WONDERFULsky
皓天財經集團

WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
Stock Code: 01260

2025 ANNUAL REPORT

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FINANCIAL SUMMARY

	Year ended 31 March				
	2021	2022	2023	2024	**2025**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
RESULTS					
Revenue	371,121	303,597	276,007	239,055	**190,836**
Profit (loss) before taxation	135,248	(125,319)	32,037	(60,700)	**48,086**
Taxation	(16,929)	(3,604)	(4,815)	(5,800)	**(6,865)**
Profit (loss) for the year	118,319	(128,923)	27,222	(66,500)	**41,221**

FINANCIAL SUMMARY

	At 31 March				
	2021	2022	2023	2024	**2025**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
ASSETS AND LIABILITIES					
Total assets	2,004,674	1,548,781	1,612,127	1,577,881	**1,627,527**
Total liabilities	(361,035)	(157,632)	(137,100)	(120,636)	**(112,742)**
	1,643,639	1,391,149	1,475,027	1,457,245	**1,514,785**
Equity attributable to owners of the Company	1,643,639	1,391,149	1,475,027	1,457,245	**1,514,785**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors
Liu Tianni *(Chairman and Chief Executive Officer)*
Liu Yan Yi, Joyce

Independent non-executive Directors
Li Ling Xiu
Lam, Sally
Leung Tsz Wing *(resigned on 9 August 2024)*
Cheung Kwong Tat *(appointed on 9 August 2024)*

AUDIT COMMITTEE

Cheung Kwong Tat *(Chairman) (appointed on 9 August 2024)*
Li Ling Xiu
Lam, Sally
Leung Tsz Wing *(resigned on 9 August 2024)*

NOMINATION AND REMUNERATION COMMITTEES

Li Ling Xiu *(Chairman)*
Liu Tianni
Lam, Sally
Cheung Kwong Tat *(appointed on 9 August 2024)*
Leung Tsz Wing *(resigned on 9 August 2024)*

COMPANY SECRETARY

Li Liju

INDEPENDENT AUDITOR

Baker Tilly Hong Kong Limited
Certified Public Accountants
Level 8, K11 ATELIER King's Road,
728 King's Road, Quarry Bay,
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hong Kong and Shanghai Banking Corporation Limited
China Construction Bank (Asia) Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3
Building D, P.O. Box 1586
Gardenia Court, Camana Bay
Grand Cayman KY1-1110 Cayman Islands

CORPORATE INFORMATION

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

9/F, The Center
No. 99 Queen's Road Central
Hong Kong

REGISTERED OFFICE

Grand Pavilion
Hibiscus Way
802 West Bay Road
P.O. Box 31119
Grand Cayman KY1-1205
Cayman Islands

STOCK CODE

1260

COMPANY WEBSITE

http://www.wsfg.hk

CHAIRMAN'S STATEMENT

Dear Shareholders

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Wonderful Sky Financial Group Holdings Limited (the "**Company**", together with its subsidiaries collectively referred to as the "**Group**"), I hereby present to all shareholders with our annual report of the Group for the year ended 31 March 2025.

RESULTS

The Group recorded a profit of approximately HK$41.2 million for the year ended 31 March 2025 as compared to a loss of approximately HK$66.5 million for the previous year.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for ordinary shareholders of the Company for the year ended 31 March 2025 (2024: nil per share).

BUSINESS REVIEW

Overview

In current financial year, we saw Hong Kong's IPO market demonstrate remarkable resilience amid multiple challenges. Despite persistent global geopolitical tensions and high-interest environments, the market recorded approximately **HKD80 billion** in total fundraising. While falling short of historical peaks, this represented a significant sequential improvement over the prior financial year. Notably, a clear recovery and a strong positive signal emerged in the fourth quarter, following the successful launch of several major IPOs.

There were several structural shifts in the IPO market during the year, including:

- **New Economy as Key Driver:** Biotech, AI, and new energy sectors contributed over 75% of total funds raised, highlighting Hong Kong's enduring appeal to innovative enterprises.

- **Policy Dividends Materializing:** HKEX's continuous listing regime enhancements, particularly the successful debut of specialist technology companies under Chapter 18C opened vital financing channels for frontier tech firms. GEM reforms also attracted more small-to-medium growth enterprises.

- **Steady Stream of Secondary/Dual Primary Listings:** Demand from U. S. listed Chinese companies seeking diversified financing and risk management provided a pipeline of high-quality listings.

- **Heightened Investor Selectivity:** Valuation sensitivity intensified, with high-quality issuers demonstrating clear profitability pathways gaining stronger investor traction.

The Group recorded a profit of approximately HK$41.2 million for the year ended 31 March 2025 as compared to a loss of approximately HK$66.5 million for the year ended 31 March 2024. The Group's revenue decreased from approximately HK$239.1 million for the year ended 31 March 2024 to approximately HK$190.8 million for the year ended 31 March 2025, representing a decrease of approximately 20.2%.

The Group's business consists of two major business segments, namely, the financial public relations service segment and the international roadshows services segment.

Financial public relations services segment

Our financial public relations services include (i) professional financial public relations services; (ii) investor relations services; (iii) financial printing services and (iv) capital markets branding. During the year ended 31 March 2025, this business segment delivered a turnover of approximately HK$190.8 million (2024: approximately HK$235.4 million), representing a decrease of approximately 18.9%. The decrease in revenue of this business segment was attributed to the sluggish recovery of the local stock market, especially in the first half of 2024. The profit of this business segment for the year ended 31 March 2025 was approximately HK$92.5 million (2024: approximately HK$78.0 million), representing an increase of approximately 18.6%.

International roadshows services segment

The Group has been focusing its operation in the Hong Kong market throughout the financial year. During the year ended 31 March 2025, there was no revenue recorded for this segment (31 March 2024: approximately HK$3.7 million). A segment loss of approximately HK$12,000 was resulted for 31 March 2025 (31 March 2024: profit of approximately HK$1.9 million).

Aside from the profit and loss generated from the two business segments, the Group also generated interest income of approximately HK$5.4 million (2024: approximately HK$5.3 million) from its bond securities for the year ended 31 March 2025. The Group made a gain of approximately HK$0.5 million (2024: loss of approximately HK$53.0 million) from its derecognition/disposals of debt instruments at FVTOCI which comprising bond securities. The bond securities comprise bonds listed on The Stock Exchange of Hong Kong Limited ("**HKEX**"), Singapore Exchange Securities Trading Limited ("**SGX**") or overseas exchanges. During the year ended 31 March 2025, a net loss on change in fair value of debts instruments at FVTOCI of approximately HK$17.2 million (2024: a net loss on change in fair value of approximately HK$32.4 million) was recognised in other comprehensive income and accumulated in the Group's reserve due to a decline in market value of bond securities. Reclassification of cumulative FVTOCI reserve upon derecognition of debt instruments at FVTOCI resulted a gain of HK$0.2 million (2024: loss of approximately HK$47.9 million). At the year end, the Group performed impairment assessment on debt instruments at FVTOCI under the ECL model individually. Based on the results of assessment, the Group recognised impairment loss of approximately HK$38.5 million (2024: approximately HK$30.5 million) in profit or loss in connection with the debt instruments at FVTOCI as a result of the decline in the credit quality of certain listed bond issuers.

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group generally finances its operations with internally generated cash flow. The Group is financially sound and its cash position remains healthy. As at 31 March 2025, the Group's bank balances and cash amounted to approximately HK$31.4 million (2024: approximately HK$213.7 million), and the Group's time deposits amounted to approximately HK$793.1 million (2024: approximately HK$506.3 million).

As at 31 March 2025 and 31 March 2024, the Group had no outstanding bank loans or bank overdrafts (net of bank balances and cash), and therefore, based on the calculation of equity attributable to owners of the Company, the net debt ratio of the Group was 0% as at 31 March 2025 (2024: 0%).

Exchange Rates Exposure

Most of the transactions of the Group were made in Hong Kong dollars, US dollars and Renminbi. As of 31 March 2025, the Group was not exposed to any material exchange risk on US dollars as the exchange rates of Hong Kong dollars and US dollars were relatively stable under the currency peg system. The Group does not currently have a hedging policy on Renminbi but its management monitors such exposure closely and will consider hedging such exposure should the need arise.

Pledge of assets

As at 31 March 2024, the Group's owned properties have been pledged amounted to approximately HK$525.4 million, and investment property amounted to approximately HK$26.0 million. have been secured by bank credit limit. The Group has no pledge of assets as at 31 March 2025.

Contingent Liabilities

As at 31 March 2025, the Group had no contingent liabilities.

PROSPECTS

Looking ahead, we believe there exist balanced opportunities and challenges in the market. On the opportunities side, the Hong Kong IPO market outlook remains **cautiously optimistic**, with multiple catalysts poised to deepen recovery:

- **Anticipated Liquidity Improvement:** Potential rate-cut cycles by major central banks (notably the Fed) may ease valuation pressures from high rates, boosting market sentiment and IPO subscription momentum.

- **Mainland Synergy:** Economic stabilization in mainland China and ongoing capital market liberalization (e.g., enhanced Stock Connect programs) will channel sustained capital flows into Hong Kong. More high-growth mainland firms are likely to choose Hong Kong as their global springboard.

- **Regulatory Edge Strengthened:** HKEX's flexible, transparent listing framework–especially its inclusivity for specialist tech and biotech firms–will continue attracting global innovators. Interest from Southeast Asian enterprises leveraging Hong Kong's platform is also rising.

- **ESG and Sustainability Focus:** Investor emphasis on ESG demands robust disclosure and governance practices from issuers, creating opportunities for specialized service providers.

On the other hand, the market has been facing the following persistent challenges, including:

- Global economic uncertainty and geopolitical volatility remain key risks.

- Intensifying competition among international financial centers necessitates continuous improvements in market efficiency, liquidity, and cost competitiveness.

- Issuers must adapt to stricter disclosure requirements and investor focus on substantive profitability.

CONCLUSION

Tempered by market cycles, Hong Kong's role as a global financial hub–bridging China and the world–remains irreplaceable. In the coming financial year, as macro conditions improve, listing advantages deepen, and the new economy surges, Hong Kong's IPO market is building upward momentum. As a dedicated financial communications partner with deep expertise in Hong Kong's capital markets, we will continue leveraging sharp insights, professional services, and extensive networks to help enterprises strategically time their listings, articulate their value to global investors, and jointly embrace the market's new phase.

EMPLOYMENT AND REMUNERATION POLICIES

As at 31 March 2025, the Group had 174 full-time employees. Total staff costs (including Directors' emoluments) were approximately HK$46.7 million (2024: approximately HK$45.5 million). Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are normally reviewed on an annual basis and bonuses paid, if any, will be based on performance appraisals and other relevant factors. Staff benefits plans maintained by the Group include mandatory provident fund scheme, share option scheme and medical insurance.

CLOSURE OF REGISTER OF MEMBERS FOR THE ANNUAL GENERAL MEETING ("AGM")

The AGM of the Company will be held on 30 September 2025. The register of members of the Company will be closed from 25 September 2025 to 30 September 2025 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 24 September 2025.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the year ended 31 March 2025 and up to the date of this report.

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

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

APPRECIATION

On behalf of the Board, I would like to thank all our staff for their dedication and contributions and our customers, suppliers, business associates and shareholders for their continuous support over the years.

Liu Tianni
Chairman

Hong Kong, 30 July 2025

BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY

EXECUTIVE DIRECTORS

Mr. Liu Tianni (劉天倪) ("Mr. Liu"), aged 61, is the Chairman and Chief Executive Officer of the Company and has been an Executive Director since January 2011. He is also a director of all subsidiaries of the Group. He is primarily responsible for developing new business areas, and formulating the Group's developmental goals and strategies. Mr. Liu has over 30 years of experience in the financial investment sector, He obtained a master's degree in Science (理學碩士學位) from Beijing Normal University (北京師範大學) in 1990. Mr. Liu is a member of the Hong Kong Election Committee, the President of The Listed Companies Council of The Hong Kong Chinese Enterprises Association, a member (Hong Kong) of the Chongqing Committee of the Chinese People's Political Consultative Conference and the President of the Hong Kong Island Federation. Mr. Liu has been an Independent Non-executive Director of Qingling Motors Company Limited (stock code: 1122) since May 2011, a company whose shares of which are listed on the Main Board of the HKEX. In addition, Mr. Liu is the Sole Director of and holds 51% of the entire issued share capital in Sapphire Star Investments Limited, a substantial shareholder of the Company.

Ms. Liu Yan Yi, Joyce (劉欣怡) ("Ms. Liu"), aged 25, was appointed as Executive Director Company since 22 March 2024. She graduated from Columbia University in the United States with a Bachelor of Arts' degree in Economic and Social History. Ms. Liu is currently the International Business Director of Wonderful Sky Financial Group Limited ("**Wonderful Sky**"), a wholly-owned subsidiary of the Company and is fully responsible for international business of the Wonderful Sky. She has led a team to assist more than 30 Chinese companies to list at the Stock Exchange of Hong Kong successfully, and actively expands the US stock market, the London Stock Exchange, the Singapore market and overseas business simultaneously. Ms. Liu is also a director of Tung Wah Group of Hospitals in Hong Kong for 2023/2024 and a member of ball committee of the Hong Kong Academy for Performing Arts. She has made her own contributions to Hong Kong charities in the fields of medical care, education and art. Ms. Liu is the daughter of Mr. Liu Tianni, the Chairman and Chief Executive Officer of the Company.

BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Li Ling Xiu (李灵修) ("Ms. Li"), aged 62, has been an Independent Non-Executive Director of the Company since 7 March 2012. She was the Group Deputy General Manager of China Strategic Holdings Limited, a company whose shares are listed on the Main Board of the HKEX (stock code: 235). She has been the Chief Executive Officer and a Director of Chip Lian Investments (HK) Limited since January 2001. Ms. Li obtained a Bachelor's degree of Arts (文學學士學位) in English Language from Hunan Normal University (湖南師範學院) in July 1984 and successfully completed the Advanced Management Program at Harvard Business School from September 2000 to November 2000. Ms. Li was a Non-Executive Director of IPC Corporation Limited from May 2009 to April 2017 and was a Non-Executive Director of Metech International Limited (formerly known as Centillion Environment & Recycling Limited) from September 2006 to March 2013, the shares of both companies are listed on the Singapore Stock Exchange.

Ms. Lam, Sally (林映融) ("Ms. Lam"), aged 51, has been an Independent Non-Executive Director of the Company since 7 March 2012. She has 20 years of experience in the corporate finance industry. She worked for G.T. Investment Limited as an Executive Assistant from February 1999 to January 2000. During the period from January 2000 to May 2001, Ms. Lam worked for Core Pacific Yamaichi International (H.K.) Limited and was an assistant manager of its corporate and private banking department when she left. She then worked for CSC Securities (HK) Limited as an Associate Director in its sales/dealing department from May 2001 to March 2003. She worked as an Associate Director in the equity Capital markets department of China Merchants Securities (HK) Company Limited from May 2003 to January 2007. Ms. Lam was an Associate Director in Wag Worldsec Corporate Finance Limited from May 2007 to December 2017. She has been working as an executive Director of Oasis Education Group Limited since 2018 and an Executive Director of Golden Bridge General Partners Limited since 2021. She was a Director of East Gate Development (Hong Kong) Co., Ltd. since 2021 up until now. Ms. Lam obtained a Master's degree in Economics from The University of Hong Kong in November 2008 and a Bachelor's degree of Arts in Languages with Business from The Hong Kong Polytechnic University in November 1996.

BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY

Mr. Leung Tsz Wing (梁子榮) ("Mr. Leung"), aged 41, has been an Independent Non-Executive Director of the Company since 7 January 2022. He has over 17 years of experience in direct investment, private equity, fundraising and financial reporting. He is currently the Managing Partner of AvantFaire Investment Management Limited. He started his career at Deloitte Touche Tohmatsu and he has also been taking up the senior positions in various SFC licensed corporations, listed companies, family office and private equity fund. Since January 2021, Mr. Leung has been an Independent Non-Executive Director of Modern Chinese Medicine Group Co., Ltd. (stock code: 1643). He was also an Independent Non-Executive Director of China Carbon Neutral Development Group Limited during the period from 28 November 2018 to 18 November 2021. The shares of both companies are listed on the HKEX. Mr. Leung obtained a Bachelor of Business Administration (Accounting & Finance) from the Hong Kong University of Science and Technology. He is a member of the Hong Kong Institute of Certified Public Accountants since 2009 and a fellow member since 2016. He also holds Chartered Financial Analyst (CFA) and Chartered Alternative Investment Analyst (CAIA) designations. Mr. Leung resigned as our Independent Non-Executive Director on 9 August 2024.

Mr. Cheung Kwong Tat (張廣達) ("Mr. Cheung"), aged 57, is currently the treasurer and management team member of Asia Carbon Institute, a non-profit organization dedicated to fostering sustainable climate action throughout Asia and beyond, focusing on development and implementation of climate position initiatives and bespoke solutions that address Asia's unique environmental challenges and opportunities. He was the founding regional managing partner of Western China of Deloitte China. He has solid experience and extensive network in both Hong Kong and China, particularly in the sector of Hong Kong IPO market. Mr. Cheung also served Deloitte China Governance Board for over 6 years and has fruitful experience in corporate governance and business development strategies. Other than his technical expertise, Mr. Cheung is very active in serving the community. Among his numerous roles in the public sector, he was appointed as accounting advisory expert of Ministry of Finance, China and was the chairman of accountancy training board of Vocational Training Council in Hong Kong. Mr. Cheung obtained a Bachelor of Social Sciences from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants since 1996, a fellow member of Certified Public Accountants Australia since 2016 and a fellow member of Association of Chartered Certified Accountants since 2007.

REPORT OF THE DIRECTORS

The Directors hereby present their report and the audited consolidated financial statements for the year ended 31 March 2025.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Company are investment holding and securities investments. The principal activities of its principal subsidiaries are set out in note 34 to the consolidated financial statements. There have been no significant changes in the nature of the Group's principal activities during the year.

A review of the business of the Group for the year, discussion on the key financial performance indicators of the Group and prospect of the Group are set out in the "CHAIRMAN'S STATEMENT" section of this annual report. Particulars of important events affecting the Company that have occurred since the end of the financial year under review, if any, can be found in the abovementioned section and the notes to the consolidated financial statements.

An analysis of the Group's performance for the year by segments is set out in note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The Group's financial performance for the year ended 31 March 2025 and the financial position of the Group and of the Company as at that date are set out in the financial statements on pages 45 to 48 and pages 134 to 136 respectively.

The Board did not recommend the payment of a final dividend for ordinary shareholders of the Company for the year ended 31 March 2025 (2024: nil per share).

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group values the importance of protecting the environment in the process of operation. As our Group is principally engaged in the provision of services, we do not have significant air emissions and discharges into water, besides the non-hazardous solid wastes generated in our office premises. In recent years, we have strengthened our green office concept by promoting paperless office, using LED lights and selecting energy-saving electric appliances so as to reduce energy consumption.

To comply with the requirements set forth in Appendix 27 Environmental Social and Governance Reporting Guide ("**ESG Guide**") of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**Listing Rules**"), we present in another section of this annual report our Environmental, Social and Governance report ("**ESG Report**") for the year ended 31 March 2025.

COMPLIANCE WITH LAWS AND REGULATION

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements. Accordingly, the Group has been allocating staff resources to ensure ongoing compliance with rules and regulations as well as to maintain cordial working relationships with regulators through effective communications. During the year under review, the Group has complied, to the best of our knowledge, with the Securities and Futures Ordinance ("**SFO**"), the Listing Rules and other relevant rules and regulations.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's principal business activities comprise provision of financial public relations services and organization of international roadshows, which are exposed to a variety of risks including operational risk and market risk. Details of the aforesaid key risks and risk mitigation measures are set out in note 32 to the financial statements of this annual report.

The Group's long term profitability and business growth are affected by the volatility and uncertainty of macro-economic conditions (including but not limited to performance of the stock indexes and fund demand), financial volatility (exacerbated by divergent trade and financial policies of the US and other global nations), and uncertain economic outlook and political conditions of Hong Kong, Mainland China, the US, Eurozone and other global nations.

RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group's success also depends on the support from key stakeholders which comprise employees, customers, service vendors, regulators and shareholders.

Employees

Employees are regarded as the most important and precious assets of the Group. The objective of the Group's human resources management is to reward and recognise performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate training and providing opportunities within the Group for career advancement.

Customers

The Group's principal customers are from companies listed on the HKEX or companies currently in the IPO process. The Group has the mission to provide excellent customer service whilst maintaining long term profitability, business and asset growth. Various means have been established to strengthen the communications between the customers and the Group in the provision of excellent customer service towards market penetration and expansion.

Service vendors

Sound relationships with key service vendors in supply chain and premises management are important in meeting business challenges and regulatory requirements. Such relationships can help the Group to increase cost effectiveness and foster long term business benefits. The key service vendors comprise system and equipment vendors, external consultants, suppliers of office goods/merchandise and other business partners which provide value-added services to the Group.

Regulators

The Group is a company listed on the HKEX. We make it a top priority to stay up to date and ensure compliance with its rules and regulations.

Shareholders

One of the corporate goals of the Group is to enhance corporate value to shareholders. The Group is dedicated to foster business developments for achieving the sustainability of earnings growth and rewarding shareholders by stable dividend payouts taking into account liquidity positions and future business expansion needs of the Group.

USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING AND TOP-UP PLACEMENT

As at 31 March 2025, details of use of proceeds from initial public offering are as follows:

Net proceeds allocation	Intended use of the proceeds	Total proceeds used as at 31 March 2025	The amount of remaining net proceeds as at 31 March 2025 for the intended use	Expected time of utilisation *(Note)*	Change in intention
Approximately HK$124.9 million	For strategic mergers with and acquisitions of companies with experience in the financial public relations business, investor relations business, financial printing business or international roadshow business.	HK$19.8 million	HK$105.1 million	31 December 2025	No
Approximately HK$124.9 million	For financing the possible acquisition or setting up of a joint venture with a financial public relations firm in the PRC.	HK$65.5 million	HK$59.4 million	31 December 2025	No

Note:

The expected time frame for fully applying the unutilised proceeds is based on the best estimation of the future market conditions and strategic development made by the Company, which may be subject to changes and adjustments based on the future development of market conditions.

As at 31 March 2025, details of use of proceeds from the top-up placement are as follows:

Net proceeds allocation	Intended use of the proceeds	Total proceeds used as at 31 March 2025	The amount of remaining net proceeds as at 31 March 2025 for the intended use	Expected time of utilisation *(Note)*	Change in intention
Approximately HK$423.0 million	For developing a mobile internet professional service platform, the "Wonderful Sky Cloud", which provides online to offline ("**O2O**") financial services to our customers and the public investment community.	HK$74.6 million	HK$348.4 million	31 December 2025	No

Note:

The expected time frame for fully applying the unutilised proceeds is based on the best estimation of the future market conditions and strategic development made by the Company, which may be subject to changes and adjustments based on the future development of market conditions.

SUMMARY FINANCIAL INFORMATION

The summary of the results and of the assets and liabilities of the Group for the last five financial years are set out on pages 2 and 3 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 27 to the consolidated financial statements.

EQUITY-LINKED AGREEMENT

Save for the share option scheme disclosed in this annual report, there were no equity-linked agreement was entered into during the year or subsisted at the end of the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

DISTRIBUTABLE RESERVES

As at 31 March 2025, the Company had no distributable reserve calculated in accordance with the provisions of Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate amount of revenue attributable to the Group's five largest customers represented approximately 9.6% of the Group's total revenue for the year ended 31 March 2025. The amount of revenue received from the Group's largest customer represented approximately 2.4% of the Group's total revenue for the year ended 31 March 2025.

The aggregate amount of purchases attributable to the Group's five largest suppliers represented approximately 10.2% of the Group's total purchases for the year ended 31 March 2025. The amount of purchases from the Group's largest supplier represented approximately 3.2% of the Group's total purchases for the year ended 31 March 2025.

None of the Directors nor any of their associates nor any shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year.

DIRECTORS

The Directors during the year and up to the date of this report were:

Executive Directors:

Mr. Liu Tianni
Ms. Liu Yan Yi, Joyce

Independent non-executive Directors:

Ms. Li Ling Xiu
Ms. Lam, Sally
Mr. Leung Tsz Wing (resigned on 9 August 2024)
Mr. Cheung Kwong Tat (appointed on 9 August 2024)

Ms. Liu Yan Yi, Joyce, Ms. Li Ling Xiu, and Ms. Lam, Sally will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming AGM in accordance with the Company's articles of association. The Company has received annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from all independent non-executive Directors and still considers them to be independent.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) when the Report of the Board of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) which were required to be notified to the Company and the HKEX pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers and which were required to be entered in the register kept by the Company pursuant to Section 352 of the SFO were as follows:

Long positions in the ordinary shares of the Company

(i) The Company

		Number of shares held					
Name of Director	Long/Short position	Founder of a discretionary trust	Personal interest	Joint interest	Family interest	Total interests	Total interests as % of the issued share capital of the Company
Mr. Liu Tianni	Long	750,000,000 *(Note 1)*	–	6,904,000 *(Note 2)*	58,712,000 *(Note 3)*	815,616,000	70.83%

Notes:

1. These shares are owned by Sapphire Star Investments Limited ("**Sapphire Star**"), a company incorporated in the British Virgin Islands. Mr. Liu is one of the founders and settlors of a discretionary trust which holds 100% of the issued share capital in Sapphire Star. Under the SFO, Mr. Liu is deemed or taken to be interested in all the shares in the Company held by Sapphire Star under the SFO.

2. These shares are owned by Mr. Liu and Mrs. Liu jointly.

3. These shares are owned by Mrs. Liu. Mr. Liu is deemed or taken to be interested in these shares for the purpose of the SFO.

(ii) Associate Corporation

Name of Director	Long/Short position	Name of associated corporation	Number of shares held	Approximately percentage of interest in Sapphire Star
Mr. Liu *(Note)*	Long	Sapphire Star	100	100%

Note: Mr. Liu is one of the founders and settlors of a discretionary trust which holds 100% of the issued share capital in Sapphire Star. Accordingly Mr. Liu is deemed or taken to be interested in 100% of the issued share capital of Sapphire Star.

Save as disclosed above, as at 31 March 2025, none of the Directors or chief executive of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the HKEX pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers and which were required to be entered into the register required to be kept under Section 352 of the SFO.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2025, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholder	Long/short position	Nature of interests	Number of shares interested	Percentage of issued share capital of the Company
Sapphire Star	Long	Beneficial interests	750,000,000 *(Note 1)*	65.13%
Sapphire Star Group Limited	Long	Interests of controlled corporation	750,000,000 *(Note 1)*	65.13%
Mrs. Liu	Long	Beneficial interests and founder of a discretionary trust	815,616,000 *(Notes 2 and 3)*	70.83%
TMF (Cayman) Ltd.	Long	Trustee	750,000,000 *(Note 3)*	65.13%

Notes:

1. Sapphire Star Group Limited holds 100% of the issued share capital in Sapphire Star. Therefore, for the purposes of the SFO, Sapphire Star Group Limited is deemed or taken to be interested in all the shares in the Company held by Sapphire Star.

2. 58,712,000 shares in the Company are beneficially owned by Mrs. Liu and 6,904,000 shares are jointly owned by Mrs. Liu and Mr. Liu.

3. Mrs. Liu, together with Mr. Liu, are the founders and settlors of a discretionary trust, of which TMF (Cayman) Ltd is the trustee which holds 100% of the issued share capital in Sapphire Star Group Limited as the trust asset under the discretionary trust. Therefore, for the purposes of the SFO, Mrs. Liu is deemed or taken to be interested in all the shares in the Company held by Sapphire Star which is in turn held as to 100% by Sapphire Star Group Limited.

Save as disclosed above, as at 31 March 2025, the Directors are not aware that there is any party (not being a Director) who had any interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such shares.

As disclosed in the Company's prospectus dated 19 March 2012, the Company entered into a Deed of Non-competition dated on 12 March 2012 with Mr. and Mrs. Liu, and Sapphire Star (together collectively referred to as the "**Substantial Shareholders**"). The Substantial Shareholders have signed, and the independent non-executive directors have reviewed the annual confirmations on an annual basis, in order to ensure that the Substantial Shareholders have complied with the terms of the aforesaid Deed of Non-competition.

During the year ended 31 March 2025 and up to the date of this report, none of the substantial shareholders or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

PARTICULARS OF DIRECTORS OF THE COMPANY WHO WERE DIRECTORS/ EMPLOYEES OF SUBSTANTIAL SHAREHOLDERS

Mr. Liu is the sole director of Sapphire Star which is a substantial shareholder of the Company.

SHARE OPTION SCHEME

On 7 March 2012, the Company's share option scheme (the "**Scheme**") was adopted. Details of the Company's Scheme are stated in note 28 to the consolidated financial statements. The following table sets out the movements in the Company's share options during the year:

Date of grant	Exercisable period	Exercise price *HK$*	Outstanding at 1.4.2024	Lapsed/ Forfeited during the year	Outstanding at 31.3.2025
Employees:					
26.1.2018	27.7.2019–27.7.2024	1.500	800,000	(800,000)	–
26.1.2018	27.7.2020–27.7.2024	1.500	800,000	(800,000)	–
26.1.2018	27.7.2021–27.7.2024	1.500	800,000	(800,000)	–
26.1.2018	27.7.2022–27.7.2024	1.500	1,600,000	(1,600,000)	–
			4,000,000	(4,000,000)	–

During the year ended 31 March 2025, there were neither share options granted, nor exercised by the Directors.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 March 2025 and up to the date of this report, none of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

AUDIT COMMITTEE

The audit committee comprises three independent non-executive Directors, namely Ms. Li Ling Xiu, Ms. Lam, Sally and Mr. Cheung Kwong Tat. The principal duties of the audit committee include the review and supervision of the Group's financial reporting matters and internal controls.

The audit committee has met with management to review the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters in connection with the preparation of the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2025.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 27 to 33 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules throughout the year ended 31 March 2025.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Baker Tilly Hong Kong Limited as auditor of the Company.

Baker Tilly Hong Kong Limited has been appointed as the auditors of the Company with effect from 23 January 2025 to fill the vacancy following the resignation of Forvis Mazars CPA Limited. Save for the aforementioned, there has been no other change in the auditors in the past three years.

On behalf of the Board

Liu Tianni
Chairman

Hong Kong, 30 June 2025

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. During the year, it had met all the code provisions in the Corporate Governance Code (the "**Code**") set out in Appendix 14 to the Listing Rules, save and except for the following deviation:

Code provision A.2.1

Under code provision A.2.1, the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The roles of both Chairman and Chief Executive Officer are performed by Mr. Liu Tianni currently. Mr. Liu is a founder of the Group and has over 30 years of experience in the financial investment sector as well as the financial public relations sector. The Board believes that vesting the two roles in the same person provides the Company with strong and consistent leadership and facilitates the implementation and execution of the Group's business strategies currently and in the foreseeable future. The Group will nevertheless review the structure from time to time in light of the prevailing circumstances.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on the same terms as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, they have confirmed compliance with the required standard set out in the Model Code during the year ended 31 March 2025.

BOARD OF DIRECTORS

The Company is governed by the Board which has the responsibilities of leading and supervising the management of the Company. The Directors are collectively responsible for promoting the success of the Group. As of the date of this report, the Board has five Directors, comprising two executive Directors and three are independent non-executive Directors. The biographies of all the directors as of the date of this report are set out on pages 13 to 15 of this annual report.

The Board is responsible for the management of the Company. Its key responsibilities include formulation of the overall strategies of the Group, setting targets for management and supervision of management's performance, While the Board confines itself to making broad policy decisions, it is responsible for performing corporate governance functions including reviewing of the Group's internal controls and developing programme for training and continuous professional development of directors and senior management and developing of procedures for ensuring compliance with legal and regulatory requirements. The Board held meetings from time to time when necessary. The Board has established procedures to enable directors of the Company to seek independent professional advice at the Company's expense. The Board met 4 times during the year ended 31 March 2025.

All directors actively participated in the Company's business. The attendance records of all directors for the Board meetings and annual general meeting during the year are as follows:

	Number of meetings attended/held	
	Board Meeting	Annual General Meeting
Executive Directors		
Liu Tianni *(Chairman and Chief Executive Officer)*	4/4	1/1
Liu Yan Yi, Joyce	4/4	1/1
Independent non-executive Directors		
Li Ling Xiu	3/4	1/1
Lam, Sally	4/4	1/1
Leung Tsz Wing *(resigned on 9 August 2024)*	1/4	0/1
Cheung Kwong Tat *(appointed on 9 August 2024)*	3/4	1/1

The Board members have no financial, business, family or other material/relevant relationship with each other except Ms. Liu Yan Yi, Joyce is the daughter of Mr. Liu Tianni, Chairman and Chief Executive Officer of the Company.

All Directors of the Company, including Mr. Liu Tianni, Ms. Liu Yan Yi, Joyce, Ms. Li Ling Xiu, Ms. Lam, Sally Mr. Cheung Kwong Tat and Mr. Leung Tsz Wing, have confirmed that they have participated in training and/or continuous professional development activities. The Board has a balance of skills and experience appropriate for the requirements of the business of the Group.

The Company has arranged for insurance cover for its Directors. The insurance coverage is reviewed on an annual basis.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors have sound academic and professional qualifications. They advise the Company on strategic developments whilst at the same time ensuring the Company is maintaining a high standard of compliance with financial and other statutory requirements. Each independent non-executive Director has given an annual confirmation of her independence to the Company. The Company considers them to be independent under Rule 3.13 of the Listing Rules. All the independent non-executive Directors are appointed for a term of three years but are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the articles of association of the Company. The articles of association also stipulates that one-third of the directors, including executive and independent non-executive directors, shall retire from office by rotation and they shall be subject to retirement at least once every three years.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 7 March 2012 and currently has 4 members, namely Ms. Li Ling Xiu, Ms. Lam, Sally, Mr. Cheung Kwong Tat (appointed on 9 August 2024), Mr. Leung Tsz Wing (resigned on 9 August 2024) and Mr. Liu Tianni. This committee is chaired by Ms. Li Ling Xiu.

The terms of reference of the Remuneration Committee have been determined with reference to the Listing Rules and the Code. The Remuneration Committee met at least once during the year to discuss remuneration package of Directors of the Company. All members of the committee attended the meeting.

The responsibilities of the Remuneration Committee include (a) to make 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; (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (c) to make recommendations to the Board on the remuneration of non-executive Directors; and to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.

The primary goal of the remuneration on executive remuneration packages is to enable the Group to motivate executive Directors and senior management by linking their remuneration with reference to the Group's operation results, with reference to individual performances and comparable market statistics.

The principal elements of the Group's executive remuneration package include:

- basic salary;
- discretionary bonus without capping; and
- share options granted under a shareholders' approved option scheme.

NOMINATION COMMITTEE

The Nomination Committee was established on 7 March 2012 and currently has 4 members, namely Ms. Li Ling Xiu, Ms. Lam, Sally, Mr. Cheung Kwong Tat (appointed on 9 August 2024), Mr. Leung Tsz Wing (resigned on 9 August 2024) and Mr. Liu Tianni. This committee is chaired by Ms. Li Ling Xiu.

The terms of reference of the Nomination Committee have been determined with reference to the Listing Rules and the Code. The Nomination Committee met at least once during the year to discuss the composition of the Board. All members of the committee attended the meeting.

The responsibilities of the Nomination Committee are (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; (c) to assess the independence of independent non-executive Directors; and (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibilities for preparing the accounts of the Company. As at 31 March 2025, the Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going-concern basis.

The responsibilities of the external auditors on the consolidated financial statements for the year ended 31 March 2025 are set out in their report set out on pages 39 to 44.

RISK MANAGEMENT AND INTERNAL CONTROLS

Risk management and internal controls are important parts among the operation and management of the Group. The Board and the management of the Company take high priority on the organization and have created an internal control mechanism consisting of three levels, the audit committee, the Compliance Department and the management of each business department:

1. the Board is responsible for setting up the risk management and internal control mechanism for the Group to ensure the core values, strategic planning and working guidelines of the Company, and convey the above to each department of the Group through various channels, including platforms such as the enterprise information system, meetings, training and intranet. This would incorporate risk control into the operation flow and the audit committee would identify the operation risk of the internal control system on a regular basis so as to review the effectiveness of risk management and control;

2. the Compliance Department is responsible for the regular review on Company's policies and guidelines, and assists the Board to set up effective Company's policies and guidelines for risk management and internal controls in response to the internal and external changes as well as changes in regulations in order to realize a progressive, institutionalized and systematic risk management and internal controls system. Meanwhile, assessment would be independently conducted by the Compliance Department on an ongoing basis, and such assessment covers all material aspects, including legal risks, compliance controls, operation monitoring as well as the workflow and risk assessment of each department of the Group. The Compliance Department is directly responsible to the audit committee and reports the effectiveness of the risk management and internal controls;

3. management of each of the business departments would effectively monitor and approve the workflow of each department at the business level based on different functions and divisions through various business systems, so as to enhance the efficiency of risk management, realize the closed loop management model for risk management led by self-supervision at the business level.

As at the date of the report, the Compliance Department has conducted an assessment in respect of the risk management and internal controls of the Company. The result reflects that no significant weaknesses were found in the internal control of the Company.

AUDITORS' REMUNERATION

For the year ended 31 March 2025, fees paid/payable to the Company's external auditors for audit services and non-audit services are set out as follows:

Service	**Fee paid/payable** *HK$'000*
Audit services	850
Taxation and other services	–
	850

AUDIT COMMITTEE

The Audit Committee was established on 7 March 2012 and currently has 3 members, comprising all three independent non-executive directors namely, Mr. Cheung Kwong Tat (appointed on 9 August 2024) Mr. Leung Tsz Wing (resigned on 9 August 2024), Ms. Li Ling Xiu and Ms. Lam, Sally. This committee is chaired by Mr. Cheung Kwong Tat.

The terms of reference of the Audit Committee follow the Listing Rules and the Code. The Audit Committee met twice during the year to review the interim and annual results of the Group as well as the accounting principles and practices being adopted, internal control and financial reporting matters. All members of the committee attended the meetings.

The responsibilities of the Audit Committee include (a) to assist the Board in providing an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Company and its subsidiaries, overseeing the audit process and performing other duties and responsibilities as assigned by the Board; (b) to assure that appropriate accounting principles and reporting practices are followed; (c) to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of the authorized independent auditors (the "**External Auditors**"), and to approve the remuneration and terms of engagement of the External Auditors, and any questions of its resignation or dismissal; (d) to review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; (e) to monitor integrity of the Company's financial statements and reports and to review significant financial reporting judgements contained in them; (f) to review the financial controls, internal control and risk management system; and (g) to review the Group's financial and accounting policies and practices.

COMPANY SECRETARY

Ms. Li Liju ("**Ms. Li**") was appointed as the company secretary on 7 January 2021. Ms. Li joined the Company in March 2009, and is currently head of the comprehensive management department of the Company. She is in charge of legal compliance affairs, supplier management and research and development, marketing and management of digitalized system, etc. She has over 10 years of experience in the financial public relations industry. In 2017, she became an associate member of The Chartered Governance Institute and The Hong Kong Institute of Chartered Secretaries. Ms. Li holds a Master of Science Degree in New Media from the Chinese University of Hong Kong, Master of Science Degree in Professional Accounting and Corporate Governance from City University of Hong Kong, and a Bachelor of Arts Degree in English from Beijing University of Posts and Telecommunications in China. Ms. Li has taken not less than 15 hours of relevant professional training during the year.

SHAREHOLDERS' RIGHTS

Shareholders convening an extraordinary general meeting and proposing resolutions

Shareholders convening an extraordinary general meeting and proposing resolutions at the 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 Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (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.

Shareholders' enquiries and proposals

The Company maintains a website at www.wsfg.hk as a communication platform with shareholders and investors, where extensive information and updates on the Company's business developments and operations, financial and other information are available for public access. Shareholders and investors may send written enquires or requests to the Company at 9/F, The Center, No.99 Queen's Road Central, Central, Hong Kong. The company secretary and relevant personnels shall report the shareholders' enquires and concerns to the Board and/or relevant Board committees of the Company and where appropriate, respond to such enquires.

SHAREHOLDERS COMMUNICATION AND INVESTOR RELATIONS

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner. The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. Procedure for voting by poll has been read out by the chairman at the general meeting. Annual general meeting provides a forum for shareholders of the Company to raise comments and exchange views with the Board. The Chairman and the Directors are available to at the annual general meetings to address shareholders' queries Separate resolution was proposed on each substantially separate issue and procedures for demanding a poll in general meetings are included in circular to the shareholders to facilitate the enforcement of shareholders' rights. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the 2025 annual general meeting of the Company will be voted by poll.

During the year, there were no changes in the Company's Memorandum and Articles of Association. An up-to-date consolidated version of the Company's Memorandum and Articles of Association are available on the Company's website.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

REPORTING SCOPE AND STANDARD

This is the Environmental, Social and Governance ("**ESG**") Report prepared pursuant to the ESG Reporting Guide provided in Appendix 27 to the Listing Rules on the Stock Exchange of Hong Kong Limited. This report covers our operation in Hong Kong for the financial year end 31 March 2025 and discloses information on the Group's ESG management approach, strategy, priorities, objectives, compliance with the relevant laws and regulations and our performance.

The Board has overall responsibility for the Group's ESG strategy and reporting and has determined to integrate the ideas of environmental and social responsibility into the Group's operation and management activities. The Board has reviewed and approved this ESG report.

STAKEHOLDERS ENGAGEMENT

The Group endeavours to create sustainable growth and long-term value for its stakeholders, who comprise the Group's employees, investors, suppliers, customers, and the wider community. We continue to communicate with our stakeholders on ongoing basis in order to understand their views and collect their feedback. Our communication channels with our stakeholders include company website, annual general meeting, staff meetings, contractor meetings, direct engagement with our customers, etc.

A. ENVIRONMENTAL

The Group has introduced Green Office Initiatives (the "**Initiatives**") to reduce the energy consumption in daily office operation and enhance the efficiency of use of resources. A summary of the Initiatives is shown as below:

- Use of multi-function photocopiers (with printing, scanning and fax functions).
- Use of most efficient travelling method.
- "Switch-off" policy for all idle equipment; encouraging employees to switch off (or onto energy-saving mode) computers, monitors and other electrical appliances at the end of the working day or other times when they are not in use.
- Maintain the office temperature at 25 degree, which reduce the usage of excess electricity energy for lighting and air-conditioning.
- Minimize the use of paper by encouraging double side printing, paper recycling.
- Promote paperless environment by encouraging the use of soft and electronic copy for the document.

1. Emission – Measures to reduce carbon emission include:

The Group's business does not generate significant greenhouse gas emissions as the emissions are indirectly and principally resulting from consuming electricity at the workplace, vehicles and business travels by employees. The discharge into water and land, and generation of hazardous and non-hazardous waste during our course of operations is minimal.

Electricity consumed by the Group's office in its normal business operation is supplied by The HK Electric Co., Ltd. The electricity consumption by the Group at its office was approximately 303,779 kWh, producing CO2 equivalent emissions of approximately 246,235 kg and an energy consumption intensity of approximately 8.30 kWh per square feet during the year.

The Group encourages employees to go paperless as much as possible by liming print outs as well as communicating electronically. Employees are also encouraged to re-use paper and conserve paper usage by printing double-sided to the extent practicable. During the year, the Group used a total of approximately 726 thousand of paper in its normal business operations.

During the year under review, the Group was not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

2. Use of Resources

We have undertaken various resources saving measures to demonstrate our efforts in efficient use of resources in our daily operations. Employees are encouraged to optimize resources to help the Group to minimize the impact on the environment and natural resources e.g. use of public transportation. During the year, a total of approximately 27,079 litres of petrol was used for the yacht and motor vehicle.

Although non-significant amounts of water is consumed through the business activities, the Group also encourages water saving by driving water-saving habits and posting green messages in the workplace to remind the employees to use water effectively.

3. The Environmental and Natural Resources

This aspect is not applicable to the Group's operations, as the Group's environmental impact and use of natural resources is minimal.

B. SOCIAL ASPECT

1. Employment and Labour Practices

The Group offers competitive remuneration packages to our employees, with discretionary bonuses issued based on individual performance and our business performance. The Group also provides medical insurance coverage for our employees.

Our human resources practices are established to align with the applicable laws and regulations with regard to recruitment, compensation and dismissal, other benefits and welfare, promotion, working hours, equal opportunities, diversity and anti-discrimination. The Group embraces diversity and provides employees with equal opportunity. Employees are assessed and hired based on their capabilities, regardless of their age, gender, nationality, cultural background, religious belief, etc. During the financial year end 31 March 2025, the Group complied with Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and other labour related laws and regulations.

2. Health and Safety

The Group has always placed emphases on occupational safety and has developed occupational health and safety procedures to provide a safe working environment for its employees. During the year ended 31 March 2025, the Group has complied with relevant rules and regulations, including the Occupational Safety and Health Ordinaries, as well as legislative requirements in Hong Kong.

During the year, the Group was not aware of any non-compliance with the health and safety laws and regulations.

3. Development and Training

To help nurture professional talents and to promote overall efficiency, increase the morale and loyalty of the employees, the Group provides on-the-job training, professional membership reimbursements and assists our employees in completing the training courses and fulfilling the continuous professional training hour requirement. Our employees are also encouraged to pursue work-related advanced studies and attend seminars and workshops to develop their skills.

4. Labour Standards

The Group is committed to protecting human rights. The Group complies with all relevant laws and regulations towards the use of forced labor and child labor in our business operations. The Group aims not to be directly or indirectly complicit in human rights abuses and to ensure that all work that is performed on our behalf is in compliance with all relevant labor laws and regulations.

5. Supply Chain Management

General disclosure

Environmental and Social Risk Management of Supply Chain

The Group has established and implemented the Supplier Management Policy. In order to strengthen the selection of suppliers, the Group welcomes qualified, competent and high quality suppliers to join. The Group's Compliance Department has specially formulated this policy in order to standardise the supplier management and improve the operational standard.

The Group's Compliance Department is responsible for organising the supplier evaluation work in two ways which include the ongoing project evaluation and the annual assessment. The evaluation results will serve as the basis of supplier management. Suppliers need to react quickly to the assessment result, taking effective measures to improve the services provided within prescribed period. The Group has the rights to terminate the cooperation with service providers who violate the rules or do not meet the targets.

In the selection of new suppliers, the Group has compared at least three different companies, taking account of their operational and compliance records as well as their commitment level on top of cost consideration. Prior to conducting business with suppliers, we carry out annual reviews and evaluations in various aspects including occupational health and safety, employee rights protection, environmental protection and corporate social responsibility. This ensures that our operations comply with national standards or relevant regulations and that we have no child or forced labor issues. The assessment results will be used as a benchmark for the continuation or termination of cooperation in the future.

The Group maintains close liaison with its suppliers to monitor its performance to ensure that it is consistent with its service commitment.

6. Service Responsibility

General disclosure

Service Quality

The Group is committed to provide our target clients with premium services and offer them the best solutions at competitive prices, or even meet their demands beyond their expectation. In order to provide quality service to our clients, the Group communicates with our customers and confirms their expectation and direction prior to project commencement and actively coordinated with customers in the process of providing service.

During the year ended 31 March 2025, the Group was not aware of any incidents of non-compliance with relevant laws and regulations that have a significant impact on the issue relating to health and safety, advertising, labelling and privacy matters relating to products provided and methods of redress.

7. Anti-corruption

The Group adheres to stringent anti-corruption policies as stated in the Group's Office Manual that includes Integrity of Business Practices, ethical standard, conflicts of interest, breach of conduct, handling of confidential information and legal requirement on prevention of bribery and against corruption. The Group has adopted best practices with respect to whistle-blowing. Details of our whistle-blowing policy and procedures are published on our Company website. No cases of corruption were reported within the Group during the financial year ended 31 March 2025.

The Group has complied with relevant laws and regulations including Hong Kong's "Prevention of Bribery Ordinance". During the year ended 31 March 2025, the Group was not aware of any non-compliance with relevant laws and regulations related to anti-corruption.

8. Community Investment

The Group targets to dedicate itself to take up its corporate social responsibility for the communities where it is present. The Group has addressed its community concerns through engaging in charity donation and encouraging the employees to participate in community activities.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Wonderful Sky Financial Group Holdings Limited
皓天財經集團控股有限公司
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Wonderful Sky Financial Group Holdings Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 45 to 136, which comprise the consolidated statement of financial position as at 31 March 2025, 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 material accounting policy information and other explanatory information.

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 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as 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 OF 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.

OTHER MATTERS

The consolidated financial statements of the Group for the year ended 31 March 2024 were audited by another independent auditor whose report dated 26 July 2024 expressed an unmodified opinion on those consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgements, 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 matter	How our audit addressed the key audit matter
Impairment assessment of trade receivables	
We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial statements and the involvement of management judgement and estimates in evaluating the expected credit losses ("**ECL**") of the Group's trade receivables at the end of the reporting period. As disclosed in note 4 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of trade receivables based on individual assessment, after considering internal credit ratings of trade debtors, ageing analysis, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. As disclosed in notes 19 and 32 to the consolidated financial statements, as at 31 March 2025, the Group's trade receivables amounted to HK$34,474,000 (net of ECL allowances of HK$33,176,000) and the Group recognised net impairment loss of HK$1,629,000 to profit or loss for the year ended 31 March 2025.	Our key audit procedures in relation to evaluating the impairment assessment of trade receivables included: • Obtaining an understanding of how the management estimates the ECL for trade receivables; • Testing the integrity of information used by management, including trade receivables ageing analysis as at 31 March 2025, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices; • Evaluating management's basis and judgement in determining ECL on trade receivables as at 31 March 2025, including the assessment of internal credit rating, basis of estimated loss rates applied in individual trade debtors (with reference to historical default rates and forward-looking information) and identification of credit-impaired trade receivables; and • Evaluating the disclosures regarding the impairment assessment of trade receivables in the consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter

Impairment assessment of debt instruments at fair value through other comprehensive income ("FVTOCI")

We identified the impairment loss on debt instruments at FVTOCI as a key audit matter due to the determination of loss allowances for debt instruments at FVTOCI using the ECL model involves significant estimates and judgements, including determination of whether there is significant increase in credit risk since initial recognition, use of assumptions in determination of probability of default and loss given default, and incorporation of forward-looking information.

Since the debt instruments are listed and external credit ratings are available, the management, with the assistance of independent professional valuer (the "**Valuer**"), maximises the use of these ratings in the determination of the probability of default and loss given default, whenever applicable, and the ECL amount after making appropriate adjustments for forward-looking information.

As disclosed in notes 21 and 32 to the consolidated financial statements, the fair value of debt instruments at FVTOCI is HK$85,069,000 at 31 March 2025 and the Group recognised net impairment loss of HK$38,529,000 to profit or loss and other comprehensive income for the year ended 31 March 2025.

The information about the ECL on the Group's debt instruments at FVTOCI are disclosed in note 32.

Our key audit procedures in relation to evaluating the impairment assessment of debt instruments at FVTOCI included:

- Evaluating methodology and assumptions used by the management and the Valuer in determining ECL;
- Testing the integrity of significant inputs used by the management and the Valuer in determining ECL and the mathematical accuracy of the calculations;
- Assessing the objectivity, capabilities and competence of the Valuer who assisted the management to determine the ECL; and
- Evaluating the disclosures regarding the impairment assessment of debt instruments at FVTOCI in the consolidated financial statements.

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of 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 judgements 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.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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.

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

We also provide those charged with governance 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.

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.

The engagement director on the audit resulting in this independent auditor's report is Del Rosario, Faith Corazon.

Baker Tilly Hong Kong Limited
Certified Public Accountants
Hong Kong, 30 June 2025

Del Rosario, Faith Corazon
Practising certificate number P06143

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2025

	NOTES	2025 HK$'000	2024 HK$'000
Revenue	5	**190,836**	239,055
Direct costs		**(84,076)**	(116,799)
Gross profit		**106,760**	122,256
Other income	6	**51,777**	34,838
Other gain and losses, net	7	**(4,672)**	(83,139)
Selling expenses		**(5,446)**	(19,963)
Administrative expenses		**(61,294)**	(84,155)
Impairment loss (recognised) reversed on financial assets, net	32		
– Trade receivables		**(1,629)**	8,177
– Other receivables		**–**	(2,271)
– Debt instruments at fair value through other comprehensive income ("**FVTOCI**")		**(38,529)**	(30,521)
Share of results of associates	16	**1,119**	(5,921)
Finance costs	8	**–**	(1)
Profit (loss) before taxation	9	**48,086**	(60,700)
Taxation	11	**(6,865)**	(5,800)
Profit (loss) for the year		**41,221**	(66,500)
Other comprehensive income for the year			
Items that are or may be reclassified subsequently to profit or loss:			
Net loss on change in fair value of debt instruments at FVTOCI, net of tax		**(17,206)**	(32,395)
Impairment loss on debt instruments at FVTOCI included in profit or loss		**38,529**	30,521
Reclassification of cumulative FVTOCI reserve upon derecognition of debt instruments at FVTOCI		**249**	47,906
Exchange difference arising on translating foreign operations		**(5,253)**	2,686
		16,319	48,718

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2025

	NOTES	**2025** ***HK$'000***	2024 *HK$'000*
Total comprehensive income (loss) for the year		**57,540**	(17,782)
Earnings (loss) per share	13		
– Basic		**HK 3.58 cents**	HK (5.78) cents
– Diluted		**HK 3.58 cents**	HK (5.78) cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2025

	NOTES	2025 HK$'000	2024 HK$'000
Non-current assets			
Property, plant and equipment	14	**555,129**	585,315
Investment properties	15	**44,982**	45,808
Interests in associates	16	**5,260**	4,151
Financial assets at fair value through profit or loss ("**FVTPL**")	20	**25,583**	63,240
Debt instruments at FVTOCI	21	**43,006**	29,914
Club debenture	17	**12,200**	12,200
Deferred tax asset	26	**1,242**	1,769
		687,402	742,397
Current assets			
Contract costs	18	**–**	257
Trade and other receivables	19	**42,521**	39,356
Financial assets at FVTPL	20	**29,820**	18,228
Debt instruments at FVTOCI	21	**42,063**	57,594
Tax recoverable		**1,218**	–
Bank balances and cash	22	**31,396**	213,710
Time deposits	22	**793,107**	506,339
		940,125	835,484

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2025

	NOTES	2025 HK$'000	2024 HK$'000
Current liabilities			
Trade and other payables	24	**102,137**	109,718
Contract liabilities	25	**3,122**	8,752
Taxation payable		**7,483**	2,166
		112,742	120,636
Net current assets		**827,383**	714,848
Net assets		**1,514,785**	1,457,245
Capital and reserves			
Share capital	27	**11,515**	11,515
Reserves		**1,503,270**	1,445,730
Total equity		**1,514,785**	1,457,245

The consolidated financial statements on pages 45 to 136 were approved and authorised for issue by the Board of Directors on 30 June 2025 and are signed on its behalf by:

Liu Tianni
Director

Liu Yan Yi, Joyce
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

	Share capital *HK$'000*	Share premium *HK$'000 (Note i)*	Merger reserve *HK$'000 (Note ii)*	Capital reserve *HK$'000 (Note iii)*	Capital redemption reserve *HK$'000 (Note iv)*	Share options reserve *HK$'000 (Note v)*	FVTOCI Reserve *HK$'000 (Note vi)*	Translation reserve *HK$'000 (Note vii)*	Accumulated profits *HK$'000*	Total *HK$'000*
At 1 April 2023	11,515	711,774	10	(1)	(4,773)	2,319	(74,230)	9,346	819,067	1,475,027
Loss for the year	–	–	–	–	–	–	–	–	(66,500)	(66,500)
Net loss on change in fair value of debt instruments at FVTOCI, net of tax	–	–	–	–	–	–	(32,395)	–	–	(32,395)
Impairment loss on debt instruments at FVTOCI included in profit or loss	–	–	–	–	–	–	30,521	–	–	30,521
Reclassification of cumulative FVTOCI reserve upon derecognition of debt instruments at FVTOCI	–	–	–	–	–	–	47,906	–	–	47,906
Exchange difference on translating foreign operations	–	–	–	–	–	–	–	2,686	–	2,686
Other comprehensive income for the year	–	–	–	–	–	–	46,032	2,686	–	48,718
Total comprehensive income (loss) for the year	–	–	–	–	–	–	46,032	2,686	(66,500)	(17,782)
At 31 March 2024	11,515	711,774	10	(1)	(4,773)	2,319	(28,198)	12,032	752,567	1,457,245

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

	Share capital *HK$'000*	Share premium *HK$'000 (Note i)*	Merger reserve *HK$'000 (Note ii)*	Capital reserve *HK$'000 (Note iii)*	Capital redemption reserve *HK$'000 (Note iv)*	Share options reserve *HK$'000 (Note v)*	FVTOCI Reserve *HK$'000 (Note vi)*	Translation reserve *HK$'000 (Note vii)*	Accumulated profits *HK$'000*	Total *HK$'000*
At 1 April 2024	11,515	711,774	10	(1)	(4,773)	2,319	(28,198)	12,032	752,567	1,457,245
Profit for the year	–	–	–	–	–	–	–	–	41,221	41,221
Net loss on change in fair value of debt instruments at FVTOCI, net of tax	–	–	–	–	–	–	(17,206)	–	–	(17,206)
Impairment loss on debt instruments at FVTOCI included in profit or loss	–	–	–	–	–	–	38,529	–	–	38,529
Reclassification of cumulative FVTOCI reserve upon derecognition of debt instruments at FVTOCI	–	–	–	–	–	–	249	–	–	249
Exchange difference on translating foreign operations	–	–	–	–	–	–	–	(5,253)	–	(5,253)
Other comprehensive income (loss) for the year	–	–	–	–	–	–	21,572	(5,253)	–	16,319
Total comprehensive income (loss) for the year	–	–	–	–	–	–	21,572	(5,253)	41,221	57,540
Effect of lapsed share options (note 28)	–	–	–	–	–	(2,319)	–	–	2,319	–
At 31 March 2025	11,515	711,774	10	(1)	(4,773)	–	(6,626)	6,779	796,107	1,514,785

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

Notes:

(i) Share premium represented the excess of the net proceeds from issuance of the Company's shares over its nominal value. Under the law of the Cayman Islands and the Company's Articles of Association, it is distributable to the Company's shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business after the distribution.

(ii) The merger reserve of Wonderful Sky Financial Group Holdings Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") represented the difference of the nominal value of the shares of Shine Talent Holdings Limited ("**Shine Talent Holdings**") issued in exchange for the entire share capital of Wonderful Sky Financial Group Limited ("**Wonderful Sky Financial Group**").

(iii) The capital reserve of the Group represented capital contribution arising from transfer of interest in a subsidiary to its shareholder.

(iv) Capital redemption reserve has been set up in accordance with the provisions of the Companies Law of the Cayman Islands on repurchases and cancellations of the Company's own shares.

(v) Share options reserve comprises the fair value at the grant date of share options granted to employees of the Group and is dealt with in accordance with the accounting policy adopted for share-based payment as set out in note 3 to the consolidated financial statements.

(vi) The FVTOCI reserve has been set up and is dealt with in accordance with the accounting policies adopted for the (i) cumulative net changes of the fair value of debt instruments at FVTOCI and (ii) accumulated loss allowance on the debt instruments at FVTOCI as set out in note 3 to the consolidated financial statements.

(vii) Translation reserve has been set up and is dealt with in accordance with accounting policies adopted for the foreign exchange differences arising from the translation of the financial statements of the Group's foreign operations as set out in note 3 to the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025

	Notes	2025 HK$'000	2024 HK$'000
Operating activities			
Profit (loss) before taxation		**48,086**	(60,700)
Adjustments for:			
Interest income from bank deposits	6	**(25,328)**	(25,797)
Interest expenses	8	**–**	1
Depreciation of property, plant and equipment	9	**29,680**	30,612
Depreciation of investment properties	9	**1,431**	1,427
Impairment loss recognised (reversed) on trade receivables, net		**1,629**	(8,177)
Impairment loss recognised on other receivables, net		**–**	2,271
Impairment loss recognised on debt instruments at FVTOCI, net		**38,529**	30,521
Interest income from debt instruments at FVTOCI	6	**(5,388)**	(5,264)
Investment income from financial products	6	**–**	(415)
(Gain) loss on derecognition/disposal of debt instruments at FVTOCI	7	**(536)**	53,043
Dividend income from financial assets at FVTPL	6	**(401)**	(144)
Net (gain) loss on changes in fair value of financial assets at FVTPL	7	**(7,334)**	6,937
Share of results of associates		**(1,119)**	5,921
Foreign exchange difference on inter-company balances		**(4,935)**	15,785
Operating cash flows before movements in working capital		**74,314**	46,021
Decrease in contract costs		**257**	367
(Increase) decrease in trade and other receivables		**(4,753)**	20,961
Decrease in trade and other payables		**(6,622)**	(443)
Decrease in contract liabilities		**(5,635)**	(11,678)
Decrease in amounts due from related parties		**–**	1,228
Cash generated from operations		**57,561**	56,456
Hong Kong Profits Tax paid		**(3,307)**	(9,410)
Net cash from operating activities		**54,254**	47,046

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025

	Notes	2025 HK$'000	2024 HK$'000
Investing activities			
Proceeds from redemption of financial products		**–**	28,342
Proceeds from disposal and redemption of debt instruments at FVTOCI		**4,813**	–
Interest received from debt instruments at FVTOCI		**5,388**	5,264
Interest received from financial products		**–**	415
Interest received from bank deposits		**25,328**	25,797
Dividend received from an associate		**–**	3,348
Dividend received from financial assets at FVTPL		**401**	144
Proceeds from disposal of financial assets at FVTPL		**36,837**	19,592
Purchase of debt instruments at FVTOCI		**(19,484)**	–
Purchase of financial products		**–**	(28,342)
Purchase of financial assets at FVTPL		**(3,438)**	(6,389)
Purchase of property, plant and equipment		**(60)**	(501)
Purchase of investment properties		**(998)**	–
(Increase) decrease in time deposits		**(281,309)**	51,072
Net cash generated from investing activities		**(232,522)**	98,742

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025

	Notes	2025 HK$'000	2024 HK$'000
Financing activity			
Interest paid		–	(1)
Net cash used in financing activity		–	(1)
Net (decrease) increase in cash and cash equivalents		**(178,268)**	145,787
Cash and cash equivalents at beginning of the year		**213,710**	75,540
Effect of exchange rate changes		**(4,046)**	(7,617)
Cash and cash equivalents at end of the year, represented by bank balances and cash		**31,396**	213,710

1. GENERAL

Wonderful Sky Financial Group Holdings Limited ("**the Company**") was incorporated in the Cayman Islands as an exempted company with limited liability on 12 January 2011 under the Companies Law of the Cayman Islands Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Its immediate holding company is Sapphire Star Investments Limited, a company with limited liability incorporated in the British Virgin Islands ("**BVI**") and the ultimate controlling party is Mr. Liu Tianni. The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

The principal activities of the Company are investment holding and securities investment. The principal activities of the Company and its subsidiaries (collectively referred to as the "**Group**") are set out in note 34.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is the same as the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are newly adopted for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the Group's annual periods beginning on 1 April 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

New and amendments to HKFRS Accounting Standards in issue but not yet effective

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new and amendments to HKFRS Accounting Standards that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKAS 21	Lack of Exchangeability[2]
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[3]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature–dependent Electricity[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to HKFRS Accounting Standards	Accounting Standards Annual Improvements to HKFRS Accounting Standards – Volume 11[3]
HKFRS 18	Presentation and Disclosure in Financial Statements[4]

1 Effective for annual periods beginning on or after a date to be determined.
2 Effective for annual periods beginning on or after 1 January 2025.
3 Effective for annual periods beginning on or after 1 January 2026.
4 Effective for annual periods beginning on or after 1 January 2027.

Except as described below, the other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 "Presentation of Financial Statements". This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" and HKFRS 7 "Financial Instruments: Disclosure". Minor amendments to HKAS 7 "Statement of Cash Flows" and HKAS 33 "Earnings per Share" are also made. HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and other comprehensive income and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and the Hong Kong Companies Ordinance. Certain disclosures and comparative figures have been re-presented and reclassified to conform to current year's presentation.

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the principal accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 April 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents service (or a bundle of services) that is distinct or a series of distinct services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (Continued)

- the Group's performance 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.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct service.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract cost represents cost incurred (other than the cost which is capitalised as inventory, property, plant and equipment and intangible assets) to fulfil a contract with a customer Contract cost is capitalised as an asset if all of the following criteria are met:

(a) The cost relates directly to a contract or to an anticipated contract that the entity can specifically identify.

(b) The cost generates or enhances resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(c) The cost is expected to be recovered.

The capitalised contract cost is amortised and charged to profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

Service income from project-based financial public relations services, financial printing services for non-initial public offering clients ("**non-IPO Clients**"), and international roadshow services is recognised when the customers obtain control of the services, which approximates the time when the relevant projects or international roadshow events are completed.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (Continued)

Service income from financial printing services for customers seeking initial public offering ("**IPO Clients**") is recognised over time as the Group's performance 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.

Service income from daily financial public relations services under subscription model is recognised over time as the customer simultaneously receives and consumes the benefits of the Group's performance over time. Such income is recognised on a straight-line basis over the subscription period when the relevant services are rendered.

Usually the Group requires sales deposits from IPO Clients and makes progress billings for services rendered. Occasionally, IPO Clients may decide to delay the listing timetable. Under such circumstances, sales deposits received by the Group of which services have yet to be rendered pending the completion of the initial public offering will be accounted for as contract liability and included in current liabilities in the consolidated statement of financial position. In rare cases, IPO Clients may decide to terminate the IPO process. Under these circumstances, sales deposits received by the Group and project-based fees for services rendered will be recognised as revenue immediately when the Group receives termination notice from the relevant IPO Clients.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of services.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of staff quarters and office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 "Revenue from Contracts with Customers" to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the supply of services or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, the carrying amount of that item at the date of transfer is recognised as cost of that item in investment property.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Club debenture

Club debenture has an infinite useful life and is carried at cost less any subsequent accumulated impairment losses.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Impairment on property, plant and equipment, investment property and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, investment property and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, investment property and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Impairment on property, plant and equipment, investment property and intangible assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated to assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so 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 (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Debt instruments at FVTOCI

Subsequent changes in the carrying amounts for debt instruments at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in other comprehensive income and accumulated under the heading of FVTOCI reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to other comprehensive income without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("**ECL**") model on financial assets (including trade and other receivables, debt instruments at FVTOCI, and bank balances) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

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

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

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

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

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (1) it has a low risk of default, (2) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (3) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers the credit risk of the debt instrument mainly with reference to external credit rating of "investment grade" as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

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

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in other comprehensive income and accumulated in the FVTOCI reserve without reducing the carrying amount of these debt instruments. Such amount represents the changes in the FVTOCI reserve in relation to accumulated loss allowance.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is reclassified to profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at amortised cost

Financial liabilities including trade and other payables are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. 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 retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation that includes an associate), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

Borrowing costs not directly attributable to the acquisition, construction or production of qualifying assets are recognised in profit or loss in the period in which they are incurred.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Share-based payment

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimates of the number of equity instruments that are expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated profits.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit (loss) before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except 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 assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

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 taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Retirement benefit costs

Payments to Mandatory Provident Fund Scheme ("**MPF Scheme**") and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("**CODM**"). The Company's executive directors and the chief executive officer, who is responsible for allocating resources and assessing performance of the operating segments, have been identified as the CODM that make strategic decisions.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Related parties

A related party is a person or entity that is related to the Group.

(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 the parent of the Group.

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

(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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

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) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are set out in note 3, the directors of the Company 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 on-going 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.

Key sources of estimation uncertainty

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Impairment assessment of trade receivables

The management of the Group estimates the amount of lifetime ECL of trade receivables based on individual assessment, after considering internal credit ratings of trade debtors, aging analysis, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. At every reporting date, the default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the Group's trade receivables and the ECL is disclosed in notes 19 and 32 respectively.

Impairment assessment of debt instruments at FVTOCI

The Group performs impairment assessment on debt instruments at FVTOCI under the ECL model individually. The management takes into consideration historical data from an international credit rating agency along with forward-looking information.

The provision of ECL involves significant estimates and judgements, including determination of whether there is significant increase in credit risk since initial recognition, use of assumptions in determination of probability of default and loss given default, and incorporation of forward-looking information (including macroeconomic data). The information about the Group's debt instruments at FVTOCI and the ECL is disclosed in notes 21 and 32 respectively.

At 31 March 2025, the carrying amount of debt instruments at FVTOCI was HK$85,069,000 (2024: HK$87,508,000) and the Group recognised net impairment loss of HK$38,529,000 (2024: HK$30,521,000) for the year ended 31 March 2025.

5. REVENUE AND SEGMENT INFORMATION

An analysis of the Group's revenue is as follows:

	2025 ***HK$'000***	*2024 HK$'000 (Re-presented)*
Recognised at a point in time		
Project-based financial public relations services	**110,410**	126,708
Financial printing services for non-IPO Clients	**41,678**	45,010
International roadshow services	**–**	3,676
	152,088	175,394
Recognised over time		
Daily financial public relations service under subscription model	**38,748**	61,439
Financial printing services for IPO Clients	**–**	2,222
	38,748	63,661
	190,836	239,055

All sales contracts are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

The Group's operating activities consists of the provision of financial public relations services and organisation and coordination of international roadshows. These operating segments have been identified on the basis of internal management reports that are regularly reviewed by the Chief Executive Officer of the Company, who is the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance. No operating segments have been aggregated in arriving at the reportable segments of the Group.

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For the year ended 31 March 2025

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshows *HK$'000*	Consolidated *HK$'000*
Revenue	**190,836**	**–**	**190,836**
Segment profit/(loss)	**92,525**	**(12)**	**92,513**
Unallocated corporate income			**46,389**
Interest income from debt instruments at FVTOCI			**5,388**
Impairment loss recognised on debt instruments at FVTOCI			**(38,529)**
Gain on derecognition/disposal of debt instruments at FVTOCI			**536**
Net gain on change in fair value of financial assets at FVTPL			**7,334**
Unallocated Staff costs (including retirement benefit schemes contributions and share-based payments)			**(17,125)**
Share of results of associates			**1,119**
Net foreign exchange loss			**(12,542)**
Other unallocated corporate expenses			**(36,997)**
Profit before taxation			**48,086**

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

For the year ended 31 March 2024

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshows *HK$'000*	Consolidated *HK$'000*
Revenue	**235,379**	**3,676**	**239,055**
Segment profit	**78,002**	**1,856**	**79,858**
Unallocated corporate income			**29,574**
Interest income from debt instruments at FVTOCI			**5,264**
Impairment loss recognised on debt instruments at FVTOCI			**(30,521)**
Loss on derecognition/disposal of debt instruments at FVTOCI			**(53,043)**
Net loss on change in fair value of financial assets at FVTPL			**(6,937)**
Unallocated staff costs (including retirement benefit schemes contributions and share-based payments)			**(19,402)**
Share of results of associates			**(5,921)**
Net foreign exchange loss			**(23,159)**
Other unallocated corporate expenses			**(36,413)**
Loss before taxation			**(60,700)**

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit earned (loss incurred) by each segment without allocation of certain other income, certain other gain and (losses), central administration costs, directors' salaries, share of results of associates, impairment loss recognised on debt instruments at FVTOCI and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

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

At 31 March 2025

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshows *HK$'000*	Consolidated *HK$'000*
Assets			
Segment assets	**598,611**	**257**	**598,868**
Investment properties			**44,982**
Interests in associates			**5,260**
Financial assets at FVTPL			**55,403**
Debt instruments at FVTOCI			**85,069**
Club debenture			**12,200**
Deferred tax asset			**1,242**
Bank balances and cash			**31,396**
Time deposits			**793,107**
Total assets			**1,627,527**
Liabilities			
Segment liabilities	**104,971**	**4,831**	**109,802**
Other unallocated liabilities			**2,940**
Total liabilities			**112,742**

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities (Continued)

At 31 March 2024 (Re-presented)

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshows *HK$'000*	Consolidated *HK$'000*
Assets			
Segment assets	624,149	779	624,928
Investment properties			45,808
Interests in associates			4,151
Financial assets at FVTPL			81,468
Debt instruments at FVTOCI			87,508
Club debenture			12,200
Deferred tax asset			1,769
Bank balances and cash			213,710
Time deposits			506,339
Total assets			1,577,881
Liabilities			
Segment liabilities	111,270	5,057	116,327
Other unallocated liabilities			4,309
Total liabilities			120,636

Note:

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

- All assets are allocated to reportable segments except for investment properties, interests in associates, financial assets at FVTPL, debt instruments at FVTOCI, club debenture, deferred tax asset, deposits and prepayments and other receivables, pledged bank deposit, bank balances and cash and time deposits.
- All liabilities are allocated to reportable segments except for accrued administrative expenses and taxation payables.

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Other segment information

For the year ended 31 March 2025

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshows *HK$'000*	Unallocated *HK$'000*	Consolidated *HK$'000*
Amounts included in the measure of segment profit/loss or segment assets:				
Additions to non-current assets	**60**	**-**	**998**	**1,058**
Depreciation of property, plant and equipment	**(29,680)**	**-**	**-**	**(29,680)**
Depreciation of investment properties	**-**	**-**	**(1,431)**	**(1,431)**
Impairment loss (recognised) reversed on trade receivables, net	**(1,636)**	**7**	**-**	**(1,629)**
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or segment assets:				
Dividend income	**-**	**-**	**401**	**401**
Gain on derecognition/disposal of debt instruments at FVTOCI	**-**	**-**	**536**	**536**
Impairment loss recognised on debt instruments at FVTOCI	**-**	**-**	**(38,529)**	**(38,529)**
Net gain on change in fair value of financial assets at FVTPL	**-**	**-**	**7,334**	**7,334**
Interest income from debt instruments at FVTOCI	**-**	**-**	**5,388**	**5,388**

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

For the year ended 31 March 2024

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshows *HK$'000*	Unallocated *HK$'000*	Consolidated *HK$'000*
Amounts included in the measure of segment profit or segment assets:				
Additions to non-current assets	501	–	–	501
Depreciation of property, plant and equipment	(30,612)	–	–	(30,612)
Depreciation of investment properties	–	–	(1,427)	(1,427)
Impairment loss reversed on trade receivables, net	8,166	11	–	8,177
Impairment loss recognised on other receivables	–	–	(2,271)	(2,271)
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or segment assets:				
Dividend income	–	–	144	144
Loss on derecognition/disposal of debt instruments at FVTOCI	–	–	(53,043)	(53,043)
Impairment loss recognised on debt instruments at FVTOCI	–	–	(30,521)	(30,521)
Net loss on change in fair value of financial assets at FVTPL	–	–	(6,937)	(6,937)
Interest income from debt instruments at FVTOCI	–	–	5,264	5,264
Investment income from financial products	–	–	415	415

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Geographical information

More than 90% (2024: 90%) of the Group's revenue are arisen in Hong Kong, the place of domicile of the relevant group entities.

The Group's non-current assets (excluding debt instruments at FVTOCI, financial assets at FVTPL, interests in associates and deferred tax asset) by geographical location of the assets are detailed below:

	2025	2024
	HK$'000	*HK$'000*
Hong Kong	**528,104**	555,996
The People's Republic of China ("**PRC**")	**58,832**	61,353
Singapore	**25,375**	25,974
	612,311	643,323

Information about major customers

No individual customer accounted for over 10% of the Group's total revenue during both years.

6. OTHER INCOME

	2025 HK$'000	2024 HK$'000
Interest income from bank deposits	**25,328**	25,797
Interest income from debt instruments at FVTOCI	**5,388**	5,264
Investment income from financial products	**–**	415
Dividend income from financial assets at FVTPL	**401**	144
Rental income from investment properties	**1,047**	1,281
Other income *(Note)*	**18,494**	–
Sundry income	**1,119**	1,937
	51,777	34,838

Note: The amount represented refund of advertising and marketing fee of HK$18,494,000 (2024: Nil) which were paid in previous years pursuant to certain service agreements entered into with the independent service vendor.

7. OTHER GAIN AND LOSSES, NET

	2025 HK$'000	2024 HK$'000
Net foreign exchange loss	**(12,542)**	(23,159)
Gain (loss) on derecognition/disposal of debt instruments at FVTOCI (*Note*)	**536**	(53,043)
Net gain (loss) on change in fair value of financial assets at FVTPL	**7,334**	(6,937)
	(4,672)	(83,139)

Note: The amount included reclassification adjustment of loss on debt instruments at FVTOCI of loss approximately HK$249,000 (2024: approximately HK$47,906,000) from equity to profit or loss upon derecognition/disposal.

8. FINANCE COSTS

	2025 ***HK$'000***	2024 *HK$'000*
Interest on bank overdrafts	**–**	**1**

9. PROFIT (LOSS) BEFORE TAXATION

	2025 ***HK$'000***	2024 *HK$'000*
Profit (loss) before taxation has been arrived at after charging:		
Directors' and chief executive's remuneration *(Note 10(a))*	**4,595**	4,762
Other staff costs	**39,478**	39,003
Retirement benefit schemes contributions for other staff	**2,652**	1,776
	46,725	45,541
Auditor's remuneration	**850**	900
Depreciation of property, plant and equipment	**29,680**	30,612
Depreciation of investment properties	**1,431**	1,427

10. DIRECTORS' AND CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, are as follows:

	Directors' fees	Salaries and allowances	Retirement benefit scheme contributions	Total remuneration
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
For the year ended 31 March 2025				
Executive directors:				
Mr. Liu Tianni	**–**	**3,804**	**18**	**3,822**
Ms. Liu Yan Yi, Joyce	**–**	**405**	**16**	**421**
Independent non-executive directors:				
Ms. Lam Yim Kei, Sally	**120**	**–**	**–**	**120**
Ms. Li Ling Xiu	**120**	**–**	**–**	**120**
Mr. Cheung Kwong Tat *(Note 1)*	**77**	**–**	**–**	**77**
Mr. Leung Tsz Wing *(Note 2)*	**35**	**–**	**–**	**35**
	352	**4,209**	**34**	**4,595**
For the year ended 31 March 2024				
Executive directors:				
Mr. Liu Tianni	–	3,804	18	3,822
Ms. Liu Lin *(Note 3)*	600	–	–	600
Ms. Liu Yan Yi, Joyce *(Note 4)*	–	–	–	–
Independent non-executive directors:				
Ms. Lam, Sally	120	–	–	120
Mr. Leung Tsz Wing	100	–	–	100
Ms. Li Ling Xiu	120	–	–	120
	940	3,804	18	4,762

Note 1: Mr. Cheung Kwong Tat was appointed as executive director on 9 August 2024.

Note 2: Mr. Leung Tsz Wing resigned as executive on 9 August 2024.

Note 3: Mr. Liu Lin resigned as executive director on 22 March 2024.

Note 4: Mr. Liu Yan Yi, Joyce was appointed as executive director on 22 March 2024.

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

(a) Directors' and chief executive's emoluments (Continued)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the Group's operating results, individual performance and market statistics.

Mr. Liu Tianni is also the chief executive of the Company and his emoluments disclosed above included those for services rendered by him as chief executive.

(b) Employees' emoluments

The five highest paid employees of the Group during the year included one director (2024: one director), details of whose emoluments are set out above. The emoluments of the remaining four (2024: four) highest paid employees of the Group are as follows:

	2025	2024
	HK$'000	*HK$'000*
Salaries and allowances	**4,819**	4,999
Performance related incentive payments (*Note*)	**1,030**	1,010
Retirement benefit scheme contributions	**72**	72
	5,921	6,081

The number of highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	2025	2024
HK$500,001 to HK$1,000,000	**2**	2
HK$1,000,001 to HK$1,500,000	**1**	–
HK$2,000,001 to HK$2,500,000	**1**	2
	4	4

Note: The performance related incentive payment is determined with reference to the individual performances.

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

No remuneration was paid by the Group to the directors and the chief executive of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office for both years. There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration.

11. TAXATION

	2025	2024
	HK$'000	*HK$'000*
Hong Kong Profits Tax		
– Current tax	**6,800**	6,439
– Over provision in prior years	**(462)**	(1,391)
	6,338	5,048
Deferred taxation (*Note 26*)	**527**	752
	6,865	5,800

One of the group entities of the Group would be qualified to apply two-tiered profits tax rates under the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The PRC enterprise income tax has been provided at the rate of 25% on the estimated assessable profits of subsidiaries in the PRC.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

11. TAXATION (CONTINUED)

The taxation charge for the year can be reconciled to the profit (loss) before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2025	2024
	HK$'000	*HK$'000*
Profit (loss) before taxation	**48,086**	(60,700)
Tax at the applicable tax rate	**8,713**	(9,942)
Tax effect of expenses not deductible for tax purposes	**8,218**	21,969
Tax effect of income not taxable for tax purposes	**(10,960)**	(6,548)
Tax effect of tax losses not recognised	**2,905**	1,999
Utilisation of tax losses previously not recognised	**(1,089)**	(334)
Unrecognised temporary differences	**(291)**	50
Tax concessions	**(4)**	(3)
Over provision in prior years	**(462)**	(1,391)
Tax effect of two-tiered tax rate regime	**(165)**	–
Taxation	**6,865**	5,800

12. DIVIDENDS

The directors of the Company do not recommend the payment of a dividend for the year ended 31 March 2025 (2024: Nil) nor has any dividend been proposed since the end of the reporting period.

13. EARNINGS (LOSS) PER SHARE

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

	2025	2024
	HK$'000	*HK$'000*
Earnings (loss)		
Profit (loss) for the year attributable to owners of the Company for the purposes of basic and diluted earnings (loss) per share	**41,221**	(66,500)

	2025	2024
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings (loss) per share	**1,151,454,000**	1,151,454,000

The computation of diluted earnings (loss) per share does not assume the exercise of the Company's options because the exercise price of those options was higher than the average market price of shares during the period in which the options were outstanding during the years ended 31 March 2025 and 2024 .

14. PROPERTY, PLANT AND EQUIPMENT

	Owned properties	Leasehold improvements	Furniture and fixtures	Yacht	Motor vehicles	Computer equipment	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
COST							
At 1 April 2023	692,993	22,005	10,250	36,712	2,006	6,084	770,050
Exchange realignment	(2,424)	–	(23)	–	–	(35)	(2,482)
Additions	–	–	–	–	337	164	501
At 31 March 2024 and 1 April 2024	690,569	22,005	10,227	36,712	2,343	6,213	768,069
Exchange realignment	(646)	–	–	–	–	(13)	(659)
Additions	–	–	–	–	–	60	60
At 31 March 2025	**689,923**	**22,005**	**10,227**	**36,712**	**2,343**	**6,260**	**767,470**
ACCUMULATED DEPRECIATION							
At 1 April 2023	99,623	21,240	10,113	13,821	1,614	5,856	152,267
Exchange realignment	(75)	–	(22)	–	–	(28)	(125)
Provided for the year	24,196	531	103	5,183	392	207	30,612
At 31 March 2024 and 1 April 2024	123,744	21,771	10,194	19,004	2,006	6,035	182,754
Exchange realignment	(81)	–	–	–	–	(12)	(93)
Provided for the year	24,010	234	27	5,183	84	142	29,680
At 31 March 2025	**147,673**	**22,005**	**10,221**	**24,187**	**2,090**	**6,165**	**212,341**
CARRYING VALUES							
At 31 March 2025	**542,250**	**–**	**6**	**12,525**	**253**	**95**	**555,129**
At 31 March 2024	566,825	234	33	17,708	337	178	585,315

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The property, plant and equipment are depreciated over their estimated useful lives after taking into account their estimated residual values, on a straight-line basis, at the following rates per annum.

Owned properties	Over shorter of term of leases or 2%
Leasehold improvements	Over shorter of the term of leases or 30%
Furniture and fixtures	30%
Yacht	14%
Motor vehicles	30%
Computer equipment	30%

As at 31 March 2024, owned properties of HK$525,414,000 were pledged to the banks to secure bank facilities granted to the Group. The pledge of owned properties was released during the year ended 31 March 2025.

The Group as lessee

The Group holds commercial buildings in Hong Kong and the PRC as owned properties for its daily operations. At 31 March 2025, the remaining lease terms of the owned properties located in Hong Kong and the PRC are 22 years and ranged from 17 to 36 years respectively. The Group is the registered owner of the properties interest, including the whole or part of undivided share in the underlying land. Payments were made upfront to acquire this property interest from previous registered owners and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

The Group also leased properties which contains various leases such as offices and staff quarters for its operations. The lease contracts are entered into for a fixed term of 12 months. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

	2025	2024
	HK$'000	*HK$'000*
Rental expenses recognised under short-term leases	**3,066**	4,411
Total cash outflow for leases	**3,066**	4,411

15. INVESTMENT PROPERTIES

	HK$'000
COST	
At 1 April 2023	51,647
Exchange realignment	(1,338)
At 31 March 2024 and 1 April 2024	50,309
Addition	998
Exchange realignment	(470)
At 31 March 2025	**50,837**
ACCUMULATED DEPRECIATION	
At 1 April 2023	3,152
Provided for the year	1,427
Exchange realignment	(78)
At 31 March 2024 and 1 April 2024	4,501
Provided for the year	1,431
Exchange realignment	(77)
At 31 March 2025	**5,855**
CARRYING VALUES	
At 31 March 2025	**44,982**
At 31 March 2024	45,808

The investment properties are commercial properties, which are situated in Singapore and Mainland China respectively. During the year, the Group leases out the office premises under an operating lease with monthly rentals payable by tenants. The lease arrangements contain lease term of 24 to 60 months.

The Group is not exposed to foreign currency risk as a result of the lease arrangement, as the lease is denominated in the functional currency of the group entity. The lease contract does not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term. The investment properties are depreciated on a straight-line basis over the shorter of the unexpired lease terms or 50 years.

15. INVESTMENT PROPERTIES (CONTINUED)

At 31 March 2025, the fair value of the Group's investment properties was approximately HK$53,000,000 (2024: HK$61,000,000) as determined by the directors of the Company using the direct comparison method on the assumption that the property can be sold in its existing state subjected to existing tenancies or otherwise with the benefit of vacant possession and making references to comparable sales transactions as available in the relevant market. The fair value measurement of the investment properties is categorised within level 2 of the fair value hierarchy.

At 31 March 2024, one of the investment properties with carrying amount of HK$25,974,000 have been pledged to secure banking facilities granted to the Group. The pledge of investment properties was released during the year ended 31 March 2025.

16. INTERESTS IN ASSOCIATES

	2025	2024
	HK$'000	*HK$'000*
Unlisted investments in associates, at cost	**5,116**	5,116
Share of post-acquisition profits (losses), net of dividends received	**1,080**	(39)
Cumulative exchange difference	**(936)**	(926)
	5,260	4,151

The Group's associates are all unlisted and individually immaterial. The aggregate amounts of the Group's share of these associates' results are as follows:

	2025	2024
	HK$'000	*HK$'000*
The Group's share of profits (losses) and total comprehensive income (loss) for the year	**1,119**	(5,921)
Dividend received from an associate during the year	**–**	3,348
Aggregate carrying amount of the Group's interests in these associates	**5,260**	4,151

The exchange difference arising from translation of financial information of associates which represents a loss of HK$10,000 (2024: HK$384,000) for the year ended 31 March 2025 is recognised in other comprehensive income and accumulated in translation reserve.

17. CLUB DEBENTURE

At 31 March 2025, the unlisted club debenture of HK$12,200,000 (2024: HK$12,200,000) is stated at cost less impairment. The recoverable amount of the club debenture is its fair value less costs of disposal, as determined by the directors of the Company using the direct comparison method. In the direct comparison method, the value is estimated for the assets appraised through analysis of market price information of comparable club debenture with reference to the prices quoted in the relevant market. There were no changes in valuation technique during the reporting period. The fair value measurement of the club debenture is categorised within level 2 of the fair value hierarchy.

18. CONTRACT COSTS

	2025	2024
	HK$'000	*HK$'000*
Project costs incurred	–	257

Contract costs capitalised relate to project costs incurred in satisfying performance obligations of respective projects in the future. Contract costs are recognised as part of direct costs in the profit or loss in the year in which revenue from the related projects is recognised.

19. TRADE AND OTHER RECEIVABLES

	2025 ***HK$'000***	2024 *HK$'000*
Trade receivables	**67,650**	71,397
Less: Allowance for credit losses	**(33,176)**	(35,318)
	34,474	36,079
Prepayments	**270**	532
Staff advances	**269**	1,195
Deposits and other receivables	**7,508**	1,550
	8,047	3,277
Total trade and other receivables	**42,521**	39,356

Service income arising from project-based financial public relations services, financial printing services for non-IPO Clients and international roadshows is recognised when services are rendered and is generally billed within 30 days from the completion of the event. Service income arising from financial printing for IPO Clients is recognised when services are rendered and is generally billed in accordance with payment schedule set out in contracts and within one month from the date of listing. Service income arising from daily financial public relations services under subscription model is recognised when services are rendered and is billed monthly, quarterly or semi-annually in arrears. The Group generally grants a credit period of 30 days to its customers.

Before accepting a new customer, the Group will internally assess the potential customer's credit quality and determine an appropriate credit limit. Management then closely monitors the outstanding balance and follow-up action is taken when debts are overdue.

19. TRADE AND OTHER RECEIVABLES (CONTINUED)

The following is an aging analysis of trade receivables net of allowance for credit losses presented based on the invoice dates at the end of the reporting period, which approximated the respective revenue recognition dates:

	2025	2024
	HK$'000	*HK$'000*
Within 30 days	**7,514**	5,184
31 to 90 days	**8,053**	13,066
91 days to 1 year	**18,907**	17,320
Over 1 year	**–**	509
	34,474	36,079

Included in the Group's trade receivable balance as at 31 March 2025 are debtors with aggregate carrying amount of HK$26,960,000 (2024: HK$30,895,000) which are past due as at the reporting date. Out of the past due balances, HK$18,907,000 (2024: HK$17,320,000) has been aged from 91 days to 1 year and nil (2024: HK$509,000) has been aged over 1 year or more but are not considered as in default as these customers have strong financial background and good credibility. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables are set out in note 32.

Included in trade and other receivables are the following amounts denominated in currencies other than the functional currency of the respective group entity which it relates:

	2025	2024
	HK$'000	*HK$'000*
RMB	**1,124**	3,773

20. FINANCIAL ASSETS AT FVTPL

	2025 HK$'000	2024 HK$'000
Non-current assets		
Unlisted investment funds, at fair value *(Note 1)*	**25,583**	28,230
Listed perpetual bond securities, at fair value *(Note 3)*	**–**	35,010
	25,583	63,240
Current assets		
Listed equity investment, at fair value *(Note 2)*	**29,820**	18,228
	55,403	81,468

Notes:

1. The amount represented the investment in six (2024: five) unlisted investment funds with primary objectives for capital appreciation and investment income. The unlisted investment funds are not quoted in an active market and transactions in such investment does not occur on a regular basis. During the year ended 31 March 2025, HK$3,438,000 (2024: HK$6,389,000) was paid to acquire for the investment funds and HK$1,083,000 (2024: HK$19,592,000) was redeemed from the investment funds.

   The fair value of the unlisted investment funds is stated with reference to the net asset value provided by administrators of the funds at the reporting date and are categorised within level 3 of the fair value hierarchy as further detailed in note 32. The directors believe that the estimated fair value provided by the administrators of the fund are reasonable, and these are the most appropriate values at the end of reporting period. Loss on change in fair value of the unlisted investment funds of HK$5,002,000 (2024: HK$4,278,000) were recognised to profit or loss for the year ended 31 March 2025.

2. The listed equity investment represents ordinary shares of an entity listed on the Stock Exchange. The fair value of the listed equity investments is based on the bid price quoted in the Stock Exchange at the end of the reporting period.

3. Listed perpetual bond securities represented the investment in bond securities with primary objectives for interest income, which are listed in Stock Exchange with fixed coupon interests ranging from 4.80% to 5.75% per annum and have no maturity date. The fair value of the listed perpetual bond securities are based on the market bid prices at the end of the reporting period.

   During the year ended 31 March 2025, the listed perpetual bond securities were redeemed for the amount of HK$35,754,000 (2024: Nil). Gain on change in fair value of the listed perpetual bond securities of HK$744,000 (2024: HK$348,000) were recognised to profit or loss for the year ended 31 March 2025.

20. FINANCIAL ASSETS AT FVTPL (CONTINUED)

Included in financial assets at FVTPL is the following amount denominated in a currency other than the functional currency of the respective group entity which it relates:

	2025 HK$'000	2024 HK$'000
USD	**25,583**	63,240

21. DEBT INSTRUMENTS AT FVTOCI

	2025 HK$'000	2024 HK$'000
Listed bond securities, at fair value		
– listed on the Stock Exchange with fixed coupon interests ranging from 2.95% to 13.50% (2024: 2.95% to 13.50%) per annum and maturity dates ranging from 18 October 2021 to 14 January 2030 (2024: 18 October 2021 to 14 January 2030)	**24,224**	41,189
– listed on SGX with fixed coupon interests ranging from 2.50% to 12.00% (2024: 2.50% to 12.00%) per annum and maturity dates ranging from 28 July 2023 to 31 January 2031 (2024: 28 July 2023 to 13 January 2032)	**41,401**	46,319
Government bonds		
– issued by the U.S. Department of the Treasury with fixed interest ranging from 4.25% to 4.50% per annum and maturity dates ranging from 15 November 2034 to 15 February 2044	**19,444**	–
	85,069	87,508
Analysed for reporting purposes:		
Non-current assets	**43,006**	29,914
Current assets	**42,063**	57,594
	85,069	87,508

The fair values of the listed bond securities are based on the market bid prices at the end of reporting period.

21. DEBT INSTRUMENTS AT FVTOCI (CONTINUED)

Included in debt instruments at FVTOCI is the following amount which is denominated in a currency other than functional currency of the respective group entities which they relate:

	2025	2024
	HK$'000	*HK$'000*
USD	**85,069**	87,508

Details of impairment assessment are set out in note 32.

22. BANK BALANCES AND CASH/TIME DEPOSITS

Time deposits comprise short-term bank deposits with a maturity of up to 303 (2024: 348 days) at prevailing market rates ranging from 4.00% to 5.50% (2024: 3.28% to 5.88%).

Included in bank balances and cash and time deposits are the following significant amounts which are denominated in currencies other than the functional currency of the respective group entities which they relate:

	2025	2024
	HK$'000	*HK$'000*
RMB	**186,680**	194,299
USD	**625,269**	490,882

Details of impairment assessment of bank balances are set out in note 32.

23. PLEDGE OF ASSETS

	2025	2024
	HK$'000	*HK$'000*
Owned properties	**–**	525,414
Investment property	**–**	25,974
	–	551,388

24. TRADE AND OTHER PAYABLES

	2025 ***HK$'000***	2024 *HK$'000*
Trade payables	**73,982**	63,057
Salaries payable	**1,356**	6,245
Accrued expenses	**2,397**	2,825
Other payables	**24,402**	37,591
	28,155	46,661
Total trade and other payables	**102,137**	109,718

Trade payables are non-interest-bearing and generally have credit terms ranging from 1 to 360 days.

The following is an aging analysis of trade payables based on the invoice dates at the end of the reporting period:

	2025 ***HK$'000***	2024 *HK$'000*
Within 30 days	**5,752**	3,429
31 to 60 days	**958**	911
61 to 90 days	**398**	102
91 days to 1 year	**5,473**	2,363
Over 1 year	**61,401**	56,252
	73,982	63,057

Included in trade and other payables is the following amount which is denominated in a currency other than the functional currency of the respective group entity which it relates:

	2025 ***HK$'000***	2024 *HK$'000*
RMB	**7,574**	3,804

25. CONTRACT LIABILITIES

Contract liabilities

	2025 HK$'000	2024 HK$'000
Deposits received from customers	**3,122**	8,752

Contract liabilities represent deposits received from customers for financial public relations services and international roadshow services. The decrease in contract liabilities in 2025 was mainly due to the decrease in short-term advances received from customers in relation to the financial public relations services as a result of the decrease in ongoing projects at the end of the year.

The contract liabilities at 31 March 2024 of HK$8,752,000 were recognised as revenue in the current year. The contract liabilities at 31 March 2025 of HK$3,122,000 are expected to be recognised as revenue in the coming 12 months.

26. DEFERRED TAX ASSET

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax asset and liability have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2025 HK$'000	2024 HK$'000
Deferred tax asset	**1,242**	1,769

26. DEFERRED TAX ASSET (CONTINUED)

The following is the deferred tax asset recognised and its movements during both years:

	ECL allowance *HK$'000*	Accelerated tax depreciation *HK$'000*	Total *HK$'000*
At 1 April 2023	1,002	1,519	2,521
Charged to profit or loss *(Note 11)*	(454)	(298)	(752)
At 31 March 2024 and 1 April 2024	548	1,221	1,769
Charged to profit or loss *(Note 11)*	49	(576)	(527)
At 31 March 2025	**597**	**645**	**1,242**

Unrecognised deferred tax assets arising from:

	2025 ***HK$'000***	2024 *HK$'000* (Re-presented)
Before multiplied by the applicable tax rates:		
Deductible temporary differences	**10,753**	12,681
Tax losses	**298,671**	297,365
	309,424	310,046

At the end of the reporting period, the Group has unused tax losses of HK$298,671,000 (2024: HK$297,365,000) available to offset against future profits. Included in the unused tax losses are losses of HK$30,123,000 (2024: HK$30,376,000) which will be expired in 5 years (2024: 5 years). During the year ended 31 March 2025, HK$6,196,000 of estimated unused tax losses from certain subsidiaries operating in the PRC expired. Other unused tax losses and other deductible temporary differences may be carried forward indefinitely.

27. SHARE CAPITAL

	Number of shares	Amount
		HK$'000
Authorised (ordinary shares of HK$0.01 each):		
At 1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025	10,000,000,000	100,000
Issued and fully paid (ordinary shares of HK$0.01 each):		
At 1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025	1,151,454,000	11,515

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

28. SHARE-BASED PAYMENT TRANSACTIONS

The Share Option Scheme of the Company was adopted pursuant to a resolution in writing of the sole shareholder passed on 7 March 2012. The purposes of the Share Option Scheme are to enable the Group to grant options to full-time or part-time employees, directors (whether executive or non-executive), suppliers, customers, joint venture partners, business associates and advisors (professional or otherwise) of the Group as incentives or rewards for their contribution to the Group. The Share Option Scheme became effective on 7 March 2012 (the "**Effective Date**") will remain in force for 10 years, subject to earlier termination by the directors and approved in advance by the shareholders in a general meeting. The Share Option Scheme shall be valid and effecting for a period commencing from the Effective Date.

The total number of shares of the Company available for issue under the Scheme must not in aggregate exceeds 30% of the issued share capital of the Company from time to time.

The maximum number of shares issuable upon exercise of the options which may be granted under the Share Option Scheme (including exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

28. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates (as defined under the Listing Rules), are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, (as defined under the Listing Rules) in excess of 0.1% of the shares of the Company in issue with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK$5,000,000, in the 12-month period up to and including the date of grant, are subject to shareholders' approval in a general meeting.

Options granted must be accepted in writing within 28 days from the date of grant upon payment of a nominal consideration of HK$1 by the grantee. The exercise period for the share options granted is determined by the directors of the Company, which period may commence from the date of acceptance of the offer for the grant of share options but shall end, in any event, not later than 10 years from the date of grant of the option subject to the provisions for early termination under the Share Option Scheme. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share on the date of grant.

The following table sets out the movements in the Company's share options held by the employees of the Group during both years:

Date of grant	Exercisable period	Exercise price *HK$*	Outstanding at 1.4.2023	Lapsed/ Forfeited during the year	Outstanding at 31.3.2024	Lapsed/ Forfeited during the year	Outstanding at 31.3.2025
Employees:							
26.1.2018	27.7.2019–27.7.2024	1.500	800,000	–	800,000	(800,000)	–
26.1.2018	27.7.2020–27.7.2024	1.500	800,000	–	800,000	(800,000)	–
26.1.2018	27.7.2021–27.7.2024	1.500	800,000	–	800,000	(800,000)	–
26.1.2018	27.7.2022–27.7.2024	1.500	1,600,000	–	1,600,000	(1,600,000)	–
			4,000,000	–	4,000,000	(4,000,000)	–

Note: The vesting period ends on the date when the exercisable period of the share options begins.

On 27 July 2024, the outstanding 4,000,000 options with aggregate fair value of HK$2,319,000 were expired and the corresponding share options reserve had been transferred to accumulated profits.

29. RETIREMENT BENEFITS PLAN

The Group participates in the MPF Scheme for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes the lower of 5% of the relevant payroll costs, with maximum of HK$1,500 per employee per month, to the MPF Scheme, which contribution is matched by employees.

Employees of subsidiaries in the PRC are members of the state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the state-managed retirement benefits schemes is to make the required contributions.

The total contribution to the retirement benefits schemes charged to the consolidated statement of profit or loss and other comprehensive income during the year is HK$1,075,000 (2024: HK$1,794,000).

30. COMMITMENTS

(i) Capital and other commitment

	2025	2024
	HK$'000	*HK$'000*
Capital contributions to investment funds	**13,462**	8,638
Capital contributions to associates	**3,982**	4,028
	17,444	12,666

30. COMMITMENTS (CONTINUED)

(ii) Operating leases

The Group as lessor

The Group leases those investment properties under operating lease arrangements with a lease term of 24 to 60 months.

Fixed lease payments receivable on leases are as follows:

	2025	2024
	HK$'000	*HK$'000*
Within one year	**975**	1,321
With second year to fifth year	**270**	1,274
	1,245	2,595

31. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising share capital, other reserves and accumulated profits.

Management reviews the Group's capital structure regularly. The directors of the Company consider the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends and new share issues as well as the issue of new debt or the redemption of existing debt.

32. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2025 ***HK$'000***	2024 *HK$'000*
Financial assets		
Financial assets at amortised cost	**866,754**	758,873
Debt instruments at FVTOCI	**85,069**	87,508
Financial assets at FVTPL	**55,403**	81,468
Financial liabilities		
Amortised cost	**100,781**	103,473

Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables, debt instruments at FVTOCI, financial assets at FVTPL, bank balances and cash, time deposits and trade and other payables.

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

Management reviews and approves operation policies to ensure appropriate measures are implemented on a timely and effective manner to manage and monitor these risk exposures.

Equity price risk

The Group is exposed to equity price risks arising from equity instruments at FVTPL amounted to HK$55,403,000 (2024: HK$46,458,000).

The sensitivity analyses below have been determined based on the exposure to other price risk on listed equity investment at the end of the reporting period. If the market bid price on such listed equity investment had been 5% higher or lower, the profit before taxation would increase or decrease by HK$2,770,000 (2024: loss before taxation would decrease or increase by HK$2,323,000) as a result of the change in fair value.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk on its variable-rate bank balances (see note 22 for details of these balances). The Group currently does not have a policy on cash flow hedges of interest rate risk. However, interest rate risk is closely managed by management and they will consider hedging significant interest rate risk should the need arise.

The Group is also exposed to fair value interest rate risk on its fixed-rate listed bond securities and government bonds which have fixed coupon interests (see notes 20 and 21 for details of these balances). Interest rate risk is closely managed by management and they will consider hedging significant interest rate exposure should the need arise.

The sensitivity analyses below have been determined based on the exposure to fair value interest rate risk on listed bond securities and government bonds at the end of the reporting period. If the market bid price on such listed bond securities and government bonds had been 5% higher or lower, the FVTOCI reserve would increase or decrease by HK$4,545,000 (2024: decrease or increase by HK$4,375,000) as a result of the change in fair value.

Foreign currency risk

The carrying amounts of the Group's monetary assets and liabilities denominated in currencies other than the respective group entities' functional currencies at the end of the reporting period are as follows:

	Assets		**Liabilities**	
	2025	2024	**2025**	2024
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
RMB	**187,804**	198,072	**7,574**	3,804
USD	**735,921**	641,630	**–**	–

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Foreign currency risk (Continued)

The Group is exposed to the foreign currency risk of RMB and USD. Under the pegged exchange rate system, the financial impact on exchange difference between HK$ and USD will be immaterial as most of the USD denominated monetary assets and liabilities are held by group entities having HK$ as their functional currency, and therefore no sensitivity analysis has been prepared.

Sensitivity analysis

The sensitivity analysis below details the Group's sensitivity to a 5% increase and decrease in HK$ against RMB. 5% is the sensitivity rate used which represents management's assessment of the reasonable and possible change in the foreign currency rate. The sensitivity analysis includes the Group's monetary assets and monetary liabilities denominated in RMB. A negative number indicates a decrease/increase in profit/loss before taxation when HK$ strengthens 5% against RMB. For a 5% weakening of HK$ against SGD and RMB, there would be an equal but opposite impact on the profit/loss before taxation.

	2025	2024
	HK$'000	*HK$'000*
RMB	**(9,012)**	(9,713)

In the opinion of management, the sensitivity analysis is not representative of the inherent foreign currency risk as the year end exposures do not reflect the exposures during the year.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, bank balances, time deposits, other receivables, and debt instruments at FVTOCI. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's maximum exposure to credit risk which will cause a financial loss to the Group in the event of the counterparties failure to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

The Group performed impairment assessment for financial assets and other items subject to ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and frequently repays	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor regularly repays but usually settle in full after due date	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table provides information about the exposure to credit risk for financial assets, which are subject to ECL assessment:

	External credit rating	Internal credit rating	12-month ECL or lifetime ECL	Loss rate range		Gross carrying amount	
				2025	2024	**2025**	2024
						HK$'000	*HK$'000*
Trade receivables	N/A	Low risk	Lifetime ECL (not credit-impaired)	**0.01% to 8.00%**	0.01% to 8.00%	**29,657**	29,527
		Watch list	Lifetime ECL (not credit-impaired)	**8.01% to 50.00%**	8.01% to 50.00%	**8,477**	10,352
		Loss	Lifetime ECL (credit-impaired)	**100%**	100%	**29,516**	31,518
Debt instruments at FVTOCI	AA+	Low risk	12m ECL	**0.23% to 0.41%**	N/A	**19,379**	–
	CCC to C	Doubtful	Lifetime ECL (not credit-impaired)	**24.19%**	16.06% to 51.11%	**14,372**	39,094
	C	Loss	Lifetime ECL (credit-impaired)	**67.46% to 67.69%**	61.50% to 61.80%	**362,858**	323,632
Bank balances	BBB+ to A+	N/A	12m ECL	**0%**	0%	**31,396**	213,710
Time Deposits	BBB+ to A+	N/A	12m ECL	**0%**	0%	**793,107**	506,339
Other receivables	N/A	Low risk	12m ECL	**0%**	0%	**7,777**	2,745
	N/A	Loss	Lifetime ECL (credit-impaired)	**N/A**	100%	**–**	2,271

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group assesses the potential customer's credit quality with reference to credit ratings if applicable and defines credit limits of customer. Limits and credit ratings attributed to customers are reviewed periodically. As part of the Group's credit risk management, the Group also applies internal credit rating for its customers. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. The Group performs impairment assessment under ECL model on trade receivables individually. For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL.

The Group has concentration of credit risk as 5.79% (2024: 5.76%) of the total trade receivables was due from the Group's largest customer.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

	Lifetime ECL (not credit-impaired) *HK$'000*	Lifetime ECL (credit-impaired) *HK$'000*	Total *HK$'000*
At 1 April 2023	6,836	43,308	50,144
Impairment loss (reversed) recognised, net	(3,036)	(5,141)	(8,177)
Written-off	–	(6,649)	(6,649)
At 31 March 2024	3,800	31,518	35,318
Transfer	4,097	(4,097)	–
Impairment loss (reversed) recognised, net	(4,139)	5,768	1,629
Written-off	(98)	(3,673)	(3,771)
At 31 March 2025	**3,660**	**29,516**	**33,176**

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables arising from contracts with customers (Continued)

During the year ended 31 March 2025, net impairment loss of HK$1,629,000 (2024: net reversal of impairment loss of HK$8,177,000) was recognised in profit or loss for the Group's trade receivables, based on the individual assessment, which includes net impairment loss of HK$5,768,000 (2024: net reversal of impairment loss of HK$5,141,000) recognised on credit-impaired debtors.

The Group writes off trade receivables when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

Debt instruments at FVTOCI

The Group assesses the credit risk of debt instruments at FVTOCI at the reporting date. The Group's debt instruments at FVTOCI mainly comprise listed bond securities that are graded by credit-rating agencies as per globally understood definitions and certain bonds without external credit rating are assessed by internal credit ratings. During the year ended 31 March 2025, net impairment loss of HK$38,529,000 (2024: HK$30,521,000) and net reversal of impairment loss due to derecognition of HK$655,000 (2024: HK$34,945,000) was recognised in the profit or loss. The change in impairment loss recognised was primarily due to the deterioration of the credit quality of the listed bond issuers.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Debt instruments at FVTOCI (Continued)

	12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 31 April 2023	4,017	–	205,919	209,936
Transfer	(4,017)	4,017	–	–
Impairment loss recognised, net	–	1,502	29,019	30,521
Reversal of impairment loss recognised due to derecognition, net	–	–	(34,945)	(34,945)
At 31 March 2024	**–**	**5,519**	**199,993**	**205,512**
Transfer	–	(3,892)	3,892	–
Impairment loss recognised, net	65	474	37,990	38,529
Reversal of impairment loss recognised due to derecognition, net	–	(655)	–	(655)
At 31 March 2025	**65**	**1,446**	**241,875**	**243,386**

Other receivables

For other receivables, the directors of the Company make periodic individual assessment on the recoverability of other receivables based on the counterparties' financial background and creditability. The directors of the Company believe that there is no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. During the year ended 31 March 2024, impairment loss of HK$2,271,000 was recognised in profit or loss for the Group's irrecoverable other receivables, based on the individual assessment. For the remaining other receivables, the Group assessed the ECL for those balances are insignificant and thus no loss allowance was recognised.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances/Time deposits

Credit risk on bank balances/time deposits are limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances/time deposits by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. The directors of the Company considered that the 12m ECL on bank balances is insignificant and thus no impairment loss was recognised for the years ended 31 March 2025 and 2024.

Liquidity risk

The Group maintains a level of cash and cash equivalents that it considers adequate to finance the Group's operations.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest rates are floating rates, the interest payments (undiscounted) is calculated based on from interest rate prevailing at the end of the reporting period.

	Weighted average interest rate	Repayable on demand or within 1 year	Over one year but not more than five years	Total undiscounted cash flows	Carrying amounts
	%	HK$'000	HK$'000	HK$'000	HK$'000
As at 31 March 2025					
Trade and other payables	**N/A**	**100,781**	**–**	**100,781**	**100,781**
As at 31 March 2024					
Trade and other payables	N/A	103,473	–	103,473	103,473

32. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value measurements of financial instruments

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table provides information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial assets	Fair value as at 31 March		Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to the fair value
	2025	2024				
	HK$'000	*HK$'000*				
Financial assets at FVTPL						
– Unlisted investment funds *(Note 20)*	**25,583**	28,230	Level 3	Market approach and net asset values *(Note)*	Adjusted price-to-sales ratio	The higher the price-to-sales ratio, the higher the fair value
					Discount of lack of marketability	The higher the lack of marketability discount, the lower the fair value.
– Listed perpetual bond securities *(Note 20)*	**–**	35,010	Level 2	Quoted prices by the brokers	N/A	N/A
– Listed equity investments *(Note 20)*	**29,820**	18,228	Level 1	Quoted bid prices in the markets	N/A	N/A
Debt instruments at FVTOCI						
– Listed bond securities *(Note 21)*	**85,069**	87,508	Level 2	Quoted prices by the brokers	N/A	N/A

Note: As at 31 March 2025 and 2024, the fair values of the unlisted investment funds were measured with reference to a valuation performed by an independent qualified valuer and the net asset values provided by the relevant administrators of the investment funds. The Group regularly reviews the valuations of the underlying investments held by respective investment funds to assess the appropriateness of the valuation and the net asset values, and may make adjustments as they consider appropriate.

There is no transfer amongst Level 1, 2 and 3 for both years.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Reconciliation of Level 3 fair value measurements

	Financial assets at FVTPL *HK$'000*	Financial products *(Note)* *HK$'000*
At 1 April 2023	45,711	–
Purchases	6,389	28,342
On disposals or maturity	(19,592)	(28,342)
Fair value loss	(4,278)	–
At 31 March 2024 and 1 April 2024	28,230	–
Purchases	3,438	–
On disposals or maturity	(1,083)	–
Fair value loss	(5,002)	–
At 31 March 2025	**25,583**	**–**
Changes in fair values included in "other gain and losses, net" at the end of the reporting periods:		
2024	(4,278)	–
2025	**(5,002)**	**–**

Note: The Group's financial products were issued by banks in the PRC, with maturity and expected but not guaranteed returns, depending on the performance of its underlying investments, including foreign currencies or interest rate linked products, investment funds, bonds and debentures.

32. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value measurements of financial instruments (Continued)

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their corresponding fair values.

33. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had also entered into the following related party transactions:

	2025	2024
	HK$'000	*HK$'000*
Rental expenses paid to Fortunate Sun Investment Limited *(Note 2)*	**2,980**	2,980
Salaries and allowances paid to related parties *(Note 1)*	**652**	652

Notes:

1. These related parties are close family members of Mr. Liu Tianni, the controlling shareholder and director of the Company.

2. Mr. Liu Tianni, the controlling shareholder and director of the Company, is a director and a member of key management of Fortunate Sun Investment Limited.

33. RELATED PARTY TRANSACTIONS (CONTINUED)

Compensation of key management personnel

The remuneration of directors and other member of key management during the year is as follows:

	2025	2024
	HK$'000	*HK$'000*
Salaries and allowances	**8,360**	7,703
Performance related incentive payments	**1,030**	1,010
Retirement benefit scheme contributions	**88**	72
	9,478	8,785

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the principal subsidiaries held by the Company at 31 March 2024 and 2023 are as follows:

Name of subsidiary	Place and date of incorporation/ establishment	Place of operations	Issued and fully paid share capital/ registered capital	Equity interest attributable to the Group as at 31 March		Principal activities
				2025	2024	
				%	%	
Alpha Financial Press Limited	Hong Kong, 17 December 2014	Hong Kong	USD1	**100**	100	Provision of financial printing services in Hong Kong
Capital Connect Financial Singapore Pte. Ltd.	Singapore, 6 October 2015	Singapore	USD1	**100**	100	Property investment
Delta Consultancy Group Company Limited	BVI, 17 February 2005	Hong Kong	USD2	**100**	100	Property holding
Far East Rich Profit Limited	Hong Kong, 13 March 2017	Hong Kong	HK$1	**100**	100	Yacht holding
Fortunate Idea Holdings Limited	BVI, 13 February 2015	Hong Kong	USD1	**100**	100	Investment holding and securities investments
Great Prospect Global Limited	BVI, 15 June 2020	Hong Kong	USD10,000	**100**	100	Investment holding
IR Global Roadshow Limited	BVI, 15 September 2010	Hong Kong	USD50,000	**100**	100	Organisation and coordination of international roadshows
Shine Talent Holdings Limited*	BVI, 11 November 2010	Hong Kong	USD2	**100**	100	Investment holding

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Particulars of the principal subsidiaries held by the Company at 31 March 2024 and 2023 are as follows:

Name of subsidiary	Place and date of incorporation/ establishment	Place of operations	Issued and fully paid share capital/ registered capital	Equity interest attributable to the Group as at 31 March		Principal activities
				2025 %	2024 %	
Wonderful Sky Financial Group Limited	Hong Kong, 1 August 2006	Hong Kong	HK$10,000	**100**	100	Provision of financial public relations services in Hong Kong
Wonderful Sky Strategic Investment Consulting (Beijing) Limited#	PRC, 13 September 2012	PRC	RMB5,500,000 of which RMB4,009,000 was paid up	**100**	100	Provision of financial public relations services in the PRC
Wonderful Sky Strategic Investment Consulting (Shenzhen) Limited#	PRC, 2 April 2020	PRC	HK$12,000,000 of which HK$5,877,500 was paid up	**100**	100	Provision of financial public relations services in the PRC

* Directly held by the Company

\# The company was established in the PRC in form of wholly foreign-owned enterprise with limited liability.

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities during the year and at the end of the year.

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2025 HK$'000	2024 HK$'000
Non-current assets		
Investments in subsidiaries	**359,958**	359,958
Financial assets at FVTPL	**23,942**	61,474
Debt instruments at FVTOCI	**30,427**	28,612
Club debenture	**12,200**	12,200
	426,527	462,244
Current assets		
Other receivable	**28**	–
Debt instruments at FVTOCI	**42,063**	46,610
Amounts due from subsidiaries	**615,006**	547,342
Time deposits	**259,963**	165,900
Bank balances and cash	**4,256**	2,600
	921,316	762,452
Current liabilities		
Other payables	**1,881**	1,881
Amounts due to subsidiaries	**640,394**	516,900
	642,275	518,781
Net current assets	**279,041**	243,671
Net assets	**705,568**	705,915
Capital and reserves		
Share capital	**11,515**	11,515
Reserves *(Note)*	**694,053**	694,400
Total equity	**705,568**	705,915

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

	Share premium *HK$'000*	Capital redemption reserve *HK$'000*	Share options reserve *HK$'000*	FVTOCI reserve *HK$'000* (Re-presented)	Accumulated losses *HK$'000* (Re-presented)	Total *HK$'000*
At 1 April 2023	**711,774**	**(4,773)**	**2,319**	**(40,413)**	**49,720**	**718,627**
Loss for the year	**–**	**–**	**–**	**–**	**(86,738)**	**(86,738)**
Net loss on debt instruments at FVTOCI	**–**	**–**	**–**	**(17,248)**	**–**	**(17,248)**
Impairment loss on debt instruments at FVTOCI included in profit or loss	**–**	**–**	**–**	**31,853**	**–**	**31,853**
Reclassification of cumulative FVTOCI reserve upon derecognition of debt instruments at FVTOCI	**–**	**–**	**–**	**47,906**	**–**	**47,906**
Other comprehensive loss for the year	**–**	**–**	**–**	**62,511**	**–**	**62,511**
Total comprehensive loss for the year	**–**	**–**	**–**	**62,511**	**(86,738)**	**(24,227)**
At 31 March 2024	**711,774**	**(4,773)**	**2,319**	**22,098**	**(37,018)**	**694,400**

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

	Share premium *HK$'000*	Capital redemption reserve *HK$'000*	Share options reserve *HK$'000*	FVTOCI reserve *HK$'000*	Accumulated losses *HK$'000*	Total *HK$'000*
At 1 April 2024	711,774	(4,773)	2,319	22,098	(37,018)	694,400
Loss for the year	–	–	–	–	(28,909)	(28,909)
Net gain on debt instruments at FVTOCI	–	–	–	(6,003)	–	(6,003)
Impairment loss on debt instruments at FVTOCI included in profit or loss	–	–	–	34,316	–	34,316
Reclassification of cumulative FVTOCI reserve upon derecognition of debt instruments at FVTOCI	–	–	–	249	–	249
Other comprehensive income for the year	–	–	–	28,562	–	28,562
Total comprehensive income for the year	–	–	–	28,562	(28,909)	(347)
Effect of lapsed share options	–	–	(2,319)	–	2,319	–
At 31 March 2025	711,774	(4,773)	–	50,660	(63,608)	694,053