption, improving energy efficiency and minimizing our impact on the environment by undertaking various energy-saving measures (Please refer to the section "Conservation of Energy" below for details). Our waste management initiatives are centered on the collection of waste paper for recycling (Please refer to the section "Conservation of Paper" below for details). Illegal disposal of regulated electrical equipment is prohibited. We use environmentally friendly office supplies and place potted plants in our workspaces in aim of reducing our office's carbon footprint and to create a greener working environment for our staff. We do not allow chemicals that are harmful to the environment and wastewater that contains hazardous substances to be discharged into water pipelines.



The Group's property development business includes a redevelopment project at Fei Ngo Shan Road, the occupation permit of which was obtained in April 2019. During FY2023, the interior decoration and other works for this property, which were outsourced to contractors, have been completed. The Group and the contractors have complied with the requirements under the environmental protection legislation. Due to the remote location of the site, the impact from noise to the surrounding environment was not significant. The solid wastes from this project were handled according to the Waste Disposal Ordinance to minimize our impact on the environment. The recyclable wastes were handled by the recycler, and non-recyclable inert and non-inert wastes were sent to public filling facilities and landfills respectively. The Group adheres to the relevant government laws and regulations regarding wastewater treatment and discharge. The contractor has obtained a license under the Water Pollution Control Ordinance for discharging our wastewater to the appropriate drainage and sewage. All of our wastewater has been treated according to the government's standards prior to discharge.

2. Management of Resources Utilization

The Group recognizes its responsibilities to manage its resources and minimize its impact on the environment. Furthermore, the Group is devoted to ensure all of its resources are utilized in an efficient and wise manner. Hence, we have set up a "Green and Low Carbon Office", and encouraged employees to adopt our management principles of 5S and 4R in the workplace. The "5S" are "Sort", "Straighten", "Shine", "Standardize"; "Self-discipline"; and "4R" refers to "Reduce", "Reuse", "Recycle" and "Replace". Having adopted and implemented these measures, the Group has made a positive impact on the environment and the Group. In addition to our resources being utilized more efficiently and wastes being reduced, our work efficiency was also enhanced. The implementation of these key management principles has resulted in a win-win-win situation for our employees, the Group and Earth.

(1) Conservation of Energy

The electricity of the Group is mainly used for office illumination and electrical appliances. The Group has set up a series of measures that involve raising the electricity efficiency of its electrical appliances to save energy and encourages its employees to adopt energy-saving habits for using our office's electrical appliances. For example, employees are encouraged to switch off office equipment and electrical appliances when they are not in use; air conditioners and lights are switched off when the conference rooms are not in use and after work; avoiding turn on lighting in general, but use of lighting in seating area; appropriately placing lighting where needed with suitable brightness; keeping lighting fixtures in good condition for efficiency maximization; selecting office equipment and electrical appliances with energy efficiency labels or high energy efficiency; open blinds to take advantage of natural light; further minimizing the energy consumption of equipment under "Standby" mode by switching off computers and electrical appliances; setting the temperature of air conditioning in range of 24-26 degree Celsius; analyzing statistically the energy consumption every quarter. To implement the "Green and Low Carbon Office" concept, the Group has adopted the recommendations provided by CLP and has posted the CLP guidelines in our offices to educate and encourage our employees to use different ways to save energy in the workplace.

At the beginning of FY2023, the Group expects to reduce the electricity consumption and the respective Scope 2 GHG emission by 17% when compared with FY2022. Please refer to the section "Environmental Performance Data Summary" below for the relevant data. During FY2023, the Group's electricity consumption was approximately 86.66 Megawatt hours ("MWh"), representing a decrease of approximately 15.33 MWh or 15.03% compared to that in the previous year. This is mainly due to the merge of two offices, and the Group ceased to lease the office in Kwun Tong after August 2022.

Gasoline is mainly used in the Group's vehicles for business purpose. The Group repairs and maintains its vehicles regularly to improve their energy efficiency, reduce the extra fuel consumption and minimize exhaust air emissions resulting from the wear-and-tear vehicle parts. Our drivers plan the shortest route and fastest way to reach the destination before using the vehicles in order to maximize energy efficiency. They are mindful of switching off the engine while the vehicle is stationary to comply with the Motor Vehicle Idling (Fixed Penalty) Ordinance in Hong Kong to save fuel and avoid idling emissions. The Group analyzes statistically the gasoline consumption regularly, and finds out the reasons if abnormalities are found.



Environmental, Social and Governance Report

As the Group expects the COVID-19 epidemic to ease and the economic activities recover in FY2023, it expects the petrol consumption and the respective Scope 1 GHG and air emissions to increase by 30% when compared with FY2022. Please refer to the section “Environmental Performance Data Summary” below for the relevant data. During FY2023, the Group’s gasoline consumption was approximately 9.19 tonnes, representing an increase of approximately 2.41 tonnes or 35.55% compared to that in the previous year.

(2) Conservation of Water

Water consumption of the Group was mainly comprised of bottled drinking water and water from the washrooms of our offices that were strictly used for sanitary purposes. The bottled drinking water was purchased from vendors.

The water from the washrooms that was used for sanitation was supplied and managed by the property management company. Although the Group did not face any water shortage problem during FY2023, it recognizes the scarcity of water resources the environment could offer. The Group constantly reminds employees of their water usage habits and to be careful not to cause any negative impact on the environment, and hence the Group always encourages its employees to establish and practice the correct water usage concept, to cherish water usage in their daily lives and to avoid any kind of wastage. For example, our employees were encouraged to finish drinking the water in their mugs, not to use potable water for any other purposes, to turn off the water tap right after use, etc.

The water usage at the Group’s offices is managed by the property management companies. Since the property management companies have not provided water usage data in relation to our office units, as such, we did not disclose the data in this ESG Report. Furthermore, our property development project was outsourced to a contractor, and hence, water usage data for the project was not disclosed in this ESG Report.

(3) Conservation of Paper

The Group actively promotes the “Green and Low Carbon Office” policy and encourages its employees to save paper. We have also educated our employees on how to avoid wasting paper through various measures, and have reduced our reliance on paper-based documents. We distribute files in electronic format as much as possible in order to minimize photocopying and printing on paper. In addition, we encourage online account opening, communicate with customers via email and instant messengers, and all new customers are using e-statement. Furthermore, we fully utilize both sides of paper, conserve and reuse our other paper supplies. For example, our employees are encouraged to reuse envelopes, paper files and paper bags. With respect to our paper recycling efforts, we collect and pass the used and recyclable papers to the recyclers for handling. We place paper saving tips next to the printers and computers to provide suggestions to employees on the various ways they can save paper at the office. Our printers have been set to default to the duplex print mode to remind our employees about saving paper and to make the best use of paper. The Group counts its paper consumption regularly, and finds out the reasons if abnormalities are found. During FY2023, the Group consumed approximately 2.31 tonnes of paper, representing a decrease of approximately 0.63 tonnes or 21.43% compared to that in the previous year.





(4) Others

Other measures to reduce the Group's carbon emission include our increased usage of ceramic mugs in the office for serving customers; encourage employees to use reusable water bottles and cups and minimize their purchase and usage of the single-time use disposable cups and utensils. Other measures we adopted to minimize our carbon emissions encompass our travel policy that focuses on minimizing our carbon footprint. Through our travel policy, we have encouraged employees to reduce traveling for meetings and instead, use video conferencing or teleconferencing. With respect to disposing our old or unwanted electrical equipment, we disposed these kinds of items in accordance with "The Producer Responsibility Scheme on Waste Electrical and Electronic Equipment".

3. The Environment and Natural Resources

The Group is devoted to care about and protect the natural environment. We believe that everyone should take part in it and we hope to create a beautiful living environment together. In order for our employees to gain a greater understanding of the importance of their impact on the environment, we have set up various policies and measures relating to environmental protection in aim to reduce our carbon footprint and lessen our environmental impact while conducting our personal and business lives (refer to the sections "Management of Emissions" and "Management of Resources Utilization" above for details).

The Group will continue to increase its investment in environmental protection, revisit and identify the sources of wastes produced in our day-to-day operations, and manage and monitor the Group's use of natural resources and other resources. We will continue to establish and implement effective measures including the promotion of energy conservation and emission reduction, extensive use of energy-saving products, and the best use of office resources to minimize our carbon footprint. We continue to promote employee awareness of environmental protection and resource conservation, and encourage our employees to fulfill their social responsibilities and obligations in the process of business development.

4. Climate Change

Climate change is causing extreme weather events more frequently and severely, often causing catastrophic damage. Climate change is also changing seasonal and annual patterns of temperature, precipitation and other weather phenomena, increasing risk of heavy rains, rising tides and flooding that can cause serious damage to assets such as buildings, warehouses and inventories, resulting in economic losses. In the long term, climate change may lead to a rise in the sea level, long-term changes in climate patterns of chronic heat waves (persistent higher temperature, etc.). The risks of climate change is still imminent. Understanding these trends and the relationship with our business can help us to prepare, analyze possible risks and opportunities, help seize the opportunities of potential benefits and establish the response capacity of the Group in the long run.

Environmental, Social and Governance Report

Climate change is a major concern of governments around the world. Governments may change the related policies, laws and regulations to deal with climate change. Therefore, the Group needs to change internal policies and measures, increasing the risk of facing relevant policies, laws and regulations, which may increase operating costs. The Group believes that a robust response to climate change requires the concerted efforts of all stakeholders. As such, the Group will continue to identify and address stakeholders' expectations to optimize its environmental measures in order to achieve sustainable developments and create long-term value for its stakeholders and for society as a whole. The ESG targets of the Group provide benchmarks and future directions for the annual review of progress in greenhouse gas reduction and resources conservation, and motivate more efficient actions to address climate change.

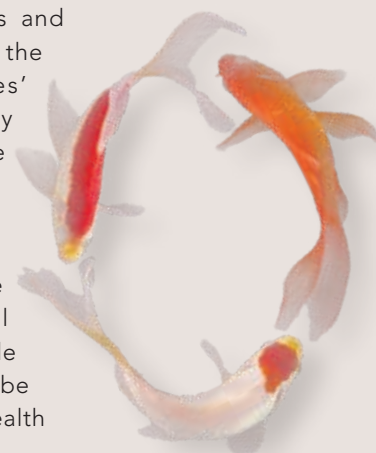
5. Compliance

During FY2023, there were no confirmed non-compliance incidents in relation to environmental protection that have a significant impact on the Group.

IV. EMPLOYMENT AND LABOR PRACTICES

The Group has always regarded its employees as its most valuable assets. The Group adheres to its "employee-oriented" governance philosophy and has established a comprehensive talent management mechanism to attract and retain competent talents for the sustainable development of its businesses. We are devoted to create a non-discriminatory, equal, harmonious and safe workplace; build up mutual respect and good relationships with our people; encourage our employees to be innovative, flexible and committed when dealing with our customers and to provide high-quality services to our clients. To achieve these goals, we offer career advancement opportunities to attract, develop, retain and reward our staff, and provide them with commensurate remuneration, personal growth and career development training, together with fringe benefits such as retirement benefits, paid vacation days and insurance. We also promote a good work-life balance to our employees and focus on our employees' physical and mental health. Moreover, we encourage our employees to maintain harmonious interpersonal relationships, promote the team spirit of cooperation and unity, bravely face difficulties and do their best to overcome challenges.

The Group has strictly complied with Hong Kong's laws and regulations regarding employment and labor, including the "Employment Ordinance" (Cap. 57), the "Employees' Compensation Ordinance" (Cap. 282), the "Mandatory Provident Fund Schemes Ordinance" (Cap. 485), the "Minimum Wage Ordinance" (Cap. 608), the "Sex Discrimination Ordinance" (Cap. 480), the "Disability Discrimination Ordinance" (Cap. 487), the "Family Status Discrimination Ordinance" (Cap. 527), the "Race Discrimination Ordinance" (Cap. 602), the "Occupational Safety and Health Ordinance" (Cap. 509) and other applicable requirements and standards. The relevant information will be described in detail in the sections titled "Employment", "Health and Safety" and "Labor Standards" below.



1. Employment

The Group has established an internal management system which specifies the requirements for recruitment, promotion, dismissal, working hours, rest periods, compensation, welfare and other benefits.

(1) Recruitment, Promotion, Dismissal, Equal Opportunity, Diversity and Anti-discrimination

The Group always aims to recruit talented people and develops their potential to the fullest so that our employees can grow with the organization. The Group advocates equal opportunity, diversity and anti-discrimination, and has established and implemented a fair treatment policy. Our job candidates are selected based on their morality, knowledge, jobs skills and abilities, and regardless of their ethnic group, religious affiliation, gender, age or marital status. The policy applies to all phases of the employment relationship, including but not limited to, hiring, promotion, performance appraisal, training, personal development and termination. Furthermore, we handle dismissal and compensation in accordance with the Hong Kong Employment Ordinance.

Performance appraisals are conducted periodically for employees to provide them constructive feedback regarding their job performance. The Group uses the data collected from its employee performance appraisals strictly for its own human resource purposes such as for fairly assessing and determining the level of discretionary bonuses, subsidies, commissions, year-end bonuses, salary increments and/or promotion recommendations that are rewarded to employees. These rewards are based on a number of criteria including working experience, seniority, knowledge and skills, performance, contribution, etc. The Group also operated a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the businesses and success of the Group's operations.

On the basis of equality, we hope to identify talents who are committed or dedicated to work, willing to take responsibility, willing to keep learning, willing to continuously improve their abilities and willing to move forward with the Group.

At the end of the financial year, the gender ratio in the workforce of the Group comprised 60% male and 40% female. The Group believes that the gender ratio of the workforce is within a reasonable range. The Group will review the effectiveness of the measures and practices against the actual circumstances of the Group and will adopt new policies when considered necessary. In particular, the Group will continue to monitor the gender ratio and will aim at achieving a greater gender diversity in hiring all positions across the Group.

Environmental, Social and Governance Report

At the end of the financial year, the number of and distribution of the Group's employees are as follows:



	FY2023	FY2022
Gender		
Male	40	41
Female	27	33
Employment Type		
Full-time	67	74
Age Group		
18-30	4	6
31-45	24	25
46-60	28	29
>60	11	14
Geographical Region		
Hong Kong	62	69
Mainland China	3	4
Taiwan	2	1

During FY2023, the Group's average monthly employee turnover rate is as follows:

	FY2023	FY2022
Gender		
Male	1.60%	2.65%
Female	3.16%	2.62%
Age Group		
18-30	4.84%	5.88%
31-45	2.36%	3.41%
46-60	1.70%	1.47%
>60	2.17%	1.73%
Geographical Region		
Hong Kong	2.30%	2.52%
Mainland China	2.38%	4.62%

(2) Compensation, Welfare and Other Benefits

The Group attracts and retains outstanding talents with competitive remuneration packages to employees. We examine the salary levels of employees regularly to ensure they are up to the market standard. The Group benchmarks up-to-date remuneration data in its industry and strives to maintain a fair, reasonable and competitive remuneration scheme. Staff remuneration is structured based on the staff's knowledge, skills, work experiences and educational background with reference to our job requirements. Basic remuneration and benefits of employees include basic salary, paid vacation days, and insurance, etc. With respect to our medical insurance benefits for employees, depending on the nature of their medical claim, we provide our employees either a partial reimbursement or full reimbursement of their medical expenses arising from illnesses, accidents or emergencies. The Group pays contributions to the Mandatory Provident Fund schemes for all employees as retirement protection benefit.

(3) Working Hours and Rest Periods

The Group pays attention to its employees' health and encourages its employees to have a good work-life balance. Additionally, the Group has maintained a five-day work week, and complies with the Hong Kong Employment Ordinance to protect employees' rights of rest days and holidays. All employees are entitled to rest days and certain leaves such as maternity leave, paternity leave, marriage leave, etc.

(4) The Impact of COVID-19

The Group did not lay off any employees due to COVID-19, and the compensation and welfare of its employees remain unchanged during FY2023. With respect to COVID-19, in order to reduce the risk of infection for our employees, we have adopted various preventive measures for the health and safety of our employees including those preventive measures titled "Together, We Fight the Virus!" that were promoted to the public by the Department of Health of the HKSAR Government (please refer to the section "Health and Safety" below for details).

2. Health and Safety

As the operations of the Group are mainly executed in an office setting while no labor-intensive work is involved, the Group's occupational health and safety risks are relatively low. However, we continue to uphold one of our most important core values which is to protect and promote the health, workplace safety and well-being of our employees in the working environment. It is our stance that our employees' health and workplace safety are our priorities and we have created a comfortable and safe working environment for our employees.

The Group takes a comprehensive preventive approach on staff health and workplace safety, including illness and injury prevention. We have clear evacuation procedures to enable our employees to take sensible and immediate action in case of a fire accident. All employees of the Group take part to give unconditional support to build a healthy and smoke-free working environment. We recognize that the air quality in our offices may affect our employees' health. Furthermore, we promote the concept of "Green and Low Carbon Office" by decorating our offices with indoor plants to provide our staff a comfortable working environment.

Due to the COVID-19 outbreak, we had adopted various preventive measures to reduce our employees' chances of being infected or spreading the disease. These precautions included the provision of face masks and alcohol-based hand sanitizers to our employees. Other measures we had taken to prevent the spread of COVID-19 were our adoption of a "work from home" policy, reminding our employees to follow good respiratory and hand hygiene, practice social distancing and allowing only our employees and visitors who did not have any COVID-19 symptoms to enter our offices.

There were no lost days due to work injury during FY2023, and no work-related fatality occurred in each of the past three financial years (including FY2023).



Environmental, Social and Governance Report

3. Development and Training

A high caliber corporate team is critical to the sustainable and long-term business development of the Group. To this end, the Group has established a long-term talent development training strategy and has also encouraged its staff to continue to study and take on lifelong learning. New hires are provided on-the-job training. The human resources department together with the supervisors of each business unit have provided employees an introduction to the Group's corporate culture, as well as helped them gain industry knowledge and briefed new employees about their job duties. As part of the Group's businesses are registered institutions under the Securities and Futures Ordinance and licensed insurance intermediaries, the Group has policies in place to maintain and enhance its employees' technical knowledge and professional expertise; and also provide assurance to investors that our professional staff have the necessary technical knowledge, professional skills and business ethics; and are able to discharge their job duties efficiently and with integrity.



During FY2023, our professional staff have participated in various internal/external training in the form of seminars. The training topics include Bloomberg Pivot to Crypto event, Asia Pacific deal trends, Model Code for Securities Transactions by Directors, disclosure of inside information, connected transactions, notifiable transactions, business ethics for finance sector, introduction to partnership for carbon accounting financials, the trend of sustainable investing and so on. In addition, we provide tuition fee subsidy to the employees who are interested in taking courses that are relevant to our business or their job duties. We believe that encouraging our employees to take relevant courses to enhance their professional knowledge and skills will bring potential benefits and contributions to the Group. During FY2023, we have subsidized our employees to participate in various courses, and the topics included accounting and language.

During FY2023, the percentage of the Group's employees trained¹ is as follows:

	FY2023	FY2022 ³
Gender		
Male	62.50%	44.64%
Female	63.16%	35.56%
Employee Category		
Senior management	55.56%	33.33%
Middle management	72.41%	67.86%
Ordinary staff	58.33%	29.69%

During FY2023, the average training hours² per the Group's employee are as follows:

	FY2023	FY2022 ³
Gender		
Male	6.09	4.71
Female	5.23	8.21
Employee Category		
Senior management	6.44	5.58
Middle management	6.46	7.86
Ordinary staff	5.11	5.67

Notes:

- 1 The percentage of the Group's employees trained refers to the number of Group's employees trained within the reporting year divided by the sum of Group's number of employees at the end of the reporting year and the number of employees resigned within the reporting year.
- 2 The average training hours refers to the number of training hours provided by the Group to the employees within the reporting year divided by the sum of the Group's number of employees at the end of the reporting year and the number of employees resigned within the reporting year.
- 3 Part of last year's comparative figures are restated to conform with the current year's presentation.

4. Labor Standards

The Group respects human rights and prohibits unethical hiring practices including child and forced labor. The human resources department reviews the identity documents of the applicants during its hiring process to prevent child labor. Furthermore, we have implemented various measures to prevent any forms of forced labor. For example, detention of employee's identity card or other identification documents is strictly prohibited, labor contract is signed by the employee on a fair and voluntary basis, any form of physical abuse, assault, body search or insult, or forcing an employee to work by means of violence, threat or unlawful restriction of personal freedom are all forbidden. Our employees may be asked to work on a Sunday or a statutory holiday due to special events, and their consent must be obtained in advance to avoid forced overtime work. Our employees are compensated in accordance with the applicable labor laws and regulations. In case any possible violations are found, the Group will immediately take countermeasures to rectify and eliminate such violations as soon as possible, so as to ensure compliance operations.

5. Compliance

During FY2023, the Group was not involved in any non-compliance incidents relating to employment, health and safety, and labor standards that have significant impact on the Group.



V. OPERATING PRACTICES

1. Supply Chain Management

The Group has communicated with service providers and business partners its environmental issues and expectations, and hopes that its service providers and business partners can cooperate with the Group to work together to fulfill the Group's social responsibility to its communities. The Group also aims to maintain long-term, stable and strategic cooperative relationships with its service providers and business partners, and cooperates with its service providers and business partners on the basis of equality to achieve a win-win situation. In order to establish an efficient and green supply chain system, we select service providers and business partners that have good credit history, good reputation, high service quality, proven track records of environmental compliance and sound commitment to social responsibility. We do not conduct performance reviews of our service providers and business partners on a regular basis, as we channel our time and resources towards effectively controlling our Group's product and service quality. There were no major suppliers due to the nature of the Group's businesses.

2. Service Responsibility

The Group is dedicated to providing high quality and professional services with the highest degree of integrity at competitive rates. We always strive to exceed our clients' expectations. Moreover, client satisfaction is vital to our future growth and to maintain sustainable development. We summarize below our approach in achieving this aim and the significant efforts that we have put into its operations:


(1) Licenses and Registrations

We have established a team of financial specialists and insurance intermediaries that possess the necessary licenses required by laws and regulations. They are dedicated to providing quality and professional financial services including investment services and insurance products to our clients. To avoid any doubt regarding the fitness, appropriateness and professional qualifications of our financial specialists and insurance intermediaries, they are mandated to undertake sufficient hours of continuous professional training each year for regulated activities (refer to the section "Development and Training" above for details). We also hold money lending licenses which enable us to provide relevant services to our clients in compliance with laws and regulations.

(2) Know your Client

Under our financial services, mortgage financing and insurance brokerage core businesses, the Group conducts "know your client" background reviews prior to opening accounts for new clients and prior to offering new clients our insurance products. This is to ensure that the most suitable financial services and insurance products are provided to clients and to build up our customers' confidence in our financial team. Prior to account opening and product offering, we carefully verify the client's identity, business nature, investment objectives, insurance objectives and experience, risk tolerance level, financial status, occupation, age, etc. and obtain relevant documents as proof and for our record keeping. We review and update our client profiles periodically.





For the insurance brokerage services, the Group conducts suitability assessment before giving regulated insurance advice. In conducting the assessment, the licensed technical representatives take reasonable steps to understand our client's objectives, needs and wants, as well as their financial situation. After such assessment, the licensed technical representatives will source a sufficient range of relevant insurance products from a sufficient range of insurers to offer our clients.

The Group upholds high standards of integrity and professionalism throughout its businesses. In addition to the very strict account opening procedures that we have in place, we also have our anti-money laundering policy and procedures for our staff to follow for preventing financial crimes.

(3) Customer Data Protection and Privacy Policies

We handle our clients' personal data carefully with caution and in accordance with the "Personal Data (Privacy) Ordinance" (Cap. 486) and requirements under other applicable laws and regulations. All client personal data are kept confidentially and securely. We have to inform clients about the purpose of collecting their personal data and to whom their data will be transferred to (if the recipient is related to the Company). All client personal data collected can only be used for the sole purpose as agreed in advance. We have to obtain the client's consent prior to disclosing such information to other parties whenever necessary. We have also established stringent data management policy, and set up adequate IT access control and measures to prevent data leakage and to prevent the hacking of our information system. For example, physical access control, firewall, anti-virus software, regular security patch, etc. We also provide information security guidelines to educate and remind our employees about the importance of information security.

(4) Customer Complaints

We established our policies and procedures in handling client complaints with reference to our code of conduct. The Directors and top management of our subsidiaries are informed immediately once client complaints are received and the details and relevant documents must be properly kept. The complainers must be told how they can follow up and check the status of their cases with the inspection department. All client complaints have to be investigated immediately and handled properly following the instruction of the directors or top management of our subsidiaries. The inspection department might assist in the investigation whenever needed. All staff involved in the complaints are not allowed to participate in the investigation. In case that the incident cannot be remediated promptly, the complainers will be informed about alternative solutions that are available to the complainers under the applicable regulatory system.

The Group did not receive service-related complaints during FY2023.

Environmental, Social and Governance Report



(5) Integrity

To ensure the sustainable growth of the Group's businesses, we demand all of our employees to conduct our businesses with integrity and in compliance with the applicable laws and regulations. As employees, it is important that they understand the Group's core values. To this end, we have communicated the Group's core values to our employees. All staff members of the Group, including Directors, management and general staff are required to adhere to our internal Code of Conducts. In case of conflict between the Code of Conducts and the laws and regulations from the regulators, the stricter of the two must be followed to an extent that the local laws and regulations are not violated.

(6) Intellectual Property Rights

The Group respects intellectual property rights. Employees are not allowed to possess or use copyrighted material without the permission of the copyright owners.

(7) Compliance

During FY2023, the Group was not involved in any violation or non-compliance incidents relating to customer services that had significant impact on the Group. Furthermore, the Group did not receive any complaints concerning breaches of customer data privacy, loss of customer data and intellectual property rights.

3. Anti-corruption

The Group firmly believes fairness, honesty and integrity are the important commercial assets of the Group. To comply with the "Prevention of Bribery Ordinance" enforced by the Hong Kong Independent Commission Against Corruption and other applicable laws and regulations, we have strengthened our internal control system, built honesty and trust, set up our operation mission with abidance by law, integrity and quality services as its cores. Incorporating with the practical circumstances of the Group, we have strengthened the system, brought the discipline inspection and supervision works into the operation process, ensured there were channels for reporting in strict confidentiality of cases of obtaining personal interests in carrying out one's job duties, bribes, extortion, fraud, money laundering in breach of policies, laws and regulations. Disciplinary actions such as termination of employment will be taken against those employees who are in breach of the Group's code of conducts. We will keep on improving our whistleblowing system and are determined to combat corruption and contribute to building a clean society.

To comply with the anti-corruption laws including the "Prevention of Bribery Ordinance" (Cap. 201) enforced by the Hong Kong Independent Commission Against Corruption, and other anti-money laundering and counter-terrorist financing activities ordinances including the "Anti-Money Laundering and Counter-Terrorist Financing Ordinance" (Cap. 615), the "Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) (Amendment) Ordinance 2018", the "Drug Trafficking (Recovery of Proceeds) Ordinance" (Cap. 405), the "Organized and Serious Crimes Ordinance" (Cap. 455), the "United Nations (Anti-Terrorism Measures) Ordinance" (Cap. 575), the "United Nations Sanctions Ordinance" (Cap. 537), the "Weapons of Mass Destruction (Control of Provision of Services) Ordinance" (Cap. 526) and the Code of Conduct for Persons Registered with the Securities and Futures Commission, and to protect the interests of stakeholders, our employees are required to strictly comply with policies and procedures relevant to each particular transaction including the verification of the client's identity, assessment of the client's honesty, integrity, commercial ability and creditworthiness; and to keep documents and records properly. The Group has established the "Compliance Manual" and "Guidelines on Prevention of Money Laundering". To avoid dealing with potential money launderers, terrorist financiers or handling funds derived from any criminal activity, we refuse to operate any accounts for anonymous clients or in obviously fictitious names. Our employees are required to bring any suspicious transaction to the urgent attention of the compliance manager for review. The compliance manager will conduct a thorough investigation and determine whether suspicion remains. We have been providing appropriate training to our employees in the dealing department so that they understand the money laundering and counter-terrorism techniques; and we also remind our employees of their responsibilities with respect to anti-corruption. We shall update our employees to alert them of any new money laundering techniques being used from time to time. The Group will arrange for its frontline employees to attend a seminar in relation to the anti-money laundering issues each year to refresh their understanding of those issues. During FY2023, the Group organized internal training of professional ethics and anti-corruption for its directors and employees. Our employees also participated in external training such as anti-money laundering and counter-terrorist financing, and ordinance and relevant requirements, cyber security and commercial email fraud, corporate misconduct and fraud, etc..

During FY2023, the Group and its employees were not involved in any litigation cases of corruption.



VI. COMMUNITY INVESTMENT

As a responsible corporate citizen, the Group invests its time, energy and resources to care for the community. We take a proactive approach to support the communities where we operate. In FY2023, we, together with our employees, have donated funds of HK\$10,000 to charitable events Love Teeth Day 2022/2023 for the purpose of enhancing oral health services for the needy, and Skip Lunch Day 2023 to benefit “Services for Street Sleepers, Residents in Cage Homes and Cubicles” supported by the Community Chest.



Through our community investment activities, we wish to set a good example for others to follow, promote environmental protection and help build a greener world. In FY023, we participated in the “Lai See Reuse and Recycle Campaign” organized by Greeners Action. FY2023 marks the 8th year of our participation in this campaign. This initiative is in line with the Group’s recycling and reuse efforts as Greeners Action categorizes and repacks the red packets collected and distributes them to the public for recycle and reuse. The campaign aims to remind people to protect the environment while enjoying the Lunar New Year tradition.

We paid tax in accordance with the applicable laws and regulations since our incorporation, and spared no effort in easing local employment pressure. We have enrolled our staff in the Mandatory Provident Fund scheme, helping them to prepare and plan for their retirement. We run our businesses following good practices, actively promote green energy-saving and environmentally friendly concepts, and achieve a good development order; and to a certain extent, we have contributed to social stability and building a harmonious community.

VII. ENVIRONMENTAL PERFORMANCE DATA SUMMARY

	Unit	FY2023	FY2022
Natural resources consumption			
Electricity:			
Total	MWh	86.66	101.99
Intensity ⁴	MWh	1.22	1.29
Gasoline:			
Total	Tonnes	9.19	6.78
Intensity ⁴	Tonnes	0.13	0.09
Greenhouse gas emissions ("GHG")			
Scope 1 ^{1,3} :			
Total	Tonnes	33.78	24.89
Intensity ⁴	Tonnes	0.48	0.32
Scope 2 ^{2,3} :			
Total	Tonnes	55.72	63.93
Intensity ⁴	Tonnes	0.78	0.81
Air emissions ³			
Nitrogen oxides	Kilograms	10.33	7.56
Sulfur oxides	Kilograms	0.18	0.14
Particulate matters	Kilograms	0.76	0.56

Notes:

- 1 Scope 1 refers to the Group's business direct GHG emissions, including combustion of gasoline.
- 2 Scope 2 refers to the Group's business indirect GHG emissions, including consumption of purchased electricity.
- 3 The emissions are calculated with reference to the emission factors published by the electricity providers and "Reporting Guidance on Environmental KPIs" issued by The Stock Exchange of Hong Kong Limited.
- 4 Intensity is based on the number of employees.

REPORT OF THE DIRECTORS



The Directors present their report and audited financial statements of the Company and the Group for FY2023.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's subsidiaries consist of investment holdings, financial services, mortgage financing, insurance brokerage, property development and investment, and securities trading.

RESULTS AND DIVIDENDS

The Group's results for FY2023 and the state of affairs of the Group as at 31 March 2023 are set out in the consolidated financial statements on pages 82 to 171.

The Directors did not propose a final dividend for FY2023.

The Company rewards its shareholders with cash dividend, scrip dividend, bonus warrants or bonus shares depending on the business performance and liquidity position of the Group. Therefore, there is no assurance as to what extent a particular dividend amount will be declared for any given period. The Directors may review the dividend policy as and when appropriate.

BUSINESS REVIEW

Details of the business review and future development of the Group, as well as its principal risks and uncertainties, are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 12 to 27 of this annual report.

Environmental policy and performance

The Group embeds the culture of environmental protection into its business operation which fulfill its responsibility to the communities. Details of the Group's environmental protection practices are set out in the section headed "Environmental Protection" in the Environmental, Social and Governance Report contained in this annual report.

Relationship with stakeholders

Employees are regarded as valuable assets of the Group. For the Group's key relationship with its employees, please refer to the section headed "Employment and Labor Practices" in the Environmental, Social and Governance Report contained in this annual report.

Moreover, the Group understands the importance of maintaining good relationships with its clients and business partners. The Group continues to provide its clients value-added services and professional services under its licensed businesses and clients have been satisfied with our services. Also, the Group maintains good relationships with its referral agents and insurance intermediaries which are vital for the development of its mortgage financing and insurance brokerage businesses.

Compliance with laws and regulations

For FY2023, as far as the Directors were aware, there were no material non-compliances with the applicable laws and regulations by the Group that has a significant impact on the Group's business and operations, which mainly included the SFO, Money Lenders Ordinance and Insurance Ordinance.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in property, plant and equipment and investment properties of the Group are set out in notes 14 and 15, respectively, to the consolidated financial statements. Further details of the Group's investment properties are set out on page 173.

SHARE CAPITAL

Details of movements in the share capital of the Company are set out in note 31 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Memorandum of Association and Bye-Laws of the Company (the "Bye-Laws") or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders.

RESERVES

Details of movements in the reserves of the Company during FY2023 are set out in note 38(b) to the consolidated financial statements. Details of movements in the reserves of the Group during FY2023 are set out on page 85.

DISTRIBUTABLE RESERVES

As at 31 March 2023, the Company's reserves available for distribution were HK\$136,787,000. Under the laws of Bermuda, the Company's share premium account, in the amount of HK\$191,551,000, may be distributed in the form of fully-paid bonus shares.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and reclassified as appropriate, is set out on page 172. This summary does not form part of the audited consolidated financial statements.



Report of the Directors



DIRECTORS

The Directors of the Company in FY2023 and up to the date of this report are:

Executive Directors

Mr. Cheung Hoo Win (Chief Executive Officer)
Mr. Ng Yiu Chuen

Independent Non-Executive Directors

Mr. Li Hancheng (Non-executive Chairman)
Mr. Lo Tsz Fung Philip
Ms. Ling Sui Ngor

In accordance with the Company's Bye-Laws 99(A), Mr. Cheung Hoo Win and Mr. Lo Tsz Fung Philip shall retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company (the "AGM").

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

DIRECTORS' INTERESTS IN SECURITIES

As at 31 March 2023, the interests or short positions of the Director or chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code") were as follows:

	Nature of Interest	Number of ordinary shares	Percentage
Mr. Cheung Hoo Win (note)	Interest of controlled corporation	389,799,559	54.95%

Note: As at 31 March 2023, Kenvonia Family Limited ("Kenvonia"), which was beneficially owned as to 33.33% by Mr. Cheung Hoo Win, held 389,799,559 shares in the Company, representing approximately 54.95% of the issued Shares of the Company. By virtue of the SFO, Mr. Cheung Hoo Win was deemed to be interested in the shares held by Kenvonia.

All the interests stated above represented long positions. As at 31 March 2023, no short positions were recorded in the Register of Directors' and Chief Executive's Interests and Short Positions required to be kept under Section 352 of the SFO.

Save as disclosed above, as at 31 March 2023, none of the Directors or the Chief Executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

None of the Directors had a material interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party in FY2023.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2023, so far as is known to the Directors, the following entity and persons (not being a Director or chief executive of the Company) had an interest or a short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept under section 336 of the SFO or as otherwise notified to the Company and the Stock Exchange.

The register of substantial shareholders maintained under Section 336 of the SFO shows that, as at 31 March 2023, the Company had been notified of the following interests in the Company:

	Nature of Interest	Number of ordinary shares	Percentage
Kenvonia	Beneficial owner	389,799,559	54.95%
Ms. Cheung Lok Chi	Interest of controlled corporation (note 1)	389,799,559	54.95%
Mr. Cheung Hoo Yin	Interest of controlled corporation (note 1)	389,799,559	54.95%
	Beneficial owner (note 2)	38,816,381	5.48%
		428,615,940	60.43%

Notes:

- Each of Ms. Cheung Lok Chi and Mr. Cheung Hoo Yin owned approximately 33.33% of the interests in Kenvonia. By virtue of the SFO, both Ms. Cheung Lok Chi and Mr. Cheung Hoo Yin were deemed to be interested in the shares held by Kenvonia.
- In addition to the interest in Kenvonia, Mr. Cheung Hoo Yin personally held 38,816,381 shares.



Report of the Directors



Save as disclosed above, as at 31 March 2023, so far as is known to the Directors, the Directors were not aware of any other entities or persons (not being a Director or chief executive of the Company) had interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO or were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at a general meeting of the Company.

SHARE OPTION SCHEME

The Company operated a share option scheme (the “**Scheme**”) which enabled the Company to grant options to the participants in recognition of their contributions to the Group. Pursuant to the Scheme, the Directors might, within a period of 10 years from 21 September 2012 (the “**Adoption Date**”), grant options to any director or employee, adviser, consultant, agent, contractor, customer and supplier of the Group so that they could subscribe for the shares of the Company. The Scheme was expired on 21 September 2022.

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on the Adoption Date, the total maximum number of shares (the “**Scheme Limit**”) which might be issued upon exercise of all the options to be granted under the Scheme and any other share option schemes of the Company was 370,977,308 shares representing 10% of the issued share capital of the Company as at the Adoption Date. At the annual general meeting held on 15 September 2017, shareholders of the Company approved to refresh the Scheme Limit to 482,125,176 shares. The Scheme Limit was further refreshed to 639,480,610 shares at the annual general meeting held on 24 September 2020, and was subsequently consolidated into 63,948,061 shares upon the share consolidation having become effective on 28 September 2020.

The maximum number of shares issuable under the Scheme to each eligible participant within any 12-month period is limited to 1% of the shares in issue at such date of grant. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting. Share options granted to a director, chief executive or substantial shareholder, or to any of their associates, are subject to approval in advance by the independent non-executive Directors (the “**INEDs**”).

The exercise price of the share options is determined by the Directors; However, the exercise price cannot be less than the higher of (i) the Stock Exchange closing price of the shares on the date of grant of the share options; and (ii) the average Stock Exchange closing price of the shares for the five trading days immediately preceding the date of the grant.

The share options did not confer rights onto the share option holders to receive dividends or vote at shareholders’ meetings.

Under the Scheme, the offer of a grant of share options might be accepted within 21 days from the date of the offer, upon payment of a consideration of HK\$1 in total by the grantee. An option which was vested and had not lapsed might be exercised at any time during such period notified by the Board as not exceeding 10 years from the date of grant.

On 16 May 2019, the Company granted share options (the “Share Options”) to employees and a consultant under the Scheme. The Share Options were vested immediately upon the date of grant and then exercisable within a period of three years, which were lapsed on 16 May 2022. The adjusted closing price of the shares of the Company immediately before the date on which the Share Options were granted was HK\$0.84. Each Share Option gave the holder the right to subscribe for one ordinary share in the Company.

The following table sets out the movements in the Share Options during FY2023:

Category of participants	Date of grant	Exercise period	Adjusted exercise price HK\$	Adjusted average closing price for five business days preceding the date of grant HK\$	Adjusted number of share options				
					At 1 April 2022	Granted during the year	Exercised during the year	Lapsed or cancelled during the year	At 31 March 2023
Employees	16 May 2019	16 May 2019 to 16 May 2022	0.83	0.83	30,565,000	-	-	(30,565,000)	-

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities during FY2023.

MAJOR CUSTOMERS

In FY2023, revenue from the Group’s single largest and five largest customers combined accounted for approximately 4.68% and approximately 18.62%, respectively, of the Group’s total revenue. In the Directors’ opinion, the Group has no major suppliers in light of the nature of the Group’s businesses.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company’s issued share capital) had any beneficial interest in the Group’s five largest customers.

CORPORATE GOVERNANCE

The Company is committed to maintain high standards of corporate governance. Information on the corporate governance practices adopted by the Company is set out in the “Corporate Governance Report” on pages 63 to 71.



Report of the Directors



SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors as at the latest practicable date prior to the issue of this report, the public float of the shares of the Company is sufficient.

AUDITORS

Grant Thornton Hong Kong Limited will retire at the forthcoming AGM. A resolution will be proposed to appoint auditors and to authorise the Board to fix their remuneration.

On behalf of the Board

Ng Yiu Chuen

Executive Director

Hong Kong, 27 June 2023

CORPORATE GOVERNANCE REPORT

The Board is committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, sustainable business growth and enhancing shareholders' value.

The Company has adopted the Corporate Governance Code (the "CG Code") as contained in Appendix 14 to the Listing Rules as its own code of corporate governance practices. The Company has complied with the applicable code provisions of the CG Code during FY2023.

BOARD OF DIRECTORS

As at 31 March 2023, the Board comprised two executive Directors, namely Mr. Cheung Hoo Win (Chief Executive Officer) and Mr. Ng Yiu Chuen, and three INEDs, namely Mr. Li Hancheng (Non-executive Chairman), Mr. Lo Tsz Fung Philip and Ms. Ling Sui Ngor. The Directors believe that the composition of the Board has a balance of skills and experience that is appropriate for the requirements of the businesses of the Group.

It is the Group's practice that the Chairman of the Board is also an INED. Following our usual custom, the meeting between the Chairman and INEDs has been held annually so that the views of the INEDs in respect of corporate governance improvements, the effectiveness of the Board and any other issues the INEDs may wish to raise will be further discussed by the Board. In addition, the critical issues discussed in the Audit Committee meetings with the external auditor would be reported to the Board.

As the majority of the Board members are INEDs, there is a strong independent element within the Board, which can effectively exercise independent judgment and monitor the corporate governance of the Group. All INEDs are appointed for a specific term of two years and each of them has made a confirmation on independency. After reviewing their confirmations on independency, the Company believes that they are still independent under Rule 3.13 of the Listing Rules.

For FY2023, 12 board meetings (including 4 regular board meetings to which 14 days' notice was given to all Directors) and one general meeting of the Company was held. Details of the Directors' attendance records are as follows:

	Number of board meetings attended	Number of general meeting attended
Executive Directors:		
Mr. Cheung Hoo Win (Chief Executive Officer)	11/12	1/1
Mr. Ng Yiu Chuen	12/12	1/1
Independent Non-Executive Directors		
Mr. Li Hancheng (Non-executive Chairman)	10/10	1/1
Mr. Lo Tsz Fung Philip	10/10	1/1
Ms. Ling Sui Ngor	10/10	1/1



Corporate Governance Report



FUNCTIONS OF THE BOARD

To avoid concentration of power in any one individual, a clear division of responsibilities between the Non-executive Chairman and the Chief Executive Officer is crucial to the effective running of the Board and the day-to-day management of the Group's businesses. During FY2023, the positions of the Non-executive Chairman and the Chief Executive Officer of the Company were held by two different Directors, namely Mr. Li Hancheng and Mr. Cheung Hoo Win. Their roles and duties are segregated with a clear division of responsibilities.

The Board meets regularly to discuss the overall strategy as well as the operation and business performance of the Group, and to approve the Group's annual and interim results and other matters which need to be dealt with. The Board has delegated the day-to-day responsibilities to the management through the operation manuals which are reviewed from time to time to ensure that they meet the requirements of the Group's business development.

The Group strives to promote the culture of continued professional development among the members of the Group including the Directors. To ensure that the Directors' contribution to the Board remains informed and relevant, all of the Directors have engaged in continuous professional developments that were relevant to their performance of duties as Directors of the Company. According to the training records provided by the Directors, Mr. Lo Tsz Fung Philip and Ms. Ling Sui Ngor have also attended training courses, seminars or conferences to develop and refresh their knowledge and skills. In FY2023, certain materials on legislative and regulatory updates were circulated to the Directors for them to update themselves on changes of regulations. In addition, the Group has in place the Continued Learning Sponsorship Scheme to sponsor the members of the Group including the Directors for their continuous professional development.

The Board is also responsible for performing the corporate governance duties as required under the CG Code. The major roles and functions of the Board in respect of corporate governance are:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of the Directors or senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to the employees and Directors; and
- to review the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

In FY2023 and up to the date of this report, the Board has performed the corporate governance duties.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy which sets out its approach to achieving diversity on the Board. The Company recognises that increasing the diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The effectiveness of the Board diversity policy has been reviewed by the Nomination Committee annually.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on the merit and contribution that the selected candidates will bring to the Board while taking into account diversity.

A female INED who possesses the necessary skills, experience and caliber appropriate to the Group's business has been appointed. The Board believes that the Company has achieved its Board gender diversity. The Group recognises the importance of the gender diversity not just at the Board level but also at its workforce level. As at 31 March 2023, 40% of the Group's employees were female. The Company promotes an inclusive culture in the workplace and encourages staff to speak up if they have concerns.

BOARD'S APPROACH TO ESG

The Board has the overall responsibility for the ESG strategy, reporting and determining the management approach taken in this area.

The Board believes that corporate governance and ESG are complementary, with corporate governance linked to good governance of environmental and social issues, which touch on all aspects of the Group's businesses. The Board should take into consideration the environmental and social risks or impacts, and embed these ESG factors including environmental protection culture into its business operation, and should consider how the Group is to interact with its own people and the communities in which it operates and how they are governed.

The Report of the Directors contains statements from the Board on the Group's environmental policy and performance, its relationship with stakeholders and its compliance with laws and regulations.

The Group has evaluated a number of environmental, social and operational related issues, and assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure that the Group's business objectives and development directions are in line with the expectations and requirements of its stakeholders. The expectations and concerns of the stakeholders and the Group's response are set out in the section headed "Stakeholders' Engagement" contained in the Environmental, Social and Governance Report.



Corporate Governance Report



BOARD COMMITTEES

Audit Committee

The Company has the Audit Committee comprising all INEDs. The principal duties of the Audit Committee are to review the Group's interim and annual results, internal controls and make recommendations to the Board. The detailed terms of reference of the Audit Committee are available for inspection on the websites of Company and the Stock Exchange respectively.

Four Audit Committee meetings were held for FY2023. The attendance of each member of the Audit Committee is set out as follows:

Members of the Audit Committee	Number of Audit Committee meetings attended
Mr. Lo Tsz Fung Philip (Chairman)	4/4
Mr. Li Hancheng	4/4
Ms. Ling Sui Ngor	4/4

The Audit Committee had performed the following work in FY2023:

- (i) reviewed and approved the audit scope and fees proposed by the external auditor for the annual audit for the year ended 31 March 2023;
- (ii) discussed with the external auditor any major audit issues of the Group;
- (iii) reviewed the change in accounting standards and assessment of potential impacts on the Group's consolidated financial statements;
- (iv) reviewed and recommended for the Board's approval of the consolidated financial statements and the related results announcement for the year ended 31 March 2022;
- (v) reviewed and recommended for the Board's approval of the consolidated financial statements and the related results announcement for the six months ended 30 September 2022;
- (vi) reviewed the effectiveness of the internal control systems and the risk management of the Group;
- (vii) reviewed the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting functions; and
- (viii) approval of the whistleblowing policy and anti-fraud and counter-corruption policy of the Group.

Remuneration Committee

The Company has the Remuneration Committee comprising all INEDs. The Company inspires the culture of pursuing business growth which influences individual performance scores which were linked to rewards. The Remuneration Committee's principal duties are to make recommendations to the Board on the remuneration policy and structure for the Directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance. It is also the Remuneration Committee's duty to determine the specific remuneration packages of all executive Directors and senior management. The detailed terms of reference of the Remuneration Committee are available for inspection on the websites of the Company and the Stock Exchange respectively.

Two Remuneration Committee meetings were held in FY2023. The attendance of each member of the Remuneration Committee is set out as follows:

Members of the Remuneration Committee	Number of Remuneration Committee meetings attended
Ms. Ling Sui Ngor (Chairman)	2/2
Mr. Li Hancheng	2/2
Mr. Lo Tsz Fung Philip	2/2

The Remuneration Committee had performed the following work in FY2023:

- (i) reviewed and approved the adjustment of remuneration to an executive Director; and
- (ii) reviewed and approved the payment of bonus to an executive Director.

Nomination Committee

The Company has set up the Nomination Committee comprising all INEDs. The Nomination Committee shall make recommendations to the Board on all new appointments or re-appointments of Directors in accordance with the nomination policy. The Board shall have the final decision on all matters relating to the Nomination Committee's recommendations. The selection criteria are mainly based on the professional qualifications, work experience and time commitment of the candidates as well as the diversity policy adopted by the Board. The Nomination Committee is of the view that the Board diversity policy is followed by the Board for its composition.

For nomination of an INED, the independence of the proposed candidate will be assessed with regard to the factors laid down in the Listing Rules. There are no fixed terms of service for executive Directors while INEDs are engaged for a term of two years, subject to retirement by rotation and re-election in accordance with the provisions of the Bye-Laws of the Company. The detailed terms of reference of the Nomination Committee are available for inspection on the websites of the Company and the Stock Exchange respectively.



Corporate Governance Report



One Nomination Committee meeting was held in FY2023. The attendance of each member of the Nomination Committee is set out as follows:

Members of the Nomination Committee	Number of Nomination Committee meeting attended
Mr. Li Hancheng (Chairman)	1/1
Mr. Lo Tsz Fung Philip	1/1
Ms. Ling Sui Ngor	1/1

The Nomination Committee had performed the following work in FY2023:

- (i) reviewed the structure, size and composition of the Board to ensure they were suitable for the Group's corporate strategy and development;
- (ii) reviewed and recommended for the Board's approval the proposed resolutions for re-election of the retiring Directors at the 2022 AGM;
- (iii) assessed the independence of the INEDs; and
- (iv) reviewed the Board diversity policy.

Directors' Securities Transactions

The Board has adopted the Model Code as its own code for securities transactions by Directors. All members of the Board have confirmed, following specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code in FY2023.

AUDITORS' REMUNERATION

The remuneration paid or payable to external auditors for FY2023 were as follows:

Nature	Amount HK\$'000
– Statutory audit	950
– Reporting accountant for mandatory conditional cash offers	100
– Internal controls review	84

SHAREHOLDERS' RIGHTS

Convening a Special General Meeting of the Company by Shareholders

In accordance with Article 62 of the New Bye-laws of the Company, subject to the provisions of the Companies Act, special general meetings shall also be convened on the requisition of members of the Company holding at the date of deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists.

Procedures for Making Proposals at Shareholders' Meetings

If a shareholder of the Company wishes to nominate a person to stand for election as a Director, the following documents must be validly sent to the Company's head office or registration office in Hong Kong, namely (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice in writing signed by the nominated candidate of the candidate's willingness to be appointed. The minimum length of the period for lodgment of the notices of (i) and (ii) above shall be at least seven days and that the period of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

To put forward proposals other than the above at a general meeting, shareholders of the Company should submit a written notice of those proposals with their detailed contact information to the Company Secretary at the Company's principal place of business in Hong Kong. The notice period to be given to all the shareholders for consideration of the proposals raised by the shareholders concerned at general meetings varies according to the nature of the proposals.

To Speak at a General Meeting

In accordance with Article 65A of the New Bye-laws of the Company, all members have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

The Company's Bye-laws

In January 2022, the Listing Rules were amended to adopt a uniform set of shareholder protection standards (the "**Core Standards**") for all listed companies. The Company's constitutional documents have been amended to conform to these Core Standards in FY2023.

SHAREHOLDERS AND INVESTORS RELATIONS

The Board adopts an open and transparent communication policy and ensures that there is full disclosure to the public as a way to enhance corporate governance. The Board aims to provide the Company's shareholders and the public with the necessary information for them to form their own judgment on the Company. Corporate communication materials such as annual reports, interim reports and circulars are issued in printed form and are also available in electronic format on the websites of the Company, the Stock Exchange and irasia.com respectively.



Corporate Governance Report



At the AGM that is held annually and the SGM that is to be held from time to time, the Directors including the INEDs would attend these meetings to answer the questions raised by shareholders. In addition, we have the shareholders' hotline as well as the dedicated email account for taking enquiries and for receiving feedback from our shareholders.

Procedures for Sending Enquiries to the Board

Enquiries by shareholders to be put to the Board can be sent in writing to the Directors or Company Secretary at the principal place of business in Hong Kong. The shareholders may make any enquiry about the Company through the following hotlines:

Telephone: (852) 2959 3123
Facsimile: (852) 2310 4824
E-mail address: shareholder@styland.com

For share registration related matters, such as share transfer and registration, change of name or address, loss of share certificates or dividend warrants, the Company's registered shareholders can contact the Company's branch share registrar in Hong Kong, Tricor Tengis Limited.

The Board is responsible for regularly reviewing the effectiveness of the shareholders communication policy.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board acknowledges its responsibility for the preparation of the financial statements for each financial period, which shall give a true and fair view of the state of affairs of the Company. During FY2023, other than the disclosure in Note 2.1 to the consolidated financial statements, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Company on a going concern basis.

All of the Directors acknowledged their responsibility for preparing the financial statements of the Company for FY2023.

The statement of the external auditor of the Company about its reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 76 to 81 of this annual report.

The Company announces its interim and annual results as soon as reasonably practicable after the end of the relevant financial period and the financial year respectively pursuant to the requirements of the Listing Rules, disclosing all such information as would enable the Company's shareholders to assess the performance, financial position and prospects of the Company.

Risk Management and Internal Controls

The Board also acknowledges its responsibility for overseeing the Group's risk management and internal controls on an ongoing basis and reviewing their effectiveness at least annually. The management continues to allocate resources for the risk management and internal control systems to provide reasonable, though not absolute, assurance against misstatement or loss and to manage rather than eliminate the risk of failure to achieve business objectives.

Risks associated with the business activities of the Group are identified and evaluated by each operating unit. The identified risks together with their control measures will be reported to the Audit Committee and the Board for approval. The Audit Committee and the Board would regularly review the risk factors and their control measures to respond to the changes in its businesses and the external environments.

The Board, through the Audit Committee, has delegated the internal audit function to an independent external assurance provider, who has conducted a review on the adequacy and effectiveness of the Group's risk management and internal control systems for FY2023.

A risk-based approach is adopted for the internal audit of the Group. The annual work plan covers the major activities and process of the Group's operation, business and service segments and corporate governance. The results of these audit activities were communicated to the Audit Committee and will be followed up for proper implementation.

Based on the report from the outsourced internal auditor, the Board considers the Group's internal control and risk management systems adequate and effective, and the Group has complied with the CG Code.

The Audit Committee has discussed with the management about the adequacy of the resources, staff qualifications and experience, training programmes on the Group's accounting, financial reporting and internal control functions.

Handling and Dissemination of Inside Information

The Group had, from time to time, reminded the management of the requirements of the Listing Rules and guidelines on inside information issued by the Stock Exchange and the SFC. The blackout notice period and Model Code are sent to the Directors regularly to arouse their awareness to preserve confidentiality of inside information. Inside information (if any) is only disseminated to specified persons on a need-to-know basis.

On behalf of the Board
Cheung Hoo Win
Chief Executive Officer

Hong Kong, 27 June 2023



CORPORATE INFORMATION



BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Hoo Win (Chief Executive Officer)
Mr. Ng Yiu Chuen

Independent Non-Executive Directors

Mr. Li Hancheng (Non-executive Chairman)
Mr. Lo Tsz Fung Philip
Ms. Ling Sui Ngor

AUDIT COMMITTEE

Mr. Lo Tsz Fung Philip (Chairman)
Mr. Li Hancheng
Ms. Ling Sui Ngor

REMUNERATION COMMITTEE

Ms. Ling Sui Ngor (Chairman)
Mr. Li Hancheng
Mr. Lo Tsz Fung Philip

NOMINATION COMMITTEE

Mr. Li Hancheng (Chairman)
Mr. Lo Tsz Fung Philip
Ms. Ling Sui Ngor

COMPANY SECRETARY

Mr. Wang Chin Mong

AUDITOR

Grant Thornton Hong Kong Limited

LEGAL ADVISERS

As to Hong Kong Law

Michael Li & Co.
TC & Co.

As to Bermuda Law

Appleby

PRINCIPAL BANKERS

OCBC Wing Hang Bank Limited
Industrial and Commercial Bank of China (Asia)
Limited
Chong Hing Bank Limited
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking
Corporation Limited

PRINCIPAL REGISTRAR

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HONG KONG BRANCH REGISTRAR	Tricor Tengis Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
REGISTERED OFFICE	Victoria Place, 5th Floor 31 Victoria Street Hamilton HM 10 Bermuda
PRINCIPAL PLACE OF BUSINESS	Room 1111, 11/F Wing On Centre 111 Connaught Road Central Sheung Wan Hong Kong Telephone: (852) 2959-7200 Facsimile: (852) 2310-4824 E-mail address: sty@styland.com
SHAREHOLDERS' SERVICE HOTLINE	Telephone: (852) 2959 3123 Facsimile: (852) 2310 4824 E-mail address: shareholder@styland.com
WEBSITE	http://www.styland.com
INVESTORS' WEBSITE	https://www.irasia.com/listco/hk/styland/



BOARD OF DIRECTORS



MR. CHEUNG HOO WIN

Chief Executive Officer and Executive Director

Mr. Cheung, aged 43, joined the Group in 2004. He was appointed executive Director in 2006 and Chief Executive Officer in 2009. Mr. Cheung graduated from Peking University (Department of International Economics and Trade). During his studies at Peking University, Mr. Cheung developed good business connections in the PRC. Previously, he worked for China Development Research Foundation, the subordinate unit of the Development Research Centre of the State Council, and was the vice-president of the Macau Energy Saving Association. Mr. Cheung is a member of the Hong Kong United Youth Association.

Mr. Cheung is responsible for the entire Group's business and development. He is also responsible for the Group's China related businesses as well as dealing with the Group's mainland customers which also have their operations in Hong Kong. Mr. Cheung is also one of the directors of the subsidiaries of the Company.

Mr. Cheung together with his sister Ms. Cheung Lok Chi, and his brother Mr. Cheung Hoo Yin, on equal percentage, hold shareholding interests in Kenvonia Family Limited, the single largest shareholder of the Company.

MR. NG YIU CHUEN

Executive Director

Mr. Ng, aged 64, joined the Group in 2010 as associate director of a subsidiary. He was appointed executive Director in December 2010. Mr. Ng obtained a bachelor's degree in Business Administration from City University of Hong Kong and was elected as Associate of The Hong Kong Institute of Bankers in 2002.

Mr. Ng has over 43 years of experience in the financing and asset management business. Prior to joining the Group, he had, for more than 18 years, held senior executive management roles and was responsible for overseeing the finance division and managing the portfolios of liquid assets for various well known international companies including GE Capital (Hong Kong) Limited and American Express Bank Limited. Mr. Ng is mainly responsible for the money lending business of the Group. Mr. Ng is also one of the directors of certain subsidiaries of the Company.

MR. LI HANCHENG

Non-Executive Chairman and Independent Non-Executive Director

Mr. Li, aged 60, was appointed independent non-executive Director of the Company in 2008 and the non-executive Chairman of the Company on 31 March 2020. He graduated from Southwest University of Political Science and Law in 1984. Mr. Li had previously worked at the Supreme People's Court of the People's Republic of China as a senior judge. He possesses extensive experience and practice in law.

Mr. Li is a lawyer of the Beijing S&P (Haikou) Law Firm and the senior partner of the Beijing S&P Law Firm. He is also a member of China Maritime Law Association, All China Lawyers Association and Hainan Lawyers Association. Mr. Li is an independent non-executive director of China Minsheng Banking Corp., Ltd., a company listed on the Main Board of The Stock Exchange of Hong Kong Limited under the stock code: 1988, and Shanghai Stock Exchange under the stock code: 600016. He is also an independent non-executive director of SnowValley Agriculture Development Company Limited and an outside director of Beijing Electronics Holding Company Limited.

MR. LO TSZ FUNG PHILIP

Independent Non-Executive Director

Mr. Lo, aged 56, was appointed independent non-executive Director in 2009. He graduated from the University of Wollongong, NSW Australia in 1992 with a Bachelor of Commerce degree. Currently, Mr. Lo holds the positions of director and chief executive officer, chief financial officer as well as corporate secretary at China Keli Electric Company Limited, a company listed on the NEX board of TSX Venture Exchange in Canada. Mr. Lo is also the director and listing executive of Great Vision Capital Limited which is a listing advisor approved by the Dutch Caribbean Securities Exchange. Previously, he was an independent director of Dragon Jade International Limited, a company listed on OTCQX in the United States, for the period from 11 September 2012 to 23 July 2021. He was also an executive director of Golden Century International Holdings Group Limited (stock code 91), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, for the period from 11 September 2019 to 1 July 2020.

Mr. Lo has extensive experience in the areas of corporate management, financial accounting and auditing. Mr. Lo is a member of the Certified Public Accountants of Australia and a certified public accountant of the Hong Kong Institute of Certified Public Accountants.

MS. LING SUI NGOR

Independent Non-Executive Director

Ms. Ling, aged 51, was appointed independent non-executive Director of the Company in December 2021. She obtained a bachelor's degree in Business Administration (Honours) from Hong Kong Baptist University and a master's degree in Business Administration from the University of London. Ms. Ling has over 26 years of experience in auditing, finance and human resources. Prior to joining the Company, she held managerial roles for PricewaterhouseCoopers and other group companies of multinational corporations listed outside Hong Kong, and has participated in the work of certain initial public offering projects in Hong Kong. Ms. Ling also held senior executive management roles for certain well-known education and cultural organizations.

Ms. Ling is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a professional member of the Hong Kong Institute of Human Resource Management.



INDEPENDENT AUDITOR'S REPORT



To the members of Styland Holdings Limited

大凌集團有限公司

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Styland Holdings Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages 82 to 171 which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) 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.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 2.1 to the consolidated financial statements, which indicate that the Group incurred a net loss of approximately HK\$68,694,000 and net cash outflows from operating activities of approximately HK\$3,156,000 for the year ended 31 March 2023 and, as of that date, the Group had net current liabilities of approximately HK\$41,627,000. These conditions, along with other matters as set forth in Note 2.1, 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.



KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



The Key Audit Matters

How the matter was addressed in our audit

Expected credit losses (“ECL”) allowance for loan receivables and accounts receivable

Refer to note 17 and note 18 to the consolidated financial statements, the accounting policies in note 2.7 and the critical judgment in applying the Group’s accounting policies in note 4.2

As at 31 March 2023, the carrying amount of the Group’s loan receivables and accounts receivable net of ECL allowance of HK\$17,135,000 and HK\$2,687,000 were HK\$111,603,000 and HK\$26,519,000 respectively.

The Group’s ECL allowance were based on management’s estimate by taking into account of creditability of individual borrowers/clients and the historical credit loss experience, adjusted for factors that are specific to the individual borrowers/clients, the fair value of assets pledged as collateral and an assessment of both the current and forecast general economic conditions at the reporting date.

We identified the ECL allowance for loan receivables and accounts receivable as a key audit matter due to estimation uncertainty inherent in the management’s credit risk assessment process and the extent of judgement involved.

Our audit procedures in relation to the assessment of ECL allowance for loan receivables and accounts receivable included:

- inquiring the management on the Group’s established policies and procedures on credit risk management, assessing and evaluating the process with respect to identification of loan receivables from borrowers and accounts receivable from clients and the measurement of the ECL allowance;
- evaluating the reasonableness of management’s assessment on the credit quality of the borrowers/clients by examining, on sample basis, financial background, current creditworthiness, the collateral and past collection history of the borrowers/clients;
- checking, on sample basis, the existence and estimation of the expected recoverable amount of the underlying collateral, if applicable; and
- reviewing the appropriateness of adjustments to the forward-looking information.

Independent Auditor's Report

KEY AUDIT MATTERS (CONTINUED)

The Key Audit Matters	How the matter was addressed in our audit
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Valuation of investment properties

Refer to note 15 and note 30 to the consolidated financial statements, the accounting policies in note 2.5 and the key sources of estimation uncertainty in note 4.1

As at 31 March 2023, the Group's investment properties (including investment property classified as assets held for sale) amounted to HK\$471,500,000, represented approximately 60% of the Group's total assets.

As at 31 March 2023, all of the Group's investment properties were stated at fair value based on valuations performed by independent qualified valuers (the "Valuers").

We identified the valuation of investment properties as a key audit matter due to the valuation is dependent on significant judgments and assumptions.

Our audit procedures in relation to the valuation of investment properties included:

- evaluating the competency, capabilities and objectivity of the Valuers by taking into account of their independence, experience and qualifications;
- assessing appropriateness of the methodologies and the key assumptions used in the valuation in arriving at the fair value of investment properties; and
- assessing the reasonableness of key inputs used in the valuation by comparing with relevant market information with similar properties.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all the information in the annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981 and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Grant Thornton Hong Kong Limited

Certified Public Accountants

11th Floor, Lee Garden Two

28 Yun Ping Road

Causeway Bay

Hong Kong SAR

27 June 2023

Lam Yau Hing

Practising Certificate No.: P06622

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Turnover	6	187,657	190,278
Revenue	6	26,036	39,302
Costs of brokerage services		(2,739)	(6,028)
Other income	6	3,291	3,247
Administrative expenses		(56,563)	(66,206)
Selling and distribution expenses		(4,443)	(2,754)
Change in fair value of investment properties	15 & 30	(14,000)	60,203
Change in fair value of financial assets at fair value through profit or loss ("FVTPL")		(641)	(3,883)
Gain/(Loss) on disposal of financial assets at FVTPL		752	(1,810)
Impairment loss on right-of-use asset	14	(2,411)	(3,927)
Impairment loss on intangible asset	16	(1,500)	–
Expected credit losses ("ECL") recognised in respect of loan receivables	17	(1,058)	(3,730)
ECL recognised in respect of accounts receivable	18	(202)	(364)
ECL recognised in respect of other receivables	20	(2,185)	(1,125)
Reversal of ECL recognised in respect of loan receivables	17	20	187
Reversal of ECL recognised in respect of accounts receivable	18	144	423
Reversal of ECL recognised in respect of other receivables	20	9	9
Finance costs	8	(13,204)	(6,161)
(Loss)/Profit before taxation	7	(68,694)	7,383
Income tax credit	9	–	6
(Loss)/Profit and total comprehensive (expense)/ income for the year		(68,694)	7,389
(Loss)/Earnings per share			
– Basic	13	(HK\$0.10)	HK\$0.01
– Diluted	13	(HK\$0.10)	HK\$0.01



The notes on pages 88 to 171 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 March 2023



	Notes	2023 HK\$'000	2022 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	14	5,979	10,527
Investment properties	15	441,500	485,500
Intangible assets	16	–	1,500
Financial asset at FVTPL	21	6,845	6,682
Loan receivables	17	30,693	37,316
Deposit paid for acquisition of property, plant and equipment	20	105	–
		485,122	541,525
Current assets			
Loan receivables	17	80,910	83,049
Accounts receivable	18	26,519	21,545
Contract asset	19	471	–
Other receivables, deposits and prepayments	20	8,296	15,584
Financial asset at fair value through other comprehensive income (“FVOCI”)	40	–	–
Financial assets at FVTPL	21	9,097	11,827
Client trust funds	22	87,032	117,098
Cash and cash equivalents	23	62,568	91,423
		274,893	340,526
Assets held for sale	30	30,000	–
		304,893	340,526
Total assets		790,015	882,051

Consolidated Statement of Financial Position

as at 31 March 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Current liabilities			
Accounts payable	24	107,029	124,933
Convertible bonds	29	22,854	–
Other payables and accruals	25	11,485	16,205
Promissory note payables	26	20,000	25,000
Loans	27	180,705	192,525
Lease liabilities	28	4,447	4,946
		346,520	363,609
Net current liabilities		(41,627)	(23,083)
Total assets less current liabilities		443,495	518,442
Non-current liabilities			
Convertible bonds	29	–	21,993
Promissory note payables	26	30,000	10,000
Lease liabilities	28	2,363	6,623
		32,363	38,616
Net assets		411,132	479,826
EQUITY			
Share capital	31	70,932	70,932
Reserves		340,200	408,894
Total equity		411,132	479,826



Cheung Hoo Win
Executive Director

Ng Yiu Chuen
Executive Director

The notes on pages 88 to 171 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023



	Attributable to the owners of the Company								Total HK\$'000
	Share capital HK\$'000	Share premium* HK\$'000	Capital redemption reserve* HK\$'000 (note 33(c))	Special capital reserve* HK\$'000 (note 33(a))	Contributed surplus* HK\$'000 (note 33(b))	Share option reserve* HK\$'000	Convertible bonds reserve* HK\$'000	Accumulated losses* HK\$'000	
At 1 April 2021	70,189	190,178	7,480	571,147	512,667	8,835	2,433	(892,608)	470,321
Profit and total comprehensive income for the year	-	-	-	-	-	-	-	7,389	7,389
Transactions with owners:									
Exercise of bonus warrants (note 31)	743	1,373	-	-	-	-	-	-	2,116
Lapse of share options	-	-	-	-	-	(1,244)	-	1,244	-
Total transactions with owners	743	1,373	-	-	-	(1,244)	-	1,244	2,116
At 31 March 2022 and 1 April 2022	70,932	191,551	7,480	571,147	512,667	7,591	2,433	(883,975)	479,826
Loss and total comprehensive expense for the year	-	-	-	-	-	-	-	(68,694)	(68,694)
Transactions with owners:									
Lapse of share options	-	-	-	-	-	(7,591)	-	7,591	-
Total transactions with owners	-	-	-	-	-	(7,591)	-	7,591	-
At 31 March 2023	70,932	191,551	7,480	571,147	512,667	-	2,433	(945,078)	411,132

* The reserves accounts comprise the Group's reserve of HK\$340,200,000 (2022: HK\$408,894,000) in the consolidated statement of financial position.

The notes on pages 88 to 171 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

	2023 HK\$'000	2022 HK\$'000
Cash flows from operating activities		
(Loss)/Profit before taxation	(68,694)	7,383
Adjustments for		
Change in fair value of financial assets at FVTPL	641	3,883
Change in fair value of investment properties	14,000	(60,203)
Depreciation	4,632	5,456
Finance costs	13,204	6,161
ECL recognised in respect of accounts receivable	202	364
ECL recognised in respect of loan receivables	1,058	3,730
ECL recognised in respect of other receivables	2,185	1,125
Impairment loss on right-of-use assets	2,411	3,927
Impairment loss on intangible asset	1,500	–
Write-down to fair value less costs to sell	207	–
Bank interest income	(43)	(73)
Loss/(Gain) on disposal of property, plant and equipment	5	(117)
Written off of long-aged payables	(1,215)	(377)
Bad debts (recovery)/written-off	(21)	106
Reversal of ECL recognised in respect of accounts receivable	(144)	(423)
Reversal of ECL recognised in respect of loan receivables	(20)	(187)
Reversal of ECL recognised in respect of other receivables	(9)	(9)
Operating loss before working capital changes	(30,101)	(29,254)
(Increase)/Decrease in accounts receivable	(5,032)	5,358
Decrease in loan receivables	7,745	47,310
(Increase)/Decrease in contract assets	(471)	950
Decrease/(Increase) in other receivables, deposits, and prepayments	5,110	(4,717)
Decrease in financial assets at FVTPL	1,939	7,554
Increase/(Decrease) in client trust funds	30,066	(42,698)
(Decrease)/Increase in accounts payable	(17,904)	32,312
Decrease in contract liabilities	–	(1,000)
Increase/(Decrease) in other payables and accruals	5,490	(377)
Cash (used in)/generated from operating activities	(3,158)	15,438
Income taxes refund	2	4
<i>Net cash (used in)/generated from operating activities</i>	(3,156)	15,442





	2023 HK\$'000	2022 HK\$'000
Cash flows from investing activities		
Interest received	43	73
Payment to acquire property, plant and equipment	(2,489)	(20,221)
Proceeds from disposal of property, plant and equipment	5	135
Deposit paid for acquisition of fixed assets	(105)	–
Payment for the redevelopment project	(10,511)	(5,635)
<i>Net cash used in investing activities</i>	(13,057)	(25,648)
Cash flows from financing activities		
Proceeds from loans	22,450	38,840
Repayment of loans	(34,283)	(18,914)
Interest paid	(10,827)	(6,680)
Proceeds from issuance of promissory note payables	30,000	35,000
Repayment of promissory note payables	(15,000)	(57,650)
Proceeds from issuance of share capital	–	2,116
Payment of lease liabilities	(4,982)	(5,697)
<i>Net cash used in financing activities</i>	(12,642)	(12,985)
Net decrease in cash and cash equivalents	(28,855)	(23,191)
Cash and cash equivalents at beginning of year	91,423	114,614
Cash and cash equivalents at end of year		
<i>Represented by</i>		
– Cash and cash equivalents	62,568	91,423

The notes on pages 88 to 171 are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

1. GENERAL INFORMATION

The Company was incorporated in Bermuda on 31 July 1991 as an exempted company with limited liability under the Companies Act of Bermuda. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office of the Company is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda and principal place of business of the Company is Room 1111, 11/F, Wing On Centre, 111 Connaught Road Central, Sheung Wan, Hong Kong.

As at 31 March 2023, the directors consider Kenvonia Family Limited, a company incorporated in Hong Kong, is the Company's immediate and ultimate holding company.

The consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), which is also the functional currency of the Company. All figures are rounded up to the nearest thousand unless otherwise specified.

The Company acts as an investment holding company. The principal activities of its subsidiaries are provision of financial services, mortgage financing, insurance brokerage, property development and investment and securities trading.

The consolidated financial statements for the year ended 31 March 2023 have been approved for issue by the board of directors (the "**Board**") on 27 June 2023.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

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

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

In preparing the consolidated financial statements of the Group, the directors have given consideration to the future liquidity of the Group in light of the facts that it incurred a net loss of approximately HK\$68,694,000 and a net cash outflows from operating activities of approximately HK\$3,156,000 for the year ended 31 March 2023, and, as of that date, it had net current liabilities of approximately HK\$41,627,000. These conditions indicate the existence of material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)



2.1 Basis of preparation *(Continued)*

The directors have reviewed the current performance and cash flows forecast prepared by the management as part of their assessment of the Group's ability to continue as a going concern, and after carefully considering the matters described below, the directors have a reasonable expectation that the Group is able to continue as a going concern for at least the next twelve months from the end of the reporting period and to meet its obligations, as and when they fall due, having regard to the following:

- (i) the Group expects to continue generating sufficient cash flows to meet its liabilities as and when they fall due in the next twelve months;
- (ii) as at 31 March 2023, included in the loans classified as current liabilities of HK\$180,705,000 (2022: HK\$192,525,000), HK\$141,319,000 (2022: HK\$140,040,000) represented the amount repayable after one year in accordance with scheduled repayment terms as set out in the loan agreements pursuant to which the lenders have the discretionary rights to demand for immediate repayment from the Group. Having taken into account of the Group's financial position, the directors believe that it is not probable that the lenders will exercise their discretionary rights to demand for immediate repayment; and
- (iii) the Group has the ability to obtain new financing facilities, to renew its existing financing facilities upon maturity, or to refinance the financing facilities when necessary.

Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The adoption of new and amended HKFRSs and the impacts on the Group's consolidated financial statements, if any, are disclosed in note 3.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation *(Continued)*

The consolidated financial statements have been prepared on the historical cost basis except for the following items which are stated at fair value:

- investment properties;
- financial asset at FVOCI; and
- financial assets at FVTPL.

The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March each year.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation *(Continued)*

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on sales of intra-group asset are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e., reclassified to profit or loss or transferred directly to accumulated losses). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's statement of financial position, subsidiaries are carried at cost less accumulated impairment loss (if any) unless the subsidiary is held for sale or included in a disposal group.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Foreign currency translation

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated (i.e. only translated using the exchange rates at the transaction date).

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rates at the reporting date. Income and expenses have been converted into the Hong Kong dollars at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

2.4 Property, plant and equipment

Property, plant and equipment (other than cost of right-of-use assets as described in note 2.10) are initially recognised at acquisition cost, including any cost directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the Group's management. They are subsequently stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold improvements	Over the shorter of the term of lease or 25%
Furniture, fixtures and equipment	15%
Motor vehicles	20%

Accounting policy for depreciation of right-of-use assets is set out in note 2.10.

Estimates of residual value and useful life are reviewed, and adjusted if appropriate, at each reporting date.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Property, plant and equipment *(Continued)*

Gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

2.5 Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

On initial recognition, investment property is measured at cost and subsequently at fair value, unless its fair value cannot be reliably determined at that time.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised at the reporting date reflect the prevailing market conditions at the reporting date.

Gains or losses arising from either changes in the fair value or the sale of an investment property are included in profit or loss in the period in which they arise.

2.6 Intangible asset

Intangible asset with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses and are tested for impairment as described below in note 2.16.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets

Classification and initial measurement of financial assets

Except for those accounts receivable that do not contain a significant financing component and are measured at the transaction price in accordance with HKFRS 15, all financial assets are initially measured at fair value, in case of a FVTPL, plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the consolidated statement of profit or loss and other comprehensive income.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost;
- FVTPL; or
- FVOCI.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, other income, revenue or administrative expenses, except for ECL of accounts receivable, other receivables and loan receivables which are presented as a separate line item in profit or loss.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)



2.7 Financial instruments (Continued)

Financial assets (Continued)

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in other income in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, client trust funds, accounts receivable, loan receivables and other receivables and deposits fall into this category of financial instruments.

Financial assets at FVTPL

Financial assets that are held within a different business model other than "hold to collect" or "hold to collect and sell" are categorised at FVTPL. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment, the Group elects to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income and accumulated in "Fair value reserve" in equity. Such elections are made on an instrument-by-instrument basis, but only be made if the investment meets the definition of equity from the issuer's perspective.

The equity instruments at FVOCI are not subject to impairment assessment. The cumulative gain or loss in "Fair value reserve" will not be reclassified to profit or loss upon disposal of the equity investments, and will be transferred to accumulated losses.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Financial instruments (Continued)

Financial assets (Continued)

Subsequent measurement of financial assets (Continued)

Equity investments (Continued)

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "revenue" in profit or loss.

Impairment of financial assets and contract assets

HKFRS 9's impairment requirements use forward-looking information to recognise ECL - the "ECL model". Instruments within the scope included loans and other debt-type financial assets measured at amortised cost, contract assets recognised and measured under HKFRS 15, accounts receivable and loan receivables.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("**Stage 1**"); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("**Stage 2**").

"Stage 3" would cover financial assets that have objective evidence of impairment at the reporting date.

"12-month ECL" are recognised for the Stage 1 category while "lifetime ECL" are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

Accounts receivable, loan receivables and contract assets

For accounts receivable, loan receivables and contract assets, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at each reporting date. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. In calculating the ECL, the Group has established a probability-weighted loss default that is based on its historical credit loss experience and external indicators, adjusted for forward-looking factors specific to the debtors and the economic environment.

To measure the ECL, accounts receivable, secured loan receivables and contract assets have been grouped based on shared credit risk characteristics. For unsecured loan receivables, the ECL is assessed individually for debtors. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the accounts receivable for the same types of contracts. The Group has therefore concluded that the ECL rates for accounts receivable are a reasonable approximation of the loss rates for the contract assets.

Other financial assets measured at amortised cost

The Group measures the loss allowance for other receivables and deposits equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of default occurring since initial recognition.

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial assets at the reporting date with the risk of default occurring on the financial assets at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

Other financial assets measured at amortised cost (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in regulatory, business, financial, economic conditions, or technological environment that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations; and
- an actual or expected significant deterioration in the operating results of the debtor.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

For internal credit risk management, the Group considers an event of default occurs when (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group); or (ii) the financial asset is 90 days past due.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)



2.7 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

Other financial assets measured at amortised cost (Continued)

Detailed analysis of the ECL assessment of accounts receivable, loan receivables, contract assets and other financial assets measured at amortised cost are set out in note 40.3.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include accounts payable, promissory note payables, loans, convertible bonds, lease liabilities and other payables and accruals.

Financial liabilities (other than lease liabilities) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities (other than lease liabilities) are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs.

Accounting policies of lease liabilities are set out in note 2.10.

Promissory note payables, convertible bonds and loans are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Financial instruments (Continued)

Financial liabilities (Continued)

Convertible bonds

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

Convertible bond issued by the Group that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The difference between the proceeds of the issue of the convertible bond and the fair value assigned to the liability component, representing the call option for conversion of the bond into equity, is included in equity as convertible bonds reserve.

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the bond.

When the bond is converted, the equity component of convertible bond and the carrying value of the liability component at the time of conversion are transferred to share capital as consideration for the shares issued. If the bond is redeemed, the convertible bonds reserve is released directly to accumulated losses.

2.8 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months or less of maturity at acquisition.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 2.7 and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2.10 Leases

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as “a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration”. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct “how and for what purpose” the asset is used throughout the period of use.

For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Leases (Continued)

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable payments based on an index or rate, and amounts expected to be payable under a residual value guarantee.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments.

For lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of modification.

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Leases (Continued)

Measurement and recognition of leases as a lessee (Continued)

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in the profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less.

On the consolidated statement of financial position, right-of-use assets have been included in property, plant and equipment, the same line as it presents the underlying assets of the same nature that it owns.

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

2.11 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2.12 Share capital

Ordinary shares are classified as equity. The amount of share capital recognised is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction are deducted from the share premium.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Non-current assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, that are highly probable to be recovered principally through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets, or disposal group, are measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to investment property, which continues to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Property, plant and equipment once classified as held for sale is not amortised or depreciated.

2.14 Revenue recognition

The Group's revenue mainly arise from the provision of financial services, mortgage financing, insurance brokerage and securities trading.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Further details of the Group's revenue recognition policies are as follows:



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Revenue recognition *(Continued)*

Commission income from brokerage

- commission and brokerage income from securities and futures dealing are recognised on the trade date basis when relevant transactions are executed;

Fee income from corporate finance

- sponsor services are highly interdependent and interrelated, the Group treats all initial public offering sponsor services promised in the sponsor fee contract as a single performance obligation;

Sponsor fee income's performance obligation are satisfied over time as the Group considered that the Group's performance does not create an asset with an alternative use to the Group and the Group has a right to payment at an amount that reasonably compensates it for its performance completed to date at all times throughout the contract.

The Group measures the progress using the input method and estimates the percentage of completion by reference to the time cost incurred to date as compare to the total budgeted time cost for each project;

- financial advisory services is recognised progressively over time once the performance obligations fulfilled or at a point in time when the services is completed, according to the nature and terms of the contracts; and
- placing and underwriting service income are recognised at a point in time when relevant services are rendered.

Fee income from asset management

- asset management services income is recognised over time as the customers simultaneously receives and consumes the benefit provided by the Group.

Interest income from brokerage and other financing, and mortgage financing

- interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition;

Commission income from insurance brokerage

- Insurance brokerage commission income is recognised at a point in time when relevant services are rendered.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Revenue recognition *(Continued)*

Dividend income

- dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

2.15 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants relating to income are presented in gross under other income in the consolidated statement of profit or loss and other comprehensive income. Government grants that compensate the Group for expenses incurred are deducted against the related expense.

2.16 Impairment non-financial assets

The following assets are subject to impairment testing:

- Intangible asset;
- Property, plant and equipment (including right-of-use assets); and
- The Company's interests in subsidiaries

Intangible asset with indefinite useful life are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)



2.16 Impairment non-financial assets *(Continued)*

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit (“CGU”) level. Corporate assets are allocated to individual CGUs, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified. License right is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the license right is monitored for internal management purpose and not be larger than an operating segment.

Impairment loss is charged pro rata to the assets in the CGU, except that the carrying amount of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determined. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset’s recoverable amount and only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.17 Employee benefits

Retirement benefits scheme

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the Mandatory Provident Fund Scheme (the “MPF Scheme”). Contributions are made based on a percentage of the employees’ basic salaries.

Payments to the MPF Scheme are recognised as expense when employees have rendered service entitling them to the contributions.

The Group’s obligations under MPF Scheme are limited to the fixed percentage contributions payable.

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Employee benefits (Continued)

Long service payments

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance ("**Employment Ordinance**") in the event of the termination of their employment under the circumstances specified in the Employment Ordinance. A provision is recognised in respect of the probable future long service payments expected to be made. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their service to the Group to the end of the reporting period.

Share-based employee compensation

The Group operates equity-settled share-based compensation plans for remuneration of its employees.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the equity instruments awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as asset, with a corresponding increase in the "share option reserve" in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in "share option reserve" will be transferred to "share capital" and "share premium". After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in "share option reserve" will be transferred to "Accumulated losses".



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)



2.18 Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.19 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profits, including existing taxable temporary difference, will be available against which the deductible temporary differences, unused tax losses and unused tax credits, can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Accounting for income taxes *(Continued)*

For investment property measured using the fair value model in accordance with the accounting policy above, the measurement of the related deferred tax liability or asset reflects the tax consequences of recovering the carrying amount of the investment property entirely through sale, unless the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average tax rates that are expected to apply to the taxable income of the periods in which the temporary differences are expected to reverse.

The determination of the average tax rates requires an estimation of (i) when the existing temporary differences will reverse and (ii) the amount of future taxable profit in those years. The estimate of future taxable profit includes:

- income or loss excluding reversals of temporary differences; and
- reversals of existing temporary differences

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Related parties

For the purposes of these consolidated financial statements, a party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.
- (b) the party is an entity and if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group.
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) the entity and the Group are joint ventures of the same third party.
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Fair value measurements

For the purposes of financial reporting, fair value measurement is categorised into Level 1, 2 and 3 of the three-level fair value hierarchy as defined under the HKFRS 13. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations:	Fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 valuations:	Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) and not using significant unobservable inputs;
Level 3 valuations:	Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (significant unobservable inputs).

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for making strategic and operational decision and allocating resources and assessing performance of the operating segments, has been identified as the executive directors.



3. ADOPTION OF NEW AND AMENDED HKFRSs



3.1 Amended HKFRSs that are effective for annual periods beginning on or after 1 April 2022

In the current year, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 April 2022:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRS Standards 2018-2020
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination

The adoption of the amended HKFRSs had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

3.2 Issued but not yet effective HKFRSs

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

HKFRS 17	Insurance Contracts and related amendments ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Lease Liabilities in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after 1 January 2024

³ Effective date not yet determined

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

3. ADOPTION OF NEW AND AMENDED HKFRSs (CONTINUED)

3.2 Issued but not yet effective HKFRSs (Continued)

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Except as disclosed below, the adoption of these new and amended HKFRSs are not expected to have a material impact on the Group's consolidated financial statements.

Amendments to HKAS 1 and HKFRS Practice Statement 2 "Disclosure of Accounting Policies"

The amendments to HKAS 1 require entities to disclose material accounting policy information instead of significant accounting policies in its financial statements. The amendments also provide some guidance on how material policy information are being identified and provide some examples of when accounting policy information is likely to be material.

In March 2021, HKICPA issued HKFRS Practice Statement 2 "Making Materiality Judgements" to provide entities with non-mandatory guidance on how to make materiality judgements when preparing their general purpose financial statements in accordance with HKFRS. HKFRS Practice Statement 2 was subsequently revised to provide guidance and examples on how to apply the concept of materiality to accounting policy disclosures.

The amendments to HKAS 1 are effective for annual reporting period beginning on or after 1 January 2023 and are applied prospectively. Earlier application is permitted. Except for the disclosures of accounting policies in note 2 may need to be revised to cope with the above changes, the directors expect that the amendments have no other material impact on the consolidated financial statement.



3. ADOPTION OF NEW AND AMENDED HKFRSs (CONTINUED)

3.2 Issued but not yet effective HKFRSs (Continued)

Amendments to HKAS 8 “Definition of Accounting Estimates”

The amendments clarify how entities should distinguish changes in accounting policies from changes in accounting estimates by introducing a definition for accounting estimates, which is now defined as “monetary amounts in the financial statements that are subject to measurement uncertainty”.

Besides, the amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an entity develops an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates typically involve the use of judgements or assumptions based on latest available reliable information. A change in accounting estimate that results from new information or new development is not correction of an error. Therefore, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. In addition, two illustrative examples are added to illustrate how to apply the new definition of accounting estimates.

The amendments are effective for annual reporting period beginning on or after 1 January 2023 and are applied prospectively. Earlier application is permitted. The directors expect that the amendments have no material impact on the consolidated financial statements.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

4.1 Sources of estimation uncertainty

The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated useful lives of property, plant and equipment (other than right-of-use assets)

The Group's carrying values of property, plant and equipment (other than right-of-use assets) as at 31 March 2023 was approximately HK\$4,163,000 (2022: HK\$3,237,000). The Group depreciates the property, plant and equipment (other than right-of-use assets) over the estimated useful lives, using the straight line method, at the rate of 15-25% per annum, commencing from the date the property, plant and equipment is available for use. The estimated useful life reflects the directors' estimates of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment (other than right-of-use assets). The Group assesses annually the useful lives of property, plant and equipment (other than right-of-use assets) and if the expectation differs from the original estimate, such a difference may impact the depreciation for the year and the future period.

Estimated fair value

Certain of the Group's assets are measured at fair value for financial reporting purposes. The management would determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market-observable data to the extent which is available. Where Level 1 inputs are not available, the Group may engage third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.



4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.1 Sources of estimation uncertainty *(Continued)*

Estimated fair value *(Continued)*

As at 31 March 2023, the Group's investment properties (including the investment property classified as assets held for sale) are stated at fair value of HK\$471,500,000 (2022: HK\$485,500,000) based on the valuations performed by independent qualified valuers. The best evidence of fair value is current prices in an active market for similar property in the same location and condition and subject to the same lease or other contracts. In the absence of such information, the valuers determine the fair values of investment properties with different valuation techniques which involves significant unobservable inputs, details of which are as set out in note 15. Favorable or unfavorable changes to these significant unobservable inputs would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

Impairment of property, plant and equipment (include right-of-use assets)

Items of property, plant and equipment (note 14) are tested for impairment if there is any indication that the carrying value of these assets may not be recoverable and the assets are subject to an impairment loss. This process requires management's estimate of future cash flows generated by each CGU. For any instance where this evaluation process indicates impairment, the relevant asset's carrying amount is written down to the recoverable amount and the amount of the write-down is charged against the consolidated statement of profit or loss and other comprehensive income. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. During the year ended 31 March 2023, impairment loss of HK\$2,411,000 (2022: HK\$3,927,000) was recognised on property, plant and equipment.

The Group has identified several CGUs to assess the impairment loss of property, plant and equipment based on recoverable amount of each CGUs to which property, plant and equipment is allocated. The impairment loss provided for the year ended 31 March 2023 derived from the CGUs of brokerage financing, assets management, securities trading and insurance brokerage (2022: brokerage financing, assets management and securities trading).



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.1 Sources of estimation uncertainty *(Continued)*

Impairment of property, plant and equipment (include right-of-use assets) *(Continued)*

The recoverable amounts of the respective CGUs have been determined based on value in use calculations, which use cashflow forecast available as at 31 March 2023. Fair value less costs of disposal is not used as the management considered that it will not be possible to measure fair value less costs of disposal of the CGUs because there is no basis for making a reliable estimate of the price. These cashflow forecasts are derived from the approved business plan which has 5 years (2022: 5 years) forecast. The key assumptions used in the value in use calculations on the CGUs are as follows:

- The revenue growth rate assumptions are based on management estimates and expectations of current market conditions.
- The cash flow projections are discounted using discount rates ranged from 8.31% to 9.17% (2022: 8.45% to 8.90%). The discount rates reflect the current market assessments of the time value of money and are based on the estimated cost of equity and cost of debt.

The discount rate is considered as the key unobservable input, an increase in the discount rate would decrease the recoverable value of the corresponding CGU. As at 31 March 2023 and 2022, it is estimated that with all other variables held constant, a 1% increase/decrease in discount rate would not have impact on the recoverable amount of the CGUs.

Impairment of license right

In determining whether license right is impaired requires an estimation of the value in use of the CGUs to which license right has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2023, total impairment losses of HK\$4,886,000 (2022: HK\$3,386,000) have been recognised for license rights. The carrying amount as at 31 March 2023 was HK\$Nil (2022: HK\$1,500,000). Details of the impairment testing on license right are set out in note 16.





4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.2 Critical judgements in applying the Group's accounting policies

ECL on financial assets and contract assets

The Group makes allowances on items subjects to ECL (including accounts receivable, contract assets, loan receivables and other financial assets measured at amortised cost) based on assumptions in determining the probability of default and loss given defaults. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions, collateral as well as forward-looking estimates at the end of each reporting period as set out in note 2.7.

As at 31 March 2023, the carrying amount of accounts receivable is approximately HK\$26,519,000 (net of ECL allowance of approximately HK\$2,687,000), the carrying amount of loan receivables is approximately HK\$111,603,000 (net of ECL allowance of approximately HK\$17,135,000), and the carrying amount of contract assets is HK\$471,000 (net of ECL allowance of HK\$Nil).

As at 31 March 2022, the carrying amount of accounts receivable is approximately HK\$21,545,000 (net of ECL allowance of approximately HK\$2,629,000), and the carrying amount of loan receivables is approximately HK\$120,365,000 (net of ECL allowance of approximately HK\$17,853,000).

5. SEGMENT INFORMATION

Information reported to the executive directors, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance, focuses on the type of services provided or products traded. The Group's reportable segments under HKFRS 8 are as follows:

- the financial services segment provides securities and futures dealing, brokerage financing, corporate finance, asset management and other financing services;
- the mortgage financing segment provides corporate and personal financing that are secured by real properties;
- the insurance brokerage segment engages in insurance brokerage services and acting as a mandatory provident fund intermediary;
- the property development and investment segment engages in property development and letting of property; and
- the securities trading segment engages in trading of securities and derivative products.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

5. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenues and results by reportable segments.

For the year ended 31 March 2023

	Financial services HK\$'000	Mortgage financing HK\$'000	Insurance brokerage HK\$'000	Property development and investment HK\$'000	Securities trading HK\$'000	Eliminations HK\$'000	Total HK\$'000
Segment revenues:							
Revenue from external customers	10,850	14,378	580	-	228	-	26,036
Inter-segment revenue	240	-	-	-	-	(240)	-
	11,090	14,378	580	-	228	(240)	26,036
Segment results	(22,735)	4,883	(2,283)	(17,858)	(751)	-	(38,744)
Unallocated income							43
Unallocated expenses							(29,993)
Loss before taxation							(68,694)

For the year ended 31 March 2022

	Financial services HK\$'000	Mortgage financing HK\$'000	Insurance brokerage HK\$'000	Property development and investment HK\$'000	Securities trading HK\$'000	Eliminations HK\$'000	Total HK\$'000
Segment revenues:							
Revenue from external customers	21,760	16,614	815	-	113	-	39,302
Inter-segment revenue	238	-	-	-	-	(238)	-
	21,998	16,614	815	-	113	(238)	39,302
Segment results	(29,428)	7,931	(757)	58,534	(6,586)	-	29,694
Unallocated income							147
Unallocated expenses							(22,458)
Profit before taxation							7,383





5. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

The accounting policies of the reportable segments described in note 2.22 are the same as the Group's accounting policies. Segment results represent the results from each segment without allocation of unallocated administrative expenses, unallocated sundry income, unallocated directors' remunerations, bank interest income and finance costs (other than interest on lease liabilities). This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

Inter-segment revenue are charged at prevailing market rates.

Segment assets and liabilities

The following is an analysis of the Group's assets (including assets held for sale) and liabilities by reportable segments:

As at 31 March 2023

	Financial services HK\$'000	Mortgage financing HK\$'000	Insurance brokerage HK\$'000	Property development and investment HK\$'000	Securities trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
Segment assets	138,219	96,388	328	473,382	9,447	72,251	790,015
Segment liabilities	115,527	27,748	247	137,632	15,037	82,692	378,883

As at 31 March 2022

	Financial services HK\$'000	Mortgage financing HK\$'000	Insurance brokerage HK\$'000	Property development and investment HK\$'000	Securities Trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
Segment assets	179,884	100,500	1,741	486,639	11,827	101,460	882,051
Segment liabilities	137,956	35,631	230	150,888	14,035	63,485	402,225

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than cash and cash equivalents, unallocated property, plant and equipment, and unallocated other receivables, deposits and prepayments; and
- all liabilities are allocated to reportable segments other than convertible bonds, unallocated lease liabilities, unallocated other payables and accruals and unallocated loans.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

5. SEGMENT INFORMATION (CONTINUED)

Other segment information

For the year ended 31 March 2023:

	Financial services HK\$'000	Mortgage financing HK\$'000	Insurance brokerage HK\$'000	Property development and investment HK\$'000	Securities trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts included in the measurement of segment profit or loss or segment assets							
Change in fair value of investment properties	-	-	-	(14,000)	-	-	(14,000)
Change in fair value of financial assets at FVTPL	-	-	-	-	(791)	150	(641)
Gain on disposal of financial assets at FVTPL	-	-	-	-	752	-	752
ECL recognised in respect of loan receivables	(853)	(205)	-	-	-	-	(1,058)
ECL recognised in respect of accounts receivable	(202)	-	-	-	-	-	(202)
ECL recognised in respect of other receivables	(2,185)	-	-	-	-	-	(2,185)
Reversal of ECL recognised in respect of loan receivables	20	-	-	-	-	-	20
Reversal of ECL recognised in respect of accounts receivable	144	-	-	-	-	-	144
Reversal of ECL recognised in respect of other receivables	9	-	-	-	-	-	9
Impairment loss on right-of-use assets	(2,411)	-	-	-	-	-	(2,411)
Impairment loss on intangible asset	-	-	(1,500)	-	-	-	(1,500)
Bad debt recovery	21	-	-	-	-	-	21
Write-down to fair value less costs to sell	-	-	-	(207)	-	-	(207)
Depreciation – owned assets	(326)	(9)	(4)	(401)	-	(606)	(1,346)
Depreciation – right-of-use assets	(2,439)	(280)	-	-	-	(567)	(3,286)
Loss on disposal of property, plant and equipment	-	-	-	-	-	(5)	(5)
(Loss)/Gain on exchange difference, net	(113)	-	-	-	1	(2)	(114)
Additions to non-current assets (note)	470	-	-	1,286	-	1,063	2,819
Amounts regularly provided to chief operating decision makers but not included in the measurement of segment profit or loss or segment assets:							
Interest income	-	-	-	-	-	43	43
Finance costs	(238)	(12)	-	-	-	(12,954)	(13,204)
Income tax credit	-	-	-	-	-	-	-

Note: The amounts excluded the additions to loan receivables and financial assets at FVTPL.



5. SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

For the year ended 31 March 2022:

	Financial services HK\$'000	Mortgage financing HK\$'000	Insurance brokerage HK\$'000	Property development and investment HK\$'000	Securities trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts included in the measurement of segment profit or loss or segment assets							
Change in fair value of investment properties	-	-	-	60,203	-	-	60,203
Change in fair value of financial assets at FVTPL	-	-	-	-	(4,024)	141	(3,883)
Loss on disposal of financial assets at FVTPL	-	-	-	-	(1,810)	-	(1,810)
ECL recognised in respect of loan receivables	(3,730)	-	-	-	-	-	(3,730)
ECL recognised in respect of accounts receivable	(364)	-	-	-	-	-	(364)
ECL recognised in respect of other receivables	(1,125)	-	-	-	-	-	(1,125)
Reversal of ECL recognised in respect of loan receivables	187	-	-	-	-	-	187
Reversal of ECL recognised in respect of accounts receivable	423	-	-	-	-	-	423
Reversal of ECL recognised in respect of other receivables	9	-	-	-	-	-	9
Impairment loss on right-of-use assets	(3,927)	-	-	-	-	-	(3,927)
Depreciation - owned assets	(542)	(9)	(4)	(196)	-	(363)	(1,114)
Depreciation - right-of-use assets	(2,785)	(277)	-	-	-	(1,280)	(4,342)
(Loss)/Gain on disposal of property, plant and equipment	-	(18)	-	-	-	135	117
Gain on exchange difference, net	949	-	-	10	-	70	1,029
Additions to non-current assets (note)	11,582	564	-	35,873	-	1,826	49,845
Amounts regularly provided to chief operating decision makers but not included in the measurement of segment profit or loss or segment assets:							
Interest income	-	-	-	-	-	73	73
Finance costs	(170)	(6)	-	-	-	(5,985)	(6,161)
Income tax credit	6	-	-	-	-	-	6

Note: The amounts excluded the additions to loan receivables and financial assets at FVTPL.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

5. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group's operations are located in Hong Kong. All of the Group's non-current assets (excluding financial assets at FVTPL and loan receivables) are located in Hong Kong. In addition, all of the Group's revenue during the years ended 31 March 2023 and 2022 were derived from Hong Kong.

Information about major customers

Revenue from customers which individually contributed over 10% of the Group's revenue during the years ended 31 March 2023 and 2022 is as follows:

	2023 HK\$'000	2022 HK\$'000
Customer A - financial services segment	N/A*	7,399

* The corresponding revenue did not individually contribute over 10% of the Group's revenue during the year ended 31 March 2023.



6. TURNOVER, REVENUE AND OTHER INCOME

Turnover represents the sale proceeds received and receivable from trading of securities, fees and commission income from securities and futures brokerage, corporate finance and assets management, interest income from mortgage financing, brokerage and other financing, commission income from insurance brokerage and dividend income. Details of the Group's turnover, revenue and other income are analysed as follows:



	2023 HK\$'000	2022 HK\$'000
Turnover and revenue		
Financial services		
Fees and commission income from:		
Brokerage income	5,028	13,761
Corporate finance		
– Sponsor fee income	771	1,000
– Financial advisory services income	300	967
– Placing and underwriting services income	555	493
Assets management income	–	48
Interest income from brokerage and other financing	4,196	5,491
	10,850	21,760
Insurance brokerage		
Commission income	580	815
Mortgage financing		
Interest income from mortgage financing	14,378	16,614
Securities trading		
Dividend income	228	113
Revenue for the year	26,036	39,302
Proceeds from trading of securities	161,621	150,976
Turnover for the year	187,657	190,278
Other income		
Bank interest income	43	73
Written off of long-aged payables	1,215	377
Bad debt recovery	21	–
Consultancy fee income	346	70
Gain on exchange difference, net	–	1,029
Penalty interest income	175	72
Sundry income	1,491	1,626
	3,291	3,247

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

6. TURNOVER, REVENUE AND OTHER INCOME (CONTINUED)

Disaggregation of revenue from contracts with customers

The Group derives revenue recognised over time and at a point in time from its fees and commission income from securities and futures brokerage, insurance brokerage, asset management and corporate finance as follows:

	2023 HK\$'000	2022 HK\$'000
Timing of revenue recognition		
– At a point in time	6,163	15,117
– Over time	1,071	1,967
	7,234	17,084

7. (LOSS)/PROFIT BEFORE TAXATION

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

	2023 HK\$'000	2022 HK\$'000
Staff costs (including directors' emolument):		
– salaries, allowances and other benefits (note)	29,744	38,960
– retirement benefit scheme contributions	1,035	1,172
Auditor's remuneration	950	830
Bad debt written off	–	106
Depreciation of property, plant and equipment		
– owned assets	1,346	1,114
– right-of-use assets	3,286	4,342
Loss/(Gain) on exchange difference, net	114	(1,029)
Loss/(Gain) on disposal of property, plant and equipment	5	(117)
Write-down to fair value less costs to sell	207	–
Lease payments for short-term leases	245	279

Note: For the year ended 31 March 2023, the Group has obtained subsidies of HK\$Nil (2022: HK\$360,000) from FinTech Anti-epidemic Scheme and Financial Industry Recruitment Scheme and HK\$1,679,000 (2022: HK\$Nil) from Employment Support Scheme under the Anti-epidemic Fund launched by the Government of Hong Kong Special Administrative Region in respect of the outbreak of novel coronavirus (COVID-19), HK\$12,000 (2022: HK\$Nil) from Employment Programme for the Elderly and Middle-aged launched by Labour Department of the Government of Hong Kong Special Administrative Region for on-the-job training and are netted off from the salaries, allowances and other benefits.





8. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Interest on:		
– secured bank loans	6,873	3,473
– bank overdraft	192	109
– promissory note payables	1,542	1,495
– other secured loans	2,100	15
– loans from brokers for IPO subscription	–	157
– lease liabilities	256	203
– convertible bonds	2,241	2,160
	13,204	7,612
Less: Loan interest capitalised (note 15)	–	(1,451)
	13,204	6,161

9. INCOME TAX CREDIT

No provision for Hong Kong profits tax has been provided in the consolidated financial statements for the years ended 31 March 2023 and 2022 as the Company and its subsidiaries either have available losses brought forward from prior years to offset the assessable profits generated during the year or did not generate any assessable profits arising from Hong Kong during the year.

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying entities will be taxed at 8.25%, and the assessable profits above HK\$2,000,000 will be taxed at 16.5%.

	2023 HK\$'000	2022 HK\$'000
Current tax		
Hong Kong profits tax		
– Current year	–	–
– Over provision in respect of prior year	–	(6)
	–	(6)

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

9. INCOME TAX CREDIT (CONTINUED)

Reconciliation between tax expense and accounting (loss)/profit at applicable tax rates:

	2023 HK\$'000	2022 HK\$'000
(Loss)/Profit before taxation	(68,694)	7,383
Tax at applicable income tax rate	(11,335)	1,218
Tax effect of expenses not deductible for tax purpose	4,233	1,545
Tax effect of income not taxable for tax purpose	(343)	(10,374)
Tax effect of temporary differences not recognised	(268)	(203)
Tax effect of tax losses not recognised	7,713	8,191
Utilisation of tax loss previously not recognised	–	(377)
Over provision in respect of prior years	–	(6)
Income tax credit	–	(6)

As at 31 March 2023, the Group has unused tax losses of approximately HK\$613,258,000 (2022: HK\$546,502,000) available for offset against future profits. No deferred tax asset has been recognised of such losses due to the unpredictability of future profit streams for certain subsidiaries. The tax losses are subject to the agreement from the Hong Kong Inland Revenue Department and may be carried forward indefinitely.



10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's emoluments, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:



Year ended 31 March 2023	Other emoluments				Total HK\$'000
	Fees HK\$'000	Salaries, allowances and other benefits HK\$'000	Discretionary bonus HK\$'000	Retirement benefit scheme contributions HK\$'000	
Name of Director					
<i>Executive Directors</i>					
Cheung Hoo Win (Chief Executive Officer)	-	618	-	18	636
Ng Yiu Chuen	-	1,356	264	18	1,638
<i>Independent Non-Executive Directors ("INEDs")</i>					
Li Hancheng (Non-executive Chairman)	150	-	-	-	150
Lo Tsz Fung Philip	150	-	-	-	150
Ling Sui Ngor	150	-	-	-	150
	450	1,974	264	36	2,724

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Year ended 31 March 2022	Fees HK\$'000	Other emoluments			Total HK\$'000
		Salaries, allowances and other benefits HK\$'000	Discretionary bonus HK\$'000	Retirement benefit scheme contributions HK\$'000	
Name of Director					
<i>Executive Directors</i>					
Cheung Hoo Win					
(Chief Executive Officer)	-	618	-	18	636
Ng Yiu Chuen	-	1,296	260	18	1,574
Mak Kit Ping (note a)	-	233	-	12	245
<i>Independent Non-Executive Directors ("INEDs")</i>					
Li Hancheng (Non-executive Chairman)					
	150	-	-	-	150
Lo Tsz Fung Philip	150	-	-	-	150
Ling Sui Ngor (note b)	38	-	-	-	38
Yeung Shun Kee (note c)	50	-	-	-	50
	388	2,147	260	48	2,843

No emoluments were paid by the Group to any directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2022: Nil).

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2022: Nil).

Notes:

- (a) Resigned on 30 June 2021.
- (b) Appointed on 31 December 2021.
- (c) Passed away on 19 September 2021.





11. FIVE HIGHEST PAID INDIVIDUALS

During the year ended 31 March 2023, one (2022: one) director of the Company was the five highest paid individuals, whose emoluments have been included in note 10 above. The emoluments of the remaining four (2022: four) individuals for the year ended 31 March 2023 were as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries, allowances and other benefits	3,999	10,336
Retirement benefit scheme contributions	101	65
	4,100	10,401

No emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2022: Nil).

The emoluments fall within the following bands:

	Number of employees	
	2023	2022
Emolument bands:		
Nil to HK\$1,000,000	3	–
HK\$1,000,001 to HK\$1,500,000	1	–
HK\$1,500,001 to HK\$2,000,000	–	2
HK\$2,000,001 to HK\$2,500,000	–	–
HK\$2,500,001 to HK\$3,000,000	–	–
HK\$3,000,001 to HK\$3,500,000	–	1
HK\$3,500,001 to HK\$4,000,000	–	1
	4	4

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

12. DIVIDENDS

The Directors did not recommend the payment of a dividend for the years ended 31 March 2023 and 2022.

13. (LOSS)/EARNINGS PER SHARE

The calculation of basic loss per share for the year ended 31 March 2023 was based on the loss for the year attributable to the owners of the Company of HK\$68,694,000 and the weighted average number of 709,315,013 ordinary shares in issue during the year ended 31 March 2023.

Diluted loss per share for the year ended 31 March 2023 was the same as the basic loss per share. The computation of diluted loss per share has not assumed the conversion of the Company's outstanding convertible bonds (note 29) since the conversion would result in a decrease in loss per share. Also, it has not assumed the exercise of share options (note 32), since the exercise price for the share options was higher than the average market price of the shares in issue.

The calculation of basic earnings per share for the year ended 31 March 2022 was based on the profit for the year attributable to the owners of the Company of HK\$7,389,000 and the weighted average number of 703,533,107 ordinary shares in issue during the year ended 31 March 2022.

The calculation of diluted earnings per share for the year ended 31 March 2022 was based on the profit for the year attributable to the owners of the Company of HK\$7,389,000 and the weighted average number of 703,533,107 ordinary shares in issue during the year and adjusting for the potential dilutive ordinary shares of 2,994,516 arising from the outstanding warrants granted. The computation of diluted earnings per share has not assumed the conversion of the Company's outstanding convertible bonds (note 29) since the conversion would result in an increase in earnings per share. Also, it has not assumed the exercise of share options (note 32), since the exercise price for the share options was higher than the average market price of the shares in issue.



14. PROPERTY, PLANT AND EQUIPMENT



	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Premises held under leases HK\$'000	Total HK\$'000
Cost					
At 1 April 2022	2,841	8,944	3,429	14,895	30,109
Additions	1,151	280	1,058	225	2,714
Early termination of lease	-	-	-	(238)	(238)
Disposals	-	(100)	-	-	(100)
Written-off	(1,121)	(647)	-	(2,146)	(3,914)
Reclassify to assets held for sale (note 30)	(359)	(3)	-	-	(362)
At 31 March 2023	2,512	8,474	4,487	12,736	28,209
Accumulated depreciation and impairment					
At 1 April 2022	2,520	7,682	1,775	7,605	19,582
Charge for the year	334	416	596	3,286	4,632
Written back upon disposals	-	(90)	-	-	(90)
Written back upon written-off	(1,121)	(647)	-	(2,146)	(3,914)
Early termination of lease	-	-	-	(236)	(236)
Impairment loss recognised	-	-	-	2,411	2,411
Reclassify to assets held for sale (note 30)	(154)	(1)	-	-	(155)
At 31 March 2023	1,579	7,360	2,371	10,920	22,230
Net book value					
At 31 March 2023	933	1,114	2,116	1,816	5,979
Cost					
At 1 April 2021	30,919	8,173	2,876	15,392	57,360
Additions	27,026	849	1,390	-	29,265
Lease modification	-	-	-	12,511	12,511
Disposals	-	(78)	(837)	-	(915)
Written-off	-	-	-	(13,008)	(13,008)
Reclassify to investment properties (note 15)	(55,104)	-	-	-	(55,104)
At 31 March 2022	2,841	8,944	3,429	14,895	30,109
Accumulated depreciation and impairment					
At 1 April 2021	2,163	7,312	2,285	12,344	24,104
Charge for the year	357	430	327	4,342	5,456
Written back upon disposals	-	(60)	(837)	-	(897)
Written back upon written-off	-	-	-	(13,008)	(13,008)
Impairment loss recognised	-	-	-	3,927	3,927
At 31 March 2022	2,520	7,682	1,775	7,605	19,582
Net book value					
At 31 March 2022	321	1,262	1,654	7,290	10,527

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

During the year ended 31 March 2022, included in additions to leasehold improvements, HK\$26,777,000 were related to the renovation work in progress of the Group's investment property under construction. Upon completion of investment property during the year ended 31 March 2022, the renovation cost of HK\$55,104,000 was reclassified to investment property (Note 15).

As at 31 March 2023 and 2022, premises held under leases of the Group's right-of-use assets in relation to office premises. The details of lease modification to right-of-use assets during the year ended 31 March 2022 are set out in note 28.

At 31 March 2023, the recoverable amounts of the Group's property, plant and equipment, attributable to the respective CGUs has been determined based on a value in use estimation. The value in use estimation adopted the discounted cash flow method, net of future cash outflow using a discount rate of weighted average cost of capital. When actual cash flow differs materially from the estimated cash flow, adjustments have been made to the estimated value in use. Detail of key assumption and sensitivity analysis were disclosed in note 4.1.

As at 31 March 2023, the securities brokerage, futures brokerage, assets management services, insurance brokerage and securities trading CGUs estimated a cash outflows during the forecast period, the recoverable amounts of the brokerage financing, assets management services, insurance brokerage and securities trading were HK\$Nil, HK\$Nil, HK\$Nil, HK\$Nil and HK\$Nil respectively.

As at 31 March 2022, the futures brokerage, assets management services and securities trading CGUs estimated a cash outflows during the forecast period, the recoverable amounts of the brokerage financing, assets management services and securities trading were HK\$Nil, HK\$Nil and HK\$Nil respectively.

The management estimated the recoverable amounts and recognised relevant impairment loss as a result of the general economic uncertainty caused by COVID-19. The overall valuations are sensitive to all assumptions. Management considers the range of reasonably possible alternative assumptions is the greatest for value in use and that there is an interrelationship between these inputs.



15. INVESTMENT PROPERTIES



	2023 HK\$'000	2022 HK\$'000
At 1 April	485,500	360,673
Subsequent expenditures capitalised	–	8,069
Finance costs capitalised (note 8)	–	1,451
Reclassify from property, plant and equipment (note 14)	–	55,104
Changes in fair value recognised in profit or loss	(3,000)	60,203
Reclassify to assets held for sales (note 30)	(41,000)	–
At 31 March	441,500	485,500

The Group's investment properties are situated in Hong Kong and held under medium-term leases.

The Group's properties held to earn rental or for capital appreciation purposes are classified as investment properties and measured using the fair value model.

At the end of the reporting period, the Group's investment properties (including an investment property classified as assets held for sale) of approximately HK\$471,500,000 (2022: HK\$485,500,000) have been pledged to secure the loans granted to the Group (notes 27 & 30).

The fair value of the investment properties as at 31 March 2023 were revalued by Jones Lang LaSalle Limited and Vigers Appraisal and Consulting Limited (2022: Jones Lang LaSalle Limited), the independent qualified valuers who have the recent experience in the location and category of property being valued, which was based on the direct comparison approach, assuming sale of the property interests in their existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the relevant market while appropriate adjustments and analysis are considered to the differences in location, size and other characters between the comparable properties and the subject property (the "Price Adjustment").

The information about the use of significant unobservable inputs are listed below:

Significant unobservable inputs	Range of unobservable inputs		Relationship of unobservable inputs to fair value
	2023	2022	
Price Adjustment	(13.83%) to 13.58%	(13.67%) to 9.74%	The higher the Price Adjustment, the higher the fair value.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

15. INVESTMENT PROPERTIES (CONTINUED)

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use and is categorised as Level 3 of the three-level fair value hierarchy as defined under HKFRS 13.

There were no changes to the valuation techniques during the years ended 31 March 2023 and 2022.

16. INTANGIBLE ASSETS

	HK\$'000
Cost	
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	4,886
Accumulated impairment	
At 1 April 2021, 31 March 2022 and 1 April 2022	3,386
Impairment loss recognised	1,500
At 31 March 2023	4,886
Carrying amount	
At 31 March 2023	–
At 31 March 2022	1,500

Note a: Included in the intangible asset represents a license right acquired at the consideration of HK\$3,386,000 as part of a business combination of Ever-Long Capital Management Limited. The license carries a right to conduct asset management business in Hong Kong, and has no foreseeable limit to the period over which the Group can use to generate net cash flows. As a result, the license right is considered by the management of the Group as having an indefinite useful life and is not amortised. It is tested for impairment annually and whenever there is an indication that it may be impaired. The license right was fully impaired as at 31 March 2023 and 2022.

Note b: During the year ended 31 March 2021, the Group acquired a license right through acquisition of Choice Insurance Broker Limited ("**Choice Insurance**") at the consideration of HK\$1,500,000. The license carries a right to conduct insurance brokerage business in Hong Kong, and has no foreseeable limit to the period over which the Group can use to generate net cash flows. As a result, the license right is considered by the management of the Group as having an indefinite useful life and is not amortised. It is tested for impairment annually and whenever there is an indication that it may be impaired.

As at 31 March 2023 and 2022, the recoverable amount of the CGUs arising from Choice Insurance was determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors covering a 5-year period. The license right was fully impaired during the year ended 31 March 2023 as the expected recoverable amount of related CGU is HK\$Nil.





17. LOAN RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Securities dealing and brokerage services		
– Secured margin loans	14,031	23,357
– Unsecured margin loans	1,930	1,674
Less: ECL allowance	(2,334)	(1,691)
	13,627	23,340
Financing business		
– Secured mortgage loans	96,980	96,278
– Secured loans	2,922	2,922
– Unsecured loans	12,875	13,987
Less: ECL allowance	(14,801)	(16,162)
	97,976	97,025
	111,603	120,365
The Group's loan receivables (net of ECL allowance) are analysed into:		
– Non-current assets	30,693	37,316
– Current assets	80,910	83,049
	111,603	120,365

Securities dealing and brokerage services

Loan receivables under secured margin loans and unsecured margin loans are approximately HK\$14,031,000 and HK\$1,930,000 respectively (2022: HK\$23,357,000 and HK\$1,674,000 respectively) are repayable on demand and bear interests at interest rates with reference to prime rate plus a spread for both years.

The amount of credit facilities granted to clients is determined by reference to the market value of the collateral securities held by the Group. As at 31 March 2023, the total market value of securities pledged as collateral in respect of the loans to clients was approximately HK\$58,496,000 (2022: HK\$214,592,000).

No aging analysis is disclosed in relation to securities dealing and brokerage services as in the opinion of the directors, aging analysis does not give additional value in view of the nature of the business of securities dealing and brokerage services.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

17. LOAN RECEIVABLES (CONTINUED)

Securities dealing and brokerage services *(Continued)*

As at 31 March 2023, there are 37 secured margin loans (2022: 43) with the aggregate gross amount of approximately HK\$14,031,000 (2021: HK\$23,357,000). The borrowers hold Hong Kong listed marketable securities under the securities account in one of the Group entities. The Group has the right to sell or require a sale of all these securities and use the proceeds to repay the outstanding loans in the event that the borrowers fail to pay the amount due on due date. The remaining gross balance of margin loans of approximately HK\$1,930,000 (2022: HK\$1,674,000) were unsecured.

As at 31 March 2023 and 31 March 2022, there are 2 (2022: 2) individual loans with net carrying amount, on an individual basis, being more than 10% of the net carrying amount of the total loan receivables.

Financing business

Loan receivables bear interests at interest rates with reference to commercial rates. Loan receivables which would be received over one year were classified as non-current receivables. As at 31 March 2023, the total market value of properties pledged as collateral in respect of the mortgage loans was approximately HK\$275,508,000 (2022: HK\$245,689,000).

As at 31 March 2023, 17 (2022: 18) secured mortgage loans with the aggregate gross amount of approximately HK\$46,930,000 (2022: HK\$52,838,000) were secured by first legal charges in respect of respective properties located in Hong Kong. The collateral for each individual loan is sufficient to cover the loan amount on an individual basis. They were advanced to various independent borrowers and will be due for repayment within 1 to 19 years (2022: 1 to 20 years).

As at 31 March 2023, 25 (2022: 21) secured mortgage loans with the aggregate gross amount of approximately HK\$50,050,000 (2022: HK\$43,440,000) were with second or third legal charges in respect of properties located in Hong Kong. They were advanced to various independent borrowers and will be due for repayment within 1 to 15 years (2022: 1 to 19 years).



17. LOAN RECEIVABLES (CONTINUED)

Financing business (Continued)

As at 31 March 2023, there is 1 (2022: 1) secured loan with the aggregate gross amount of approximately HK\$2,922,000 (2022: HK\$2,922,000). The borrower holds Hong Kong listed marketable securities under the securities account in one of the Group entities. The Group has the right to sell or require a sale of all these securities and use the proceeds to repay the outstanding loan in the event that the borrower fail to pay the amount due on due date. The secured loans were secured by borrower's securities accounts with market value of approximately HK\$107,000 (2022: HK\$196,000) as collateral.

As at 31 March 2023 and 31 March 2022, there are no individual (2022: nil) loans with net carrying amount, on an individual basis, being more than 10% of the net carrying amount of the total loan receivables.

Details of credit risk profile disclosure are set out in "credit risk" in note 40.

The aging analysis of the Group's loan receivables for the financing business (net of ECL allowance), based on the loan release dates at the end of the reporting period, is as follows:

	2023 HK\$'000	2022 HK\$'000
Within 6 months	45,287	50,786
Over 6 months but not more than 1 year	30,825	22,280
Over 1 year	21,864	23,959
	97,976	97,025

The maturity analysis for the carrying amount of loan receivables in financing business (net of ECL allowances), based on contractual maturity date, is as follows:

	2023 HK\$'000	2022 HK\$'000
On demand or within 1 year	67,283	59,709
In more than 1 year but not more than 5 years	8,220	7,923
Over 5 years	22,473	29,393
	97,976	97,025



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

17. LOAN RECEIVABLES (CONTINUED)

Financing business (Continued)

The movement in the ECL allowance of loan receivables is as follows:

	Financing business		Margin clients		Total	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
At 1 April	16,162	12,594	1,691	1,717	17,853	14,311
ECL recognised for the year	395	3,569	663	161	1,058	3,730
Reversal of ECL recognised for the year	–	–	(20)	(187)	(20)	(187)
Written-off	(1,756)	(1)	–	–	(1,756)	(1)
At 31 March	14,801	16,162	2,334	1,691	17,135	17,853

18. ACCOUNTS RECEIVABLE

	2023 HK\$'000	2022 HK\$'000
Accounts receivable	29,206	24,174
Less: ECL allowance	(2,687)	(2,629)
	26,519	21,545
	2023 HK\$'000	2022 HK\$'000
Balance relating to:		
– Securities and futures dealing and brokerage services	26,230	21,439
– Others	289	106
	26,519	21,545



18. ACCOUNTS RECEIVABLE (CONTINUED)

The general settlement terms of accounts receivable attributable to the securities dealing and the brokerage services are two days after the trade date.

An aging analysis of the Group's accounts receivable, net of ECL allowance, based on the trade dates/invoice dates at the end of the reporting period is as follows:

	2023 HK\$'000	2022 HK\$'000
Within 6 months	24,204	19,375
Over 6 months but not more than 1 year	1,613	1,752
Over 1 year	702	418
	26,519	21,545

As at 31 March 2023, the Group held listed securities in client accounts with market value of approximately HK\$42,824,000 (2022: HK\$155,659,000) as collateral over secured balances of HK\$11,938,000 (2022: HK\$12,330,000).

The directors consider that the fair values of accounts receivable which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

The movement in the ECL allowance of accounts receivable is as follows:

	2023 HK\$'000	2022 HK\$'000
At 1 April	2,629	5,947
ECL recognised for the year	202	364
Reversal of ECL recognised for the year	(144)	(423)
Written-off	–	(3,259)
At 31 March	2,687	2,629



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

19. CONTRACT ASSET

	2023 HK\$'000	2022 HK\$'000
Contract asset arising from:		
Corporate finance services	471	–

The contract asset represent rights to consideration for work performed but not yet billed for the corporate finance services and are expected to be transferred to accounts receivable within one year.

The Group's unsatisfied (or partially unsatisfied) performance obligation represents sponsor services which are billed based on time incurred. As permitted under HKFRS15, the transaction price allocated to these unsatisfied contracts is not disclosed.

20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2023 HK\$'000	2022 HK\$'000
Deposits	4,492	4,761
Prepayments	1,234	1,790
Interest receivables	6,782	7,436
Other receivables (Note)	648	6,522
	13,156	20,509
Less: ECL allowance	(4,755)	(4,925)
	8,401	15,584
Analysed as:		
– Non-current assets	105	–
– Current assets	8,296	15,584
	8,401	15,584

Note: As at 31 March 2022, included in other receivables of HK\$6,522,000, approximately HK\$5,000,000 represents the balance held by a lawyer in connection with a loan to be release to a borrower, which has been released to the borrower subsequently.



20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)

The movement in the ECL allowance of other receivables and deposits is as follows:

	2023 HK\$'000	2022 HK\$'000
At 1 April	4,925	4,119
ECL recognised for the year	2,185	1,125
Written-off	(2,346)	(310)
Reversal of ECL recognised for the year	(9)	(9)
At 31 March	4,755	4,925

The Directors consider that the fair values of other receivables, deposits and prepayments which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

21. FINANCIAL ASSETS AT FVTPL

	2023 HK\$'000	2022 HK\$'000
Non-current assets:		
Investment in a life insurance policy (note a)	6,845	6,682
Current assets:		
Securities held-for-trading:		
– Listed securities - Hong Kong (note b)	9,097	11,827
	15,942	18,509

Note a: The Group entered into a life insurance policy with an insurance company to insure Mr. Cheung Hoo Win, the Chief Executive Officer of the Company during the year ended 31 March 2020.

The total sum insured is approximately US\$3,876,000 (equivalent to approximately HK\$30,233,000) ("**Sum Assured**"). The Group is the policy holder and the beneficiary of the policy. The Group has paid an one-off premium of US\$1,000,000 (equivalent to approximately HK\$7,800,000). The Group can terminate the policy at any time and receive cash back based on the cash value of the policy at the date of termination. The cash value is determined by the premium paid plus accumulated interest earned minus the accumulated insurance policy charges and any applicable surrender charge ("**Cash Value**").



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

21. FINANCIAL ASSETS AT FVTPL (CONTINUED)

Note a: In addition, if the termination and withdrawal of the policy are made between the 1st to 15th policy years, there is a specified amount of surrender charge. The surrender charge in full or partial termination would be calculated based on the number of years the policy has been in force and charged at the range from 0.23% to 3.28% of Sum Assured. The insurance company will pay the Group an interest on the outstanding Cash Value of the policy at the prevailing interest rate fixed by the insurance company and a minimum interest of 2% per annum is guaranteed by the insurance company.

The investment in a life insurance policy is denominated in United States dollars (“**US\$**”) and the fair value is determined with reference to the Cash Value as provided by the insurance company. The entire balance of investment in a life insurance policy has been pledged to a bank as security for the banking facilities granted to the Group (note 27).

Note b: The fair values of listed securities are determined based on the quoted market bid prices available on relevant exchange.

22. CLIENT TRUST FUNDS

The Group maintains segregated trust accounts with authorised financial institutions to hold clients’ monies arising from its securities brokerage and margin financing business. The Group has classified the clients’ monies as client trust funds under current assets on the consolidated statement of financial position and recognised the corresponding accounts payable to respective clients on the basis that it is liable for any loss or misappropriation of clients’ monies. The cash held on behalf of customers is restricted and governed by Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance. The Group is restricted to use the clients’ monies to settle its own obligations.

As at 31 March 2023 and 2022, client trust funds are interest-bearing at bank deposit savings rate.

As at the reporting date, details of the Group’s client trust funds that are not denominated in the functional currency of the respective group entities are as follows:

	2023 HK\$'000	2022 HK\$'000
United States dollar (“ USD ”)	3,988	36,419
Renminbi (“ RMB ”)	446	479
New Taiwanese dollar (“ NTD ”)	28,538	27,142





23. CASH AND CASH EQUIVALENTS

	2023 HK\$'000	2022 HK\$'000
Cash in bank	62,492	91,234
Cash on hand	76	189
	62,568	91,423

Cash in bank comprise short-term bank deposits which carry interest at prevailing market rate. The maturity of bank deposit was within three months.

As at the reporting date, the Group's cash and cash equivalents that are not denominated in the functional currency of the respective group entities are as follows:

	2023 HK\$'000	2022 HK\$'000
RMB	879	843
NTD	339	61
USD	2,444	4,326

24. ACCOUNTS PAYABLE

Accounts payable are mainly in relation to the securities and futures dealing and broking services. Including HK\$106,657,000 (2022: HK\$115,920,000) are interest-bearing at the bank deposit savings rates per annum and are repayable on demand. The remaining amounts are non-interest bearing and repayable on demand. No aging analysis is disclosed as, in the opinion of the Directors, an aging analysis does not give additional value in view of the nature of the business of securities and futures dealing and broking services.

As at 31 March 2023 and 2022, the Group's accounts payable that are not denominated in the functional currency of the respective group entities are as follows:

	2023 HK\$'000	2022 HK\$'000
USD	9,661	41,223
NTD	31,109	27,658
RMB	471	519
Canadian dollar	25	27
Great British Pound	160	2

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

25. OTHER PAYABLES AND ACCRUALS

	2023 HK\$'000	2022 HK\$'000
Construction payables	1,097	11,608
Interest payables	2,194	678
Accrued expenses	6,629	1,848
Other payables	1,565	2,071
	11,485	16,205

26. PROMISSORY NOTE PAYABLES

As at 31 March 2023, the promissory notes bore interest at the range from 5% to 8% (2022: 5% to 8%) per annum and were repayable as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	20,000	25,000
After one year but within two years	30,000	10,000
	50,000	35,000
Less: Repayable within one year	(20,000)	(25,000)
Carrying amount shown under non-current liabilities	30,000	10,000

Subsequent to 31 March 2023 and up to the date of this report, HK\$10,000,000 of promissory note payables has been matured and repaid by the Group.



27. LOANS

	2023 HK\$'000	2022 HK\$'000
Loans comprise:		
– secured bank loans (note a)	154,555	157,685
– other secured loans (note b)	26,150	34,840
	180,705	192,525

As at the reporting date, the Group's loans were either repayable within one year or repayable on demand.

Notes:

- (a) As at 31 March 2023, bank loans amounted HK\$138,888,000 (2022: HK\$141,008,000) is interest bearing at 1.9% (2022: 1.9%) per annum over Hong Kong Interbank Offered Rate ("HIBOR"), and were secured by an investment property (note 15) of the Group with a carrying value of HK\$441,500,000 (2022: HK\$444,500,000) and rental proceeds in respect of the investment property, and guaranteed by the Company.

As at 31 March 2023, the bank loan of HK\$4,505,000 (2022: HK\$4,671,000) is interest bearing at 1% (2022: 1%) per annum over London Interbank Offered Rate ("LIBOR"), and is secured by the above-mentioned investment property of the Group, rental proceeds in respect of the investment property and an investment in a life insurance policy (note 21) of the Group with a carrying value of HK\$6,845,000 (2022: HK\$6,682,000), and guaranteed by the Company.

As at 31 March 2023, the bank loan of HK\$11,162,000 (2022: HK\$12,006,000) is interest bearing at floating rate of 2.75% per annum below Hong Kong Dollar Best Lending Rate (2022: 2.75% per annum below Hong Kong Dollar Best Lending Rate) as determined by the bank and secured by an investment property (note 30) of the Group with a carrying value of HK\$30,000,000 (2022: HK\$41,000,000) and the Company's corporate guarantee. During the year ended 31 March 2023, this investment property was classified as assets held for sale. Details are set out in note 30.

- (b) As at 31 March 2023, other secured loans are interest-bearing at 2.75% above the Hong Kong Dollar Best Lending Rate per annum and secured by sub-charges/sub-mortgages on the first legal charges/mortgages of properties charged/mortgaged to the loan receivables of the Group with carrying amount of HK\$32,438,000 (2022: HK\$37,035,000) and jointly guaranteed by the Company and an entity within the Group.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

28. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

	2023 HK\$'000	2022 HK\$'000
Total minimum lease payments:		
– within one year	4,583	5,196
– after one year but within two years	2,384	4,459
– after two years but within five years	–	2,310
	6,967	11,965
Less: future finance charges	(157)	(396)
Present value of lease liabilities	6,810	11,569
Present value of lease liabilities:		
– within one year	4,447	4,946
– after one year but within two years	2,363	4,333
– after two years but within five years	–	2,290
	6,810	11,569
Less: Portion due within one year included under current liabilities	(4,447)	(4,946)
Portion due after one year included under non-current liabilities	2,363	6,623

During the year ended 31 March 2023, the total cash outflows for the leases amounted to HK\$5,483,000 (2022: HK\$6,179,000).

As at 31 March 2023, lease liabilities amounting to HK\$6,810,000 (2022: HK\$11,569,000) are effectively secured by the related underlying assets as the rights to the leased asset would be reverted to the lessor in the event of default by repayment by the Group.

As at 31 March 2023, the Group had 5 leases (2022: 5) under HKFRS 16 for offices with remaining lease term of 0.4 to 1.6 years (2022: 0.3 to 2.6 years). These leases do not contain option to renew the lease and are subjected to monthly fixed rental payment.



29. CONVERTIBLE BONDS

	Liability component HK\$'000	Equity component HK\$'000	Total HK\$'000
At 1 April 2021	21,213	2,433	23,646
Interest at effective interest rate (note 8)	2,160	–	2,160
Interest paid	(1,380)	–	(1,380)
At 31 March 2022 and 1 April 2022	21,993	2,433	24,426
Interest at effective interest rate (note 8)	2,241	–	2,241
Interest paid	(1,380)	–	(1,380)
At 31 March 2023	22,854	2,433	25,287

On 16 July 2020, the Company entered into a conditional agreement to place up to HK\$23,000,000 convertible bonds (the “**Placement**”). The Placement was completed on 10 August 2020 (the “**Issue Date**”) and the convertible bonds will mature on third anniversary of the Issue Date. As the convertible bonds will be mature within 12 months, amounts were classified as current liabilities for the year ended 31 March 2023.

The coupon rate for the convertible bonds is 6% per annum. The maturity date is the third anniversary of the Issue Date, and the conversion period will commence from the thirty months after the Issue Date up to the maturity date. The convertible bonds was initially convertible into 1,045,454,545 ordinary shares at the conversion price of HK\$0.022 and subsequently adjusted to 104,545,454 shares at the conversion price of HK\$0.22 upon the completion of share consolidation on 28 September 2020. The Company may at any time before the maturity date with mutual written consent with the relevant holder to redeem the outstanding bond (in whole or in part) at 100 percent to the principal amount of the bond to be redeemed with the outstanding interest accrued thereon up to and including the date of early redemption. For more details of the Placement, please refer to the announcement of the Company dated 16 July 2020 and the supplemental announcement dated 21 July 2020.

The initial fair values of the liability component and the equity component of the convertible bonds, based on proceeds, were determined at issuance of the bonds. On initial recognition, the fair value of the liability component, included in the convertible bonds, was calculated using a market interest rate of 10.44% for an equivalent non-convertible bond. The residual amount, representing the value of the equity component, is included in equity as convertible bonds reserve.

The initial fair value measurement of the liability component is classified in level 3. The liability is subsequently carried at amortised cost using the effective interest method, adjusted for the Group’s own risk premium. The fair value of the liability component, amounting to HK\$22,854,000 (2022: HK\$21,933,000), is estimated as being the present value of future cash flows, discounted at interest rate based on the market interest rate for equivalent non-convertible bonds.

No convertible bonds were converted to ordinary shares of the Company during the years ended 31 March 2023 and 2022 or subsequent to 31 March 2023 and up to the date of this report.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

30. ASSETS CLASSIFIED AS HELD FOR SALE

During the year ended 31 March 2023, the Directors of the Group intended to dispose of the entire issued share capital in Ocean View Villa Limited (formerly known as Hoowin Limited) ("**Ocean View**"), an indirect wholly owned subsidiary of the Company which carries on property investment business in Hong Kong. Negotiations with interested party have taken place. The Directors expect that it is highly probable that the assets attributable to the business of Ocean View will be sold within twelve months and classified it as a disposal company held for sale and is presented separately in the consolidated statement of financial position.

Subsequent to 31 March 2023, the Group entered into a conditional provisional agreement with an independent third party to dispose the equity interest in Ocean View ("**the Disposal**"). Details of the Disposal are set forth in the Company's announcement dated 3 April 2023 and circular dated 25 May 2023.

The assets of Ocean View classified as held for sale as at 31 March 2023 are as follows:

	2023 HK\$'000
Investment property (note)	30,000
Property, plant and equipment	207
Write-down to fair value less costs to sales	(207)
Total assets classified as held for sale	30,000

Note: Subsequent to classification of assets held for sales, fair value loss of HK\$11,000,000 was recognised. Details are set out in note 15.

	2023 HK\$'000
Reclassify from investment properties (note 15)	41,000
Changes in fair value recognised in profit or loss	(11,000)
The carrying amount of investment property	30,000

As at 31 March 2023, the investment property was pledged to secure the loan of HK\$11,162,000 (note 27).





31. SHARE CAPITAL

	Number of shares		Amount	
	2023	2022	2023 HK\$'000	2022 HK\$'000
Authorised:				
Ordinary shares				
At 1 April and 31 March (HK\$0.1 each)	20,000,000,000	20,000,000,000	2,000,000	2,000,000
Issued and fully paid:				
Ordinary shares				
At 1 April	709,315,013	701,891,588	70,932	70,189
Shares issued in respect of warrants (note)	-	7,423,425	-	743
At 31 March	709,315,013	709,315,013	70,932	70,932

Note:

Shares issued in respect of warrants – 2021

On 23 December 2020, the Board proposed a new issue of bonus warrants to the shareholders of the Company on the basis of 1 warrant for every 5 shares (the “**Bonus Issue of Warrants – 2021**”). For details of the Bonus Issue of Warrants – 2021, please refer to the announcement of the Company dated 23 December 2020. On 26 January 2021, the shareholders approved the Bonus Issue of Warrants – 2021, pursuant to which 138,997,618 warrants were issued. The initial subscription price was HK\$0.285 per share, and the exercise period is from 17 February 2021 to 16 February 2022 (both days inclusive), in which 6,903,498 units of warrants have been exercised by the holders during the year ended 31 March 2021.

During the period from 1 April 2021 to 16 February 2022, 7,423,425 units of warrants under the Bonus Issue of Warrants – 2021 had been exercised by the holders thereof. As a result, 7,423,425 shares were issued and allotted by the Company to the holders of such warrants. The 7,423,425 shares issued rank pari passu in all respects with the then existing shares. As at 16 February 2022, 124,670,695 units of warrants had not yet been exercised and had lapsed accordingly.

32. SHARE OPTION SCHEME

The Company had a share option scheme which was adopted on 21 September 2012 and refreshed on 15 September 2017 and 24 September 2020 (the “**Share Option Scheme**”).

On 16 May 2019, the Company granted share options (the “**Share Options**”) to certain employees and a consultant of the Group (the “**Grantees**”) under the Share Option Scheme. The Share Options were vested immediately upon the date of grant and then exercisable within a period of three years. Each option gives the holder the right to subscribe for one ordinary share in the Company. The Share Options were initially exercisable at exercise price of HK\$0.083 and subsequently adjusted to HK\$0.83 upon the completion of share consolidation on 28 September 2020. As at 31 March 2022, the exercise price of the outstanding Share Options is HK\$0.83 and the remaining contractual life is 0.1 year. As at 16 May 2022, 30,565,000 share options were not yet exercised and had lapsed accordingly.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

32. SHARE OPTION SCHEME (CONTINUED)

All share-based compensation will be settled in equity when they are exercised. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing the Company's ordinary shares. Payment of HK\$1.00 was made by each of the Grantees upon acceptance of the Share Options. The Share Options carry neither rights to dividends nor voting rights.

The movement of the Share Options are as follows:

	2023 Number '000	2022 Number '000
At 1 April	30,565	35,575
Lapsed	(30,565)	(5,010)
At 31 March	–	30,565
Exercisable at end of the year	–	30,565

33. RESERVES

(a) Special capital reserve

Special capital reserve represents the amounts transferred from the Company's share capital upon adjustments of the nominal value of the Company's share in prior years. Under the Companies Act 1981 of Bermuda (the "Act"), the special capital reserve is distributable to shareholders under certain circumstances.

(b) Contributed surplus

The contributed surplus represents the difference between the fair value of the subsidiaries acquired pursuant to the Group reorganisation in November 1991 and the nominal value of the shares issued by the Company and the transfer from share premium account in December 2000, less the transfer to the capital redemption reserve of HK\$6,040,000 in November 2000, and the shares repurchased in April 2013. Under the Act, the Company's contributed surplus is distributable to shareholders under certain circumstances, and the dividend paid was recognised as distribution.

(c) Capital redemption reserve

Except for the capital redemption reserve of HK\$6,040,000 recognised in November 2000 as mentioned in note 33(b), HK\$1,440,000 are transferred from share capital to capital redemption reserve in April 2013 for repurchasing and cancelling a total of 144,000,000 issued ordinary shares of HK\$0.01 each.





34. COMMITMENTS

(a) Operating lease commitments

The Group as lessee

At the reporting date, the lease commitments for a short-term lease of premises are as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	102	121

(b) Capital commitments

	2023 HK\$'000	2022 HK\$'000
Capital expenditure contracted but not provided for acquisition of property, plant and equipment	105	–

35. RETIREMENT BENEFITS SCHEMES

The Group has arranged for its Hong Kong employees to join the MPF Schemes, defined contribution schemes managed by independent trustees. Under the MPF Scheme, both the Group and its Hong Kong employees are required to make monthly contributions to the schemes at 5% of the employees' salaries and subject to a cap which may be revised from time to time.

Under the Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment for certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

During the year ended 31 March 2023, the aggregate amount of the Group's contributions to the defined contribution schemes were approximately HK\$1,035,000 (2022: HK\$1,172,000).

At 31 March 2023, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2022: HK\$ Nil).

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

36. RELATED PARTY TRANSACTIONS

During the years ended 31 March 2023 and 2022, the Group had the following related party transactions or continuing related party transactions, certain of which fall under the definition of connected transactions or continuing connected transactions in Chapter 14A of the Listing Rules, but are exempted from the reporting, announcement, shareholders' approval and annual review requirements under the Listing Rules.

(a) Compensation to key management personnel of the Group:

	2023 HK\$'000	2022 HK\$'000
Short-term benefits	2,238	2,407
Post-employment benefits	36	48
	2,274	2,455

Key management of the Group are the executive directors. The emoluments of directors were determined by the Remuneration Committee having regard to the performance of individual and market trends.



36. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Material transactions with its related parties:

	2023 HK\$'000	2022 HK\$'000
Commission received from Mr. Cheung Chi Shing (note (i))	35	55
Commission received from Mr. Cheung Hoo Win (note (i))	3	6
Commission received from Mr. Cheung Hoo Yin (note (ii))	54	6
Fees paid to Mr. Ng Yiu Chuen ("Mr. Ng") (note (iii))	–	111
Interest on promissory note payables to Elfie Limited (note (iv))	1,536	397
Interest on promissory note payables to Kenvenia Family Limited (note (v))	6	–
Interest on promissory note payables to Ms. Ng Kai Ning (note (vi))	–	196
Interest on promissory note payables to Ms. Ng Mei Hang (note (vi))	–	75
Interest on promissory note payables to Ms. Ng Pui Yee (note (vii))	–	135
Interest on promissory note payables to Ms. Cheng Chui Shan Phyllis ("Ms. Cheng") (note (viii))	–	108
Rental expense paid to Silvermine Beach Resort Limited (note (ix))	12	6

Notes:

- (i) Mr. Cheung Chi Shing is the father of Mr. Cheung Hoo Win, the executive director and Chief Executive Officer of the Company. Mr. Cheung Chi Shing was also a substantial shareholder of the Company before 15 December 2022.
- (ii) Mr. Cheung Hoo Yin is a substantial shareholder of the Company.
- (iii) Mr. Ng is an executive director of the Company.
- (iv) Elfie Limited is beneficially owned by Mr. Cheung Chi Shing and Ms. Yeung Han Yi Yvonne. The directors of Elfie Limited are Mr. Cheung Hoo Win, Ms. Cheung Lok Chi ("Ms. Cheung") and Mr. Cheung Hoo Yin. Ms. Cheung and Mr. Cheung Hoo Yin are the children of Mr. Cheung Chi Shing and Ms. Yeung Han Yi Yvonne. Ms. Yeung Han Yi Yvonne was also a substantial shareholder of the Company before 15 December 2022. Mr. Cheung Hoo Win, Ms. Cheung and Mr. Cheung Hoo Yin are the shareholders and directors of Kenvenia Family Limited, which has become a controlling shareholder of the Company since 15 December 2022.
- (v) Kenvenia Family Limited has become the immediate and ultimate holding company of the Company following the satisfaction of the condition to cash offers.
- (vi) Ms. Ng Kai Ning and Ms. Ng Mei Hang are the daughters of Mr. Ng.
- (vii) Ms. Ng Pui Yee is the sister of Mr. Ng.
- (viii) Ms. Cheng is the wife of Mr. Ng.
- (ix) Silvermine Beach Resort Limited is a wholly owned by Ms. Cheung.



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

36. RELATED PARTY TRANSACTIONS (CONTINUED)

(c) As at the reporting date, the Group had the following material balances with its related parties:

	2023 HK\$'000	2022 HK\$'000
Accounts payable (note (i)):		
Amount due to Mr. Cheung Chi Shing	2,873	6,638
Amount due to Mr. Cheung Hoo Win	1,085	1,629
Amount due to Ms. Cheung	1,208	1,396
Amount due to Mr. Cheung Hoo Yin	125	473
Amount due to K.Y. Limited (note (ii))	230	230
Amount due to Ms. Yeung Han Yi Yvonne	56	190
Amount due to Mr. Cheng Tze Hin (note (iii))	14	7
Amount due to Kenvonia Family Limited	935	–
Promissory note payables (note (iv)):		
Amount due to Elfie Limited	20,000	35,000
Amount due to Kenvonia Family Limited	30,000	–
Interest payable on promissory notes:		
Amount due to Elfie Limited	1,393	397
Amount due to Kenvonia Family Limited	6	–

Notes:

- (i) The amount is unsecured, interest bearing at the bank deposit saving rate per annum and repayable on clients' demand.
- (ii) Mr. Cheung Chi Shing and Ms. Yeung Han Yi Yvonne are the directors of K.Y. Limited.
- (iii) Mr. Cheng Tze Hin is the husband of Ms. Cheung.
- (iv) The interest rates for the promissory note payables ranged from 5% to 8% (2022: 5% to 8%) per annum.



37. PRINCIPAL SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets and liabilities of the Group. The class of shares held is ordinary unless otherwise stated.



Name of subsidiaries	Place of incorporation/ operations	Particulars of issued and paid up capital	Percentage of ownership interest		Principal activities
			2023	2022	
Direct subsidiary					
Styland Enterprises Limited	Hong Kong	2 shares	100	100	Provision of management services
Indirect subsidiaries					
Devonia Development Limited	Hong Kong	1,000 shares	100	100	Property development and investment
Ever-Long Asset Management Limited	Hong Kong	10,000,000 shares	100	100	Securities trading
Ever-Long Capital Limited	British Virgin Islands ("BVI")/ Hong Kong	4,000,000 shares of US\$1 each	100	100	Provision of financing services
Ever-Long Capital Management Limited	Hong Kong	1,000,000 shares	100	100	Provision of asset management services
Ever-Long Finance Limited	Hong Kong	22,500,000 shares	100	100	Provision of financing services
Ever-Long Futures Limited [#]	Hong Kong	12,700,000 shares (2022: 12,350,000 shares)	100	100	Provision of futures brokerage services
Ever-Long Securities Company Limited	Hong Kong	165,000,000 shares	100	100	Securities brokerage and provision of financing services
Ocean View	Hong Kong	10,000 shares	100	100	Property investment
Long River Investments Holdings Limited	BVI/Hong Kong	200 shares of US\$1 each	100	100	Securities trading
Styland (International) Limited	Hong Kong	100,000 shares	100	100	Securities trading
Choice Insurance	Hong Kong	4,475,000 shares	100	100	Insurance brokerage services

[#] During the year ended 31 March 2023, Ever-Long Holdings Limited subscribed for 350,000 shares (2022: 350,000 shares) of Ever-Long Futures Limited at a consideration of HK\$350,000 (2022: HK\$350,000).

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2023 HK\$'000	2022 HK\$'000
ASSETS AND LIABILITIES			
Non-current asset			
Investments in subsidiaries	37	–	–
Current assets			
Other receivables		320	296
Amounts due from subsidiaries	38(a)	555,787	562,446
Cash and cash equivalents		224	21,375
		556,331	584,117
Current liabilities			
Other payables and accruals		1,926	456
Convertible bonds	29	22,854	–
Amounts due to subsidiaries	38(a)	122,368	123,761
		147,148	124,217
Net current assets		409,183	459,900
Non-current liabilities			
Convertible bonds	29	–	21,993
Net assets		409,183	437,907
EQUITY			
Share capital	31	70,932	70,932
Reserves	38(b)	338,251	366,975
Total equity		409,183	437,907

Approved and authorised for issue by the board of directors on 27 June 2023.

Cheung Hoo Win
Executive Director

Ng Yiu Chuen
Executive Director



38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)



Notes:

(a) Amounts due from/to subsidiaries

The amounts due from/to subsidiaries were unsecured, non-interest bearing and repayable on demand, except for amount due from subsidiaries of HK\$160,352,000 (2022: HK\$154,137,000) is interest bearing at prime rate.

(b) Reserves

	Share premium HK\$'000	Capital redemption reserve HK\$'000	Special capital reserve HK\$'000	Contributed surplus HK\$'000	Share option reserve HK\$'000	Convertible bonds reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2021	190,178	7,480	571,147	530,902	8,835	2,433	(919,441)	391,534
Loss for the year and total comprehensive expense for the year	-	-	-	-	-	-	(25,932)	(25,932)
Exercise of bonus warrants (note 31)	1,373	-	-	-	-	-	-	1,373
Lapse of share options	-	-	-	-	(1,244)	-	1,244	-
Total transactions with owners	1,373	-	-	-	(1,244)	-	1,244	1,373
At 31 March 2022 and 1 April 2022	191,551	7,480	571,147	530,902	7,591	2,433	(944,129)	366,975
Loss for the year and total comprehensive expense for the year	-	-	-	-	-	-	(28,724)	(28,724)
Lapse of share options	-	-	-	-	(7,591)	-	7,591	-
Total transactions with owners	-	-	-	-	(7,591)	-	7,591	-
At 31 March 2023	191,551	7,480	571,147	530,902	-	2,433	(965,262)	338,251

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be reconciled as follows:

	Interest payable HK\$'000	Promissory note payables HK\$'000	Convertible bonds HK\$'000	Loans HK\$'000	Lease liabilities HK'000	Total HK\$'000
1 April 2021	526	57,650	21,213	172,555	4,840	256,784
Cash flows:						
– Proceeds	–	35,000	–	38,840	–	73,840
– Repayments	–	(57,650)	–	(18,914)	–	(76,564)
– Interest paid	(5,097)	–	(1,380)	–	–	(6,477)
– Capital element of lease liabilities	–	–	–	–	(5,697)	(5,697)
– Interest element of lease liabilities	–	–	–	–	(203)	(203)
Non-cash changes:						
– Lease modification	–	–	–	–	12,426	12,426
– Finance cost	5,249	–	2,160	–	203	7,612
– Exchange difference	–	–	–	44	–	44
31 March 2022 and 1 April 2022	678	35,000	21,993	192,525	11,569	261,765
Cash flows:						
– Proceeds	–	30,000	–	22,450	–	52,450
– Repayments	–	(15,000)	–	(34,283)	–	(49,283)
– Interest paid	(9,191)	–	(1,380)	–	–	(10,571)
– Capital element of lease liabilities	–	–	–	–	(4,982)	(4,982)
– Interest element of lease liabilities	–	–	–	–	(256)	(256)
Non-cash changes:						
– Enter into new lease	–	–	–	–	225	225
– Finance cost	10,707	–	2,241	–	256	13,204
– Early termination of lease	–	–	–	–	(2)	(2)
– Exchange difference	–	–	–	13	–	13
31 March 2023	2,194	50,000	22,854	180,705	6,810	262,563



40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and its investment activities. The risks associated with these financial instruments include market risks (including currency risk, interest rate risk and other price risk), credit risk, liquidity risk and risks arising from the interest rate benchmark reform.

The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

40.1 Categories of financial instruments

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities:

	2023 HK\$'000	2022 HK\$'000
Financial assets		
Financial assets at amortised cost:		
– loan receivables	111,603	120,365
– accounts receivable	26,519	21,545
– other receivables and deposits	6,267	12,894
– client trust funds	87,032	117,098
– cash and cash equivalents	62,568	91,423
	293,989	363,325
Financial assets at FVTPL		
– Listed securities	9,097	11,827
– Investment in a life insurance policy	6,845	6,682
	15,942	18,509
Financial liabilities		
Other financial liabilities at amortised cost		
– accounts payable	107,029	124,933
– other payables and accruals	11,430	16,136
– promissory note payables	50,000	35,000
– loans	180,705	192,525
– lease liabilities	6,810	11,569
– convertible bonds	22,854	21,993
	378,828	402,156



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

40.2 Market risk

(i) Currency risk

The Group's business activities and its assets and liabilities were mainly denominated in HK\$, RMB, NTD and USD. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

USD is not the functional currency of the Group. However, given that HK\$ is pegged to USD, the Group does not expect any significant movements in the USD/HK\$ exchange rates. In the opinion of directors of the Company, the foreign currency sensitivity does not give additional value in view of insignificant movement in the USD/HK\$ exchange rates in relation to client trust funds, accounts receivable, accounts payable and cash and cash equivalents at the end of the reporting period.

The executive directors of the Company considered that the effect of currency risk is insignificant as the Group has minimal exposure in RMB and NTD and there is the linked exchange rate system of Hong Kong dollar against United States dollar. Accordingly, no sensitivity analysis in relation to foreign currency exposure has been carried out by the management.

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to loan receivables, accounts receivable, client trust funds, cash and cash equivalents, certain accounts payable and secured bank loans which bears variable interest rates. Lease liabilities of the Group is carried with fixed interest rates. The interest rate risk is managed by the directors of the Company on an ongoing basis with the primary objective of limiting extent to which interest expense could be affected by adverse movement in interest rates.

The sensitivity analysis below has been determined based on the exposure to interest rates for accounts receivable, loan receivables, client trust funds, cash and cash equivalents, certain accounts payable and secured bank loans at the end of reporting period. The analysis is prepared assuming financial instruments outstanding at the end of reporting period were outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.



40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

40.2 Market risk (Continued)

(ii) Interest rate risk (Continued)

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2023 would increase by HK\$1,126,000 (2022: decrease of profit of HK\$733,000).

Interest rate benchmark reform

LIBOR

The Financial Conduct Authority has confirmed all LIBOR settings will either cease to be provided by any administrator or no longer be representative: (i) immediately after 31 December 2021, in the case of all sterling, euro, Swiss franc and Japanese yen settings, and the 1-week and 2-month US dollar settings; and (ii) immediately after 30 June 2023, in the case of the remaining US dollar settings.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("**HONIA**") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

Interest rate profile

The following table details the interest rate profile of the Group's net borrowings as at 31 March 2023 and 2022 indicated:

	2023	2022
Financial instruments prior to transition	HK\$'000	HK\$'000
Non-derivative financial liabilities		
Loan linked to USD LIBOR	4,505	4,671
Loans linked to HIBOR	138,888	141,008



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

40.2 Market risk (Continued)

(iii) Other price risk

Other price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the values of individual securities. The Group is exposed to equity price risk arising from individual equity investment classified as FVTPL as at 31 March 2023. The Group's listed investments are valued at quoted market prices at the reporting date. In addition, the Group monitors the price risk exposure and will consider hedging the risk exposure should the need arise.

The sensitivity analysis below have been determined based on the Group's exposure to equity price risks at the reporting date.

If the price of the respective listed securities classified as FVTPL had been 5% higher/lower, the post-tax loss (2022: profit) for the year ended 31 March 2023 would decrease/increase (2022: increase/decrease) by approximately HK\$455,000 (2022: HK\$494,000) for the Group, as a result of the changes in fair value of financial assets classified as FVTPL.

40.3 Credit risk

The Group's exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to its accounts receivable, contract assets, loan receivables and other financial assets as summarised in note 40.1 which are measured at amortised cost.

Accounts receivable, contract assets and loan receivables

In order to minimise the credit risk, the management had delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action such as margin calls to customers was taken to recover overdue balances.

In respect of loans or credit limits granted to customers of the financial services business, the limit will be determined based on the assessment on financial status, repayment records and the liquidity and the fair value of collaterals pledged to the Group and the interest rate was determined thereon.

At 31 March 2023, the Group has concentration of credit risks of 22% (2022: 25%) and 56% (2022: 56%) of the total accounts receivable were due from the Group's largest accounts receivable and the five largest accounts receivable respectively. The Group's concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for 100% of the total accounts receivable as at 31 March 2023 and 2022.



40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)



40.3 Credit risk (Continued)

To ensure that adequate impairment losses are made for irrecoverable amounts, the Group assesses ECL on accounts receivable, contract assets and secured loan receivables based on probability-weighted loss default approach by reviewing the recoverable amount of debtors with shared credit risk characteristics and assesses ECL on unsecured loan receivables for debtors individually at the end of each reporting period. At each reporting date, the probability of default, loss given default and discount factor are updated and analysed. Each customers' probability of default are estimated based on their current conditions and take into accounts of forward-looking information, as appropriate. If forecast economic conditions are expected to deteriorate in the future year (i.e. increase in debt margin as result of expectation of rise in defaults), it lead to an increase in number of default and the probability of default will be adjusted. In applying the forward-looking information, the Group has taken into account the possible impact associated with the overall changes in the economic environment arising from COVID-19. The loss given default was based on the percentage of contractual claims that would be lost if the counter-party defaults and reduced by the expected recoverable amount from the collateral after adjusting the estimated costs of obtaining and selling the collateral. The ECL allowance was measured based on the ECL assessment result.

Client trust funds, pledged bank deposits and cash and cash equivalents

The credit risks on client trust funds, pledged bank deposits and cash and cash equivalents is limited because the counterparties are reputable banks.

Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables and deposits. In order to minimise the credit risk of other receivables and deposits, the management would make periodic collective and individual assessment on the recoverability of these receivables based on historical settlement records and past experience as well as current external information and adjusted to reflect probability-weighted forward-looking information, including the default rate where the relevant debtors operates. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In these regards, the credit risk of other receivables and deposits are considered to be low. The Group's management is of opinion that there is no significant increase in credit risk on these financial assets since initial recognition as the risk of default is low after considering the factors as set out in note 2.7 and thus, ECL recognised is based on 12-month ECL and is insignificant.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

40.3 Credit risk (Continued)

The movement in the ECL allowance of accounts receivable, contract assets, loan receivables and other financial assets are as follow:

	12-month ECLs Stage 1 HK\$'000	Lifetime ECLs			Total HK\$'000
		Stage 2 HK\$'000	Stage 3 HK\$'000	Simplified approach HK\$'000	
Balance at 1 April 2021	350	113	3,656	20,258	24,377
ECL recognised for the year	201	254	670	4,094	5,219
Reversal of ECL recognised for the year	-	-	(9)	(610)	(619)
Written off	(310)	-	-	(3,260)	(3,570)
Balance at 31 March 2022 and 1 April 2022	241	367	4,317	20,482	25,407
ECL recognised for the year	-	244	1,941	1,260	3,445
Reversal of ECL recognised for the year	-	-	(9)	(164)	(173)
Transfer	-	(331)	331	-	-
Written off	-	(244)	(2,102)	(1,756)	(4,102)
Balance at 31 March 2023	241	36	4,478	19,822	24,577

As at 31 March 2022, loan receivables amounting to HK\$19,464,000 from certain debtors who have delayed their settlements for over 90 days. Having considered the liquidity condition and other information of the debtors, ECL allowance of HK\$3,551,000 was recognised for an unsecured loan with guarantee which was past due over 2 years, during the year ended 31 March 2022.

The management considered the interest receivables amounting to HK\$5,127,000 (in which HK\$580,000 is transfer from stage 2) (2022: HK\$4,243,000) from two (2022: one) loan receivables are credit impaired and recognised under stage 3. ECL allowance of HK\$553,000 (2022: HK\$670,000) was recognised during the year ended 31 March 2023.

In addition, the Group act as an investment manager of a debtor, which is in progress of winding up during the year ended 31 March 2023. The management considered the amount is credit impaired and recognised under stage 3. ECL allowance of HK\$1,388,000 was recognised and subsequently written off during the year ended 31 March 2023.



40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)



40.4 Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate banking facilities from major financial institutions to meet its liquidity requirements in the short and long term.

In addition, the Group has put in place monitoring system to ensure that it maintains adequate liquid capital to fund its business commitments and to comply with the minimum liquid capital requirements in respect of its regulated activities.

Liquidity tables

The following table details the Group's contractual maturity of its financial liabilities as at 31 March 2023 and 2022. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is required to pay.

As at 31 March 2023	Interest rate	On demand/ within one year HK\$'000	One year to two years HK\$'000	Over two years but within 5 years HK\$'000	Total contractual undiscounted cash flow HK\$'000	Carrying amount HK\$'000
Non-derivative financial liabilities						
Accounts payable	0.55%	107,029	-	-	107,029	107,029
Other payables and accruals	-	11,485	-	-	11,485	11,485
Convertible bonds	6%	23,684	-	-	23,684	22,854
Lease liabilities	1.65%-6.89%	4,583	2,384	-	6,967	6,810
Promissory note payables	5%-8%	21,393	30,006	-	51,399	50,000
Loans*	3.1%-8.38%	180,705	-	-	180,705	180,705
		348,879	32,390	-	381,269	378,883

Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

40.4 Liquidity risk (Continued)

As at 31 March 2022	Interest rate	On demand/ within one year HK\$'000	One year to two years HK\$'000	Over two years but within 5 years HK\$'000	Total contractual undiscounted cash flow HK\$'000	Carrying amount HK\$'000
Non-derivative financial liabilities						
Accounts payable	0.01%	124,933	–	–	124,933	124,933
Other payables and accruals	–	16,136	–	–	16,136	16,136
Convertible bonds	6%	1,380	23,684	–	25,064	21,993
Lease liabilities	1.65%-2.8%	5,196	4,459	2,310	11,965	11,569
Promissory note payables	5%-8%	26,113	10,576	–	36,689	35,000
Loans*	2.8%-7.75%	192,525	–	–	192,525	192,525
		366,283	38,719	2,310	407,312	402,156

* The loan agreements contain a repayment on-demand clause giving the lenders unconditional right to call for immediate repayment of the loans. Taking into account the Group's financial position, the directors do not believe that it is probable that the lenders will exercise their discretionary rights to demand immediate repayment. The directors believe that such loans will be repaid after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements.

As at 31 March 2023 and 2022, the aggregate undiscounted principal and interests of the loans repayable in accordance with the scheduled payment terms were as follows:

	Less than 1 year HK\$'000	1 to 2 years HK\$'000	2 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amounts HK\$'000
As at 31 March 2023	50,808	14,869	37,691	207,220	310,588	180,705
As at 31 March 2022	59,027	9,516	28,548	151,114	248,205	192,525



40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

40.5 Fair value measurements

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured at the reporting date on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurements. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1	fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2	fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3	fair value measurements are those derived from valuation techniques that include inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

As at 31 March 2023	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial assets				
Financial assets at FVTPL				
– Listed securities	9,097	–	–	9,097
– Investment in a life insurance policy	–	6,845	–	6,845
Financial asset at FVOCI				
– An unlisted equity security	–	–	–	–
	9,097	6,845	–	15,942



Notes to the Consolidated Financial Statements

for the year ended 31 March 2023

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

40.5 Fair value measurements (Continued)

Fair value measurements recognised in the consolidated statement of financial position (Continued)

As at 31 March 2022	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial assets				
Financial assets at FVTPL				
– Listed equity securities	11,827	–	–	11,827
– Investment in a life insurance policy	–	6,682	–	6,682
Financial asset at FVOCI				
– An unlisted equity security	–	–	–	–
	11,827	6,682	–	18,509

During the years ended 31 March 2023 and 2022, there were no transfers between Level 1, Level 2 and Level 3.

The financial asset at FVOCI represents the investment in equity interest in a private entity that offers the Group the opportunity for return through distribution. As at 31 March 2023 and 2022, the financial asset at FVOCI was measured at fair value which was determined using the net asset value approach of the entity. The effects of unobservable inputs are not significant.

The directors consider that the carrying amounts of other financial assets and financial liabilities which are mature within one year and measured at amortised cost in the consolidated financial statements approximate their fair values due to short-term or immediate maturities. For financial assets and financial liabilities with over one year of maturity, the directors consider that there is no significant change to their discount rate and its carrying amounts are approximate the fair values.





41. CAPITAL RISK MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group is not subject to any externally imposed capital requirements except for certain subsidiaries which engage in securities dealing and brokerage service, corporate finance, advisory service, asset management and insurance brokerage that are the regulated entities under the Securities and Futures Ordinance and Insurance Ordinance and are subject to the respective minimum capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 2022.

The capital structure of the Group consists of debts which included loans, lease liabilities, convertible bonds and promissory notes payables less cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital as disclosed in note 31 and reserves.

The directors review the capital structure on an annual basis. As part of this review, the directors consider the cost of capital and risks associated with each class of capital and will balance its overall capital structure through the raise of borrowings, payment of dividends and issue of share options and new shares. There is no change in the capital risk management policy adopted by the Group during the years ended 31 March 2023 and 2022. The Group monitors its capital structure on the basis of the net debt to equity ratio. The net debt to equity ratio at the reporting date was:

	2023 HK\$'000	2022 HK\$'000
Loans	180,705	192,525
Lease liabilities	6,810	11,569
Convertible bonds	22,854	21,993
Promissory notes payables	50,000	35,000
Less: Cash and cash equivalents	(62,568)	(91,423)
Net debt	197,801	169,664
Equity attributable to owners of the Company	411,132	479,826
Net debt to equity ratio	48.1%	35.4%

42. EVENT AFTER THE REPORTING PERIOD

Except as disclosed elsewhere in the consolidated financial statements, the Group has no significant events took place subsequent to the end of the reporting period.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and reclassified and restated as appropriate, is set out below:

RESULTS

	Year ended 31 March				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Turnover	187,657	190,278	213,256	207,293	234,787
(Loss)/Profit before taxation	(68,694)	7,383	(38,895)	(64,021)	(6,435)
Income tax credit/(expense)	–	6	–	(16)	–
(Loss)/Profit before non-controlling interests	(68,694)	7,389	(38,895)	(64,037)	(6,435)
Non-controlling interests	–	–	–	(2,624)	6,618
(Loss)/Profit attributable to the owners of the Company	(68,694)	7,389	(38,895)	(66,661)	183

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 March				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Total assets	790,015	882,051	825,529	755,119	1,091,144
Total liabilities	(378,883)	(402,225)	(355,208)	(255,885)	(542,634)
Non-controlling interests	–	–	–	–	3,202
	411,132	479,826	470,321	499,234	551,712



DETAILS OF INVESTMENT PROPERTIES

Property	Lot no./ location	Category of lease	Use
House 4, Customs Pass No. 18 Fei Ngo Shan Road Sai Kung, New Territories Hong Kong	31 In D.D. 228	Medium term	Investment
House A (including the External Walls and Carport on the G/F thereof) Ocean View Lodge Lot No. 524 in D.D. 238 Sai Kung, New Territories Hong Kong	24/200 undivided shares of/and in the Lot No. 524 in D.D. 238	Medium term	Investment



Where the English and the Chinese texts conflict, the English text prevails.

中英文版本內容如有歧異，概以英文版本為準。



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