This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to invest in the **[REDACTED]**.

There are risks associated with any investment. Some of the particular risks in investing in the **[REDACTED]** *are set out in the section headed "Risk factors" in this document. You should read that section carefully before you decide to invest in the* **[REDACTED]**.

BUSINESS OVERVIEW

Our Group is an interdealer broker in Hong Kong providing derivatives brokerage services to Professional Investors. Our Group carries out our derivatives brokerage business through our wholly-owned subsidiary, De Riva, which is a licensed corporation under the SFO and a HKFE Exchange Participant. De Riva is licensed by the SFC to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities in Hong Kong for Professional Investors without providing any margin financing services. Under the licensing condition, De Riva can only provide services to Professional Investors.

The principal business of our Group is derivatives brokerage, which involves matching and/or executing and settling derivatives trade orders for our customers. When our customers place a trade order, it usually involves a combination of futures and options and other derivatives products, which are typically viewed as a single product by our customers in the derivatives market. During the Track Record Period, our Group derived all of our revenue from commission income for derivatives brokerage services provided to our customers.

During the Track Record Period, our trade orders involved listed derivatives products which were either executed on the HKEx or the SGX, and non-listed derivatives products which were all executed OTC. Our Group has entered into arrangements with a number of execution brokers to provide derivative services for SGX listed derivatives and HKEx listed single stock options as De Riva does not have the relevant trading rights. Hence, our Group acted as an agent to arrange for and match up trade orders without providing any execution, settlement or clearing services, and trading parties are directly responsible for all risks involved in the OTC transactions.

Our Directors believe that the major reason our customers would choose to trade through our Group is that our Group is able to (i) source liquidity for our customers to match up trade orders, through acting as a contact point among the potential trading parties, our Group would be able to facilitate information flow, which gives us an advantage over our customers in terms of our access to liquidity, and (ii) provide anonymity and confidentiality for their interests before the trade orders are matched.

The table below sets out our revenue breakdown by channel of execution:

	For the year ended 31 March					
	2016		2017		2018	
	HK$'000	%	*HK$'000*	%	*HK$'000*	%
HKEx	50,882	84.5	46,681	78.1	64,033	83.4
SGX	7,356	12.2	11,657	19.5	8,016	10.5
OTC	1,968	3.3	1,414	2.4	4,710	6.1
Total	**60,206**	**100.0**	**59,752**	**100.0**	**76,759**	**100.0**

CUSTOMERS

Our customers are all Professional Investors as defined under the SFO, including investment banks, market makers, and funds. As at 31 March 2016, 31 March 2017 and 31 March 2018, our Group had a total of 76, 78, and 85 customers, of which 50, 45 and 44 of them are active customers *(note)*, respectively. For each of the three years ended 31 March 2016, 31 March 2017, and 31 March 2018, our largest customer accounted for approximately 8.7%, 10.5% and 10.0% of our total turnover, respectively. Our five largest customers, in aggregate, accounted for approximately 35.9%, 41.0% and 46.1% of our total turnover, respectively. For further details, please refer to the section headed ''Business — Our customers'' in this document.

SERVICE PROVIDERS

Our Group does not have any major supplier due to our business nature. However, during the Track Record Period, our Group engaged various service providers for the services necessary for our business operations. As De Riva is not a clearing participant, hence our Group outsources the clearing functions to a service provider which is a Clearing Participant. Our top five service providers include clearing brokers, execution brokers, a market data vendor and a network service provider. For each of the three years ended 31 March 2016, 31 March 2017, and 31 March 2018, our largest service provider accounted for approximately 40.9%, 18.6% and 36.8% of our total other operating expenses, respectively. Our five largest service providers, in aggregate, accounted for approximately 70.4 %, 68.5% and 60.1% of our total other operating expenses respectively. For details, please refer to the section headed "Business — Our service providers" in this document.

COMPETITIVE LANDSCAPE

According to the CIC Report, between 2012 and 2017, the market size of the derivatives brokering industry in terms of brokerage fees income in Hong Kong increased from HK$2.5 billion to HK$4.5 billion at a CAGR of 12.1%. Further, the total market size of the derivatives brokerage industry is forecasted to reach HK$7.1 billion in 2022 at a CAGR of 9.8% from 2017. As of June 2018, there were a total of 9 General Clearing Participants, 160 Clearing Participants, and 22 non-clearing participants on the HKFE with a type 2 licence issued by the SFC, of which 15 of them were providing brokerage services to

Note: For the purposes of this document, active customers are customers who have traded through our Group in previous 12 months.

external parties on derivatives contracts. The competition focuses in the industry that our Group operates include (i) regulatory requirements; (ii) capital requirements; (iii) expertise knowledge; and (iv) IT infrastructure. For further details, please refer to the section headed "Industry overview" in this document.

OUR COMPETITIVE STRENGTHS

Our Directors believe that our competitive strengths comprise (i) experienced and competent senior management with strong customer base; (ii) extensive customer network and quality services as an interdealer broker in the derivatives market; and (iii) diversified background of our licensed brokers. For further details, please refer to the section headed ''Business — Our competitive strengths'' in this document.

FINANCIAL INFORMATION

Combined statements of profit or loss and other comprehensive income

	Year ended 31 March		
	2016	**2017**	**2018**
	HK$'000	*HK$'000*	*HK$'000*
Revenue	60,206	59,752	76,759
Profit before tax	16,147	14,222	7,800
Profit and total comprehensive income for the year attributable to the owners of the Company	13,491	11,857	4,778
Adjusted net profit *(Note)*	13,491	11,857	15,388

Note: Adjusted net profit represents our profit and total comprehensive income for the year attributable to owners of our Company for the year excluding [**REDACTED**]. Adjusted net profit is not a measure of performance under HKFRSs and accounting principles generally accepted in Hong Kong. The use of these non-HKFRSs measures has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under HKFRSs.

The decrease in revenue from the year ended 31 March 2016 to the year ended 31 March 2017 was mainly due to decrease in revenue for the HKEx segment and OTC segment and partly offset by the increase in revenue from the SGX segment. The decrease in profit before tax from the year ended 31 March 2016 to the year ended 31 March 2017 was mainly due to the increase in other operating expenses mainly resulting from increase in clearing fees for increased trading volume, in error and facilitation expenses for a non-recurring error trade, and in marketing expenses for building up relationships with our existing and potential customers. The decrease in profit from the year ended 31 March 2016 to the year ended 31 March 2017 was due to the decrease in profit before tax as stated above and more tax effect of expenses not deductible during the year. The increase in revenue from the year ended 31 March 2017 to the year ended 31 March 2018 was mainly due to the increase in revenue from the HKEx segment and the OTC segment offset by the decrease in the SGX segment. The decrease in profit before tax and profit after tax from the year ended 31 March 2017 to the year ended 31 March 2018 was mainly due to the [**REDACTED**] of approximately HK$[**REDACTED**] incurred during the respective year.

Combined statements of financial position

	As at 31 March		
	2016	**2017**	**2018**
	HK$'000	*HK$'000*	*HK$'000*
Non-current assets	1,424	1,267	3,302
Current assets	37,724	46,759	53,596
Current liabilities	8,236	9,257	13,351
Net current assets	29,488	37,502	40,245
Net assets/Total equity	30,912	38,769	43,547

The increase in net assets of our Group from approximately HK$30.9 million as at 31 March 2016 to approximately HK$38.8 million as at 31 March 2017 was mainly attributable to the profit for the year ended 31 March 2017 and partly offset by the distribution of dividend. The increase in net assets of our Group from approximately HK$38.8 million as at 31 March 2017 to approximately HK$43.5 million as at 31 March 2018 was mainly attributable to the deposits paid for acquisition of property and equipment and the increase in trade receivables.

Combined statements of cash flows

	For the year ended 31 March		
	2016	**2017**	**2018**
	HK$'000	*HK$'000*	*HK$'000*
Operating cash flows before movements in working capital	16,462	14,427	7,988
Net cash from operating activities	4,524	10,234	4,028
Net cash used in investing activities	(559)	(41)	(1,618)
Net cash used in financing activities	(860)	–	(4,000)
Net increase/(decrease) in cash and cash equivalents	3,105	10,193	(1,590)
Cash and cash equivalents at the beginning of the year	8,895	12,000	22,193
Cash and cash equivalents at the end of the year	12,000	22,193	20,603

The increase in our cash and cash equivalents for the year ended 31 March 2016 was mainly attributable to the profit for the year and partly offset by the increase in trade receivables, and prepayments, deposits and other receivables, purchase of intangible assets and dividends paid. The increase in our cash and cash equivalents for the year ended 31 March 2017 was mainly attributable to the profit for the year and decrease in prepayments, deposits and other receivables and partly offset by the decrease in operating cash flows before movements in working capital due to the decrease in net profit, and other payables and accruals. The decrease in our cash and cash equivalents for the year ended 31 March 2018 was mainly attributable to the deposit paid for the acquisition of property and equipment and the dividend paid to the then shareholders of De Riva, and partly offset by the operating cash outflow before movements in working capital due to the non-recurring [**REDACTED**], and the profit for the year ended 31 March 2018.

Key financial ratios

	For the year ended/As at 31 March			
	2016	**2017**	**2018**	**2018** (adjusted(note))
Profitability ratios				
Return on equity	43.6%	30.6%	11.0	35.3
Return on total assets	34.5%	24.7%	8.4	27.0
Net profit margin	22.4%	19.8%	6.2	20.0
Liquidity ratio				
Current ratio	4.6 times	5.1 times	4.0 times	4.0 times
Capital adequacy ratios				
Interest coverage	N/A	2,032.7 times	206.3 times	485.5 times
Gearing ratio	N/A	N/A	1.7%	1.7%
Debt to equity ratio	Net cash	Net cash	Net cash	Net cash

Note: The ratios are calculated by adjusted net profit the non-recurring [**REDACTED**] incurred for the respective year. Adjusted net profit for the year represents our profit for the year excluding [**REDACTED**]. Adjusted net profit is not a measure of performance under HKFRSs and accounting principles generally accepted in Hong Kong. The use of these non-HKFRSs measures has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under HKFRSs.

The decrease in return on equity from the year ended 31 March 2016 to the year ended 31 March 2017 was attributable to the decrease in profit in the year ended 31 March 2017 and the larger equity base as at 31 March 2017. Our return on equity for the year ended 31 March 2018 further decreased to approximately 11.0%. The adjusted return on equity for the year ended 31 March 2018 would be approximately 35.3% if [**REDACTED**] were excluded, an increase from 30.6% for the year ended 31 March 2017, mainly due to the increase in net profit (excluding the non-recurring [**REDACTED**] of approximately HK$[**REDACTED**]) of HK$15.4 million. The return on total assets for the year ended 31 March 2017 decreased mainly due to the significant increase in cash and cash equivalents and decrease in profit from the year ended 31 March 2016 to the year ended 31 March 2017. Our return on assets for the year ended 31 March 2018 further decreased to approximately 8.4%. The adjusted return on assets for the year ended 31 March 2018 would be approximately 27.0% if [**REDACTED**] were excluded, an increase from 24.7% for the year ended 31 March 2017, mainly due to the increase in net profit (excluding the non-recurring [**REDACTED**] of approximately HK$[**REDACTED**]) of HK$15.4 million. Our net profit margin for the year ended 31 March 2017 decreased mainly due to the increase in the other operating expenses, in particular the clearing fees, error and facilitation expenses and marketing expenses. Our net profit margin for the year ended 31 March 2018 further decreased to approximately 6.2%. The net profit margin for the year ended 31 March 2018 would be approximately 20.0% if [**REDACTED**] were excluded, an increase from 19.8% for the year ended 31 March 2017, mainly due to the increase in revenue of approximately 28.5% with a decrease in other operating expenses of approximately 6.4% during the year. Our current ratio improved as at 31 March 2016 to 31 March 2017 was mainly due to the significant increase in cash and cash equivalents, mainly resulting from the profit in the year ended 31 March 2017. Our current ratio decreased to approximately 4.0 times as at 31 March 2018, which is mainly due to the increase in other payables and accruals from approximately HK$5.3 million as at 31 March 2017 to approximately HK$12.0 million as at 31 March 2018, mainly resulting from the increase in unpaid bonus and the accrual of [**REDACTED**] offset by settlement of dividend payable of approximately HK$4.0 million. Our interest coverage was not applicable and approximately 2,032.7 times for the two years ended 31 March 2016 and 2017 respectively, due to the overdraft interest of approximately HK$7 thousand incurred for the year ended 31 March 2017. Our interest coverage decreased to approximately 206.3 times for the year ended 31 March 2018, primarily due to the recognition of non-recurring [**REDACTED**] of approximately HK$[**REDACTED**] for the year ended 31 March 2018. The adjusted interest coverage for the year ended 31 March 2018 would be approximately 485.5 times if [**REDACTED**] were excluded, a decrease from approximately 2,032.7 times for the year ended 31 March 2017, mainly due to the finance cost incurred from the bank overdraft during the year. Our gearing ratio was not applicable as at 31 March 2016 and 31 March 2017 respectively as there were no loans and borrowings during the period.

Our gearing ratio was approximately 1.7% as at 31 March 2018, which was mainly attributable to the bank overdraft of approximately HK$758 thousand as at 31 March 2018. Our Group recorded net cash positions as at 31 March 2016, 31 March 2017 and 31 March 2018 and therefore debt to equity ratio was not applicable. Please refer to the section headed "Financial information — Key financial ratios" in this document for further details.

SHAREHOLDING OF OUR COMPANY

Immediately following completion of the [**REDACTED**] and the [**REDACTED**] (without taking into account any Share which may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme), Oasis Green (a company wholly-owned by Pacific Asset, which is wholly-owned by Mr. Yu, our non-executive Director) will be interested in [**REDACTED**]% of the issued share capital of our Company and is entitled to exercise or control the exercise of 30% or more of the voting power at general meetings of our Company. Besides, Dense Jungle and Beyond Delta (beneficially wholly-owned by Mr. Ng and Mr. Choi, our executive Director and [**REDACTED**]) will be interested in [**REDACTED**]% and [**REDACTED**]% of the issued share capital of our Company respectively. Jolly Ocean is wholly-owned by Santo Global, which is wholly-owned by Mr. Lau Ming Hong, Henry (the brother of Mr. Lau, our executive Director) and is one of the [**REDACTED**]. Jolly Ocean will hold [**REDACTED**] Shares (representing [**REDACTED**]% of the total issued share capital of our Company) immediately following completion of the [**REDACTED**] and the [**REDACTED**] (without taking into account any Share which may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme). For further details, please refer to the section headed "History, Reorganisation and corporate structure — [**REDACTED**]" in this document.

RISK FACTORS

There are certain risks involved in our business operations, many of which are beyond our control. Our Directors believe that the major risks that may have a material adverse impact on our Group include (i) our revenue was completely dependent on our commission for our derivatives brokerage services, of which a large proportion was generated from a limited number of customers and the number of contracts or notional value traded from our major customers; (ii) our Group may not be able to maintain our brokerage commission rate charged to our customers; (iii) unfavourable or uncertain economic and market conditions could materially and adversely undermine our customers' performances; (iv) our Group may be unable to compete effectively against our competitors; (v) our business operations are dependent on the services provided by our clearing brokers and execution brokers; and (vi) our Group may fails to obtain or maintain or renew licences and permits necessary for our business operations.

INTERNAL CONTROL

We have in place internal control policies and measures for our business activities and we engaged an independent internal control adviser to conduct an internal control review on our Group in May 2017. During the Track Record Period, De Riva identified one material error trade amounted to approximately HK$1.8 million which adversely affected our profit and which arose from the miscommunication between our Group and our execution broker. For further details please refer to the section headed "Business — Internal control — Error trade" in this document. De Riva has since then established and implemented a number of procedures to prevent any recurrence of error of this nature in the future. In addition, the SFC carried out an inspection in 2017 on De Riva and comments were made in regard to our then internal control procedures. De Riva were required to take measures to rectify the deficiencies and respond to the SFC in writing with the proposed remedial actions. De Riva had also updated our compliance and operation manuals and submitted the summary of our rectifying measures to the SFC. De Riva received a letter from the SFC in November 2017 confirming that there were no further comments regarding our business operations. For further details, please refer to the section headed "Business — Internal control" in this document.

RECENT DEVELOPMENTS

Subsequent to the Track Record Period and up to the Latest Practicable Date, our Group had continued to focus on providing timely, quality and reliable derivatives brokerage services to our customers, and to strengthen our licensed brokers' force to maintain our business activity, revenue and capture available market opportunities in the ordinary course of our business. During this period, (i) our Group has expanded our product coverage to OTC KOSPI 200 derivatives market; (ii) our Group has hired two senior licensed brokers in October 2017 due to the departure of a senior licensed broker in August 2017 and to expand our market share in the Hong Kong and Singapore derivatives markets; (iii) Santo Global has become a substantial shareholder of our Company through the acquisition of [**REDACTED**]% of the then issued share capital of De Riva from Pacific Asset on 1 November 2017; and (iv) De Riva entered into a tenancy agreement with an Independent Third Party for a bigger office premises in January 2018 and moved to such office premises in April 2018, to accommodate the expansion of our business operations.

OUR BUSINESS STRATEGIES

Our Group intends to further strengthen our position as an interdealer broker in Hong Kong. Our Group plans to continue expanding our customer network in Hong Kong and enhance our competitive strengths to expand our market share. Our Group will continue to strengthen our derivatives brokerage business through expanding our product coverage. Our business strategies include: (i) to apply for becoming a Clearing

Participant; (ii) to expand our OTC product coverage; (iii) to expand our office premises to accommodate the expansion of our business operations; and (iv) to enhance the business development of the HKEx segment of our Group. For further details, please refer to the section headed ''Business — Our business strategies'' in this document.

REASONS FOR THE [REDACTED] AND [REDACTED]

Our Directors believe that the **[REDACTED]** not only will allow us to raise **[REDACTED]** to facilitate the execution of our business strategies as set out in the section headed "Business — Our business strategies" in this document, in particular, to provide our Group the capital needed for the application of becoming a Clearing Participant which is expected to significantly reduce the cost in our business operation and thence improve our profitability as a whole, but also will provide a fund raising platform for our future development for further growth when necessary as the **[REDACTED]** will necessitate a broader shareholder base which will therefore provide liquidity in the trading of the Shares. Furthermore, our Directors are of the view that the **[REDACTED]** will enhance and strengthen the corporate image and credibility to our existing customers who are Professional Investors and our potential customers, and expectantly, will increase our revenue by increasing trading volume with our existing customers and onboarding more new customers. For further details, please refer to the section headed ''Future plans and **[REDACTED]**'' in this document.

The **[REDACTED]** from the **[REDACTED]** based on the **[REDACTED]** of HK$**[REDACTED]** per **[REDACTED]**, being the mid-point of the indicative **[REDACTED]**, after deducting the related expenses, are estimated to be approximately HK$**[REDACTED]** million. Our Directors presently intend to apply the **[REDACTED]** as follows:

	From the Latest Practicable Date to 30 September 2018	For the six months ending 31 March 2019	For the six months ending 30 September 2019	For the six months ending 31 March 2020	For the six months ending 30 September 2020	For the six months ending 31 March 2021	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

[REDACTED]

Assuming the **[REDACTED]** of HK$**[REDACTED]** per **[REDACTED]**, being the mid-point of the indicative **[REDACTED]**, the total expenses for the **[REDACTED]** are estimated to be approximately HK$**[REDACTED]**, of which approximately HK$**[REDACTED]** was recognised as **[REDACTED]** in our combined statements of profit or loss during the year ended 31 March 2018. We expected to incur **[REDACTED]** of approximately HK$**[REDACTED]** which will be recognised as **[REDACTED]** for the year ending 31 March 2019. The balance of approximately HK$**[REDACTED]** is expected to be recognised as a reduction in equity upon **[REDACTED]**. In view of the above, our Directors are of the view that the one-off **[REDACTED]**, which are non-recurring in nature, will have a material adverse effect on the financial results of our Group the year ending 31 March 2018, and our Group may result in loss. Our Group wishes to emphasise that the aforesaid amount of **[REDACTED]** is a current estimate for reference only and the final amount to be recognised in our combined statement of profit or loss for the year ending 31 March 2018 will be subject to adjustments based on audit and changes in variables and assumptions.

DIVIDENDS

Our Group declared a dividend of approximately HK$0.9 million for the year ended 31 March 2015 and HK$4.0 million for the year ended 31 March 2016 on 17 June 2015 and 29 March 2017 respectively to the then shareholders of De Riva, which was fully settled in cash by internal resources in June 2015 and April 2017 respectively. Save as the above, no dividend has been paid or declared by other companies comprising our Group during the Track Record Period and up to the Latest Practicable Date. The declaration, payment and amount of dividends will be at the discretion of our Directors, subject to approval by our Shareholders, and will be dependent upon the factors stated in the section headed "Financial information — Dividends" in this document. Our Group does not currently have any predetermined dividend distribution ratio.

MATERIAL ADVERSE CHANGE

From 1 April 2018 up to the Latest Practicable Date, our Group has continued to focus on developing our derivatives brokerage business. Our Directors confirm that, save as the **[REDACTED]** set out in the paragraph headed "**[REDACTED]**" in this section, since 31 March 2018 and up to the date of this document, there has been no material adverse change in the financial or trading position or prospects of our Group, and there is no event which would materially affect the information shown in the Accountants' Report set out in Appendix I to this document.

[REDACTED] STATISTICS

[REDACTED]