LFG Investment Holdings Limited
LFG 投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code : 3938

2022/2023
ANNUAL REPORT

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Corporate Information

DIRECTORS

Executive Directors

Mr. Mui Ho Cheung Gary
(Chairman and Chief Executive Officer)
Mr. Liu Chi Wai
Mr. Ng Siu Hin Stanley
Ms. Ho Sze Man Kristie
Mr. Tang Chun Fai Billy

Independent Non-executive Directors

Ms. Lim Yan Xin Reina
Mr. Poon Lai Yin Michael
Dr. Wong Ho Ki

AUDIT COMMITTEE

Ms. Lim Yan Xin Reina *(Chairlady)*
Mr. Poon Lai Yin Michael
Dr. Wong Ho Ki

REMUNERATION COMMITTEE

Mr. Poon Lai Yin Michael *(Chairman)*
Ms. Lim Yan Xin Reina
Dr. Wong Ho Ki

NOMINATION COMMITTEE

Mr. Mui Ho Cheung Gary *(Chairman)*
Ms. Lim Yan Xin Reina
Mr. Poon Lai Yin Michael
Dr. Wong Ho Ki

AUTHORISED REPRESENTATIVES

Mr. Mui Ho Cheung Gary
Mr. Ng Siu Hin Stanley

COMPANY SECRETARY

Mr. Lam Yau Lun

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
25th Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1601, 16th Floor
China Building
29 Queen's Road Central
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
1 Garden Road
Hong Kong

Hang Seng Bank Limited
83 Des Voeux Road Central
Hong Kong

Industrial and Commercial Bank of China (Asia) Limited
33rd Floor, ICBC Tower
3 Garden Road
Central, Hong Kong

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

COMPANY'S WEBSITE

www.legogroup.hk

STOCK CODE

3938

Financial Summary

RESULTS

For the year ended 31 March	**2023 HK$'000**	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000
Revenue	**46,873**	78,145	108,152	105,254	118,437
(Loss)/profit before income tax expenses	**(21,551)**	(698)	18,463	22,172	60,118
(Loss)/profit for the year	**(22,784)**	(3,534)	15,974	14,150	49,014
Total comprehensive (expense)/income for the year	**(22,784)**	(4,105)	16,005	14,150	49,014
Basic and diluted (loss)/earnings per share from (loss)/profit for the year attributable to owners of the Company	**(5.6 HK cents)**	(0.8 HK cents)	4.0 HK cents	3.9 HK cents	N/A

ASSETS AND LIABILITIES

As at 31 March	**2023 HK$'000**	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000
Total assets	**261,583**	314,017	343,866	347,581	106,728
Total liabilities	**113,451**	143,505	170,215	172,948	47,899
Net assets	**148,132**	170,512	173,651	174,633	58,829

Chairman's Statement

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Director(s)") of LFG Investment Holdings Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present to you the annual report of the Company for the year ended 31 March 2023 (the "Fiscal Year").

Year 2023 can be a turn-around point to Hong Kong capital market. Uncertainties originated from Sino-US tension, the Russo-Ukrainian war, the credit crisis of certain property developers of the People's Republic of China (the "PRC") and the lockdown and travel restriction imposed by the COVID-19 pandemic have resulted in continual capital outflow from Hong Kong and adverse atmosphere in the Hong Kong equity market sentiment. This phenomenon is reflected by the significant decline in Hong Kong IPO activities and weak performance of the Hang Seng Index in 2022.

Following the uplift of lockdown and travel restriction in Hong Kong and the PRC, the cross-border connections and business activities has been gradually intensified but still far from full recovery. The COVID-19 pandemic has adversely affected a number of businesses which can no longer meet the Main Board new listing requirements. The Stock Exchange of Hong Kong Limited (the "Stock Exchange") plans GEM listing reforms later this year which hopefully can help those small and medium sized corporations which suffered from the COVID-19 pandemic to tape into the merits of the listing status to further develop their businesses and boost the economy and financial market.

Furthermore, the Securities and Futures Commission (the "SFC") has finalised rules to allow retail trading of cryptocurrencies from June 2023, paving the way for a highly anticipated move in Hong Kong's drive to become a virtual-assets hub. Under a well-organised and regulated business environment, it is believed that the applications and trading activities of virtual assets can be gradually developing in a legal-compliant and systemic manner, which also creates enormous opportunities to the financial institutions in Hong Kong.

During the Fiscal Year, amid the challenging environment in the global capital market, the Group recorded a decline in revenue and a loss making results. Looking ahead, we remain positive on the prospects of Hong Kong capital market with the aforesaid opportunities. We will closely monitor the development and updated rules and regulations in order to timely seize such opportunities and launch new services in investment and financing business and expand our geographical hubs and alliances with an aim to diversify our income sources and accommodate risks in the financial markets. As an active one-stop financial service provider in Hong Kong, we will continue to strengthen our business network and equip with various professionals to maintain a wide spectrum of services and project reserve in the future.

On behalf of the Board, I would like to thank the management and employees of the Group for their hard work, as well as the support and trust of customers and partners. We will continue to create long-term value for the Group and the shareholders.

Mui Ho Cheung Gary
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 23 June 2023

Management Discussion and Analysis

OVERVIEW

The Group is an active financial services provider in Hong Kong licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The Group principally engages in the provision of (i) corporate finance advisory services; (ii) securities and financing services; and (iii) asset management services through its main operating subsidiaries, namely Lego Corporate Finance Limited, Lego Securities Limited and Lego Asset Management Limited.

The Group provides corporate finance advisory services including (i) acting as sponsor to companies seeking to list on the Main Board or GEM of the Stock Exchange; (ii) acting as financial adviser and independent financial adviser; and (iii) acting as compliance adviser. On the other hand, the Group also provides placing and underwriting services, securities dealing and brokerage services, margin financing services as well as asset management services to its clients.

Corporate finance advisory business remains as the key business driver and the Group intends to leverage on its ability to continually provide high quality corporate finance advisory services to its clients. During the Fiscal Year, the corporate finance advisory services have contributed a majority of the revenue of the Group.

Supported by the foundation built by the corporate finance advisory services, the Group continues to develop the securities and financing services and asset management services. During the Fiscal Year, the Group has completed seven underwriting and placing projects. Regarding the fund management services, the Group was engaged as investment adviser of a fund in March 2023, and the net assets of the funds under management and/or investment advisory increased to approximately US$32.1 million (equivalent to approximately HK$250.7 million) as at 31 March 2023 (2022: approximately US$7.5 million (equivalent to approximately HK$58.6 million)).

REVIEW

Market Review

During the Fiscal Year, economic environment remained difficult for businesses in Hong Kong in general but showed resilience and began its recovery journey. The closing price of the Hang Seng Index has suffered a long stretch of downtrend from 23,397.67 as at 31 March 2022 to 14,687.02 as at 31 October 2022. It has since then rebounded to 20,400.11 as at 31 March 2023, representing an increase of approximately 39% during the five-months period.

2022 presented a unique set of circumstances for the Hong Kong capital market, as the COVID-19 pandemic and associated measures significantly impacted the business environment and market recovery. The government implemented various restrictions and safety protocols to control the spread of the virus, which had a profound effect on businesses, particularly those in the retail, tourism, and hospitality sectors. These industries heavily relied on domestic and international visitors, making it challenging for them to operate under the social distancing restrictions and travelling limitations.

While most parts of the world have relaxed travel restrictions, Hong Kong also followed their footsteps to introduce "0+3" quarantine measures in September 2022. This measure allowed Hong Kong to host various international sports and conventional events and encouraged travellers to visit Hong Kong for business and leisure purposes. However, the overall pace of recovery remained uncertain. The Hong Kong market was generally affected by uncertainties caused by the Sino-US tension, the Russo-Ukrainian war and the credit crisis of certain property developers of the PRC and residual impact of COVID-19, in particular to the PRC. Market volatility emerged as a notable challenge during the recovery process. The pandemic-induced uncertainties, coupled with geopolitical tensions and trade disruptions, increased risks for investors.

The Group adopts prudent risk management and cost control under this challenging business environment. The Group maintains a strong reputable team of professionals to provide one-stop services to recurring clients and auxiliary business to tackle their needs. The Group maintains sufficient financial resources and strong balance sheet to fund its ongoing business requirements, operational and financial obligations. The Group has adopted conservative credit control approach to monitor the outstanding receivable in order to control potential credit risks and effectively manage liquidity risks. While the demand for corporate finance advisory and underwriting services in the industry and its business, which is dependable on market conditions, was impacted by the uncertainties described above, the Group's project pipeline remains solid.

Business Review

Looking back on the past financial year, the Group has been facing a challenging business environment hit by the volatile stock market and deteriorating financial conditions of certain clients. The Group leveraged its reputation and continue to diversify its income source and maintain a prudence cost and capital management strategy.

The Group continued to derive a majority of its revenue from its corporate finance advisory services during the Fiscal Year, which accounted for approximately 79.1% (2022: approximately 90.8%) of the Group's total revenue. The Group's other businesses, namely (i) securities and financing services; and (ii) asset management services and investment fund, accounted for approximately 61.9% and negative 40.9% (2022: approximately 30.6% and negative 21.3%) of its total revenue during the Fiscal Year, respectively.

Corporate Finance Advisory Services

The Group's corporate finance advisory services include (i) IPO sponsorship services; (ii) financial and independent financial advisory services; and (iii) compliance advisory services.

The Group's corporate finance advisory business recognised a significant decrease in revenue of approximately 47.8%, from approximately HK$70.9 million for the year ended 31 March 2022 to approximately HK$37.1 million during the Fiscal Year.

During the Fiscal Year, the Group was engaged in a total of 140 corporate finance advisory projects, which included 10 IPO sponsorship projects, 119 financial and independent financial advisory projects and 11 compliance advisory projects, while the Group was engaged in a total of 152 corporate finance advisory projects, which included 14 IPO sponsorship projects, 125 financial and independent financial advisory projects and 13 compliance advisory projects during the year ended 31 March 2022.

(i) *IPO sponsorship services*

During the Fiscal Year, the Group was engaged in 10 IPO sponsorship projects (2022: 14 projects).

Revenue generated from IPO sponsorship services was approximately HK$11.1 million during the Fiscal Year (2022: approximately HK$15.4 million).

(ii) *Financial and independent financial advisory services*

The Group acts as (i) financial advisers to clients to advise them on the terms and structures of the proposed transactions, and the relevant implications and compliance matters under the Hong Kong regulatory framework including, among others, the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC (the "Takeovers Code"); or (ii) independent financial advisers to independent board committees and/or independent shareholders of listed companies in Hong Kong rendering recommendations and opinions.

Revenue generated from financial and independent financial advisory services was approximately HK$23.7 million during the Fiscal Year (2022: approximately HK$50.5 million). During the Fiscal Year, the Group was engaged in 78 financial advisory projects and 41 independent financial advisory projects (2022: 79 and 46, respectively).

(iii) *Compliance advisory services*

The Group acts as compliance advisers to listed companies in Hong Kong advising them on post-listing compliance matters in return for advisory fee.

Revenue generated from compliance advisory services was approximately HK$2.3 million during the Fiscal Year (2022: approximately HK$5.0 million). During the Fiscal Year, the Group was engaged in 11 compliance advisory projects (2022: 13 projects).

Securities and Financing Services

The Group provides (i) placing and underwriting services by acting as global coordinator, bookrunner, lead manager or underwriter for listing applicants in IPOs and underwriter or placing agent for secondary market transactions, in return for placing and/or underwriting commission income; (ii) securities dealing and brokerage services for trading in securities on the Stock Exchange and in other overseas markets; and (iii) securities financing services to its clients by providing margin financing for securities purchases on the secondary market and IPO financing for new share subscriptions in IPOs.

During the Fiscal Year, the Group recorded revenue from placing and underwriting business of approximately HK$5.9 million (2022: approximately HK$1.6 million) which was mainly due to increase in number of placing and underwriting projects during the Fiscal Year. The Group completed one transaction as underwriter for IPOs and six transactions as underwriters and/or placing agents for secondary market fund raising exercise (2022: nil and five, respectively).

The revenue generated from securities dealing and brokerage was approximately HK$7.7 million during the Fiscal Year (2022: approximately HK$13.1 million) as the securities trading activities by the clients decreased during the Fiscal Year.

As at 31 March 2023, the total outstanding balance of margin loans amounted to approximately HK$127.7 million (31 March 2022: approximately HK$112.3 million) and the interest income generated from securities financing services was approximately HK$15.4 million during the Fiscal Year (2022: approximately HK$9.1 million).

Asset Management Services and Investment Fund Income

The Group provides fund management services to its clients.

As at 31 March 2023, the net assets of the funds under management and/or investment advisory by the Group was approximately US$32.1 million (equivalent to approximately HK$250.7 million) (31 March 2022: approximately US$7.5 million, or equivalent to approximately HK$58.6 million). The revenue generated from asset management services was approximately HK$0.4 million during the Fiscal Year (2022: nil).

The investment fund generated revenue of approximately negative HK$19.6 million during the Fiscal Year (2022: approximately negative HK$16.7 million) arising from interest income from listed bonds, dividend income from listed securities and net change in financial assets at fair value through profit or loss. Such decrease was mainly due to the unsatisfactory performance of the investment fund during the Fiscal Year.

Financial Review

Revenue

The total revenue of the Group decreased from approximately HK$78.1 million for the year ended 31 March 2022 to approximately HK$46.9 million for the Fiscal Year, representing a decrease of approximately 40.0%, mainly as a result of decrease in revenue of the corporate finance advisory services and increase in losses from investment fund, which is partly offset by increase in revenue from margin financing services.

Other income and gains or losses, net

Other income and gains or loss, net increased from approximately HK$13.5 million for the year ended 31 March 2022 to approximately HK$15.7 million for the Fiscal Year, representing an increase of approximately HK$2.2 million. Other income and gains or losses, net mainly includes interest income from bank deposits, foreign currency translation differences, gain or loss on fair value change of investment in life insurance policy and share of results of consolidated investment fund attributable to other redeemable participating shareholders.

Other expenses

The Group's other expenses decreased by approximately 12.2% from approximately HK$32.2 million for the year ended 31 March 2022 to approximately HK$28.3 million for the Fiscal Year, primarily due to decrease in securities trading related expense as a result of reduction of the securities trading activities by the clients.

Staff costs

Staff costs decreased by approximately 10.4% from approximately HK$48.0 million for the year ended 31 March 2022 to approximately HK$43.0 million for the Fiscal Year. Such decrease was primarily due to the reduction in total salaries and recognised equity settled share-based payment expenses during the Fiscal Year.

Expected credit loss on accounts and other receivables and bad debt expenses

During the Fiscal Year, the Group recorded expected credit loss on accounts receivable of approximately HK$2.6 million (2022: approximately HK$10.2 million) and expected credit loss on other receivable of approximately HK$6.2 million (2022: approximately HK$0.2 million). The Group also recorded bad debt expenses of approximately HK$30,000 (2022: approximately HK$0.8 million). The recognition of expected credit loss was mainly due to the continued weakening financial condition of the debts in 2022 after the COVID-19 pandemic which resulted in prolonged ageing of the receivables from certain debtors arising from corporate advisory and other services and the decline in valuation of collateral due to market volatility held by certain debtors arising from securities margin financing services.

The Group applies the simplified approach to providing expected credit loss prescribed by HKFRS 9 for accounts receivable arising from corporate advisory services. The Group performs impairment assessment by applying the HKFRS 9 general approach for all accounts receivable arising from securities margin financing services on the basis of allowance of 12-month expected credit losses ("ECL") for items without significant increase in credit risk and lifetime ECL for items with increase in credit risk with reference to ECL valuation prepared by Vincorn Consulting and Appraisal Limited. Certain accounts receivable arising from securities margin financing service were considered as significant increase in credit risk due to the decline in market value of securities collateral during the Fiscal Year. As a result, the assessment of the expected credit losses of these accounts receivable were based on lifetime ECL. The credit rating of each of these debtors is estimated with reference to the following factors: (1) gross credit exposure; (2) overdue dates; (3) repayment schedule and repayment track record; and (4) capability of settlement. The expected credit loss rates are calculated by assigning the credit rating based on factors above and adjusted with forward-looking economic adjustment, proxied by the real growth domestic product (GDP) percentage change in Hong Kong. The calculation reflects the probability-weighted outcome, the time value of money and the best available forward looking information. Details of the expected credit loss on accounts and other receivables are set out in note 17 to the consolidated financial statements of this annual report.

The Group performed periodic assessment on the recoverability of the accounts and other receivable and the sufficiency of impairment based on information including credit profile of difference customers, historical settlement records, expected timing and amount realisation of outstanding balances. The Group has also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit loss.

Finance costs

Finance costs represented interest expense recognised on right-of-use assets and interest expense payable for bank and other borrowings and margin financing incurred by the fund under management by the Group. The Group recorded finance costs of approximately HK$4.0 million during the Fiscal Year (2022: approximately HK$0.9 million). The increase in finance costs was mainly due to additional drawdown of bank and other borrowings during the Fiscal Year.

Loss attributable to the owners of the Company

Loss for the Fiscal Year attributable to the owners of the Company was approximately HK$22.7 million (2022: loss of approximately HK$3.3 million) primarily due to decrease in revenue from the corporate finance advisory services and increase in losses from the investment fund, recognition of expected credit loss on accounts and other receivables and increase in finance costs, partially offset by increase in other income and gains or losses, net.

Liquidity, Financial Resources and Capital Structure

During the Fiscal Year, the Group's working capital and other capital requirements were principally satisfied by cash generated from the Group's operations, bank borrowings, margin financing and capital.

As at 31 March 2023, the Group's net current assets amounted to approximately HK$135.8 million (31 March 2022: approximately HK$157.3 million), and its liquidity as represented by current ratio (current assets/current liabilities) was approximately 2.2 times (31 March 2022: approximately 2.1 times). Cash and bank balances and pledged bank deposit in aggregate amounted to approximately HK$31.0 million (31 March 2022: approximately HK$57.0 million). As at 31 March 2023, the Group has bank borrowings, accounts payable to broker, convertible bonds and lease liabilities of approximately HK$24.8 million, HK$9.4 million, HK$1.2 million and HK$5.3 million, respectively (31 March 2022: approximately HK$29.9 million, HK$25.8 million, HK$1.2 million and HK$10.5 million, respectively). As at 31 March 2023, the Group's total debt incurred (including bank borrowings, accounts payable to broker, convertible bonds and lease liabilities) were approximately HK$40.7 million (31 March 2022: approximately HK$67.4 million), representing a gearing ratio of approximately 27.5% (31 March 2022: approximately 39.5%).

Gearing ratio is calculated based on total borrowings divided by the total equity as at the end of the Fiscal Year.

Pledge of Assets

As at 31 March 2023, the Group (i) had pledged bank deposit of HK$10.0 million (31 March 2022: HK$10.0 million); and (ii) assigned the life insurance policy valued at HK$3.5 million to a bank as a security for a bank borrowing (31 March 2022: HK$3.4 million).

Foreign Currency Exposure

The majority of the Group's revenue is denominated in Hong Kong dollars and US dollars and the Group's accounts are prepared in Hong Kong dollars. Consequently, the exposure to the risk of foreign exchange rate fluctuations for the Group is not material.

Capital Commitments and Contingent Liabilities

As at 31 March 2023, the Group did not have any significant capital commitment and contingent liabilities (31 March 2022: nil).

Employees and Remuneration Policies

As at 31 March 2023, the Group employed 45 staff (including executive Directors) (31 March 2022: 46). The remuneration of the Group's employees generally consists of monthly salary, which is determined based on, among other things, the employees' experience, qualification, position and responsibilities and bonus which is determined at the management's sole discretion based on, among other things, the relevant employee's performance and the Group's financial performance. Moreover, the Group provides employees training programs or subsidies employees to attend various job related training courses. Employee benefit expenses primarily consist of salaries, bonus and allowance as well as contributions to the mandatory provident fund for the executive Directors and employees of the Group.

Apart from basic remuneration, share options may be granted under the share option scheme of the Company to eligible employees by reference to the Group's performance as well as the individual's contribution. As disclosed in the prospectus of the Company dated 17 September 2019 (the "Prospectus"), the Company adopted the pre-IPO share option scheme on 6 March 2019 and a post-IPO share option scheme on 10 September 2019 to incentivise and retain staff members who have made contributions to the success of the Group. The Directors believe that the compensation packages offered by the Group to its staff are competitive in comparison with market standards and practices.

Material Acquisitions and Disposals of Subsidiaries, Associates, Joint Ventures and Capital Assets

The Group did not have any material acquisitions and disposals of subsidiaries, associates, joint ventures and capital assets during the Fiscal Year.

Significant Investments Held by the Group

Up to 31 March 2023, the Group has invested US$3 million (equivalent to approximately HK$23.4 million) into Lego Vision Fund SP ("LVF"), a fund under management by the Group, as seed money. LVF focuses to invest in a portfolio consisting primarily of equities, bonds and other securities of companies in promising industries with excellent management, business model, products and sound financials for the long-term sustainable growth.

As at 31 March 2023, the Group held 28,807.172 non-voting shares in LVF (which represented approximately 43.45% of total non-voting shares of LVF) with aggregate value of approximately US$1.73 million (equivalent to approximately HK$13.5 million), which represented 5.15% of the total assets of the Group. The net asset value per share in respect of LVF was decreased from US$114.9 (equivalent to approximately HK$896.0) on 31 March 2022, to approximately US$59.9 (equivalent to approximately HK$467.3) on 31 March 2023, representing an overall negative return of approximately 47.8%.

In face of high inflation, US continue to increase the interest rate. Both fixed income and equity had substantial setback. Fixed income was directly and negatively impacted and stock market suffered from poor financial performance and outlook. As a result, most funds performed unsatisfactorily in 2022. Under this unfavourable market conditions, LVF turned conservative by keeping more cash and restructuring the investment strategies. Although the pandemic restriction in the PRC was generally released since December 2022, the weak economic confidence and poor demand in manufacturing sectors resulted in limited rebound. LVF has taken account of the above concerns in its portfolio by focusing more on sectors which were less affected such as luxury and artificial intelligence (AI) sectors. Accordingly, LVF is confident that its performance will be improved.

Future Plans for Material Investments or Capital Assets

Save for the investments of LVF, the Group did not have any plan for material investments and capital assets as at 31 March 2023.

Risk Management

The objective of the Group's risk management is to achieve an appropriate balance between risk and return, and reduce the negative impact on its operating results and maximise shareholder's value. The Group's risk management strategy is to identify and analyse the various risks faced by the Group, establish appropriate risk tolerance level, and reliably measure and monitor the risks on a timely and effective manner to ensure the risks are controlled within the tolerance level.

Compliance with Laws and Regulations

During the Fiscal Year, as far as the Board is aware, the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material aspects.

Environmental Policies and Performance

As a responsible corporation, the Group is committed to maintaining the environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment that have a significant impact on the Group in all material aspects. The environmental, social and governance report of the Company prepared in accordance with Appendix 27 to the Listing Rules is set out in the section headed "Environmental, Social and Governance Report" on pages 52 to 75 of this annual report.

Outlook and Prospect

Global and Asia economy continued to face uncertainties due to the global pandemic. A number of factor, such as the condition of the pandemic, the situation of the Russo-Ukrainian war and the resolution of the credit crisis of the China property developers will continue to hinder the recovery of the economic activities in Hong Kong. Any adverse market condition or market sentiment may affect clients' decision on the scale, timing and platform in respect of their fund raising needs and merger and acquisition plans, which may lead to lower demand for, delay to or termination of fund raising and merger and acquisition activities and the Group's services.

With the Group's diversified business portfolio which creates synergies between its business lines and the Group's experiences to advise on broad spectrum of corporate transactions which covers not only fund raising activities, but also resumption, restructuring and other corporate actions, the Group remains capable to secure new mandates and maintaining a healthy project pipeline. In particular, the Group has actively sought business opportunities for resumption and restructuring projects in view of the prevailing market and regulatory environment. However, the Group's business and revenue may likely be adversely affected if the uncertainties continue to dampen the outlook of the market.

Looking ahead, it is expected that the economy will resume gradually but maybe in a bumpy manner. The Company will continue to adhere to its strict and prudent risk management and compliance strategy, and take a prudent approach on its business development. The Group will also enhance its marketing efforts to solicit new opportunities targeting not only Hong Kong, but also the PRC, Singapore and elsewhere in the world. Following Hong Kong's directions to develop as virtual asset hub and enhancement of development in ESG sector, the Group will further evaluate these new opportunities and formulate business strategies in compliance with the latest regulations. The Group will aim to cement its strong reputation as an integrated platform for providing financial and securities services, and leverage its market position to diversify income stream and expand its client base.

Directors and Senior Management

DIRECTORS

Executive Directors

Mr. Mui Ho Cheung Gary ("Mr. Mui"), aged 48, joined the Group in January 2016. He was appointed as a Director on 21 June 2018 and re-designated as the Chairman, Chief Executive Officer and executive Director of the Company on 25 March 2019. Mr. Mui is also a director of Lego Financial Group Investment Holdings Limited, Lego Corporate Finance Limited, Lego Securities Limited, Lego Asset Management Limited, Lego Asset Management (Cayman) Limited and Lego Funds SPC Limited. Mr. Mui has acted as a Responsible Officer of Lego Corporate Finance Limited for Type 6 (advising on corporate finance) regulated activity under the SFO since January 2016 and is one of the sponsor principals of Lego Corporate Finance Limited. Mr. Mui is also the chairman of the nomination committee. Mr. Mui is mainly responsible for the overall strategic planning, management, operation and business development of the Group.

Mr. Mui has accumulated over 20 years of experience in the finance and investment banking industries with extensive experience in leading and supervising different types of corporate finance transactions. Prior to joining the Group, he had held senior leadership positions at various licensed corporations. From January 2009 to January 2016, he worked at Quam Capital Limited (now known as China Tonghai Capital Limited) ("Quam Capital") and his last position was the deputy chief executive officer and a Responsible Officer of Quam Capital for Type 6 (advising on corporate finance) regulated activity. Prior to that, he had worked at Optima Capital Limited ("Optima Capital") from September 2005 to January 2009 and was a Responsible Officer of Optima Capital for Type 6 (advising on corporate finance) regulated activity, Deloitte & Touche Corporate Finance Limited from August 2000 to September 2005 with his last position as an associate director and Pacific Challenge Capital Limited from August 1999 to August 2000 with his last position as a manager.

Mr. Mui obtained a bachelor's degree in accounting and finance from The University of New South Wales, Sydney, Australia in April 1997 and has been a Fellow of CPA Australia since February 2019.

Mr. Liu Chi Wai ("Mr. Liu"), aged 48, joined the Group in January 2016. He was appointed as a Director on 25 March 2019 and re-designated as an executive Director on the same day. Mr. Liu is also a director of Lego Corporate Finance Limited. Mr. Liu has acted as a Responsible Officer of Lego Corporate Finance Limited for Type 6 (advising on corporate finance) regulated activity under the SFO since January 2016 and is one of the sponsor principals of Lego Corporate Finance Limited. Mr. Liu is also a Licensed Representative of Lego Securities Limited for Type 1 (dealing in securities) regulated activity under the SFO since May 2021. Mr. Liu is mainly responsible for the overall management of the Group and supervision and management of the corporate finance advisory business.

Mr. Liu has accumulated over 20 years of experience in the securities and investment banking industries. Prior to joining the Group, he had gained corporate finance advisory experience from various licensed corporations. He worked at Quam Capital from February 2009 to January 2016 and his last position was a director of financial advisory department and a Responsible Officer of Quam Capital for Type 6 (advising on corporate finance) regulated activity. Prior to that, he had worked at Optima Capital from April 2005 to January 2009 with his last position as an associate director, South China Finance and Management Limited from May 2004 to March 2005 with his last position as an assistant manager, Hooray Capital Limited from September 2001 to May 2004 with his last position as an assistant manager; and Pacific Challenge Capital Limited from August 2000 to September 2001 as a corporate finance executive. Prior to that, he had worked at Emperor Securities Limited from July 1997 to March 2000 with his last position as a project officer, during which he worked in the settlement department.

Mr. Liu obtained a bachelor's degree in business administration (major in management information systems) from the Hong Kong Baptist University in December 1997.

Mr. Ng Siu Hin Stanley ("Mr. Ng"), aged 42, joined the Group in January 2016. He was appointed as a Director on 25 March 2019 and re-designated as an executive Director on the same day. Mr. Ng is also a director of Lego Corporate Finance Limited. Mr. Ng has acted as a Responsible Officer of Lego Corporate Finance Limited for Type 6 (advising on corporate finance) regulated activity under the SFO since January 2016 and is one of the sponsor principals of Lego Corporate Finance Limited. Mr. Ng is also a Licensed Representative of Lego Securities Limited for Type 1 (dealing in securities) regulated activity under the SFO since October 2017. Mr. Ng is mainly responsible for the overall management of the Group and supervision and management of the corporate finance advisory business.

Mr. Ng has accumulated over 15 years of diversified experience in the accounting and investment banking industries. Prior to joining the Group, he had worked at Quam Capital from March 2007 to January 2016 and his last position was a director of financial advisory department and a Responsible Officer of Quam Capital for Type 6 (advising on corporate finance) regulated activity. Prior to that, he had worked at PricewaterhouseCoopers from January 2006 to January 2007 as a senior associate and Ernst & Young from November 2003 to December 2005 as a staff accountant in the assurance and advisory business services department.

Mr. Ng obtained a bachelor's degree in actuarial science from The University of Hong Kong in December 2003. Mr. Ng has been a Fellow member of the Association of Chartered Certified Accountants since June 2012 and a chartered financial analyst of the CFA Institute since August 2015.

Ms. Ho Sze Man Kristie ("Ms. Ho"), aged 41, joined the Group in January 2016. She was appointed as a Director on 25 March 2019 and re-designated as an executive Director on the same day. Ms. Ho is also a director of Lego Corporate Finance Limited. Ms. Ho has acted as a Responsible Officer of Lego Corporate Finance Limited for Type 6 (advising on corporate finance) regulated activity under the SFO since January 2016 and is one of the sponsor principals of Lego Corporate Finance Limited. Ms. Ho is mainly responsible for the overall management of the Group and supervision and management of the corporate finance advisory business.

Ms. Ho has accumulated over 15 years of experience in the securities and investment banking industries. Prior to joining the Group, she had accumulated securities and corporate finance advisory experience at various licensed corporations. She worked at Celestial Capital Limited from September 2014 to January 2016 and her last position was an executive director of corporate finance of the investment banking group and a Responsible Officer of Celestial Capital Limited for Type 6 (advising on corporate finance) regulated activity. Prior to that, she had worked at Quam Capital from July 2006 to September 2014 with her last position as a director of financial advisory department and a Responsible Officer of Quam Capital for Type 6 (advising on corporate finance) regulated activity. Prior to that, she had worked at Quam Securities Company Limited (now known as China Tonghai Securities Limited) from January 2005 to July 2006 as an analyst; and Platinum Management Services Limited, a company engaged in financial services, from September 2003 to January 2005, and her last position was a research analyst.

Ms. Ho obtained a bachelor's degree in commerce from The University of British Columbia, Vancouver, British Columbia, Canada in May 2003.

Mr. Tang Chun Fai Billy ("Mr. Tang"), aged 49, was appointed as an executive Director on 1 April 2020. He joined the Group in December 2018 and is a managing director of Lego Corporate Finance Limited. Since June 2019, Mr. Tang has acted as a Responsible Officer of Lego Corporate Finance Limited for Type 6 (advising on corporate finance) regulated activity under the SFO and a Licensed Representative of Lego Securities Limited for Type 1 (dealing in securities) regulated activity under the SFO.

Mr. Tang has over 20 years of experience in the accounting and investment banking industries. Prior to joining the Group, he worked at Goldin Financial Limited from July 2009 to December 2018 and his last position was the director of investment banking division and a Responsible Officer for Type 6 (advising on corporate finance) regulated activity. Prior to that, he had worked at Optima Capital as a Responsible Officer for Type 6 (advising on corporate finance) regulated activity. He had also worked at BOCOM International Holdings Company Limited, Deloitte & Touche Corporate Finance Limited and PricewaterhouseCoopers.

Mr. Tang obtained a bachelor's degree in business administration from The University of Massachusetts at Amherst, United States, in May 1996.

Independent Non-executive Directors

Ms. Lim Yan Xin Reina (formerly known as Lim Yi Ping (Lin Yiping)) **("Ms. Lim")**, aged 46, was appointed as an independent non-executive Director on 10 September 2019. She is the chairlady of the audit committee and a member of the remuneration committee and the nomination committee.

Ms. Lim has over 18 years of experience in accounting. During her tenures at the following companies, she was primarily responsible for overseeing the auditing of financial statements of companies, reviewing internal control systems and accounting procedures of companies, or managing daily operations of companies. She joined True Fitness Holdings (Singapore) Pte. Ltd. as the group chief operating officer since July 2017 and was also appointed as the chief financial officer since May 2018. Prior to that, she had worked at Ernst & Young Solutions LLP in Singapore as an executive director from April 2016 to June 2017. From January 2014 to March 2016, she worked at CFO (HK) Limited as a regional director. From July 2007 to September 2013, she worked at Boardroom Corporate Services (HK) Limited as an executive director. From June 2004 to June 2007, she worked at Deloitte & Touche Corporate Finance Limited and her last position was a manager. From June 2002 to May 2004, she worked at Deloitte & Touche Financial Advisory Services Pte Ltd as a senior associate. From January 2000 to June 2002, she worked at Arthur Andersen in Singapore and her last position was a senior.

Ms. Lim obtained a bachelor's degree in commerce from The University of Queensland in Australia in December 1999 and a graduate diploma from the Institute of Chartered Accountants in Australia in April 2006. She has been a member of the Institute of Chartered Accountants in Australia and the Hong Kong Institute of Certified Public Accountants since July 2006 and September 2006, respectively.

Ms. Lim was an independent non-executive director of On Real International Holdings Limited (a company listed on GEM (stock code: 8245)) from September 2015 to March 2016.

Mr. Poon Lai Yin Michael ("Mr. Poon"), aged 51, was appointed as an independent non-executive Director on 10 September 2019. He is the chairman of the remuneration committee and a member of the audit committee and the nomination committee.

Mr. Poon has over 20 years of experience in financial reporting, business advisory, auditing and accounting. Since August 2017, Mr. Poon has been the executive director of Huakang Biomedical Holdings Company Limited (a company listed on GEM (stock code: 8622)). He is the founder and has been a director of Integrity Partners Capital Company Limited since April 2013. From November 2000 to March 2002, he worked at Arthur Andersen & Co. as a senior accountant. From February 2000 to November 2000, he worked at K. L. Lee & Partners C.P.A. Limited as an audit senior. From March 1997 to June 1999, he worked at Ho & Au Yeung and his last position was an audit semi-senior. From March 1995 to February 1997, he worked at Chan Chak Chung & Co. and his last position was an audit senior.

Since June 2019, Mr. Poon has been an independent non-executive director of Niche-Tech Semiconductor Materials Limited (a company listed on GEM (stock code: 8490)). Since March 2019, Mr. Poon has been an independent non-executive director of Teamway International Group Holdings Limited (a company listed on the Main Board (stock code: 1239)). Mr. Poon has also been an independent non-executive director of Cityneon Holdings Limited (a company previously listed on the main board of the Singapore Exchange Limited) since August 2017. He has been an independent non-executive director of Smartac International Holdings Limited (a company listed on the Main Board (stock code: 395)) from January 2010 to February 2023. Mr. Poon was an independent non-executive director of China Uptown Group Company Limited (a company listed on the Main Board (stock code: 2330)) from November 2006 to June 2022.

Mr. Poon obtained a bachelor's degree in administrative studies from York University, Canada in June 1995, a master's degree in practising accounting from Monash University, Australia in July 1998 and an executive master of business administration from City University of Hong Kong in October 2022. Mr. Poon has been a Fellow member of the Hong Kong Institute of Certified Public Accountant since July 2009, and a member of CPA Australia since March 2000. Mr. Poon passed the qualification examination of Asset Management Association of China (中國證券投資基金業協會從業資格考試) in 2016. In December 2022, Mr. Poon awarded the title of certified Environmental, Social and Governance Analyst (CESGA) from the European Federation of Financial Analysts Societies.

Dr. Wong Ho Ki ("Dr. Wong"), aged 45, was appointed as an independent non-executive Director on 10 September 2019. He is a member of the audit committee, the nomination committee and the remuneration committee.

Dr. Wong has approximately 12 years of experience in the academic sector and over 6 years of experience in the legal industry. He joined Simon C. W. Yung & Co. in August 2012 as a trainee solicitor and became a solicitor of the firm from September 2014 to October 2022. He is now a partner of the firm and currently practises civil and criminal litigation. From March 2009 to August 2009, he worked at Simon C. W. Yung & Co. as a litigation clerk. From August 2007 to December 2008, he worked at The Chinese University of Hong Kong as a research associate. From August 2006 to August 2007, he worked at The Hong Kong Polytechnic University as a lecturer. Dr. Wong also worked as a part-time instructor at the School of Continuing and Professional Studies, The Chinese University of Hong Kong, from August 2004 to January 2016.

Dr. Wong obtained a bachelor of arts degree (major in philosophy) in November 2001, a master of philosophy degree in December 2003 and a doctor of philosophy degree in December 2006 from The Chinese University of Hong Kong. Dr. Wong also obtained a juris doctor degree in December 2011 and the postgraduate certificate in laws in July 2012 from The Chinese University of Hong Kong. He was admitted as a solicitor of Hong Kong in September 2014.

SENIOR MANAGEMENT

Mr. Choy Kwong Wa Christopher ("Mr. Choy"), aged 59, joined the Group in August 2018 and is the chief investment officer of Lego Asset Management Limited. Mr. Choy is also a director of Lego Asset Management (Cayman) Limited and Lego Funds SPC Limited. Mr. Choy has acted as a Responsible Officer of Lego Asset Management Limited for Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO since 1 March 2019. Mr. Choy is mainly responsible for managing the asset management business of the Group.

Mr. Choy accumulated over 25 years of experience in the asset management and investment industry, during which he managed client portfolios and provided investment advice. Prior to joining the Group, he worked at Oceanwide Asset Management Limited (formerly known as Quam Asset Management Limited and now known as China Tonghai Asset Management Limited) from March 2006 to July 2018 and his last position was the chief investment officer and a Responsible Officer for Type 4 (advising on securities) and Type 9 (asset management) regulated activities. Prior to that, he was a director of Pacific World Asset Management Limited ("Pacific World"), a then licensed corporation to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities, from February 1993 to February 2011. From April 2003 to October 2005, he served as a Responsible Officer of Pacific World for Type 4 (advising on securities) and Type 9 (asset management) regulated activities.

Mr. Choy obtained a bachelor's degree in design and technology from the Loughborough University of Technology, the United Kingdom in July 1990 and a master of business administration from the Asia International Open University, Macau in May 1995.

Mr. Li Wing Chung ("Mr. Li"), aged 39, joined the Group in January 2017. He is a director of Lego Securities Limited and Lego Asset Management Limited. Mr. Li has acted as a Responsible Officer of Lego Securities Limited for Type 1 (dealing in securities) regulated activity under the SFO since 19 January 2017 and a Responsible Officer of Lego Asset Management Limited for Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO since 13 July 2020. Mr. Li is mainly responsible for managing the daily operations of the underwriting and securities businesses of the Group.

Mr. Li has over ten years of experience in the securities and futures industry, during which he was responsible for dealing in and advising on securities and futures. Prior to joining the Group, he worked at Brilliant Norton Securities Company Limited as a Responsible Officer for Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities. Prior to that, he spent approximately 5 years at Phillip Securities (Hong Kong) Limited and Haitong International Securities Company Limited.

Mr. Li obtained a bachelor's degree in social policy and administration from The Hong Kong Polytechnic University.

COMPANY SECRETARY

Mr. Lam Yau Lun ("Mr. Lam"), aged 40, was appointed as the company secretary of the Company on 25 March 2019.

Mr. Lam has over 15 years of experience in the accounting, corporate finance and investment banking industries. Prior to joining the Group, he worked at a Fortune Global 500 corporation, which is a leader in the food and pharmacy industry in Canada, from July 2016 to September 2017 with his last position as a senior manager, primarily responsible for financial reporting. Mr. Lam performed corporate finance advisory works at Deloitte & Touche Corporate Finance Limited from September 2012 to November 2015 with his last position as an associate director, and Quam Capital from March 2010 to August 2012 with his last position as a manager. Mr. Lam also gained accounting experience from Deloitte Touche Tohmatsu from August 2004 to July 2008, with his last position as a senior in the audit department.

Mr. Lam obtained a bachelor's degree in business administration (major in accounting and economics) from The Hong Kong University of Science and Technology in November 2004. He also obtained master's degrees in business administration from HEC Paris in May 2010 and The Chinese University of Hong Kong in December 2010. Mr. Lam has been a Fellow member of the Hong Kong Institute of Certified Public Accountants since July 2015 and a member of the Chartered Professional Accountants of Ontario, Canada since June 2015.

Mr. Lam was an independent non-executive director of Season Pacific Holdings Limited (now known as DL Holdings Group Limited) (a company formerly listed on GEM (stock code: 8127) and currently listed on the Main Board (stock code: 1709)) from May 2017 to May 2018.

Directors' Report

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the Fiscal Year.

SHARE OFFER

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 21 June 2018, the shares of which were listed on the Main Board of the Stock Exchange on 30 September 2019 (the "Listing Date").

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in the provision of corporate finance advisory services, securities and financing services and asset management services. The analysis of the Group's revenue by each service are set out in note 6 to the consolidated financial statements of this annual report.

RESULTS

The results of the Group for the Fiscal Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 82 and 83 of this annual report.

FINAL DIVIDEND

The Board has resolved not to declare any final dividend for the year ended 31 March 2023 (2022: nil).

CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company (the "AGM") is scheduled to be held on Friday, 11 August 2023. The register of members of the Company will be closed from Tuesday, 8 August 2023 to Friday, 11 August 2023, both days inclusive, in order to determine the identity of the shareholders of the Company (the "Shareholder(s)") who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Monday, 7 August 2023.

BUSINESS REVIEW

The business review and performance analysis of the Group for the Fiscal Year and other information as required by Schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) is set out in the section headed "Chairman's Statement" on page 4 of this annual report, the section headed "Management Discussion and Analysis" from pages 5 to 12 of this annual report and this report. A description of the Group's future business development is set out in the section headed "Chairman's Statement" on page 4 of this annual report and the paragraph headed "Management Discussion and Analysis — Outlook and Prospect" on page 12 of this annual report.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 3 of this annual report. This summary does not form part of the audited consolidated financial statements.

USE OF NET PROCEEDS FROM LISTING

The Shares were listed on the Main Board of the Stock Exchange on 30 September 2019. Net proceeds (after deducting the underwriting fees and estimated expenses payable by the Company) from the share offer of the Company (the "Share Offer") amounted to approximately HK$99.1 million. Accordingly, the Group adjusted the use of proceeds in the same manner as stated in the Prospectus. The details of application of net proceeds from the Share Offer are set out as follows:

Item	Approximate % of total net proceeds	Net proceeds from Share Offer (HK$ million)	Unutilised as at 31 March 2022 (HK$ million)	Utilised during the Fiscal Year (HK$ million)	Utilised up to 31 March 2023 (HK$ million)	Unutilised as at 31 March 2023 (HK$ million)	Expected timeline of full utilisation of the unutilised proceeds
Increase capital base for underwriting business	56.8%	56.3	–	–	56.3	–	Fully utilised
Expand equity capital markets (ECM) team	4.1%	4.1	0.8	0.8	4.1	–	Fully utilised
Invest seed money for new fund under the asset management business	13.6%	13.5	1.8	–	11.7	1.8	By the end of financial year ending 31 March 2024 (Note)
Increase capital base for the securities financing business	9.1%	9.0	–	–	9.0	–	Fully utilised
Expand corporate finance advisory team	6.4%	6.3	2.7	2.7	6.3	–	Fully utilised
Working capital and general corporate purposes	10.0%	9.9	–	–	9.9	–	Fully utilised
Total	100.0%	99.1	5.3	3.5	97.3	1.8	

The unutilised net proceeds are placed in licensed banks in Hong Kong as at 31 March 2023.

Note: The delay of timeline in full utilisation of this item was mainly attributable to the struggling global economy and the deteriorating global investment conditions. The Company will continue to observe the market conditions and critically evaluate whether it is in the interests of the Company and its shareholders to invest the unutilised proceeds as seed money for new fund under the asset management business during the financial year ending 31 March 2024.

MAJOR CUSTOMERS AND SUPPLIERS

Major Customers

For the Fiscal Year, the transaction amounts of the Group's top five customers accounted for 43.3% (2022: 40.4%) of the Group's total revenues while the transaction amounts of the single largest customer accounted for 16.5% (2022: 28.8%) of the Group's total revenues.

During the Fiscal Year, none of the Directors or any of their close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the number of the issued shares of the Company) was interested in the top five customers of the Group.

Major Suppliers

Due to the nature of the principal business activities of the Group, the Group has no major suppliers.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Company and the Group during the Fiscal Year are set out in note 14 to the consolidated financial statements of this annual report.

SHARE CAPITAL

Details of movements in the Company's share capital during the Fiscal Year are set out in note 28 to the consolidated financial statements of this annual report.

RESERVES

Details of the movements in the reserves of the Company and the Group during the Fiscal Year are set out in the consolidated statement of changes in equity on pages 86 and 87 of this annual report and note 29 to the consolidated financial statements of this annual report.

DISTRIBUTABLE RESERVES

As at 31 March 2023, the Company did not have reserves available for distribution (as at 31 March 2022: nil).

TAX RELIEF

The Company is not aware of any relief on taxation to the Shareholders by reasons of their holdings of the Shares. If the Shareholders are unsure about the taxation implication of purchasing, holding, disposing of, dealing in, or exercise of any rights in relation to the Shares, they are advised to consult their professional advisers.

BANK LOANS AND OTHER BORROWINGS

As at 31 March 2023, the Group had outstanding bank borrowings of approximately HK$24.8 million (2022: HK$29.9 million) and had short-term margin financing incurred by the investment fund of approximately HK$9.4 million (2022: HK$25.8 million). Particulars of the bank borrowings and margin financing incurred by the fund under management as of 31 March 2023 are set out in notes 27 and 22 to the consolidated financial statements of this annual report respectively.

DIRECTORS

The Directors during the Fiscal Year and up to the date of this annual report are as follows:

Executive Directors:

Mr. Mui Ho Cheung Gary *(Chairman and Chief Executive Officer)*
Mr. Liu Chi Wai
Mr. Ng Siu Hin Stanley
Ms. Ho Sze Man Kristie
Mr. Tang Chun Fai Billy

Independent Non-executive Directors:

Ms. Lim Yan Xin Reina
Mr. Poon Lai Yin Michael
Dr. Wong Ho Ki

In accordance with the Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board as shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at such annual general meeting.

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Accordingly, Mr. Mui Ho Cheung Gary, Mr. Tang Chun Fai Billy and Ms. Lim Yan Xin Reina shall retire by rotation at the AGM and they being eligible, offer themselves for re-election.

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders.

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out in the section headed "Directors and Senior Management" on pages 13 to 18 of this annual report.

CHANGES TO DIRECTORS' INFORMATION

Mr. Poon Lai Yin Michael resigned as the independent non-executive director of Smartac International Holdings Limited (a company listed on Main Board of the Stock Exchange (stock code: 395)) with effect from 20 February 2023. He obtained an executive master of business administration from City University of Hong Kong in October 2022 and awarded the title of certified Environmental, Social and Governance Analyst (CESGA) from the European Federation of Financial Analysts Societies in December 2022.

Save for the above, there is no change to any information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) under Rule 13.51(2) of the Listing Rules since the publication of the interim report for the six months ended 30 September 2022 of the Company.

CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors a confirmation of her/his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of the independent non-executive Directors are independent during the Fiscal Year and up to the date of this annual report.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENTS

Each of Mr. Mui Ho Cheung Gary, Mr. Liu Chi Wai, Mr. Ng Siu Hin Stanley and Ms. Ho Sze Man Kristie, an executive Director, has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter until it is terminated by either party by giving at least three months' prior notice in writing or otherwise in accordance with the terms and conditions of the service contract.

Mr. Tang Chun Fai Billy, an executive Director, has entered into a service contract with the Company for an initial term of three years commencing from 1 April 2020 and shall continue thereafter until it is terminated by either party by giving at least three months' prior notice in writing or otherwise in accordance with the terms and conditions of the service contract.

Each of the independent non-executive Directors, namely Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki, has entered into a letter of appointment with the Company for an initial term of one year commencing from the Listing Date and shall be automatically renewed thereafter unless terminated by either party by giving at least one month's prior notice in writing or otherwise in accordance with the terms and conditions of the letter of appointment.

Save as disclosed above, none of the Directors has entered into, or has proposed to enter into, a service contract or letter of appointment with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in notes 17, 30, 35 and 36 to the consolidated financial statements of this annual report, none of the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the year ended 31 March 2023 and up to the date of this annual report.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Fiscal Year and up to the date of this annual report.

EMOLUMENT POLICY

A remuneration committee of the Company was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

Details of the emoluments of the Directors, and the five highest paid individuals during the Fiscal Year are set out in note 9 to the consolidated financial statements of this annual report.

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in notes 30 and 32 to the consolidated financial statements of this annual report.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2023, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been notified 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 were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

(i) Interests in the Shares and underlying Shares

Name of Director	Capacity/Nature of Interest	Number of Shares held/ interested[1]	Approximate percentage of shareholding[2]
Mr. Mui Ho Cheung Gary ("Mr. Mui")	Interest of a controlled corporation[3]	299,492,188 (L)	73.77%
	Beneficial owner[4]	10,858,070 (L)	2.67%
Mr. Liu Chi Wai ("Mr. Liu")	Beneficial owner[5]	1,039,298 (L)	0.26%
Mr. Ng Siu Hin Stanley ("Mr. Ng")	Beneficial owner[6]	1,039,298 (L)	0.26%
Ms. Ho Sze Man Kristie ("Ms. Ho")	Beneficial owner[7]	1,039,298 (L)	0.26%
Mr. Tang Chun Fai Billy ("Mr. Tang")	Beneficial owner[8]	389,737 (L)	0.10%

Notes:

(1) The letter "L" denotes the person's long position in the relevant Shares or underlying Shares.

(2) There were 405,962,965 Shares in issue as at 31 March 2023.

(3) Mr. Mui legally and beneficially owns approximately 90.38% of the issued shares of Lego Financial Group Limited and is its sole director. Accordingly, Mr. Mui is deemed to be interested in the 299,492,188 Shares held by Lego Financial Group Limited by virtue of the SFO.

(4) Mr. Mui is interested in the 2,858,070 and 8,000,000 underlying Shares which may be allotted and issued to him upon full exercise of all the options granted to him under the pre-IPO share option scheme approved and adopted by the Company on 6 March 2019 ("Pre-IPO Share Option Scheme") and the share option scheme approved and adopted by the Company on 10 September 2019, respectively.

(5) Mr. Liu is interested in the 1,039,298 underlying Shares which may be allotted and issued to him upon full exercise of all the options granted to him under the Pre-IPO Share Option Scheme.

(6) Mr. Ng is interested in the 1,039,298 underlying Shares which may be allotted and issued to him upon full exercise of all the options granted to him under the Pre-IPO Share Option Scheme.

(7) Ms. Ho is interested in the 1,039,298 underlying Shares which may be allotted and issued to her upon full exercise of all the options granted to her under the Pre-IPO Share Option Scheme.

(8) Mr. Tang is interested in the 389,737 underlying Shares which may be allotted and issued to him upon full exercise of all the outstanding options granted to him under the Pre-IPO Share Option Scheme.

(ii) Interests in the shares of the associated corporation

Name of Director	Associated corporation	Capacity/ Nature of Interest	Number of Shares held[1]	Approximate percentage of shareholding in the associated corporation
Mr. Mui	Lego Financial Group Limited	Beneficial owner	8,450 (L)	90.38%
Mr. Liu	Lego Financial Group Limited	Beneficial owner	350 (L)	3.74%
Mr. Ng	Lego Financial Group Limited	Beneficial owner	350 (L)	3.74%
Ms. Ho	Lego Financial Group Limited	Beneficial owner	200 (L)	2.14%

Note:

(1) The letter "L" denotes the person's long position in the relevant shares of the associated corporation.

Save as disclosed above, as at 31 March 2023, none of the Directors or the chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the Fiscal Year was the Company or its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and none of the Directors or their spouses or children under the age of 18 were granted any right to subscribe for the share capital or debt securities of the Company or any other body corporate, or had exercised any such right.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2023, to the best knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Capacity/Nature of Interest	Number of Shares/ underlying Shares held/interested(1)	Approximate percentage of shareholding(2)
Lego Financial Group Limited	Beneficial owner	299,492,188 (L)	73.77%
Ms. Ki Sin Yee Cindy ("Ms. Ki")	Interest of spouse(3)	310,350,258 (L)	76.45%
Mr. Wong Wing Shing	Beneficial owner	20,820,312 (L)	5.13%

Notes:

(1) The letter "L" denotes the person's long position in the relevant Shares or underlying Shares.

(2) There were 405,962,965 Shares in issue as at 31 March 2023.

(3) Ms. Ki is the spouse of Mr. Mui and is therefore deemed to be interested in all the Shares and underlying Shares that Mr. Mui is interested by virtue of the SFO.

Save as disclosed above, as at 31 March 2023, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares 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 would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

SHARE OPTION SCHEMES

The Company has adopted two share schemes, namely, (1) the Pre-IPO Share Option Scheme; and (2) the Share Option Scheme.

The number of Shares that may be issued in respect of options granted under all schemes of the Company at the end of the Fiscal Year divided by the weighted average number of issued Shares for the Fiscal Year was approximately 4%.

(a) Pre-IPO Share Option Scheme

The Company has conditionally adopted the Pre-IPO Share Option Scheme, which was approved by the written resolution of the then sole shareholder passed on 6 March 2019.

(i) Purpose of the Pre-IPO Share Option Scheme

The purpose of the Pre-IPO Share Option Scheme is to recognise the contribution of, and to provide an incentive to, certain staff of the Group who have contributed and/or will contribute to the Group, in order to motivate and retain them for the operation and development of the Group.

(ii) Who may join

The Pre-IPO Share Option is available to any individual(s) (the "Participant(s)") being a full-time or part-time employee or officer (including any executive or non-executive directors but excluding independent non-executive directors) of the Company or any of its subsidiaries. The Board shall be entitled to offer any Participant(s) who, as the Board may determine in its absolute discretion, has made and/or will make valuable contribution to the business of the Group, option(s) under the Pre-IPO Share Option Scheme.

(iii) Period of the Pre-IPO Share Option Scheme

The Board shall be entitled but shall not be bound at any time and from time to time during the period commencing from the adoption date of the Pre-IPO Share Option Scheme to 8 September 2019 (the "Scheme Period"), being the latest practicable date of the Prospectus, to grant options to not more than 50 grantees under the Pre-IPO Share Option Scheme. No further options shall be granted under the Pre-IPO Share Option Scheme after the expiry of the Scheme Period but in all other respects the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect. All options granted and accepted and remaining unexercised immediately prior to the expiry of the Scheme Period shall continue to be valid and exercisable in accordance with the terms of the Pre-IPO Share Option Scheme.

(iv) Maximum number of Shares

The maximum number of the Shares with respect to which options may be granted under the Pre-IPO Share Option Scheme shall be 34,000,000 Shares, representing 8.38% of the total number of issued shares of the Company (i.e. 405,794,080) as at the Listing Date and excluding any Shares which may be issued upon the exercise of any options granted or which may be granted under the Share Option Schemes.

(v) Subscription price for Shares

The price per Share at which a grantee may subscribe for Shares on the exercise of an option granted under the Pre-IPO Share Option Scheme (the "Subscription Price") shall be HK$0.6 per Share (excluding any commission and charges).

(vi) Acceptance of an option and personal rights to grantee

(a) The grant shall remain open for acceptance by the grantee (in whole or in part) for a period of five days from the grant date, provided that no such grant shall be open for acceptance after the expiry of the Scheme Period or after the Pre-IPO Share Option Scheme has been terminated. A consideration of HK$1 is payable for each acceptance of grant of option(s) which is not refundable.

(b) An option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest (whether legal or beneficial) in favour of any third party over or in relation to any option or purport to do any of the foregoing. Any breach of the foregoing shall entitle the Company to cancel the relevant grantee's outstanding option(s) in whole or in part.

(vii) Exercise and vesting period

An option may be exercised in whole or in part (but if in part only, in respect of a board lot or an integral multiple thereof) and an option shall vest unto a grantee and may be exercised by the grantee during the option period (the "Option Period"), being a period commencing from the Listing Date (i.e. 30 September 2019) and ending on 6 March 2027, being the eighth anniversary of the date of adoption of the Pre-IPO Share Option Scheme, and in accordance with the manner provided in the grant letter of the option issued by the Company to the grantee subject to any adjustments under the Pre-IPO Share Option Scheme. As at 31 March 2023, the remaining life of the Pre-IPO Share Option Scheme is approximately 3 years and 11 months. The options shall only be exercised in the following manner:

(a) not more than 10,200,000 Shares (representing not more than 30% of the total number of Shares to be allotted and issued pursuant to the exercise of all the options under the Pre-IPO Share Option Scheme) comprised in all the options under the Pre-IPO Share Option Scheme shall vest unto the grantees and become exercisable during the period commencing from the Listing Date and ending on the day immediately before the first anniversary of the Listing Date (the "First Vesting Period");

(b) not more than 10,200,000 Shares (representing not more than 30% of the total number of Shares to be allotted and issued pursuant to the exercise of all the options under the Pre-IPO Share Option Scheme) comprised in all the options under the Pre-IPO Share Option Scheme shall vest unto the grantees and become exercisable during the period commencing on the day falling on the first anniversary of the Listing Date and ending on the day immediately before the second anniversary of the Listing Date (the "Second Vesting Period"); and

(c) the remaining Shares comprised in the options under the Pre-IPO Share Option Scheme (being not more than 13,600,000 Shares, representing not more than 40% of the total number of Shares to be allotted and issued pursuant to the exercise of all the options under the Pre-IPO Share Option Scheme) shall vest unto the grantees and become exercisable during the period commencing on the day falling on the second anniversary of the Listing Date and ending on the day immediately before the third anniversary of the Listing Date (the "Third Vesting Period"). For the avoidance of doubt, any outstanding and unexercised option(s) at the end of the First Vesting Period shall be carried over to the Second Vesting Period and shall be exercisable during the Second Vesting Period. Any outstanding and unexercised option(s) at the end of the Second Vesting Period shall be carried over to the Third Vesting Period and shall be exercisable during the Third Vesting Period and until the end of the Option Period.

(viii) Total number of Shares available for issue under the Pre-IPO Share Option Scheme

The total number of Shares available for issue under the Pre-IPO Share Option Scheme is 8,249,425 Shares, representing approximately 2.03% of the total number of issued Shares (i.e. 405,962,965) as at the date of this annual report. Since the Listing Date, no further options can be granted under the Pre-IPO Share Option Scheme.

Details of the interests of the Directors, chief executive, senior management and other employees of the Group in the options under the Pre-IPO Share Option Scheme are set out below:

Name of grantee	Date of grant	Exercise period	Subscription price per Share (HK$)	Number of Shares in relation to outstanding options as at 1 April 2022	Granted during the Fiscal Year	Exercised during the Fiscal Year	Cancelled during the Fiscal Year	Lapsed during the Fiscal Year	Number of Shares in relation to outstanding options as at 31 March 2023
Directors									
Mr. Mui	6 March 2019	First Vesting Period	0.6	1,429,035	–	–	–	–	1,429,035
		Second Vesting Period	0.6	1,429,035	–	–	–	–	1,429,035
		Third Vesting Period	0.6	1,905,382	–	–	–	(1,905,382)	–
Mr. Liu	6 March 2019	First Vesting Period	0.6	519,649	–	–	–	–	519,649
		Second Vesting Period	0.6	519,649	–	–	–	–	519,649
		Third Vesting Period	0.6	692,867	–	–	–	(692,867)	–
Mr. Ng	6 March 2019	First Vesting Period	0.6	519,649	–	–	–	–	519,649
		Second Vesting Period	0.6	519,649	–	–	–	–	519,649
		Third Vesting Period	0.6	692,867	–	–	–	(692,867)	–
Ms. Ho	6 March 2019	First Vesting Period	0.6	519,649	–	–	–	–	519,649
		Second Vesting Period	0.6	519,649	–	–	–	–	519,649
		Third Vesting Period	0.6	692,867	–	–	–	(692,867)	–
Mr. Tang	6 March 2019	Second Vesting Period	0.6	389,737	–	–	–	–	389,737
		Third Vesting Period	0.6	519,650	–	–	–	(519,650)	–
Subtotal				10,869,334	–	–	–	(4,503,633)	6,365,701
Senior management and other employees in aggregate	6 March 2019	First Vesting Period	0.6	454,693	–	–	–	(389,737)	64,956
		Second Vesting Period	0.6	2,338,417	–	–	–	(519,649)	1,818,768
		Third Vesting Period	0.6	3,117,911	–	–	–	(3,117,911)	–
Total				**16,780,355**	**–**	**–**	**–**	**(8,530,930)**	**8,249,425**

Notes:

1. During the Fiscal Year, none of the options was exercised.

2. All of the above grants were made without any performance targets.

3. All of the above grants were made prior to the Listing Date and the amendment to Chapter 17 of the Listing Rules taking effect.

4. None of the grants of options to any participant is in excess of the 1% individual limit.

5. Details of the valuation of options under Pre-IPO Share Option Scheme during Fiscal Year, including the accounting standard and policy adopted for the Pre-IPO Share Option Scheme, are set out in note 30 to the consolidated financial statements of this annual report.

(b) Share Option Scheme

The Company has adopted the share option scheme (the "Share Option Scheme"), which was approved by the written resolutions of the then Shareholders passed on 10 September 2019 and became effective on the Listing Date.

(i) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Board to grant options to Eligible Persons (as defined below) as incentives or rewards for their contribution or potential contribution to the Group and/or to recruit and retain high caliber eligible persons and attract human resources that are valuable to the Group.

(ii) Who may join

Subject to the provisions in the Share Option Scheme, the Directors may at any time and from time to time within a period of 10 years commencing from the date of adoption of the Share Option Scheme at their absolute discretion and subject to such terms, conditions, restrictions or limitations as they may think fit offer, at the consideration of HK$1 per option, to grant option to any person belonging to the following classes of participants (the "Eligible Person(s)"):

(a) any employee or proposed employee (whether full-time or part-time, including any director) of any member of the Group or invested entity; and

(b) any supplier of goods or services, any customer, any person or entity that provides research, development or other technological support, any shareholder or other participants who contributes to the development and growth of the Group or any invested entity.

(iii) Maximum number of Shares

(a) Notwithstanding anything to the contrary herein, the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 30% of the total number of Shares in issue from time to time.

(b) The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate 10% of the total number of Shares (assuming the Over-allotment Option is not exercised and no options granted under the Pre-IPO Share Option Scheme are exercised) in issue on the Listing Date (the "Scheme Limit") unless approved by the Shareholders pursuant to sub-paragraph (d) below. Options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company shall not be counted for the purpose of calculating the Scheme Limit.

(c) The Company may seek separate approval of the Shareholders in general meeting for refreshing the Scheme Limit provided that such limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the approval of the Shareholders on the refreshment of the Scheme Limit. Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including options outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or exercised) will not be counted for the purpose of calculating the limit as refreshed.

For the purpose of seeking the approval of Shareholders, a circular containing the information as required under the Listing Rules shall be sent by the Company to the Shareholders.

(d) The Company may seek separate approval of the Shareholders in general meeting for granting options beyond the Scheme Limit provided that the options in excess of the Scheme Limit are granted only to Eligible Persons specifically identified by the Company before such approval is sought and that the proposed grantee(s) and his/her close associates (or his/her associates if the proposed grantee is a connected person) shall abstain from voting in the general meeting. For the purpose of seeking the approval of the Shareholders, the Company shall send a circular to the Shareholders containing a generic description of the specified proposed grantees of such options, the number and terms of the options to be granted, the purpose of granting such options to the proposed grantees with an explanation as to how the terms of options serve such purpose and any other information as required under the Listing Rules.

(iv) Maximum entitlement of each Eligible Person

No option shall be granted to any Eligible Person if any further grant of options would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including such further grant would exceed 1% of the total number of Shares in issue from time to time (the "Participant Limit"), unless:

(a) such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by resolution of the Shareholders in general meeting, at which the Eligible Person and his/her close associates shall abstain from voting;

(b) a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules (including the identity of the Eligible Person), the number and terms of the options to be granted and options previously granted to such Eligible Person); and

(c) the number and terms (including the subscription price) of such option are fixed before the Shareholders' approval is sought.

(v) Grant of options to connected persons

(a) Any grant of options to any Director, chief executive, or substantial Shareholder (excluding the proposed director or chief executive) of the Company or any of their respective associates shall be approved by all the independent non-executive Directors (excluding any independent non-executive Director who is any offeree of an option) and shall comply with the relevant provisions of Chapter 17 of the Listing Rules.

(b) Where an option is to be granted to a substantial Shareholder or an independent non-executive Director (or any of their respective associates), and such grant will result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme and any other share option schemes of the Company in the 12-month period up to and including the date of such grant: (1) representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the total number of Shares in issue; and (2) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of each grant, in excess of HK$5 million (or such other amount as may from time to time be specified by the Stock Exchange), such grant shall not be valid unless: (aa) a circular containing the details of the grant has been dispatched to the Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules (including, in particular, a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a grantee of an option) to the independent Shareholders as to voting); and (bb) the grant has been approved by the independent Shareholders in general meeting (taken on a poll), at which the proposed grantee, his/her associates and all core connected persons of the Company shall abstain from voting in favour of the grant.

(c) Where any change is to be made to the terms of any option granted to a substantial Shareholder or an independent non-executive Director (or any of their respective associates), such change shall not be valid unless the change has been approved by the independent Shareholders in general meeting as required under sub-paragraph (b) above.

(vi) Time of acceptance and exercise of an option

An offer of grant of an option may be accepted by an Eligible Person (in whole or in part) within the date as specified in the offer letter issued by the Company, being a date not later than 21 days inclusive of, and from, the date upon which it is made, by which the Eligible Person must accept the offer or be deemed to have declined it, provided that such date shall not be more than 10 years after the date of adoption of the Share Option Scheme or after the termination of the Share Option Scheme, and no such offer may be accepted by a person who ceases to be an Eligible Person after the offer has been made.

An offer shall be deemed to have been accepted on the date when the duly signed duplicate comprising acceptance of the offer by the Eligible Person, together with a payment in favour of the Company of HK$1 per option by way of consideration for the grant thereof is delivered to the Company. Such consideration shall in no circumstances be refundable. Subject to the rules of the Share Option Scheme, option may be exercised in whole or in part by the grantee at any time before the expiry of the period to be determined and notified by the Board to the grantee which in any event shall not be longer than 10 years commencing on the date of the offer letter and expiring on the last day of such 10-year period.

(vii) **Subscription price for Shares**

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as determined by the Board, and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date (the "Offer Date"), which must be a trading day, on which the Board passes a resolution approving the making of an offer of grant of an option to an Eligible Person; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the Offer Date; and (iii) the nominal value of a Share on the Offer Date.

Where an option is to be granted, the date of the Board meeting at which the grant was proposed shall be taken to be the date of the offer of such option. For the purpose of calculating the subscription price, where an option is to be granted less than five trading days after the listing of the Shares on the Stock Exchange, the new issue price shall be taken to be the closing price for any business day within the period before listing.

(viii) **Period of the Share Option Scheme**

Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Share Option Scheme, after which period no further option shall be granted. All options granted and accepted and remaining unexercised immediately prior to expiry of the Share Option Scheme shall continue to be valid and exercisable in accordance with the terms of the Share Option Scheme. As at 31 March 2023, the remaining life of the Share Option Scheme is approximately 6 years and 5 months.

(ix) **Total number of Shares available for issue under the Share Option Scheme**

At the annual general meeting of the Company held on 12 August 2021, the Company was authorised to refresh the scheme mandate limit to issue a maximum of 40,596,296 options under the Share Option Scheme. The number of options available for grant under the scheme mandate of the Share Option Scheme as at 1 April 2022 and 31 March 2023 was 40,596,296 and 36,596,296, respectively. The total number of new Shares available for issue under the Share Option Scheme as at 31 March 2023 and the date of this annual report is both 44,596,296, which represents approximately 11.0% of the total issued Shares (i.e. 405,962,965) as at the date of this annual report.

On 14 July 2022, the Company granted 4,000,000 options to Mr. Mui to subscribe for an aggregated 4,000,000 Shares. For details, please refer to the announcement of the Company dated 14 July 2022.

Details of the interests of the Directors, chief executive, senior management and other employees of the Group in the options under the Share Option Scheme are set out below:

Name of grantee	Date of grant	Exercise period	Subscription price per Share (HK$)	Number of Shares in relation to outstanding options as at 1 April 2022	Granted during the Fiscal Year	Exercised during the Fiscal Year	Cancelled during the Fiscal Year	Lapsed during the Fiscal Year	Number of Shares in relation to outstanding options as at 31 March 2023
Director									
Mr. Mui	1 April 2021	1 April 2021 to 31 March 2031	0.285	4,000,000	–	–	–	–	4,000,000
	14 July 2022	14 July 2022 to 13 July 2032	0.170	–	4,000,000	–	–	–	4,000,000

Notes:

1. The closing price of Shares immediately before the date of which the options granted on 13 July 2022 was HK$0.168.
2. The fair value of the options granted on 14 July 2022 was HK$0.101 per Share at the date of grant.
3. During the Fiscal Year, none of the options was exercised.
4. All of the above grants were made without any performance targets and any vesting periods.
5. All of the above grants were made prior to the amendment to Chapter 17 of the Listing Rules taking effect.
6. None of the grants of options to any participant is in excess of the 1% individual limit.
7. Details of the valuation of options under Share Option Scheme during Fiscal Year, including the accounting standard and policy adopted for the Share Option Scheme, are set out in note 30 to the consolidated financial statements of this annual report.

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "SHARE OPTION SCHEMES" above and note 26 to the consolidated financial statements, there was no equity-linked agreement entered into by the Company or any of its subsidiaries during the Fiscal Year.

PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES

During the Fiscal Year, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new shares on a pro-rata basis to the existing Shareholders.

RELATED PARTY TRANSACTIONS AND EXEMPT CONTINUING CONNECTED TRANSACTIONS

Related party transactions entered into by the Group for the year ended 31 March 2023 are disclosed in note 36 to the consolidated financial statements of this annual report. These transactions were conducted in accordance with terms as agreed between the Group and the respective related parties.

During the year ended 31 March 2023, the Group had provided securities brokerage and/or financing services to Mr. Mui, a connected person of the Company (the "Transactions"). The Transactions fall under the definition of "connected transaction" or "continuing connected transactions" under Chapter 14A of the Listing Rules, but are fully exempted from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

Save for the Transactions, no other related party transactions as disclosed in note 36 to the consolidated financial statements of this annual report falls under the definition of "connected transactions" or "continuing connected transactions" under Chapter 14A of the Listing Rules.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in notes 17, 30, 35 and 36 to the consolidated financial statements of this annual report, neither the Company nor any of its subsidiaries had entered into any contract of significance with the Company's controlling Shareholders or their subsidiaries, or any contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling Shareholders or their subsidiaries, during the Fiscal Year.

DONATIONS

During the Fiscal Year, no charitable and other donations was made by the Group (2022: HK$30,000).

MATERIAL LEGAL PROCEEDINGS

During the Fiscal Year, the Company was not involved in any material legal proceeding or arbitration. To the best knowledge of the Directors, there is no material legal proceeding or claim which is pending or threatened against the Company.

PERMITTED INDEMNITY PROVISIONS

Under the Articles of Association, every director or other officers of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain in or about the execution of his/her duties in his/her office; be indemnified and secured harmless out of the assets of the Company; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty.

The Company has arranged appropriate insurance cover in respect of legal action against the Directors and its officers.

EVENTS AFTER THE FISCAL YEAR

Details of significant events occurring after the Fiscal Year are set out in note 40 to the consolidated financial statements of this annual report.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has, together with the Board and the external auditor of the Company, reviewed the accounting principles and practices adopted by the Group as well as the audited consolidated financial statements of the Group for the year ended 31 March 2023.

CORPORATE GOVERNANCE

The Company is committed to maintaining high level of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 38 to 51 of this annual report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% (being the minimum public float prescribed by the Stock Exchange and the Listing Rules) of the Company's entire issued share capital were held by the public at any time during the Fiscal Year and up to the date of this annual report.

AUDITOR

BDO Limited was appointed as auditor of the Company for the year ended 31 March 2023. BDO Limited has audited the accompanying financial statements which were prepared in accordance with the Hong Kong Financial Reporting Standards.

BDO Limited is subject to retirement and, being eligible, offers itself for re-appointment at the AGM. A resolution for re-appointment of BDO Limited as auditor will be proposed at the AGM. There was no change in the auditor of the Company in the preceding three years.

By order of the Board

Mui Ho Cheung Gary
Chairman of the Board

Hong Kong, 23 June 2023

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "CG Code") as set out in Part 2 of Appendix 14 to the Listing Rules as its own code of corporate governance. Save as disclosed in this annual report, the Company has complied with all applicable code provisions under the CG Code for the Fiscal Year. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

THE BOARD

Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees, including the Audit Committee, the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") (collectively, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors have carried out their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate insurance coverage in respect of liability arising from legal action against its Directors, and will conduct annual review on such insurance coverage.

Board Composition

As at the date of this annual report, the Board comprised five executive Directors and three independent non-executive Directors as set out below:

Executive Directors:
Mr. Mui Ho Cheung Gary
Mr. Liu Chi Wai
Mr. Ng Siu Hin Stanley
Ms. Ho Sze Man Kristie
Mr. Tang Chun Fai Billy

Independent Non-executive Directors:
Ms. Lim Yan Xin Reina
Mr. Poon Lai Yin Michael
Dr. Wong Ho Ki

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

During the Fiscal Year, the Board has met at all times the requirements under Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise.

During the Fiscal Year, the Company has also complied with Rule 3.10A of the Listing Rules, which relates to the appointment of independent non-executive directors representing at least one-third of the Board.

Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

Save as disclosed in the biographies of the Directors as set out in the section headed "Directors and Senior Management" of this annual report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or any chief executive.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and expertise to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As regards the code provision under the CG Code requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, the Directors have agreed to disclose their commitments to the Company in a timely manner.

Board Diversity Policy

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company's performance. Therefore, the Company has adopted a board diversity policy (the "Board Diversity Policy") which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of the Board that are relevant to business growth. Pursuant to the Board Diversity Policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional qualifications, skills, knowledge and industry experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board has achieved the measurable objectives in the Board Diversity Policy. Our Board currently comprises of eight Directors, of whom two are female and six are male. The Board is committed to further improving gender diversity as and when suitable Director candidates are identified. The Nomination Committee will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

As at 31 March 2023, our workforce (including senior management) consisted of 21 male employees and 24 female employees, representing approximately 46.7% and 53.3% of the total workforce, respectively. The gender ratio is maintained at a reasonable level that resonates to the nature of our operation.

The Nomination Committee is responsible for ensuring the diversity of the Board. The Nomination Committee will review the Board Diversity Policy from time to time to ensure its continued effectiveness and the Company will disclose the implementation of the Board Diversity Policy in its corporate governance report on an annual basis. During the Fiscal Year, the Board and the Nomination Committee has reviewed the implementation and effectiveness of the Board Diversity Policy. To ensure independent views and inputs are available to the Board, the Company has established mechanism to ensure independent views and input are available to the Board. During the Fiscal Year, the Board has reviewed the implementation and effectiveness of the above mechanism.

Induction and Continuous Professional Development

Each newly appointed Directors would be provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges to provide the Directors with updates on the latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Based on the information provided by the Directors, during the Fiscal Year, a summary of training received by the Directors is as follows:

Name of Directors	Nature of Continuous Professional Development
Executive Directors	
Mr. Mui Ho Cheung Gary	A, C and D
Mr. Liu Chi Wai	A, C and D
Mr. Ng Siu Hin Stanley	A, C and D
Ms. Ho Sze Man Kristie	A, C and D
Mr. Tang Chun Fai Billy	A, C and D
Independent Non-executive Directors	
Ms. Lim Yan Xin Reina	A, B and D
Mr. Poon Lai Yin Michael	A, B, C and D
Dr. Wong Ho Ki	D

Notes:

A: attending seminars and/or conferences and/or forums and/or briefings

B: making speeches at seminars and/or conferences and/or forums

C: participating in training provided by law firms and that relating to the business of the Company

D: reading materials on various topics, including corporate governance matters, directors' duties and responsibilities, Listing Rules and other relevant laws

Chairman and Chief Executive Officer

Under code provision C.2.1 of the CG Code, which requires the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Mui Ho Cheung Gary currently holds both positions. Mr. Mui, an executive Director and controlling Shareholder, has held key leadership position of the Group since March 2016 and has been responsible for overall strategic planning, management, operation and business development of the Group. The Directors (including the independent non-executive Directors) consider that Mr. Mui is the best candidate for both positions and the present arrangements are beneficial and in the interest of the Group and the Shareholders as a whole.

The Directors will review the corporate governance policies and compliance with the CG Code each financial year and apply the "comply or explain" principle in the corporate governance report which will be included in the annual reports.

The Directors have a balanced mix of experience and industry background, including but not limited to experience in the corporate finance, legal, business advisory and accounting industries. The three independent non-executive Directors who have different industry backgrounds, represent more than one-third of the Board members.

Appointment and Re-Election of Directors

Each of Mr. Mui Ho Cheung Gary, Mr. Liu Chi Wai, Mr. Ng Siu Hin Stanley and Ms. Ho Sze Man Kristie, an executive Director, has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter until it is terminated by either party by giving at least three months' prior notice in writing or otherwise in accordance with the terms and conditions of the service contract.

Mr. Tang Chun Fai Billy, an executive Director, has entered into a service contract with the Company for an initial term of three years commencing from 1 April 2020 and shall continue thereafter until it is terminated by either party by giving at least three months' prior notice in writing or otherwise in accordance with the terms and conditions of the service contract.

Each of the independent non-executive Directors, namely Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki, has entered into a letter of appointment with the Company for an initial term of one year commencing from the Listing Date and shall be automatically renewed thereafter unless terminated by either party by giving at least one month's prior notice in writing or otherwise in accordance with the terms and conditions of the letter of appointment.

Save as disclosed above, none of the Directors has entered into, or has proposed to enter into, a service contract or letter of appointment with the Group (other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

Pursuant to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at such annual general meeting. Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, and for making recommendations to the Board on the appointment, re-appointment of Directors and succession plans for the Directors.

Board Meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of no less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board meetings and Board Committee meetings, reasonable notice is generally given. The agenda and accompanying Board papers are dispatched to the Directors or Board Committee members at least three days before the regular meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings shall be kept by the company secretary of the Company with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail about the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by the Directors.

The Board convened four meetings during the Fiscal Year. The attendance of each Director at the Board meetings is set out below:

Name of Directors	**Number of meetings attended/held**
Executive Directors	
Mr. Mui Ho Cheung Gary	4/4
Mr. Liu Chi Wai	4/4
Mr. Ng Siu Hin Stanley	4/4
Ms. Ho Sze Man Kristie	4/4
Mr. Tang Chun Fai Billy	4/4
Independent Non-executive Directors	
Ms. Lim Yan Xin Reina	4/4
Mr. Poon Lai Yin Michael	4/4
Dr. Wong Ho Ki	4/4

General Meetings

During the Fiscal Year, the annual general meeting of the Company was held on 12 August 2022. The attendance of each Directors is set out as follows.

Name of Directors	Number of meetings attended/held
Executive Directors	
Mr. Mui Ho Cheung Gary	1/1
Mr. Liu Chi Wai	1/1
Mr. Ng Siu Hin Stanley	1/1
Ms. Ho Sze Man Kristie	1/1
Mr. Tang Chun Fai Billy	1/1
Independent Non-executive Directors	
Ms. Lim Yan Xin Reina	1/1
Mr. Poon Lai Yin Michael	1/1
Dr. Wong Ho Ki	1/1

Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions since the Listing Date. Having made specific enquiry with the Directors, all of the Directors confirmed that he/she has complied with the required standards as set out in the Model Code during the Fiscal Year.

Delegation by the Board

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control, compliance and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. The Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into.

Corporate Governance Function

The Board confirmed that corporate governance is a collective responsibility of the Directors, which corporate governance functions includes:

(a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(b) to review and monitor the training and continuous professional development of the Directors and senior management;

(c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors;

(d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters; and

(e) to review the Company's compliance with the CG Code and disclosures in the Corporate Governance Report.

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee, for overseeing particular aspects of the Company's affairs. All Board Committees are established with specific written terms of reference which deal clearly with their authorities and duties, and are provided with sufficient resources to discharge their duties. The Board Committees should seek independent professional advice to perform their responsibilities, when necessary, at the Company's expense.

Audit Committee

The Audit Committee comprises three members, namely Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki, being all independent non-executive Directors. The Audit Committee is chaired by Ms. Lim Yan Xin Reina.

The principal duties of the Audit Committee include the following:

1. Being primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and considering any questions of its resignation or dismissal;

2. Monitoring integrity of the Group's financial statements, annual reports and accounts, half year reports and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them;

3. Reviewing the effectiveness of the Group's financial controls, risk management and internal control systems; and

4. Discussing the risk management and internal control systems with the senior management ensuring that the senior management has performed its duties to have effective systems. This review should include adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting and financial reporting function.

The written terms of reference of Audit Committee are available on the websites of the Stock Exchange and the Company.

During the Fiscal Year, four meetings of the Audit Committee were held to review and discuss the interim, quarterly and annual results of the Company and its subsidiaries; discussing with external auditor to assess the impact on the new accounting standards; consider the re-appointment of external auditor of the Company and review its audit scope and fees and recommend to the Board for approval and review and discuss the Group's financial controls, risk management and internal control systems.

The attendance of each Audit Committee member at the Audit Committee meetings during the Fiscal Year is set out in the table below:

Name of Directors	**Number of meetings attended/held**
Ms. Lim Yan Xin Reina *(Chairlady)*	4/4
Mr. Poon Lai Yin Michael	4/4
Dr. Wong Ho Ki	4/4

NOMINATION COMMITTEE

The Nomination Committee currently comprises four members, including one executive Director, namely, Mr. Mui Ho Cheung Gary, and three independent non-executive Directors, namely, Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki. The Nomination Committee is chaired by Mr. Mui Ho Cheung Gary.

The primary duties of the Nomination Committee include the following:

1. Reviewing the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional qualifications, skills, knowledge and industry experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

2. Identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider candidates on merits and contribution to the Board, with due regard to the Board Diversity Policy;

3. Assessing the independence of independent non-executive Directors;

4. Making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive officer of the Company; and

5. Developing and reviewing the Board Diversity Policy and measurable objectives for implementing such policy from time to time as adopted by the Board and reviewing progress on achieving the objectives.

Nomination Policy

The Nomination Committee shall identify candidates who are qualified or suitable to become members of the Board and make a recommendation to the Board on the selection of candidates nominated for directorships.

With a view to achieving a sustainable and balanced development, the Company seeks achieving and maintaining an appropriate balance of diversity perspectives at the Board level as relevant to its business growth, and is an essential element in supporting the attainment of its strategic objectives and sustainable development goals. In designing the Board's composition, Board diversity has been considered from a range of perspectives as set out in the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional qualifications, skills, knowledge and industry experience. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board and the business needs of the Company from time to time.

Selection Criteria

Selection of candidates will be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry experience.

For the selection of independent non-executive directors, the independence criteria set out in Rule 3.13 of the Listing Rules should be considered. The Board should also consider the number of listed company directorship the proposed candidate is holding and, in case the proposed candidate will hold (after being appointed by the Company) seven or more listed company directorship, the Board should provide the reason why the Board believe the proposed candidate would still be able to devote sufficient time to the Board.

Procedures and Process to identify candidates for the Board

(1) identifying potential candidates, including recommendations from the Board members, professional search firms and the shareholders of the Company;

(2) evaluating the candidates based on the approved selection criteria through methods such as reviewing the resume and conducting the background checks;

(3) reviewing the profiles of the shortlisted candidates and interview them; and

(4) making recommendations to the Board on the selected candidates.

Procedures for Re-election of Directors

The Nomination Committee should review the following and make recommendation to the Board for the re-election of directors of the Company.

(1) evaluating the performance and contribution of the retiring directors of the Company during the last financial year of the Company and the period thereafter up to the date of evaluation; and

(2) in case of the retiring independent non-executive directors of the Company, assessing their independence and considering whether they remained independent and suitable to continue to act in such role.

The Nomination Committee has satisfied that the appropriate plan has been in place for orderly succession to the Board as well as procedures to ensure an appropriate balance of skills on the Board and its committees. The Nomination Committee has discussed and reviewed the structure, size and composition (the "Structure") of the Board and the Board Diversity Policy and Nomination Policy and consider the Structure and the implementation of the aforesaid policies are appropriate and effective.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

During the Fiscal Year, the Nomination Committee held one meeting, with attendance record as follows:

Name of Directors	**Number of meetings attended/held**
Mr. Mui Ho Cheung Gary *(Chairman)*	1/1
Ms. Lim Yan Xin Reina	1/1
Mr. Poon Lai Yin Michael	1/1
Dr. Wong Ho Ki	1/1

REMUNERATION COMMITTEE

The Remuneration Committee currently comprises three members, namely Mr. Poon Lai Yin Michael, Ms. Lim Yan Xin Reina and Dr. Wong Ho Ki, all the independent non-executive Directors. The Remuneration Committee is chaired by Mr. Poon Lai Yin Michael.

The primary duties of the Remuneration Committee include the following:

1. Making recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

2. Assessing the performance and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management (this should include benefits in find, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment);

3. Making recommendations to the Board on the remuneration of non-executive Directors;

4. Reviewing and approving the management's performance-based remuneration proposals with reference to the Board's corporate goals and objectives;

5. Reviewing and approving compensation payable to executive directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive;

6. Reviewing and approving compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with the relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

7. Ensuring that no director of the Company or any of his/her associates is involved in deciding his/her own remuneration;

8. Reviewing and approving matters relating to share schemes under Chapter 17 of the Listing Rules; and

9. Advising Shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Listing Rules.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee has adopted the model as described in the code provision E.1.2(c)(ii) of the CG Code to make recommendation to the Board on remuneration packages of all individual executive directors and senior management.

During the Fiscal Year, the Remuneration Committee held one meeting, with attendance as follows:

Name of Directors	**Number of meetings attended/held**
Mr. Poon Lai Yin Michael *(Chairman)*	1/1
Ms. Lim Yan Xin Reina	1/1
Dr. Wong Ho Ki	1/1

Remuneration of Directors and Senior Management

Details of the remuneration by band of the members of the Directors and senior management of the Company, whose biographies are set out on pages 13 to 18 of this annual report, for the year ended 31 March 2023, are set out below:

Band of remuneration (HK$)	**Number of individuals**
HK$0 to HK$1,000,000	4
HK$1,000,001 to HK$1,500,000	1
HK$1,500,001 to HK$2,000,000	1
HK$2,000,001 to HK$2,500,000	1
HK$2,500,001 to HK$3,000,000	1
HK$3,000,001 to HK$3,500,000	–
HK$3,500,001 to HK$4,000,000	1
HK$4,000,001 to HK$4,500,000	–
HK$4,500,001 to HK$5,000,000	–
HK$5,000,001 to HK$5,500,000	–
HK$5,500,001 to HK$6,000,000	–
HK$6,000,001 to HK$6,500,000	–
HK$6,500,001 to HK$7,000,000	–
HK$7,000,001 to HK$7,500,000	–
HK$7,500,001 to HK$8,000,000	–
HK$8,000,001 to HK$8,500,000	1

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2023 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

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

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining sound and effective internal control and risk management (including ESG risk) systems in order to safeguard the Company's assets and the Shareholders' interests and reviewing the effectiveness of the Company's internal control and risk management systems on an annual basis so as to ensure that internal control and risk management systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Group does not have an internal audit function. Taking into account the size, nature and complexity of the Group's business, the Board have sufficient capacity to oversee the design and implementation of the risk management and internal control system and to assess its effectiveness, and accordingly there is no immediate need to set up an internal audit function within the Group.

During the Fiscal Year, the Company engaged an independent consulting firm to review the effectiveness of its risk management and internal control system. The independent consulting firm submitted a report of findings and areas for improvement to the management and the management had adopted the improvements accordingly. Having considered (i) the existence of the risk management and internal control system; (ii) the findings of the independent consulting firm; and (iii) the management have taken into account the areas for improvement suggested by the independent consulting firm and further enhanced the risk management and internal control system, the Board and Audit Committee were of the view that the Group had no material internal control deficiencies and its risk management and internal control systems were effective and adequate.

ANTI-CORRUPTION

The Group takes anti-corruption responsibilities very seriously. The Group's anti-corruption policies set out the standards of conduct to which all employees are required to adhere to. The Group has designated email for relevant stakeholders to report, in confidence, any illegal or fraudulent behaviours to the Board. Employees making such reports are assured of protection. The designated email is available on the Company's website at www.legogroup.hk. The Group has also established a regularly review on its business practices and anti-corruption measures and guidelines, as well as reported improprieties investigation.

The Group establishes an effective whistle-blowing policy for reporting suspected irregularities, fraud and corruption via specified channels for employees and the relevant third parties (e.g. customers, suppliers, creditors, debtors). All reported matters will be investigated independently and, in the meantime, all information received from a whistleblower and its identity will be kept confidential. The Group also continues to improve its internal control and monitoring system. If any irregularities are identified, the Group takes immediate action and adopts a zero-tolerance approach to corruption.

The Board and the Audit Committee will regularly review the whistle-blowing policy and mechanism to improve its effectiveness.

DIVIDEND POLICY

The Company has adopted a dividend policy, according to which the Board shall take into account, inter alia, the following factors when deciding whether to propose a dividend and in determining the dividend amount: (i) operating and financial results; (ii) cash flow situation; (iii) business conditions and strategies; (iv) future operations and earnings; (v) taxation consideration; (vi) interim dividend paid, if any; (vii) capital requirement and expenditure plans; (viii) interests of the Shareholders; (ix) statutory and regulatory restrictions; (x) any restrictions on payment of dividends; and (xi) any other factors that the Board may consider relevant. It is also subject to the approval of the Shareholders, the Companies Law, the Articles of Association as well as any applicable laws. The Company currently aims to pay a total dividend in respect of each financial year of not less than 30% of its distributable profits for the corresponding financial year, subject to the consideration factors aforementioned.

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by BDO Limited, the auditor of the Company, and BDO Tax Limited for the year ended 31 March 2023 was approximately as follows:

Type of Services	HK$'000
Audit services	903
Non-audit services consisting of interim review and tax compliance	107
Total	**1,010**

COMPANY SECRETARY

During the Fiscal Year, Mr. Lam Yau Lun is the company secretary of the Company. Mr. Lam has undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Company's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The AGM provides opportunity for the Shareholders to communicate directly with the Directors. The Chairman of the Company and the chairmen of the Board Committees of the Company or, in their absence, other members of the respective committees, will attend the AGMs to answer Shareholders' questions. The auditor of the Company will also attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at promoting effective communication with Shareholders and other stakeholders and maintains a website of the Company at www.legogroup.hk, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

The Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar and transfer office at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. The Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available.

The Shareholders, investors and the media may also make enquiries to the Board by the following methods:

By telephone:	(852) 2128 9400
By post:	Room 1601, 16th Floor, China Building, 29 Queen's Road Central, Hong Kong
By email:	IR@legogroup.hk

Based on our review of the shareholders' communication policy and the initiatives set out above, we are of the view that the implementation of the shareholders' communication policy is satisfactory and effective during the Fiscal Year.

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as at date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

A Shareholder shall make a written requisition to the Board or the company secretary of the Company at the headquarters and principal place of business in Hong Kong of the Company at Room 1601, 16/F, China Building, 29 Queen's Road Central, Hong Kong, specifying the shareholding information of the Shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the headquarters and principal place of business in Hong Kong of the Company at Room 1601, 16/F, China Building, 29 Queen's Road Central, Hong Kong.

CHANGE IN CONSTITUTIONAL DOCUMENTS

At the 2022 Annual General Meeting, Shareholders of the Company approved and adopted the third amended and restated articles of association of the Company, which has been effective from 12 August 2022.

Save as disclosed above, there were no changes to the constitutional documents of the Company during the Fiscal Year. The latest version of the third amended and restated articles of association is available on the Company's website and the Stock Exchange's website.

Environmental, Social and Governance Report

ABOUT US

LFG Investment Holdings Limited (the "Company") together with its subsidiaries (the "Group") is an active financial services provider in Hong Kong licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). The Group principally engages in the provision of (i) corporate finance advisory services; (ii) securities and financing services; and (iii) asset management services through its main operating subsidiaries, namely Lego Corporate Finance Limited, Lego Securities Limited and Lego Asset Management Limited.

ABOUT THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

This Environmental, Social and Governance Report (the "ESG Report") explains the environmental, social and governance ("ESG") performance of the Group.

Fiscal Year

Unless otherwise stated, the ESG Report covers the activities, challenges and measures with respect to ESG aspects of the Group for the year ended 31 March 2023 (the "Fiscal Year" or "2023").

Reporting Scope

The reporting scope has been adjusted during the Fiscal Year to cover all the operations that are the Group's principal source of revenue and are disclosed in the annual report, which includes the Group's headquarters office in Hong Kong.

Reporting Framework

The ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") as contained in Appendix 27 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Information relating to the Group's corporate governance practices can be found in the Corporate Governance Report from pages 38 to 51 of the annual report. The four reporting principles, namely materiality, quantitative, balance and consistency, form the backbone of the ESG Report:

Materiality: The Group reports on issues that are considered as posing significant impacts on environment and society and are important to stakeholders. Materiality assessment was conducted to identify material issues during the Fiscal Year. The materiality of issues was reviewed and confirmed by the Board of Directors (the "Board"). For further details, please refer to the sections headed "Stakeholder Engagement" and "Materiality Assessment".

Quantitative: The Group ensures the key performance indicators ("KPIs") are measurable and accompanied by a narrative explaining its calculation methodology and applicable assumptions.

Consistency: The Group is committed that consistent methodologies will be adopted in the future ESG reports for meaningful comparison on the Group's ESG performance. If there are any changes in the scope of disclosure and calculation methods that may affect comparisons with previous reports, the Group will provide explanations for the corresponding data. As mentioned in the section headed "Reporting Scope", the reporting scope of this ESG Report has been adjusted.

Balance: The Group is committed to preparing the ESG Report on an unbiased basis. The Group ensures achievements which the Group has made and the challenges which the Group has faced are both reported.

ESG GOVERNANCE STRUCTURE

The Group is committed to maintain a high standard of corporate governance when addressing sustainable issues that profoundly affect the environment and society as a whole, which enables the Group to respond quickly to ESG challenges.

The Board has the overall responsibility for the Group's sustainability governance and is responsible for overseeing the potential impacts and risks of the ESG issues related to the Group's operation. The Board regularly reviews its performance against ESG-related targets, which cover aspects of energy conservation, emission reduction and waste management, with the aim to align with the corporate sustainability strategy, echo with international vision of carbon neutrality and enhance corporate reputation. The Board is also responsible for ensuring the effectiveness of the Group's risk management and internal control systems and approving disclosures in the ESG reports.

The Group has assigned employees from various functional departments (the "Designated Personnel") to assist in systematically managing ESG issues related to the Group and facilitate the Board's oversight of ESG issues. The Designated Personnel are responsible for collecting and analysing ESG data and assist monitoring and evaluating the Group's ESG performance, keeping track of and reviewing the progress made against the Group's ESG-related targets, ensuring compliance with ESG-related laws and regulations, conducting materiality assessment and preparing ESG reports. The Designated Personnel report to the Board and assist in assessing and identifying the Group's ESG risks and opportunities and ensuring the implementation and effectiveness of the risk management and internal control systems.

Compliance Management

Non-compliance with laws and regulations that have significant impacts on the Group's operation may lead to regulatory enforcement actions, such as fines and lawsuits. The Group has established procedures for reviewing and monitoring relevant laws and regulations compliance status regularly. Details of the compliance with the applicable laws and regulations that significantly impact the Group are set out in the appropriate sections below.

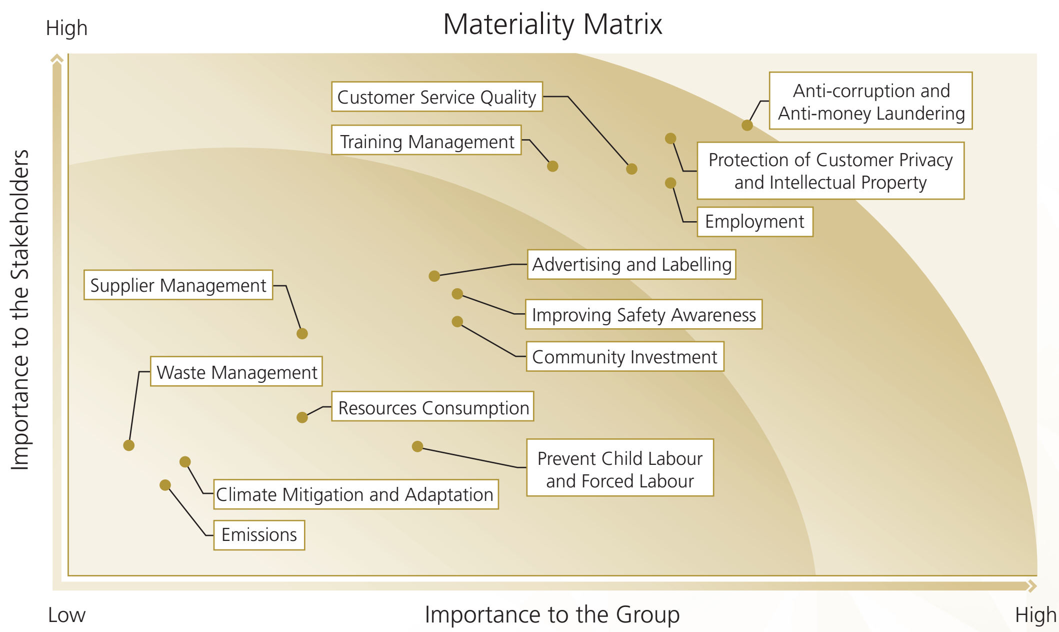
STAKEHOLDER ENGAGEMENT

The Group acknowledges the importance of effective and continuous stakeholder engagement. To understand stakeholder concerns and expectations and better serve our stakeholders, the Group has proactively engaged with various stakeholder groups through multiple communication channels on a transparent platform shown in the table below. The Group can better outline the stakeholders into its operation and ESG strategies with identified crucial environmental and social issues by continuously improving communication channels.

Stakeholders	Communication channels	Expectations
Shareholders and investors	• Corporate governance • Return on investment • Business compliance	• Financial reports • Announcements and circulars • General meeting and other shareholder meetings • Company website
The Board	• Corporate governance • Financial performance • Strategic development	• Board meetings • Board Committee meetings
Customers and business partners	• High quality products and services	• Customer support hotline • Emails
Employees	• Employees' compensation and benefits • Health and safety working environment • Career development	• Regular performance review • Training, seminars and briefing sessions • Emails and notice boards
Suppliers and subcontractors	• Sustainable supply chain	• Vendor evaluation
Regulatory bodies and government authorities	• Compliance with laws and regulations	• Company secretary • Compliance manager
Media, non-governmental organisations ("NGOs") and the public	• Involvement in communities • Environmental protection awareness	• Community investment activities • ESG reports • Media • Public welfare events

MATERIALITY ASSESSMENT

A systematic approach is adopted by the Group to conduct the annual materiality assessment in order to better understand stakeholders' views on the Group's ESG performance. Concerning the Group's business development strategy and industry practices, the Group identified and determined a list of material ESG issues, which covers five major areas: corporate governance, environmental protection, employment practice, operating practice and community investment. The Group prepared a questionnaire based on the list and invited relevant stakeholders to rate the potential material issues according to the level of importance of the ESG issues to the Group and to the stakeholders. A materiality matrix was developed based on the analysed results of the survey. The materiality matrix and the identified material topics were reviewed and confirmed by the Board and disclosed in the ESG Report. During the Fiscal Year, the Group's materiality matrix is shown below:



CONTACT US

The Group values opinions of stakeholders. If you have any questions or suggestions regarding the content of the ESG Report or the Group's ESG performance, please contact the Group by email at IR@legogroup.hk.

ENVIRONMENTAL

A1. Emissions

The Group implements strict management of emissions generated during our operations to meet the relevant emission standards. Considering the nature of our businesses, the impact of the Group's business activities on the environment and energy consumption is minimal. The Group strives to reduce the environmental impacts by integrate environmental protection into our daily business operation. To demonstrate our commitment to sustainable development, the Group has established an "Environmental Protection Policy Statement" and regularly reviewed it to ensure that the policy is implemented effectively and strictly abides by all the relevant regulations as regulatory authorities require.

During the Fiscal Year, the Group was not aware of any cases of non-compliance of environmental laws and regulations relating to air and greenhouse gas ("GHG") emissions, discharges into water and land, and generation of hazardous and non-hazardous waste, including but not limited to the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) and Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong).

Air Emissions

The Group's air emissions are mainly generated from the consumption of petrol by vehicles. A five-year plan is in place to gradually reduce the total air emissions intensity of the Group from 2022 onwards. To reduce emissions, the Group will after taking into account various consideration, actively implement the following measures:

- Regularly maintain and repair vehicles to prevent them from generating excess air emissions from broken parts;
- Phase out unqualified vehicles in accordance with the local emission regulations;
- Replace conventional vehicles with EVs to reduce emissions if necessary; and
- Encourage more videoconferencing and take public transportation if travel is necessary.

During the Fiscal Year, the total amount of air emissions of the Group decreased due to the aforesaid measures implemented by the Group.

GHG Emissions

The primary sources of GHG emissions of the Group were direct GHG emissions (scope 1) from the consumption of petrol by company vehicles and energy indirect GHG emissions (scope 2) from the consumption of purchased electricity. The Group has advocated green office to reduce the negative impact on the environment. Therefore, a five-year plan is in place to gradually reduce the total GHG emissions of the Group from 2022 onwards. Concerning the emission sources mentioned above, the Group actively adopts the following emission reduction measures to achieve the target:

- Adopt emissions reduction measures on vehicles, which are described in the section headed "Air Emissions" under this Aspect; and
- Adopt energy-saving measures, which are described in the section headed "Energy Management" in Aspect A2.

Due to the effective implementation of the Group's energy-saving measures, the total GHG emissions intensity of the Group has decreased during the Fiscal Year.

Sewage Discharge

Since the Group's operations do not generate industrial wastewater, it only produces domestic sewage. As the property management company entirely controls water supply and discharge, the Group cannot obtain water consumption and discharge data from the relevant management office. Therefore, the Group cannot provide statistical data on water consumption and discharge.

Waste Management

Hazardous Wastes

As the Group is a financial services provider, which is an office-based operation, there is no significant environmental issue was noted and no hazardous waste was generated in the business activities and therefore no relevant targets have been set. As a responsible company, the Group has established policy to handle any hazardous waste generated. The Group entrusted qualified chemical waste collector to handle such waste to comply with relevant environmental laws and regulations. As for electronic waste, the Group will dispose of it under the Producer Responsibility Scheme for Waste Electrical and Electronic Equipment ("WPRS").

Non-hazardous Wastes

Due to the Group's office-based operation, the non-hazardous waste generated in the course of the Group's daily operations is office paper. A five-year plan is in place to gradually reduce the non-hazardous waste intensity of the Group from 2022 onwards. The Group strives to reduce the amount of paper waste and strengthen the environmental awareness of employees by introducing paper-saving initiatives which adhere to the "3R" Principle, which is "Reduce, Reuse and Recycle" as follows:

- Recommend double-sided paper use;
- Set defaults to double sided printing;
- Adopt electronic communications and filing to reduce the use of paper; and
- Appoint certified third-party companies to recycle paper generated within the operation.

Through our continuous efforts, the non-hazardous wastes intensity of the Group has decreased during the Fiscal Year. Moving forward, the Group will continue to monitor wastes disposal.

A2. Use of Resources

We are committed to complying with and reviewing relevant regulations that affect ESG matters in a timely manner in order to achieve efficient use of resources, waste reduction and energy saving. Considering the nature of the businesses, the main resources consumed by the Group were electricity, petrol, and water. The Group has established an "Environmental Protection Policy Statement" to regulate the use of resources, to continuously improve the efficiency of using resources and create more significant social benefits with minor energy consumption.

Energy Management

The Group's major energy consumption are electricity consumed in office and petrol consumed by vehicles. We aim to continuously improve the efficiency of energy use in order to achieve the purpose of saving energy, A five-year plan is in place to gradually reduce total energy consumption of the Group from 2022 onwards. To better manage the use of resources and improve resource utilisation, aside from energy-saving measures for vehicles described in the section "Air Emissions" under Aspect A1, the Group has implemented key steps to reduce resources consumption, which include:

- Switch off unnecessary lighting in unoccupied areas;
- Set up timer for display monitors that automatically enter standby mode when left idled for a certain period of time;
- Switch off personal computers after office hours;
- Purchase electronic appliances with energy efficiency label;
- Maintain or replace malfunctioning facilities in a timely manner; and
- Advocate employees to take public transportation to work to achieve green travel.

Due to the effective implementation of the Group's energy-saving measures, the total energy consumption intensity of the Group has decreased during the Fiscal Year.

Water Management

The majority of Group water consumption is for domestic use. The Group has not encountered any issues with sourcing water fit for purpose for its business operations. The property management company solely controls the offices' water supply, and the offices do not have a separate water meter. Therefore, the Group cannot obtain statistical data on water consumption, and no relevant targets have been set. Nevertheless, the Group is committed to reducing water consumption. It will continue exploring ways to achieve this, such as putting notices at prominent office locations. This will promote water conservation and encourage employees to use water efficiently.

Use of Packaging Materials

As a provider of services, the Group does not provide any physical product, and therefore, the Group's business does not involve the use of packaging materials.

A3. The Environment and Natural Resources

Although the Group's existing operations are unlikely to have a material impact on the environment, it strives to minimise its impact by implementing effective measures. The Group will periodically review its "Environmental Protection Policy Statement" and enhance its environmental protection measures. The Group hopes continuous improvement will contribute to the global ecological environment.

Raising Environmental Awareness

The Group integrates green and low-carbon development into the corporate culture. The Group encourages all employees to participate in a green office. To promote environmental awareness among its employees, the Group has formulated protection measures that strictly require employees to implement. In addition, the Group also issues a guide for green practices to its employees via email. Moreover, the Group will explore more feasible and appropriate ways to raise employee awareness of the environment and natural resources.

A4. Climate Change

At present, the impact of climate change on human beings has become a global concern, and climate change is affecting all aspects of our lives. In order to mitigate the impact of climate change, the Group closely monitors the trend of global climate change and in order to mitigate the impact of the climate change, the Group has implemented the "Climate Change Policy", which outlines the Group's management approach on climate-related issues and commitment to climate mitigation, adaptation and resilience across its operations and along the value chain.

The Group implements climate risk assessment practices to identify and mitigate potential climate-related risks in its operations, including physical risks and transition risks, in accordance with the reporting framework developed by the Task Force on Climate-related Financial Disclosures ("TCFD"). Based on the above method, the Group identified risks arising from the following potential material impacts on the business:

Physical Risks

Increased frequency and severity of extreme weather events, such as typhoons, rainstorms, storms and extreme cold or hot weather events, may pose acute and chronic physical risks to the Group's business operation. It may increase the risk of power failures, supply chain disruptions, and damage to office premises. This could also disrupt the Group's service activities, reducing revenue and increasing costs to repair or restore damaged premises. Furthermore, it may endanger its employees' safety. Therefore, the Group established special work arrangements in its "Group Policy Handbook" to ensure all personnel are prepared for extreme weather conditions to reduce or avoid losses and to ensure employees' health and safety when severe weather hits its premises. The Group closely monitors the latest weather news and suggestions issued by the local government as a countermeasure.

Transition Risks

The Group expects that climate change will lead to the evolution of regulations, as the government and regulatory authorities may implement more stringent environmental laws, regulations and policies to achieve global carbon neutrality. For example, the Stock Exchange requires listed companies to strengthen climate-related disclosures in their ESG reports. As a result, the Group may incur additional compliance costs to comply with the updated regulations. Failure to meet climate change compliance requirements may expose the Group to claims and litigation. This may also damage corporate reputation. To avoid reputation risk from slow responses to climate-related trends, policies and regulations, the Group will pay close attention to changes in relevant domestic and foreign policies and regulations and industry trends and enhance its ability to address climate-related issues to make timely adjustments.

SOCIAL

B1. Employment

The success of our business depends on the continuous efforts and dedicated service of all employees. Employees are the most valuable asset to the Group. It is the policy of the Group to employ person which is suitable to the position and fit for the business. In order to attract the new and existing talents, our Group has established a diverse and fair working environment.

The Group has formulated the "Employment and Labour Practices Policy Statement" and "Group Policy Handbook", which standardize the policies, codes, and other common practices in relation to their employment. Upon joining to the Group, the employees were ensured to know clearly about their rights and responsibilities, the importance of protecting the interests and the legitimate rights of the each employee and the Group.

Competitive remuneration package has been provided for the employees. The Group has also complied with the relevant employment laws and regulations.

During the Fiscal Year, the Group was not aware of any non-compliance with laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, attendance and punctuality, professional ethics, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. The Group has fully complied with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong).

Employment Practices

The Group ensures fairness and impartiality when recruiting new talents to join for the Group's businesses. When new workforce or replacement is identified by the department manager, those requests would be communicated to the department head and chief executive officer ("CEO") of the Group for their approvals. Recruitment commences and job applicants are assessed based on their suitability for the positions and potential to fulfil the Group's current and future needs.

Remuneration packages are generally structured by reference to market terms, individual qualifications, experience and merits. Salaries are normally reviewed on a regular basis. Discretionary year end payment, if any, will be offered based on the individual's performance appraisals and other relevant factors, like the Group's operating results and market condition. Salary increment and promotion opportunities would also be available when one's job performance, attitudes, qualification exceed and meet certain expectation.

Additional to the basic salary and Mandatory Provident Fund, the Group also offers employees with other rights and benefits, including statutory holidays, annual leaves, marriage leave, examination leave, jury service leave, etc. The Group also provides medical insurance to their employees. Business travel insurance is also applicable to all permanent full-time employees who require having their business trips.

The Group does not tolerate the dismissal of employees on any unreasonable basis. Management will assess all cases with the Department Head and Human Resources Department to ensure there are reasonable grounds and applicable laws and regulations in Hong Kong have been complied before action.

The Group understands the importance of diversity in a professional team, and continuously promotes fairness and impartiality for the staff composition in term of various aspects, including different genders, ages, nationalities, races, ethnicity, religion, family roles, family composition, sexual orientation, political beliefs, social status, etc. The Group also targets on eliminating all form of discrimination within the operations. Employees should enjoy mutual respect and equal opportunities in employment, training and career development.

The Group values feedback from employees and provides a responsive platform. The Group has established an effective communication channel for their staff to voice out their work related or other opinions relevant to the Group. Their suggestions would be highly appreciated, if applicable, the Department Head would then initiate the improvement through Human Resources Department and CEO's acceptance. These, undoubtedly improve efficiency of the Group's operation.

B2. Health and Safety

The Group believes that health and safety is an integral part of its overall business performance and has always attached importance to the health and work safety of its employees. Although the working environment within the Group does not expose employees to significant safety hazards due to the Group's business nature, it strives to provide its employees a healthy and safe working environment. To minimise the possibility of workplace injuries, illnesses, or occupational hazards, the Group's "Employment and Labour Practices Policy Statement" stipulates occupational health and safety measures.

The Group was not aware of any non-compliance with relevant laws and regulations in relation to health and safety. Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) is the applicable law in this aspect. In the recent three years (including the Fiscal Year), there were no work-related fatalities within the Group. The Group also did not suffered of any lost working days due to the work-related injuries issue during the Fiscal Year.

Occupational Health and Safety

The Group maintains several measures and good practices to minimize the occupational hazards in office operations, for example, by maintaining the Group's physical assets in good condition to reduce any dangerous issues due to aging and damage of office furniture and equipment. Furthermore, The Group participates in regular fire drills to raise employees' safety and fire prevention awareness. Besides, the Group also purchased the medical insurance and compensation insurance during the Fiscal Year to protect the interest of employees. The staff could assess the details of medical scheme from Human Resources Department.

The COVID-19 Pandemic was still severe during the majority of the Fiscal Year. The Group has placed many precautionary measures to take care the health and emotional aspects of each employee. Those measures, including but not limited to the increase frequency in cleaning and disinfection of the office areas, work from home if employee subjected to compulsory COVID-19 testing or having positive COVID-19 testing result, encouraging the employee to receive the COVID-19 vaccination after consideration of any medical advice, compulsory wearing of surgical masks in the office until the government has ended the mask mandate during the Fiscal Year. The Group regularly promotes employees the importance of maintaining personal hygiene.

B3. Development and Training

The Group values employee as an important assets to the Group, therefore the Group is committed to cultivating a talent team, promoting continuous professional development, providing employees with necessary learning and training opportunities to improve their professional knowledge and industry skills and enhance their working performance, thus, achieving the corporate goals.

Training Plans

The Group has regularly arranged various training to employees based on their needs in the position and the Group's business development. The Group encouraged the employee to take training courses and subsidized partially or fully to employee base on the course's relevancy. Topics including but not limit to money laundering, sponsor due diligence, listing of companies and regulatory compliance, have been arranged. The Compliance Department is responsible to ensure the licensed individual for the completion of sufficient continuing professional training hours per calendar year for each regulated activity and maintain the record.

The Group has regularly evaluated with employee through annual performance appraisals and identified areas for adequate training, personal development and career advancement. By collecting feedback from employees, the Group is capable to diversify the variety of the courses or seminars and offer adequate supports for employees' career development.

B4. Labour Standards

Due to the business nature of the Group, the risk of child and forced labour is relatively low. The Group remains vigilant and has zero tolerance in all forms of child and forced labour, it takes all necessary steps to eliminate such practices. During the Fiscal Year, the Group was not aware of any non-compliance with laws and regulations nor any cases of child labour or forced labour in relation to employment and labour standards, including but not limited to the Employment Ordinance (Chapter 57 of the Laws of Hong Kong).

Prevention of Child and Forced Labour

The Group has detailed all recruitment procedures and requirements in the "Group Policy Handbook". With a comprehensive recruitment process and employment procedures, the Group prohibits the employment of child labour or forced labour at the source. During the recruitment process, the age and relevant qualification of all employees of the Group are verified. During the employment process, the Group requests the staff to complete the staff record and provide valid identity document for the verification of actual age by the Human Resources Department before commencement of the employment. Applicants who fail to meet the legal requirements will not be hired. The Group will immediately conduct investigations and impose punishment when irregularities are identified.

The "Group Policy Handbook" details all the relevant terms and conditions of employees' duties and rights as well as working hours and overtime regulations. Overtime arrangements must be agreed to with respect to the employees voluntarily in the "Employment Contract". Any indication of forced labour will be stopped and investigated. The Group will take corrective action to address the issue at the highest level, also review and amend its policies and procedures regularly.

B5. Supply Chain Management

Due to the business nature, the Group does not have material procurement and production of any physical products. The suppliers of the Group mainly include professional services providers, property management company, office supplies vendors, etc. The Group has formulated the "Supply Chain Management, Product Responsibility and Anti-corruption Policy Statement" to cover the practice on how to achieve a responsible supply chain management.

During the Fiscal Year, the Group had a total of around 20 suppliers, 19 located in Hong Kong and 1 from Cayman Islands.

Procurement Mechanism

The Group selects its suppliers through regularly review of their performance in terms of quality, price, environmental, social and ethical values during sourcing stage. To ensure the fair selection has been in place, at least three quotations must be obtained when procuring products or services with fee more than HK$50,000. It was then subject to the approval from Department Head and the CEO of the Group and final decision among quotation must be documented and filed properly by the Administrative Department.

Supply Chain Environmental and Social Risk Management

The Group concerns about the social, ethical and environmental performance of the suppliers. In order to develop a sustainable relationship with the suppliers, the Group makes use of questionnaire to assess and understand their environmental (e.g. resource efficiency, waste) and social performance (e.g. labour practices, human rights, business ethics, animal welfare) and to consider whether their behaviors could fulfil the environmental, community and corporate sustainable needs. The Group values the sustainable procurement principles and has formulated the "Sustainable Supply Chain Policy" to monitor the environmental and social risks along the supply chain.

B6. Product Responsibility

As a financial services provider, the Group values and respects the rights of customers. When delivering various financial products or providing financial services to the customers, the Group clearly explains the relevant risks associated to their clients. "Supply Chain Management, Product Responsibility and Anti-corruption Policy Statement" has been stipulated to promote the quality services.

During the Fiscal Year, the Group has complied with laws and regulations in relation to products and services provided. The relevant rules include Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), the SFO, the Listing Rules, etc. Due to the nature of financial services, no health and safety issues relating to products and services and no recall of products due to the reasons of health and safety.

Service Quality

The Group focuses on the quality of services provided to their customers as service quality is a critical factor impacting the Group's success. The Group always maintains high quality standard of its services and requires their employee to perform and deliver high quality of services according to the "Compliance Manual" and "Group Policy Handbook". Employees have to act in a professional manner and maintain high reputation on behalf of the Group. The Group also observes and updates with the best market practice and clearly communicates them to the employee for the prevention of any business misconducts.

The Group values the customers' feelings and maintains a friendly relationship with them at all times. For identification of any misconducts and poor experience encountered by the customers, the Group has established a complain system. The Group has detailed its complaints handling procedures in the manual and all the complaints are handled promptly and appropriately. The Compliance Department shall file the completed Complaint Form of every case and keep them in the complaints register. Detailed investigations shall be involved when the merits of the complaint confirmed. The Group tries to retain them by improving their experience and develops their loyalty towards the Group. Depending on the seriousness of the subject matter in the complaint, those cases would be handled by Compliance Department, senior management, or further report to the SFC.

During the Fiscal Year, there were no complaints received.

Customer Privacy Protection

The Group is well aware of the concerns of stakeholders on data privacy and understands that it is essential to maintain confidence and prevent customer loss. The Group and their employees always complied with the Personal Data (Privacy) Ordinance (Cap. 486) and any relevant codes of practice issued by the Privacy Commissioner for Personal Data when handling such information.

Upon new staff joining to the Group, they require to sign a Staff Declaration Form to ensure they would protect and safeguard the customer information. The Group also developed several measures to protect the customers data stored, including Chinese Wall and restricted access right to folders with clients' data. Unauthorized hardware and software installation are strictly prohibited. These effectively reduce the leakage of customer information.

Intellectual Property Rights

The Group understands the value of the intellectual property rights. Relevant guideline has been stated clearly in the "Group Policy Handbook" within the Group. No violations of copyright, trade secret, patent or other intellectual property is permitted. Employees are not allowed to install or distribute of pirated software or software that are not licensed for use by the Group. Unauthorized copying of copyrighted materials, like digitization and distribution of photographs from magazines, books or other copyrighted sources are also strictly prohibited. The Group will keep on monitoring to ensure no infringement of any intellectual property rights.

Advertising and Labelling

Due to the nature of the Group's business, it conducts only limited advertising campaigns. As a result, advertising-related risks are not significant. In rare cases, the Group should ensure advertisements the marketing materials are accurate and not misleading, pre-approval from the Management Committee is required before publication, distribution, issuance, or other dissemination. Further approval is required by the SFC before publish. The Group has complied with laws and regulations related to advertising and labeling.

B7. Anti-corruption

The Group is committed to upholding high standards of business ethics and integrity as a financial services provider; it also strongly emphasizes honesty and fairness as core values in all its operations. The Group believes that adhering to these values can ensure customer trust, protect the Group's reputation and maintain a competitive advantage in the marketplace. Furthermore, the Group's commitment to honesty and fairness promotes a culture of transparency and accountability. This is essential for building trust and successful business partnerships. The Group is committed to its "Supply Chain Management, Product Responsibility and Anti-corruption Policy Statement". It ensures that the services offered comply with applicable laws and regulations in Hong Kong and the professional code of conduct.

During the Fiscal Year, the Group was not aware of any non-compliance cases against relevant laws and regulations, including but not limited to the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong) and Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong). During the Fiscal Year, the Group and the employees of the Group were not involved in any concluded legal cases in relation to corruption.

Anti-corruption and Integrity

The Board and its committees of the Group demonstrate a strong commitment to anti-corruption business practices and zero-tolerance of corruption and fraud. As a financial services provider, prevention and detection of money laundering is part of the core social responsibilities. The Group believes that effective monitoring and supervision can help the prevention and elimination of corruption and other fraudulent practices at source. Standard and the responsibilities of employees in preventing money laundering and terrorist financing have been outlined in the "Compliance Manual", employees are required to file for any conflict of interest to ensure independence and neutrality of the services provided. For customers, the Group also conducts pre-engagement assessment of the customer to ensure there is no conflict of interest or ethical business risks from potential customers. The Group will monitor and review regularly to ensure that the anti-corruption measures are effective and up-to-date.

At the same time, the Group also provide training and regularly communication to directors and employees through organizing seminars on anti-corruption business ethics, anti-money laundering and anti-terrorist financing in order to enhance their self-discipline awareness and emphasize the importance of compliance and business conduct. During the Fiscal Year, each director and employee of the Group received approximately an hour of anti-corruption training. The Group believes the awareness of ethics and corruption issues of the Board, and employees can be enhanced by training. Also, it helps to familiarize the Board and employees at various levels with their corresponding roles and responsibilities.

Whistle-blowing Mechanism

The Group educates all employees on anti-corruption awareness and encourages them to report any corruption or fraud activities. Additionally, comprehensive whistle-blowing channels have been established to ensure employees report any relevant suspicious matters in a safe, reliable and confidential manner, the Group will promptly conduct inspections and takes necessary measures while protecting the whistle-blower's identity to prevent conflicts of interest or behaviour that may harm the Group and its stakeholders. The Group will monitor and review the whistle-blowing mechanism's effectiveness regularly.

B8. Community Investment

The Group actively fulfills its social responsibilities and regards public welfare and community services as an important way to create social value. The Group encourage and supports employees to participate in public welfare and charity activities and carry out diversified volunteer service activities, it provides extra charity leaves for encouraging employees to take part in community volunteer activities as to demonstrate important forces for fulfilling social responsibility and creating social value. The Group has formulated the "Community Investment Policy Statement", with the following commitments:

- Promote a responsible corporate culture within the Group;
- Encourage and arrange staff to participate in voluntary services and charity activities; and
- Leverage its expertise to contribute to the community where it operates.

PERFORMANCE SUMMARY

A. Environmental Performance

Category	Unit	2023	2022
Air Emissions[1]			
Nitrogen oxides (NO_x)	kg	1.59	1.65
Sulphur oxides (SO_x)	kg	0.05	0.05
Particulate matter (PM)	kg	0.12	0.12
GHG Emissions[2]			
Scope 1 — Direct GHG emissions			
• Combustion of fuels in mobile sources	tCO_2e	8.83	9.45
Scope 2 — Energy indirect GHG emissions			
• Purchased electricity	tCO_2e	47.17	47.36
Total GHG emissions (Scope 1 and 2)	tCO_2e	56	56.81
Total GHG emissions intensity[3]	tCO_2e/square foot	0.01	0.01
Waste Management			
Total non-hazardous wastes			
• Paper[4]	tonnes	0.31	0.62
Total non-hazardous wastes intensity	kg/square foot	0.05	0.09
Use of Resources[5]			
Direct energy consumption			
• Petrol	MWh	32.17	34.43
Indirect energy consumption			
• Purchased electricity	MWh	66.44	66.70
Total energy consumption	MWh	98.61	101.13
Total energy consumption intensity	MWh/square foot	0.01	0.02

B. Social Performance

Category[6]	Unit	2023	2022
Employee breakdown			
Total	Number	45	46
By gender			
Male	Number	21	28
Female	Number	24	18
By age group			
Below 30	Number	13	14
30 to 50	Number	27	30
Over 50	Number	5	2
By employment type			
Full-time	Number	45	45
Part-time	Number	–	1
By geographical region			
Hong Kong	Number	45	46
Employee turnover rate			
Total[7]	Percentage	27.59%	38.38%
By gender[8]			
Male	Percentage	31.11%	41.38%
Female	Percentage	23.81%	34.15%
By age group[8]			
Below 30	Percentage	26.09%	74.07%
30 to 50	Percentage	30.19%	26.47%
Over 50	Percentage	18.18%	–
By geographical location[8]			
Hong Kong	Percentage	27.59%	38.38%
Percentage of employees trained			
Total[9]	Percentage	100.00%	100.00%
By gender[10]			
Male	Percentage	46.67%	60.87%
Female	Percentage	53.33%	39.13%

Category[6]	Unit	2023	2022
By employee category[10]			
Senior management	Percentage	22.22%	21.74%
Middle management	Percentage	15.56%	15.22%
General employee	Percentage	62.22%	63.04%
<u>Average training hours</u>			
Total[11]	Hours	7.71	4.52
By gender[12]			
Male	Hours	11.52	5.36
Female	Hours	4.38	3.22
By employee category[12]			
Senior management	Hours	12	5.50
Middle management	Hours	10	5.00
General employee	Hours	5.61	4.07

Notes:

1. The calculation method of air emissions is based on "How to prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

2. GHG emission data is presented in terms of carbon dioxide equivalent. The calculation method is based on, including but not limited to, "How to prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange and the "Sustainability Report 2022" released by HK Electric Investments Limited.

3. During the Fiscal Year, the total floor area of the Group was approximately 6,668 square feet (2022: 6,668 square feet). This data will also be used to calculate other intensity data.

4. The figure only includes papers of confidential documents collected by certified recycler.

5. The unit conversion method of energy consumption data is based on the "Energy Statistics Manual" issued by the International Energy Agency.

6. Due to the optimisation of the data collection system during the Fiscal Year, the social KPIs data are disclosed from 2022 onwards. Data regarding the Group's workforce are recorded as at 31 March 2023.

7. The overall employee turnover rate is calculated by dividing the total number of employees leaving employment during the Fiscal Year by the average number of employees at the beginning and the end of the Fiscal Year.

8. The employee turnover rate for each category is calculated by dividing the number of employees leaving employment in the specified category during the Fiscal Year by the average number of employees in the specified category at the beginning and end of the Fiscal Year.

9. This percentage is calculated by dividing the total number of employees who took part in training during the Fiscal Year by the total number of employees at the end of the Fiscal Year.

10. The breakdown of employees trained by category is calculated by dividing the number of employees in the specified category who took part in training during the Fiscal Year by the total number of employees who took part in training during the Fiscal Year.

11. The average training hours completed per employee is calculated by dividing the total number of training hours during the Fiscal Year by the total number of employees at the end of the Fiscal Year.

12. The average training hours completed per employee by category is calculated by dividing the number of training hours for employees in the specified category during the Fiscal Year by the number of employees in the specified category at the end of Fiscal Year.

CONTENT INDEX OF THE ESG REPORTING GUIDE OF THE STOCK EXCHANGE

Mandatory Disclosure Requirements	Section/Declaration
Governance Structure	ESG Governance Structure
Reporting Principles	About the Environmental, Social and Governance Report — Reporting Framework
Reporting Boundary	About the Environmental, Social and Governance Report — Reporting Scope

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect A1: Emissions		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
KPI A1.1	The types of emissions and respective emissions data.	Performance Summary
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Performance Summary
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Not applicable — explained
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Performance Summary
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	Emissions — Air Emissions, GHG Emissions
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Emissions — Waste Management

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Performance Summary
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Not applicable — explained
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them	Use of Resources — Energy Management
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources — Water Management
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Not applicable — explained
Aspect A3: The Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	The Environment and Natural Resources
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources — Raising Environmental Awareness
Aspect A4: Climate Change		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change — Physical Risks, Transition Risks

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect B1: Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Performance Summary
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Performance Summary
Aspect B2: Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety
KPI B2.2	Lost days due to work injury.	Health and Safety
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety — Occupational Health and Safety, Response to COVID-19 Pandemic

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect B3: Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Performance Summary
KPI B3.2	The average training hours completed per employee by gender and employee category.	Performance Summary
Aspect B4: Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards — Prevention of Child and Forced Labour
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards — Prevention of Child and Forced Labour
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply Chain Management — Procurement Mechanism
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management — Supply Chain Environmental and Social Risk Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management — Procurement Mechanism

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect B6: Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Not applicable — explained
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility — Intellectual Property Rights
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility — Service Quality
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility — Customer Privacy Protection

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect B7: Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption
KPI B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored.	Anti-corruption — Whistle-blowing Mechanism
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption — Anti-corruption and Integrity
Aspect B8: Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment — Corporate Social Responsibility
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment — Corporate Social Responsibility

Independent Auditor's Report

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INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF LFG INVESTMENT HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of LFG Investment Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 82 to 168, 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.

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.

KEY AUDIT MATTERS (Continued)

Impairment assessment of accounts receivable from corporate advisory and other services

As disclosed in note 17 to the consolidated financial statements, as at 31 March 2023, the Group had accounts receivable from corporate advisory and other services of approximately HK$9,470,000, net of impairment.

Assessing impairment of accounts receivable arising from corporate advisory and other services is a subjective area as it requires application of significant judgement and uses of estimates. Management performed periodic assessment on the recoverability of the accounts receivable and the sufficiency of impairment based on information including credit profile of different customers, historical settlement records, expected timing and amount of realisation of outstanding balances. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses ("ECLs") for the impairment assessment.

We had identified impairment of these accounts receivable as a key audit matter because significant judgements had to be made for the assessment of the recoverability for each debtor including service history, credit history and estimated future cash flows.

Our response:

The audit procedures to address the impairment of these accounts receivable included the followings:

- Understanding, evaluating and validating the controls over the impairment assessment of accounts receivable arising from corporate advisory and other services, which related to management's identification of events that might trigger the increase in default rate;

- Assessing, together with our internal valuation specialists, the reasonableness of management's loss allowance estimates on accounts receivable by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current conditions and forward-looking information and examining the actual losses recorded during the current period and assessing whether there was an indication of management bias when recognising loss allowances;

- Testing the accuracy of the ageing of receivable balances on a sample basis;

- Testing on large individual aged receivable balances, understanding the rationale for management's provision decisions by reference to payment patterns during the period as well as other information available;

- Re-performing management's calculation of loss allowances under the ECLs model which grouped together all the receivables with similar risk characteristics and based on the probability of default, exposure at default and loss given default; and

- Assessing the subsequent settlement of the customers after the reporting date to consider any additional provision required.

KEY AUDIT MATTERS (Continued)

Impairment assessment of accounts receivable from securities margin financing services

As disclosed in note 17 to the consolidated financial statements, as at 31 March 2023, the Group had accounts receivable from securities margin financing services of approximately HK$127,712,000, net of impairment.

Assessing impairment of accounts receivable from securities margin financing services is a subjective area as it requires application of significant judgement and uses of estimates. At each reporting date, the Group assesses whether there has been a significant increase in credit risk of default ("SICR") occurring over the expected life of the individual receivable between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information, and forward-looking analysis. Judgement is applied in assessing customers that may default and identifying evidence of impairment which include assessment on creditworthiness of customers, their repayment history, and application of collateral ratio, that is the level of securities collateral in proportion to the outstanding receivables balance. Estimates are used in assessing the recoverable amount of the securities collateral.

We had identified impairment of these accounts receivable as a key audit matter because significant judgements had to be made for the assessment of the recoverability for each debtor including financing history, credit history, value of underlying securities and estimated future cash flows.

Our response:

The audit procedures to address the impairment of these accounts receivable included the followings:

- Understanding, evaluating and validating the controls over the impairment assessment of accounts receivable from securities margin financing services, which related to management's identification of events that might trigger the SICR of accounts receivable and events of default;

- Testing the appropriateness of the Group's determination of SICR and the basis of classification of exposures into the 3 stages as required by Hong Kong Financial Reporting Standard 9 "Financial Instruments" by checking to margin clients overdue information, collateral ratio and other factors determining the stage classification as determined by the Group;

- Assessing, on a sample basis, the recoverability of the outstanding receivables through our discussion with management and with reference to credit profiles of the clients, available data, information and the latest correspondence with clients and checking subsequent settlements;

- Assessing, together with our internal valuation specialists, the reasonableness of the Group's criteria for assessing if there has been a SICR and whether allowances for financial assets should be measured on a life time ECLs basis and the qualitative assessment;

- Re-performing management's calculation of loss allowances under the ECLs model which grouped together all the receivables with similar risk characteristics and based on the probability of default, exposure at default and loss given default; and

- Assessing the subsequent settlement of the clients after the reporting date to consider any additional provision required.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, 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.

DIRECTORS' RESPONSIBILITIES 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 the 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 are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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 HKSAs 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.

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

As part of an audit in accordance with HKSAs, 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.

- 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 with 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 those charged with governance, 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.

BDO Limited
Certified Public Accountants

Lau Kin Tat, Terry
Practising Certificate no. P07676

Hong Kong, 23 June 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Revenue	6		
Corporate finance advisory services		**37,056**	70,940
Securities and underwriting services		**13,599**	14,748
Interest income from margin financing services		**15,404**	9,125
Asset management services		**420**	–
Investment fund		**(19,606)**	(16,668)
Total revenue		**46,873**	78,145
Other income and gains or losses, net	7	**15,748**	13,511
Staff costs	8	**(43,047)**	(48,046)
Other expenses		**(28,294)**	(32,210)
Bad debt expenses		**(30)**	(781)
Expected credit loss on accounts receivable	17	**(2,583)**	(10,200)
Expected credit loss on other receivables	18	**(6,172)**	(212)
Finance costs	10	**(4,046)**	(905)
Loss before income tax expenses	8	**(21,551)**	(698)
Income tax expenses	11	**(1,233)**	(2,836)
Loss for the year		**(22,784)**	(3,534)
Other comprehensive expense for the year:			
Item that will not be reclassified subsequently to profit or loss:			
Net change in financial assets at fair value through other comprehensive income		**–**	(571)
Other comprehensive expense for the year		**–**	(571)
Total comprehensive expense for the year		**(22,784)**	(4,105)

	Notes	2023 HK$'000	2022 HK$'000
Loss for the year attributable to:			
Owners of the Company		**(22,684)**	(3,294)
Non-controlling interests		**(100)**	(240)
		(22,784)	(3,534)
Total comprehensive expense for the year attributable to:			
Owners of the Company		**(22,684)**	(3,865)
Non-controlling interests		**(100)**	(240)
		(22,784)	(4,105)
Loss per share from loss for the year attributable to owners of the Company:	13		
Basic and diluted loss per share		**(5.6 HK cents)**	(0.8 HK cents)

Consolidated Statement of Financial Position

As at 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Non-current assets			
Property, plant and equipment	14	**1,888**	2,808
Intangible asset	15	**500**	500
Deposits and prepayments	18	**1,134**	1,149
Right-of-use assets	25	**5,554**	10,860
Investment in life insurance policy	35	**3,467**	3,380
		12,543	18,697
Current assets			
Financial assets at fair value through profit or loss	16	**40,160**	80,567
Accounts receivable	17	**137,607**	128,925
Other receivables, deposits and prepayments	18	**3,591**	4,651
Pledged bank deposit	19	**10,008**	10,000
Cash and cash equivalents — held on behalf of customers	20	**36,636**	24,146
Cash and cash equivalents	21	**21,038**	47,031
		249,040	295,320
Current liabilities			
Accounts payable	22	**57,101**	55,038
Accruals and other payables	23	**5,105**	9,192
Other financial liabilities	24	**17,523**	32,765
Lease liabilities	25	**5,108**	5,038
Convertible bonds	26	**1,170**	1,170
Deferred revenue	6	**2,021**	4,813
Bank borrowings	27	**24,788**	29,938
Tax payables		**393**	53
		113,209	138,007
Net current assets		**135,831**	157,313
Total asset less current liabilities		**148,374**	176,010
Non-current liabilities			
Lease liabilities	25	**242**	5,498
Net assets		**148,132**	170,512

	Notes	2023 HK$'000	2022 HK$'000
Equity			
Share capital	28	**4,060**	4,060
Share premium		**110,371**	110,371
Reserves	29	**32,645**	54,925
Equity attributable to owners of the Company		**147,076**	169,356
Non-controlling interests		**1,056**	1,156
Total equity		**148,132**	170,512

On behalf of the directors

Mui Ho Cheung Gary
Director

Ng Siu Hin Stanley
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

	Attributable to owners of the Company								
	Share capital HK$'000 (note 28)	Share premium HK$'000	Share option reserve HK$'000 (note 29)	Revaluation reserve HK$'000 (note 29)	Other reserve HK$'000 (note 29)	Retained earnings/ (Accumulated losses) HK$'000 (note 29)	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 April 2022	4,060	110,371	5,234	–	36,311	13,380	169,356	1,156	170,512
Loss for the year	–	–	–	–	–	(22,684)	(22,684)	(100)	(22,784)
Total comprehensive expense for the year	–	–	–	–	–	(22,684)	(22,684)	(100)	(22,784)
Recognition of equity settled share-based payment (note 30)	–	–	404	–	–	–	404	–	404
Lapse of share options	–	–	(2,321)	–	–	2,321	–	–	–
At 31 March 2023	4,060	110,371	3,317	–	36,311	(6,983)	147,076	1,056	148,132

	Attributable to owners of the Company								
	Share capital HK$'000 (note 28)	Share premium HK$'000	Share option reserve HK$'000 (note 29)	Revaluation reserve HK$'000 (note 29)	Other reserve HK$'000 (note 29)	Retained earnings/ (Accumulated losses) HK$'000 (note 29)	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 April 2021	4,060	110,371	5,074	31	36,311	16,408	172,255	1,396	173,651
Loss for the year	–	–	–	–	–	(3,294)	(3,294)	(240)	(3,534)
Other comprehensive expense:									
Net change in financial assets at fair value through other comprehensive income	–	–	–	(571)	–	–	(571)	–	(571)
Total comprehensive expense for the year	–	–	–	(571)	–	(3,294)	(3,865)	(240)	(4,105)
Recognition of equity settled share-based payment (note 30)	–	–	966	–	–	–	966	–	966
Lapse of share options	–	–	(806)	–	–	806	–	–	–
Transfer of reserve upon derecognition of investment in an equity instrument measured at fair value through other comprehensive income	–	–	–	540	–	(540)	–	–	–
At 31 March 2022	4,060	110,371	5,234	–	36,311	13,380	169,356	1,156	170,512

Consolidated Statement of Cash Flows

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Cash flows from operating activities			
Loss before income tax expenses		**(21,551)**	(698)
Adjustments for:			
Investment fund	6	**19,606**	16,668
Interest income	7	**(53)**	(13)
Share of results of consolidated investment fund attributable to other redeemable participating shareholders	7	**(15,938)**	(13,544)
(Gain)/loss on fair value change of investment in life insurance policy	7	**(87)**	543
Loss on write-off of property, plant and equipment	7	**–**	3
Gain on disposal of financial asset at fair value through other comprehensive income	7	**–**	(540)
Depreciation of property, plant and equipment	8	**920**	965
Depreciation of right-of-use assets	8	**5,306**	5,306
Expected credit loss on accounts receivable		**2,583**	10,200
Expected credit loss on other receivables		**6,172**	212
Bad debts expenses		**30**	781
Equity settled share-based payment expenses	8	**404**	966
Finance costs	10	**4,046**	905
Operating profit before working capital changes		**1,438**	21,754
Decrease/(increase) in financial assets at fair value through profit or loss		**20,121**	(7,624)
Increase in accounts receivable		**(11,265)**	(8,719)
Increase in other receivables, deposits and prepayments		**(5,837)**	(902)
Increase in pledged bank deposit		**(8)**	(5,000)
(Increase)/decrease in cash and bank balances — held on behalf of customers		**(12,490)**	32,763
Increase/(decrease) in accounts payable		**2,063**	(41,585)
(Decrease)/increase in accruals and other payables		**(4,087)**	1,756
Decrease in deferred revenue		**(2,792)**	(816)
Cash used in operations		**(12,857)**	(8,373)
Interest received		**1,242**	3,223
Dividend received		**201**	577
Income tax paid		**(893)**	(2,276)
Interest paid on margin financing		**(266)**	(248)
Net cash used in operating activities		**(12,573)**	(7,097)

	Notes	2023 HK$'000	2022 HK$'000
Cash flows from investing activities			
Purchase of property, plant and equipment	14	–	(346)
Investment in life insurance life policy		–	(3,923)
Proceeds from disposal of financial assets at fair value through other comprehensive income		–	540
Net cash used in investing activities		–	(3,729)
Cash flows from financing activities			
Interest paid on bank borrowings	31	**(1,424)**	(484)
Interest paid on other borrowings	31	**(2,250)**	–
Interest paid on lease liabilities	31	**(106)**	(173)
Payment of principal portion of lease liabilities	31	**(5,186)**	(5,667)
Proceeds from issue of redeemable participating shares	31	**696**	5,828
Payment for redemption of redeemable participating shares	31	–	(4,680)
Proceeds from other borrowings	31	**25,000**	–
Repayment of other borrowings	31	**(25,000)**	–
Proceeds from bank borrowings	31	**25,000**	24,938
Repayment of bank borrowings	31	**(30,150)**	–
Net cash (used in)/generated from financing activities		**(13,420)**	19,762
Net (decrease)/increase in cash and cash equivalents		**(25,993)**	8,936
Cash and cash equivalents at the beginning of the year		**47,031**	38,095
Cash and cash equivalents at the end of the year		**21,038**	47,031

1. GENERAL INFORMATION

LFG Investment Holdings Limited (the "Company") is an exempted company with limited liability incorporated in the Cayman Islands. Its issued shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and its principal place of business in Hong Kong is located at Room 1601, 16th Floor, China Building, 29 Queen's Road Central, Hong Kong.

The Company is an investment holding company and, together with its subsidiaries (collectively referred to as the "Group"), are principally engaged in corporate finance advisory services, securities and financing services and asset management services.

In the opinion of the directors, the Company's ultimate parent is Lego Financial Group Limited ("LFGL"), a company incorporated in the British Virgin Islands (the "BVI").

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new or revised HKFRSs — effective on or after 1 April 2022

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 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
Annual Improvements to HKFRSs 2018–2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

None of these new or amended HKFRSs has a material impact on the Group's results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective

The following new or amended HKFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 10 and HKAS 28 (2011)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback[2]
HKFRS 17	Insurance Contracts[1]
Amendments to HKFRS 17	Insurance Contracts[1, 5, 6]
Amendment to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information[6]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current (the "2020 Amendments")[2, 4]
Amendments to HKAS 1	Non-current Liabilities with Covenants (the "2022 Amendments")[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 No mandatory effective date yet determined but available for adoption

4 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion

5 As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

6 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

Except for the impact mentioned below, the directors of the Company anticipate that the application of the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the Hong Kong Institute of Certified Public Accountants ("HKICPA") in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKFRS 16, Lease Liability in a Sale and Leaseback

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 April 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

HKFRS 17, Insurance Contracts

HKFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, HKFRS 17 will replace the existing HKFRS 4 Insurance Contracts. The standard applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of the standard is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in HKFRS 4, which are largely based on grandfathering previous local accounting policies, the standard provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of the standard is the general model, supplemented by:

- a specific adaptation for contracts with direct participation features (the variable fee approach); and
- a simplified approach (the premium allocation approach) mainly for short-duration contracts.

HKFRS 17 is effective for reporting periods beginning on or after 1 January 2023. Early application is permitted, provided the entity also applies HKFRS 9 and HKFRS 15 on or before the date it first applies HKFRS 17.

The standard is not expected to have any impact on the Group.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 17, Insurance Contracts

The amendments include changes to simplify certain requirements in the standard and make financial performance easier to explain. The amendments also provide additional reliefs to reduce the effort required for the transition to HKFRS 17. In addition, the amendments defer the effective date of HKFRS 17 to annual reporting periods beginning on or after 1 January 2023 with earlier application permitted. As a result of the deferral, the HKICPA issued the amendments to HKFRS 4 to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023.

The amendments are not expected to have any impact on the Group.

Amendment to HKFRS 17, Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information

The amendment is a transition option relating to comparative information about financial assets presented on initial application of HKFRS 17, which helps to avoid temporary accounting mismatches between financial assets and insurance contract liabilities, and improve the usefulness of comparative information for users of consolidated financial statements. An entity that chooses to apply the transition option set out in this amendment shall apply it on initial application of HKFRS 17.

The amendment is not expected to have any impact on the Group.

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's consolidated financial statements.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

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

The amendments require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

Amendments to HKAS 8 — Definition of Accounting Estimates

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in consolidated financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

Amendments to HKAS 12 — Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for certain financial and non-financial instruments, which are measured at fair values as explained in the accounting policies below.

(c) Functional and presentation currency

The consolidated financial statements are presented in Hong Kong Dollars ("HK$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand ("HK$'000") unless otherwise stated.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (collectively referred to as the "Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

Changes in the Group's interests in a subsidiary that do not result in a loss of control of the subsidiary are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain 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. Amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for on the same basis as would be required if the relevant assets or liabilities were disposed of.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists, the Company considers all relevant facts and circumstances, including:

- the size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- substantive potential voting rights held by the Company and other parties who hold voting rights;
- other contractual arrangements; and
- historic patterns in voting attendance.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of asset and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchases price first to financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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 recognised as an expense in profit or loss during the period in which they are incurred.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Property, plant and equipment (Continued)

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The estimated useful lives, estimated residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The estimated useful lives are as follows:

Leasehold improvements	Over the terms of leases or 33% whichever is shorter
Computer and equipment	20%–33%
Office furniture and equipment	20%
Motor vehicles	20%

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(e) Leases

The Group as lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term of 12 months or less and do not contain purchase option. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset is initially recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Except for right-of-use asset that meets the definition of an investment property or a class of property, plant and equipment to which the Group applies the revaluation model, the Group measures the right-of-use asset applying a cost model. Under the cost model, the Group measures the right-to-use asset at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases (Continued)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the lessee's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) exercise price of a purchase option, if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for COVID-19-Related Rent Concessions applies, if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Intangible asset

Trading right held in the Stock Exchange is classified as an intangible asset. Trading right has an indefinite useful life and is carried at cost less accumulated impairment losses. Trading right has no foreseeable limit to the year over which the Group can use to generate net cash flows. As a result, the trading right is considered by the management of the Group as having an indefinite useful life because it is expected to contribute net cash inflows indefinitely. Trading right will not be amortised until its useful lives are determined to be finite.

(g) Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

Financial assets with embedded derivatives are considered in their entirely when determining whether their cash flows are solely payment of principal and interest.

There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(i) Financial assets (Continued)

Debt instruments (Continued)

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECLs") on financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within 12 months after the reporting date: and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measures loss allowances for accounts receivable other than accounts receivable arising from securities financing services using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has individual assessment and established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets at amortised cost, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising securities (if any is held); or (ii) the financial asset is 90 days past due. 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.

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements, which are expected to reduce the borrower's economic incentive to make scheduled contractual payments or to otherwise have an effect on the probability of a default occurring;
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings where available.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial liabilities may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(iii) Financial liabilities (Continued)

Financial liabilities at fair value through profit or loss (Continued)

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Convertible loan notes

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value and the convertible loan notes are designated as at FVTPL. In subsequent period, changes in fair value are recognised in profit or loss as fair value gain or loss except for changes in the fair value that is attributable to changes in the credit risk (excluding changes in fair value of the derivatives component) is recognised in other comprehensive income, unless the recognition of the effects of changes in the credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to the credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss, they are transferred to retained profits upon derecognition.

Transaction costs relating to the issue of the convertible loan notes designated as at FVTPL are charged to profit or loss immediately.

(v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

(viii) Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount is presented in the consolidated statement of financial position when, and only when, the Group has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(h) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Revenue recognition (Continued)

Income is classified by the Group as revenue when it arises from the provision of services in the ordinary course of the Group's business.

Revenue arising from financial services is recognised on the following basis:

- Sponsorship, financial advisory, and other service income are recognised over time according to performance obligation and transaction prices of the contracts. It is recognised when the Group has an enforceable right to payment for performance completed to date at all times throughout the duration of the contract and the performance does not create an asset with an alternative use. Payments are received by installments in accordance to the completion of milestones as specified in the mandate;

- Commission income for brokerage business are recognised on execution of purchase, sales or other transactions or services by the Group on behalf of its clients;

- Underwriting, sub-underwriting, placing and sub-placing commissions are recognised at a point in time when the relevant services are completed in accordance with the terms of underlying agreement or deal mandate; and

- Asset management fee income are recognised over time as those services are provided continuously over the contract period and the customers consumed the benefits when they are received. Invoices for these services income are issued on a regular basis based on the terms stated in the contract.

A contract liability (i.e. deferred revenue) represents the Group's obligation to transfer services to a customer for which the Group has received consideration from the customer.

(i) Foreign currency

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. 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.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Foreign currency (Continued)

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

(j) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill not deductible for tax purposes and initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits, taxable temporary differences arising on investments in subsidiaries, where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income tax levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Income taxes (Continued)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income, in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity, in which case the taxes are also recognised directly in equity.

(k) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

(l) Share-based payments

Where equity instruments are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the equity instruments at the grant date. Such fair value is recognised in profit or loss immediately with a corresponding increase in the share based payment reserve within equity if there is no vesting condition.

If the equity instruments are not vest until a specified period of services was completed, such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Share-based payments (Continued)

Upon exercise of share options, the amount previously recognised in share option reserve and the proceeds received net of directly attributable transaction costs up to the nominal value of the share issued are reallocated to share capital with any excess being recorded as share premium. When the share options are forfeited or still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained earnings.

(m) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment
- intangible asset
- right-of-use assets

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows (i.e. cash generating unit).

In testing a cash generating unit for impairment, corporate assets are allocated to the relevant cash generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash generating unit or group of cash generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash generating unit or group of cash generating units.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as an income immediately.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on 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 of maturity at acquisition.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation as a result of a past event, which will probably result in an outflow of resources embodying economic benefits that can be reliably estimated.

Where it is not probable that an outflow of resources embodying 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 resources embodying economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefits is remote.

(p) Related parties

(a) A person or a close member of that person's family is related to the Group 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 Company.

(b) An entity is related to the Group if any of the following conditions apply:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(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) Both entities 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); or

(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 Company's parent.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Related parties (Continued)

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 and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependents of that person or that person's spouse or domestic partner.

(q) Investment in life insurance policy

Investment in life insurance policy is measured at fair value whereby change in fair value is recognised in profit or loss.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, 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.

The estimates and underlying 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.

(a) Critical judgements in applying accounting policies

Determination of consolidation scope of certain investments

The Group invested in investment funds (the "Investments") for the purpose of this note as well as note 24 which have been formed so that voting or similar rights may not be the dominant factor in deciding who controls the Investments, such as when any voting rights relate to administrative tasks only, and the relevant activities are directed by means of contractual arrangements.

All facts and circumstances must be taken into consideration in the assessment of whether the Group, as an investor, controls the Investments. The principle of control sets out the following three elements of control:

(a) power over the Investments;

(b) exposure, or rights, to variable returns from involvement with the Investments; and

(c) the ability to use power over the Investments to affect the amount of the investor's returns.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(a) Critical judgements in applying accounting policies (Continued)

Determination of consolidation scope of certain investments (Continued)

An investor's initial assessment of control or its status as a principal or an agent would not change simply because of a change in market conditions (e.g. a change in the investee's returns driven by market conditions), unless the change in market conditions changes one or more of the three elements of control listed above or changes the overall relationship between a principal and an agent.

In conducting the assessment to determine the consolidated scope, the directors consider whether the Group has power to remove or control over the party having the ability to direct the relevant activities of the Investments based on the facts and circumstances and whether the Group has material exposure to variable returns of the Investments or not.

Among the Investments held by the Group where the Group is directly or indirectly involved as an investment manager, the Group regularly assesses and determines whether:

(a) the Group is acting as an agent or a principal in the Investments;

(b) substantive removal rights held by other parties may remove the Group as an investment manager; and

(c) the Investments interests held together with its remuneration from servicing and managing the Investments create significant exposure to variability of returns that is of such significance that indicates the Group is a principal.

(b) Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these consolidated financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

(i) Useful lives of property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded in each period. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid. As at 31 March 2023, the carrying amount of property, plant and equipment was approximately HK$1,888,000 (2022: HK$2,808,000).

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

(ii) Impairment of financial assets measured at amortised cost

Management estimates the amount of loss allowance for ECLs on financial assets that are measured at amortised cost based on the credit risk of the respective financial asset. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows after taking into consideration of expected future credit loss of the respective financial asset. The assessment of the credit risk of the respective financial asset involves high degree of estimation and uncertainty. When the actual future cash flows are different from expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly. At 31 March 2023, total carrying amount of financial assets measured at amortised cost was approximately HK$209,569,000 (2022: HK$215,424,000), net of accumulated impairment losses of accounts receivable and other receivables of approximately HK$16,989,000 (2022: HK$15,520,000).

(iii) Income taxes and deferred taxes

The Group is subject to taxation in Hong Kong. Significant judgement is required in determining the amount of the provision for taxation and the timing of the related payments. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will have impact on the income tax and/or deferred tax provisions in the period in which such determination is made.

(iv) Impairment of non-financial assets

If a triggering event occurs indicating that the carrying amount of an asset may not be recoverable, an assessment of the carrying amount of that asset will be performed. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Triggering events include significant adverse changes in the market value of an asset, changes in the business or regulatory environment, or certain legal events. The interpretation of such events requires judgement from management with respect to whether such an event has occurred.

Upon the occurrence of a triggering event, the carrying amounts of non-financial assets are reviewed to assess whether their recoverable amounts have declined below their carrying amounts. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. The recoverable amount is the present value of estimated net future cash flows which the Group expects to generate from the future use of the asset, plus residual value of the asset on disposal. Where the recoverable amount of non-financial assets is less than its carrying value, an impairment loss is recognised to write the assets down to its recoverable amount.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

(iv) Impairment of non-financial assets (Continued)

The impairment assessment is performed based on the discounted cash flow analysis. This analysis relies on factors such as forecast of future performance and long-term growth rates and the selection of discount rates. If these forecast and assumptions prove to be inaccurate or circumstances change, further write-down or reversal of the write-down of the carrying value of the non-financial assets may be required.

As at 31 March 2023, the carrying amount of property, plant and equipment, intangible assets and right-of-use assets were approximately HK$1,888,000, HK$500,000 and HK$5,554,000, respectively (2022: HK$2,808,000, HK$500,000 and HK$10,860,000, respectively). No impairment has been recognised during the year ended 31 March 2023 (2022: nil).

(v) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the risk-free rate, expected life of the share option, volatility and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses a binomial model for share option granted. During the year ended 31 March 2023, equity settled share-based payment expenses of approximately HK$404,000 (2022: HK$966,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

6. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable by the Group from external customers.

Information reported to the executive directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focuses on revenue for each type of services provided. CODM considers the business from service perspectives whereby the performance of the segment is assessed based on revenue generated in the course of the ordinary activities of a recurring nature of the Group.

The CODM considers the businesses of the Group as a whole which engaged in financial services. Therefore, the management of the Group considers that the Group only has one single operating segment.

As no discrete financial information is available for identifying operating segments among different services, no further analysis of segment information is presented.

6. REVENUE AND SEGMENT INFORMATION (Continued)

(a) Nature of services

Services		Nature, timing of satisfaction of performance obligation and significant payment terms
(i)	Corporate finance advisory services	Acting as a sponsor to companies seeking to list in Hong Kong, advising and guiding them and their directors throughout the listing process. Sponsor fee income are recognised over time during the initial public offering ("IPO") process; Acting as a financial adviser to listed companies in Hong Kong as well as their shareholders and investors and advising them on transactions involving the Listing Rules, GEM Listing Rules or Takeovers Code. Financial advisory fee income are recognised over time during the service period; Acting as an independent financial adviser to independent board committees and independent shareholders of listed companies in Hong Kong and rendering recommendations and opinions. Independent financial advisory fee income are recognised over time during the service period; and Acting as a compliance adviser to listed companies in Hong Kong and advising them on post-listing matter. Compliance advisory fee income are recognised over time during the compliance service period.
(ii)	Securities and underwriting services	
	(1) Placing and underwriting services	Acting as a global coordinator, a bookrunner, a lead manager or an underwriter for listing applicants in IPOs and acting as an underwriter or a placing agent for secondary market transactions. Income is recognised at point in time and billed when the service obligation is completed (e.g. when the listing approval is obtained and the shares are listed on the Stock Exchange).

6. REVENUE AND SEGMENT INFORMATION (Continued)

(a) Nature of services (Continued)

Services	Nature, timing of satisfaction of performance obligation and significant payment terms
(2) Securities dealing and brokerage services	Providing securities dealing and brokerage services for trading in securities on the Stock Exchange (including equities, exchange traded products, derivative warrants, callable bull/bear contracts, real estate investment trusts and debt securities) and securities on the major exchanges in the United States; Commission income is recognised as income on a trade date basis when the services are rendered. Service fee is billed when the service obligation is completed (e.g. when the trading of securities is executed).
(iii) Asset management services	Providing investment advisory and asset management services. The asset management income is charged at a fixed percentage per annum of the asset value of the funds under management of the Group. The Group is also entitled to a performance fee for certain accounts when pre-set performance target for the relevant performance period is met. The performance fee is recognised when it is highly probable that a significant reversal in the revenue recognised will not occur when the performance target is evaluated on an annual basis for each of the account.

6. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Disaggregation of revenue from contracts with customers

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

	2023 HK$'000	2022 HK$'000
By major services type:		
Corporate finance advisory services		
Sponsor fee income	**11,114**	13,875
Advisory fee income		
— financial and independent financial advisory	**23,613**	52,092
— compliance advisory	**2,329**	4,973
	37,056	70,940
Securities and underwriting services	**13,599**	14,748
Interest income from margin financing services	**15,404**	9,125
Asset management services	**420**	–
Investment fund	**(19,606)**	(16,668)
Total	**46,873**	78,145

	2023 HK$'000	2022 HK$'000
Revenue from contracts with customers:		
Corporate finance advisory services	**37,056**	70,940
Securities and underwriting services	**13,599**	14,748
Asset management services	**420**	–
	51,075	85,688
Revenue from other sources:		
Interest income from margin financing services	**15,404**	9,125
Interest income from listed bonds	**219**	4,652
Dividend income from listed securities	**461**	581
Net changes in financial assets at fair value through profit or loss	**(20,286)**	(21,901)
	(4,202)	(7,543)
	46,873	78,145

6. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Disaggregation of revenue from contracts with customers (Continued)

	2023 HK$'000	2022 HK$'000
Timing of revenue recognition from contracts with customers:		
Services transferred at a point in time	**13,599**	14,748
Services transferred over time	**37,476**	70,940
Total	**51,075**	85,688

(c) Contract balances

The following table provides information about accounts receivable and contract liabilities from contracts with customers at the end of the year.

	2023 HK$'000	2022 HK$'000
Accounts receivable (note 17)	**137,607**	128,925
Deferred revenue	**2,021**	4,813

Movements in deferred revenue

	2023 HK$'000	2022 HK$'000
Balance as at beginning of the year	**4,813**	5,629
Decrease in deferred revenue as a result of recognising revenue during the year that was included in deferred revenue at the beginning of the year	**(3,853)**	(5,244)
Increase in deferred revenue as a result of billing in advance of corporate finance advisory services	**1,061**	4,428
Balance as at end of the year	**2,021**	4,813

Sponsor fee income is generally received in advance prior to the beginning of each project and is initially recorded as deferred revenue in the consolidated statement of financial position. The portion of income received from customers but not yet earned is recorded as deferred revenue in the consolidated statement of financial position and be reflected as a current liability if such amount represents revenue that the Group expects to recognise within one year from each reporting date.

6. REVENUE AND SEGMENT INFORMATION (Continued)

(c) Contract balances (Continued)

Movements in deferred revenue (Continued)

The deferred revenue mainly relates to the advance consideration received from customers. Approximately HK$3,853,000 and HK$5,244,000 of deferred revenue as of 1 April 2022 and 2021 had been recognised as revenue for the years ended 31 March 2023 and 2022.

(d) Transaction price allocated to the remaining performance obligations

As at 31 March 2023 and 2022, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts are approximately HK$40,915,000 and HK$53,278,000 respectively. This amount represents revenue expected to be recognised in the future from partially completed long-term service contracts. The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur in the next 1 to 28 months (2022: 1 to 28 months).

Geographical information

No geographical segment information is presented as the Group's revenue are all derived from Hong Kong based on the location of services delivered and the Group's non-current assets (excluding financial assets) are all located in Hong Kong.

Information about major customers

During the years ended 31 March 2023 and 2022, revenue from major customers who contributed over 10% of the total revenue of the Group is as follows:

	2023 HK$'000	2022 HK$'000
Customer A	**N/A***	22,518
Customer B	**7,717**	N/A*

* The corresponding revenue did not contribute over 10% of total revenue of the Group

Revenue contributed from customer A and B is derived from corporate finance advisory services and securities and underwriting services.

7. OTHER INCOME AND GAINS OR LOSSES, NET

	2023 HK$'000	2022 HK$'000
Interest income	**53**	13
Exchange loss, net	**(330)**	(43)
Loss on write-off of property, plant and equipment	**–**	(3)
Gain/(loss) on fair value change of investment in life insurance policy	**87**	(543)
Gain on disposal of financial assets at FVOCI	**–**	540
Share of results of consolidated investment fund attributable to other redeemable participating shareholders	**15,938**	13,544
Other income	**–**	3
	15,748	13,511

8. LOSS BEFORE INCOME TAX EXPENSES

The Group's loss before income tax expenses is arrived at after charging:

	2023 HK$'000	2022 HK$'000
Auditor's remuneration	**973**	943
Depreciation of		
— property, plant and equipment (note 14)	**920**	965
— right-of-use assets (note 25)	**5,306**	5,306
Low value assets lease expenses	**62**	91
Staff costs (including directors' remuneration):		
— Salaries, allowances and other benefits	**42,016**	46,392
— Equity settled share-based payment expenses (note 30)	**404**	966
— Contributions to retirement benefits schemes	**627**	688
Total staff costs	**43,047**	48,046

9. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' remuneration

The emolument of each of the directors for the year is set out below:

	Fees HK$'000	Salaries, allowances and other benefits HK$'000	Bonus HK$'000	Equity settled share-based payment expenses HK$'000	Contributions to retirement benefits schemes HK$'000	Total HK$'000
Year ended 31 March 2023						
Executive directors:						
Mr. Mui Ho Cheung Gary ("Mr. Mui")	–	720	7,000	404	18	8,142
Mr. Liu Chi Wai ("Mr. Liu")	–	1,541	1,000	–	18	2,559
Mr. Ng Siu Hin Stanley ("Mr. Ng")	–	1,472	2,400	–	18	3,890
Ms. Ho Sze Man Kristie ("Ms. Ho")	–	1,472	490	–	18	1,980
Mr. Tang Chun Fai Billy ("Mr. Tang")	–	2,015	–	–	18	2,033
	–	7,220	10,890	404	90	18,604
Independent non-executive directors:						
Ms. Lim Yan Xin Reina	180	–	–	–	–	180
Mr. Poon Lai Yin Michael	180	–	–	–	–	180
Dr. Wong Ho Ki	180	–	–	–	–	180
	540	–	–	–	–	540
Total	540	7,220	10,890	404	90	19,144

9. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Directors' remuneration (Continued)

	Fees HK$'000	Salaries, allowances and other benefits HK$'000	Bonus HK$'000	Equity settled share-based payment expenses HK$'000	Contributions to retirement benefits schemes HK$'000	Total HK$'000
Year ended 31 March 2022						
Executive directors:						
Mr. Mui Ho Cheung Gary ("Mr. Mui")	–	720	5,500	771	18	7,009
Mr. Liu Chi Wai ("Mr. Liu")	–	1,478	1,900	37	18	3,433
Mr. Ng Siu Hin Stanley ("Mr. Ng")	–	1,344	1,700	37	18	3,099
Ms. Ho Sze Man Kristie ("Ms. Ho")	–	1,344	577	37	18	1,976
Mr. Tang Chun Fai Billy ("Mr. Tang")	–	2,066	–	28	18	2,112
	–	6,952	9,677	910	90	17,629
Independent non-executive directors:						
Ms. Lim Yan Xin Reina	180	–	–	–	–	180
Mr. Poon Lai Yin Michael	180	–	–	–	–	180
Dr. Wong Ho Ki	180	–	–	–	–	180
	540	–	–	–	–	540
Total	540	6,952	9,677	910	90	18,169

There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 March 2023 and 2022.

Bonus is determined at the management's sole discretion based on, among other things, the relevant employee's performance and the Group's financial performance.

9. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Directors' remuneration (Continued)

As at 31 March 2023 and 2022, save as disclosed in note 17(i) to the consolidated financial statements, there is no other loans, quasi-loans and other dealing arrangements in favour of directors, bodies corporate controlled by and entities connected with such directors (2022: nil).

Save as disclosed in notes 17, 30, and 36 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Group had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the years ended 31 March 2023 and 2022.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included five directors (2022: five directors) of the Company whose emoluments are included in the disclosure presented above.

10. FINANCE COSTS

The Group's finance costs are recognised as follows:

	2023 **HK$'000**	2022 HK$'000
Interest on bank borrowings	**1,424**	484
Interest on other borrowings	**2,250**	–
Interest on margin financing	**266**	248
Interest on lease liabilities (note 25)	**106**	173
	4,046	905

11. INCOME TAX EXPENSES

	2023 **HK$'000**	2022 HK$'000
Current tax — Hong Kong profits tax		
— Charge for the year	**1,175**	2,802
— Over-provision in respect of prior years	**–**	(6)
	1,175	2,796
Withholding tax on dividend income	**58**	40
Income tax expenses	**1,233**	2,836

Hong Kong profits tax was provided at a rate of 16.5% on the estimated assessable profits for the years ended 31 March 2023 and 2022, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. Under the two-tiered profits tax rate regime, the first HK$2 million of profits of qualifying entities are taxed at 8.25%, and the profits above HK$2 million are taxed at 16.5%.

Dividend income received from listed equity investments in the United States is subject to withholding tax imposed in the country of origin. During the year ended 31 March 2023, the withholding tax rate was 21% to 30% (2022: 21% to 30%).

11. INCOME TAX EXPENSES (Continued)

The income tax expenses for the year can be reconciled to the loss before income tax expenses in the consolidated statement of profit or loss and other comprehensive income as follows:

	2023 HK$'000	2022 HK$'000
Loss before income tax expenses	(21,551)	(698)
Tax calculated expenses at the applicable tax rates	(3,556)	(115)
Tax effect of non-taxable income	(3,112)	(3,443)
Tax effect of non-deductible expenses	5,654	5,116
Tax effect of deductible temporary differences not recognised	513	1,105
Tax effect of tax losses not recognised	1,847	324
Over-provision in respect of prior years	–	(6)
Withholding tax on dividend income	58	40
Effect of tax concession	(6)	(20)
Effect of two-tier tax rate	(165)	(165)
Income tax expenses	1,233	2,836

As at 31 March 2023, the Group has estimated unused tax losses of approximately HK$19,021,000 (2022: HK$7,830,000) which were available for offset against future profits. No deferred tax asset has been recognised in respect of the estimated tax losses due to the unpredictability of future profit streams. The estimated tax losses have no expiry date.

The deductible temporary differences of approximately HK$22,026,000 (2022: HK$18,920,000) can be carried forward indefinitely. No deferred tax asset has been recognised in relation to such deductible temporary difference because, in the opinion of the director, it is not probable that taxable profits will be available against which those deductible temporary differences can be utilised.

12. DIVIDENDS

No dividend was paid or proposed during the year ended 31 March 2023 and 2022, nor has any dividend been proposed since the end of reporting period.

13. LOSS PER SHARE

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

	2023 HK$'000	2022 HK$'000
Loss for the year attributable to owners of the Company	**(22,684)**	(3,294)

	2023	2022
Weighted average number of ordinary shares for the purpose of basic loss per share	**405,962,965**	405,962,965
Effect of dilutive potential ordinary shares in respect of the Company's share option schemes and convertible bonds issued by a subsidiary (notes (ii) and (iii))	**–**	–
Weighted average number of ordinary shares for the purpose of diluted loss per share	**405,962,965**	405,962,965

Notes:

(i) Basic loss per share is calculated by dividing loss for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue of the Company during the year.

(ii) The calculation of diluted loss per share is based on loss for the year attributable to owners of the Company and the weighted average number of ordinary shares after adjustment for the effect of the exercise of the Company's outstanding share options under the Pre-IPO share option and share option scheme, and assuming the exercise is made at no consideration at the beginning of the year.

The Company's share options outstanding for the year ended 31 March 2023 do not have dilutive effect to the loss per share because the sum of exercise price and option value of the Company's share options were higher than the average market price of the Company's shares during the year ended 31 March 2023 (2022: do not have dilutive effect to the loss per share because the sum of exercise price and option value of the Company's share options were higher than the average market price of the Company's shares).

(iii) The effect of convertible bonds issued by a subsidiary is not considered for the calculation of diluted loss per share as it increases loss for the year attributable to owners of the Company.

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Computer and equipment HK$'000	Office furniture and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost:					
At 1 April 2021	3,662	2,061	384	3,550	9,657
Additions	336	7	3	–	346
Written off	–	(10)	–	–	(10)
At 31 March 2022 and 1 April 2022	3,998	2,058	387	3,550	9,993
Additions	–	–	–	–	–
Written off	–	–	–	–	–
At 31 March 2023	3,998	2,058	387	3,550	9,993
Accumulated depreciation:					
At 1 April 2021	3,644	1,867	293	423	6,227
Provided for the year	129	86	40	710	965
Written off	–	(7)	–	–	(7)
At 31 March 2022 and 1 April 2022	3,773	1,946	333	1,133	7,185
Provided for the year	112	64	34	710	920
Written off	–	–	–	–	–
At 31 March 2023	3,885	2,010	367	1,843	8,105
Net carrying amount:					
At 31 March 2023	113	48	20	1,707	1,888
At 31 March 2022	225	112	54	2,417	2,808

15. INTANGIBLE ASSET

	Total HK$'000
Cost and net carrying amount:	
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	500

As at 31 March 2023 and 2022, intangible asset comprised trading rights held in the Stock Exchange, which allow the Group to trade securities on or through the Stock Exchange. It is considered by the Group's management as having an indefinite useful life since it is expected to generate net cash inflow indefinitely; and therefore, it is required to be tested for impairment annually and is considered not impaired at the reporting date.

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss as at 31 March 2023 represented securities and bonds listed in Hong Kong, Amsterdam, Sweden, Japan and the United States (2022: securities and bonds listed in Hong Kong, Amsterdam, Sweden and the United States). Fair value of the listed securities and bonds has been determined by reference to their quoted bid prices at the reporting date in active markets and inactive markets.

17. ACCOUNTS RECEIVABLE

	Notes	2023 HK$'000	2022 HK$'000
Accounts receivable arising from:			
— Securities margin financing services	(i)	**127,712**	112,336
— Corporate advisory and other services	(ii)	**9,470**	14,315
— Asset management services	(ii)	**420**	–
Accounts receivable from brokers		**5**	2,274
		137,607	128,925

Notes:

(i) Advances to margin clients in margin financing are repayable on demand and carry interest at Hong Kong Dollar Prime rate plus a spread. Credit facility limits for margin clients are determined by discounted market value of securities collateral accepted by the Group. Fair values of these securities at 31 March 2023 and 2022 were approximately HK$536,950,000 and HK$547,350,000, respectively. Based on agreement terms with margin clients, the Group is permitted to sell or repledge securities in securities account in the absence of default by margin clients.

No ageing analysis is disclosed as, in the opinion of the directors, an ageing analysis does not give additional value to users of these financial statements in view of the business nature of securities margin financing services.

The Group evaluates the collectability of loans based on management's judgement regarding the change in credit quality, collateral value and past collection history of each margin client. At 31 March 2023 and 2022, the Group has a concentration of credit risk on accounts receivable arising from margin clients. The top five accounts receivable of the Group from margin clients constituted approximately 54.0% of total accounts receivable from margin clients at 31 March 2023 (2022: 46.5%).

The Group has no credit terms for its margin clients.

17. ACCOUNTS RECEIVABLE (Continued)

Notes: (Continued)

(i) (Continued)

Details of margin loan granted to Mr. Mui, a director of the Company, are as follows:

Name of the director	Outstanding balance at the beginning of the year HK$'000	Outstanding balance at the end of the year HK$'000	Maximum outstanding balance during the year HK$'000	Margin finance facilities approved HK$'000
At 31 March 2023				
Mr. Mui	**1,297**	**1,408**	**1,408**	**3,000**
At 31 March 2022				
Mr. Mui	1,197	1,297	1,297	3,000

The margin finance facilities granted to Mr. Mui were secured by securities, bearing interest at Hong Kong Dollar Prime Rate plus a spread and repayable on demand.

(ii) In respect of accounts receivable arising from corporate advisory and other services and asset management services, the ageing analysis based on invoice date (net of impairment loss) is as follows:

	2023 HK$'000	2022 HK$'000
Less than 30 days	**4,186**	6,102
31–90 days	**242**	1,745
91–365 days	**5,290**	3,526
Over 365 days	**172**	2,942
	9,890	14,315

Movements in the provision for impairment of accounts receivable are as follows:

	2023 HK$'000	2022 HK$'000
Opening balance	**15,308**	5,108
Impairment losses recognised	**2,583**	10,200
Written off of impairment loss recognised	**(7,286)**	–
Closing balance	**10,605**	15,308

18. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Notes	2023 HK$'000	2022 HK$'000
Other receivables	(i)	**2,514**	3,557
Deposits		**1,766**	1,765
Prepayments		**445**	478
		4,725	5,800
Non-current portion			
Deposits		**(916)**	(916)
Prepayments		**(218)**	(233)
		(1,134)	(1,149)
Current portion		**3,591**	4,651

Note:

(i) Movements in the provision for impairment of other receivables are as follows:

	2023 HK$'000	2022 HK$'000
Opening balance	**212**	–
Impairment losses recognised	**6,172**	212
Closing balance	**6,384**	212

19. PLEDGED BANK DEPOSIT

As at 31 March 2023, HK$10,008,000 (2022: HK$10,000,000) was pledged to a bank for securing bank facilities granted to the Group. The deposit carried interests at 0.35% per annum for the year ended 31 March 2023 (2022: 0.08% per annum).

20. CASH AND BANK BALANCES — HELD ON BEHALF OF CUSTOMERS

The Group maintains segregated client accounts with a recognised institution to hold clients' monies arising from its normal course of business. The Group has classified the clients' monies as cash and bank balances — held on behalf of customers under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payable (note 22) to respective clients as it is liable for any loss or misappropriation of clients' monies. The segregated clients account balances are restricted and governed by the Hong Kong Securities and Futures (Client Money) Rules under the Hong Kong Securities and Futures Ordinance.

21. CASH AND BANK BALANCES

Cash at banks earns interest at floating rates based on daily bank deposit rates.

22. ACCOUNTS PAYABLE

	Notes	**2023 HK$'000**	2022 HK$'000
Accounts payable arising from the ordinary course of business of securities dealing and brokerage services	(i)		
— Cash clients		**32,160**	12,842
— Margin clients		**13,742**	16,037
— Clearing house		**1,788**	391
Accounts payable to broker	(ii)	**9,411**	25,768
		57,101	55,038

Notes:

(i) The settlement terms of accounts payable attributable to securities dealing and brokerage services are two days after the trade date.

No ageing analysis is disclosed as, in the opinion of the directors, an ageing analysis does not give additional value to users of these financial statements in view of the business nature of securities dealing and brokerage services.

As at 31 March 2023, included in accounts payable arising from the ordinary course of business of securities dealing and brokerage services was an amount of approximately HK$36,636,000 (2022: HK$24,146,000) payable to clients in respect of segregated account balances received and held for clients in the course of conducting the regulated activities.

(ii) As at 31 March 2023, amounts payable to broker are secured by securities of the Group with amount of approximately HK$28,902,000 (2022: HK$58,148,000) which are now or which shall at any time hereafter be deposited with, transferred to or held by the brokers for the Group's obligations under the relevant agreements.

The Group had unutilised credit limit of approximately HK$9,118,000 from margin financing facilities as at 31 March 2023 (2022: HK$17,720,000).

23. ACCRUALS AND OTHER PAYABLES

	2023 HK$'000	2022 HK$'000
Accruals	**2,800**	6,002
Other payables	**2,305**	3,190
	5,105	9,192

24. INTERESTS IN CONSOLIDATED INVESTMENT FUND AND OTHER FINANCIAL LIABILITIES

Lego Funds SPC Limited was incorporated in the Cayman Islands under the Companies Law as a segregated portfolio company with limited liability on 14 February 2019. Lego Vision Fund SP (the "Investment") is a segregated portfolio under Lego Funds SPC Limited with initial subscription date of 28 March 2019 and was launched on 1 April 2019.

As at 31 March 2023, approximately 28,807 shares and 37,498 shares in Lego Vision Fund SP Class A were held by the Group and other parties (represented approximately 43.4% and 56.6% of issued redeemable participating shares) at a consideration of approximately US$3,000,000 (equivalent to approximately HK$23,400,000) and US$4,570,000 (equivalent to approximately HK$35,616,000), respectively.

As at 31 March 2022, approximately 28,807 shares and 36,567 shares in Lego Vision Fund SP Class A were held by the Group and other parties (represented approximately 44.1% and 55.9% of issued redeemable participating shares) at a consideration of approximately US$3,000,000 (equivalent to approximately HK$23,400,000) and US$4,480,000 (equivalent to approximately HK$34,944,000), respectively.

The Group invested in the Investment with primary objectives for capital appreciation, investment gains and selling in the near future for profit. The Investment is set up and managed by respective investment manager who has the power and authority to manage and make decisions for the Investment. Among the Investment held by the Group, where the Group is directly or indirectly involved as an investment manager and also as an investor, the Group regularly assesses and determines whether:

(i) the Group is acting as an agent or a principal in the Investment;

(ii) substantive removal rights held by other parties may remove the Group as an investment manager; and

(iii) the Investment interests held together with its remuneration from servicing and managing the Investment create significant exposure to variability of returns that is of such significance that indicates the Group is a principal.

In the opinion of the directors, the variable returns that the Group is exposed to with respect to the Investment are significant and the Group is primarily acting as a principal and not subject to substantive removal rights held by other parties who may remove the Group as an investment manager. Therefore, the Group did consolidate the Investment.

As at 31 March 2023, total assets and total liabilities (excluding other parties' interest as stated below) of the Investment, were approximately HK$18,208,000 and HK$4,746,000 (31 March 2022: HK$37,674,000 and HK$11,862,000), respectively.

As at 31 March 2023, other parties' interests in the Investment consist of other redeemable participating shareholders' interests in the Investment which are reflected as a liability at approximately HK$17,523,000 (2022: HK$32,765,000) because they can be put back to the Group for cash. The realisation of net assets in the Investment attributable to other parties cannot be predicted with accuracy because the realisation is subject to the actions of other parties.

For the year ended 31 March 2023, share of results of consolidated investment fund attributable to other redeemable participating shareholders of approximately HK$15,938,000 (2022: HK$13,544,000) was included in "other income and gains or losses, net".

25. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group leases two properties in Hong Kong from which it operates in the capacity of lessee. The periodic rent of lease contracts comprise only fixed payments over the lease terms.

The Group also leases certain items of office equipment, which the Group had elected to apply the recognition exemption for leases of low-value to these leases. Leases of office equipment comprise only fixed payments over the lease terms.

(a) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	2023 **HK$'000**	2022 HK$'000
Properties leased for own use, carried at depreciated cost	**5,554**	10,860

(b) Lease liabilities

	2023 **HK$'000**	2022 HK$'000
Balance as at beginning of the year	**10,536**	9,196
Lease modification	**–**	7,007
Interest on lease liabilities (note 10)	**106**	173
Lease payments	**(5,292)**	(5,840)
Balance as at end of the year	**5,350**	10,536

25. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(b) Lease liabilities (Continued)

Future lease payments are due as follows:

	Future lease payments HK$'000	Interest HK$'000	Present value HK$'000
31 March 2023			
Not later than one year	**5,145**	**37**	**5,108**
Later than one year and not later than two years	**242**	**–**	**242**
Later than two years and not later than five years	**–**	**–**	**–**
	5,387	**37**	**5,350**
31 March 2022			
Not later than one year	5,144	106	5,038
Later than one year and not later than two years	5,293	37	5,256
Later than two years and not later than five years	242	–	242
	10,679	143	10,536

The present value of future lease payments is analysed as:

	2023 HK$'000	2022 HK$'000
Current liabilities	**5,108**	5,038
Non-current liabilities	**242**	5,498
	5,350	10,536

(c) Amounts recognised in profit or loss

	2023 HK$'000	2022 HK$'000
Low value assets lease expenses (note 8)	**62**	91
Depreciation of right-of-use assets (note 8)	**5,306**	5,306
Interest on lease liabilities (note 10)	**106**	173
	5,474	5,570

25. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(d) Other

During the year ended 31 March 2023, the total cash outflow for lease amount to approximately HK$5,354,000 (2022: HK$5,931,000).

26. CONVERTIBLE BONDS

On 12 October 2018, a subsidiary of the Group, Lohas Holdings Limited ("Lohas Holdings") issued convertible bonds at its face value of US$250,000 to WS International Limited (a shareholder of Lohas Holdings). WS International Limited is an independent third party to the Group.

The convertible bonds are denominated in US$, unsecured, bear no interest and will be matured on 31 December 2022. The convertible bonds shall be converted into Lohas Holdings' share at a conversion price, which is based on the latest consolidated net asset value per share of Lohas Holdings upon the conversion request at any time before the maturity date. No redemption is allowed before the maturity date. All of the convertible bonds shall be automatically converted into Lohas Holdings' shares immediately before the maturity date if such convertible bonds have not been converted.

At the date the Group acquired Lohas Holdings, there were outstanding convertible bonds with principal amount of US$150,000 (equivalent to approximately HK$1,170,000).

On 31 December 2022, Lohas Holdings and WS International Limited entered into the 1st Deed of Amendment to further extend the maturity date of the remaining outstanding convertible bonds to 31 December 2024 and amend certain terms, including amendments to maturity date, certain amendments regarding the undertaking given by Lohas Holdings to WS International Limited. Save as amended and supplemented by the 1st Deed of Amendments, all other terms and conditions of the subscription agreement signed on 12 October 2018 shall remain in full force and effect.

Under the 1st Deed of Amendment, the parties thereto agreed to, amongst others, the following principal amendments:

the maturity date of the convertible bonds will be changed from the date falling 24 months from the original maturity date, upon the 1st Deed of Amendment of the convertible bonds. The conversion period will accordingly be extended for 24 months to 31 December 2024.

No convertible bonds were converted since the Group acquired Lohas Holdings and during the year ended 31 March 2023. The convertible bonds are classified as financial liabilities at fair value through profit or loss.

27. BANK BORROWINGS

	2023 **HK$'000**	2022 HK$'000
Current — Secured		
Bank loans due for repayment within one year	**24,788**	29,938

Bank loans are secured by the Group's bank deposits amounted to HK$10,008,000 (2022: HK$10,000,000) (note 19), and investment in life insurance policy amounted to HK$3,467,000 (2022: HK$3,380,000) (note 35) guaranteed by the Company with unlimited amount and a letter of undertaking granted by a director of the Company.

28. SHARE CAPITAL

	Par value	**Number of shares**	**Amount** HK$'000
Authorised:			
At 1 April 2021 and 31 March 2022, 1 April 2022 and 31 March 2023	HK$0.01	10,000,000,000	100,000
Issued and fully paid:			
At 1 April 2021 and 31 March 2022, 1 April 2022 and 31 March 2023	HK$0.01	405,962,965	4,060

29. RESERVES

Details of the movements of the Group's reserves are set out in the consolidated statement of changes in equity.

Reserves of the Company:

	Share option reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2021	5,074	(1,973)	3,101
Loss and total comprehensive expense for the year	–	(3,705)	(3,705)
Recognition of equity settled share-based payments (note 30)	966	–	966
Lapse of share options	(806)	806	–
At 31 March 2022 and 1 April 2022	5,234	(4,872)	362
Loss and total comprehensive expense for the year	–	(4,520)	(4,520)
Recognition of equity settled share-based payments (note 30)	404	–	404
Lapse of share options	(2,321)	2,321	–
At 31 March 2023	3,317	(7,071)	(3,754)

The following describes the nature and purpose of each reserve within owners' equity.

Reserves	Description and purpose
Share option reserve (note 30)	Cumulative expense recognised on the granting of share options to the grantees over the vesting periods.
Revaluation reserve	Fair value changes of financial assets at fair value through other comprehensive income.
Other reserve	The aggregate amount of share capital of subsidiaries comprising the Group pursuant to group reorganisation prior to the listing of the Company's shares.
Accumulated losses/retained earnings	Cumulative net profit and loss recognised in statement of profit or loss.

30. SHARE-BASED PAYMENT TRANSACTIONS

(a) Pre-IPO Share Option Scheme

The Group operates a pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") in order to motivate and retain key staff of the Group for the operation and development of the Group. Eligible participants of the Pre-IPO Share Option Scheme include the Group's directors and employees. The Pre-IPO Share Option Scheme was conditionally adopted on 6 March 2019 and, unless otherwise cancelled or amended, will remain in force until 6 March 2027, being the eighth anniversary of the date of adoption of the Pre-IPO Share Option Scheme.

On 6 March 2019, the Group conditionally granted 33,041,054 options to 44 grantees to subscribe for an aggregate of 33,041,054 shares under the Pre-IPO Share Option Scheme for a consideration of HK$1 per grant.

An option shall vest unto a grantee and may be exercised in whole or in part by the grantee at HK$0.6 per Share during the option period (the "Option Period"), being a period commencing from the Listing Date (i.e. 30 September 2019) and ending on 6 March 2027, being the eighth anniversary of the date of adoption of the Pre-IPO Share Option Scheme, and in accordance with the manner provided in the grant letter of the option issued by the Company to the grantee subject to any adjustments under the Pre-IPO Share Option Scheme. The options shall only be exercised in following manner:

(a) not more than 10,200,000 Shares (representing not more than 30% of the total number of Shares to be allotted and issued pursuant to the exercise of all the options under the Pre-IPO Share Option Scheme) comprised in all the options under the Pre-IPO Share Option Scheme shall vest unto the grantees and become exercisable during the period commencing from the Listing Date and ending on the day immediately before the first anniversary of the Listing Date (the "First Vesting Period");

(b) not more than 10,200,000 Shares (representing not more than 30% of the total number of Shares to be allotted and issued pursuant to the exercise of all the options under the Pre-IPO Share Option Scheme) comprised in all the options under the Pre-IPO Share Option Scheme shall vest unto the grantees and become exercisable during the period commencing on the day falling on the first anniversary of the Listing Date and ending on the day immediately before the second anniversary of the Listing Date (the "Second Vesting Period"); and

(c) the remaining Shares comprised in the options under the Pre-IPO Share Option Scheme (being not more than 13,600,000 Shares, representing not more than 40% of the total number of Shares to be allotted and issued pursuant to the exercise of all the options under the Pre-IPO Share Option Scheme) shall vest unto the grantees and become exercisable during the period commencing on the day falling on the second anniversary of the Listing Date and ending on the day immediately before the third anniversary of the Listing Date (the "Third Vesting Period"). For the avoidance of doubt, any outstanding and unexercised option(s) at the end of the First Vesting Period shall be carried over to the Second Vesting Period and shall be exercisable during the Second Vesting Period. Any outstanding and unexercised option(s) at the end of the Second Vesting Period shall be carried over to the Third Vesting Period and shall be exercisable during the Third Vesting Period and until the end of the Option Period.

The estimated fair value of the options granted on the grant date is approximately HK$9,037,000.

30. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Pre-IPO Share Option Scheme (Continued)

The fair value was measured using the Binomial Option Pricing model. The inputs used in the model were as follows:

Share Options granted on 6 March 2019:

Risk-free Rate (Continuous rate)	1.69%
Share Value as at the Appraisal Date	HK$0.46 per share
Exercise Price	HK$0.60
Expected Tenor	8 years
Volatility	60.84%
Dividend Yield	0.00%

The Binomial Option Pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options is based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of comparable listed companies in the same industry.

The valuation was performed by Hong Kong Appraisal Advisory Limited, who is independent to the Group.

During the year ended 31 March 2023, the Group recognised total expense in relation to share options granted of approximately HK$nil (2022: HK$296,000).

30. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Pre-IPO Share Option Scheme (Continued)

Movements in the number of share options are as follows:

	Outstanding at 1 April 2022	Exercised during the year (note (i))	Lapsed during the year	Outstanding at 31 March 2023 (note (ii))
Directors				
Mr. Mui	**4,763,452**	**–**	**(1,905,382)**	**2,858,070**
Mr. Liu	**1,732,165**	**–**	**(692,867)**	**1,039,298**
Mr. Ng	**1,732,165**	**–**	**(692,867)**	**1,039,298**
Ms. Ho	**1,732,165**	**–**	**(692,867)**	**1,039,298**
Mr. Tang	**909,387**	**–**	**(519,650)**	**389,737**
	10,869,334	**–**	**(4,503,633)**	**6,365,701**
Employees	**5,911,021**	**–**	**(4,027,297)**	**1,883,724**
	16,780,355	**–**	**(8,530,930)**	**8,249,425**

	Outstanding at 1 April 2021	Exercised during the year (note (i))	Lapsed during the year	Outstanding at 31 March 2022 (note (ii))
Directors				
Mr. Mui	4,763,452	–	–	4,763,452
Mr. Liu	1,732,165	–	–	1,732,165
Mr. Ng	1,732,165	–	–	1,732,165
Ms. Ho	1,732,165	–	–	1,732,165
Mr. Tang	909,387	–	–	909,387
	10,869,334	–	–	10,869,334
Employees	8,968,295	–	(3,057,274)	5,911,021
Other participants	649,562	–	(649,562)	–
	20,487,191	–	(3,706,836)	16,780,355

30. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Pre-IPO Share Option Scheme (Continued)

Notes:

(i) No share options were exercised during the year ended 31 March 2023 and 2022.

(ii) Exercisable share options and weighted average exercise prices are as follows:

	2023		2022	
	Number of exercisable share options	**Weighted average exercise price**	Number of exercisable share options	Weighted average exercise price
Balance at 1 April	**16,780,355**	**HK$0.6**	11,081,511	HK$0.6
Vested during the year	**–**	**N/A**	7,621,544	HK$0.6
Exercised during the year	**–**	**N/A**	–	N/A
Lapsed during the year	**(8,530,930)**	**HK$0.6**	(1,922,700)	HK$0.6
Balance at 31 March	**8,249,425**	**HK$0.6**	16,780,355	HK$0.6

(b) Share Option Scheme

On 10 September 2019, pursuant to a written resolution passed by the shareholders of the Company, the Company has adopted a share option scheme (the "Scheme"), which is effective from the Listing Date (i.e. 30 September 2019).

The purpose of the Scheme is to enable the board to grant option to eligible persons (including employees or other eligible persons) as incentives or rewards for their contribution or potential contribution to the Group and/or to recruit and retain high caliber eligible persons and attract human resources that are valuable to the Group.

Subject to the provisions in the Scheme, the directors of the Company may at any time and from time to time within a period of 10 years period commencing from the date of adoption of the Scheme at their absolute discretion and subject to such terms, conditions, restrictions or limitations as they may think fit offer, at a consideration of HK$1 per option, to grant option to any eligible persons as defined in the Scheme (the "Eligible Person(s)").

Notwithstanding anything to the contrary herein, the maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. The total number of shares in respect of which options may be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 40,000,000 shares, being 10% of the total number of shares (assuming the Over-allotment Option is not exercised and no options granted under the Pre-IPO Share Option Scheme are exercised) in issue on the Listing Date (the "Scheme Limit") unless approved by the shareholders. Options lapsed in accordance with the terms of the Scheme or any other share option schemes of the Company shall not be counted for the purpose of calculating the Scheme Limit.

30. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Share Option Scheme (Continued)

The Company may seek separate approval of the shareholders in general meeting for refreshing the Scheme Limit provided that such limit as refreshed shall not exceed 10% of the total number of shares in issue as at the date of the approval of the shareholders on the refreshment of the Scheme Limit. Options previously granted under the Scheme or any other share option schemes of the Company (including options outstanding, cancelled, lapsed in accordance with the terms of the Scheme or any other share option schemes of the Company or exercised) will not be counted for the purpose of calculating the limit as refreshed.

No option shall be granted to any Eligible Person if any further grant of options would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including such further grant would exceed 1% of the total number of shares in issue from time to time (the “Participant Limit”), unless relevant exception conditions were met.

The offer of a grant of share options may be accepted by an eligible person (in whole or in part) within the date not later than 21 days inclusive of, and from, the date upon which it is made, by which the eligible person must accept the offer or be deemed to have declined it, provided that such date shall not be more than 10 years after the date of adoption of the Scheme or after the termination of the Scheme, and no such offer may be accepted by a person who ceases to be an eligible person after the offer has been made. An offer shall be deemed to have been accepted on the date when the duly signed duplicate comprising acceptance of the offer by the eligible person, together with the payment of nominal consideration of HK$1 per option by the grantee.

The option may be exercised in whole or in part by the grantee at any time before the expiry of the period to be determined and notified by the board of directors to the grantee which in any event shall not be longer than 10 years commencing on the date of the offer letter and expiring on the last day of such 10-year period.

The subscription price of a share in respect of any option granted under the Scheme shall be such price as determined by the board of directors, and shall be at least the highest of: (i) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date (the “Offer Date”), which must be a trading day, on which the directors passes a resolution approving the making of an offer of grant of an option to an Eligible Person; (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotation sheets for the five trading days immediately preceding the Offer Date; and (iii) the nominal value of a share on the Offer Date.

On 1 April 2021, options to subscribe 4,000,000 ordinary shares were granted to a director of the Company. The share options vest immediately as the grantee is not required to complete a specified period of service before becoming unconditionally entitled to those equity instruments. The Company recognised the services provided in full at the date of grant.

30. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Share Option Scheme (Continued)

The estimated fair value of the options granted on the grant date is approximately HK$670,000, which was measured using the Binomial Option Pricing model with the key inputs into the model as disclosed below.

Share Options granted on 1 April 2021:

Risk-free Rate (Continuous rate)	1.46%
Share Value as at the Valuation Date	HK$0.285 per share
Initial Exercise Price	HK$0.285
Vesting Period	Nil
Expected Tenor	10 years
Expected Volatility	110.38%
Expected Dividend Yield	0.00%
Early Exercise Multiple	2.47

The Binomial Option Pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options is based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of comparable listed companies in the same industry.

The valuation was performed by Hong Kong Appraisal Advisory Limited, who is independent to the Group.

On 14 July 2022, options to subscribe 4,000,000 ordinary shares were granted to a director of the Company. The share options vest immediately as the grantee is not required to complete a specified period of service before becoming unconditionally entitled to those equity instruments. The Company recognised the services provided in full at the date of grant.

The estimated fair value of the options granted on the grant date is approximately HK$404,000.

The fair value was measured using the Binomial Option Pricing model. The inputs used in the model were as follows:

Share Options granted on 14 July 2022:

Risk-free Rate (Continuous rate)	3.02%
Share Value as at the Valuation Date	HK$0.168 per share
Initial Exercise Price	HK$0.17
Vesting Period	Nil
Expected Tenor	10 years
Expected Volatility	90.29%
Expected Dividend Yield	0.00%
Early Exercise Multiple	2.47

30. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Share Option Scheme (Continued)

The Binomial Option Pricing model has been used to estimate the fair value of the options. The variables and assumptions used in the computing the fair value of the share options is based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of comparable listed companies in the same industry.

The valuation was performed by Vincorn Consulting and Appraisal Limited, who is independent to the Group.

For the year ended 31 March 2023, the Group recognised an equity-settled share-based payment expense of HK$404,000 (2022: HK$670,000) for the share options in the consolidated statement of profit or loss.

Movements in the number of share options are as follows:

	Outstanding at 1 April 2022	Exercised during the year (note (i))	Granted during the year	Outstanding at 31 March 2023 (note (ii))
Director				
Mr. Mui	**4,000,000**	**–**	**4,000,000**	**8,000,000**

	Outstanding at 1 April 2021	Exercised during the year (note (i))	Granted during the year	Outstanding at 31 March 2022 (note (ii))
Director				
Mr. Mui	–	–	4,000,000	4,000,000

Notes:

(i) No share options were exercised during the year ended 31 March 2023 and 2022.

30. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Share Option Scheme (Continued)

Notes: (Continued)

(ii) Exercisable share options and weighted average exercise prices are as follows:

	31 March 2023	
	Number of exercisable share options	**Weighted average exercise price**
Balance at the beginning of the year	**4,000,000**	**HK$0.285**
Granted during the year	**4,000,000**	**HK$0.17**
Exercised during the year	**–**	**N/A**
Lapsed during the year	**–**	**N/A**
Balance at the end of the year	**8,000,000**	**HK$0.228**

	31 March 2022	
	Number of exercisable share options	Weighted average exercise price
Balance at the beginning of the year	–	N/A
Granted during the year	4,000,000	HK$0.285
Exercised during the year	–	N/A
Lapsed during the year	–	N/A
Balance at the end of the year	4,000,000	HK$0.285

31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

	Other financial liabilities HK$'000	Lease liabilities HK$'000	Convertible bonds HK$'000	Bank borrowings HK$'000	Other borrowings HK$'000
At 1 April 2022	**32,765**	**10,536**	**1,170**	**29,938**	**–**
Interest paid on lease liabilities	–	(106)	–	–	–
Payment of principal portion of lease liabilities	–	(5,186)	–	–	–
Proceeds from issue of redeemable participating shares	696	–	–	–	–
Proceeds from bank borrowings	–	–	–	25,000	–
Repayment of bank borrowings	–	–	–	(30,150)	–
Interest paid on bank borrowings	–	–	–	(1,424)	–
Proceeds from other borrowings	–	–	–	–	25,000
Repayment of other borrowings	–	–	–	–	(25,000)
Interest paid on other borrowings	–	–	–	–	(2,250)
Other changes:					
Interest on lease liabilities	–	106	–	–	–
Share of results of consolidated investment fund attributable to other redeemable participating shareholders	(15,938)	–	–	–	–
Interest on bank borrowings	–	–	–	1,424	–
Interest on other borrowings	–	–	–	–	2,250
At 31 March 2023	**17,523**	**5,350**	**1,170**	**24,788**	**–**

31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)

	Other financial liabilities HK$'000	Lease liabilities HK$'000	Convertible bonds HK$'000	Bank borrowings HK$'000	Other borrowings HK$'000
At 1 April 2021	45,161	9,196	1,170	5,000	–
Interest paid on lease liabilities	–	(173)	–	–	–
Payment of principal portion of lease liabilities	–	(5,667)	–	–	–
Proceeds from issue of redeemable participating shares	5,828	–	–	–	–
Payment for redemption of redeemable participating shares	(4,680)	–	–	–	–
Proceeds from bank borrowings	–	–	–	24,938	–
Interest paid on bank borrowings	–	–	–	(484)	–
Other changes:					
Effect of lease modification	–	7,007	–	–	–
Interest on lease liabilities	–	173	–	–	–
Share of results of consolidated investment fund attributable to other redeemable participating shareholders	(13,544)	–	–	–	–
Interest on bank borrowings	–	–	–	484	–
At 31 March 2022	32,765	10,536	1,170	29,938	–

32. EMPLOYEE RETIREMENT BENEFITS

The employees of the Company's subsidiaries in Hong Kong participate in a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee. All employees joining the Group are required to join the MPF Scheme.

Under the current rules of the MPF Scheme, employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees' relevant income capped at HK$1,500 per month. The retirement benefit costs charged to profit or loss represent contributions payable by the Group at rates specified in the rules of the MPF Scheme.

As at 31 March 2023 and 2022, there were no forfeited contributions available to offset future employers' contributions to the MPF Scheme.

33. COMMITMENTS

Operating lease commitments

As lessee

As at the end of the reporting period, the Group had commitments for future minimum lease payments in respect of office equipment under non-cancellable leases as follows:

	2023 **HK$'000**	2022 HK$'000
Within one year	–	60

The Group has elected not to recognise right-of-use assets and lease liabilities for these low-value assets.

34. FINANCIAL RISK MANAGEMENT

(a) Categories of financial instruments

	2023 HK$'000	2022 HK$'000
Financial assets:		
Financial assets at amortised cost		
Accounts receivable	**137,607**	128,925
Other receivables and deposits	**4,280**	5,322
Pledged bank deposit	**10,008**	10,000
Cash and bank balances — held on behalf of customers	**36,636**	24,146
Cash and bank balances	**21,038**	47,031
	209,569	215,424
Financial assets at fair value through profit or loss		
Listed securities	**29,147**	58,425
Listed bonds	**11,013**	22,142
	40,160	80,567
	249,729	295,991
Financial liabilities:		
Financial liabilities at amortised cost		
Accounts payable	**57,101**	55,038
Accruals and other payables	**5,105**	9,192
Other financial liabilities	**17,523**	32,765
Bank borrowings	**24,788**	29,938
	104,517	126,933
Financial liabilities at fair value through profit or loss		
Convertible bonds	**1,170**	1,170
Others		
Lease liabilities	**5,350**	10,536
	111,037	138,639

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies

The objective of the Group's risk management is to achieve an appropriate balance between risk and return, and reduce the negative impact on the Group's operating results and maximise shareholder's value. The Group's risk management strategy is to identify and analyse various risks faced by the Group, establish appropriate risk tolerance, and reliably measure and monitor the risks on a timely and effective manner to ensure the risks are controlled within the tolerance level.

The main risks arising from the Group's financial instruments include interest rate risk, credit risk, liquidity risk and equity price risk. The Group has no significant exposures to other financial risks except as disclosed below. Directors of the Company review and agree policies for managing each of these risks and they are summarised below:

(i) Interest rate risk

Interest rate risk arises from the effects of fluctuations in the prevailing levels of market interest rates on the fair value of financial assets and liabilities and future cash flows.

Fair value interest rate risk

The Group's fair value interest rate risk relates primarily to investments in debt securities within financial assets at FVTPL that carried at fixed interest rates.

The Group's interest rate profile and fair value interest rate risk exposure are summarised as follows:

	2023		2022	
	Effective interest rate	**HK$'000**	Effective interest rate	HK$'000
Financial assets carried at fixed interest rates				
Listed bonds measured at FVTPL	**5.00%–15.00%**	**11,013**	6.95%–14.25%	22,142

If the interest rates had been increased/decreased by 50 basis points at the beginning of the year and all other variables were held constant, the Group's loss after income tax expenses would decrease/increase and accumulated losses would decrease/increase by approximately HK$55,000 for the year ended 31 March 2023 (2022: the Group's loss after income tax expenses and retained earnings would decrease/increase by approximately HK$111,000). The assumed changes have no impact on the other components of equity.

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Interest rate risk (Continued)

Cash flow interest rate risk

The Group's cash flow interest rate risk relates primarily to accounts receivable from securities margin financing services, cash at banks and advances from margin financing carried at floating interest rates. The Group's exposure to interest rate risk arising from the interest-bearing assets can be offset against the Group's interest-bearing liabilities. Management actively monitors the Group's net interest rate exposure through setting limits on the level of mismatch of interest rate re-pricing and duration gap and aims at maintaining an interest rate spread, such that the Group is always in a net interest-bearing asset position and derives net interest income. The directors considered that there is no significant concentration of interest rate risk exposure.

The Group's interest rate profile and cash flow interest rate risk exposure arises on positions with the following carrying values:

	2023		2022	
	Effective interest rate	**HK$'000**	Effective interest rate	HK$'000
Floating rate assets				
Accounts receivable from securities margin financing services	**Prime rate + a spread**	**127,712**	Prime rate + a spread	112,336
Floating rate liabilities				
Accounts payable to broker	**Prime rate + a spread**	**(9,411)**	Prime rate + a spread	(25,768)
Net exposure*		**118,301**		86,568

* The net exposure excluded cash at banks held on behalf of customers and cash at banks of the Group, which have limited fluctuation on interest rate over the year. In the opinion of the directors, the Group's exposure to cash flow interest rate risk on these financial assets is minimal. Accordingly, no sensitivity analysis is presented on these cash at banks.

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Interest rate risk (Continued)

Cash flow interest rate risk (Continued)

If the interest rates had been increased/decreased by 50 basis points at the beginning of the year and all other variables were held constant, the Group's loss for the year would decrease/increase and accumulated losses would decrease/increase by approximately HK$487,000 for the year end 31 March 2023 (2022: the Group's loss after income tax expenses and retained earnings would decrease/increase by approximately HK$340,000). The assumed changes have no impact on the other components of equity.

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents management's assessment of a reasonably possible change in interest rate over the next twelve-month period.

The sensitivity analysis included in the consolidated financial statements for the year ended 31 March 2022 has been prepared on the same basis.

(ii) Credit risk

The Group's maximum exposure to credit risk is the carrying amounts of investments in debt securities classified as financial assets at FVTPL, cash at banks, accounts receivable, other receivables and deposits. At the end of the reporting period, the Group has a certain concentration of credit risk as 16% and 50% (2022: 11% and 41%) of the total accounts receivable was due from the Group's largest debtor and the five largest debtors, respectively.

For the Group's investments in listed bonds, the investment team of the Group assess the financial performance of the issuers to ensure that the issuers can satisfy the repayment of the principal and interest as they fall due. The Group has set portfolio size and single issuer limits to control the Group's exposure to the credit risk. The Group also monitors the credit rating and market news of the issuers of respective bonds.

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

As at 31 March 2023 and 2022, substantially all of the Group's cash at banks were deposited with major financial institutions in Hong Kong, which management believes are of high-credit-quality without significant credit risk.

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

The credit risk is primarily attributable to accounts receivable. In order to minimise the credit risk on margin financing and IPO financing, the credit committee is responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts and receivables from margin clients with shortfalls in relation to the Group's securities and financing services. In addition, the Group reviews the recoverable amount of each individual receivable at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

Accounts receivable

The Group applies the simplified approach to providing ECLs prescribed by HKFRS 9, which permits the use of simplified approach for accounts receivable arising from corporate advisory and other services, and asset management services; and general approach to measure ECLs on accounts receivable arising from securities margin financing services. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECLs. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-months ECLs, Stage 2: Lifetime ECLs — not credit-impaired and Stage 3: Lifetime ECLs — credit-impaired.

As accounts receivable from brokers and accounts receivable arising from securities dealing and brokerage services from the clearing house, which the counterparties had high credit rating and are governed by regulators including the Hong Kong Monetary Authority and the Hong Kong Securities and Futures Commission, whereas the cash clients had sufficient cash held by the Group, the risk of default in repayment of these debtors are considered to be minimal by the directors and no ECLs provision were made for these debtors.

The ECLs on accounts receivable arising from corporate advisory and other services is estimated with reference to past default experience of the debtors and current market condition in relation to each debtor's exposure. The ECLs also incorporates forward-looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle outstanding balances. To measure the ECLs, the accounts receivable have been grouped together with similar risk characteristics and the days past due according to the ageing analysis as disclosed in note 17 to the consolidated financial statements.

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

Accounts receivable (Continued)

Expected loss rates of accounts receivable arising from corporate advisory and other services are assessed to be 7.58% to 92.46% (2022: 6.51% to 72.34%) due to the increase in balance that have been past due for over 1 year period and increasing credit risk of customers. The provision is determined as follows:

	Less than 30 days	31–90 days	91–365 days	Over 365 days	Total
As 31 March 2023					
Expected loss rates	**7.58%**	**11.34%**	**14.31%**	**92.46%**	
Gross carrying amount (HK$'000)	**4,076**	**273**	**6,172**	**2,282**	**12,803**
Loss allowance provision (HK$'000)	**309**	**31**	**883**	**2,110**	**3,333**
As 31 March 2022					
Expected loss rates	6.51%	6.85%	6.85%	72.34%	
Gross carrying amount (HK$'000)	6,527	1,874	3,785	10,633	22,819
Loss allowance provision (HK$'000)	425	128	259	7,692	8,504

The Group provides clients with securities margin financing services for securities transactions, which are secured by clients' securities or cash held as collateral. Each client has a maximum credit limit based on the quality of collateral held and the financial background of the client. Management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The overdue outstanding balances for margin clients are reviewed daily, and force-sell action may be taken against clients with overdue outstanding balances on case by case basis.

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

Accounts receivable (Continued)

Analysis of the gross carrying amount of accounts receivable arising from securities margin financing services is as follows:

	12-month ECL HK$'000	Lifetime ECL, not credit-impaired HK$'000	Lifetime ECL, credit-impaired HK$'000	Total HK$'000
At 1 April 2021	86,297	11,136	–	97,433
Financial assets that have been derecognised	(44,073)	(9,685)	–	(53,758)
Transfer to lifetime ECL not credit-impaired	(20,554)	20,554	–	–
Transfer to lifetime ECL credit-impaired	(3)	–	3	–
Transfer from lifetime ECL not credit-impaired	1,451	(1,451)	–	–
New financial assets originated	75,205	260	–	75,465
At 31 March 2022 and 1 April 2022	98,323	20,814	3	119,140
Financial assets that have been derecognised	(60,332)	(7,006)	–	(67,338)
Transfer to lifetime ECL not credit-impaired	–	–	–	–
Transfer to lifetime ECL credit-impaired	–	–	–	–
Transfer from lifetime ECL not credit-impaired	–	–	–	–
New financial assets originated	82,843	339	–	83,182
At 31 March 2023	120,834	14,147	3	134,984

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

Accounts receivable (Continued)

Movements in the allowances for impairment that has been recognised for securities margin financing services are as follows:

	12-month ECL HK$'000	Lifetime ECL, not credit-impaired HK$'000	Lifetime ECL, credit-impaired HK$'000	Total HK$'000
At 1 April 2021	105	312	–	417
Derecognition	(62)	(311)	–	(373)
Transfer to lifetime ECL not credit-impaired	(34)	34	–	–
Transfer to lifetime ECL credit-impaired	(1)	–	1	–
Transfer from lifetime ECL not credit-impaired	–	–	–	–
Impairment loss charged to profit or loss	23	6,735	2	6,760
At 31 March 2022 and 1 April 2022	31	6,770	3	6,804
Derecognition	(17)	(286)	–	(303)
Transfer to lifetime ECL not credit-impaired	–	–	–	–
Transfer to lifetime ECL credit-impaired	–	–	–	–
Impairment loss charged to profit or loss	62	709	–	771
At 31 March 2023	76	7,193	3	7,272

As at 31 March 2023 and 2022, the fair value of accounts receivable approximated their carrying amounts. The maximum exposure to credit risk at the reporting date was the carrying value of each class of receivables mentioned above.

Other receivables and deposits

As at 31 March 2023, the management of the Group takes into account the historical default experience and forward-looking information, as appropriate, for example the Group considers the consistently low historical default rates of counterparties, and concludes that credit risk inherent in the Group's outstanding deposits is insignificant. The management of the Group has assessed that deposits do not have a significant increase in credit risk since initial recognition and risk of default is insignificant, therefore the ECLs for these financial assets were immaterial under the 12-months ECLs method and no loss allowance provision was recognised during the reporting period (2022: nil).

For other receivables, the Group applied expected loss rate based on that of counterparties with similar credit ratings, with adjustment to reflect current conditions and forecasts of future economic conditions through the use of financial market analysis and individual securities analysis, as appropriate. The Group recognised a loss allowance of HK$6,172,000 under stage 3 lifetime ECL (not credit impaired) on the amounts during the reporting period (2022: HK$212,000).

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long terms.

The following table shows the remaining contractual maturities at the end of reporting periods of the Group's non-derivative and derivative financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the reporting date) and the earliest date the Group can be required to settle the obligations.

	Carrying amount HK$'000	Total contractual undiscounted cash flow HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000
31 March 2023					
Accounts payable	**57,101**	**57,101**	**57,101**	**–**	**–**
Accruals and other payables	**5,105**	**5,105**	**5,105**	**–**	**–**
Lease liabilities	**5,350**	**5,387**	**5,145**	**242**	**–**
Other financial liabilities	**17,523**	**17,523**	**17,523**	**–**	**–**
Bank borrowings	**24,788**	**24,844**	**22,218**	**149**	**2,477**
Convertible bonds	**1,170**	**–**	**–**	**–**	**–**
	111,037	**109,960**	**107,092**	**391**	**2,477**
31 March 2022					
Accounts payable	55,038	55,038	55,038	–	–
Accruals and other payables	9,192	9,192	9,192	–	–
Lease liabilities	10,536	10,679	5,144	5,293	242
Other financial liabilities	32,765	32,765	32,765	–	–
Bank borrowings	29,938	30,236	27,267	187	2,782
Convertible bonds	1,170	–	–	–	–
	138,639	137,910	129,406	5,480	3,024

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Equity price risk

The Group is exposed to equity price changes arising from listed securities and bonds measured at FVTPL.

The Group's listed investments are listed on various stock exchange. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of industry indicators, as well as the Group's liquidity needs. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

All of the Group's unquoted investments are held for long term strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plans.

The sensitivity analysis on equity price risk includes the Group's financial instruments, which fair value or future cash flows will fluctuate because of changes in their corresponding or underlying asset's equity price. If the prices of the respective equity instruments had been 5% higher/lower, loss for the year (and accumulated losses) would increase/decrease by HK$1,445,000 (2022: loss for the year (and accumulated losses) would increase/decrease by HK$2,921,000).

(v) Fair value and fair value hierarchy

(a) Financial instruments not measured at fair value

At 31 March 2023 and 2022, the fair values of the Group's financial assets and financial liabilities approximated to their respective carrying amounts.

The fair values of the financial assets and liabilities are the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of cash and bank balances, pledged bank deposit, accounts receivable, other receivables and deposits, accounts payable, accruals and other payables, other financial liabilities, lease liabilities and bank borrowings approximate to their respective carrying amounts largely due to the short term maturities of these instruments.

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Fair value and fair value hierarchy (Continued)

(b) Financial instruments measured at fair value

HKFRS 13 introduced a three-level hierarchy for fair value measurement disclosures and additional disclosures about the relative reliability of fair value measurements.

The hierarchy groups financial assets and financial liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and financial liabilities. The fair value hierarchy has the following levels:

— Level 1: unadjusted quoted prices in active markets for identical assets or liabilities;

— Level 2: observable direct and indirect inputs other than quoted prices included within Level 1; and

— Level 3: unobservable inputs for which market data are not available.

The financial assets and financial liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
At 31 March 2023				
Financial assets at FVTPL				
— Listed securities	**29,147**	**–**	**–**	**29,147**
— Listed bonds	**–**	**11,013**	**–**	**11,013**
	29,147	**11,013**	**–**	**40,160**
Financial liabilities at FVTPL				
— Convertible bonds	**–**	**–**	**1,170**	**1,170**
At 31 March 2022				
Financial assets at FVTPL				
— Listed securities	58,425	–	–	58,425
— Listed bonds	–	22,142	–	22,142
	58,425	22,142	–	80,567
Financial liabilities at FVTPL				
— Convertible bonds	–	–	1,170	1,170

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Fair value and fair value hierarchy (Continued)

(b) Financial instruments measured at fair value (Continued)

The level in the fair value hierarchy within which the financial assets and financial liabilities are categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement. During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets and financial liabilities (2022: nil).

The methods and valuation techniques used for the purpose of measuring fair value are unchanged from the previous reporting period.

Information about level 1 fair value measurements

Financial instruments which value are based on quoted market prices in active markets, and are therefore classified within level 1, include listed shares denominated in HK$, EUR, SEK, JPY and US$ (2022: listed shares denominated in HK$, EUR, SEK and US$) classified as financial assets at FVTPL as at 31 March 2023 and 2022.

A market is regarded as active if quoted prices are readily and regularly available from an exchange and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Information about level 2 fair value measurements

Financial instruments that are not traded in active markets but are valued based on quoted market prices, dealer quotations or alternative pricing sources from brokers supported by observable inputs are classified within level 2. Level 2 instruments include listed debt securities denominated in US$ classified as financial assets at FVTPL as at 31 March 2023 and 2022. As the securities were trade in markets that are not considered to be active, the valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

Information about level 3 fair value measurements

(a) Convertible bonds

The fair value of convertible bonds is determined by applying cost approach, using asset-based approach, based on the unaudited consolidated financial statements of Lohas Holdings. The valuation takes account of the terms and conditions of convertible bonds and the amount of outstanding convertible bonds.

A reconciliation of the opening and closing fair value balance is provided below.

	HK$'000
At 1 April 2021, 31 March 2022 and 1 April 2022	1,170
Exchange difference	–
At 31 March 2023	1,170

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(vi) Offsetting financial assets and financial liabilities

The following tables present details of financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

	Financial assets subject to offsetting					
				Related amounts not offset in the consolidated statement of financial position		
	Gross amount of recognised financial assets	Gross amount of recognised financial liabilities offset in the consolidated statement of financial position	Net amount of financial assets presented in the consolidated statement of financial position	Financial instruments other than cash collateral	Cash collateral received	Net amount
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 31 March 2023						
Type of financial assets						
Accounts receivable arising from securities dealing and brokerage services from the clearing house	**145,973**	**(18,261)**	**127,712**	**–**	**(127,712)**	**–**
At 31 March 2022						
Type of financial assets						
Accounts receivable arising from securities dealing and brokerage services from the clearing house	121,892	(9,556)	112,336	–	(112,336)	–

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(vi) Offsetting financial assets and financial liabilities (Continued)

	Financial liabilities subject to offsetting					
				Related amounts not offset in the consolidated statement of financial position		
	Gross amount of recognised financial liabilities	Gross amount of recognised financial assets offset in the consolidated statement of financial position	Net amount of financial liabilities presented in the consolidated statement of financial position	Financial instruments other than cash collateral	Cash collateral received	Net amount
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 31 March 2023						
Type of financial liabilities						
Accounts payable arising from securities dealing and brokerage services to the clearing house	**65,951**	**(18,261)**	**47,690**	**–**	**–**	**47,690**
At 31 March 2022						
Type of financial liabilities						
Accounts payable arising from securities dealing and brokerage services to the clearing house	38,826	(9,556)	29,270	–	–	29,270

34. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

(vi) Offsetting financial assets and financial liabilities (Continued)

The tables below reconcile the amounts of accounts receivable and accounts payable as presented in the consolidated statement of financial position:

	2023 HK$'000	2022 HK$'000
Accounts receivable		
Net amount of accounts receivable arising from securities dealing and brokerage services from the clearing house	**127,712**	112,336
Accounts receivable not in the scope of offsetting disclosure	**9,895**	16,589
Accounts receivable as disclosed in the consolidated statement of financial position	**137,607**	128,925
Accounts payable		
Net amount of accounts payable arising from securities dealing and brokerage services to the clearing house	**47,690**	29,270
Accounts payable not in the scope of offsetting disclosure	**9,411**	25,768
Accounts payable as disclosed in the consolidated statement of financial position	**57,101**	55,038

(c) Capital risk management

The Group's objectives of managing capital are:

- To safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for the shareholders and benefits for other stakeholders, and
- To provide an adequate return to the shareholders by pricing services commensurate with the level of risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends pay to shareholder, return capital to shareholder, issue new shares, or sell assets to reduce debt.

34. FINANCIAL RISK MANAGEMENT (Continued)

(c) Capital risk management (Continued)

As at 31 March 2023, the Group has bank borrowings, accounts payable to broker, convertible bonds and lease liabilities of approximately HK$24,788,000, HK$9,411,000, HK$1,170,000 and HK$5,350,000, respectively (31 March 2022: HK$29,938,000, HK$25,768,000, HK$1,170,000 and HK$10,536,000, respectively). As at 31 March 2023, the Group's total debt incurred (including bank borrowings, amounts payable to broker, convertible bonds and lease liabilities) were approximately HK$40,719,000 (31 March 2022: HK$67,412,000), representing a gearing ratio of approximately 27.5% (31 March 2022: 39.5%). Gearing ratio is calculated based on total debt incurred divided by the total equity as at the reporting date.

Certain subsidiaries of the Group are regulated by the Securities and Futures Commission and are required to comply with certain minimum liquid capital requirements according to the Securities and Futures Ordinance. Management monitors, on a daily basis, their liquid capital to ensure they meet the minimum liquid capital requirements in accordance with the Securities and Futures (Financial Resources) Rules.

There is no non-compliance of the capital requirements imposed by the respective regulators during both years.

35. INVESTMENT IN LIFE INSURANCE POLICY

In prior year, the Group entered into a life insurance policy with an insurance company to insure one of the directors of the Company. The Group has paid the total insurance premium with an aggregate amount of US$503,007 (equivalent to approximately HK$3,923,000) at the inception of the insurance policy. The Group can terminate the policy at any time after one year from the inception date and receive back the money based on the surrender value of the contract at the date of withdrawal, which is determined by the insurance premium of the insurance policy plus the accumulated interest earned and minus the insurance costs ("Surrender Value"). In addition, if the withdrawal is made between the first and eighteenth policy years, there is a special amount of surrender charge by the insurance company. The insurance company will declare a guaranteed fixed interest of 4.25% per annum plus a premium determined by the insurance company on the outstanding Surrender Value of the contract of the first year. Commencing from the second year, the guaranteed interest will be reduced to 2% per annum.

During the year ended 31 March 2023, approximately HK$87,000 (2022: HK$543,000 in respect of the loss from change in fair value) in respect of the gain from change in fair value of investment in life insurance policy was recognised as part of "other income and gains or losses, net".

As at 31 March 2023, the carrying amount of the investment in life insurance policy was approximately HK$3,467,000 (2022: HK$3,380,000) and pledged to a bank for securing bank facilities granted to the Group.

The fair value of the investment in life insurance policy is under level 2 of the fair value hierarchy, which is determined by reference to the insurance company provided surrender cash value of the life insurance policy at the end of the reporting period, together with the guaranteed interest as mentioned above.

36. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements, the Group also had the following significant related party transactions during the reporting period:

(a) Compensation of key management personnel

Compensation of key management personnel of the Group, including directors' remuneration as disclosed in note 9(a) to the consolidated financial statements, is as follows:

	2023 **HK$'000**	2022 HK$'000
Directors' fees	**540**	540
Salaries, allowances, bonus and other benefits	**18,110**	16,629
Equity settled share-based payment expenses	**404**	910
Contributions to retirement benefits schemes	**90**	90
	19,144	18,169

(b) Related party transactions

Name of related parties	Nature of transactions	**2023** **HK$'000**	2022 HK$'000
Mr. Mui	Brokerage and securities financing income	**111**	99

The related party transactions in respect of provision of securities brokerage and/or financing services fall under the definition of "connected transaction" or "continuing connected transactions" under Chapter 14A of the Listing Rules, but are fully exempted from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

The Company has complied with the provisions of Chapter 14A of the Listing Rules for the years ended 31 March 2023 and 2022.

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2023 HK$'000	2022 HK$'000
Non-current assets			
Investment in subsidiaries	38	**5,026**	5,168
Current assets			
Amounts due from subsidiaries		**108,674**	107,984
Cash and bank balances		**209**	4,851
		108,883	112,835
Current liabilities			
Accruals		**1,118**	1,096
Net current assets		**107,765**	111,739
Net assets		**112,791**	116,907
Equity			
Share capital	28	**4,060**	4,060
Share premium		**112,485**	112,485
Reserves	29	**(3,754)**	362
Total equity		**112,791**	116,907

On behalf of the directors

Mui Ho Cheung Gary
Director

Ng Siu Hin Stanley
Director

38. PARTICULAR OF SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the assets or liabilities of the Group as at 31 March 2023 and results for the year then ended. The class of shares held is ordinary unless otherwise stated.

Name of company	Place and date of incorporation	Principal activities and place of operation	Issued share capital	Percentage of equity attributable to the Company	
				Directly	Indirectly
Lego Financial Group Investment Holdings Limited	British Virgin Islands 15 March 2018	Investment holding	US$1,024	100%	–
Lego Corporate Finance Limited	Hong Kong 30 July 2015	Provision of corporate finance advisory services in Hong Kong	HK$14,300,000	–	100%
Lego Securities Limited	Hong Kong 27 June 2016	Provision of brokerage, underwriting and securities margin financing services in Hong Kong	HK$104,500,000	–	100%
Lego Asset Management Limited	Hong Kong 6 April 2017	Provision of asset management services in Hong Kong	HK$9,500,000	–	100%
Lego Asset Management (Cayman) Limited	Cayman Islands 12 February 2019	Investment holding	US$1	–	100%
Lego Funds SPC Limited	Cayman Islands 14 February 2019	Provision of mutual fund business	US$100*	–	100%
Lohas Holdings Limited	St. Vincent and the Grenadines 25 May 2018	Investment holding	US$251	–	99.6%
Lohas Limited	St. Vincent and the Grenadines 25 May 2018	Investment holding	US$100	–	50.8%
Lohas Life Insurance Limited	Barbados 8 August 2018	Inactive	US$1	–	50.8%
Bountiful Sky Limited	British Virgin Islands 13 June 2018	Investment holding	US$2	–	100%

* Being management shares held by the Group.

38. PARTICULAR OF SUBSIDIARIES (Continued)

In addition, the following segregated portfolio is also a consolidated investment for the purpose of Appendix 16 of the Listing Rules. The consolidated investment is not a body corporate and therefore does not have any paid-up register capital.

Name of investment fund	Place of registration and operation and date of initial subscription	Principal activity	Net assets attributable to holders of redeemable participating shares	Percentage of equity attributable to the Company	
				Directly	Indirectly
Lego Vision Fund SP (a segregated portfolio of Lego Funds SPC Limited)	Cayman Islands 28 March 2019	Investment holding	US$3,972,476	–	43.4%

39. CONTINGENT LIABILITIES

As at 31 March 2023, the Group did not have any significant contingent liabilities (2022: nil).

40. SUBSEQUENT EVENTS

There is no significant subsequent event after 31 March 2023.

41. APPROVAL OF FINANCIAL STATEMENTS

These consolidated financial statements were approved and authorised for issue by the directors on 23 June 2023.