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Application Proof of



Keystone Global Financial Group

(翹石國際金融集團)

(Incorporated in the Cayman Islands with limited liability)

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IMPORTANT

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Keystone Global Financial Group

(翹石國際金融集團)

(Incorporated in the Cayman Islands with limited liability)

[REDACTED] ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF [REDACTED]

Total Number of [REDACTED] under the [REDACTED]	:	[[REDACTED]] Shares (subject to the [REDACTED])
Number of [REDACTED]	:	[[REDACTED]] Shares (subject to reallocation)
Number of [REDACTED]	:	[[REDACTED]] Shares (subject to the reallocation and the [REDACTED])
[REDACTED] (subject to a Downward [REDACTED] Adjustment)	:	Not more than HK\$[[REDACTED]] per [REDACTED] and expected to be not less than HK\$[[REDACTED]] per [REDACTED], plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund on final pricing) (If the [REDACTED] is set at 10% below the bottom end of the indicative [REDACTED] range after making a Downward [REDACTED] Adjustment, the [REDACTED] will be HK\$[[REDACTED]] per [REDACTED])
Nominal value	:	[HK\$0.01] per Share
Stock code	:	[•]

Sole Sponsor



Alliance Capital Partners Limited
同人融資有限公司

[REDACTED], [REDACTED] and [REDACTED]



Alliance Capital Partners Limited
同人融資有限公司

[REDACTED] and [REDACTED]

[LOGO]

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The [REDACTED] is expected to be fixed by agreement between the [REDACTED], on behalf of the [REDACTED], and our Company on or before [Friday, 23 October] 2026 or such later time as may be agreed between the parties, but in any event, no later than 12:00 noon on [Friday, 23 October] 2026. If, for any reason, the [REDACTED], on behalf of the [REDACTED], and our Company are unable to reach an agreement on the [REDACTED] by 12:00 noon on [Friday, 23 October] 2026, the [REDACTED] will not become unconditional and will lapse immediately.

The [REDACTED] will be not more than HK\$[[REDACTED]] per [REDACTED] and is expected to be not less than HK\$[[REDACTED]] per [REDACTED] (subject to a Downward [REDACTED] Adjustment) although the [REDACTED], on behalf of the [REDACTED], and our Company may agree to a lower price. The [REDACTED], on behalf of the [REDACTED], may, with the consent of our Company, reduce the indicative [REDACTED] range below that stated in this document at any time on or prior to the morning of the last date for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] and/or the indicative [REDACTED] range will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.kstonecapital.com as soon as practicable but in any event not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. For further information, see the sections headed “Structure of the [REDACTED]” and “How to Apply for the [REDACTED]” in this document.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this document, in particular, the risk factors set out in the section headed “Risk factors” in this document.

Pursuant to the termination provisions contained in the [REDACTED], the [REDACTED] (for and on behalf of the [REDACTED]) have the right in certain circumstances, in its absolute discretion, to terminate the obligations of the [REDACTED] pursuant to the [REDACTED] at any time prior to 8:00 a.m. on the [REDACTED]. Further details of the terms of the termination provisions are set out in the section headed “[REDACTED] – [REDACTED] arrangements and expenses – The [REDACTED] – The [REDACTED] – Grounds for termination” in this document. It is important that you refer to that section for further details.

The [REDACTED] have not been and will not be registered under the [REDACTED] or any state securities law in the United States and may not be [REDACTED], sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the [REDACTED]. The [REDACTED] may be [REDACTED], sold or delivered outside the United States in offshore transactions in accordance with [REDACTED].

ATTENTION

We have adopted a fully electronic application process for the [REDACTED]. We will not provide printed copies of this document to the public in relation to the [REDACTED].

This document is available at the website of the Stock Exchange at www.hkexnews.hk and our website at www.kstonecapital.com. If you require a printed copy of this document, you may download and print from the website addresses above.

[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

CONTENTS

IMPORTANT NOTICE TO INVESTORS

This document is issued by our Company solely in connection with the [REDACTED] and does not constitute an [REDACTED] to sell or a solicitation of an [REDACTED] to buy any security other than the [REDACTED] by this document pursuant to the [REDACTED]. This document may not be used for the purpose of, and does not constitute, an [REDACTED] or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a [REDACTED] of the [REDACTED] or the distribution of this document in any jurisdiction other than Hong Kong.

You should rely only on the information contained in this document to make your investment decision. Our Company, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED] have not authorised anyone to provide you with information that is different from what is contained in this document.

Any information or representation not made nor contained in this document must not be relied on by you as having been authorised by our Company, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of their respective directors, officers, employees, advisers, agents, representatives or affiliates of any of them or any other persons or parties involved in the [REDACTED].

The contents of our Company’s website at www.kstonecapital.com do not form part of this document.

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SUMMARY

This summary is an overview of the information contained in this document and does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the [REDACTED].

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

OVERVIEW

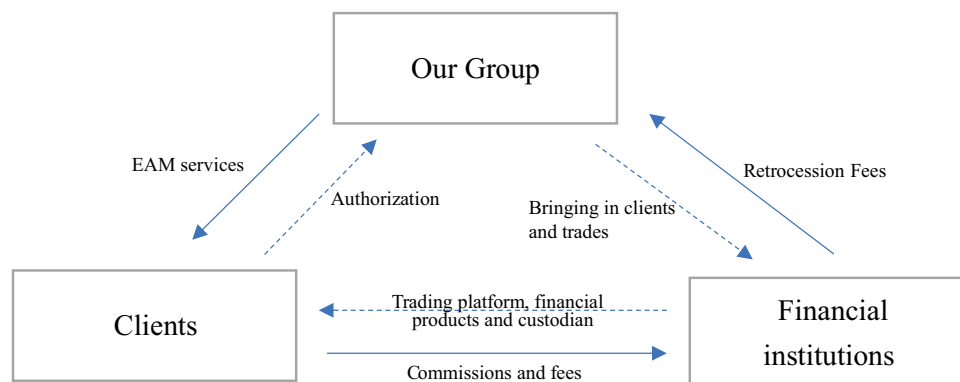
Founded in December 2015, we position ourselves as a multi-family office serving HNWIIs, trusts and corporate clients through three main business lines: (i) EAM services, (ii) introduction and referral business, and (iii) fund management services. All our businesses are carried out by our key Operating Subsidiary, i.e. Keystone Capital, which is duly licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) activities under the SFO. We have a wealth management ecosystem that delivers tailor-made investment advice and portfolio management services to meet the distinct and evolving needs of clients. By maintaining direct client relationships and working with selected partner financial institutions across key wealth management markets, we serve as a single relationship point for our clients while supporting them in managing and allocating their wealth according to their investment objectives and risk profiles.

EAM services

Under our EAM services, we provide independent wealth management services to HNWIIs, trusts and corporate clients by managing their investment portfolios through accounts maintained with our partner financial institutions. Our EAM services cover a spectrum of investment products, including fixed income and deposits, structured products, equities and funds.

We primarily generate revenue from Retrocession Fees paid by our partner financial institutions, which are derived from fees and commissions generated from trades executed in the relevant client accounts. Apart from such Retrocession Fees, we have not charged any other fee to our EAM clients. Although such fees are paid to us by partner financial institutions, we regard the relevant HNWIIs, trusts and corporates as our clients, because our income is generated from the wealth management services we provide to them.

The following chart summarizes our EAM business model:



SUMMARY

As an early pioneer in the Hong Kong EAM market, we commenced our EAM business in 2016 and have accumulated over 10 years of practical industry experience. Such experience has enabled us to build an experienced management team and a team of qualified wealth managers. As at the Latest Practicable Date, we had nine wealth managers, and four responsible officers, who are all licensed persons under the SFO with solid wealth management experience and professional know-how. According to the CRI Report, we ranked third among independent EAM service providers in Hong Kong by AUM in 2025. As at 31 December 2025, the AUM of our EAM services amounted to approximately US\$406 million (equivalent to approximately HK\$3,164 million), and our EAM services generated approximately HK\$32.2 million revenue in 2025.

As at 31 March 2026, we provide our EAM services to 83 clients with total AUM of approximately US\$402 million (equivalent to approximately HK\$3,136 million).

Introduction and referral business

Under our introduction and referral services, we introduce investors, including our existing EAM clients, who prefer to manage and trade their own investments, to selected brokerage houses. We receive referral fees from the relevant brokerage houses based on the commissions from account activities generated by the investors referred by us. Our role under this business line is limited to referral, and we do not manage the referred investors’ accounts or provide investment advice to them.

As no ongoing client relationship is established between us and the referred investors under such referral arrangements, we do not consider such investors as our clients. Instead, we regard the brokerage houses that pay us referral fees as our clients under this business line. As at 31 March 2026, we had six active brokerage house clients, with an aggregate of 201 investors referred by us.

Fund management services

We launched Keystone Multi Strategy OFC, a private umbrella open-ended fund in January 2025 to address specific investment needs of our clients. Keystone Multi Strategy OFC primarily invests in a portfolio of fixed income, cryptocurrencies and related products. Keystone Capital acts as the investment manager of Keystone Multi Strategy OFC and receives management fees based on AUM. As at 31 March 2026, total AUM of Keystone Multi Strategy OFC was approximately US\$3 million.

OUR COMPETITIVE STRENGTHS

We believe that our success and differentiation from competitors are attributable to several key competitive strengths, including (1) our position as an early pioneer in the Hong Kong EAM market with over 10 years of practical industry experience, (2) our established partnerships with reputable financial institutions across various geographical markets, (3) our effective compliance, internal control and risk management infrastructure, and (4) our experienced management team supported by high-quality wealth managers. For a detailed discussion of these competitive strengths, see the paragraph headed “Business – II. Our Competitive Strengths” in this document.

SUMMARY

OUR STRATEGIES

To strengthen our position as a multi-family office and support our long-term business development, we intend to pursue a number of strategies, including (1) expanding and strengthening our wealth manager network, (2) deepening and broadening our relationships with partner financial institutions, (3) enhancing our market presence and brand positioning, (4) developing additional business lines, and (5) advancing our integrated systems, infrastructure and control framework. For a detailed discussion of these strategies, see the paragraph headed “Business – III. Our Strategies” in this document.

OUR CUSTOMERS

We serve a diversified client base across our three main business lines. Our EAM clients comprise HNWI, trusts and corporate clients, all of whom are Professional Investors under the SFO. Our clients under the introduction and referral business are brokerage houses, while our fund management services are currently provided only to Keystone Multi Strategy OFC. As at 31 March 2026, we provided EAM services to 75 HNWI, one trust and seven corporate clients. For our introduction and referral business, we had six active brokerage house clients.

OUR FINANCIAL INSTITUTIONS NETWORK

Throughout the years we have built a network with 12 active financial institutions, six of which are our partner financial institutions for our EAM services who pay us Retrocession Fees, five are our clients under our introduction and referral business who pay us introduction and referral fees and one of which are both our partner financial institutions for our EAM services and our client under our introduction and referral business. Each of them are well-ranked financial institution focusing on providing clients with access to a diverse range of products meeting different investment needs. We have established a selection process for our partner financial institutions and have been maintaining close relationship with them with a view to best serving our clients.

SUMMARY

SUMMARY OF FINANCIAL INFORMATION AND OPERATIONAL DATA

The following table sets forth a summary of selected items from our Group’s consolidated results for each of the two years ended 31 December 2024 and 2025. The audited consolidated financial information has been prepared in accordance with HKFRS Accounting Standards and on the basis of presentation as set out in the Accountants’ Report included in Appendix I to this document. The summary financial data below should be read together with Appendix I.

Summary of results of operations

	Year ended 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Revenue	16,752	44,335
Other income, other gains and losses	1,014	652
Staff costs and commissions	(8,605)	(17,532)
Depreciation expenses	(518)	(640)
Legal and professional expenses	(690)	(191)
Other operating expenses	(663)	(1,027)
Finance costs	<u>(24)</u>	<u>(50)</u>
Profit before taxation	7,266	25,547
Income tax expense	<u>(975)</u>	<u>(4,032)</u>
Profit and total comprehensive income for the year attributable to the owners of the Company	<u><u>6,291</u></u>	<u><u>21,515</u></u>

The following table shows a breakdown of our revenue by type of services for the Track Record Period:

	Year ended 31 December			
	2024		2025	
	<i>HK\$’000</i>	<i>%</i>	<i>HK\$’000</i>	<i>%</i>
EAM services	15,198	90.7	32,223	72.7
Introduction and referral business	1,554	9.3	11,976	27.0
Fund management services	<u>–</u>	<u>0.0</u>	<u>136</u>	<u>0.3</u>
	<u><u>16,752</u></u>	<u><u>100.0</u></u>	<u><u>44,335</u></u>	<u><u>100.0</u></u>

For the year ended 31 December 2025, our revenue increased significantly to approximately HK\$44.3 million from approximately HK\$16.8 million for the year ended 31 December 2024, representing an increase of approximately 164.7%. Such increase was primarily driven by the increase of EAM services and the significant growth in our introduction and referral business.

SUMMARY

EAM services remained our primary source of revenue for both years, contributing approximately 90.7% and 72.7% of our total revenue in 2024 and 2025, respectively. Despite the increase in absolute revenue, its percentage contribution decreased as a result of the diversification of our revenue streams. Revenue from our introduction and referral business increased significantly, with its contribution to total revenue increasing from approximately 9.3% in 2024 to 27.0% in 2025, reflecting an increased number of referred clients and their trading activities and transaction volume. We commenced our fund management services in 2025, which contributed approximately 0.3% of our total revenue for the year ended 31 December 2025.

EAM services

Revenue from EAM services increased from approximately HK\$15.2 million in 2024 to approximately HK\$32.2 million in 2025, reflecting growth in our client base and AUMs.

The following table shows our AUMs increase in the Track Record Period:

	As at 31 December			
	2024		2025	
	HK\$'million	US\$'000	HK\$'million	US\$'000
Beginning balance	2,407	308,562	2,309	296,061
AUMs added from new accounts ⁽¹⁾	477	61,197	596	76,388
Change of AUMs from existing client accounts ⁽²⁾	<u>(575)</u>	<u>(73,698)</u>	<u>259</u>	<u>33,174</u>
Ending balance	<u>2,309</u>	<u>296,061</u>	<u>3,164</u>	<u>405,623</u>

Notes:

- (1) AUMs added from new accounts represents assets attributable to newly on boarded EAM clients during the period.
- (2) This represents net changes in AUMs from existing client accounts, including market appreciation or depreciation of assets in, as well as net deposits and withdrawals by existing clients during the period. Our Directors consider that change of AUMs, which reflects the total amount of assets our clients entrust us, better reflect our capability of managing our clients' asset as a whole. We therefore aggregate the appreciation/depreciation of the AUMs maintained by existing clients and the deposit/withdrawal by them into a single item in our presentation.

Introduction and referral business

Revenue from introduction and referral business increased substantially from approximately HK\$1.6 million in 2024 to approximately HK\$12.0 million in 2025, mainly attributable to increased transaction volume amidst an improved market conditions which resulted in an increased commissions generated by brokerage houses.

Fund management service

We commenced our fund management services in January 2025 and recorded revenue of approximately HK\$0.1 million for the year ended 31 December 2025.

As a result of the foregoing, our profit before taxation increased significantly from approximately HK\$7.3 million in 2024 to approximately HK\$25.5 million in 2025, representing an increase of approximately 251.6%. Our profit before taxation margin improved from approximately 43.4% in 2024 to 57.6% in 2025, primarily attributable to operating leverage achieved through strong revenue growth and relatively controlled cost growth.

SUMMARY

Income tax expense increased from approximately HK\$1.0 million in 2024 to approximately HK\$4.0 million in 2025, broadly in line with the increase in profit before taxation. Accordingly, our profit and total comprehensive income attributable to owners of the Company increased significantly from approximately HK\$6.3 million in 2024 to approximately HK\$21.5 million in 2025.

Summary of consolidated statements of financial position

	As at 31 December	
	2024	2025
	HK\$'000	HK\$'000
Non-current assets	1,590	948
Current assets	22,741	41,550
Current liabilities	4,764	6,516
Net current assets	17,977	35,034
Net assets	18,701	35,725

The increase in our net current assets was primarily attributable to the increase in our current assets, which was partially offset by the increase in our current liabilities.

Our current assets increased significantly from approximately HK\$22.7 million as at 31 December 2024 to approximately HK\$41.6 million as at 31 December 2025, mainly driven by the increase in (i) accounts and other receivables from approximately HK\$4.4 million to approximately HK\$9.8 million; and (ii) cash and cash equivalents from approximately HK\$6.6 million to approximately HK\$20.2 million, reflecting increased business activities, improved cash generated from operating activities during the year ended 31 December 2025 and settlement of amounts due from related companies of approximately HK\$7.9 million, partially offset by the advance to shareholder of approximately HK\$7.7 million during the year ended 31 December 2025.

Our current liabilities increased from approximately HK\$4.8 million as at 31 December 2024 to approximately HK\$6.5 million as at 31 December 2025, primarily due to the increase in tax payable from approximately HK\$1.0 million to approximately HK\$3.3 million, which was in line with the increase in our profit before taxation of approximately HK\$18.3 million. Such increase was partially offset by the settlement of amounts due to a shareholder and a related company during the year ended 31 December 2025.

As a result of the foregoing, our net current assets increased from approximately HK\$18.0 million as at 31 December 2024 to approximately HK\$35.0 million as at 31 December 2025.

The increase in our net assets was mainly attributable to the profit generated for the year ended 31 December 2025, and was partially offset by the decrease in our non-current assets, primarily due to the decrease in right-of-use assets following depreciation during the year ended 31 December 2025.

For further information, please see the sections headed “Financial information” in this document.

SUMMARY

Summary of consolidated statements of cash flows

	Year ended 31 December	
	2024	2025
	HK\$'000	HK\$'000
Operating cash flows before movements in working capital	7,596	25,902
Changes in working capital	(1,027)	(5,267)
Cash generated from operations	6,569	20,635
Income tax paid	–	(1,710)
Net cash generated from operating activities	6,569	18,925
Net cash (used in)/generated from investing activities	(4,206)	546
Net cash used in financing activities	(1,012)	(5,818)
Net increase in cash and cash equivalents	1,351	13,653
Cash and cash equivalents at beginning of the year	5,195	6,546
Cash and cash equivalents at the end of the year	6,546	20,199

During the Track Record Period, we recorded net cash inflow from operating activities and net cash used in investing and financing activities as presented. The increase in our net cash generated from operating activities was mainly driven by the increase in our operating profit.

Key financial ratios

	As at/for the year ended	
	31 December	
	2024	2025
Net profit margin	37.6%	48.5%
Return on equity	33.6%	60.2%
Return on asset	25.9%	50.6%
Current ratio	4.8 times	6.4 times
Net gearing ratio	net cash	net cash

For further details of the key financial ratio, please refer to the paragraph headed “Financial Information – Key financial ratios” in this document.

RISK FACTORS

We believe that there are certain risks involved in our operations, many of which are beyond our control. The more significant risks relating to our business include: (i) given the short development history of the EAM market, we may face significant risks and challenges in a rapidly evolving market, which makes it difficult to effectively assess our future prospects; (ii) our reliance on our financial institutions network for Retrocession Fees and referral business income exposes us to significant concentration risk; (iii) if we are unable to retain existing clients or attract new clients, or if we fail to offer services to address the needs of our clients as we evolve, our business and results of operations may be materially and adversely affected; (iv) we may face actual or perceived conflicts of interest as a result of our dependence on Retrocession Fees, which may adversely affect our business, reputation, and client trust; (v) our failure to appropriately identify and address conflicts of interest could materially and adversely affect our business; (vi) a portion of our clients are based in the Chinese Mainland, and any adverse changes in the regulatory or economic environment in the Chinese Mainland could affect our client relationships and business development efforts; and (vii) our revenue and profitability are highly unpredictable, since our AUMs are prone to significant fluctuations and is difficult to predict. For more details, please refer to the section headed “Risk factors” in this document.

SUMMARY

CONTROLLING SHAREHOLDERS

Immediately following completion of the [REDACTED] and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), Mr. Chan together with Ms. Lam will directly entitled to exercise or control the exercise of 30% or more of the voting power at our Company’s general meeting, Mr. Chan and Ms. Lam are regarded as our Controlling Shareholders under the GEM Listing Rules. For details, please refer to the section headed “Relationship with Controlling Shareholders” in this document.

DIVIDEND AND DIVIDEND POLICY

On 24 June 2024 and 4 August 2025, Keystone Capital, a wholly-owned subsidiary of the Company, declared a cash dividend of HK\$[REDACTED] million and HK\$2.5 million, respectively, to its then shareholders.

On 4 November 2025 and 15 April 2026, the Company declared a cash dividend of HK\$2 million and HK\$10 million, respectively, to its then shareholders.

Save as disclosed above, for the years ended 31 December 2024 and 2025 and up to the Latest Practicable Date, neither Keystone Global nor the Operating Subsidiary had declared or paid any dividends or made any distributions to their respective shareholders. Except as disclosed above, our Company has not declared or paid any cash dividends on its ordinary shares since its incorporation.

We intend to adopt, before the [REDACTED], a general dividend policy of declaring and distributing dividends on an annual basis in an amount which is no less than 25% of our net profit generated in any financial year after the [REDACTED] (i.e. financial year ending 31 December 2026 and onward) after deducting any significant capital expenditures or as otherwise determined by the Board. The declaration and distribution of dividends will be subject to compliance with the requirements of applicable laws and regulations and depend on a number of factors, including our then financial conditions and our expectation of the then prevailing market environment.

LEGAL PROCEEDINGS AND COMPLIANCE

Our Directors confirm that, during the Track Record Period and up to Latest Practicable Date, our Group has obtained all requisite licenses and approvals for conducting our business activities from the relevant governmental bodies in Hong Kong and that we were in material compliance with applicable laws.

Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, we had not been involved in any legal proceedings, investigations or claims nor had we been aware of any pending or threatened litigation, arbitration or other claims which would have a material adverse impact on the operations, financial position and reputation of our Group.

[REDACTED]

The total amount of [REDACTED] represents professional fees, [REDACTED] and other fees incurred in connection with the [REDACTED] is estimated to be approximately HK\$[REDACTED] (based on the mid-point of the indicative [REDACTED] range and assuming the [REDACTED] is not exercised), representing approximately [REDACTED]% of our estimated gross [REDACTED] from the [REDACTED] (based on the mid-point of the indicative [REDACTED] range and assuming the [REDACTED] is not exercised). We estimate that our [REDACTED], comprising (i) [REDACTED]-related expenses, including [REDACTED], of approximately HK\$[REDACTED]; and (ii) non-[REDACTED]-related expenses of approximately HK\$[REDACTED], including (a) fees paid and payable to legal advisers and the Reporting Accountants of approximately HK\$[REDACTED]; and (b) other fees and expenses of approximately HK\$[REDACTED]. The [REDACTED] of: (i) approximately HK\$[REDACTED] is directly attributable to the issue of the [REDACTED] and is to be accounted for as a deduction from equity in accordance with the relevant accounting standards; and (ii) approximately HK\$[REDACTED] has been or is to be charged to the consolidated statements of profit or loss, which is expected to be charged prior to or upon [REDACTED]. Expenses in relation to the [REDACTED] are non-recurring in nature.

SUMMARY

[REDACTED] AND [REDACTED]

We estimate that the [REDACTED] from the [REDACTED] (assuming the [REDACTED] is not exercised) based on the [REDACTED] of HK\$[REDACTED] per [REDACTED], being the mid-point of the indicative [REDACTED] range of HK\$[REDACTED] to HK\$[REDACTED] per [REDACTED], after deducting the related [REDACTED], are estimated to be approximately HK\$[REDACTED].

In line with our strategies, we intend to use [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- approximately HK\$[REDACTED], representing approximately [REDACTED]% of the estimated [REDACTED], will be used for recruitment of talent.
- approximately HK\$[REDACTED], representing approximately [REDACTED]% of the estimated [REDACTED], will be used for business expansion.
- approximately HK\$[REDACTED], representing approximately [REDACTED]% of the estimated [REDACTED], will be used for IT system upgrade and enhancement.
- approximately HK\$[REDACTED], representing approximately [REDACTED]% of the estimated [REDACTED], will be used for marketing and public relation activities.
- approximately HK\$[REDACTED], representing approximately [REDACTED]% of the estimated [REDACTED], will be used for working capital and general corporate purposes.

For further details, see the section headed “[REDACTED] and [REDACTED]” in this document.

If we make a Downward [REDACTED] adjustment to set the [REDACTED] at HK\$[REDACTED] per [REDACTED], the [REDACTED] from the [REDACTED] will be further reduced to approximately HK\$[REDACTED]. To the extent our [REDACTED] are further reduced, we will adjust the above allocation of the [REDACTED] from the [REDACTED] basically on a pro rata basis.

[REDACTED] STATISTICS

	Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED], after a Downward [REDACTED] Adjustment of [REDACTED]	Based on [REDACTED] of HK\$[REDACTED] per Share	Based on [REDACTED] of HK\$[REDACTED] per Share
Market capitalisation of the Shares ⁽¹⁾	HK\$[REDACTED]	HK\$[REDACTED]	HK\$[REDACTED]
[REDACTED] adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share ⁽²⁾	HK\$[REDACTED]	HK\$[REDACTED]	HK\$[REDACTED]

Notes:

- (1) The calculation of market capitalization is based on [REDACTED] Shares expected to be in issue immediately following the completion of the [REDACTED], and assuming the [REDACTED] is not exercised.

SUMMARY

- (2) The [REDACTED] adjusted consolidated net tangible asset value per Share has been arrived at after making the adjustments referred to in “A. [REDACTED] statement of adjusted consolidated net tangible assets” to Note 3 and Note 4 to Appendix II in this document and on the basis of [REDACTED] Shares (being the number of Shares in issue, Shares issued in October 2026, the Capitalisation Issue and Shares to be issued upon [REDACTED]).

APPLICATION FOR [REDACTED] ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the granting of the [REDACTED] of, and permission to deal in (a) the Shares in issue; and (b) the Shares to be issued pursuant to the [REDACTED]. We satisfy the cash flow requirement under Rule 11.12A(1) of the GEM Listing Rules, as our cash inflow from operating activities before movements in working capital, excluding the one-off government grant of approximately HK\$[REDACTED] million recognised in 2024, amounted to HK\$7.1 million and HK\$25.9 million for the two years ended 31 December 2024 and 2025, respectively, representing an aggregate amount of approximately HK\$33.0 million for the two financial years, which exceeds the minimum requirement of HK\$30 million.

RECENT DEVELOPMENT

After 31 December 2025 and up to 31 March 2026, we have made the following key business developments:

- We have accepted four new EAM accounts with total new AUMs of approximately US\$8.8 million (equivalent to approximately HK\$68.6 million).
- Due to certain features of certain investment products, the contract of the products will finish early when there are changes in certain conditions. The amount of such products will then be available for re-investment in the same asset classes under the portfolio allocation such that trading activities for our EAM business will increase. The following table compares total number of trades for different asset classes for the period from 1 January 2026 to 31 March 2026 and the corresponding period last year:

Asset class	1 January – 31 March 2025	1 January – 31 March 2026
Fixed income and deposits	69	62
Structured products	93	215
Equities	375	416
Funds	3	6

- We have introduced two new investors to brokerage houses under our introduction and referral business.
- An additional wealth manager is going to join our team and the person is in the process of applying for the relevant licenses under the SFO.

Our Directors confirm that, save for the estimated non-recurring [REDACTED], there has been no material adverse change in the financial or trading position or prospects of our Group since 31 December 2025 (being the date to which the latest consolidated financial statements of our Group were made up) and up to the date of this document, and there is no event since 31 December 2025 and up to the date of this document which would materially affect the information shown in the Accountants’ Report set out in Appendix I to this document.

SUMMARY

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DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

In this document, unless the context otherwise requires, the following expressions have the following meanings:

“Accountants’ Report”	the accountants’ report of our Group, the text of which is set forth in Appendix I to this document
“AFRC”	the Accounting and Financial Reporting Council
“Alliance Capital” or “Sole Sponsor”	Alliance Capital Partners Limited, the sole sponsor to our application for the [REDACTED] and a licenced corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted on [•] and will come into effect upon [REDACTED], a summary of which is set out in Appendix III to this document, as supplemented, amended or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“AUMs”	asset(s) under management
“Board”	the board of Directors
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“[REDACTED]”	the capital market intermediaries participating in the [REDACTED] and has the meaning ascribed thereto under the GEM Listing Rules
“Capitalisation Issue”	the allotment and issue of [[REDACTED]] new Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “A. Further Information about our Group – 5. Written resolutions of our Shareholders passed on [•] 2026” in Appendix IV to this document
“Cayman Companies Act” or “Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
	[REDACTED]
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Chairman”	the chairman of our Board, Mr. Chan
“Chinese Mainland”	the People’s Republic of China, which for the purpose of this document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, the PRC
“Code of Conduct”	the Code of Conduct for Persons Licensed by or Registered with the SFC issued by the SFC from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Companies (WUMP) Ordinance” or “Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Company”	Keystone Global Financial Group (翹石國際金融集團), an exempted company incorporated in the Cayman Islands with limited liability on 3 April 2025
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and unless the context otherwise requires, means Mr. Chan and Ms. Lam
“Deed of Indemnity”	the deed of indemnity dated [•] 2026 given by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiary) regarding certain indemnities, details of which are set out in the paragraph headed “E. Other information – 1. Tax and other indemnities” in Appendix IV to this document
“Director(s)”	the director(s) of our Company
“Downward [REDACTED] Adjustment”	an adjustment that has the effect of setting the final [REDACTED] up to 10% below HK\$[REDACTED] (the bottom end of the indicative [REDACTED] range)
“EAM”	external asset management
“EAM Client Agreement(s)”	client agreement(s) entered into between our client(s) and Keystone Capital for our EAM service
“Extreme Conditions”	the “extreme conditions” as announced by the Hong Kong Government due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“[REDACTED]”	“Fast Interface for New Issuance”, an online platform operated by [REDACTED] that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on [REDACTED] in and settlement for all new [REDACTED] on the Stock Exchange
“Fit and Proper Guidelines”	the Fit and Proper Guidelines published by the SFC in January 2022
“FRR”	the Securities and Futures (Financial Resources) Rules (Chapter 571N of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Group”, “we”, “us” or “our Group”	our Company and our subsidiary at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiary, and the businesses operated by such subsidiary
“Guidelines on Competence”	the Guidelines on Competence published by the SFC in October 2024
“[REDACTED]”	the application for Hong Kong [REDACTED] to be issued in the applicant’s own name, submitted online through the designated website at www.[REDACTED].hk
“[REDACTED]”	the [REDACTED] service provider designated by our Company as specified on the designated website at www.[REDACTED].hk
“HKD” or “HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS Accounting Standards”	HKFRS Accounting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“[REDACTED]”	[REDACTED], a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“[REDACTED] channel”	the application for the [REDACTED] to be issued in the name of [REDACTED] and deposited directly into [REDACTED] to be credited to your or a designated [REDACTED] Participant’s stock account through causing [REDACTED] to apply on your behalf, instructing your broker or custodian who is a [REDACTED] to submit an [REDACTED] application on your behalf through [REDACTED] in accordance with your instruction
	[REDACTED]
“[REDACTED]”	the operational procedures of [REDACTED], containing the practices, procedures and administrative or other requirements relating to [REDACTED] services and the operations and functions of the systems established, operated and/or otherwise provided by or through [REDACTED] (including [REDACTED] and [REDACTED]) as from time to time in force
“[REDACTED]”	participant(s) admitted to participate in [REDACTED] as direct clearing participant(s), general clearing participant(s) or custodian participant(s)
“HNWI(s)”	high net worth individual(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Legal Advisers”	Cheung & Choy, our legal advisers as to Hong Kong laws
“Hong Kong [REDACTED]”	[REDACTED]
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent and not connected with (within the meaning of the GEM Listing Rules) any of our Directors, chief executive, substantial Shareholders of our Company or any of its subsidiaries, or any of their respective associates
“Industry Report”	a market research report commissioned by us and prepared by China Research and Intelligence Company Limited on the overview of the industry in which our Group operates in
“Investment Committee”	the investment committee of Keystone Capital in relation to our EAM service
“[REDACTED]”	the [REDACTED] as named in the section headed “Directors and parties involved in the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] as named in the section headed “Directors and parties involved in the [REDACTED]” in this document
“KMS”	Keystone Multi Strategy OFC

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Keystone Capital” or “Operating Subsidiary”	Keystone Capital Limited (翹石資本有限公司), a company incorporated in Hong Kong with limited liability on 3 December 2015 and a direct wholly-owned subsidiary of our Company. It is a licensed corporation under the SFO permitted to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities
“Keystone Holdings”	Keystone Holdings Worldwide Limited (翹石集團環球有限公司)(formerly known as Main Eagle Investments Limited), a company incorporated in the BVI with limited liability on 2 July 2014
“Latest Practicable Date”	3 May 2026, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to its publication
“[REDACTED]”	[REDACTED] of the Shares on GEM of the Stock Exchange
“[REDACTED]”	[REDACTED]
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on [•] and will come into effect upon [REDACTED], a summary of which is set out in Appendix III to this document, as supplemented, amended or otherwise modified from time to time
“Mr. Chan”	Mr. Chan Tak Chiu (陳德翹), an executive Director, the Chairman and one of our Controlling Shareholders
“Mr. Siu”	Mr. Siu Wing Kin (蕭榮堅), an executive Director and chief financial officer of our Company
“Mrs. Chan”	Ms. Lau Ying King (劉映琮), the spouse of Mr. Chan
“Ms. Lam”	Ms. Lam Shui Yuet (林瑞月), the mother of Mr. Chan and one of our Controlling Shareholders
“Ms. Lau”	Ms. Lau Chun Heung (劉春香), one of the existing shareholders of our Company
“Nomination Committee”	the nomination committee of the Board
“[REDACTED]”	the final price per [REDACTED] in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565%) of not less than HK\$[REDACTED] (subject to any Downward [REDACTED] Adjustment) and expected to be not more than HK\$[REDACTED], at which the [REDACTED] are to be subscribed, to be determined in the manner described in the paragraph headed “Structure of the [REDACTED] – Pricing of the [REDACTED]” in this document

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“[REDACTED]”	the [REDACTED] and the [REDACTED]
“[REDACTED]”	the option granted by our Company to the [REDACTED], exercisable by the [REDACTED] (for themselves and on behalf of the [REDACTED]), at their sole and absolute discretion, to require our Company to allot and issue up to an aggregate of [[REDACTED]] additional [REDACTED], representing up to 15% of the initial number of the [REDACTED] under the [REDACTED], at the [REDACTED] subject to the terms of the [REDACTED]
“[REDACTED]”	Alliance Capital Partners Limited, a licenced corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities, being the [REDACTED] of our Company in respect of the [REDACTED]
“[REDACTED]”	the conditional [REDACTED] of the [REDACTED] by the [REDACTED] [REDACTED] at the [REDACTED] to selected professional, institutional and other investors as set out in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] Shares being initially [REDACTED] by our Company for [REDACTED] at [REDACTED] pursuant to the [REDACTED], subject to re-allocation and the [REDACTED] as described in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] of the [REDACTED], who are expected to enter into the [REDACTED] to underwrite the [REDACTED]
“[REDACTED]”	the conditional [REDACTED] and [REDACTED] agreement relating to the [REDACTED] expected to be entered into on or about [REDACTED] by, among others, our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED], particulars of which are summarised in the section headed “[REDACTED]” in this document
“PRC” or “China”	The People’s Republic of China
“[REDACTED]”	the agreement to be entered into by the [REDACTED] (for themselves and on behalf of the [REDACTED]) and our Company on the [REDACTED] to record and fix the [REDACTED]
“[REDACTED]”	the date, expected to be at or before 12:00 noon on [REDACTED] on which the [REDACTED] is entered into

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“[REDACTED]”	the [REDACTED] of the [REDACTED] for [REDACTED] by the members of the public in Hong Kong for cash at the [REDACTED] (plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%), payable in full on application, and subject to the terms and conditions described in this document
“[REDACTED]”	the [REDACTED] Shares initially being [REDACTED] for [REDACTED] under the [REDACTED], subject to re-allocation as described in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] of the [REDACTED] whose names are set out in the paragraph headed “[REDACTED] – Public offer [REDACTED]” in this document
“[REDACTED]”	the conditional [REDACTED] dated [REDACTED] relating to the [REDACTED] entered into by, among others, our Company, our executive Directors, our Controlling Shareholders, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED], particulars of which are summarised in the section headed “[REDACTED]” in this document
“regulated activities”	regulated activities as defined under the SFO
“[REDACTED]”	[REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED] as described in the paragraph headed “History, Reorganisation and Corporate Structure – Reorganisation” in this document
“Retrocession Fees”	the fees we earn arising from our EAM services under the EAM agreements
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with par value of [HK\$0.01] each in the share capital of our Company or where the context otherwise requires, ordinary share(s) with par value of US\$0.0001 each in the share capital of our Company prior to share re-denomination from US\$ to HK\$
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	for the two years ended 31 December 2025
“[REDACTED]”	the [REDACTED] and the [REDACTED], details of which are set out in the section headed “[REDACTED]” in this document
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“United States” or “U.S.”	the United States of America
“US\$”	United States dollar(s), the lawful currency of the United States of America
“[REDACTED]”	the Securities Act of 1933 of the United States, as amended, modified and supplemented from time to time
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, in this document:

- all references to times and dates refer to Hong Kong times and dates;
- the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms under the GEM Listing Rules;
- all data in this document is as at the Latest Practicable Date;
- certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and
- all relevant information in this document assumes no exercise of the [REDACTED].

FORWARD-LOOKING STATEMENTS

This document includes forward-looking statements. All statements other than statements of historical facts contained in this document, including, without limitation, those regarding our future financial position, our strategy, plans, objectives, goals, targets and future developments in the markets where we participate or are seeking to participate, and any statements preceded by, followed by or that include the words “believe”, “expect”, “estimate”, “predict”, “aim”, “intend”, “will”, “may”, “plan”, “consider”, “anticipate”, “seek”, “should”, “could”, “would”, “continue” or similar expressions or the negative thereof, are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors, some of which are beyond our control, which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Important factors that could cause our actual performance or achievements to differ materially from those in the forward-looking statements include, among other things, the following:

- our ability to successfully implement our business plans and strategies;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- our business operations and prospects;
- our capital expenditure plans;
- the actions and developments of our competitors;
- our financial condition and performance;
- capital market developments;
- any changes in the laws, rules and regulations of the government in Hong Kong and other relevant jurisdictions and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of our business and our business plans; and
- various business opportunities that we may pursue.

Additional factors that could cause our actual performance or achievements to differ materially include, but are not limited to, those disclosed in the section headed “Risk Factors” in this document and elsewhere in this document. We caution you not to place undue reliance on these forward-looking statements, which reflect our management’s view only as at the date of this document. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this document might not occur. All forward-looking statements contained in this document are qualified by reference to the cautionary statements set out in this section.

RISK FACTORS

Potential investors should consider carefully the risk factors set out below, together with any and all of the other information set forth in this document, in particular, the section headed “Financial information”, our consolidated financial statements, and related notes, in deciding whether or not to invest in our Shares. In the event that any of the said risks occur, our business, financial condition, results of operations or cash flow could be materially and adversely affected, which could result in the decline of the trading price of our Shares and you may lose all or part of your investment.

RISKS RELATING TO OUR BUSINESS AND OPERATION

Given the short development history of the EAM market, we may face significant risks and challenges in a rapidly evolving market, which makes it difficult to effectively assess our future prospects.

Our Operating Subsidiary, Keystone Capital, commenced its provision of asset management services in 2016. Given the short development history of the EAM market, our future revenue and cash flow may fluctuate significantly, which make it difficult to create a projection of our future operations and prospects.

There is no assurance that we will sustain profitability or positive cash flow from our existing operations or from any expanded or new operations, nor that we will be able, upon the completion of the [REDACTED], to expand operations beyond our current level. You should consider our business and prospects in light of the risks and challenges we encounter, or may encounter, given the rapidly evolving market in which we operate and our relatively short operating history. These risks and challenges include our ability to, among other things:

- build a well-recognised “Keystone” brand;
- maintain and expand our client base;
- ensure that the quality of our services meets client expectations;
- maintain and enhance our relationships with our partners;
- attract, retain and motivate qualified employees;
- anticipate and adapt to changing market conditions in a competitive landscape;
- respond effectively to technological changes and advancements in our industry;
- mitigate potential cybersecurity threats and protect sensitive client and company data;
- manage our future growth;
- ensure that the performance of our services meets client expectations;
- maintain or improve our operational efficiency;
- navigate a complex and evolving regulatory environment; and
- defend ourselves in any legal or regulatory actions against us.

RISK FACTORS

If we fail to address and/or mitigate any or all of the said risks and challenges, our business may be materially and adversely affected. As our business grows and develops, we may continue to introduce new service offerings, make adjustments to our existing services, or make adjustments to our business operations in general, in response to competition. There is no assurance that we will sustain profitability or positive cash flow from our existing operations or from any expanded or new operations, nor that we will be able, upon the completion of the [REDACTED], to expand operations beyond our current level. Any significant change to our business model that does not achieve expected results could have a material and adverse impact on our financial condition and results of operations. It is therefore difficult to effectively assess our future prospects.

Our reliance on our financial institution network for Retrocession Fees and referral business income exposes us to significant concentration risk.

For the two years ended 31 December 2024 and 2025, the Retrocession Fees and referral business income from our top five partner financial institutions accounted for 91.4% and 94.0% of our total revenues, respectively, and the Retrocession Fees and referral business income from our largest partner accounted for 37.6% and 26.7% of our total revenue, respectively. Our revenue base is fairly concentrated, as we rely on our financial institution network for Retrocession Fees and referral business income. Also, we currently do not have any binding long-term contractual obligations or exclusivity arrangements with any of our key financial institution network. As a result, these financial institution network may unilaterally choose to reduce or terminate their business relationships with us at any time, with or without prior notice, and are under no obligation to continue the Retrocession Fees and referral business income arrangement. If we lose any of these key financial institution network, or if they decide to terminate or reduce their engagements with us, our revenue could be materially and adversely affected. During the Track Record Period, one relationship with two partner financial institution terminated. For details, please refer to the paragraph headed “Business – V Customers – 5. Our financial institutions network” in the document. In addition, the loss of any such relationships could negatively impact client confidence, limit our access to preferred investment platforms and could impair our ability to effectively invest our clients’ funds in optimal investment products or strategies, which could in turn materially and adversely affect our business, financial condition, and results of operations.

Since Retrocession Fees and referral business income in the asset management industry typically depends on the ongoing relationship and volume of engagements with financial institutions, there is no assurance that we can continue to secure engagements for our financial institutions network at levels comparable to those in previous years. If our financial institutions network decide to change their strategic focus, or face financial or regulatory challenges, they may discontinue or reduce their engagements with us, and this in turn impacts our revenue streams. In addition, there are risks inherent in a large portion of our receivables being concentrated among a limited number of our financial institutions network. If one or more financial institution network owing a large portion of our receivable experience financial difficulties and be unable to pay us timely, our revenues and operating results will be adversely affected. Further, we may experience pressure on our Retrocession Fees and referral business income or fee rates as financial institution network may make their offers less favourable than previously. We believe that any downward pressure on Retrocession Fees and referral business income or fee rates would lower our revenues, which in turn would adversely affect our profitability. While we aim to diversify our revenue sources and expand our financial institutions network and referral business income, there is no guarantee that we will be successful in reducing our concentration risk. If we are unable to secure new partners to replace any lost engagements, our business, financial condition and cash flow may be materially and adversely affected.

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If we are unable to retain existing clients or attract new clients, or if we fail to offer services to address the needs of our clients as we evolve, our business and results of operations may be materially and adversely affected.

Keystone Capital does not charge performance fees or management fees on its discretionary account service clients during the Track Record Period, and it generates its income through Retrocession Fees from partner financial institutions. The Retrocession Fees are determined based on a pre-agreed mechanism outlined in the respective external asset management agreements with our partner financial institutions. Although our clients do not directly pay us performance fees or management fees for our services during the Track Record Period, they remain to be the ultimate source of our income as the Retrocession Fees paid to us by partner financial institutions were originated from them. If there is insufficient demand for our asset management services, Keystone Capital might not be able to maintain and increase its revenue as it expects, and its business and results of operations may be adversely affected.

Keystone Capital's success depends largely on its ability to retain existing clients. Keystone Capital's clients may not continue to engage it to manage their assets if it cannot deliver satisfactory returns. Failure to deliver satisfactory returns will cause our clients to lose confidence in us and reduce or entirely withdraw the funds placed under our management, which in turn will materially and adversely affect our business. Even if Keystone Capital is able to provide satisfactory return to its clients, we cannot assure you that it will be able to retain existing clients due to reasons out of its control, such as its customers' personal financial reasons or the deterioration of the capital markets condition.

Keystone Capital must stay abreast of the needs and preferences of its clients to serve their evolving trading needs as their investment demands change. If it fails to retain its existing clients by offering services that cater to their evolving investment needs, Keystone Capital may not be able to maintain and continue to grow the size of assets under management, and our business and results of operations may be adversely affected.

Keystone Capital cannot guarantee the profitability or return on the client's assets under its management. The profitability or return of its clients' investment is directly affected by elements beyond our control, such as economic and political conditions and broad trends in business and finance. Although our engagements with clients contain prominent disclaimers, our clients may seek to hold us responsible when they rely on our asset management services and suffer financial loss, or if their investments are not as profitable as they have expected.

We may face actual or perceived conflicts of interest as a result of our dependence on Retrocession Fees, which may adversely affect our business, reputation, and client trust.

During the Track Record Period, a majority of our revenue was derived from Retrocession Fees paid to us by partner financial institutions to which we introduced our clients. These fees are earned for facilitating account openings, placing funds under custody, and enabling clients to invest and/or purchase investment products and services. The Retrocession Fees are determined based on a pre-agreed mechanism outlined in the respective external asset management agreements with our partner financial institutions. As such, we may have an incentive to recommend or maintain client placements with financial institutions that offer higher Retrocession Fee arrangements, rather than those that may be most suitable for our clients based on their individual investment objectives and best interests.

This dependence on Retrocession Fees creates actual or perceived conflicts of interest between our interests and those of our clients. Although we are subject to applicable regulations and internal policies that require us to act in the best interests of our clients, and we disclose the nature of our fee arrangements to them, clients may nonetheless view our recommendations as conflicted. Any perception that our recommendations are influenced

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by compensation arrangements may adversely affect our reputation and client trust, resulting in the loss of existing clients, limiting our ability to attract new clients, and could lead to regulatory scrutiny or enforcement actions.

Furthermore, if Hong Kong regulators impose restrictions on Retrocession Fee arrangements or require increased transparency and disclosure, our ability to maintain such revenue streams may be impaired. Any such developments could materially and adversely affect our business, financial condition and results of operations.

Our failure to appropriately identify and address conflicts of interest could materially and adversely affect our business.

As we expand the scope of our business and our client base, it is critical for us to be able to address actual, potential, or even perceived conflicts of interest, including situations where we may encounter conflicts of interest arising among: (i) our clients and us, (ii) our various clients, (iii) our employees and us or (iv) our clients and our employees.

In light of the complexity and difficulty in appropriately identifying and dealing with potential conflicts of interest, our internal control procedures that are designed to identify and address conflicts of interest may not be sufficient. Our failure to manage conflicts of interest could harm our reputation and erode client confidence in us. In addition, potential or perceived conflicts of interest may also give rise to litigation or regulatory actions. The occurrence of any of the foregoing events could materially and adversely affect our business, results of operations and reputation.

A portion of our clients are based in the Chinese Mainland, and any adverse changes in the regulatory or economic environment in the Chinese Mainland could affect our client relationships and business development efforts.

While all of our operations are located in Hong Kong, a portion of our clients are based in the Chinese Mainland. All client accounts are opened and maintained in Hong Kong under our management, and all our investment transactions and order executions are conducted in Hong Kong.

Although our services are provided entirely from Hong Kong, our ability to maintain and grow relationships with Chinese Mainland-based clients may be influenced by changes in cross-border regulatory policies, macroeconomic conditions in the Chinese Mainland and geopolitical developments. Any adverse changes in the Chinese Mainland, including, economic downturns, regulatory changes, political instability, trade restrictions, currency devaluation, or shifts in government policies could significantly impact the willingness or ability of such clients to maintain or expand their relationship with us, and in turn, could have a negative impact on our business development efforts and revenue potential both in the short-term and long-term.

Our revenue and profitability are highly unpredictable, since our AUMs are prone to significant fluctuations and is difficult to predict.

Our revenues and profitability depend on the size of clients’ funds placed under our management i.e. our AUMs, which are often affected by factors beyond our control, including economic and political conditions, and broad trends in business, finance and changes in the markets. Weaknesses in the markets in which the clients’ funds are invested, including economic slowdowns, will result in reduced AUMs for us. Declines in AUMs in turn will result in lower revenues from Retrocession Fees we receive from our partner financial institutions. This factor could have a material adverse effect on our business, financial condition, results of operations and cash flows.

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Our business is also subject to general economic and political conditions, in particular the economic and political conditions in Hong Kong, China and worldwide, such as macroeconomic and monetary policies, legislation and regulations affecting the financial and securities industries, upward and downward trends in the business and financial sectors, inflation, currency fluctuations, availability of short-term and long-term funding sources, cost of funding and the level and volatility of interest rates. As a result of these risks, our business, income and operating results may be subject to significant fluctuations.

Our businesses depend on our key management and professional staff, and our business may suffer if we are unable to recruit and retain them.

Our businesses depend on the skills, reputation and professional experience of our key management executives and wealth managers, the network of resources and relationships they generate during the normal course of their activities, and the synergies among the diverse fields of expertise and knowledge held by our senior professionals. Therefore, the success of our business depends on the continued services of these individuals. If we lose their services, we may not be able to execute our existing business strategy effectively, and we may have to change our current business direction. These disruptions to our business may take up significant energy and resources of our company, and materially and adversely affect our future prospects.

Moreover, our business operations depend on our professional staff and wealth managers, our most valuable assets. Their skills, reputation, professional experience, and client relationships are critical elements in providing quality services to clients, managing our compliance and risks, and obtaining and executing client engagements. We devote considerable resources and incentives to recruiting and retaining these personnel. However, the market for quality professional staff and wealth managers is increasingly competitive. Loss of our professional staff and wealth managers and failure to recruit replacement will materially and adversely affect our business operations. We expect to face significant competition in hiring such personnel. Additionally, as we mature, the current compensation scheme designed to attract employees may not be as effective as it was in the past. The intense competition may require us to offer more competitive compensation and other incentives to our talent, which could materially and adversely affect our financial condition and the results of operations. As a result, we may find it difficult to retain and motivate these employees, and this could affect their decisions about whether they continue to work for us. If we do not succeed in attracting, hiring and integrating quality professional staff, or retaining and motivating existing personnel, we may be unable to grow effectively and our business may be adversely affected.

We are exposed to risks associated with the retention and recruitment of licensed and/or qualified personnel.

We are heavily reliant on human resources for the provision of asset management services. Should our business growth fall behind our increase in headcount, our financial results and business performance might be adversely affected. In addition, the impact from the improvement of human resources may not be as significant as expected due to factors beyond our control, such as the general market conditions, labour market, competition for talents against other financial services providers, geopolitical tensions, remote work preferences, and evolving workplace expectations, travel restrictions, and border control that may be taken by the government to control any possible future pandemic, the economic environment in Hong Kong, and the political environment overseas. Such factors may cause a delay in realizing our business growth and our expansion plan, which may cause our financial results, in particular our profitability, to be adversely affected. We also cannot assure you that we can employ a sufficient amount of suitable and competent staff to realise our growth strategies.

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We may not be able to implement our business strategies and [REDACTED] successfully.

Our business strategies and [REDACTED] are set out in the paragraph headed “Business – III. Our strategies” and in the section headed “[REDACTED] and [REDACTED]” in this document. The successful implementation of these strategies and plans depends on a number of factors including:

- our ability to recruit and retain qualified and experienced professional staff;
- our ability to cope with increased exposure to financial risk, operational risk, market risk, and credit risk arising from our expanded scope of business;
- our ability to maintain a sound internal control system;
- our ability to comply with all regulatory requirements and maintain/obtain the qualifications on the range of financial services we provide or intend to provide to our clients;
- our ability to secure sufficient financial resources;
- clients’ acceptance and demand for our services and our ability to compete with our competitors; and
- our ability to adapt to the changes in the market and government policies.

Many of these factors are beyond our control and by nature, are subject to uncertainty. As such, there is no assurance that our business strategies and [REDACTED] can be implemented successfully or may be materialised in accordance with our expected timetable, or at all, despite our capital commitments and investments into the same. Any failure or delay in the implementation of any or all of these strategies and plans may have a material adverse effect on our profitability and prospects.

In addition, our [REDACTED] may place substantial demands on our managerial, operational, technological, financial, and other resources. To manage and support our growth, we may need to improve our existing operational and administrative systems, improve our financial and management controls and enhance our ability to recruit, train and retain existing and/or additional qualified personnel and staff. All of these endeavours will require substantial attention and time from management and significant additional expenditures. We cannot assure you that we will be able to manage any future growth effectively and efficiently, and our ability to capitalise on new business opportunities may be materially and adversely affected if we fail to do so, which could in turn materially and adversely affect our business, results of operations, financial condition and prospects.

Our business and prospects may be materially and adversely affected if our risk management and internal control systems are ineffective or inadequate. We may fail to update our risk management policies and procedures as needed and such policies and procedures may otherwise be ineffective, which may expose us to unidentified or unexpected risks.

We are dependent on our risk management and internal control policies and procedures and the adherence to such policies and procedures by our risk management and other staff to manage the risks inherent in our business. Any deficiencies in our internal control systems could (i) adversely affect our ability to timely and accurately record, process, summarise and report financial or other data; and (ii) adversely affect our operational efficiency and increase the potential likelihood of making financial reporting errors and/or lead to non-compliance with rules and regulations. Our policies, procedures and practices used to identify, monitor and control a variety of risks are carried out by the corresponding departments. However, some of our methods for managing risks are discretionary by nature and are based on internally developed controls and observed historical market behaviour, and also involve reliance on standard industry practices. These methods may not

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adequately prevent losses, particularly as they relate to extreme market movements, which may be significantly greater than historical fluctuations in the market. There is no assurance that our internal control policies in place could or would be properly implemented, or be strictly adhered to, or are adequate or effective under the continuously changing business environment in which we operate. In addition, we may fail to update our risk management system as needed and the system may fail to effectively function, thus exposing us to unidentified or unexpected risks.

We may not be able to obtain additional capital when desired, on favourable terms, or at all. If we fail to meet the capital requirement when needed, our business operations and performance will be adversely affected.

We may require additional funding for further growth and development of our business, including any investments or acquisitions we may decide to pursue. Due to the unpredictable nature of the capital markets and our industry, we cannot assure you that we will be able to raise additional capital on terms favourable to us, or at all, if and when required, especially if we experience disappointing operating results. If adequate capital is not available to us as required, our ability to fund our operations, take advantage of unanticipated opportunities, develop or enhance our technology platforms and operational capabilities or respond to competitive pressures could be significantly limited, which would adversely affect our business, financial condition and results of operations. If our existing resources are insufficient to satisfy our requirements, we may seek to issue additional equity or debt securities or obtain new or expanded credit facilities. Our ability to obtain external financing in the future is subject to a variety of uncertainties, including our future financial condition, results of operations, cash flows, share price performance, liquidity of international capital and lending markets, and the Hong Kong financial industry. If we do raise additional funds through the issuance of equity or convertible debt securities, the ownership interests of our shareholders could be significantly diluted. These newly issued securities may have rights, preferences or privileges senior to those of existing shareholders. In addition, our SFC-licensed Operating Subsidiary is required under the FRR to maintain certain levels of liquid capital. If they fail to maintain the required levels of liquid capital, the SFC may take regulatory actions against our Operating Subsidiary, which would adversely affect our business and results of operations.

We may be subject to litigation, arbitration, regulatory proceedings, negative publicity or other legal proceeding risks, in particular, we may be subject to various professional liabilities and claims.

In the ordinary course of our business, we provide professional asset management services and provide information in relation to securities transactions to our clients. If our clients rely on such services or information and incur losses, we could be subject to claims in legal and regulatory proceedings for compensation and/or other relief for negligence, provision of false or misleading information, breach of fiduciary duties or employee misconduct. Although we have adopted relevant internal control measures, we cannot assure that such measures currently in place or as updated from time to time can completely eliminate the aforesaid risks of liabilities and claims. Any claims or lawsuits against us arising from professional negligence and/or employee misconduct and claims that result in substantial amounts of compensation may have a material and adverse impact on our business activities, reputation, results of operations and financial conditions.

We and our Directors and officers may from time to time become subject to or involved in various claims, controversies, lawsuits, and regulatory/legal proceedings. Claims, lawsuits and litigations are subject to inherent uncertainties, and we are uncertain whether the foregoing claim would develop into a lawsuit. Lawsuits and litigations may cause us to incur defence costs, utilise a significant portion of our resources and divert management’s attention from our day-to-day operations, any of which could harm our business. Any settlements or judgments against us could have a material adverse impact on our financial condition, results of operations and cash flows. In addition, negative publicity regarding our business, key personnel claims or judgments made against us may damage our reputation and may result in a material adverse impact on us.

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Illegal or improper activities, violation of professional standards and the misconduct of our personnel or third parties could harm our reputation and businesses and are difficult to detect or deter.

We are subject to the risk of fraud, illegal act or misconduct committed by our directors, licensed employees, agents, clients or other third parties. Misconduct includes entering into unauthorised transaction, improperly using or divulging inside information, recommending transactions not suitable for our clients, engaging in fraudulent activities, or engaging in improper or illegal activities. There is no assurance that our directors, employees, agents, clients or other third parties would not commit incidents of fraud or other misconduct in the future, and we cannot assure that our procedures and policies would fully prevent or detect illegal or improper activities in our business operations. Such incidents may result in investigation and regulatory sanction against us and cause us to suffer financial loss and reputational harm. We may also need to incur costs to commence and participate into any legal proceedings against them to recover our loss. The potential harm to our reputation and to our business caused by such fraud or misconduct is impossible to quantify.

We are also subject to a number of obligations and standards arising from our business. The violation of these obligations and standards by any of our directors, officers, employees, agents, clients, or other third parties could materially and adversely affect us and our investors. For example, we are required to properly handle confidential information. If our directors, officers, employees, agents, clients, or other third parties were to improperly use or disclose confidential information, we could suffer serious harm to our reputation, financial position, and existing and future business relationships.

We may incur losses or experience disruption of our operations as a result of unforeseen or catastrophic events, including financial market disruptions, pandemics, terrorist attacks or natural disasters.

An outbreak and prevalence of pandemic such as COVID-19 would adversely impact economic activities and conditions worldwide and led to significant volatility and disruption to financial markets. On 11 March 2020, the World Health Organization declared COVID-19 a pandemic, which had spread throughout the world and had resulted in the implementation of stringent governmental measures, including lockdowns, closures, quarantines, and travel bans or restrictions, temporary closure of businesses, intended to control the spread of the virus by different countries.

Though the impact of outbreaks of pandemic such as COVID-19 is temporary and not permanent, the frequent outbreak of different kinds of epidemics and pandemics including the new or more severe strains of the virus and their variants are highly uncertain and unpredictable, and the resultant anti-pandemic measures would inevitably result in slowdown of economic activities and volatility of financial and securities markets in both Hong Kong and worldwide which, in totality, may adversely affect or delay our potential clients' plans to invest and/or conduct portfolio management.

In addition, our business could also be materially and adversely affected by financial market disruptions, catastrophic events or other business continuity problems, such as natural or man-made disasters, fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, political unrest, terrorist attacks or similar events may give rise to server interruptions, breakdowns, system failures, technology platform failures or Internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our ability to operate, including communicating with clients and the relevant [REDACTED] authorities. Moreover, besides COVID-19, our business and ability to operate could also be adversely affected by Ebola virus disease, Zika virus disease, H1N1 flu, H5N1 flu, H7N9 flu, avian flu, Swine flu, SARS or other epidemics and/or pandemics.

Our headquarters are located in Hong Kong, where our Directors, management and employees currently reside. Consequently, we are highly susceptible to factors adversely affecting Hong Kong. A disaster or a disruption in the infrastructure that supports our businesses, a disruption involving electronic communications or

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other services used by us or third parties with whom we conduct business, or a disruption that directly affects our headquarters, could have a material adverse impact on our ability to continue to operate our business without interruption. Our business could also be adversely affected if our employees are affected by pandemics. In addition, our results of operations could be adversely affected to the extent that any pandemic harms the Chinese or Hong Kong economy in general. The incidence and severity of disasters or other business continuity problems are unpredictable, and our inability to timely and successfully recover could materially disrupt our businesses and cause material financial loss, regulatory actions, reputational harm or legal liability.

Our business is subject to various cyber security risks and other operational risks, such as the failure or malfunction of our information technology infrastructure and the failure to maintaining relationships with our vendors, which may cause disruptions to our business operation and tarnish our reputation.

As a financial services company, our Operating Subsidiary faces various cyber security and other operational risks relating to our businesses on a daily basis. Our operations depend upon the secured processing, storage and transmission of confidential and other information in their information technology infrastructure and they are vulnerable to unauthorised access such as cyber-attacks, distributed denial of service attacks and ransomware attacks, malicious code and computer viruses by activists, hackers, organised crime, foreign state actors and other third parties, or other events that could lead to a security breach. They may also be subject to cyber-attacks involving the leak and destruction of sensitive and confidential client information and our proprietary information, which could result from an employee's or agent's failure to follow data security procedures or as a result of actions by third parties, including actions by government authorities. As the breadth and complexity of our information technology infrastructure continue to grow, the potential risk of security breaches and cyber-attacks increases. Developing and enhancing new products and services, which is necessary for us to remain competitive, may involve the use or creation of new technologies, which further exposes us to cybersecurity and privacy risks that cannot be completely anticipated and increase the risk of security breaches and cyber-attacks.

While we have adopted various means to safeguard the integrity of our computer system and information technology infrastructure, these systems and infrastructure may fail to operate properly or become disabled as a result of events which are beyond our control, such as human error, natural disasters, power failures, client misuse, computer viruses, cyber-attacks, spam attacks, unauthorised access and data loss or leakage. All of which may cause shutdown or disruption of operations (including data loss or corruption, interruption to our data storage system, delay or cessation in the services provided through our securities dealing and brokerage system and our online trading platform), account takeovers and unauthorised gathering, monitoring, misuse, loss, total destruction and disclosure of data and confidential information of ours, our clients, our employees or other third parties, or otherwise materially disrupt our or our clients' or other third parties' network access or business operations. The occurrence of one or more of such events could jeopardise the confidentiality of information processed, stored and transmitted through our computer systems and networks or otherwise disrupt our operations, which could result in reputational damage, disputes with clients and relevant parties, and financial losses.

Our Operating Subsidiary also depends on various third-party software and platforms as well as other information technology systems provided by our information technology vendor in our business operations. These systems, including third-party systems, may fail to operate properly or become disabled as a result of tampering or a breach of our network security systems or otherwise, including for reasons beyond our control. Any interruption or deterioration in the performance of these third parties or failures of their information systems and technology could impair our operations, affect our reputation, and adversely affect our businesses. There is no guarantee that we are able to maintain our existing relationship with the information technology vendor of our software system or information technology infrastructure. In the event that any vendor is unable or

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unwilling to continue to provide existing services to our Operating Subsidiary, our Operating Subsidiary may not be able to replace them with service providers of equivalent expertise in a timely manner and thus resulting in disruption to our business operations.

The occurrence of any disruption to our computer system and/or other information technology infrastructure or those of our business partners' may render us unable to meet client requirements in a timely and efficient manner, and/or lead to unauthorised disclosure of personal information or any other unexpected associated losses and damages. As a result, our reputation may be tarnished and we may also face complaints, disciplinary action by regulatory authorities, and legal proceedings being brought against us (which can be costly and time-consuming to defend and which may significantly divert the efforts and resources of our management personnel away from our usual business operations) and may potentially result in us having to pay damages. This could materially and adversely affect our financial condition, prospects, and results of operations.

Failure to comply with data privacy, data protection, or any other laws and regulations related to data privacy and security, or the failure to protect client data or prevent breaches of our information systems, could expose us to liability or reputational damage and materially and adversely affect our business, financial condition, and results of operations.

As a financial services group, in providing our services to clients, we manage, utilise and store sensitive and confidential client data, including personal data. As a result, we may be subject to a variety of data privacy, data protection, cybersecurity, and other laws and regulations related to data, including those relating to the collection, use, sharing, retention, security, disclosure, and transfer of confidential and private information, such as personal information and other data. These laws and regulations may apply not only to third-party transactions, but also to transfers of information within our organization, which relates to our investors, employees, contractors and other counterparties. These laws and regulations may restrict our business activities and require us to incur increased costs and efforts to comply, and any breach or non-compliance may subject us to proceedings against us, damage our reputation, or result in penalties and other significant legal liabilities, and thus may materially and adversely affect our business, financial condition and results of operations.

If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to client data, or otherwise mismanages or misappropriates that data, we could be subject to significant monetary damages, regulatory enforcement actions, fines and/or criminal prosecution. Unauthorised disclosure of sensitive or confidential client data, whether through systems failure, employee negligence, fraud or misappropriation, could damage our reputation and cause us to lose clients. In addition, vulnerabilities of our external service providers and other third parties could also pose security risks to client information and data. Although we have taken steps to reduce the risk of such threats, our risk and exposure to a cyber-attack or related breach remains heightened due to the evolving nature of these threats, our routine transmission of sensitive information to third parties, the current global economic and political environment, external extremist parties and other developing factors. Similarly, unauthorised access to or through our information systems, whether by our employees or third parties, including a cyber-attack by third parties who may deploy viruses, worms or other malicious software programs, could result in negative publicity, significant remediation costs, legal liability, regulatory fines, and damage to our reputation and could have adverse effects on our results of operations. Any actual or perceived breach of the security of our technology, or media reports of perceived security vulnerabilities of our systems or the systems of our third-party service providers, could damage our reputation, expose us to the risk of litigation and liability, disrupt our operations, increase our costs with respect to investigations and remediation, reduce our revenues as a result of the theft of intellectual property, and otherwise adversely affect our business. Further, any actual or perceived security breach or cyber-attack directed at other financial institutions or financial services companies, whether or not we are impacted, could lead to a general loss of client confidence in the use of technology to conduct financial transactions, which could negatively impact us. The occurrence of any of these events could have adverse effects on our business and results of operations.

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RISKS RELATING TO THE INDUSTRY IN WHICH WE OPERATE

As our operations are concentrated in Hong Kong, our business performance is highly influenced by the conditions of the domestic market. Unfavourable market and economic conditions and the material deterioration of the political and regulatory environment globally could materially and adversely affect our business, financial condition, prospects and results of operations.

All our business operations are carried out in Hong Kong, and we are a financial service provider for the asset management sector of Hong Kong. Therefore, our operations and prospects are highly susceptible to the economic, social, political, and legal development in Hong Kong. Events with adverse impacts on investors' confidence and risk appetites, such as the general deterioration of the local economy, may lead to a reduction in investment or trading activities and in turn our business performance. Any change in the local economic, social and political environment, all of which are beyond our control, may lead to a prolonged period of sluggish market activities which would in turn have material adverse impact on our business.

The financial market and the economic conditions in general of Hong Kong are highly sensitive to conditions of the capital markets, political, social and economic conditions globally. When there are unfavourable changes to the global or local market conditions, the financial market and the economy in Hong Kong may experience negative fluctuations in its performance. Any prolonged slowdown in the global economy may affect potential clients' confidence in the financial market as a whole and have a negative impact on our business as a whole, the demand for our services, our pricing strategies, the level of our business activities and consequently our revenue derived therefrom. This may materially and adversely affect our financial condition and the results of operations. Additionally, continued turbulence in the international financial markets may adversely affect our ability to access the capital markets to meet liquidity needs. Financial markets and economic conditions could be negatively impacted by many factors, both economically and politically, and are beyond our control, such as the inability to access capital markets, control of the foreign exchange, changes in exchange rates, rising interest rates or inflation, slowing or negative growth rate, government involvement in the allocation of resources, inability to meet financial commitments in a timely manner, terrorism, pandemics such as the COVID-19 pandemic, political uncertainty, the outcome of the Sino – U.S. trade dispute, fiscal or other economic policy of Hong Kong or other governments, and the timing and nature of any regulatory reform.

The current heightened tensions in international economic relations, such as the one between the United States and China, may also give rise to uncertainties in global economic conditions and adversely affect the capital market of Hong Kong. Amid these tensions, the U.S. government has imposed and may impose additional measures on entities in China, including sanctions. The U.S. government has imposed and has continued to propose to impose additional, new, or higher tariffs on certain products imported from China to penalise China for what it characterises as unfair trade practices. China has responded by imposing, and proposing to impose additional, new, or higher tariffs on certain products imported from the United States. Unfavourable financial market and economic conditions in Hong Kong, the Chinese Mainland, and elsewhere in the world, and the escalations of the tensions that affect trade relations may lead to slower growth in the global economy in general, could negatively affect our clients' business and materially reduce demand for our services and increase price competition among financial services firms seeking such engagements, and thus could materially and adversely affect our business, financial condition, and results of operations. In addition, our profitability could be adversely affected due to our fixed costs and the possibility that we would be unable to reduce our variable costs without reducing revenues or within a timeframe sufficient to offset any decreases in revenues relating to changes in the market and economic conditions.

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There is fierce competition within the external asset management services industry in Hong Kong. We may not be as competitive as our competitors.

Due to there being a vast number of market players, the financial and securities services industry in Hong Kong is highly competitive. Compared to us, our competitors may have a better brand recognition and reputation, proven track record, operations in more geographic locations, stronger human and financial resources, wider range of services and stronger shareholders’ background. We foresee that, with the increase of market players entering into the market, competition will be intensified. So long as new participants have engaged the appropriate qualified professionals and obtained the requisite regulatory licenses and permits, they may enter into the market. Given the keen competition, we cannot assure that we will be able to maintain our competitive edge in response to the fast-changing business environment. In addition, competition creates an unfavourable pricing environment, as we may have to reduce our fees in order to compete with other market players. This could place significant pressure on our ability to maintain gross margins and is particularly serious during market slowdowns, and will, in turn, materially and adversely affect our market share, financial condition and results of operations.

We are subject to rigorous and ever-changing regulatory requirements, the non-compliance may result in penalties, limitations and prohibitions on our future business activities or suspension or revocation of our licences, which may materially and adversely affect our business, financial condition and results of operations. In addition, we may, from time to time, be subject to regulatory inquiries and investigations by relevant regulatory authorities or government agencies in Hong Kong or other applicable jurisdictions.

The Hong Kong financial market and asset management services industry in which we operate are highly regulated. Our business operations are subject to applicable laws, regulations, guidelines, circulars and other regulatory guidance, and many aspects of our businesses depend on obtaining and maintaining approvals, licenses, permits, or qualifications from the relevant regulators. Serious non-compliance with regulatory requirements could result in investigations and regulatory actions, which may lead to penalties, including reprimands, fines, limitations, or prohibitions on our future business activities or, if significant, suspension or revocation of our licenses. Failure to comply with these regulatory requirements could limit the scope of businesses in which we are permitted to engage.

Furthermore, additional regulatory approvals, licenses, permits, or qualifications may be required by relevant regulators in the future, and some of our current approvals, licenses, permits, or qualifications are subject to periodic renewal. Although our Operating Subsidiary, Keystone Capital, was not subject to any public disciplinary actions by the SFC for the last five years, any such public disciplinary actions may affect our ability to conduct business, harm our reputation and, consequently, materially and adversely affect our business, financial condition, results of operations, and prospects.

Our Operating Subsidiary, Keystone Capital, is an SFC-licensed corporation that is subject to various requirements, such as remaining fit and proper at all times, maintaining minimum liquid and paid-up capital requirements, satisfying notification requirements, submission of audited accounts, submission of financial resources returns and annual returns, continuous professional training, under the SFO and its subsidiary legislation and the codes and the guidelines issued by the SFC from time to time. If Keystone Capital fails to meet the regulatory capital requirements in Hong Kong, the local regulatory authorities may impose penalties on us or limit the scope of our business, which could, in turn, have a material adverse effect on our financial condition and the results of operations. Moreover, the relevant capital requirements may be changed over time or subject to different interpretations by relevant governmental authorities, all of which are out of our control. Any increase in the relevant capital requirements or stricter enforcement or interpretation of the same may adversely affect our business activities. Any non-compliance with applicable laws, regulations, guidance or codes or any negative findings made by the regulators may result in (i) fines, deterrent penalties, or disciplinary actions against us, our responsible officers, licensed representatives or any of our personnel; or (ii) suspension or

RISK FACTORS

revocation of some or all of (a) our registrations or licenses for carrying on our business activities; or (b) the approvals or licenses granted to our personnel enabling them to carry out their responsibilities in our Group. For instance, conditions may be imposed on our licenses restricting us from carrying on our business, or our responsible officers or licensed representatives may be banned from the industry for a specific period of time. Accordingly, our business operation, reputation, financial condition, and results of operations might be materially and adversely affected.

Furthermore, any material changes to the laws and regulations applicable to us could significantly affect our operations. We cannot assure you that the business model and operations we currently have in place would be in compliance with any changes or updates to the regulatory requirements. Costs of compliance could increase and our fee structure may have to be adjusted. For instance, we may need to increase our headcounts if requirements over asset management work become more stringent or obtain more licenses if the licensing requirements change. In response, we will need to continue to enhance our internal controls and systems in respect of our sponsor work in accordance with new regulatory requirements or guidance.

From time to time, Keystone Capital may be subject to or required to assist in inquiries or investigations by the relevant local regulatory authorities or government agencies, including the SFC or other jurisdictions, relating to its own activities or activities of third parties such as its clients. The SFC conducts on-site reviews and off-site monitoring to ascertain and supervise our business conduct and compliance with relevant regulatory requirements and to assess and monitor, among other things, our financial soundness. We, our directors, and/or our employees, may be subject to such regulatory inquiries and investigations from time to time, regardless of whether we are the target of such regulatory inquiries and investigations. If any misconduct is identified as a result of inquiries, reviews or investigations, the SFC may take disciplinary actions that would lead to revocation or suspension of licenses, public or private reprimand or imposition of pecuniary penalties against us, our responsible officers, licensed representatives, directors, or other officers. Any such disciplinary actions taken against us, our responsible officers, licensed representatives, directors, or other officers may have a material and adverse impact on our business operations and financial results. In addition, we are subject to statutory secrecy obligations under the SFO whereby we may not be permitted to disclose details on any SFC inquiries, reviews or investigations without the consent of the SFC.

In addition, responding to any action will likely result in a significant diversion of our management’s attention and resources and an increase in professional fees. Enforcement actions and sanctions could materially harm our business, results of operations, and financial condition.

RISKS RELATING TO THE [REDACTED]

Possible setting of the [REDACTED] after making a Downward [REDACTED] Adjustment.

We have the flexibility to make a Downward [REDACTED] Adjustment to set the [REDACTED] at up to 10% below the bottom end of the indicative [REDACTED] range per [REDACTED]. It is therefore possible that the [REDACTED] will be set at HK\$[[REDACTED]] per [REDACTED] upon the making of a Downward [REDACTED] Adjustment. In such a situation, the [REDACTED] will proceed and the requirements under Rule 14.24 of the GEM Listing Rules will not apply. If the [REDACTED] is set at HK\$[[REDACTED]] and assuming the [REDACTED] is not exercised, the estimated [REDACTED] we will receive from the [REDACTED] will be reduced to approximately HK\$[REDACTED] million (after deducting the [REDACTED] fees and expenses related to the [REDACTED]), and such reduced [REDACTED] will be used as described in the paragraph headed “[REDACTED] and [REDACTED] – [REDACTED]” in this document.

RISK FACTORS

There has been no prior public market for our Shares, their market price may be volatile and an active trading market in our Shares may not develop.

Prior to [REDACTED], there is no public market for our Shares. The [REDACTED] of, and the permission to deal with, our Shares on the Stock Exchange do not guarantee the development of an active public market or the sustainability thereof following completion of the [REDACTED]. Factors such as variations in our Group’s revenue, earnings and cash flows, strategic acquisitions made by our Group or our competitors, loss of key personnel, litigation, fluctuations in the market prices for our services in Hong Kong, the liquidity of the market for our Shares, the general market sentiment regarding the EAM market could cause the market price and trading volume of our Shares to change substantially. In addition, both the market price and liquidity of our Shares could be adversely affected by factors beyond our Group’s control and unrelated to the performance of our Group’s business, especially if the financial market in Hong Kong experiences a significant price and volume fluctuation. In such cases, investors may not be able to sell their Shares at or above the [REDACTED].

Future sales, or market perception of sales, of substantial amount of our Shares in the public market, including any future [REDACTED], could have a material adverse effect on the market price of our Shares and make it difficult for you to recover the full value of your investment.

The market price of our Shares could decline as a result of future sales of substantial amount of our Shares or other securities relating to our Shares in the public market, or the issuance of new Shares or other securities relating to our Shares, or the perception that such sales or issuance may occur. Future sales, or perceived sales, of substantial amount of our Shares could materially and adversely affect the market price of our Shares and may also materially and adversely affect our ability to raise capital in the future. In addition, our Shareholders would experience dilution in their holdings upon our issuance or sale of additional securities in future [REDACTED].

Investors for our Shares may experience dilution if we issue additional Shares in the future.

If we issue additional Shares in the future, investors of our Shares in the [REDACTED] may experience further dilution in their ownership percentage. We may need to raise additional funds in the future to finance expansion of or new developments relating to our existing operations or new acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of our Company other than on a pro-rata basis to the existing Shareholders, the percentage ownership of such Shareholders in our Company may be reduced or such new securities may confer rights and privileges that take priority over those conferred by our [REDACTED].

RISKS RELATING TO THE STATEMENTS IN THIS DOCUMENT

We cannot guarantee the accuracy of information and statistics with respect to certain information derived from various official government publications and other publicly available publications in this document.

This document, particularly the section headed “Industry overview” contains information and statistics relating to the asset management market. Certain information and statistics in this document are extracted from various official government publications and other publicly available publications. We believe that the sources of information are appropriate sources for such information, and we have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. The information from official government sources has not been independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of our or their respective directors and advisers, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy. Collection methods of such information may be flawed or ineffective, or there may be discrepancies between published information and market practice, which may result in the statistics being inaccurate or not comparable to statistics produced for other economies. You should therefore not place undue reliance on such information. In addition, we cannot assure you that such information is stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. In any event, you should consider carefully the importance placed on such information or statistics.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Residential Address	Nationality
<i>Executive Directors</i>		
Mr. Chan Tak Chiu (陳德翹)	Flat H, 33/F, Block 2, Metro Town 8 King Ling Road, Tseung Kwan O New Territories, Hong Kong	Chinese
Mr. Siu Wing Kin (蕭榮堅)	Flat D, 5th Floor The Hillgrove Ebony II 9 Tsing Flat Lane So Kwun Wat New Territories, Hong Kong	Chinese
<i>Independent non-executive Directors</i>		
Mr. Wong Kai Hing (黃繼興)	Room 421 Pok Tat House Pok Hong Estate Shatin New Territories, Hong Kong	Chinese
Dr. Ho Ho Ming (何昊洺) (former name: Ho Wing Hang (何榮亨))	Flat E, 40th Floor Canaryside 8 Shung Shun Street Yau Tong Kowloon, Hong Kong	Chinese
Ms. Ng Suet Hung (吳雪虹)	Flat A1, 3rd Floor, Block A Fortune Gardens 11 Seymour Road Mid-Levels Hong Kong	Chinese

For further information on the background of our Directors, please refer to the section headed “Directors and Senior Management” in this document.

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

PARTIES INVOLVED IN THE [REDACTED]

Sole Sponsor

Alliance Capital Partners Limited

A licenced corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities

Unit 03, 7/F, Worldwide House

19 Des Voeux Road Central

Hong Kong

[REDACTED],
[REDACTED] and
[REDACTED]

Alliance Capital Partners Limited

A licenced corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities

Unit 03, 7/F, Worldwide House

19 Des Voeux Road Central

Hong Kong

[•]

[REDACTED] and [REDACTED]

[•]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Legal advisers to our Company

As to Hong Kong law

Cheung & Choy

Suite 3804, 38/F

Central Plaza, 18 Harbour Road

Wanchai

Hong Kong

As to Cayman Islands law

Ogier

11th Floor

Central Tower

28 Queen’s Road Central

Hong Kong

Legal adviser to the Sole

Sponsor, the [REDACTED], the [REDACTED],
the [REDACTED] and the [REDACTED]

As to Hong Kong law

Fairbairn Catley Low & Kong

23/F Shui On Centre

6-8 Harbour Road

Hong Kong

Reporting Accountants and auditor

Baker Tilly Hong Kong Limited

Certified Public Accountants

Registered Public Interest Entity Auditor

Level 8, K11 Atelier King’s Road

728 King’s Road

Quarry Bay

Hong Kong

Compliance adviser

Alliance Capital Partners Limited

Unit 03, 7/F, Worldwide House

19 Des Voeux Road Central

Hong Kong

Industry consultant

China Research and Intelligence Company Limited

D207-1, No.88

Sanlin Road

Pudong, Shanghai, the PRC

Receiving Bank

[•]

CORPORATE INFORMATION

Registered office	89 Nexus Way Camana Bay Grand Cayman KY1-9009 Cayman Islands
Principal place of business in Hong Kong	Units 1902-3A, 19/F FWD Financial Centre 308 Des Voeux Road Central Hong Kong
Company’s website	<i>www.kstonecapital.com</i> <i>(information contained in this website does not form part of this document)</i>
Company secretary	Ms. Yim Wing Yan Flat A, 40th Floor, Tower 1B Malibu, Lohas Park Tseung Kwan O New Territories, Hong Kong
Authorised representatives	Mr. Chan Tak Chiu Flat H, 33/F, Block 2, Metro Town 8 King Ling Road, Tseung Kwan O New Territories, Hong Kong Mr. Siu Wing Kin Flat D, 5th Floor The Hillgrove Ebony II 9 Tsing Flat Lane So Kwun Wat New Territories Hong Kong
Audit Committee	Mr. Wong Kai Hing (<i>Chairman</i>) Dr. Ho Ho Ming Ms. Ng Suet Hung
Remuneration Committee	Ms. Ng Suet Hung (<i>Chairperson</i>) Dr. Ho Ho Ming Mr. Wong Kai Hing
Nomination Committee	Dr. Ho Ho Ming (<i>Chairman</i>) Mr. Wong Kai Hing Ms. Ng Suet Hung
Principal [REDACTED]	[•]

CORPORATE INFORMATION

Hong Kong [REDACTED]

[REDACTED]

[REDACTED]

Principal banker

Bank of Communications (Hong Kong) Limited

G/F., Far East Consortium Building

125A Des Voeux Road Central

Central, Hong Kong

INDUSTRY OVERVIEW

The information and statistics set out in this section was extracted from the CRI Report prepared by CRI, which was commissioned by us, and from various official government publications and other publicly available publications. We commissioned CRI to prepare this independent industry report, which relates to the Hong Kong external asset management industry. We believe that the sources of this information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that this information is false or misleading, nor to believe that any facts that could lead to false or misleading information have been omitted. The information from official government sources has not been independently verified by us, the Sole Sponsor and [REDACTED], the [REDACTED], the [REDACTED] or any other party involved in the advisory and no representation is given as to its accuracy.

SOURCE AND RELIABILITY OF INFORMATION

We have commissioned CRI, an Independent Third Party, to analyze and report on the industry development, trends and competitive landscape of the external asset management industry in Hong Kong. We agreed to pay CRI a fee of HK\$130,000 for the preparation of the Industry Report. CRI is an independent consulting firm specializing in industry and market research, providing long-term research and survey services. CRI provides customized research services for various projects such as IPOs, mergers and acquisitions, business expansion, market entry and financing.

During the preparation of industry report, CRI utilizes the following methods to obtain and collect data and intelligence: (a) public data and industry research. This covers government and regulatory statistics, industry reports and analyst reports, industry associations, industry publications and other online resources, as well as data from the CRI research database; and (b) client interview. Background information on companies is obtained through interviews.

In the market analysis of external asset management, some industry or market data are obtained directly through government statistics and public survey reports etc. However, other data cannot be obtained directly, for example, number of EAM institutions, structure of client, market size of multi-family office and so on. These data are usually estimated based on historical data trend analysis, regression models or other quantitative methods.

CRI made the following assumptions in making its forecasts for the report: (a) the supply of Hong Kong’s external asset management market will maintain a stable growth trend from 2026 to 2030. (b) there will be no major financial crisis or other major natural disasters or other external shocks affecting the supply and demand relationship of Hong Kong’s licensed external asset management industry from 2026 to 2030. (c) the economy of Chinese Mainland will continue to maintain a growth rate of 4%–5% from 2026 to 2030, a continued expansion of the high-net-worth client base, leading to increasing demand for professional wealth management services.

INDUSTRY OVERVIEW

OVERVIEW OF MULTI-FAMILY OFFICE (MFO)

Definition and value chain of multi-family office (MFO)

Multi-family offices (“MFOs”) are professional institutions that provide comprehensive wealth management services for two or more high-net-worth or ultra-high-net-worth families. Through large-scale and professional operations, MFOs provide multiple families with comprehensive solutions covering investment management, asset allocation, tax planning, trust and succession arrangements, and family governance.

MFOs can be divided into three categories: (1) Closed MFOs: They are established by a small group of closely related families, whose members are both shareholders and clients, and they do not expand their business externally. (2) Independent commercial MFOs: These are established and operated independently by professionals with extensive investment experience or by former single-family offices. (3) Non-independent commercial MFOs: They are usually multi-family office departments set up by large financial or professional service groups to provide family office-like services to high-end clients.

The upstream of MFO chain mainly includes financial product and professional service providers, such as private banks, investment banks, securities companies, law firms, accounting firms and valuation agencies etc. The midstream is mainly MFO institutions. The downstream is mainly high-net-worth and ultra-high-net-worth families.

The value chain of multi-family office (MFO)



Sources: CRI Report

Market overview of MFO in Hong Kong

Hong Kong’s multi-family office market is developing rapidly against the backdrop of rapid wealth accumulation in Asia and continued growth in demand for cross-border asset allocation. Hong Kong has gradually formed a complete family office service ecosystem, encompassing private banks, asset management institutions, legal and tax service providers, relying on its mature financial market system, international legal system and unique geographical advantage of connecting with the Chinese Mainland capital market.

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Hong Kong has a high concentration of ultra-high-net-worth individuals, providing a stable client base for multi-family offices. Hong Kong is not only one of Asia’s major wealth centers, but also one of the cities with the highest density of ultra-high-net-worth individuals globally. A significant amount of wealth from Chinese Mainland, Southeast Asia, and global Chinese families is allocated globally through Hong Kong.

At the same time, in recent years, the government of Hong Kong actively attracted global wealth through measures such as tax incentives, fund exemptions and family office support policies. It also greatly promoted the development of the family office ecosystem in Hong Kong.

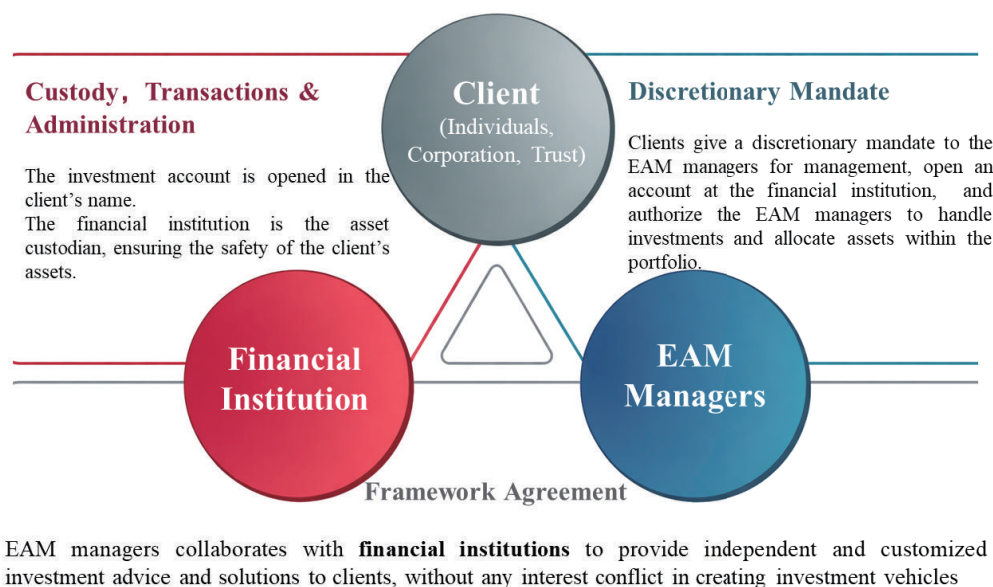
OVERVIEW OF EXTERNAL ASSET MANAGEMENT (EAM)

External Asset Management (EAM) is a financial service provided by independent professionals or firms that manage investment portfolios on behalf of clients without holding custody of the assets. EAM’s client base is mainly divided into high-net-worth individuals, family offices and institutional investors.

Independence from financial institutions, high degree of customization, safe and transparent assets, and diversified regions and investment channels are the unique advantages of the External Asset Management (EAM) industry, which are also important features that distinguish it from traditional financial institutions.

The operating model of External Asset Management (EAM) is usually based on a three-way cooperation framework between the client, the EAM managers, and the financial institution. In this model, clients’ assets are typically held in accounts opened with financial institutions. EAM managers issue investment instructions or recommendations to the financial institution based on client authorization. The financial institution is responsible for asset custody, execution of transactions and provision of financial products.

The relationship structure of external asset management (EAM) business



Sources: CRI Report

INDUSTRY OVERVIEW

GOVERNMENT SUPPORT AND FAVORABLE MARKET ENVIRONMENT IN HONG KONG

Hong Kong’s status as an international financial center and economic foundation

With its strengths in banking, capital markets and asset management, Hong Kong provides a comprehensive and high-quality financial platform for investors, financiers, asset managers, funds and financial institutions from all over the world. According to the latest Global Financial Centers Index, Hong Kong maintains its position as Asia’s largest financial center and ranks third in the world.

Additionally, Hong Kong maintains a free, open-market economy and upholds an independent, impartial legal-supervision framework. It features low tax rates and an unrestricted foreign-exchange regime. Moreover, its banking sector, securities market, insurance industry, and asset-management institutions consistently rank among the foremost all over world.

Recent policy initiatives under the 2026-27 budget of Hong Kong

Attracting family offices to strengthen the core wealth management ecosystem. The Hong Kong government is continuously strengthening its local wealth management ecosystem by optimizing policies related to family offices. The 2026-27 Budget of Hong Kong proposes further improvements to the tax incentives system for family offices and funds, including expanding the scope of eligible investment assets and optimizing the definition of fund structures. This aims to attract more global ultra-high-net-worth families to establish investment platforms in Hong Kong.

Developing art finance to expand alternative asset investment markets. The Hong Kong government is promoting the integration of art and finance to expand alternative investment opportunities in the wealth management market. The 2026-27 Budget of Hong Kong proposes to study policies to support art transactions and financing in order to promote the financialization of art.

Cultivating financial talent to enhance long-term competitiveness in wealth management. Strengthening talent development is a crucial foundation for Hong Kong to solidify its position as a wealth management center. The 2026-27 Budget of Hong Kong proposes increased investment in education and talent development to cultivate more outstanding financial professionals. It will enhance the professionalism and international competitiveness of Hong Kong’s financial services, providing sustained momentum for the long-term development of the wealth management industry.

Established institutional and market advantages in Hong Kong

No intervention in financial market operations. The Hong Kong Special Administrative Region Government (SAR) adheres to the principle of not interfering in the operation of the financial market as much as possible and strives to provide a business-friendly environment.

Foreign exchange policy and capital flow. Hong Kong implements a free capital flow policy and has no foreign exchange controls, attracting international investors. Using the foreign exchange fund and linked exchange rate mechanism to maintain the stability and international competitiveness of the financial market.

Payment system and market infrastructure. It has built an advanced interbank offered rate market and Hong Kong dollar real-time payment system (RTGS), and has successively launched USD, EUR and RMB settlement systems. It ensures market liquidity and cross-border transaction efficiency, and supports the sound operation of the financial market.

Low-tax policy and simple tax system. The government implements a low-tax policy and promotes a simple tax system. Exemption of stamp duty on transfer of real estate investment trust (REIT) units and securities distribution business of option makers.

INDUSTRY OVERVIEW

HIGH-NET-WORTH HOUSEHOLDS IN THE PRC

Number of high-net-worth households in the PRC

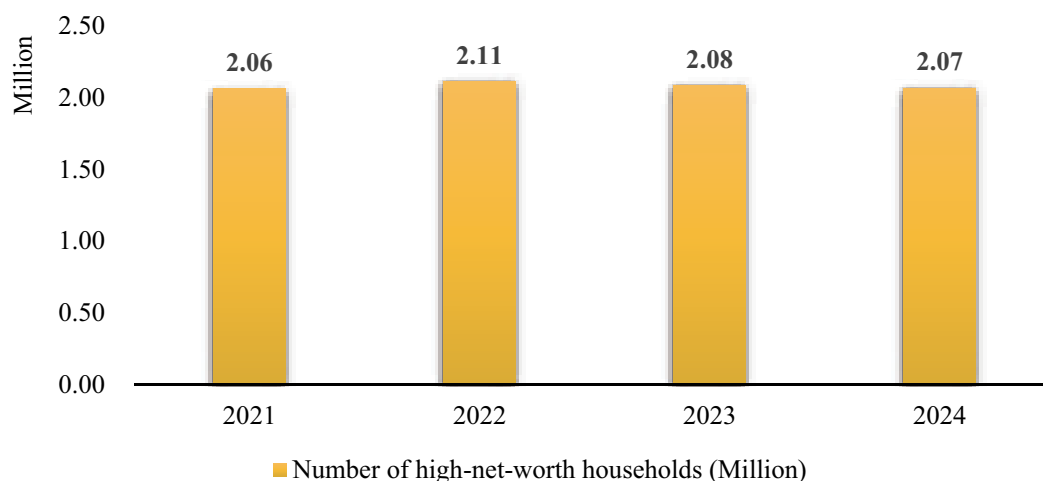
In the analysis of the number of high-net-worth households, the primary scope of consideration is the PRC, rather than Chinese Mainland. The reasons are as follows: a) publicly available data regarding the number of high-net-worth households in Chinese Mainland is scarce and outdated. b) the Hurun Research Institute has publicly released the Hurun Wealth Report, which presents the number of high-net-worth households in the PRC. (the scope of data covered the PRC since 2017, including Chinese Mainland, Hong Kong, Macau and Taiwan.)

According to the “Hurun Wealth Report 2024” released by Hurun Research Institute, the “high-net-worth households” refers to households whose assets including fixed assets and current assets with total value over RMB10 million (US\$1.46 million).

The number of high-net-worth households in the PRC showed a significant fluctuation between 2021 and 2024. In 2021, the number of high-net-worth households in the PRC was 2.06 million, an increase of 1.9% year-on-year. In 2022, it increased by 2.5% to 2.11 million. In 2023, the number of high-net-worth households began to decrease to 2.08 million, a decline of 1.3% compare to 2022.

In 2024, the number of high-net-worth households reached 2.07 million in the PRC, a decreased of 0.8% year-on-year, of which the number of over RMB10 million in investable assets for households reached 1.09 million¹. Compared to 2023, the size of high-net-worth households in the PRC saw a slight decline in 2024, which is mainly due to the adjustment cycle of real estate and some capital market assets, which has weakened the “book expansion effect” of wealth for high-net-worth households. However, in the long run, the size of high-net-worth households still remains resilient, mainly benefiting from the expansion of the overall economy, industrial upgrading, and the continued growth in wealth creation capacity driven by the new economy and technological innovation.

The number of high-net-worth households in the PRC, 2021-2024



Sources: “Hurun Wealth Report 2024” released by Hurun Research Institute.

Note: Data of high-net-worth households come from Hurun report “Hurun Wealth Report 2024”. CRI created the chart based on data.

¹ The data of high-net-worth households in 2024 come from “Hurun Wealth Report 2024” by Hurun Research Institute. Website: <https://hurun.net/zh-CN/Info/Detail?num=WH4FGWHNVOMT>.

INDUSTRY OVERVIEW

Cross-border investment demand of high-net-worth households in Chinese Mainland

The strict capital control measures in Chinese Mainland and the gradual narrowing of domestic investment channels have forced the wealthy groups in the mainland to seek cross-border investment channels. Hong Kong, with its advantages and international market environment, has become the preferred destination for high-net-worth clients in the mainland to conduct asset allocation and wealth management.

In addition, the High-End Talent Pass Scheme (HITS) in Hong Kong, especially the Category A policy, has stimulated demand for cross-border wealth management services among high-net-worth individuals. Because Category A policies use high taxable income as a threshold, which precisely attract entrepreneurs and senior managers with strong cash flow and growth potential. These groups have a significant demand for cross-border asset allocation, which will directly drive the growth of cross-border wealth management business in Hong Kong, including customized services such as asset allocation and family trusts.

DEEPENING ECONOMIC TIES BETWEEN HONG KONG AND CHINESE MAINLAND

The financial interconnectivity between Chinese Mainland and Hong Kong has been significantly deepening over the past decade, and this strategic integration is reshaping the external asset management (EAM) landscape in Hong Kong.

Initiatives such as the Stock Connect, Bond Connect and Wealth Management Connect programs have facilitated greater capital mobility and cross-border financial integration, allowing both institutional and high-net-worth clients in Chinese Mainland to access global investment products through Hong Kong’s open financial architecture.

The construction of the Guangdong-Hong Kong-Macau Greater Bay Area has further deepened the cooperation among Guangdong, Hong Kong and Macau, and promoted the deep integration of Hong Kong and Chinese Mainland. For external asset managers, this has led to an expansion of their client base.

OVERVIEW OF EXTERNAL ASSET MANAGEMENT MARKETS IN HONG KONG

The number of licensed corporations of external asset management (EAM)

Taking into account a comprehensive set of factors, including the definition of EAM, the statistical scope of licensed institutions, and data availability, CRI primarily employs a ratio-based estimation method to project the number of EAM institutions. During the calculation process, and based on considerations of independence, large banking institutions engaged in asset management activities were excluded. Only licensed asset management institutions recognized by the securities regulator were taken into account.

INDUSTRY OVERVIEW

The number of external asset management institutions in Hong Kong has maintained an overall growth trend over the past five years. In 2022, the number of licensed corporations engaged in external asset management business in Hong Kong increased from 109 to 112, an increase of about 2.8% year-on-year. The number of institutions continued to grow to 116 in 2023, an increase of 3.6% year-on-year. In the following two years, the number of institutions increased year by year. By 2025, the number of licensed external asset management institutions in Hong Kong has grown to 126.

This upward trend underscores Hong Kong’s continued consolidation of its position as an international financial center, driven by growing demand for external asset management services from both local and overseas investors.

The asset under management (AUM) of EAM market

The broad EAM market encompasses all financial service providers engaged in EAM activities, including large securities firms, wealth management companies and independent external asset management firms. In the narrow sense, the EAM market refers exclusively to independent external asset management firms or wealth management companies, excluding large-scale securities firms or major comprehensive financial institutions. These companies are typically founded by a few professional bankers who specialize in providing external asset management services to high-net-worth clients.

For the broader EAM market, in the past five years, the asset under management of Hong Kong’s external assets management market has continued to expand, and maintained a relatively fast growth rate. The AUM of external asset management (EAM) market in Hong Kong saw a slight contraction to HK\$234 billion in 2022, reflecting a year-on-year decline of 0.43%. However, the market rebounded strongly in 2023, increasing by 10.68% to reach HK\$259 billion. It maintained a slight increase in 2024, reaching HK\$260 billion, a growth of approximately 0.39% year-on-year. In 2025, the AUM of EAM market continued to grow, reaching HK\$265 billion, a year-on-year increase of approximately 1.92%.

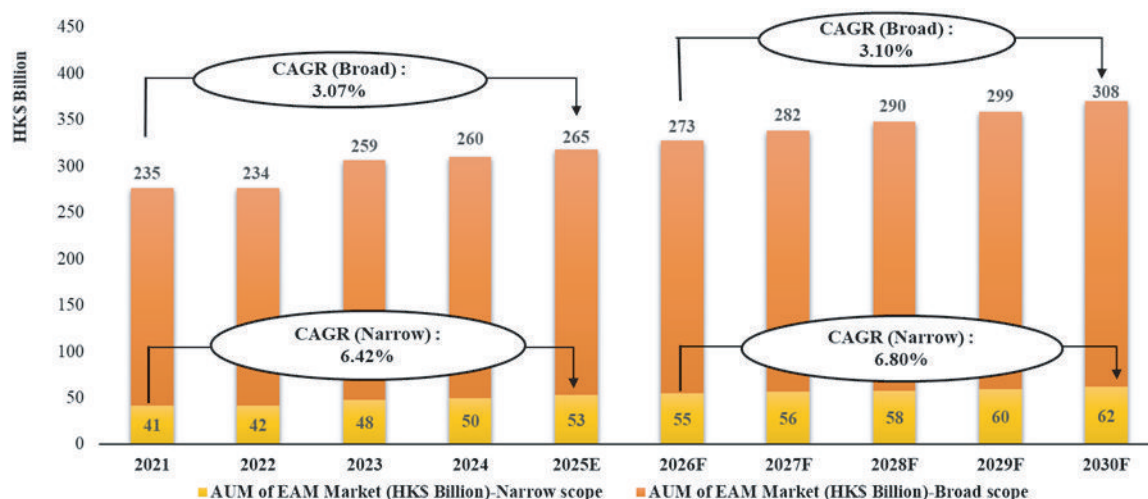
From 2021 to 2025, the narrowly defined EAM market in Hong Kong also experienced rapid growth, with a compound annual growth rate of approximately 6.42%. The total AUM of the EAM market reached HK\$53 billion in 2025.

In addition, Hong Kong’s capital market liquidity significantly improved in 2025. It will help enhance the overall competitiveness and development potential of the external asset managers industry. Increased market activity has led to a richer supply of financial products, enabling external asset managers to develop more diversified and sophisticated asset allocation strategies.

The asset under management (AUM) of Hong Kong’s external asset management (EAM) market will be expected to grow steadily from 2026 to 2030. The AUM of the broad EAM market will reach HK\$308 billion by 2030, with a compound annual growth rate (CAGR) of 3.10%. The narrow definition of the EAM market’s AUM will reach HK\$62 billion by 2030, with a compound annual growth rate (CAGR) of 6.80%.

INDUSTRY OVERVIEW

The asset under management of EAM market, 2021-2030



Sources: Asset and Wealth Management Activities Survey Report by SFC(HK) and CRI

Notes: (1) The EAM institutions mentioned here are not those that solely engage in EAM business in the narrow sense. They also include some large asset and wealth management institutions and large securities firms that have EAM operations. (2) The forecast data for 2026-2030 is calculated based on the compound annual growth rate (CAGR) for the period 2021-2025. (3) The AUM data for 2021-2024 comes from the Asset and Wealth Management Activities Survey Report by the Securities and Futures Commission of Hong Kong. (4) The updated data for 2023 and 2024 are from the latest the “Asset and Wealth Management Activities Survey 2024”. (5) As of May 7, 2026, the Asset and Wealth Management Activities Survey 2025 had not yet been released in Hong Kong. Consequently, the data of 2025 was estimated based on the ratio of the assets under management (AUM) of external asset management to the total private wealth management business in 2024.

The client structure of external asset management industry in Hong Kong

From 2021 to 2025, the client structure of external asset management industry in Hong Kong showed a gradual increase in high-net-worth individuals, a slight shrinkage in trust, and a “V-shaped” fluctuation trend in corporate clients.

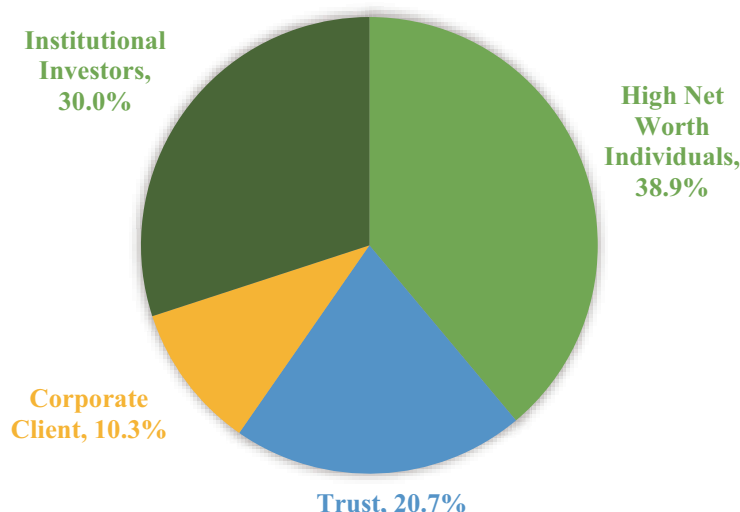
The proportion of high net wealth individuals in the overall customer structure has increased year by year, from 36.5% in 2021 to 38.9% in 2025. This shows that high net worth individuals have a growing demand for professional asset management. At the same time, high net worth individuals are still gradually favoring Hong Kong as a wealth management center.

Institutional investors rank second only to high-net-worth individuals. However, the overall proportion of institutional investors continued to decline from 30.5% in 2021 to 29.8% in 2022. It rose to 30.2% in 2024, then slightly declined to 30.0% in 2025. The decline in the proportion of institutional investors does not necessarily indicate an outflow of institutional funds or a weakening of their position, but rather is a result of the different growth rates of various funding sources during the overall expansion process.

The proportion of trusts has consistently remained 20.7%-22.4% over the past five years. In 2025, trust clients accounted for 20.7% of the entire EAM market. In addition, the proportion of corporate clients is relatively small, remaining at 10.0%-10.3% from 2021 to 2025. In 2025, the share of corporate clients reached 10.3%, remaining nearly flat compared to the previous year.

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The structure of client group of external asset management industry in Hong Kong in 2025



Sources: CRI Report

Note: Due to lack of direct statistical data, CRI uses a proportional estimation method to calculate the client structure within the EAM industry, based on AUM data of different clients in the private wealth management business from the Hong Kong Asset and Wealth Management Activities Survey Report.

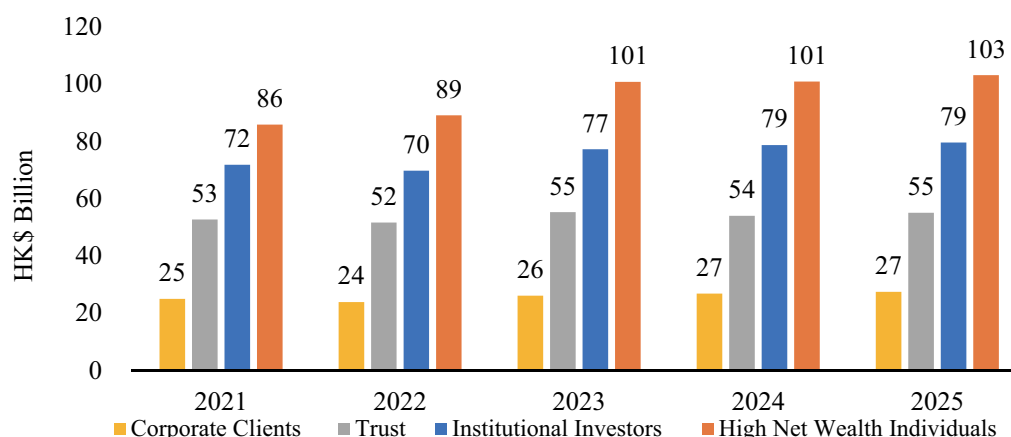
Asset under management (AUM) of different client types

From 2021 to 2025, the assets under management of high-net-worth individuals showed a continuous growth trend in Hong Kong. HNWI's had the highest relative growth, indicating a shift toward more personalized, wealth-driven financial services. The AUM of institutional investors ranks second only to that of high-net-worth individuals. The assets under management of trust clients are lower than those of institutional investors. Corporate clients have relatively low asset management scale.

The compound annual growth rate (CAGR) of high-net-worth individuals were 4.7% from 2021 to 2025. Over past five years, the AUM of institutional investors increased from HK\$72 billion in 2021 to HK\$79 billion in 2025 (an average growth of 2.7%). The AUM of trust clients has exceeded HK\$50 billion for nearly five years, exhibiting slight overall fluctuations. The AUM of corporate clients is relatively small, remaining within the range of HKD24-27 billion between 2021 and 2025.

INDUSTRY OVERVIEW

The asset under management of different client types in Hong Kong, 2021-2025



Sources: CRI Report

Note: Due to a lack of direct statistical data, CRI uses a proportional estimation method to calculate the AUM of different client type within the EAM industry, based on AUM data of different clients in the private wealth management business from the Hong Kong Asset and Wealth Management Activities Survey Report.

Cost analysis of asset management business in Hong Kong

The average compensation of employees in Hong Kong’s asset management industry showed a continuous upward trend from 2021 to 2023. According to census and statistics department of Hong Kong, the average compensation per person was HK\$2.2 million in 2021. In 2022, it experienced a slight decline, falling to HK\$2.1 million. In 2023, the average compensation per person was HK\$2.3 million, an increase of 10.0% year-on-year.

According to the 2024 Salary Guide of Hong Kong by Robert Half², a professional recruitment and consulting service company, the salary structure within the asset management industry exhibited significant differences in salary levels between different functions (compliance, operations, risk management, fund operations and customer service). For example, in the field of compliance, the median annual salary for junior-level positions is approximately HK\$368,000, while the upper quartile (75th percentile) can reach HK\$420,000. The median salary for senior managers and vice presidents is approximately HK\$757,000.

The salary structure for 2025 largely maintains the fundamental framework established in 2024. However, amidst intensifying market competition and the fierce battle for talent, compensation for mid-to-senior-level positions exhibits greater flexibility. For certain roles, salary growth stems from companies adjusting their compensation strategies to enhance their ability to attract and retain talent, rather than reflecting a broad-based, substantial increase in overall salary levels.

² Robert Half is a professional human resources services company founded in 1948 and headquartered in the United States. The company maintains branches in numerous countries and regions worldwide. It is recognized as one of the most prominent and influential providers of professional recruitment and consulting services within the industry.

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COMPETITIVE LANDSCAPE OF EXTERNAL ASSET MANAGEMENT MARKETS IN HONG KONG

Top 5 external asset management companies in Hong Kong

Most of the external asset management (EAM) service providers in Hong Kong are independent management institutions. As independence is one of the key characters of EAM service, which large banks and securities firms generally operate as integrated financial institutions with broader business lines and internal product platforms, and therefore not directly comparable to independent EAM providers. At the same time, considering that some companies may have approximately 10-20% of their business in non-EAM activities, in this case, only the AUM (asset under management) of their EAM business will be counted.

Based on this, CRI selected eligible Hong Kong local institutions and international companies with branches in Hong Kong. Market share was calculated using each company’s assets under management (AUM) in 2025 and the total AUM of the EAM industry in Hong Kong. Please note that the EAM industry here is defined narrowly, not in a broader sense. It refers specifically to independent asset and wealth management companies that engage in EAM business. And ranked these companies from high to low according to the size of market share. Finally, CRI focused on analyzing the top five companies.

According to the calculations of CRI, based on asset under management (AUM) of external asset management in 2025, we are the third independent external asset management service provider in Hong Kong focusing on serving high net worth and ultra-high net worth clients, with a market share of approximately 5.89% of the external asset management services market.

The following table shows the market share and information of the top five external asset management service providers in Hong Kong based on asset under management (AUM) in 2025.

Rank	Name	Head office	Main Business	AUM (USD Million)	Market Share
1	Company A	Hong Kong	- Investment Advisory - Asset Management - Legacy & Estate Planning - Customized Solutions	1,000	14.51%
2	Company B	Hong Kong	- Fund Establishment - External Asset Management - Discretionary Investment Accounts	600	8.71%
3	Keystone Global Financial Group	Hong Kong	- External Asset Management Services - Introduction and Referral Business - Fund Management	406	5.89%
4	Company C	Hong Kong	- External Asset Management - Fund Management Services - Investment Advisory Services for Fund Management	299	4.34%
5	Company D	Hong Kong	- External Asset Management - Actively Managed Certificates - Wealth Legacy	250	3.63%

Sources: Financial reports of listed companies, public information of companies and CRI

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Company A established in 2021 and headquartered in Hong Kong, is an independent wealth management firm. It also functions as a multi-family office and an external asset management platform. In 2022, the company established family office, focusing on providing services such as family trust arrangements, cross-border tax planning, wills and estate planning and family governance.

Company B established in 2017, is an external asset management firm headquartered in Hong Kong. The company is dedicated to providing asset management services to high-net-worth individuals and institutional clients, including fund establishment and management, external asset management (EAM) and discretionary investment accounts.

Company C is a Hong Kong-headquartered integrated financial services company. Formerly known as Bison Finance Group Limited, the company officially changed its name to BlockFin Holdings Limited in 2025. Established in 2000, the company is listed on the Main Board of the Stock Exchange of Hong Kong. Its core businesses include external asset management services, fund management services, securities services, and investment advisory services for fund management.

Company D is a Hong Kong-based asset management company, established in 2019. The company offers a range of services including external asset management, setting up open-ended funds, wealth legacy, and the New Capital Investor Program etc. The company specialize in providing tailored investment solutions that align with our clients’ goals, risk tolerance and investment horizons.

Nature of competition and key competitors

The nature of competition of Hong Kong’s external asset management industry is not aggressive price wars, but rather a high-barrier, differentiated competitive model centered on professional competence, trust mechanisms, and compliance barriers. The external asset management industry has not yet formed an absolute monopoly or oligopoly in Hong Kong, but leading institutions occupy a larger asset management scale and market influence due to their brand reputation, long-term performance record, global asset allocation capabilities, and stable client base.

The key competitors can be divided into three categories, including independent professional competitors, traditional securities firms’ internal wealth management departments and hybrid and outsourced models (OCIO).

(a) Independent professional competitors usually operate in an “independent asset management” model, emphasizing long-term and highly customized relationships with clients. (b) The wealth management departments within traditional securities companies usually undertake the tasks of internal asset management and financial product sales. (c) In response to increasing complexity in investment management, many institutional investors have turned to outsourcing models.

Entry barriers for external asset management market in Hong Kong

License and regulatory compliance requirements. External asset management firms must obtain a Type 9 licenses (Asset Management) from the Hong Kong Securities and Futures Commission (SFC). The responsible officers (ROs) with proven industry experience, typically requiring to have 3 years relevant experience over the 6 years immediately prior to the date of application (or 5 years over past 8 years, or 8 years over past 11 years) as well as a minimum of 2 years of proven management skill and experience. In addition, it is required to have at least one representative office in Hong Kong.

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Capital thresholds. Asset management companies must maintain a liquidity threshold to ensure continued operational solvency. The Securities and Futures Commission (SFC) of Hong Kong requires asset management companies that do not hold client assets to maintain a minimum working capital of approximately HK\$0.1 million. Companies that hold client assets typically need to meet higher standards, requiring a minimum liquid capital of approximately HK\$3 million.

Client trust. In the highly competitive and reputation-sensitive landscape of Hong Kong’s external asset management (EAM) industry, building brand recognition and client trust is one of the most challenging and resource-intensive components for new entrants and emerging firms. Unlike traditional financial institutions backed by well-established names, independent EAMs must invest heavily in credibility cultivation, often requiring a multi-year horizon to establish a reliable and recognized market presence.

Main driving factors and opportunities of external asset management (EAM)

Global wealth growth. The growth of global wealth is accompanied by the diversification of investor needs. Investors are no longer satisfied with traditional investment products, but seek a wider range of asset classes and investment strategies, such as alternative investments and sustainable investments. As an international financial center, Hong Kong has a rich product line and professional asset management services that can meet the personalized needs of different investors and attract global investors to allocate assets through Hong Kong.

Technological advancements. The application of financial technology has significantly improved the efficiency and accuracy of asset management. Artificial intelligence can quickly analyze massive amounts of data and provide a scientific basis for investment decisions. Big data analysis can provide a deep understanding of market trends and optimize investment portfolios. In addition, technological progress has promoted the innovation of asset management service models, such as the emergence of new service models such as digital wealth management platforms and smart investment advisors.

Clustering of family offices. The concentration of family offices has become an important factor in promoting cross-border wealth management. Hong Kong has attracted a large number of family offices with its mature financial market, low tax system and sound legal system. This has largely promoted the cross-border expansion of external asset management business.

Overflow of mainland HNWIs. With the rapid development of the mainland economy, the number of high-net-worth individuals is increasing, and their demand for wealth management is also growing. With its international financial market, rich investment products and professional asset management services, Hong Kong is becoming one of the first choices for mainland high-net-worth individuals to allocate overseas assets. The interconnection mechanism between Hong Kong and the Mainland continues to deepen, such as the Shanghai-Hong Kong Stock Connect, Shenzhen-Hong Kong Stock Connect, and Bond Connect, which provide convenient channels for Mainland investors to invest in the Hong Kong market.

INDUSTRY OVERVIEW

COMPETITIVE ADVANTAGES OF OUR COMPANY

One of the most experienced pioneers in the Hong Kong EAM industry. Keystone Global Financial Group’s management team has been actively involved in the external asset management business since 2016. In the early days of the industry, Keystone Global Financial Group conducted market research and explored asset management models suitable for local and international clients. Over the years, we have continuously optimized its business strategy, accumulating rich experience and profound market insights, laying a solid foundation for business development.

Solid client base and high client retention. By continuously providing professional and customized external asset management services, we have gradually established a solid and diversified client base. With stable and consistent investment returns, a rigorous risk management system and long-term reliable service relationships, we have cultivated a high level of trust and loyalty with its clients, maintaining a high client retention rate.

Establish partnerships with trustworthy financial institutions in different financial markets. We select high-quality financial institutions that can provide services that meet our clients’ needs and objectives. We have established partnerships with trustworthy financial institutions in various financial markets. Currently, we have partnered with several banks located in different regions and countries, such as Hong Kong, Singapore, and Switzerland. We maintain strong and long-term relationships with our partner financial institutions to ensure that our clients consistently benefit from a wide range of carefully selected investment products across different global markets.

Effective risk management and internal control system. We maintain an effective risk management and internal control system to identify, assess, manage, and mitigate credit risk, market risk, and operational risk across our various business segments. Meanwhile, we continuously optimize and update our internal compliance system to ensure that all business activities strictly comply with applicable Hong Kong laws, regulations, and the Code of Conduct. This effectively protects client assets and enhances overall operational stability and long-term development capabilities.

Independent of other financial institutions. As an independently operated financial services institution, we are not affiliated with banks, securities firms, or large financial groups, maintaining a high degree of independence in business decision-making and investment management. This independent structure enables us to prioritize client interests and avoid being influenced by the products or sales targets of specific financial institutions, thereby providing clients with more objective and neutral investment advice and asset allocation solutions.

REGULATORY OVERVIEW

This section sets forth a summary of the laws and regulations applicable to our business and operations in Hong Kong. As this is a summary, it does not contain detailed analysis of the Hong Kong laws which are relevant to our business.

INTRODUCTION

The SFC

The SFO is the principal legislation regulating the securities and futures industry in Hong Kong, including the regulation of securities, futures and leveraged foreign exchange markets, the offering of investments to the public in Hong Kong, intermediaries and their conduct of regulated activities. In particular, Part V of the SFO deals with licensing and registration matter.

The SFO is administered by the SFC which is an independent statutory regulatory body responsible for regulating the securities and futures markets and credit rating services in Hong Kong. The SFC works to strengthen and protect the integrity and soundness of Hong Kong’s securities and futures markets for the benefit of investors and the industry.

As set out in the SFO, SFC’s regulatory objectives are:

- to develop and maintain the fairness, efficiency, competitiveness, transparency and orderliness of the securities and futures industry;
- to help the public understand the workings of the securities and futures industry;
- to provide protection for the investing public;
- to minimise crime and misconduct in the securities and futures industry;
- to reduce systemic risks in the securities and futures industry; and
- to assist the government of Hong Kong in maintaining the financial stability of Hong Kong by taking appropriate actions in relation to the securities and futures industry.

The SFC has four operational divisions which are Corporate Finance, Intermediaries (including Licensing and Intermediaries Supervision), Enforcement and Supervision of Markets. The SFC is also supported by the Corporate Affairs and Legal Services divisions.

Types of regulated activities

Schedule 5 to the SFO stipulates 13 types of regulated activities and provides a detailed definition for each of them. These regulated activities comprise:

- Type 1 Dealing in securities
- Type 2 Dealing in futures contracts
- Type 3 Leveraged foreign exchange trading
- Type 4 Advising on securities
- Type 5 Advising on futures contracts

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- Type 6 Advising on corporate finance
- Type 7 Providing automated trading services
- Type 8 Securities margin financing
- Type 9 Asset management
- Type 10 Providing credit rating services
- Type 11 Dealing in OTC derivative products or advising on OTC derivative products¹
- Type 12 Providing client clearing services for OTC derivative transactions¹
- Type 13 Providing depositary services for relevant CISs

Type of intermediaries

Below are the four types of intermediaries that are regulated by the SFC:

1. **Licensed corporation:** a corporation (not being an authorised financial institution) which is granted a licence to carry on one or more than one regulated activity under section 116 of the SFO; and

Temporary licensed corporation: a corporation (not being an authorised financial institution) which is granted a temporary licence to carry on, for a period of not exceeding three months, one or more than one regulated activity under section 117 of the SFO (except for Types 3, 7, 8 and 9 regulated activities).

2. **Responsible officer:** a licensed representative who is also approved as a responsible officer under section 126 of the SFO to supervise the regulated activity of the licensed corporation to which he/she is accredited.

3. **Licensed representative:** an individual who is granted a licence under section 120(1) of the SFO to carry on one or more than one regulated activity for a licensed corporation to which he/she is accredited; and

Provisional licensed representative: an individual who is granted a provisional licence under section 120(2) of the SFO to carry on one or more than one regulated activity for a licensed corporation to which he/she is accredited (prior to the grant of his/her licence under section 120(1) of the SFO; and

Temporary licensed representative: an individual who is granted a temporary licence under section 121 of the SFO to carry on, for a period not exceeding 3 months, one or more than one regulated activity for a corporation licensed under section 116 or 117 to which he/she is accredited.

4. **Registered institution:** an authorised financial institution which is registered to carry on one or more than one regulated activity (other than Type 3 (leveraged foreign exchange trading) and Type 8 (securities margin financing) under section 119 of the SFO, where an authorised financial institution means an authorised institution as defined in section 2(1) of the Banking Ordinance (i.e. a bank, a restricted licence bank or a deposit-taking company).

¹ Not yet in operation for licensing purposes.

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OVERVIEW OF LICENSING REQUIREMENTS

The SFC operates a system of authorising corporations and individuals (through licences) to act as financial intermediaries. Under the SFO, a corporation which is not an authorised financial institution (as defined in section 2(1) of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) and is:

- carrying on a business in a regulated activity (or holding itself out as carrying on a regulated activity); or
- actively marketing, whether in Hong Kong or from a place outside Hong Kong, to the public any services it provides, would constitute a regulatory activity if provided in Hong Kong,

must be licensed by the SFC to carry out that regulatory activity, unless one of the exemptions under the SFO applies.

Any individual who: (a) performs any regulated function in relation to a regulated activity carried on as a business; or (b) holds himself/herself out as performing such regulated activity, must be licensed separately under the SFO as a licensed representative accredited to his principal, unless one of the exemptions under the SFO applies.

Licensed corporation

For application as a licensed corporation, the applicant has to be incorporated and the licensed corporation has to satisfy the SFC that it has proper business structure, good internal control systems and qualified personnel to ensure the proper management of risks that it will encounter in carrying on the proposed regulated business as detailed in the business plan submitted to the SFC. Detailed guidelines to meet the requirements and expectations of the SFC are contained in the following:

- Guidelines on Competence;
- the Code of Conduct;
- the Management, Supervision and Internal Control Guidelines for Persons Licensed by or Registered with the SFC

Responsible officers

Each licensed corporation should appoint not less than two responsible officers to directly supervise the conduct of each regulated activity. For each regulated activity for which the licensed corporation applies, the licensed corporation should have at least one responsible officer available at all times to supervise the business. The same individual may be appointed to be a responsible officer for more than one regulated activity provided that he is fit and proper to be so appointed and there is no conflict in the roles assumed. At least one of the proposed responsible officers must be an executive director of the licensed corporation as defined under the SFO. All executive directors must seek SFC's prior approval as responsible officers.

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Qualification and experience required for being a responsible officer

A person who intends to apply to be a responsible officer must demonstrate that he/she fulfils the requirements on both competence and sufficient authority. An applicant should possess appropriate ability, skills, knowledge and experience to properly manage and supervise the corporation’s regulated activity or activities. Accordingly, the applicant has to fulfil certain requirements on academic and industry qualifications, industry experience, management experience and regulatory knowledge as stipulated by the SFC.

Qualification and experience required for being a licensed representative

A person who intends to apply to be a licensed representative must demonstrate his/her competence. An applicant has to establish that he/she has the requisite basic understanding of the securities market in which he/she is to work as well as the laws and regulatory requirements applicable to the industry. In assessing the applicant’s competence to be licensed as a licensed representative, the SFC will have regards to the applicant’s academic and industry qualification and regulatory knowledge.

Fit and proper requirement

Persons applying for licences under the SFO must satisfy and continue to satisfy after the grant of such licences by the SFC that they are fit and proper persons to be so licensed. In simple terms, a fit and proper person means one who is financially sound, competent, honest, reputable and reliable.

Section 129(1) of the SFO sets out a number of matters that the SFC shall have regard to in assessing a person’s fitness and properness, which include his/her:

- financial status or solvency;
- education or the qualifications or experience having regard to the nature of the functions to be performed;
- ability to carry on the regulated activity concerned competently, honestly and fairly; and
- reputation, character, reliability and financial integrity.

The above fit and proper criteria serve as the fundamental basis when the SFC considers each licence or registration application. Detailed guidelines are contained in the Fit and Proper Guidelines, the Licensing Information Booklet and the Guidelines on Competence published by the SFC.

The Fit and Proper Guidelines apply to a number of persons including the following:

- an individual who applies for licence or is licensed under Part V of the SFO;
- a licensed representative who applies for approval or is approved as a responsible officer under Part V of the SFO;
- a corporation which applies for licence or is licensed under Part V of the SFO;
- an authorised financial institution which applies for registration or is registered under Part V of the SFO;

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- an individual whose name is to be or is entered in the register maintained by the Hong Kong Monetary Authority under section 20 of the Banking Ordinance; and
- an individual who applies to be or has been given consent to act as an executive director of a registered institution under section 71C of the Banking Ordinance.

Section 129(2) of the SFO empowers the SFC to take into consideration any of the following in considering whether a person is fit and proper:

- decisions made by such relevant authorities as stated in section 129(2)(a) of the SFO or any other authority or regulatory organisation, whether in Hong Kong or elsewhere, in respect of that person;
- in the case of a corporation, any information relating to:
 - any other corporation within the group of companies; or
 - any substantial shareholder or officer of the corporation or of any of its group companies;
- in the case of a corporation licensed under section 116 or section 117 of the SFO or registered under section 119 of the SFO or an application for such licence or registration:
 - any information relating to any other person who will be acting for or on its behalf in relation to the regulated activity; and
 - whether the person has established effective internal control procedures and risk management systems to ensure its compliance with all applicable regulatory requirements under any of the relevant provisions;
- in the case of a corporation licensed under section 116 or section 117 of the SFO or an application for the licence, any information relating to any person who is or to be employed by, or associated with, the person for the purposes of the regulated activity; and
- the state of affairs of any other business which the person carries on or proposes to carry on.

The SFC is obliged to refuse an application to be licensed if the applicant fails to satisfy the SFC that the applicant is a fit and proper person to be licensed. The onus is on the applicant to prove to the SFC that the applicant is fit and proper to be licensed for the regulated activity.

The Code of Conduct

Pursuant to section 169 of the SFO, SFC has published the Code of Conduct for the purpose of giving guidance relating to the practices and standards with which intermediaries and their representatives are ordinarily expected to comply in carrying on the regulated activities for which they are licensed or registered.

The SFC has modelled the Code of Conduct on principles developed and recognized by the International Organization of Securities Commissions and other principles the SFC believes to be fundamental to the undertaking of a licensed or registered person’s business.

General Principle 1. Honesty and fairness

In conducting its business activities, a licensed or registered person should act honestly, fairly, and in the best interests of its clients and the integrity of the market.

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General Principle 2. Diligence

In conducting its business activities, a licensed or registered person should act with due skill, care and diligence, in the best interests of its clients and the integrity of the market.

General Principle 3. Capabilities

A licensed or registered person should have and employ effectively the resources and procedures which are needed for the proper performance of its business activities.

General Principle 4. Information about clients

A licensed or registered person should seek from its clients information about their financial situation, investment experience and investment objectives relevant to the services to be provided.

General Principle 5. Information for clients

A licensed or registered person should make adequate disclosure of relevant material information in its dealings with its clients.

General Principle 6. Conflicts of interest

A licensed or registered person should try to avoid conflicts of interest, and when they cannot be avoided, should ensure that its clients are fairly treated.

General Principle 7. Compliance

A licensed or registered person should comply with all regulatory requirements applicable to the conduct of its business activities so as to promote the best interests of clients and the integrity of the market.

General Principle 8. Client assets

A licensed or registered person should ensure that client assets are promptly and properly accounted for and adequately safeguarded.

General Principles 9. Responsibility of senior management

The senior management of a licensed or registered person should bear primary responsibility for ensuring the maintenance of appropriate standards of conduct and adherence to proper procedures by the firm. In determining where responsibility lies, and the degree of responsibility of a particular individual, regard shall be had to that individual's apparent or actual authority in relation to the particular business operations, and in considering the conduct of representatives under the Code of Conduct, the SFC will consider their levels of responsibility within the firm, any supervisory duties they may perform, and the levels of control or knowledge they may have concerning any failure by their firms or persons under their supervision to follow the Code of Conduct.

A failure by any person to comply with any provision of the Code of Conduct that applies to it (a) shall not by itself render it liable to any judicial or other proceedings, but in any proceedings under the SFO before any court the Code of Conduct shall be admissible in evidence, and if any provision set out in the Code of Conduct appears to the court to be relevant to any question arising in the proceedings it shall be taken into account in determining the question; and (b) the SFC shall consider whether such failure tends to reflect adversely on the person's fitness and properness.

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ON-GOING COMPLIANCE OBLIGATIONS

Licensed corporations, licensed representatives and responsible officers must remain fit and proper as defined under the SFO at all times. They are required to comply with all applicable provisions of the SFO and its subsidiary rules and regulations as well as the codes and guidelines issued by the SFC.

Minimum capital requirements on licensed corporations

Pursuant to section 145 of the SFO, depending on the types of regulated activity a licensed corporation conducts, a licensed corporation is required to maintain at all times paid-up share capital and liquid capital not less than the specified amounts specified in the FRR.

The following table summaries the minimum paid-up capital and liquid capital that a licensed corporation is required to maintain for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities.

Regulated activity	Minimum paid-up share capital	Minimum liquid capital
Type 1 (dealing in securities)		
(a) in the case where the corporation is an approved introducing agent or a trader	Not applicable	HK\$500,000
(b) in the case where the corporation provides securities margin financing	HK\$10,000,000	HK\$3,000,000
(c) in any other case	HK\$5,000,000	HK\$3,000,000
Type 4 (advising on securities)		
(a) in the case where the licensed corporation in question is subject to the specified licensing condition	Not applicable	HK\$100,000
(b) in any other case	HK\$5,000,000	HK\$3,000,000
Type 9 (asset management)		
(a) in the case where the licensed corporation in question is subject to the specified licensing condition	Not applicable	HK\$100,000
(b) in any other case	HK\$5,000,000	HK\$3,000,000

Source: Schedule 1 to the FRR and the Licensing Handbook published by the SFC

If the licensed corporation is licensed for more than one type of regulated activity, the minimum paid-up share capital and liquid capital that the corporation should maintain shall be the highest amount required among those regulated activities.

Other key on-going obligations for compliance by licensed corporations and/or other intermediaries

Outlined below are other key on-going obligations for compliance by licensed corporations and/or other intermediaries:

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Submission of audited accounts

Licensed corporations and associated entities of intermediaries (except for those which are authorised financial institutions) are required to submit their audited accounts and other required documents within four months after the end of each financial year under section 156(1) of the SFO. Furthermore, if a licensed corporation ceases carrying on all of the regulated activities for which it is licensed, it should submit to the SFC its audited accounts and other required documents, made up to the date of cessation, not later than four months after the date of the cessation under section 156(2) of the SFO. The same submission requirement applies to an associated entity (which is not an authorised financial institution) of an intermediary upon its ceasing to be such an associated entity under section 156(2) of the SFO.

Submission of electronic financial resources returns (e-FRR)

Licensed corporations which are engaged in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities shall have to submit monthly e-FRR to the SFC no later than 3 weeks after the end of the month concerned as required under section 56 of the FRR.

Payment of annual fees

Licensed corporations, licensed persons and registered institutions should pay annual fees within one month after each anniversary date of their licenses or registrations under section 138(2) of the SFO, details of the annual fees applicable to Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities are set out in the Licensing Information Booklet:

Types of intermediary	Annual fees for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities
Licensed corporation	HK\$4,740 per regulated activity
Licensed representative (not approved as responsible officer)	HK\$1,790 per regulated activity
Licensed representative (approved as responsible officer)	HK\$4,740 per regulated activity

Record keeping requirements

Licensed Corporation must keep records in accordance with the requirements under the Securities and Futures (Keeping of Records) Rules (Chapter 571O of the Laws of Hong Kong), which requires licensed corporations to keep proper records. It prescribes the records that are to be kept by licensed corporations to ensure that they maintain comprehensive records in sufficient details relating to their businesses and client transactions for proper accounting of their business operations.

Notification to the SFC of certain events and changes

Licensed corporations, licensed representatives and registered institutions are required to notify the SFC of certain events and changes in their particulars within the specified time limit pursuant to section 135 of the SFO and the Securities and Futures (Licensing and Registration) (Information) Rules (Chapter 571S of the Laws of Hong Kong), details of which are contained in the Licensing Information Booklet.

REGULATORY OVERVIEW

Obligation for substantial shareholders

Under section 132 of the SFO, a person (including a corporation) has to apply for SFC’s approval prior to becoming or continuing to be, as the case may be, a substantial shareholder of a corporation licensed under section 116 of the SFO. A person who has become aware that he has become a substantial shareholder of a licensed corporation without SFC’s prior approval should, as soon as reasonably practicable and in any event within three business days after he becomes so aware, apply to the SFC for approval to continue to be a substantial shareholder of the licensed corporation.

Continuous professional training

Licensed corporation must ensure that their licensed staff fulfills this requirement.

The SFC has issued a guideline entitled “Guidelines on Continuous Professional Training” pursuant to section 399 of the SFO. There is the annual requirement that every licensed individual must undertake at least 5 CPT hours (out of the 10 CPT hours for licensed representatives and 12 CPT hours for responsible officers) each calendar year of continuous professional training on topics directly relevant to the regulated activities for which he or she is licensed at the time the CPT hours are undertaken. Failure to comply with the guidelines on continuous professional training may reflect adversely on the fitness and properness of a person to continue to carry on the regulated activity.

Licensed corporation are held primarily responsible for planning and implementing a continuous education programme best suited to the training needs of the individuals they engage which will enhance their industry knowledge, skills and professionalism. Licensed corporation should at least annually evaluate their training programs and make commensurate adjustments to cater for the training needs of the individuals they engage.

ANTI-MONEY LAUNDERING AND COUNTER-TERRORIST FINANCING

Licensed corporations are required to comply with the applicable anti-money laundering and counter-terrorist financing laws and regulations in Hong Kong as well as the Anti-Money Laundering Guideline.

Set out below is a brief summary of the principal legislations in Hong Kong that are concerned with money laundering and terrorist financing.

(1) Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong)

The Anti-Money Laundering and Counter-Terrorist Financing Ordinance imposes requirements relating to client due diligence and record-keeping and provides regulatory authorities with the powers to supervise compliance with the requirements under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance.

(2) Drug Trafficking (Recovery of Proceeds) Ordinance (Chapter 405 of the Laws of Hong Kong)

It is an offence under the Drug Trafficking (Recovery of Proceeds) Ordinance if a person deals with any property knowing or having reasonable grounds to believe it to represent the proceeds of drug trafficking. The Drug Trafficking (Recovery of Proceeds) Ordinance requires a person to report to an authorised officer if he/she knows or suspects that any property (directly or indirectly) represents the proceeds of drug trafficking or is intended to be used or was used in connection with drug trafficking. Failure to make such disclosure constitutes an offence under the Drug Trafficking (Recovery of Proceeds) Ordinance.

REGULATORY OVERVIEW

(3) Organised and Serious Crimes Ordinance (Chapter 455 of the Laws of Hong Kong)

The Organised and Serious Crimes Ordinance empowers officers of the Hong Kong Police Force and the Hong Kong Customs and Excise Department to investigate organized crime and triad activities, and it gives the courts jurisdiction to confiscate the proceeds of organised and serious crimes, to issue restraint orders and charging orders in relation to the property of defendants of specified offences. The Organised and Serious Crimes Ordinance extends the money laundering offence to cover the proceeds of all indictable offences in addition to drug trafficking.

(4) United Nations (Anti-Terrorism Measures) Ordinance (Chapter 575 of the Laws of Hong Kong)

The United Nations (Anti-Terrorism Measures) Ordinance provides that it would be a criminal offence to: (i) provide or collect funds (by any means, directly or indirectly) with the intention or knowledge that the funds will be used to commit, in whole or in part, one or more terrorist acts; or (ii) make any funds or financial (or related) services available, directly or indirectly, to or for the benefit of a person knowing that, or being reckless as to whether, such person is a terrorist or terrorist associate. The United Nations (Anti-Terrorism Measures) Ordinance also requires a person to report his knowledge or suspicion of terrorist property to an authorised officer, and failure to make such disclosure constitutes an offence under the United Nations (Anti-Terrorism Measures) Ordinance.

The Anti-Money Laundering Guideline provides practical guidance to assist licensed corporations and their senior management in designing and implementing their own anti-money laundering and counter-terrorist financing policies, procedures and controls in order to meet the relevant legal and regulatory requirements in Hong Kong.

PREVENTION OF BRIBERY ORDINANCE

The Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) prohibits all forms of bribery and corruption. Any director or employee is prohibited from soliciting, accepting or offering any bribe in conducting a company’s business or affairs, whether in Hong Kong or elsewhere. In particular, in conducting all business or affairs of a company, the director or employee must comply with the Prevention of Bribery Ordinance and must not, among others, solicit or accept any advantage from others as a reward for or inducement to doing any act, abstaining from doing any act or showing favour in relation to the company’s business or affairs, or offer any advantage to an agent of another as a reward for or inducement to doing any act, abstaining from doing any act or showing favour in relation to his principal’s business or affairs. Depending on the offence committed, maximum penalties for the above offences under the Prevention of Bribery Ordinance are a fine of HK\$500,000 and imprisonment for 7 years.

In addition, under the common law, it is an offence to bribe a person performing a public duty or for such a person to solicit or accept a bribe.

PERSONAL DATA (PRIVACY) ORDINANCE

The collection and processing of personal data in Hong Kong are governed by the Personal Data (Privacy) Ordinance (Cap. 486) (“PDPO”). For information to constitute “personal data” under the PDPO, it must (a) relate directly or indirectly to a living individual, (b) be information from which the individual is reasonably identifiable, and (c) be in a form in which access to, or processing of, the data is practicable.

The PDPO is implemented through six Data Protection Principles governing: (i) collection, (ii) accuracy and retention, (iii) use, (iv) security, (v) openness, and (vi) data access and correction. Compliance is monitored and enforced by the Office of the Privacy Commissioner for Personal Data.

REGULATORY OVERVIEW

A licensed corporation carrying on business in Hong Kong is required to comply with the Code of Conduct, which requires licensees to safeguard client information and maintain confidentiality, and not to disclose client information to third parties except with proper authority or as required or permitted by law.

SUPERVISION BY THE SFC

SFC supervises licensed corporations and intermediaries operating in the market. SFC conducts on-site inspections and off-site monitoring to ascertain and supervise intermediaries’ business conduct and compliance with relevant regulatory requirements and to assess and monitor the financial soundness of intermediaries.

Disciplinary power of the SFC

Under Part IX of the SFO, the SFC may take disciplinary action against a regulated person (including a licensed person or a registered institution) if that person is found to be guilty of misconduct or not fit and proper to be or remain the same type of regulated person (sections 194 and 196 of the SFO).

Section 194 of the SFO deals with disciplinary actions in respect of licensed persons, etc. The SFC may exercise any of the following disciplinary actions against a regulated person which means a person who is or at the relevant time was any of the following types of person:

- a licensed person;
- a responsible officer of a licensed corporation; or
- a person involved in the management of the business of a licensed corporation.

Subject to the due process for exercising disciplinary powers laid down in section 198 of the SFO, the SFC may exercise any of the below disciplinary actions against a regulated person:

- revocation or suspension of a licence or a registration;
- revocation or suspension of part of a licence or registration in relation to any of the regulated activities for which a regulated person is licensed or registered;
- revocation or suspension of the approval granted to a responsible officer;
- public or private reprimand on a regulated person;
- prohibition of application for licence or registration;
- prohibition of application to become a responsible officer, executive officer or relevant individual;
- fine up to HK\$10 million or 3 times the profit gained or loss avoided as a result of the conduct in question, whichever is higher.

APPROVAL REQUIRED FOR [REDACTED]

For Shareholders’ approval in relation to the [REDACTED], please refer to the section headed “Statutory and general information – A. Further information about our Company – 3. Resolutions in writing of our Shareholders passed on [•] 2026” in Appendix IV to this document.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

OUR CORPORATE HISTORY

Overview

Our Company was incorporated in the Cayman Islands on 3 April 2025 as an exempted company with limited liability as a holding company of our Group. Following the Reorganisation, it directly holds 100% interest in Keystone Capital. Details of our Group’s reorganisation and corporate structure are set out in the paragraphs headed “Corporate reorganisation” and Corporate structure” in this section.

The history of our Group can be traced back to December 2015 when Keystone Holdings, a company then wholly-owned by Mr. Siu (our executive Director), formed Keystone Capital. Keystone Holdings was the sole shareholder or major shareholder of Keystone Capital since its incorporation and before the Reorganisation. Since May 2016, Mr. Chan (our Chairman, executive Director and one of our Controlling Shareholders) and/or his associates became the sole shareholder or major shareholders of Keystone Holdings. For the background and relevant industry experience of Mr. Chan and Mr. Siu, please refer to the section headed “Directors and senior management” in this document.

Our major development and milestones

The following sets out our major development and milestones since the incorporation of Keystone Capital:

Year	Event
2015	Incorporation of Keystone Capital in Hong Kong
2016	Keystone Capital was granted by the SFC the licences to carry out Type 4 (advising in securities) and Type 9 (asset management) regulated activities under the SFO
2017	Keystone Capital was granted by the SFC the licence to carry out Type 1 (dealing in securities) regulated activities under the SFO
2021	Keystone Capital was awarded Hong Kong’s Most Outstanding Services Awards 2021 by HKMOS
2022	Keystone Capital was awarded Best Discretionary Portfolio Manager – Bonds by iFAST Wealth Advisers
2024	Keystone Capital was appointed as the investment manager for Keystone Multi Strategy OFC
2025	Keystone Capital was awarded Performance Award for Corporate – Sustainability Impact for SDGs by United Nations Global Leadership & ESG Programme, SDG Impact and Sustainable Development Goals
2025	Keystone Capital was awarded Outstanding Business Partner by DBS Bank

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Our corporate development

Keystone Capital

Set out below is the brief corporate history of the incorporation and changes in the shareholdings of Keystone Capital, our principal operating subsidiary.

Keystone Capital was incorporated in Hong Kong with limited liability on 3 December 2015 with an initial issued share capital of HK\$1,000,000. Upon its incorporation, Keystone Capital was wholly-owned by Keystone Holdings, a company then wholly-owned by Mr. Siu. On 16 May 2016, Mr. Siu transferred the entire issued share capital of Keystone Holdings to Mr. Chan at nominal consideration and on 14 October 2016, Mr. Chan transferred 30%, 25%, 25%, 10% and 10% of the issued share capital of Keystone Holdings to Mrs. Chan, Ms. Lam, Mr. Siu Wing Leung (the son of Mr. Siu), Mr. Chan Ka Ming (then responsible officer of Keystone Capital) and Mr. Kwong Yun Kai Peter (then responsible officer of Keystone Capital), respectively at nominal consideration. Keystone Capital is principally engaged in the provision of type 1, type 4 and type 9 licensed activities under the SFO in Hong Kong.

After two issues and allotments of an aggregate of 2,000,000 shares of Keystone Capital to Keystone Holdings in May and August 2016, on 28 October 2016, Keystone Holdings and Ms. Lau, an existing and passive shareholder subscribed for 600,000 and 400,000 shares of Keystone Capital, respectively at the subscription price of HK\$600,000 and HK\$400,000, respectively. After the aforesaid subscription of shares, Keystone Capital was owned as to 90% and 10% by Keystone Holdings and Ms. Lau, respectively.

On 24 November 2016, Keystone Capital issued and allotted its 3,600,000 and 400,000 shares to Keystone Holdings and Ms. Lau, respectively at the issue price of HK\$3,600,000 and HK\$400,000, respectively. After the aforesaid issue of shares, the issued share capital of Keystone Capital amounted to HK\$8,000,000.

On 13 September 2017, Mr. Chan Ka Ming transferred 10% of the issued share capital of Keystone Holdings to Ms. Fung Wai Sau at the consideration of US\$3,600. On 15 December 2017, Mr. Kwong Yun Kai Peter transferred 5% and 5% of the issued share capital of Keystone Holdings to Mr. Wong Chi Hong and Ms. Lam at the consideration of US\$1,800 and US\$1,800, respectively. On 16 May 2018, Ms. Fung Wai Sau transferred 5% and 5% of the issued share capital of Keystone Holdings to Mrs. Chan and Ms. Lam at the consideration of HK\$900,000 and HK\$900,000, respectively.

On 12 November 2020, Ms. Lau transferred to Keystone Holdings 800,000 shares of Keystone Capital, representing 10% of its issued share capital, at the consideration of HK\$1 as part of the reorganisation. After the aforesaid transfer of shares, Keystone Capital was wholly-owned by Keystone Holdings which was then owned as to approximately 31.5%, 31.3%, 22.2%, 5%, 5% and 5% by Mrs. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Lau, Mr. Wong Chi Hong and Mr. Chau Wing Fai, respectively. Since 16 May 2016 and up to the Reorganisation, Keystone Capital was controlled by Keystone Holdings which was in turn controlled by Mr. Chan and/or his associates, being Mrs. Chan and Ms. Lam.

On 3 April 2025, Mr. Wong Chi Hong transferred 1%, 2.5% and 1.5% of the issued share capital of Keystone Holdings to Mr. Chan, Ms. Kwong Kit Ying Kitty and Ms. Lam at the consideration of HK\$90,000, HK\$225,000 and HK\$135,000, respectively. On 3 April 2025, Mr. Chau Wing Fai transferred 2.5% and 2.5% of the issued share capital of Keystone Holdings to Ms. Ip Nga Sze and Ms. Lew Cheuk Ning at the consideration of HK\$225,000 and HK\$225,000, respectively.

As part of the Reorganisation, on 11 August 2025, Keystone Holdings (a company then owned as to 32.75%, 32.75%, 20%, 5%, 2.5%, 2.5%, 2.5% and 2% by Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze (who first became a shareholder on 3 April 2025), Ms. Lau, Ms. Lew Cheuk Ning (who first became a shareholder on 3 April 2025), Ms. Kwong Kit Ying Kitty (who first became a shareholder on 3 April 2025) and Mrs. Chan, respectively) transferred 8,000,000 shares of Keystone Capital, representing its entire issued share capital, to our Company at the consideration of HK\$1. After the aforesaid Reorganisation and as at the Latest Practicable Date, Keystone Capital was wholly-owned by our Company.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

CORPORATE REORGANISATION

In preparation for the [REDACTED], the companies comprising our Group underwent the Reorganisation, pursuant to which our Company became the holding company of our Group. The main steps of the Reorganisation were:

(1) Incorporation of our Company

On 3 April 2025, our Company was incorporated as an exempted company with limited liability under the laws of the Cayman Islands. As of the date of the incorporation of our Company, one (1) Share of US\$0.0001 was allotted and issued to the initial subscriber, Ogier Global Subscriber (Cayman) Limited, an Independent Third Party. On 13 May 2025, Ogier Global Subscriber (Cayman) Limited transferred one (1) Share of US\$0.0001 to Ms. Lam for consideration of US\$0.0001. On the same day, our Company allotted and issued 11,790, 11,789, 7,200, 1,800, 900, 900, 900 and 720 Shares with par value of US\$0.0001 each to each of Mr. Chan, Ms. Lam, Mr. Siu Wing Leung (the son of Mr. Siu), Ms. Ip Nga Sze (a passive Shareholder), Ms. Lau (a passive Shareholder), Ms. Lew Cheuk Ning (a senior management of our Company), Ms. Kwong Kit Ying Kitty (an ex-responsible officer and ex-wealth manager of Keystone Capital) and Mrs. Chan, respectively, at a consideration of US\$1.179, US\$1.1789, US\$0.72, US\$0.18, US\$0.09, US\$0.09, US\$0.09 and US\$0.072, respectively, with reference to the nominal value of such Shares. Immediately after the aforesaid transfer and issuance, our Company was owned as to 11,790, 11,790, 7,200, 1,800, 900, 900, 900 and 720 Shares with par value of US\$0.0001 each (as to 32.75%, 32.75%, 20%, 5%, 2.5%, 2.5%, 2.5% and 2%), respectively, by Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning, Ms. Kwong Kit Ying Kitty and Mrs. Chan, respectively. The Company confirms that the consideration for all the above transfer and issues have been fully paid up.

(2) Acquisition of the entire issued share capital of Keystone Capital by our Company

On 11 August 2025, our Company acquired 8,000,000 shares of Keystone Capital, representing its entire issued share capital, from Keystone Holdings at the consideration of HK\$1. Upon completion of the Reorganisation, Keystone Capital become a wholly-owned subsidiary of our Company and our Company become the holding company of our Group. The Company confirms that the consideration has been fully paid.

On 10 July 2025, the SFC granted approval to our Company to become a substantial shareholder of Keystone Capital as required under section 132 of the SFO. On 12 August 2025, we have notified the SFC in relation to the completion of such change.

As advised by our Hong Kong Legal Advisers, the aforesaid transfer of shares had been properly and legally completed in compliance with all relevant laws and regulations in Hong Kong.

ISSUE OF SHARES OF OUR COMPANY

On 16 September 2025, our Company allotted and issued 3,672,585, 3,672,585, 2,242,800, 560,700, 280,350, 280,350, 280,350 and 224,280 Shares with par value of US\$0.0001 each to Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning, Ms. Kwong Kit Ying Kitty and Mrs. Chan, respectively on a pro rata basis at par. The Company confirms that the consideration for all the above issues have been fully paid up.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

[REDACTED] INVESTMENT AND TRANSFER OF SHARES OF OUR COMPANY (“TRANSFER OF SHARES”)

[REDACTED] Investment

On 10 April 2026, as part of the Reorganisation and upon obtaining approval from the SFC, Mr. Siu Wing Leung transferred 675,000 Shares with par value of US\$0.0001 each (representing 6% of the then issued share capital of our Company) to Mr. Chan at the consideration of HK\$1,200,000 which was fully and irrevocably settled on 10 April 2026 (the “[REDACTED] Investment”). Immediately after the [REDACTED] Investment, each of Mr. Chan and Mr. Siu Wing Leung owns 38.75% and 14% of the issued share capital of our Company and remain as a Controlling Shareholder and substantial Shareholder, respectively. The consideration of the [REDACTED] Investment was determined with reference to the net asset value of the Group as at 31 December 2024.

The Sole Sponsor, having considered that (i) as confirmed by our Hong Kong Legal Advisers, the [REDACTED] Investment was fully settled on 10 April 2026, and that the [REDACTED] did not involve any convertible instruments, concur with the Directors that the [REDACTED] Investment is in compliance with Chapter 4.2 under the Guide for New Listing Applicants published by the Stock Exchange.

Transfer of Shares

On 10 April 2026, the following transfers of Shares with par value of US\$0.0001 each among the existing Shareholders and/or her associate were also completed:-

- (a) Mrs. Chan transferred her 225,000 Shares with par value of US\$0.0001 each (representing 2% of the then issued share capital of our Company) to Mr. Chan at the consideration of HK\$400,000 by reason of family arrangement, and the consideration was settled on or before 10 April 2026; and
- (b) Ms. Kwong Kit Ying Kitty transferred her 281,250 Shares with par value of US\$0.0001 each (representing 2.5% of the then issued share capital of our Company) to Ms. Chan Ka Yee (the mother of Ms. Kwong Kit Ying Kitty) at the consideration of HK\$500,000 by reason of family arrangement, and the consideration was settled on or before 10 April 2026.

The considerations of above transfers were determined with reference to the net asset value of the Group as at 31 December 2024. Immediately after the [REDACTED] Investment and aforesaid transfers, our Company was owned as to 40.75%, 32.75%, 14%, 5%, 2.5%, 2.5% and 2.5% by Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Chan Ka Yee, respectively.

On 10 April 2026, the SFC granted approval to Mr. Chan to become a substantial shareholder of Keystone Capital as required under the SFO. On 14 April 2026, we have notified the SFC in relation to the completion of such transfers.

INCREASE IN AUTHORISED SHARE CAPITAL AND SHARE RE-DENOMINATION

- (a) On [•] 2026, the authorised share capital of our Company was increased by [HK\$[REDACTED]] by the creation of [REDACTED]] shares (the “New Shares”) at a par value of HK\$0.01 each (the “Increase”);

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

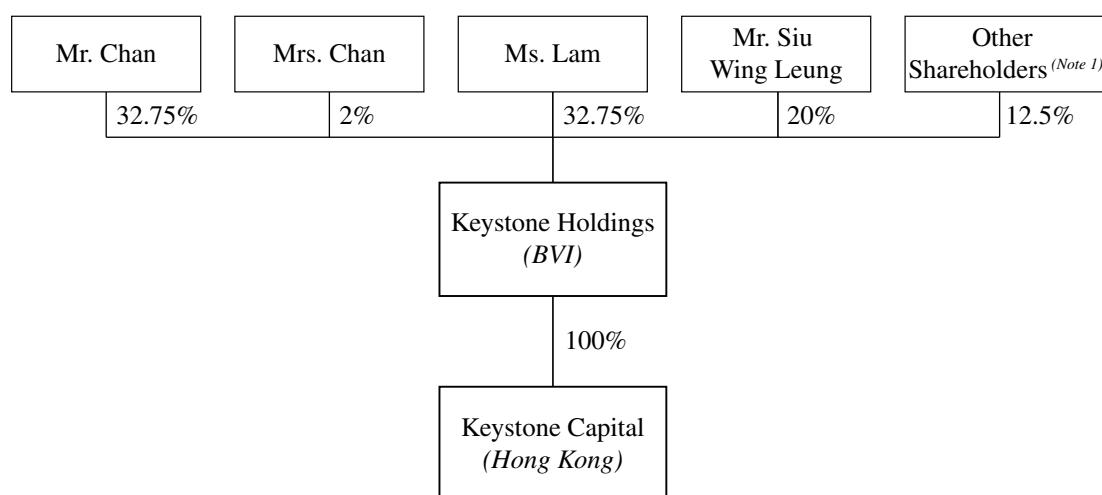
- (b) following the Increase, our Company shall issue 4,584,375, 3,684,375, 1,575,000, 562,500, 281,250, 281,250 and 281,250 New Shares to each of Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Chan Ka Yee, respectively each at a subscription price of [HK\$3,575.81, HK\$2,873.81, HK\$1,228.50, HK\$438.75, HK\$219.38, HK\$219.38 and HK\$219.38] respectively which shall be the funding for the Repurchase (as defined in paragraph (c) below)(the “Issue”);
- (c) following the Issue, our Company shall repurchase from the existing Shareholders an aggregate of 11,250,000 ordinary shares of US\$0.0001 each at an aggregate price of [US\$1,125 (equivalent to HK\$8,775)] which would be paid out of and set-off against the proceeds of the issue of an aggregate of 11,250,000 New Shares referred to in (b) above (the “Repurchase”); and
- (d) following the Repurchase, the USD ordinary shares were cancelled and the authorised share capital of our Company was reduced by US\$50,000. Following the abovementioned steps, the authorised share capital of our Company was re-denominated as HK\$[REDACTED] divided into [REDACTED] shares of HK\$0.01 each.

CAPITALISATION ISSUE

Conditional upon the share premium account of our Company being credited as a result of the issue of the [REDACTED] by our Company pursuant to the [REDACTED], our Directors will be authorised to capitalise the amount of HK\$[[REDACTED]] from the share premium account of our Company by applying such sum towards the paying up in full at par a total of [[REDACTED]] Shares for the issue and allotment to the then Shareholders, being Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Chan Ka Yee.

CORPORATE STRUCTURE

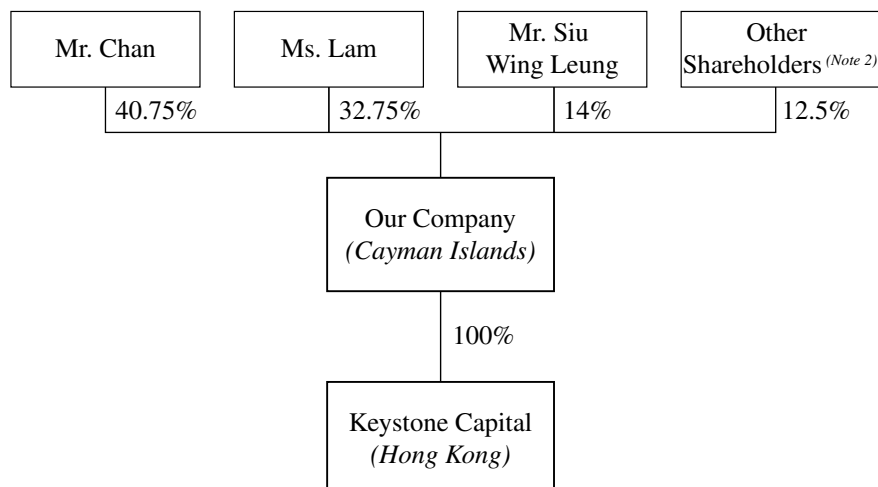
Set forth below was the corporate structure of our Group immediately prior to the Reorganisation:



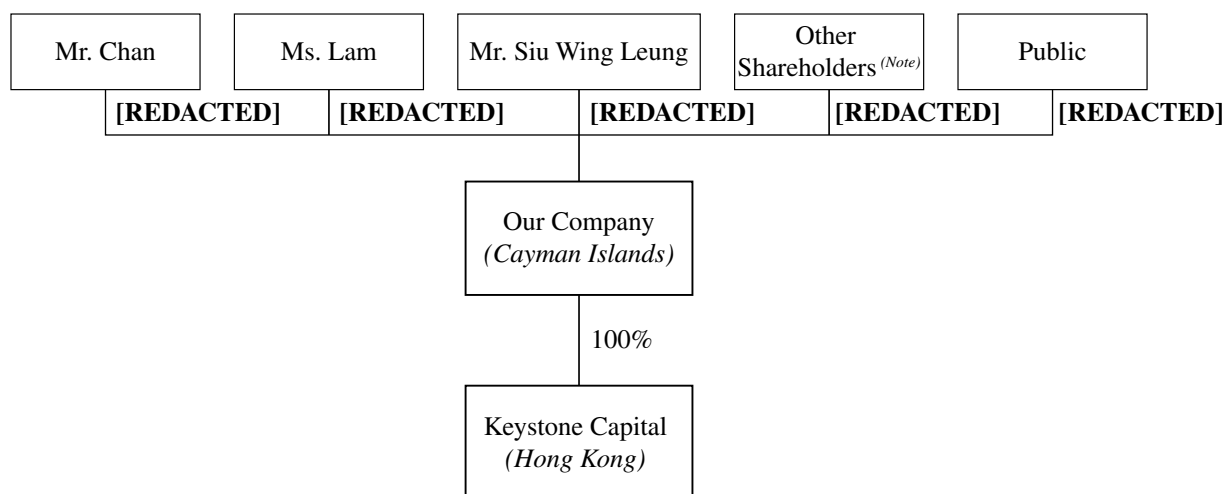
Note 1: The other Shareholders are Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Kwong Kit Ying Kitty who owned 5%, 2.5%, 2.5% and 2.5% of the issued share capital of our Company, respectively.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Set forth below is the corporate structure of our Group after the Reorganisation, [REDACTED] Investment and Transfer of Shares but immediately prior to the Capitalisation Issue and the [REDACTED]:



Set forth below is the corporate structure of our Group following completion of the Capitalisation Issue and the [REDACTED] (without taking into account any Shares which may be allotted and issued by our Company pursuant to the exercise of the [REDACTED]):



Note 2: The other Shareholders are Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Chan Ka Yee who owned 5%, 2.5%, 2.5% and 2.5% of the issued share capital of our Company, respectively immediately before the Capitalisation Issue and the [REDACTED] and [REDACTED] of the issued share capital of our Company, respectively immediately after the Capitalisation Issue and the [REDACTED]. They are counted as public float under the GEM Listing Rules.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

PREVIOUS LISTING APPLICATION

On 9 October 2025, our Company submitted a listing application on NASDAQ by filing FORM F-1 Registration Statement under the Securities Act of 1933 (the “Previous Application”). In January 2026, the U.S. Securities and Exchange Commission informed our Company that they have no further comment on the Previous Application. After considering general market development and policy changes, in particular, the rapid growth of the [REDACTED] market in Hong Kong, and our Company’s recent strategic direction, our Company, having made due consideration and for commercial reasons, decided not to proceed with the Previous Application in [March] 2026. The [REDACTED] incurred for the Previous Application was around HK\$6.4 million, which was entirely borne by Mr. Chan.

Keystone Holdings, as the immediate holding company of Keystone Capital at the time the decision to pursue the Previous Application was made, is contractually and factually responsible for the related expenses: Keystone Holdings instructed Keystone Capital to engage the relevant professional advisers and commence the Previous Application preparation on its behalf; although a subsequent group restructuring resulted in the Company becoming the immediate holding company of Keystone Capital, the Previous Application engagement and costs were incurred by and for Keystone Holdings and therefore should be borne by Keystone Holdings rather than the Company.

Our Directors confirmed that no other issues exist that require the attention of investors concerning the prior U.S. listing attempt. The Sole Sponsor, based on representation of our Directors, concurs with the Directors’ view regarding this matter.

PUBLIC FLOAT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, where the expected market value at the time of [REDACTED] does not exceed HK\$6,000,000,000, at least [REDACTED]% of the total issued share capital of our Company must at all times be held by the public. Immediately following completion of the [REDACTED] and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued by our Company pursuant to the exercise of the [REDACTED]), the following Shareholders will be core connected persons of our Company and accordingly, Shares held by them will not be counted towards the public float for the purpose of Rule 11.23(7) of the GEM Listing Rules:

- Mr. Chan, the chairman of our Board, an executive Director and a Controlling Shareholder;
- Ms. Lam, the mother of Mr. Chan and a Controlling Shareholder; and
- Mr. Siu Wing Leung, a Substantial Shareholder.

Accordingly, immediately following completion of the [REDACTED] and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued by our Company pursuant to the exercise of the [REDACTED]), approximately [REDACTED]% of our issued Shares will be held by the public and be counted towards the public float for the purpose of Rule 11.23(7) of the GEM Listing Rules irrespective of the final [REDACTED].

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

[REDACTED]

Rule 11.23A of the GEM Listing Rules provides that there must be sufficient shares for which **[REDACTED]** is sought by a new applicant that are held by the **[REDACTED]** and available for trading upon **[REDACTED]**. This will normally mean that the portion of the class of shares for which **[REDACTED]** is sought that are held by the **[REDACTED]** and not subject to any disposal restrictions (whether under contract, the GEM Listing Rules, applicable laws or otherwise), at the time of **[REDACTED]**, must: (1) represent at least 10% of the total number of issued shares in the class of shares for which **[REDACTED]** is sought (excluding treasury shares), with an expected market value at the time of **[REDACTED]** of not less than HK\$15,000,000; or (2) have an expected market value at the time of **[REDACTED]** of not less than HK\$600,000,000. Upon **[REDACTED]**, our Shares that are counted towards the **[REDACTED]** are not subject to lock-up, and thus our Company is expected to satisfy the **[REDACTED]** requirement under Rule 11.23A of the GEM Listing Rules.

BUSINESS

I. OVERVIEW

Founded in 2015, we position ourselves as a multi-family office with a primary focus on providing investment advice and portfolio management services to HNWIIs, trusts and corporate clients. During the Track Record Period, we derived a majority of our revenue from EAM activities. To cater for our clients’ investment needs, we also (i) act as introducing agent and refer them to reputable brokerage houses for them to manage their own investments where we receive referral fees from such brokerage houses; and (ii) tailor-make fund products to clients through which we act as fund manager and receive a fund management fee.

The following table set forth a breakdown of our revenue during the Track Record Period:

	2024		2025	
	HK\$’000	%	HK\$’000	%
EAM services	15,198	90.7	32,223	72.7
Introduction and referral business	1,554	9.3	11,976	27.0
Fund management services	—	—	136	0.3
Total	<u>16,752</u>	<u>100.0</u>	<u>44,335</u>	<u>100.0</u>

1) EAM services

EAM is a financial service provided by independent professional firms that manage investment portfolios for HNWIIs, trusts and corporate clients. Unlike traditional asset management activities provided by private banks or conglomerate financial institutions, an EAM manager independently operates clients’ portfolios in custodian accounts maintained with other financial institutions and focuses on delivering personalized investment solutions tailored to clients’ financial goals and risk profiles. This allows an EAM manager to formulate investment strategies independently and entirely from the perspective of client’s interests, without needing to take into account the interest of any other parties such as product providers.

Under our EAM services, we design, plan and manage our clients’ investment portfolios covering different asset classes including fixed income and deposits, structured products, equities and funds. Our key Operating Subsidiary is duly licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) activities under the SFO. In providing our services, we bring in our partner financial institutions, mainly reputable licensed banks and SFC-licensed corporations with which our clients open accounts and maintain their investment portfolios. Our clients would fully authorize us to manage their portfolios through the financial institutions’ trading platforms. We exercise the authority based on our clients’ financial goals and risk profiles. Commissions and fees will be charged on the accounts based on trades executed by us in the accounts maintained by our clients with our partner financial institutions who will then pay us Retrocession Fees. Apart from such fees, we have not charged any other fee to clients. We believe the arrangement represents a simple and transparent fee structure in that client’s portfolios will not be charged separately by different service providers. Our clients are fully aware of and have duly given their consent on such arrangement. Although the fees are paid to us by

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financial institutions, we regard the HNWI, trusts and corporates as our clients because our income is generated through wealth management services we provide to them. The following chart summarizes our EAM business model:



We are one of the earliest entrants to the EAM industry in Hong Kong with over 10 years of experience. Our Directors believe that this enables us to better position ourselves to understand clients’ requirements, promoting our image as a long-standing wealth management service provider as well as building long-term relationship with reputable financial institutions. According to CRI, we ranked third among independent EAM service providers in Hong Kong in 2025 in terms of total AUM. Please refer to the section headed “Industry overview” in this document for details.

As at the 31 March 2026, we provide our EAM services to 83 clients with total AUM of approximately US\$402 million (equivalent to approximately HK\$3,136 million). For details, please refer to the paragraph headed “V. Our customers” in this section below.

2) Introduction and referral business

Some of the investors (including our existing EAM clients) would prefer to operate and trade their own investments by themselves and request us to introduce trust-worthy and reputable brokerage houses to them. In such cases, we would introduce them our partner brokerage houses with which the investors would open accounts and directly trade securities or other financial products by themselves. In this regard, we enter into introduction and referral agreements with partner brokerage houses and this would entitle us referral fees based on the commissions generated from the accounts referred by us. Apart from the account opening referral activities, we are not involved in managing or administering any matters in relation to such accounts, nor would we provide any investment advice to the investors.

As the referral activity is one-off in nature and there is no other relationship between us and the investors arising therefrom, we do not consider investors under the introducing agent activities are our clients. Instead, we regard brokerage houses, which pay us referral fees based on account activities on a recurring bases, as our clients.

As at 31 March 2026, we have six active brokerage house clients with an aggregate of 201 investors referred by us.

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3) Fund management services

Some of our EAM clients were contemplating to trade a particular asset class that was not available or satisfactorily offered by our partner financial institutions. To cater for the clients’ needs we designed and, in conjunction with another asset management firm independent from us, launched a private umbrella open-ended fund, KMS in January 2025, which in turn is invested and beneficially owned by Mr. Chan as to 33.3% and 66.7% by a segregated portfolio company. The primary investment focus of KMS is investment and trading of a portfolio of fixed income, cryptocurrencies and related products. Keystone Capital was appointed to serve as the investment manager of KMS and charges a management fee based on AUM.

As at 31 March 2026, the total AUM under KMS was approximately US\$3 million, of which the amount will be reported by fund administrator quarterly.

II. OUR COMPETITIVE STRENGTHS

We believe that the following strengths contribute to our success and differentiate us from our competitors:

1) Early pioneer in Hong Kong EAM market with over 10 years of practical industry experience

We have been actively involved in the EAM business from as early as 2016, when the EAM market in Hong Kong was still in a formation stage and clients’ demands for EAM business was beginning to emerge.

This early entrant move allows us to attract experienced wealth managers at an early stage, build long-term client relationships, form one of the earliest partnerships with partner financial institutions and improve our operational processes continually. These in turn equip us with a strong foundation for a sustainable and growing business model. Over the past 10 years, we have successfully built a team of nine wealth managers serving 83 clients, of which approximately 44.4% and 59.0% continue to maintain active relationships with our platform for more than three years.

With over 10 years practical experience in Hong Kong EAM market, we have witnessed complete market cycles and this allows us to identify market potentials and risks with bases. We can also gradually add others services to cater for clients’ needs. In October 2017, we further expanded to introducing agent and referral business as a value added services to existing clients and perspective investors. In January 2025, we launched our first OFC fund to meet specific client needs and capture opportunities arising from the growth of digital assets.

As an early pioneer to the Hong Kong EAM market, we believe that we have positioned ourselves ahead of market developments and stayed competitive in the market.

2) Established partnerships with reputable financial institutions covering different geographical markets

As at the Latest Practicable Date, we have established partnerships with 12 reputable financial institutions in Hong Kong with background across China, Hong Kong, Singapore, the UK and Switzerland including UOB Kay Hian (Hong Kong) Limited. Each partner is a well-known financial institution focusing on providing clients with comprehensive financial services and investment platform with access to a diverse range of products meeting different investment needs. For details, please refer to the paragraph headed “V. Our Customers – 4) Our partners financial institutions” below.

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Our selection of financial institutions follows a systematic process, combining market analysis, evaluation of product suitability for client needs and assessment of each institution’s reputation and track record. Through this approach, we have established partnerships with different financial institutions with different strengths, coverage and focuses, thereby enabling us to better provide clients with tailor-made solutions.

We have formed relationships with them lasting from approximately one to nine years. By maintaining long-term relationships with these financial institutions and collaborating with them across different geographical coverage, we are able to leverage on our platform’s scale to secure competitive access to high-quality services and products. This in turn promotes the visibility and credibility of our brand among our target client segment.

3) Effective compliances, internal control and risk management infrastructure

We maintain effective compliances, internal control and risk management infrastructure designed to identify, assess, monitor and mitigate market risk and operational risk across our business operations. Our internal control and risk management framework is supported by our Directors, compliance officer, licensed representatives and responsible officers licensed by the SFC, whose collective experience and oversight enable us to maintain prudent risk management standards and stable day-to-day operations.

Our management team members leverage their industry experience and operational know-how to formulate investment strategies, closely monitoring compliances and overseeing our daily operations in a disciplined manner. This allows us to respond to market developments and client needs in a timely and prudent way while maintaining a high standard of services. In addition, our risk management system supports regular monitoring of actual and potential risks, and we conduct sensitivity analysis and stress testing across our business activities to enhance our risk awareness and support informed decision-making.

We have also established internal control procedures in respect of client on boarding, ongoing monitoring and other key operational processes. Our compliance officer regularly reviews our internal control system and where necessary, rectifies any identified deficiencies in a timely manner in order to ensure regulatory compliance and support the stable and sustainable development of our business. We continuously review and refine our internal compliance policies and procedures to ensure that our business activities are conducted in compliance with applicable laws, regulations and the relevant code of conduct in Hong Kong. For details, please refer to the paragraph headed “Business – VIII. Our Compliances, internal control and risk management” below.

We believe that our established compliances, internal control and risk management infrastructure is important to safeguard not only our business operations, but also the interests of our clients and the long-term development of our Group.

4) Experienced management team and high-quality wealth managers

Our business is led by an experienced management team with in depth industry knowledge and extensive experience in wealth management, financial services and client relationship management. Over the years, our management team has developed strong market understanding and practical execution capabilities, which have been instrumental in shaping our business model, refining our service approach and supporting the steady development of our platform.

We are also supported by a solid wealth manager network of nine wealth managers and four Responsible Officers, with an average of over 10 years of industry experience. Many of our wealth managers maintain long-standing relationships with clients. As at 31 December 2025, excluding 3 wealth

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managers that were recruited in the last quarter of 2025, our wealth managers have worked with us for an average of approximately 5 years. This stable and experienced wealth manager network supports consistent service delivery, client retention and recurring business.

Together, our management team and wealth manager network provide the know-how, continuity and execution capability that underpin our business growth.

III. OUR STRATEGIES

Our vision is to become a leading multi-family office in Asia. We believe that Asia, particularly Hong Kong provides us with ample business opportunities while the market is developing rapidly. We note that the Hong Kong Government has been actively developing Hong Kong as a vibrant ecosystem for global family offices and asset owners and have introduced various initiatives, including tax exemptions, new capital investment entrant scheme and talent and ecosystem development etc. in the past few years. For details, please refer to the section headed “Industry overview” in this document. We fully agree that Hong Kong as one of the major international financial centers is well positioned to be a major hub for family offices. We believe that our business focuses and strategies are in line with the policy direction of the Hong Kong Government.

The following outlines our development strategies:

1) Expanding and strengthening our wealth manager network

Our Directors believe that wealth managers are central to our business model who, among others, drive our client acquisition initiatives, manage client relationships and monitor and advise on portfolio management and investments. In the wealth management industry, clients are placing increasing emphasis on trusted advice, independence and personalized service. This signifies the importance of a high-quality and scalable wealth manager network. The strength, stability and scale of our wealth manager network therefore directly affect our ability to deepen our client base and expand our business.

Accordingly, we adopt a dual approach to enhance the quality and productivity of our wealth manager network. On the one hand, we focus on retaining and supporting existing wealth managers through competitive remuneration structures, professional training and dedicated operational support, with a view to improving service quality, strengthening client engagement and driving repeat business and referrals.

At the same time, we selectively recruit experienced wealth managers with established client bases to access new pools of clients. By providing a collaborative platform with robust infrastructure and professional resources, we enable wealth managers to grow their practices while contributing to the expansion of our business.

As our network continues to scale up, we expect to benefit from a self-reinforcing cycle of client acquisition, retention and referrals, supporting a sustained growth in AUMs and our long-term business development.

2) Deepening and expanding our relationships with partner financial institutions

Strong relationships with partner financial institutions are critical to delivering high-quality product offerings and meeting the increasingly sophisticated and evolving needs of our clients. In a market where access to differentiated investment opportunities and timely market insights is essential, the breadth and depth of such partnerships directly influence our ability to provide competitive and relevant solutions.

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Underpinned by this principle, we seek to maintain and further strengthen our relationships with partner financial institutions through ongoing collaboration, regular communication and close cooperation in serving clients. Leveraging our industry experience and market insights, we work closely with our partners to continuously enhance our product offerings and respond proactively and effectively to changing client preferences.

We also conduct continuous market research and industry analysis to identify reputable financial institutions with strong capabilities, sound track records and product platforms aligned with our long-term development strategy. By establishing and cultivating relationships with such institutions, we aim to further expand and diversify our network of financial institution partners.

We believe a strong and diversified partner network enhances our ability to provide clients with broader market access and more suitable investment solutions, while further strengthening our market positioning.

3) Enhancing our market presence and brand positioning

Increasing demand for independent, transparent and client-aligned wealth management solutions is creating opportunities for platforms with differentiated service models and strong distribution capabilities. Expanding our geographic presence and strengthening our market reach are therefore important for us to capture a broader client base and enhance brand visibility.

To support this, we plan to explore the possibilities of selectively broadening our geographic presence in markets with growing demand for wealth management services, while continuing to promote our platform and service capabilities to a wider group of professional investors. At the same time, we seek to broaden our sales and marketing reach through experienced wealth managers, strategic partnerships, digital platforms and participation in industry events and marketing initiatives to enhance client acquisition and engagement.

We will also continue to reinforce our positioning as an independent multi-family office focusing on quality EAM platform, emphasizing our client-oriented approach and ability to minimize potential conflicts of interest. Through this platform, we provide clients with transparent access to a broad network of financial institutions.

4) Developing additional business lines

Our primary focus will remain on further developing our EAM business, where we plan to enhance our service capabilities and strengthen our overall service offerings in response to increasing demand for independent wealth management solutions.

We also intend to further build out our investment advisory capabilities to meet evolving client needs for customized investment solutions, and may establish additional fund structures. To enhance our overall service offering, we may also explore possibilities to directly work with issuers for structured financial products that we believe our clients will be interested.

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5) Advancement of integrated systems, infrastructure and control framework

We plan to establish an integrated platform that brings together our risk management system, compliance system and internal control framework to enhance coordination and generate greater synergies across our operations. This is to be achieved through continued investment in technology, system upgrades and the adoption of digital tools, including data analytics and artificial intelligence capabilities. We aim to strengthen our ability to monitor risks, ensure regulatory compliance and improve the effectiveness of our internal control processes.

In parallel, we will continue to enhance our IT infrastructure and data governance framework, including the implementation of robust cybersecurity protocols and data protection measures, to safeguard sensitive client and business information.

We also intend to further develop our customer relationship management (CRM) capabilities to support more seamless interactions between wealth managers and clients. By leveraging on data analytics and AI-driven tools to track and analyze such interactions, we aim to generate deeper client insights, enhance service quality and improve responsiveness to client needs.

These initiatives are expected to facilitate more efficient business development by enabling wealth managers to better manage client relationships, identify potential opportunities and deliver more tailored solutions within a proper risk control and compliance environment.

IV. OUR BUSINESS

We position ourselves as a multi-family office. A multi-family office is an independent professional organization that supports clients to manage their wealth. We consider ourselves the gateway for HNWIIs, trusts and corporate clients to connect them with the financial services and investment world. Our three main lines of business are (i) EAM services; (ii) introduction and referral business; and (iii) fund management services.

As detailed in the section headed “Industry overview” in this document, multi-family office business is at its rapid development stage in Hong Kong. We believe we have early-entrant advantages and have developed ourselves as one of the top EAM service providers in term of AUM. For details, please refer to the paragraph headed “Business – II. Our competitive strengths” above.

We conduct business through our key Operating Subsidiary, which is duly licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) activities under the SFO.

1) Our EAM services

We deliver our EAM services through helping clients assess their wealth objectives, understanding their risk profiles, formulating investment strategies, constructing asset portfolio tailor-made for their requirements, screening and selecting best fit financial institutions that offer the right platforms and products, continually monitoring, reviewing and adjusting portfolio composition.

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Our EAM model

For a graphic representation of our EAM business model, please refer to the paragraph headed “Business – I. Overview” above. Under our EAM services, we independently design and manage our clients’ investment portfolios covering different asset classes and we bring in our partner financial institutions, mainly reputable full-licensed banks and SFC-licensed corporations with which our clients open accounts and maintain their asset portfolios. Pursuant to the terms of the EAM client agreements, our clients fully authorize us to manage their portfolios through the financial institutions’ trading platforms. Our partner financial institutions then pay us Retrocession Fees derived from fees and commissions generated from the trades executed by us in the accounts. Apart from such fees, we have not charged any other fee to clients. We believe that the arrangement represents a simple and transparent fee structure in that clients’ portfolios will not be charged separately by different service providers. Our clients are fully aware of, and have duly given their consent on, such arrangement. Although the fees are paid to us by financial institutions, we regard the HNWI, trusts and corporates as our clients because our income is generated through the wealth management services we provide to them.

We believe EAM model provides us with the following advantages:

- 1) We are able to fully leverage on the unique characteristics of different financial institutions for the best interests of our clients. As different financial institutions may be focusing on different financial products, services and coverage, one single financial institution may not be able to fully satisfy investment requirements for all clients. EAM model allows us to partner with different financial institutions and recommend those best suited for the individual client’s investment needs.
- 2) We are able to obtain better investment terms for our clients through economies of scale. Financial institutions would charge fees on different products and services based on, among others, the amount of AUMs maintained by a particular client. Although we manage clients’ accounts individually, our partner financial institutions regard different accounts brought in by us as a whole when calculating fees and charges. This allows us to aggregate all AUMs with a particular financial institution and enhance our bargaining power on negotiating for lower fees and charges for clients, which otherwise is not be available for individual clients when their AUMs are only considered on a separate basis.
- 3) We can focus on providing services in the best interest of our clients. Our Directors believe that one of the typical business models for conglomerate financial institutions are their internal requirements of cross-selling financial products/services to clients so as to maximize income generated from individual accounts. This may raise concerns from clients about the potential conflicts of interest. On the other hand, an EAM model allows us to avoid such potential conflicts of interest and we could act in the best interests of our clients.
- 4) Our clients’ assets are maintained directly with reputable financial institutions. Pursuant to our EAM arrangements, our clients’ assets are maintained directly with our partner financial institutions, which are banks or reputable SFC-licensed corporations. While we could decide the allocation of different asset classes and trade at our absolute discretion, we are not entitled to withdraw any asset from the financial institutions without clients’ written consent. We believe that the arrangement would further enhance our clients’ confidence as they put their assets in custody with reputable financial institutions directly under their names.

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The following table summarises key information about our EAM clients during the Track Record Period:

As at 31 December	2024	2025
Number of EAM clients	64	81
Aggregate AUMs (HK\$'million)	2,309	3,164
Revenue from EAM services during the year (HK\$'000)	15,198	32,223

Although we generate our EAM services revenue from Retrocession Fees paid by partner financial institutions, we do not consider there is a conflict of interest because: (i) we have maintained relationship with a list of partner financial institutions and clients are free to choose from the list; (ii) we fully disclose to clients the Retrocession Fees arrangement and duly obtain consent from them; (iii) our internal guidelines explicitly request wealth managers to recommend financial institutions based on clients’ best interests and on a merit base; (iv) we exercise the authority given by clients to us with care and responsibility, always keeping our clients’ financial goals and risk profiles at the forefront of our decision-making; (v) our Investment Committee and compliance team review account activities from time to time to make sure there is no abnormal trading activities done for the clients; and (vi) our Directors consider that the arrangement follows market norm commonly seen in EAM market.

Our AUMs

Under our EAM model, we do not directly hold clients’ assets but are fully authorized to manage at our sole and absolute discretion clients’ investment portfolio maintained with partner financial institutions. We therefore regard the amount managed by us and maintained with our partners financial institutions our AUMs, which include four major asset classes:

- *Fixed income products and deposits* – income focused investments that generate income based on a certain percentage on principal amount and usually have a definite period to maturity. Common products include plain vanilla bonds, notes and certificate of deposits.
- *Structured products* – pre-package financial instruments, typically issued by banks or financial institutions, that combine securities with derivatives to link returns to the performance of underlying assets like stocks, indices or commodities. They can be off-the-shelve products or tailor-made. Common products include structured notes, equity-linked investments and currency-linked investments.
- *Equities* – fractions of ownerships in particular companies which are normally listed on recognized stock exchanges. This is one of the most common tradeable financial assets. For us, equities include both equities and related products such as accumulators and decumulators.
- *Funds* – pools of money that are allocated for specific purposes and are often invested and professionally managed in order to generate returns for investors. Some common types include equity funds, bond funds and currency funds.

The actual allocation and selection of individual assets would depend on, among others, individual client’s investment preferences, return objectives and risk profiles. We regularly review our clients’ portfolio and make adjustment from time to time in accordance with the then prevailing market conditions and our clients’ investment goals. As we build and adjust our clients’ investment portfolios through trading of different assets and financial products, fees and commissions will be charged by our partner financial institutions on the accounts.

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Our partner financial institutions then pay us Retrocession Fees calculated as an agreed percentages of the fees, commissions and transaction spread they receive. For details of Retrocession Fees calculation, please refer to the paragraph headed “Business – V. Our customers – 1) Our EAM customers” below. Such Retrocession Fees constituted a majority of our revenue during the Track Record Period. We consider that the level of Retrocession Fees we receive are affected by two major factors, namely (i) amount of AUMs maintained with particular financial institutions; and (ii) level of trading activities for any particular accounts.

As our AUMs grow, fees and commissions are charged on a larger base of AUMs, which allow us to generate more revenue. At the same time, we are able to negotiate for lower fees charged on our clients’ accounts and therefore offer our clients more cost-effective wealth management solutions. We therefore consider that growth of AUMs is the key for a sustainable business model and our business objective is therefore to achieve long term growth of AUMs through, among others, soliciting new clients for additional AUMs and growing existing clients’ AUMs by leveraging on our professional asset management capabilities. The following table summarises our AUMs movement during the Track Record Period:

	As at 31 December			
	2024		2025	
	HK\$'million	US\$'000	HK\$'million	US\$'000
Beginning balance	2,407	308,562	2,309	296,061
AUMs added from new accounts ⁽¹⁾	477	61,197	596	76,388
Change of AUMs from existing client accounts ⁽²⁾	<u>(575)</u>	<u>(73,698)</u>	<u>259</u>	<u>33,174</u>
Ending balance	<u>2,309</u>	<u>296,061</u>	<u>3,164</u>	<u>405,623</u>

Notes:

- (1) AUMs added from new accounts represents assets attributable to newly on boarded EAM clients during the period.
- (2) This represents net changes in AUMs from existing client accounts, including market appreciation or depreciation of assets in, as well as net deposits and withdrawals by existing clients during the period. Our Directors consider that change of AUMs, which reflects the total amount of assets our clients entrust us, better reflect our capability of managing our clients’ assets as a whole. We therefore aggregate the appreciation/depreciation of the AUMs maintained by existing clients and the deposit/withdrawal by them into a single item in our presentation.

Our AUM decreased from approximately US\$308.6 million (equivalent to approximately HK\$2,407 million) from beginning of 2024 to approximately US\$296.1 million (equivalent to approximately HK\$2,309 million) as at 31 December 2024. Such decrease was primarily attributable to the termination of cooperation with two partner financial institutions and the closure of certain existing clients’ accounts accordingly. The net decrease in AUMs from existing client’s accounts of approximately US\$73.7 million (equivalent to approximately HK\$575 million), largely due to the termination of cooperation with the partner financial institutions and the closure of associated existing client accounts, partially offset by the additional AUMs contributed from 14 new accounts of approximately US\$61.2 million (equivalent to approximately HK\$477 million). In 2025, our AUM increased significantly to approximately US\$405.6 million (equivalent to approximately HK\$3,164 million) as at 31 December 2025. The increase was primarily attributable to increase in AUMs contributed from 23 new accounts of approximately US\$76.4 million (equivalent to approximately

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HK\$596 million) mainly driven by the expansion of our wealth management team, as the number of our wealth managers increased from six as at the 31 December 2024 to nine as at 31 December 2025, enabling us to expand our client base and attract new client assets. We also recorded a net increase in AUMs arising from change of AUMs from existing client accounts, of approximately US\$33.2 million (equivalent to approximately HK\$259 million) in 2025.

On the other hand, while we understand that a heightened level of trading activities for clients’ accounts would generate more commissions for partner financial institutions and thus our Retrocession Fees from them, we do not consider it a proper and sustainable way for us to grow our business because (i) unnecessarily heightening the level of trading activities would increase transaction costs of our clients’ accounts; and (ii) a frequent trading of different products may not be the best way to achieve long-term capital appreciation for clients’ assets. We are of the view that these two considerations are contradictory to our objective of growing our AUMs in the long run and are not in line with our duties of acting for the best interests of our clients. As such, we require our wealth managers to trade assets for their clients strictly on merit basis and have put in place a system of monitoring clients’ account activities continually. For details, please refer to the paragraph headed “Business – IV. Our Business – 1) Our EAM Services – Operational flow of our EAM Services – iii) Building portfolio and continuing monitoring” below.

The following table summarises asset classes and number of transactions of our clients’ AUMs during the Track Record Period:

As at/For the year ended 31 December	2024		2025	
	AUM (HK\$’million) (note 1)	Number of transactions (note 2)	AUM (HK\$’million) (note 1)	Number of transactions (note 2)
Fixed income and deposits	1,557	468	1,887	313
Structured products	3	224	114	787
Equities (note 3)	649	882	1,002	1,787
Funds	100	17	161	18
	<u>2,309</u>	<u>1,591</u>	<u>3,164</u>	<u>2,905</u>

Notes:

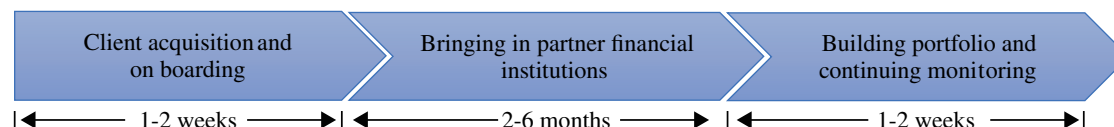
- (1) The classification of asset classes are computed based on the asset classification by our partner financial institutions.
- (2) The number of transactions generally increased in 2025, which was in line with the generally picking up of the Hong Kong capital market.
- (3) Equities include both equities and related products such as accumulators and decumulators.

Our Directors consider that our level of trading activities for clients are reasonable and are generally in line with market norm.

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Operational flow of our EAM business

The following chart shows a typical operation flow of our EAM business:



i) Clients acquisition and on boarding

All our EAM clients are Professional Investors as defined under the SFO. They are either HNWI's, trusts or corporate clients. Our clients are brought in through our wealth managers and our management team. For details about our wealth managers, please refer to the paragraph headed “Business – VI. Sales and Marketing – 2) Our wealth managers” below.

Interview and KYC

As our business activities are highly regulated under the SFO, we place a significant emphasis on understanding our clients before we bring them on board and provide any services. We have put in place standard KYC, AML, client acceptance and meeting procedures in accordance to relevant rules and regulations and require all our wealth managers to fully comply with. They include, among others, AML Guidelines, AML Cross Broder Correspondent Relationship and Selling Practices to Professional Investors.

When potential clients are introduced to us, we invite them to attend interviews during which we will collect their background information (including full name and identity, career and employment history, investment history, net worth value), enquire about their sources of wealth, understand their investment objectives and discuss about their investment experience and risk preferences. After the meeting, we will follow up with supporting document and will conduct a desktop background search about the potential clients.

Our wealth managers will then brief our management team and compliance department about the meeting results to decide whether we will accept the potential clients. Particular focus will be on, among others, (i) whether the potential clients’ profile meet the criteria of “Professional Investors” under the SFO; (ii) whether there are any potential AML, politically exposed persons or other regulatory implications; and (iii) whether the services we propose to provide would likely match with clients’ expectation.

Account opening and risk assessment

Once we have obtained a preliminary internal clearance, we will proceed to arrange clients to open accounts with us.

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We request clients to fill in an EAM Business Form in the presence of at least one of our licensed representatives. As part of the form, there is an EAM Client Agreement (as detailed below) and a Risk Profile Questionnaire. Clients’ risk assessment constitutes an important part of our EAM business as we believe that a thorough understanding of clients’ risk appetite would not only enhance our work to design a portfolio best suited for their needs, but also allow us to fulfill our regulatory responsibilities. Based on the answers provided by clients, we ascribe a risk score and classify our clients into five risk tolerance levels accordingly:

Risk Score	General Risk Profile	Description
6-8	Highly conservative	Can only tolerate little price and value fluctuations and realize(s) that investment choices may not earn return high enough to match inflation rates in the long run. Nevertheless prefer investment with no or very little price fluctuations.
9-15	Conservative	Can tolerate some price and value fluctuations in order to achieve higher return; do not prefer investment with wide range of price fluctuations and have large percentage of risky assets in the portfolio. Expect to have investment returns keep up with inflation in the long run.
16-30	Balanced	Can tolerate a wide range of price and value fluctuations. Also willing to have risky assets in the portfolio. Hope to achieve a higher investment return that can beat inflation by a meaningful margin in the long run by accepting medium level of investment product risk.
31-40	Risk taking	Can tolerate a relatively high level of investment risk and willing to accept a high price and value fluctuations in order to increase return. Accept that such a risk is necessary to earn higher return in the long run.
41-56	Highly risk taking	Can tolerate high level of investment risk and willing to accept a very high price and value fluctuations in order to maximize return. Accept that such a high risk is necessary to maximize return in the long run.

We believe the above risk assessment system is in line with market practice.

Once the clients have confirmed the above assessment, the risk profiles will form part of the basis for clients’ investment strategies formulation and portfolio construction. If the clients do not agree on the profile analysis and classification, they will be required to put in writing any reason to support any deviation from the results.

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ii) Bringing in partner financial institutions

Investment proposal and financial institutions recommendation

Based on the information and discussion with clients and taking into consideration factors such as their investment objectives, risk profiles, return goals, asset classes preferences and diversification requirements, our wealth managers would come up with investment strategies and a corresponding portfolio proposal. Our wealth managers will then go through the proposals with clients. During the process, our wealth managers will make sure clients fully understand the characteristics of the proposed portfolio and risk involved. They will make necessary adjustments based on clients’ feedback. We believe that this portfolio construction process is key to engage clients and help promote clients’ experience in using our services. This is also a process that allows us to further understand clients’ preferences, which could facilitate our continued monitoring of clients’ account at a later stage.

Once we have preliminarily agreed with clients the investment proposals and the clients have completed on boarding procedures with us, we will introduce our partner financial institutions for clients’ consideration.

On boarding financial institutions

Our partner financial institutions are reputable full-licensed commercial banks and SFC-licensed corporations. For details, please refer to the paragraph headed “Business – V. Our customers – 5) Our financial institution network” below.

In recommending partner financial institutions to clients, we will take into consideration, among others, their rankings and reputation, compliances, product offerings, charges and fees, clients admission requirements and trading platform efficiency. While we normally select and recommend one institution to our clients each time, they are free to select their own choices from our existing list and we would clearly explain differences in strengths and characteristics of each of the institutions on the list. Once clients’ have made the choice, we will arrange the financial institutions to meet with clients.

Our partner financial institutions will conduct their own KYC and account opening procedures. During the Track Record Period, none of the clients we introduced to financial institutions were rejected by them. Our clients normally open a private banking account with the financial institution where they will deposit their assets (normally cash as other securities or financial products) with the financial institution for custody. At the same time, our clients will fully authorize us as their EAM manager and give us sole and absolute discretion to manage their accounts on their behalf. Some of the banks would require us and the clients to sign a “Memorandum and Management Authority” (“MMA”) or a “Limited Power of Attorney” (“LPOA”). The purpose of these documents is to clearly instruct the financial institution in its own form with clear record about, among others, (i) our absolute authority to handle and manage the investment assets owned by our clients and held in the financial institutions; and (ii) the clients confirm and consent that we can accept Retrocession Fees payable to us by the financial institution arising from the trades we carry out for the clients. These essential terms are also reflected in the EAM Client Agreement (as detailed below) we entered with our clients.

BUSINESS

During the Track Record Period, there was one partner financial institution who was responsible for sourcing financial products that are more cost effective or otherwise not available at other partner financial institutions. Our clients do not directly maintain their assets with this partner financial institution. Instead, we place orders with them directly through their trading platform, which will be finally settled at the partner financial institutions where assets are held. We have Retrocession Fees arrangement with this partner financial institution and will be entitled to Retrocession Fees when our clients purchase financial products through them.

Execution of EAM Client Agreement

EAM Client Agreement is the principal legal document governing the relationship between us and our EAM clients. In view of this, the clients belong to our Group, not the wealth managers. We normally sign the EAM Client Agreement with our clients at the time when they open an account with us but the agreement will not be effective until the clients have successfully opened accounts with the partner financial institutions. In the event that our clients’ account opening is rejected, our EAM Client Agreement will not be effective.

Our Hong Kong Legal Advisers confirm that our EAM Client Agreement is in compliance with paragraph 6 of the Code of Conduct and they are not aware of any non-compliance of the relevant rules and regulations in respect of the terms of our EAM Client Agreement. The following summarises salient terms of our EAM Client Agreement:

Discretion and authority	• we are appointed as the agent and attorney of the client for the purpose of investing and reinvesting the investment assets (defined in the agreement) on an absolute discretionary basis, in the account maintained with the financial institutions opened in the name of the client. • we have full authority and absolute discretion (without prior reference to the client) to invest, manage, or otherwise deal with and exercise complete control over the investment assets and to give instructions to any broker in connection with the performance by it of any obligations of the management of the investment assets. • we have absolute discretion to appoint any agent to perform any of our obligations under the agreement.
Investment objectives	• the investment of our clients will be managed and invested in accordance with the clients’ investment objectives.
Custody of the investment assets	• we do not have custody or physical control of clients’ investment assets at any time. The investment assets are to be held in a segregated account maintained with a financial institution at the client’s choice and agreed by us.
Fees and charges	• we are entitled to charge our client management fees and performance fees according to the calculation set out in a schedule to the agreement. However, in actual practice, we have never charged any of our clients any such management fees or performance fees.

BUSINESS

Risk acknowledgement by the client	• client consents and agrees that we are entitled to receive and retain any cash or money brokerage commission rebates, i.e. Retrocession Fees in relation to the transactions effected for and on behalf of the client and in relation to our management of the investment assets, provided that the brokerage rates do not exceed the customary full service brokerage rates.
Termination and renewal	• the client confirms and acknowledges that they understand the risks inherent to the nature of discretionary investment management account, and the risks inherent to the issue of conflict of interest in that we may take an opposite position to the client’s order while acting for the client. • either we or our client is entitled to terminate the agreement at any time by giving written notice ranging from one to three months to the other party. The agreement is renewable automatically for successive 12-month periods unless the client gives us written notice of termination.

Completion of account opening with financial institutions

After the clients are accepted by the chosen financial institutions, both the clients and we will be informed. The clients will be directed to deposit the agreed investment amounts into the accounts in form of cash and/or assets as agreed. At the same time, our EAM Client Agreement will become effective.

iii) Building portfolio and continuing monitoring

Building portfolio

Once our EAM Client Agreement becomes effective, our designated wealth manager will start to construct and assemble an investment portfolio based on the investment proposal agreed with clients. During the process, wealth managers will start trading for clients’ accounts. To ensure proper control, all trading orders will be channeled through our in-house dealers, who are responsible for collecting and placing orders with all partner financial institutions. Our partner financial institutions will only take orders from persons explicitly authorized by us and none of our wealth managers are authorized to place orders directly with partner financial institutions. As at the Latest Practicable Date, we have two in-house dealers who are licensed to conduct Type 1 (dealing in securities) activities under the SFO to fulfil their work.

Upon receiving the orders placed by wealth managers, our in-house dealers will in turn place the orders with relevant partner financial institutions through email or telephones. For the best interests of our clients and in compliance with relevant rules and regulations (including paragraph 3.2 of Code of Conduct and circular promulgated by the SFC on 30 January 2018 on best execution), we have put in place “Best execution guidelines” and require all our wealth managers and dealers to strictly follow. The guidelines stipulate that, among others, transaction orders are executed on the best available terms and shall take into account important factors such as price, speed and likelihood of execution when executing a transaction. In addition, we will make sure that all orders are allocated fairly among different accounts if the same assets are traded simultaneously for different accounts.

BUSINESS

After an order is executed, our partner financial institutions then send over order confirmations to us via emails.

In addition to the above control, we also have other procedures to safeguard the interests of our clients:

- pre-trade controls: price deviation checks, limit checks and restricted lists etc.
- post-trade monitoring: regular sampling of executed trades against benchmarks and transaction cost analysis etc.
- exception management: definite criteria, escalation path and investigation procedures etc.
- record-keeping: the whole sets of trading records including placing trading orders and orders confirmation are accurate, complete and properly recorded.

Our chief operating officer is responsible for overseeing and ensuring that full compliance of our internal guidelines and our compliance team will conduct sampling as double checking processes. We will also review our execution guideline framework regularly to ensure effectiveness over time.

Continual portfolio monitoring

The following summarises our portfolio monitoring practices:

- Statements of trading activities and account position will be directly sent to clients by financial institutions.
- Our wealth managers will closely monitor each of the portfolios under the accounts designated to them and will make any necessary adjustment if they deem fit.
- Our wealth managers will hold regular meetings with clients to review and update their portfolios. The meeting frequency shall depend on the characteristics of individual accounts and indication in the EAM Client Agreement.
- Meanwhile, our wealth managers are ready to answer and explain to our clients from time-to-time special features of particular asset classes and products upon request.

We have put in place a compliances, internal control and risk management platform to closely monitor trading activities conducted by our wealth managers. For details please refer to the paragraph headed “Business – VIII. Our Compliances, internal control and risk management” below.

2) Our introduction and referral business

Some investors would prefer to operate their own accounts, particularly for more common asset classes such as equities and related products. We therefore from time to time receive requests from new investors and existing EAM clients to recommend them reputable and trust-worthy brokerage houses. We consider such services allow us to add value to our existing clients, to boarden our investors reach and to further strengthen our relationship with our brokerage firm partners.

BUSINESS

In this respect, we act as introducing agent to our brokerage house partners and enter into introduction and referral agreements with them. Pursuant to the introduction and referral agreements, the brokerage houses would pay us referral fees calculated as a portion on the brokerage commissions they receive from the accounts referred by us. Such referral fees will be paid continually so long as the accounts referred by us generate commissions for the brokerage houses. Settlement of all activities in the clients’ accounts maintained with the brokerage houses will be dealt with between the brokerage houses and their clients directly. When accepting clients referred by us, brokerage houses will conduct their own KYC, AML and client acceptance procedures and in no case that we will be responsible for any dealings between the brokerage house and the referred investor.

All the investors we refer to brokerage houses are brought in by our wealth managers. These investors may or may not be Professional Investors as defined under the SFO. We will not charge any fee to investors for our referral services and do not provide any asset management and/or financial advisory services to them. As we have no formal contractual relationship with these investors, we do not regard them as our clients. On the other hand, since brokerage houses pay us portion of their commissions and brokerage fees received from investors as our referral fees, we regard these brokerage houses as our clients.

All our brokerage house partners are reputable regional or state-owned securities firms. As at the Latest Practicable Date, we entered into introduction and referral agreements with six brokerage houses, including UOB Kay Hian (Hong Kong) Limited.

The following table shows a breakdown of our introduction and referral business during the Track Record Period:

As at 31 December	2024	2025
Number of brokerage houses partners	6	6
Number of investors referred	172	199
Revenue from introduction and referral business during the year (HK\$’000)	1,554	11,976

The following table summarises salient terms of our typical introduction and referral agreements:

Our capacity and scope of services	- we act as an independent contractor of the brokerage firms responsible for identifying and referring to them investors on a best effort basis. No relationship of any other kind is created under these agreements and we are not entitled to hold ourselves out to be an agent, employee or representative of the brokerage firms. - the brokerage firms are responsible for performing all their own client acceptance procedures including KYC and AML procedures before deciding accepting the clients.
Non-exclusivity	We are not restricted to refer clients exclusively to any particular brokerage houses and likewise, the brokerage houses are open to accept referral of clients by any parties other than us.

BUSINESS

Referral fees	The brokerage houses will pay us referral fees calculated according to the net brokerage commissions they charge clients whom we successfully refer to them and who are not already their clients. Such fees will be paid to us by the brokerage houses on monthly in arrears basis or other regular period as agreed between us and the brokerage houses.
Termination	Either party to the agreement may, without any cause, terminate the agreement by giving the other side a specific period written notice.

3) Our fund management services

Some of our EAM clients were contemplating to trade a particular asset class that was not available or satisfactory offered by our partner financial institutions. To cater for the clients’ needs, we designed and, in conjunction with another independent asset management firm, launched a private umbrella open-ended fund, KMS in January 2025. The primary investment focus of KMS is investment and trading a portfolio of fixed income products and cryptocurrencies and related products. Leveraging on its track record and expertise in the investment arena, Keystone Capital was appointed and serve as the investment manager of KMS and charges a management fee calculated based on AUM. As this fund was established to tailor for specific needs of our clients, we have not actively marketed it to any other clients. We consider our fund management services incidental to our EAM services.

In the future, we do not preclude the possibility to design and launch further fund management products if we find that existing products offered by our partner financial institutions cannot satisfactorily meet the investment requirements of our clients.

As at the 31 March 2026, the total AUM under KMS was approximately US\$3 million which was beneficially owned as to 33.3% by Mr. Chan and 66.7% by a segregated portfolio company.

V. OUR CUSTOMERS

We have three principal lines of business, namely EAM services, introduction and referral business and fund management services.

For our EAM services, our clients primarily include HNWIs, trusts and corporate clients. All these clients are “Professional Investors” as defined under the SFO. For our introducing and referral business, our clients are brokerage houses. For our fund management services, our only client is Keystone Multi Strategy OFC, an open-ended fund we launched in 2025.

The following table provide a summary of number of our clients and composition for our EAM and introduction and referral business during the Track Record Period:

As at 31 December	2024	2025
EAM services		
– HNWIs	56	74
– Trust	1	1
– Corporate investors	7	6
Introduction and referral business		
– Brokerage houses	6	6
Fund management services	–	1

BUSINESS

1) Our EAM business clients

We provide EAM services only to Professional Investors (as defined under the SFO). We have well-defined internal manuals and guidelines detailing the criteria and assessment procedures for prospective clients to meet the definitions of “Professional Investors” under the SFO.

Our EAM clients include HNWIIs, trusts and corporate clients. The majority of them come from Chinese Mainland, Hong Kong, Macau and Taiwan, which in aggregate account for approximately 98% of our total number of clients as at 31 March 2026, with the remaining coming from other countries including Germany and Singapore. All contracts with our clients are executed in Hong Kong.

Our target group of HNWIIs are typically those with AUMs of between US\$5 million to US\$50 million. As this group of clients are not at the top of AUMs ranking for typical private banks, resources and attention given to these clients by private banks may not meet their expectations. We therefore consider this particular segment gives us a niche as we are able to provide the level of caring and tailor-made solutions that otherwise may not be enjoyed by them if they open accounts directly with private banks. As at 31 December 2025, average AUMs of our clients was approximately US\$4.5 million with a range from approximately US\$2,140 to approximately US\$31.7 million.

In delivering our services, we bring in partner financial institutions with which our clients open accounts and maintain their investment portfolios. As detailed below, our partner financial institutions then pay us Retrocession Fees derived from the trades executed by us in the accounts. Apart from such fees, we have not imposed any direct management fees, performances fees or other charges on our clients. Our clients are fully aware of, and have duly given their consent on, such arrangement. We have put in place “Commission disclosure guidelines” which list out explicit guidance and processes in disclosing commissions and/or fees related matters to clients. All our staff and wealth managers are required to follow the guidelines. Although the fees are paid to us by partner financial institutions, we regard HNWIIs, trusts and corporate clients as our clients because our income is generated from wealth management services provided to them.

The Retrocession Fees we receive are determined in accordance with the respective EAM Agreements entered into between us and our partner financial institutions. Pursuant to these agreements, we are entitled to an agreed percentage of the net fee earned by the partner financial institutions and the transaction spread on certain products offered by the product issuers, after deducting any third-party commissions, fees, or charges payable by our partner financial institutions to external parties. During the Track Record Period, the majority of our EAM Agreements generally stipulate a rate between 50% and 60%.

The net fee income charged by partner financial institutions typically include custodian fees, fund trailer fees, securities brokerage commissions and subscription and management fees arising from fund transactions. Such Retrocession Fees are remitted to us on a monthly or quarterly basis and constitute separate payment obligations of our partner financial institutions, independent of and without any deduction from our clients’ AUMs.

BUSINESS

The following table summarises the average percentage of income based on the transaction amount for different asset classes before payment of Retrocession Fees during the Track Record Period:

Asset classes	Average
Fixed income products and deposits	0.34%
Structured products	0.96%
Equities (<i>note</i>)	0.52%
Funds	0.90%

Note: Equities include both equities and related products such as accumulators and decumulators.

2) Our introduction and referral business clients

Our clients under our introducing and referral business are primarily brokerage houses with whom we entered into introduction and referral agreements and refer them prospective investors. We do not have any contractual relationship with the prospective investors arising from such referral activities, nor do we provide any investment or related advice to them. We therefore do not consider such investors as our clients and instead regard brokerage houses as our clients under this business line.

Pursuant to the introduction and referral agreements we enter into with brokerages houses, we are entitled to referral fees in connection with our role of introducing clients to the brokerage houses. Such agreement will remain in force so long as the investors we introduced continue to maintain accounts with the brokerage houses unless the agreement is terminated by either party in accordance with the termination provision set out therein.

Our referral income is calculated based on an agreed percentage of the commission fees received by the brokerage houses. During the Track Record Period, we were generally entitled to receive between 30% and 65%. The referral fees are settled on a monthly or quarterly basis.

3) Our fund management client

As at the Latest Practicable Date, our only fund client was Keystone Multi Strategy OFC which in turn is invested and beneficially owned as to 33.3% by Mr. Chan and 66.7% by a segregated portfolio company. For details, please refer to the paragraph headed “Business – IV. Our Business – 3) Our fund management services” above.

4) Our five largest customers

For each of the two years ended 31 December 2025, the total revenue attributable to our five largest clients amounted to approximately HK\$8.7 million and HK\$23.3 million, representing approximately 51.8% and 52.5% of our total revenue respectively, while the total revenue attributable to our largest client for each of the two years ended 31 December 2025 amounted to approximately HK\$4.0 million and HK\$9.6 million, representing approximately 23.8% and 21.6% of our total revenue, respectively.

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The following tables set forth certain information about our five largest clients during the Track Record Period:

For the year ended 31 December 2025

Client⁽¹⁾	Business line	Relationship since	Revenue (HK\$'000)	% to total revenue
Client A	Introduction and referral	2023	9,577	21.6
Client B	EAM	2025	5,970	13.4
Client C	EAM	2024	2,841	6.4
Client D	EAM	2025	2,561	5.8
Client E	EAM	2024	2,333	5.3
Total			23,282	52.5

For the year ended 31 December 2024

Client⁽²⁾	Business line	Relationship since	Revenue (HK\$'000)	% to total revenue
Client F	EAM	2022	3,984	23.8
Client G	EAM	2020	1,531	9.1
Client C	EAM	2024	1,363	8.1
Client H	EAM	2016	971	5.8
Client A	Introduction and referral	2023	836	5.0
Total			8,685	51.8

Notes:

- (1) For the year ended 31 December 2025, Client A was a financial institution and was also our fifth largest customer for the year ended 31 December 2024, Client B was an HNWI, Client C was a trust and was also our third largest customer for the year ended 31 December 2024, and each of Client D and Client E was an HNWI.
- (2) For the year ended 31 December 2024, Client F was an HNWI, Client C was a trust, Client G was an HNWI, Client H was an HNWI and Client A was a financial institution.

Our Directors confirm that all of our five largest clients for each of the years during the Track Record Period were Independent Third Parties. To the best knowledge of our Directors, none of our Directors, chief executive, any person who owns more than 5% of the issued share capital of our Company, or any of their respective close associates, has had or has any interest in any of our five largest clients during the Track Record Period.

BUSINESS

5) Our financial institutions network

As at the Latest Practicable date, we have established partnerships with 12 reputable financial institutions. They include:

- (i) Five partner financial institutions with which our EAM clients open accounts and put in custody their assets. Services and support provided by our partner financial institutions to our clients and wealth managers may include:
 - Custodian
 - Trading platform
 - Off the shelves financial products
 - Tailor made financial products
 - Research and market analysis
 - General account administration
 - Others;
- (ii) One partner financial institution is responsible for sourcing financial products that are more cost effective or otherwise not available at other partner financial institutions for our clients. Our clients do not directly maintain their assets with this partner financial institution. Instead, we place orders with them through their trading platform which will be finally settled at the partner financial institutions where assets are held which our clients maintain their assets with. We have Retrocession Fees arrangement with this partner financial institution and will be entitled to Retrocession Fees when our clients purchase financial products through them; and
- (iii) six brokerage house clients under our introduction and referral business.

These financial institutions span across various jurisdictions including China, Hong Kong, Singapore, the UK and Switzerland including UOB Kay Hian (Hong Kong) Limited. Each partner is a well-known financial institution focusing on providing clients with access to a diverse range of products meeting different investment needs.

BUSINESS

These 12 financial institutions are the ones who pay us Retrocession Fees and introduction and referral business fees which accounted for a majority of our revenue. Total fees received from our top five financial institution network represented approximately 91.4% and 94.0% of our total revenue for the two years ended 31 December 2024 and 2025 respectively. The following table summarizes the background of our top five financial institution network during the Track Record Period and their respective contribution to our total revenue:

For the year ended 31 December 2025

Financial institution	Descriptions	Type of business	Retrocession Fees and/or introduction and referral fee paid to us (HK\$'000)	% of total revenue	Number of EAM clients and/or referred investors as at 31 December 2025	Relationship since
A	A licensed bank incorporated in Hong Kong and a subsidiary of a bank headquartered in Singapore ⁽¹⁾	EAM	11,844	26.7	51	2018
B	A corporation licensed to carry Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO ⁽²⁾	EAM and introduction and referral	11,463	25.9	43	2023
C	A corporation licensed to carry Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO	EAM	8,224	18.5	N.A. ⁽³⁾ (Note)	2023
D	A licensed bank incorporated in Hong Kong and a subsidiary of a U.K.-headquartered banking group ⁽¹⁾	EAM	7,990	18.0	11	2024
E	Hong Kong branch and Singapore branch of a bank headquartered in Switzerland ⁽¹⁾	EAM	2,157	4.9	7	2020
Total			<u>41,678</u>	<u>94.0</u>		

BUSINESS

For the year ended 31 December 2024

Financial institution	Descriptions	Type of business	Retrocession Fees and/or introduction and referral fee paid to us (HK\$'000)	% of total revenue	Number of EAM clients and/or referred investors as at 31 December 2024	Relationship since
A	A licensed bank incorporated in Hong Kong and a subsidiary of a bank headquartered in Singapore ⁽¹⁾	EAM	6,293	37.6	52	2018
C	A corporation licensed to carry Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO	EAM	4,013	24.0	N.A. ⁽³⁾ (Note)	2023
F	A licensed bank incorporated in Hong Kong and a subsidiary of a U.K.-headquartered banking group ⁽¹⁾	EAM	2,564	15.3	0 ⁽⁴⁾ (Note)	2022
B	A corporation licensed to carry Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO ⁽²⁾	EAM and introduction and referral	1,233	7.3	16	2023
G	A Singapore branch of a bank headquartered in Germany ⁽¹⁾	EAM	1,201	7.2	0 ⁽⁵⁾	2016
Total			15,304	91.4		

Notes:

- (1) Financial institutions A, D, E, F and G are our partner financial institutions with which our EAM clients open accounts and put in custody their assets, service and support provided by our partner financial institutions to our clients and wealth managers.
- (2) Financial institution B is our brokerage house partner under our introduction and referral business.
- (3) Financial institution C is partner financial institution who is responsible for sourcing financial products that are more cost effective or otherwise not available by other partner financial institutions for our clients. All investors are able to access to the platform and conduct transactions and hence the number of investors is not meaningful.
- (4) In 2024, we terminated our relationship with financial institution F because they no longer conducted EAM businesses in Hong Kong.
- (5) In 2024, we terminated our relationship with financial institution G as we consider that their local support offered in Hong Kong did not meet our clients' requirements.

BUSINESS

Our selection of financial institutions follows a systematic process. The following list out some of our selection criteria in selecting our partner financial institutions:

- Rankings and reputation – whether the financial institutions have strong financial capability and high credit worthiness;
- Compliance – whether the financial institutions have implemented compliance requirements in line with our standards;
- Product offerings – the breadth and depth of products offered by the financial institutions and the flexibility in term of offering tailor-made products;
- Charges and fees – the items chargeable and level of fee scale for different accounts, products and services;
- Clients admission requirements – minimum amount of assets to be maintained with the financial institutions, timing required for opening accounts and other conditions that may be imposed;
- Trading platform efficiency – whether the platform provided by the partner financial institutions meet an appropriate standard of execution in the relevant market.
- Service quality – the standard of service quality provided by the financial institutions.

Our Directors confirm that all of these financial institutions for each of the year ended 31 December 2024 and 2025 were Independent Third Parties. To the best knowledge of our Directors, none of our Directors, chief executive, any person who owns more than 5% of the issued share capital of our Company, or any of their respective close associates, has had or has any interest in any of our partner financial institutions during the Track Record Period.

VI. SALES AND MARKETING

1) Our brand

Keystone Capital is our key Operating Subsidiary and we carry our business by using the same brandname. We strive to establish Keystone Capital as a trusted and professional multi-family office brand among clients and business partners. We have also registered two logos as detailed in the paragraph headed “Business – XV. Intellectual property” below. In our external communications, we use both the logos and/or our brandname concurrently or interchangeably.

During the Track Record Period, we have not placed any advertisements nor incurred any advertisement expenses in relation to our brand building activities. Notwithstanding this, we manage to continually grow our client base and our AUMs. We market our business and brands largely through word-of-mouth among our existing clients and business partners, and the continual efforts of our management team and wealth managers in building up a solid business network. This is achieved via:

- Continually providing professional, cost-effective and tailor-made services to clients in a professional manners;
- Organizing and/or attending as key note speaker in different seminars in, among others, family offices, wealth management and legacy arrangements;

BUSINESS

- Regularly meeting our partner financial institutions to ensure seamless services to be provided to clients;
- Providing training and support to our wealth managers on, among others, service excellence; and
- Constantly reviewing and improving our marketing and client servicing practices.

Our commitment to excellence is reflected in the awards and accolades we have received from well-known organizations and partner financial institutions. A selection of our recent notable awards include:-

1. Performance Award for Corporate – Sustainability Impact for SDGs, issued in 2025 by United Nations Global Leadership & ESG Programme, SDG Impact and Sustainable Development Goals;
2. Best Discretionary Portfolio Manager – Bonds, issued in 2022 by iFAST Wealth Advisers;
3. Hong Kong’s Most Outstanding Services Awards 2021, issued in 2021 by HKMOS; and
4. Outstanding Business Partner – issued in 2025 by DBS Bank.

2) Our wealth managers

Our wealth managers, who are at the frontline of providing our services, will bring in clients. Our Directors confirm that all marketing activities conducted by our wealth managers are carried out in Hong Kong and are in compliance with all relevant rules and regulations.

Our wealth managers have the following key responsibilities:

- *building up our client base* – mainly through referrals by existing clients or from business network developed by our wealth managers. Once they bring in clients who have opened accounts with us, the clients belong to our Group. As at the Latest Practical Date, none of our clients are walked-in;
- *understanding clients and conducting preliminary assessment* – meeting potential clients and conducting preliminary assessment as to whether clients meet professional investors and other client acceptance criteria, their wealth objectives as well as risk profiles;
- *preparing wealth management proposal* – based on clients’ requirements, objectives, investment horizon and risk profile. The wealth management proposal normally includes investment objectives, asset class selection and allocation, scale of investment, features of the portfolio and financial institutions recommendation;
- *monitoring and maintaining clients’ portfolio* – adjusting clients’ portfolio through the trading platform provided by our partner financial institutions; and
- *ongoing client advice and contact* – act as the major contact points for our clients and be responsible for providing ongoing advice and answering any queries from clients.

We believe that their marketing efforts, quality of services, expertise and integrity form an integral part of the client experience and thus core elements of our marketing initiatives.

BUSINESS

The following table summarises the years of experience in financial/wealth management industry of our wealth managers as of the Latest Practicable Date:

Years of experience in the financial/wealth management industry	Number of wealth managers
5-10 years	2
> 10-15 years	5
> 15 years	2

As at the Latest Practicable Date, we have a total of nine wealth managers, one of which is our full-time employee and eight have entered into agency agreements with us. For detailed terms of the agency agreement, please refer to the paragraph headed “Business – XVII. Employees – agency contracts with self-employed wealth managers” below. Our wealth managers are joining us from private banks, wealth management division of commercial banks and/or fund management houses. They all have experience in wealth management and are all licensed to conduct Type 9 (asset management) activities under the SFO.

Our full-time employee receives a fixed monthly salary and a discretionary bonus. For self-employed wealth managers, they are entitled to commissions based on Retrocession Fees and/or referral fees we received. Depending on factors including wealth managers’ experience, performance of the wealth managers, clients’ background and AUM and natures and amount of fees we receive from financial institutions, the commissions we pay to our wealth managers typically range from 60% to 65% of the gross fee we receive from financial institutions.

During the Track Record Period, a substantial part of our expenses were the commission and other benefits paid to our wealth managers, which together accounted for approximately 43.5% and 52.0% respectively of our total expenses for the two years ended 31 December 2024 and 2025. The following table set out the payments we made to our five highest paid wealth managers during the Track Record Period:

For the year ended 31 December 2025

Wealth manager⁽¹⁾	Joined since	Payment (HK\$’000)	% to commission
A	2016	3,933	38.9
B ⁽²⁾	2021	2,755	27.2
C	2023	1,815	18.0
D	2024	1,368	13.5
E	2019	239	2.4
Total:		10,110	100.0

BUSINESS

For the year ended 31 December 2024

Wealth manager⁽¹⁾	Joined since	Payment (HK\$'000)	% to commission
B ⁽²⁾	2021	1,682	36.8
A	2016	1,324	29.0
C	2023	903	19.7
D	2024	483	10.6
E	2019	175	3.8
		Total:	
		4,567	99.9

Notes:

- (1) All the above are wealth managers who have entered into agency agreement with us.
- (2) Wealth manager B owned 2.5% of the issued share capital of the Company from 13 May 2025 and up to 10 April 2026.

Since 13 May 2025, two wealth managers have each held 2.5% of the Company’s issued share capital, one of whom (a full time employee of us) continues to be a shareholder to date, while the other (wealth manager B above) ceased to be a shareholder with effect from 10 April 2026. Our Directors confirm that, save as disclosed herein, all of our five highest paid wealth managers for each of the years during the Track Record Period were Independent Third Parties. To the best knowledge of our Directors, none of our Directors, chief executive, any person who owns more than 5% of the issued share capital of our Company, or any of their respective close associates of our five highest paid wealth managers. Please also see paragraph headed “Business – VI. Sales and marketing – 2) Our wealth managers” below.

We provide continuous trainings, compliance and licensing support and, in conjunction with our partner financial institutions, research and market analysis to our wealth managers. We have put in place a number of guidelines and manuals for our wealth managers, including:

- Staff handbook
- Compliance manual
- CPT annual reminder
- Internal operation manual
- Selling practices to professional investors manual

All our wealth managers are subject to the above guidelines and our compliance and internal control requirements which may be updated and amended from time to time, details of which are discussed in the paragraph headed “Business – VIII. Our Compliances, internal control and risk management” below.

BUSINESS

3) Customer services and complaints

Client services

In our opinion, service excellence is the best marketing tool for promoting our brand and business. We therefore have comprehensive guidelines on our service standard and established procedures for our wealth managers in providing their services.

We believe that a full engagement of clients during the wealth management process not only can enhance their experience in using our services but also can facilitate our further understanding about their preferences and styles. This in turn allows our wealth managers to provide better advice and more tailor-made solutions to discover and address their needs.

Our management team is responsible for reviewing and ensuring service quality of our wealth managers and partner financial institutions. We regularly review the frequency, manner and way of communications between our wealth managers and clients. We also have regular meetings with our financial institutions network in ensuring the products and services they provide could best meet our clients' needs.

Complaints handling

We have established procedures for handling complaints. All complaints, whether written or verbal, have to be reported to our complaints officer and a register is kept of all complaints including details such as name of complainant, date of receiving the complaint, a description of the nature and factual circumstances giving rise of the complaint, and date of our response given to the complainant.

All complaints are handled as a matter of priority. Upon receiving a complaint, our complaints officer will take the following procedures:

- Our complaints officer shall liaise immediately with the staff member involved so as to verify the validity and other details about the complaint, and for us to decide on whether any other follow up or necessary action is required to be taken, based on the nature of the complaint.
- Each of our employees are obliged to provide all information required by our complaints officer.
- Our complaints officer will conduct in-depth investigation, and prepare reply letter to the complainant and any complaint case should be settled within a reasonable period. The complainant will be informed by us as to whether we accept the complaint and offer redress or if we reject the complaint with reasons.
- Our complaints officer will report all complaints, if any, to our senior management, and an independent compliance review on complaint handling will be conducted by our compliance department on a regular basis aimed at examining adherence to our complaint handling procedures.

During the Track Record Period and up to and including the Latest Practicable Date, we did not receive any material complaints from any of our clients about our Group or our employees.

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VII. OUR SUPPLIERS

Due to the nature of our principal business activities, we have no major suppliers.

To the best knowledge of our Directors, none of our Directors, chief executive, any person who owns more than 5% of the issued share capital of our Company, or any of their respective close associates, has had or has any interest in any of our suppliers during the Track Record Period. All of our suppliers during the Track Record Period are Independent Third Parties.

VIII. OUR COMPLIANCES, INTERNAL CONTROL AND RISK MANAGEMENT

As a licensed financial advisory group, we believe that compliances, internal control and risk management form an integral and important part of our business operation and it is important for us to build a reliable and sustainable infrastructure to fully address these areas to support our business and development. Our Directors confirm that during the Track Record Period and up to Latest Practicable Date, our Group was in compliance with all applicable rules, legislations, permits and licensing requirements, codes and guidelines which are applicable and material to our operations.

1) Our regulatory environment and license requirements

Financial services industry in Hong Kong is highly regulated, both the licensed corporations and their relevant employees have to fully comply with relevant licensing requirements and conduct guidelines.

The SFO (Cap 571) is the principal legislation to regulate the securities and futures industry in Hong Kong and the SFC is an independent statutory body established by the SFO responsible for administering the laws governing the securities and futures markets in Hong Kong, licensing market participants and facilitating and encouraging the development of the financial markets. It is empowered to govern and supervise a wide range of matters, including:

- Rules in respect of the listing of securities, the suspension of dealings in securities, the allotment of securities and other matters relevant to a recognized exchange;
- Rules relating to conduct of business by licensed and registered financial intermediaries;
- Rules setting contract limits and reportable positions;
- Rules relating to insurance for licensed corporations;
- Rules regarding investor compensation;
- Rules relating to financial resources for licensed corporations;
- Rules relating to the treatment of client securities by licensed and registered financial intermediaries;
- Rules relating to the treatment of client monies by licensed corporations;
- Rules providing for record keeping by licensed and registered financial intermediaries;
- Rules relating to contract notes and statements of account for licensed and registered financial intermediaries;

BUSINESS

- Rules creating safe-harbour from market misconduct offenses;
- Rules requiring reporting of certain shares interests and trading positions;
- Other rules include rules relating short selling, unsolicited calls, accounts and audit, associated entities and registration of disciplinary orders.

For details, please refer to the section headed “Regulatory overview” in this document.

Our key Operating Subsidiary, i.e. Keystone Capital, is duly licensed by the SFC to conduct Type 1 (dealing in securities), Type 4 (advising in securities) and Type 9 (asset management) regulated activities under the SFO. Set out below is a summary of licenses held by Keystone Capital as at the Latest Practicable Date:

License (<i>note 1</i>)	Issue since
Licenses to carry out Type 4 (advising in securities) and Type 9 (asset management) regulated activities (<i>note 2</i>)	17 June 2016
License to carry out Type 1 (dealing in securities) regulated activity (<i>note 3</i>)	1 June 2017

Notes:

- (1) All licenses are granted by the SFC and have no expiry dates.
- (2) The licenses are subject the conditions: (i) shall not hold client assets; (ii) shall only provide services to professional investors (as defined under the SFO).
- (3) The license is subject to the condition that the license shall not hold client assets.

Our Directors confirm that, during the Track Record Period and up to Latest Practicable Date, our Group has obtained all requisite licenses and approvals for conducting our business activities as set out in this document.

As a licensed corporation (as defined under the SFO), Keystone Capital and our Group as a whole, is subject to relevant requirements as stipulated under the SFO and all other relevant regulations in Hong Kong including, among others, the Code of Conduct, the Companies Ordinances and all guidelines that may be promulgated by the SFC and/or other competent authorities from time to time. In particular, there are several requirements governing Keystone Capital for its operation:

- Under section 145 of the SFO, all licensed corporations are required to have a minimum level of paid-up share capital and liquid capital in respect of the regulated activities. Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, Keystone Capital maintained the requisite paid up share capital and liquid capital under the FRR.

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- Under section 114 of the SFO, all staff members who carry out activities regulated by the SFC have to be duly licensed under the SFO, either as licensed representatives or responsible officers. Set out below is a table of the respective numbers of our responsible officers and licensed representatives for each type of regulated activities as at the Latest Practicable Date:-

Regulated activities	Responsible officer	Licensed representatives
Type 1	4	5
Type 4	4	5
Type 9	4	8

Note: a total of four staff hold licenses to conduct Types 1, 4 and 9 regulated activities under the SFO and four staff hold licenses to conduct only Types 1 and 4 regulated activities under the SFO.

- Under section 125 of the SFO, all licensed corporations must at all time maintain two responsible officers approved by the SFC for each type of regulated activities. Set out below is a table of the names of the responsible officers approved by the SFC for each type of regulated activities as at the Latest Practicable Date:-

Regulated activities	Name of responsible officer
Types 1, 4 and 9	CHAN Tak Chiu SIU Wing Kin LEW Cheuk Ning NG Yee Ki Aiki

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- Under the Manager-In-Charge (MIC) regime introduced by SFC circular on 16 December 2016 and fully implemented on 17 October 2017, all licensed corporations must appoint MICs to be responsible for certain functions. The following table lists out the details of the functions of MICs and the respective designated persons for us:

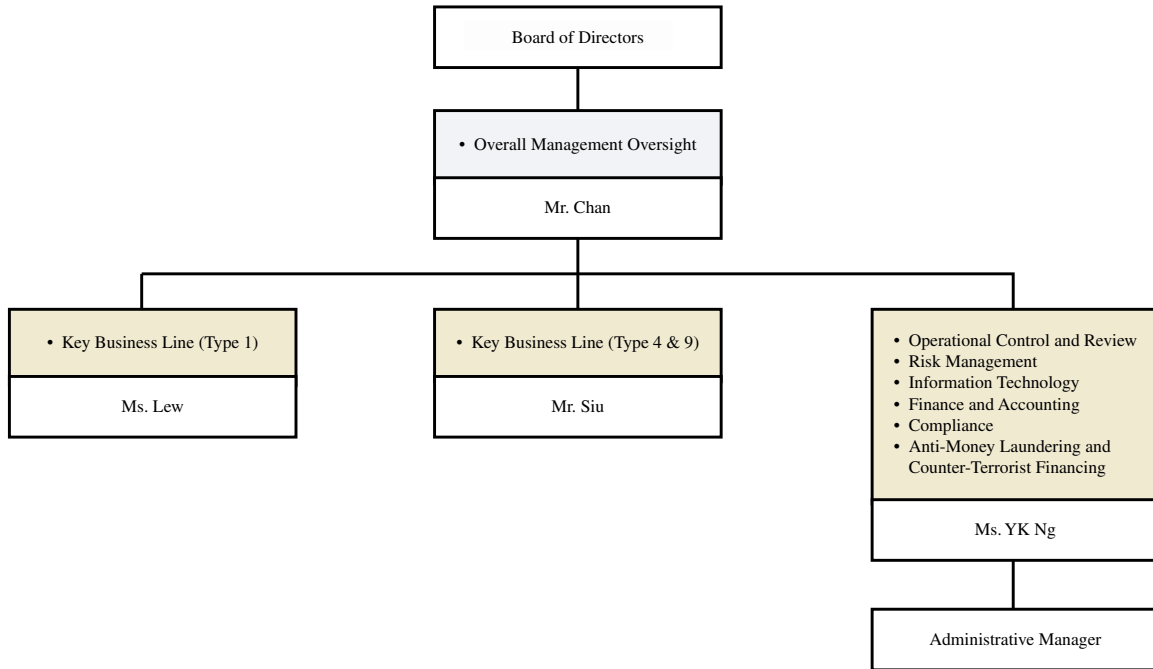
Role	Key tasks	Name of designated persons
Overall management oversight (OMO)	Developing business models, strategies, and sound corporate governance practices.	Mr. Chan
Key business line (KBL)	Executing business plans and monitoring performance for specific regulated activities.	Mr. Siu and Ms. Lew
Operational Control and Review	Reviewing the adequacy of operations and ensuring adherence to internal control policies.	Ms. YK Ng
Risk Management	Developing risk management policies and ensuring they are integrated into daily business activities.	Ms. YK Ng
Finance and Accounting	Monitoring capital requirements and ensuring accurate financial records.	Ms. YK Ng
Information Technology (IT)	Overseeing digital infrastructure, cybersecurity, and data protection.	Ms. YK Ng
Compliance	Liaising with the SFC and updating internal policies to reflect regulatory changes.	Ms. YK Ng
Anti-Money Laundering and Counter-Terrorist Financing (AML/CTF)	Implementing AML policies, monitoring suspicious transactions, and reporting to authorities.	Ms. YK Ng

Please note that all such laws, rules and regulations are subject to amendments or changes from time to time.

BUSINESS

2) Organizational structure

We consider the first layer for our compliances, internal control and risk management practices is on a well-defined organizational and management structure which comprises, among others, a clear reporting line, a definite information sharing mechanism and a transparent allocation of works and responsibilities. The following picture illustrates our organizational and management structure:



BUSINESS

The management in charge of our compliance and risk management is responsible for, among others, assessing the effectiveness of our internal control system. Particular focus is on whether our system provides:

- a) an adequate exchange of information between us and our clients, including information from our clients and the adequacy, clarity and timeliness of information we are required to disclose to them;
- b) integrity of our investment decision process, including the treatment of all clients in a fair, honest and professional manner;
- c) safeguarding of both our own assets and clients' assets (we do not directly hold clients' assets);
- d) maintenance of proper records and ensuring the reliability of financial and other information used and published by us;
- e) compliance with all applicable laws and regulatory requirements by us and our employees and wealth managers;
- f) regular and effective communication within our Company such that our Directors and senior management are appropriately informed in a timely fashion of the status of our operations and financial position, including qualitative and quantitative risks posed to our business, weaknesses detected, instances of non-compliance and adherence to our defined business objective; and
- g) that our risk of suffering loss, financial or otherwise as a consequence of errors, frauds, defaults or changing market conditions is monitored and maintained at acceptable and appropriate levels.

In March 2026 we have appointed Eminence Capital Partners Limited, an independent compliance consultant to help us review and, if necessary, further strengthen our compliance and risk management practices. Eminence Capital Partners Limited was incorporated in 2012. The team of Eminence Capital Partners Limited has experienced in providing advisory on license entity related matters including pre-inspection screening, compliance/internal audit review, compliance advisory, ongoing/outsource compliance support service and application for licenses. As at the Latest Practicable Date, Eminence Capital Partners Limited are of the opinion that nothing has caused it to believe that there are major non-compliance issues with applicable laws and regulations, code and guidelines, concern of control deficiencies and/or failure to manage relevant risk. As such, no deficiencies are found in our compliance and risk management practices.

3) Compliances

We are operating in a highly regulated environment and we have put in place compliance policies and procedures for all our staff and wealth managers to strictly follow. Such policies and procedures are set out in our compliance manual of which each of our staff and wealth managers is provided with and has acknowledge receipt of, a copy. We have explicitly notified all staff that any violations to the policies and procedures therein may subject to internal disciplinary action and our reporting to the relevant regulators.

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The following set out some key areas where our compliance manual is covering:

- *Regulatory environment* – summarises different parts of the SFO, SFC’ regulatory areas, relevant codes and guidelines, market misconduct, substantial shareholders, minimum paid-up capital, minimum liquid capital and FRR requirements;
- *Licensing regime* – introduces different types of regulated activities, their accreditation and requirements, fit and proper guidelines, competence requirements, our obligations, circumstances which may lead to revocation of registration;
- *Code of conduct* – set out general principles as set forth by the Code of Conduct and potential disciplinary actions taken on any breach;
- *Manager in charge (“MIC”)* – set out regime background, relevant codes and guidelines governing the work of MIC, functions of MIC, responsibility of compliance department and other relevant guidelines relevant to the work of MIC and compliance department;
- *Licensing and registration* – lists out licensing requirements for responsible officer and licensed representatives, including their qualifications, competence levels, obligations and responsibilities etc.;
- *Continue professional training (“CPT”)* – CPT requirements, relevant activities and topics eligible to be counted and record keeping practice of compliance department;
- *Notification to the SFC* – detailing incidents, events or information that need to notify the SFC, immediately report to them and/or obtain their pre-approval, Maintenance of books and accounts and methods of communicating with the SFC;
- *Securities and Futures (Financial Resources) Rules* – maintaining financial records, maintaining minimum paid-up capital and liquid capital, notification requirements and relevant internal control process;
- *Fiduciary duty* – principles and list of duties involved;
- *Prohibited transactions* – list of misconducts in relation to dealing activities and relevant disclosure and notification requirements;
- *Corruption* – relevant laws and regulations, governing bodies and in house restrictions;
- *Anti-bribery guidelines* – relevant laws and regulations, guidelines for staff accepting advantage and relevant disclosure and clarification requirements;
- *Anti-money laundering/anti-terrorism* – relevant laws and regulations and guidance in dealing with the issues;
- *Reporting and suspicious transactions* – guidelines in dealing with suspicious customer or transaction and our responsibilities;
- *Outside business directorships or interest* – relevant disclosure and approval requirements and guidelines for staff wishing to hold directorship or interest outside of our Group;

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- *Conflict of interests* – principles and lists of potential conflicts, process and guidelines in relation to identification, avoidance and management of conflicts;
- *Chinese wall procedures* – principles of confidential information and Chinese wall arrangement, type of information involved and disclosure practice;
- *Segregation of duties* – areas that require duty segregation, control procedures and relevant compliance and risk functions involved;
- *Client complaints* – principles, procedures, personnel involved and record keeping in handling complaints; and
- *Soft dollars and rebates* – guidelines in relation to treatment of soft dollars including principles, definitions and disclosure requirements. The Group may receive rebates only if (i) the goods or services are of demonstrable benefit to the Group’s investors; (ii) transaction execution is consistent with best execution standards and brokerage rates are not in excess of customary full-service brokerage rates; (iii) the investors has consented in writing to the receipt of the goods and services; and (iv) disclosure is made of the Group for receiving the goods and services, including a description of the goods and services received.

4) Internal control

Internal controls represent the manner in which our business is structured and operated so that reasonable assurance is provided for:

- a) our ability to carry on the business in an orderly and efficient manner;
- b) safeguarding our own assets and assets of our clients managed by us (we do not hold clients’ assets);
- c) maintenance of proper records and the reliability of financial and other information used and published by our business;
- d) the compliance with all applicable laws and regulatory requirements; and
- e) appropriate mitigation of operational risks faced by us.

We strive to structure, manage and operate our business in an appropriate manner and in particular have put in place internal controls and management systems for our operation. We believe that the entire framework of manuals, documented workflows and operating procedures form the basis of our internal control systems.

We are determined to put in place and maintain best practice internal control and operation system with strict measures to facilitate a standardized, orderly and efficient operation. Our key internal control procedures are outlined in our internal operation manual, which covers all key areas of our business activities, including business scope, general internal control guidelines, dealing with clients procedures, account opening processes, dealing with clients’ money and assets, work flows in investment decision and placing orders, investment recommendation guidelines, portfolio monitoring, account statements treatment, securities valuation, redemption process, control of advertising & marketing materials, records keeping, information control, contingency policy and remuneration from clients. Our compliance team will conduct regular update and review of the manual and our procedures to make sure that they are accurately reflecting our business development needs within the context of our regulatory environment. Any proposed amendments will have to be approved by our Investment Committee.

BUSINESS

In February 2026, we engaged an independent internal control consultant to conduct a review of the internal control system of our Group, and we have implemented and will continue to implement the relevant internal control recommendations. Our internal control consultant is of the opinion that there is no material deficiencies found in our internal control system.

5) Risk management

Our risk management framework

We believe that our risks can be mitigated but cannot be eliminated in the context of our different business lines.

As we do not hold clients’ assets nor do we conduct any propriety trading activities, we consider major risks for our business include mainly our fiduciary duties owed to our clients as well as operational risks arising from our daily business activities. We are also exposed to other risks that are common to all practitioners in the financial services industry, including political/ economical/ social risks, trading/ market risks, counterparty/ credit risks, legal risks and reputational risks. For further details of the risk factors we are facing, please refer to the section headed “Risk factors” in this document. We have developed comprehensive risk management system to address the risks that we are exposed to. The main objective of our risk management is to establish and maintain effective policies and guidelines to ensure proper management of risks to which our Group and our clients are exposed and to take appropriate and timely action to manage such risks. We believe that this can be achieved through diligence in running our business, compliance with relevant rules and regulations and installation of proper internal control procedures.

Risk management measures

Effective risk management is critical to the operations of our business. We have put in place risk management measures that cover the following risk areas:

- Marketing activities – potential misinformation of marketing materials that we deliver to existing and/or prospective clients;
- Client relations – potential conflicts of interest, cross-selling activities etc.;
- Investment portfolio management – potential insider dealing, front-running etc.;
- Trading and execution – potential failure of best execution, allocation bias etc.;
- Operational – potential breach of cybersecurity, operational errors etc.;
- Market and financials – potential volatility and liquidity incidents etc.;
- Conduct of our employees and wealth managers – potential non-compliance of our guidelines and internal procedures;
- Compliances and regulatory – potential non-compliances, breach of AML requirements etc.; and
- Reputational – potential public relations incidents etc.

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Our management closely monitor the above risks and any other risks that may be arising from our daily operations and review our risk mitigation measures to ensure that these measures are adequate and up-to-date and make any necessary revisions.

6) Disciplinary actions

Our Director confirm that during the Track Record Period and up to the Latest Practicable Date, (i) no disciplinary action had been taken by the SFC and/or any other competent authority in Hong Kong against any members of our Group, their respective directors or responsible officers; and (ii) they were not aware of any investigations or potential disciplinary actions undertaken by the SFC and/or any other competent authority in Hong Kong against any members of our Group, their respective directors or responsible officers.

IX. AWARDS AND RECOGNITIONS

Please refer to the paragraph headed “Business – VI. Sales and marketing” above for some of our recent awards.

X. INFORMATION SYSTEM

The safety and stability of our computer and information system are of utmost importance to us. We have reviewed the current operating systems and implemented a recovery system and a plan to address contingencies and business continuity issues. Regular backup procedures and a business continuity plan has been adopted to ensure continuity of our operations.

In particular, we have put in place stringent procedures in ensuring the confidentiality of our clients’ information. All data in relation to our clients are stored in our intranet, which is an enclosed system not connected to any world wide web. We believe that this allows us to segregate sensitive information from any potential external hack. In addition, our internet system which connecting us with our partner financial institutions and other external working are installed with necessary anti-virus and firewall system to ensure our external connection would meet cybersecurity standard.

XI. RESEARCH AND DEVELOPMENT

Due to the nature of our business, we did not engage in any research and development activity during the Track Record Period and up to the Latest Practicable Date.

XII. INSURANCE

During the Track Record Period and up to the Latest Practicable Date, we had (i) employees’ compensation insurance in accordance with the Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong); and (ii) medical insurance for our employees.

Our Directors consider that we have obtained adequate insurance coverage over our employees and key assets for a smooth operation of our business and are consistent with industry norm having regard to our current operations and the prevailing industry practice in Hong Kong. Our Directors confirm that payments under all existing insurance policies have been duly paid and that no material claims have been made in respect of any of our insurance policies during the Track Record Period and up to the Latest Practicable Date.

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XIII. COMPETITION

During the Track Record Period, a majority of our income was derived from EAM business. While our services in general fall within the financial services segment, we consider that EAM business is differentiated from services provided by traditional private banks and conglomerate financial institutions. In particular, we help clients to manage their portfolio from an independent perspective. As an independent external asset manager, we typically do not produce and actively market our own financial products to clients. This enables us to assess and manage clients’ investment portfolios purely for their best interest. Our business model therefore frees us from potential conflicts of interest. On such bases, we consider that EAM business occupies a niche market segment in the wealth management universe.

As detailed in the section headed “Industry overview” in this document, the EAM segment is fast growing and key competitors include independent professional firms, wealth management teams of traditional securities firms and hybrid and outsourced models (OCIO). Our Directors consider that competition is mainly on, among others, the ability to provide professional services, brand credibility and reliability, network of financial institutions and offerings of financial products. As one of the early entrants to the industry, we consider that we have developed our competitive edges. For details, please refer to the paragraph headed “Business – II. Our competitive strengths” above.

In addition to our competitive strengths, we believe that the licensing requirements as stipulated under the SFO forms another entry barrier to potential competitors. EAM business is a highly regulated business and all partitioners are subject to explicit regulatory and licensing requirements, including minimum of qualified responsible officers, minimum paid-up capital requirements as well as continual minimum financial resources requirements. For details, please refer to the section headed “Regulatory overview” in this document. Our Directors believe that these licensing requirements form natural barriers to potential new entrants as they need to fulfil all licensing conditions before they can commence their business.

XIV. PROPERTY

We occupy and conduct our business in the following property which we leased from Independent Third Party:

Address	Usage	Monthly rent	Term of lease
Units 1902-3A, 19th Floor, FWD Financial Centre, 308 Des Voeux Road Central, Hong Kong	Office	HK\$57,360 (exclusive of government rates and management and service fees)	32 months from 17 September 2024 to 16 May 2027

A portion of the above property is sub-leased to Keystone Finance Limited, our connected person. For details of the subletting arrangement, please refer to the section headed “Connected transaction” in this document.

No valuation report for the above office premise has been included in this document as they are exempted under to section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

We consider that properties similar to the above office premise are with abundant supply in Hong Kong and in the event that our lease on the above premise cannot be renewed upon expiry, we will have no difficulty in finding an alternative property comparable to the above property at the then prevailing market cost.

Save from the above, we do not own or lease any other properties as at the Latest Practicable Date.

BUSINESS

XV. INTELLECTUAL PROPERTY

As at the Latest Practicable Date, we were the registered owner of the domain name, **www.kstonecapital.com** which was registered on 20 June 2025 and will be expiring on 19 June 2035. We intend to renew the domain before the expiration. Our Directors confirm that they do not envisage any difficulties in renewing our domain.

We own following trademarks in Hong Kong as at the Latest Practicable Date:

Trade Mark	Place of registration	Classes	Registration number	Valid until	Registered owner
	Hong Kong	16, 35, 36	306937372	20 June 2025 to 19 June 2035	Keystone Capital
	Hong Kong	16, 35, 36	306937372	20 June 2025 to 19 June 2035	Keystone Capital
	U.S.	16, 35, 36	8165415	20 June 2025 to 19 June 2035	Keystone Capital
	PRC	16	86045850	21 January 2026 to 20 January 2036	Keystone Capital
	PRC	35	86034249	21 January 2026 to 20 January 2036	Keystone Capital
	PRC	36	86026690	21 January 2026 to 20 January 2036	Keystone Capital

We use the above trademarks as our business logo and will continue to use them to, among others, promote our business and during our daily operations.

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we were not involved in any proceedings with regard to, and we have not received notice of any claim of, infringement of any intellectual property rights that may be threatened or pending in which we may be involved either as a claimant or respondent which would have had a material impact on our business, financial conditions or results of operations.

XVI. ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) MATTERS

Sustainability Governance

We are committed to abiding by numerous national, municipal and local laws and regulations in relation to environmental protection, labour management, health and safety, business ethics, etc. To support this, we are establishing Environmental, Social and Governance (“ESG”) framework in accordance with Appendix C2 of the ESG Reporting Code to the GEM Listing Rules, outlining the roles and responsibilities of the Board of Directors (the “Board”) and employees in ESG matters.

BUSINESS

We identified and prioritised ESG criteria with reference to widely recognised materiality principles and industry benchmarks, using frameworks such as the GRI Standards, SASB materiality maps, and drawing on peer practices. A full materiality assessment will be conducted after [REDACTED] to validate and refine the topics for future sustainability reporting. This process will ensure clearer articulation of topic relevance, impacts and governance. We remain committed to continuously enhancing our materiality framework and disclosures in line with regulatory expectations and international best practice.

We are committed to developing our ESG Policy with consideration of key ESG factors and relevant ESG laws and regulations, including enhancing resource efficiency, reducing environmental impacts, upholding fair and safe employment practices, strengthening anti-corruption controls, protecting customer data, maintaining an effective whistle-blowing mechanism and ensuring responsible business conduct. This initiative aims to enhance stakeholder accountability, mitigate risks, and capture sustainable opportunities. The policy will also set out the Group’s (i) ESG policies and performance, (ii) ESG strategy, and (iii) ESG risk management and monitoring approach.

In crafting our ESG Policy, we engaged internal stakeholders to ensure our approach aligns with their expectations and supports continuous operational enhancement. By embedding ESG principles into our strategic planning, we aim to create long-term value for the Group and deliver positive outcomes for the communities we serve, thereby positioning the organisation for sustainable growth.

During the Track Record Period, we complied in all material respects with applicable laws and regulations relating to social, health, safety and environmental matters. We have not been subject to any material fines or penalties for violations of such laws and regulations.

ESG Governance Structure

The Board serves as the highest governance body overseeing the Group’s ESG strategy, performance and risk management. It is responsible for establishing and reviewing ESG evaluation mechanisms and for holding ultimate accountability for the Group’s ESG-related targets, initiatives, and long-term sustainability agenda. The Group is committed to maintaining Board diversity in terms of gender, age, cultural and educational background and professional experience. We will also regularly provide appropriate ESG- and climate-related training resources and arrange training sessions to ensure that Board members possess the skills needed to discharge their duties effectively.

To support effective implementation of ESG policies and the management of material ESG risks, the Group will establish an ESG Committee (the “Committee”) comprising core management representatives from relevant functional departments. The Working Group will conduct research on ESG policies and standards, carry out benchmarking and assessments, perform ESG management diagnostics, evaluate ESG performance and manage ESG-related disclosures. It will also report ESG matters to the Board at least once a year to facilitate ongoing oversight and strategic direction.

Recognising the importance of sustainable development, the Group will, after [REDACTED], explore where appropriate the potential consideration of ESG-related performance indicators within its remuneration framework, taking into account regulatory expectations and industry practices.

BUSINESS

ESG and Climate Risk Management

As a responsible financial services provider, the Group is committed to promoting environmental stewardship, responsible finance, social well-being and robust corporate governance. ESG considerations have been integrated into our organisational governance structure, risk management framework and day-to-day business operations. The Group is fully committed to complying with all applicable ESG reporting requirements upon [REDACTED].

Recognising the importance of effective risk governance in the financial sector, we place strong emphasis on identifying, assessing and mitigating ESG-related risks, including climate-related risks that may affect credit, operational, investment and reputational exposures. Those risks will be integrated into our enterprise risk management framework through a comprehensive climate scenario analysis and assessment of climate impacts, business partners’ sustainability performance and evolving regulatory compliance requirements after [REDACTED]. These risks will be reviewed by the Board through ongoing monitoring to ensure timely mitigation and enhance operational resilience. To demonstrate our commitment to sustainable development, the Group has also established ESG-related measures and quantitative targets, including reducing greenhouse gas emissions and enhancing energy efficiency, supporting our long-term sustainability strategy and creating enduring value for stakeholders.

With respect to climate-related risks and opportunities that may affect our business model, portfolios and operations, the Group has clearly defined the relevant short-, medium- and long-term impacts and has implemented corresponding mitigation and adaptation measures. Further details are disclosed in the section “Response to Climate Change” in this document.

Business Ethics

The Group places strong emphasis on building a sound anti corruption management framework, recognising it as a fundamental cornerstone for the Group’s long term, stable and sustainable development. To reinforce ethical governance, the Group shall formulate the Policy and Procedures for Anti-fraud, Anti-bribery and Anti-money laundering activities, which shall serve as the core guiding document for anti-corruption management and provide clear operational requirements and standards for the implementation of relevant compliance measures. In addition, anti corruption clauses shall be incorporated into key internal documents, including the Employee Handbook, ESG Policy and confidentiality terms in our employment agreements, ensuring that the principles of integrity and compliance are embedded throughout the Group’s operations and integrated into employees’ daily conduct. During the Track Record Period, we ensured compliance with all relevant laws and regulations.

By promoting anti-corruption awareness through multiple communication and training channels, the Group enables employees to recognise its significance and fosters a culture of integrity where everyone participates and adheres to compliance requirements. During the Track Record Period, we have had no criminal records for bribery, corruption, extortion, or fraud in all business activities.

The Group’s ESG Policy – Whistle-blowing Policy promotes integrity and accountability by encouraging stakeholders to report suspected misconduct through confidential reporting channels. It provides protection for whistleblowers acting in good faith, outlines reportable misconduct such as legal non-compliance, financial impropriety, and safety or environmental threats, and warns that false or malicious reports may lead to disciplinary action. While anonymous reports are accepted, they are discouraged due to limitations in the investigation. The policy sets out clear procedures for evaluating and investigating reports, with oversight by the Board to ensure effective implementation and ongoing monitoring.

BUSINESS

ESG Goals and Targets

We prioritise business ethics, environmental responsibility, employee well-being and community engagement and will continue to advance our ESG performance through clear strategic directions and goals. In support of national dual-carbon objectives, the Group has set 2030 as the target year for our environmental commitments, using 2024 as the baseline. We aim to reduce our environmental impact by 5%, a target determined with reference to the practices of local listed peers in the financial services sector, where operational emissions are relatively low and reduction opportunities are incremental yet meaningful.

- (i) **Business Ethics:** we uphold a zero-tolerance stance toward corruption and maintain an effective ethics and compliance framework supported by formal policies, whistle-blowing arrangements and mandatory anti-corruption training for all staff.
- (ii) **Waste Management:** we aim to reduce our total non-hazardous waste intensity by 5% by 2030, using 2024 as the baseline year.
- (iii) **Energy Consumption:** we aim to reduce our total energy consumption intensity by 5% by 2030, using 2024 as the baseline year.
- (iv) **Greenhouse Gas Emissions:** we aim to reduce our total GHG emission intensity by 5% by 2030, using 2024 as the baseline year.
- (v) **Employee Responsibility:** we regard our employees as valuable assets of the Group and are committed to safeguarding their rights by ensuring workplace safety and health, offering competitive remuneration, providing comprehensive welfare benefits and enhancing employee engagement and satisfaction.
- (vi) **Community Engagement:** we are committed to deepening our investment in public welfare and actively contributing to the sustainable development of society.

Environmental Responsibility

As a financial services provider, the Group’s operations generally have a relatively low direct environmental footprint compared with other industries. However, we fully recognise the growing societal and regulatory expectations regarding environmental protection and sustainable development. Accordingly, we strictly comply with all applicable environmental laws and regulations in the HKSAR and proactively implement environmental management measures within our operations. We remain committed to managing our environmental responsibilities prudently and promoting sustainable practices across our business activities.

Air Emissions

The Group does not operate any vehicles as part of its business activities. As such, the Group does not generate air pollutant emissions, including nitrogen oxides (NO_x), sulphur oxides (SO_x) or particulate matter (PM). In line with our environmental responsibility, we continue to monitor our operational practices to ensure that no activities give rise to material air pollutant emissions.

Waste Management

We ensure all waste treatment activities fully comply with HKSAR laws and regulations, guaranteeing safe and compliant handling throughout the waste treatment process.

BUSINESS

The Group’s business nature and operational activities do not involve any processes that generate hazardous waste. Nevertheless, the Group remains committed to environmental responsibility and continues to monitor its activities to ensure compliance with all relevant environmental regulations and to confirm that no hazardous waste is created.

We generate only non-hazardous waste, primarily in the form of paper used during daily office operations. To promote resource conservation and support circular-economy practices, we shall engage a qualified recycling service provider to collect and process wastepaper in future. Through these measures, we ensure that paper waste is managed responsibly and in compliance with relevant environmental requirements.

The table below sets forth a breakdown of the amount of waste generated during the Track Record Period:

Waste Generated	Unit	For the year ended	
		31 December 2024	2025
Total Non-hazardous Waste	kg	25.00	62.50
Non-hazardous Waste Intensity	kg per employees	2.78	4.46

Note:

- (1) For the years ended 31 December 2024 and 2025, our Group’s total workforce was 9 and 14, respectively. This data will also be used for calculating other intensity data.

Use of Resources

As a financial services provider, the Group’s operations are primarily office-based, and all resources are sourced through standard, regulated channels. Our main energy consumption arises from electricity used for office operations, data systems and general business activities. Water consumption is supplied through the municipal network and is limited to routine office use, workplace hygiene and basic employee needs.

Given the nature of our operations as a financial services provider, the Group leases office premises, with water charges included in the overall management fee. As the property management company does not provide separate metering or itemised billing for water usage, the Group is unable to obtain standalone quantitative data on water consumption for reporting purposes or set related conservation targets. Despite this limitation, we remain committed to resource efficiency and will continue to engage with the building management to explore options to enhance transparency of water-use information in the future.

The Group strictly complies with all applicable laws and regulations related to resource management. We are committed to improving resource-use efficiency by continually optimising our operational practices and adopting appropriate technologies to minimise potential environmental impacts. As an office-based financial services provider, we place strong emphasis on energy conservation and consumption reduction. Internally, we have implemented various resource-saving measures, such as setting appropriate temperature limits for office air-conditioning systems to prevent excessive energy use. We also encourage employees to adopt responsible water-use habits, including reporting any leaks in taps, pipes or washroom facilities promptly. Through these efforts, we aim to further reduce our resource consumption and contribute to long-term sustainable development.

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The table below sets forth a breakdown of our energy consumption during the Track Record Period:

Energy Consumption	Unit	For the year ended	
		31 December 2024	2025
Total Indirect Energy Consumption			
– Purchased Electricity	kWh	6,718.00	7,359.00
Energy Consumption Intensity	kWh per employees	746.44	525.64

Note:

- (1) As the Group did not consume any fuel, including for vehicle use, throughout the Track Record Period, we therefore recorded no direct energy consumption.

Response to Climate Change

Our Group recognises that climate change presents a complex and evolving challenge that may materially affect both society and our business operations. As a financial services provider, we acknowledge that environmental and climate-related risks may lead to financial losses, operational disruptions and reputational impacts. Identifying current and emerging climate-related risks and proactively managing and responding to them are essential to safeguarding our long-term resilience and sustainable development. These risks mainly include:

- (i) Physical risks arise from the direct impacts of climate change. Acute weather events – such as typhoons and severe storms – as well as chronic trends, including long-term temperature increases and sea-level rise, may disrupt our operations, affect the continuity of critical services, and impair the functioning of our business partners and service providers. Such events may also heighten credit, market and operational risks by affecting clients’ financial health and asset values.
- (ii) Transition risks arise from policy, regulatory, market and reputational changes associated with the global shift towards a low-carbon economy. As climate-related regulations become more stringent and market expectations for sustainability continue to rise, the Group may be required to allocate additional resources to strengthen climate risk management and enhance climate-related disclosures. Shifts in customer preferences, investor expectations and industry standards may also affect our services and portfolio exposures. Failure to keep pace with these developments could heighten compliance, operational and reputational risks.

To enhance our ability to manage climate-related risks, the Group shall formulate the Work Arrangements Under Special Weather Conditions. These contingency plans clearly set out departmental responsibilities during extreme weather events and define corresponding warning levels, response procedures, emergency actions, support measures and training requirements. The measures are designed to safeguard employee safety, maintain service stability and ensure operational continuity under severe weather conditions.

BUSINESS

Set forth below is a summary of the climate-related risks the Group has identified, their actual or potential impacts, and the mitigating measures we have taken or plan to take:

Type of Risk	Climate-related Risk	Time Impact	Actual or Potential Financial Impact	Mitigating Measures
Physical Risk	Extreme weather like typhoons disrupting the supply chain.	Short-term (1-3 years)	Disrupt operations, affect employee safety and health, increase operating and insurance costs, and lower revenue due to business interruptions.	Integrate climate risk identification, adaptation, and mitigation into our decision-making processes and equip employees with emergency support mechanisms for extreme weather events.
Transition Risk	Stricter climate-related policies have raised the regulatory threshold for green operations across the industry, including higher energy efficiency requirements and tighter controls on carbon emissions.	Medium-term (4-9 years)	Increase business uncertainty, higher compliance costs, increased capital and training expenses, and reduced competitiveness if expectations are unmet.	Monitor evolving laws, regulations, and market trends, conduct energy and carbon audits to identify upgrade opportunities, and strengthen industry partnerships to support sustainable development.

Climate change also presents new business opportunities for the Group as a financial services provider. Growing demand for sustainable finance enables us to expand our green and sustainability-linked products and support clients in their low-carbon transition. As companies invest in energy efficiency, clean technologies and renewable solutions, their financing needs create additional investment opportunities. At the same time, rising expectations for climate risk management open avenues for providing advisory, analytics and other fee-based services. By integrating climate considerations into our offerings and portfolio management, the Group can enhance resilience and capture value from emerging low-carbon industries.

Greenhouse Gas Emissions

The Group places strong emphasis on managing greenhouse gas (“GHG”) emissions and is committed to identifying effective measures to reduce our carbon footprint. To minimise emissions arising from daily operations, we have implemented a range of energy-saving initiatives. For instance, all electrical equipment is required to be switched off during non-working hours, helping to reduce unnecessary electricity consumption and, in turn, the indirect emissions associated with purchased electricity. In addition, the Group continues to explore and adopt appropriate technologies and management practices to enhance energy efficiency across our office operations, thereby supporting our long-term carbon-reduction objectives and contributing to environmental sustainability.

BUSINESS

The table below sets forth our GHG emissions during the Track Record Period:

GHG Emissions	Unit	For the year ended	
		31 December 2024	2025
Scope 2 Indirect GHG Emissions	tonnes CO ₂ e	4.03	4.42
Scope 3 Other Indirect GHG Emissions	tonnes CO ₂ e	0.03	0.07
Total GHG Emissions	tonnes CO ₂ e	4.06	4.49
GHG Emissions Intensity	tonnes CO ₂ e per employees	0.45	0.32

Notes:

- (1) As the Group does not operate any vehicles or engage in other fuel-consuming activities during the Track Record Period, no scope 1 direct GHG emissions were generated. Nevertheless, we will continue to monitor any potential sources of direct GHG emissions and will disclose scope 1 data should such emissions arise in the future.
- (2) Scope 2 indirect GHG emissions primarily generated from our usage of purchased electricity, with the emission factor referred to the Sustainability Report 2024 of HK Electric Investments Limited.
- (3) Due to our business nature, the scope 3 other indirect GHG emissions only includes category 5 (Waste Generated in Operations) according to the GHG Protocol. The emission factor is referred to the Greenhouse gas reporting: conversion factors 2025, published by the Department for Energy Security and Net Zero, United Kingdom.

Social Responsibility

Employees are one of the Group’s most important assets, and their development plays a vital role in the Group’s long-term success. Guided by a people-oriented philosophy, we are committed to providing fair and equitable opportunities, a healthy and safe working environment, and a supportive, inclusive and harmonious workplace culture.

Employment

The Group complies with all applicable laws and regulations relating to compensation, dismissal, equal opportunities, diversity and anti-discrimination. We enter into legally compliant labour contracts with all employees to safeguard their rights and ensure that any dismissal procedures strictly adhere to statutory requirements.

We uphold the principle of diversified employment and actively implement a talent diversification strategy. The Group respects and embraces differences among employees and ensures that characteristics such as race, nationality, gender, age, ethnicity, marital status, religion or household registration do not influence recruitment decisions, employment terms, career advancement or any aspect of employee treatment. This approach enables us to foster a workplace that promotes mutual respect, understanding and inclusion for employees from diverse cultural backgrounds.

The Group places great importance on protecting employees’ rights and interests. We strictly comply with all applicable labour laws and explicitly prohibit the use of child labour and forced labour. During the Track Record Period, the Group was not aware of any non-compliance with relevant labour protection laws and regulations.

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We also maintain stringent controls over overtime arrangements and encourage employees to maintain a healthy work-life balance. We believe that supporting employees’ well-being not only enhances their personal quality of life but also contributes to higher work efficiency, engagement and job satisfaction.

The table below sets forth a composition of our total workforce and turnover rate during the Track Record Period:

Workforce	As at 31 December	
	2024	2025
By Gender		
Male	6	10
Female	3	4
By Employment Type		
Full-time	9	14
Part-time	0	0
By Age Group		
≤ 30 years old	0	0
>30 – 49 years old	6	10
≥ 50 years old	3	4
By Geographical Region		
Hong Kong	9	14
Turnover Rate	For the year ended	
	31 December	
	2024	2025
By Gender		
Male	33.3%	0%
Female	33.3%	0%
By Employment Type		
Full-time	22.2%	0%
Part-time	0%	0%
By Age Group		
≤ 30 years old	0%	0%
30 – 49 years old	50.0%	0%
≥ 50 years old	0%	0%
By Geographical Region		
Hong Kong	33.3%	0%

Note:

- (1) Turnover rate (per category) = Employees in the specified category leaving employment during the financial year / Number of employees in the specified category at the end of the financial year * 100%.

BUSINESS

Occupational Health and Safety

Occupational health and safety (“OHS”) is a top priority in the Group’s operations. We strictly comply with all applicable labour, safety and work-related incident regulations. Given the nature of our business, our workplaces primarily comprise office environments. To ensure a safe and healthy working environment, and to strengthen OHS awareness across the Group, we have implemented a series of measures, including:

- (i) Carrying out regular emergency response drills so that employees are well-prepared with appropriate safety awareness and emergency-handling skills.
- (ii) Inspecting and maintaining office electrical equipment and safety devices regularly to ensure a safe working environment for all employees.
- (iii) Providing first-aid kits in the workplace to enable timely response to minor health issues or sudden physical discomfort.

Our health and safety data for the Track Record Period are listed out below:

	For the year ended 31 December	
	2024	2025
Number of work-related fatalities (<i>person</i>)	0	0
Lost days due to work injury (<i>day</i>)	0	0

Note:

- (1) The cumulative number of working days lost by all employees

We place great emphasis on safeguarding the physical and mental well being of our employees. We organise various employee engagement and wellness activities, such as outdoor team-building events and other creative programmes, to help employees relax, relieve stress and maintain a healthy work-life balance. Through these initiatives, we aim to enhance employees’ sense of belonging and foster a caring and supportive workplace environment.

Development and Training

We are committed to nurturing a skilled and future-ready workforce. Our career development framework provides equal opportunities for advancement along both management and professional/technical tracks, enabling employees to pursue paths aligned with their strengths and aspirations. Annual performance evaluations support transparent career progression by aligning goals, reviewing competencies, and identifying development needs.

Training remains a core component of our talent strategy. We implement an annual training plan covering regulatory compliance, risk management, professional and technical skills, leadership development, communication, and project management. Our multi-level training system is designed to strengthen industry-specific capabilities, elevate service quality, and support the long-term growth of our employees.

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Supply Chain Management

We have established comprehensive internal policies to strengthen third-party management and ensure that all external service providers engaged by the Group meet appropriate professional and regulatory standards. As part of our due-diligence process, service providers are required to maintain valid qualifications and licenses relevant to their services. We also prioritise working with partners that demonstrate strong ESG performance, including reliable service quality, sound operational practices, and a commitment to responsible business conduct.

Community Engagement

As a responsible financial services provider, we are committed to contributing to the well being and sustainable development of the communities we serve. We support community development through financial literacy initiatives, volunteer activities, and partnerships with non profit organisations. In addition, we encourage employee volunteerism and regularly participate in charitable activities that promote education, social inclusion, and community resilience. Through these efforts, we aim to strengthen community trust, foster inclusive growth, and create long term positive social impact.

XVII. EMPLOYEES

As at the Latest Practicable Date, we had six employees, all of whom are stationed in Hong Kong. Set forth below is a table showing the number of employees in each functional section of the Company:

	Total number	Number of licensed persons
Management	2	2
Wealth managers (employees)	1	1
Dealers	2	2
Risk management, compliances and internal control	3	3
Administrative and others	1	–
Total (note)	6	5
Self-employed wealth managers	8	8

Note: Some employees are responsible for multiple functions.

We enter into employment contracts with all of our employees and agency agreements with our self-employed wealth managers who are not employees of our Group.

Employment contracts with employees

The employment contracts set out, among other things, the employees’ duties and responsibilities, remuneration and notice period for terminations. The remuneration for our employees is determined based on, among others, the employees’ experience, qualification, position and responsibilities, performance and our Group’s financial performance. Our Directors confirm that our relationship with our employees is satisfactory in general. Our Directors consider that the management policies, working environment, career prospect and benefits extended to our employees have contributed to building a good employee relations and employee retention. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any significant staff or labour disputes.

BUSINESS

Agency contracts with self-employed wealth managers

As at the Latest Practicable Date, eight of our wealth managers are self-employed. They are responsible for referring clients to us, managing clients’ portfolio and serving as the contact points with the clients they brought in. Given the job nature, a self-employed wealth manager is not entitled to any fixed monthly salary or statutory employment benefits. Instead, they are entitled to commission at an agreed sharing ratio from the commission generated from the clients referred by the relevant wealth managers.

The following are the key terms in the agency contracts:

- The wealth manager must hold a Type 4 and Type 9 (or Type 9 only) SFC Licence, and must become a licensed representative of Keystone Capital.
- The wealth manager can only engage in activities consistent with his/her capacity and identity. The wealth manager shall not represent Keystone Capital or make any commitments that may harm the interests of Keystone Capital.
- Either party may terminate this contract by providing the other party with 14 days’ written notice.
- Both Keystone Capital and the wealth manager confirm that the agency contract is not an employment contract. The relationship between Keystone Capital and the wealth manager is a business cooperation relationship. Under no circumstances shall it be interpreted as an employer-employee relationship between the two parties.

XVIII. LEGAL PROCEEDINGS

Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, we had not been involved in any legal proceedings, investigations, claims nor had we been aware of any pending or threatened litigation, arbitration or other claims which would have a material adverse impact on the operations, financial position and reputation of our Group.

DIRECTORS AND SENIOR MANAGEMENT

OUR DIRECTORS AND SENIOR MANAGEMENT

Our Board currently consists of five Directors, comprising two executive Directors and three independent non-executive Directors. Our Board is responsible and has general powers for the management and conduct of our business. The table below sets out certain information regarding our Directors:

Name	Age	Present Position	Date of appointment as Director	Date of first joining the Group	Principal responsibilities	Relationship with other Director(s) and/or senior management
Mr. Chan Tak Chiu (陳德翹)	49	Executive Director, chief executive officer, and chairman of the Board	13 May 2025	16 May 2016	Responsible for the Group’s overall management, strategic planning and business development.	None
Mr. Siu Wing Kin (蕭榮堅)	59	Executive Director and chief financial officer	13 May 2025	3 December 2015	Responsible for our Group’s overall management, overseeing our financial reporting procedures, internal control and supervising all regulated activities.	None
Mr. Wong Kai Hing (黃繼興)	51	Independent non-executive Director	[•] 2026	[•] 2026	Providing independent advice to our Board and serving as Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee	None
Dr. Ho Ho Ming (何昊洛) (former name: Ho Wing Hang (何榮亨))	53	Independent non-executive Director	[•] 2026	[•] 2026	Providing independent advice to our Board and serving as Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee	None
Ms. Ng Suet Hung (吳雪虹)	47	Independent non-executive Director	[•] 2026	[•] 2026	Providing independent advice to our Board and serving as Chairperson of the Remuneration Committee and a member of the Audit Committee and Nomination Committee	None

BOARD OF DIRECTORS

Executive Directors

Mr. CHAN Tak Chiu (陳德翹) (“Mr. Chan”), aged 49, is the chief executive officer, executive Director and the Chairman of the Board and is responsible for our Group’s overall management, strategic planning and business development. Mr. Chan is a founder of the business of Keystone Capital and has maintained the title of managing director until October 2016. Mr. Chan subsequently re-joined Keystone Capital in February 2021 and is currently its chief executive officer and Director. Mr. Chan has more than 20 years of experience in asset management, advising on securities and business administration. In October 2016, Mr. Chan joined China Industrial Securities International Brokerage Limited and served as its responsible officer beginning from June 2017. Before departing from China Industrial Securities International Brokerage Limited in August 2020, his position was managing director. From August 2020 to February 2021, Mr. Chan worked at CMBC Capital

DIRECTORS AND SENIOR MANAGEMENT

Holdings Limited as the head of private banking department. Mr. Chan obtained a Bachelor of Science in Computer Studies from the City University of Hong Kong in 2001 and a Master of Science from the Chinese University of Hong Kong in 2005.

Immediately following completion of the [REDACTED] and the Capitalisation Issue, Mr. Chan will be interested in [[REDACTED]] Shares, representing approximately [[REDACTED]]% of the issued share capital of our Company within the meaning of Part XV of the SFO.

Mr. Chan was the director of Keystone Property Limited which was deregistered on 11 October 2019.

Mr. SIU Wing Kin (蕭榮堅) (“Mr. Siu”), aged 59, is the executive Director and chief financial officer of the Company. Mr. Siu is responsible for our Group’s overall management, overseeing our financial reporting procedures, internal control and supervising all regulated activities. Mr. Siu is the co-founder of the business of Keystone Capital and served as its managing director from November 2016 to December 2024. Mr. Siu began serving as the chief financial officer of Keystone Capital since December 2024. Mr. Siu has over 20 years of experience in asset management, securities and banking industry. From September 2010 to April 2013, Mr. Siu worked at Bank of Communications Co. Ltd. with his last position as branch manager. From April 2013 to July 2014, Mr. Siu worked at Bank of China International Limited. with his last position as director of private banking relationship management department. During the period from October 2014 to October 2016, Mr. Siu worked at Keera Capital Limited (now known as Sinostar Asset Management Limited), an asset management firm holding type 4 and type 9 SFC licences, and served as its responsible officer from December 2015 until his departure. Mr. Siu obtained a degree of bachelor of arts in business and marketing from the University of Portsmouth in 2003 and a master’s degree in finance (investment management) from the Hong Kong Polytechnic University in 2009.

Mr. Siu was the director of Opportunities Generator Limited which was deregistered on 16 December 2016 and Grand China Development Limited which was deregistered on 2 June 2022.

Independent non-executive Directors

Mr. WONG Kai Hing (“Mr. Wong”), aged 51, was appointed as an independent non-executive Director on [•] 2026 and is primarily responsible for providing independent advice to our Board. Mr. Wong serves as the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Wong has over 20 years of experience in accounting, auditing, and company secretarial practices in Hong Kong, with a career spanning more than two decades across a range of industries and publicly listed companies. From September 1997 to April 2001, Mr. Wong worked at KPMG with his last position as an assistant manager. From April 2001 to December 2002, he worked as a Financial Analyst of the corporate finance department at Shun Tak Holdings Ltd. (stock code: 0242.HK). He later joined Kwonne Electrical Products Ltd. as an accountant from May 2004 to June 2005, followed by a role as Assistant Finance Manager in the Finance Department (China Retail Division) at Tse Sui Luen Jewellery Company Limited (stock code: 0417.HK) from June 2005 to May 2007.

Between May 2007 and March 2012, Mr. Wong served as accounting manager in the Finance and accounts department at ITC Properties Group Limited (stock code: 0199.HK). He then took on multiple leadership roles at China Modern Dairy Holdings Ltd. (stock code: 1117.HK) from April 2012 to October 2015, including financial controller and company secretary. From November 2015 to October 2019, he concurrently held the positions of chief financial officer and company secretary at both Xiwang Special Steel Company Limited (stock code: 1266.HK) and Xiwang Property Holdings Company Limited (stock code: 2088.HK). During the period from October 2019 to June 2022, Mr. Wong served as the financial controller and company secretary of E-Star Commercial

DIRECTORS AND SENIOR MANAGEMENT

Management Company Limited (stock code: 6668.HK). Most recently, from September 2023 to August 2024, he was the financial controller and company secretary of Tong Tong AI SOC (formerly known as Sino Credit Holdings Limited and Gome Finance Technology Co., Ltd) (stock code: 0628.HK).

Mr. Wong has also served as an independent non-executive Director for several listed companies, including Tempus Holdings Limited (stock code: 6880.HK – delisted in January 2025) from November 2019 to July 2023, Hon Corporation Limited (stock code: 8259.HK – delisted in June 2022) from January 2022 to May 2022, and Xiwang Property Holdings Company Limited (stock code: 2088.HK) from February 2022 to July 2025. Currently, Mr. Wong serves as an independent non-executive director of Grown Up Group Investment Holdings Limited (stock code: 1842.HK) since April 2021, and as an independent director of Roma Green Finance Limited (NASDAQ: ROMA) since December 2023.

Mr. Wong holds a bachelor’s degree in accounting and a master’s degree in business administration from the Chinese University of Hong Kong, earned in 1997 and 2006 respectively. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants.

This disclosure is made pursuant to Rule 17.50(2)(1) of the GEM Listing Rules in relation to Tempus Holdings Limited (In Liquidation) (stock code: 6880.HK – delisted in January 2025) (“Tempus Holdings”) which has gone into liquidation within 12 months of Mr. Wong’s ceasing to act as its independent non-executive director. From November 2019 to July 2023, Mr. Wong was appointed as an independent non-executive director of Tempus Holdings.

As announced by Tempus Holdings on 25 September 2023, among others, Tempus Holdings was ordered to be wound up by the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “High Court”) (the “Winding-up Order”) under action number HCCW 259/2023 in connection with the winding-up petition filed against Tempus Holdings in respect of its default in payment owing under the overdue convertible bonds issued by Tempus Holdings (the “Petition”), and the Official Receiver was appointed as the provisional liquidator of Tempus Holdings on 25 September 2023 and joint and several liquidators of Tempus Holdings were appointed on 27 December 2023. Based on the available public information, Tempus Holdings was an investment holding company and its group was principally engaged in the sales of health and wellness products and trading business.

Mr. Wong confirmed that (i) he has no connection with and no involvement in the matters relating to the Petition, the underlying claims against Tempus Holdings nor the Winding-up Order; and (ii) he is not one of the respondents of the Petition nor a party of such winding up proceeding and no claim has been made against him as a result of the Petition, the underlying claims against Tempus Holdings nor the Winding-up Order.

Dr. HO Ho Ming (何昊洛) (“Dr. Ho”), aged 52, was appointed as an independent non-executive Director on [•] 2026 and is primarily responsible for providing independent advice to our Board. Dr. Ho serves as the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee.

Dr. Ho has extensive experience in investment banking, credit rating, green finance and ESG-related advisory services. From 11 April 1996 to 8 September 1997, he worked at Credit Suisse First Boston (Hong Kong) Limited, an international investment bank principally engaged in the provision of investment banking and capital markets services, as an analyst in the equity capital markets department. From 8 September 1997 to 8 September 1998, he worked at Merrill Lynch (Asia Pacific) Limited, an international investment bank principally engaged in the provision of investment banking and capital markets services, as an analyst in the investment banking group. From 16 December 1999 to 28 February 2002, he worked at Bear Stearns Asia Limited, an international investment bank principally engaged in the provision of investment banking and capital markets services, as an associate in the corporate finance department.

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From 7 April 2003 to 10 October 2013, he worked at Fitch (Hong Kong) Limited, an international credit rating agency principally engaged in the provision of credit ratings, research and risk analysis services, with his last position being the senior director in structured finance. From 3 October 2017 to 31 August 2023, he served as the chief executive officer of Lianhe Ratings Global, a credit rating agency principally engaged in the provision of credit rating services.

Since 1 March 2024, he has been serving as a consultant to SynTao Green Finance International, a company principally engaged in the provision of green finance and ESG-related advisory services. Since 6 February 2025, he has served as the chairman of ARC Ratings (Asia Pacific), an international credit rating agency principally engaged in the provision of credit ratings, research and risk analysis services.

Since 1 January 2026, he has served as the APAC senior advisor and representative of CarringtonCrisp, an international consulting firm for higher education where he is responsible for APAC business development.

Through these roles, Dr. Ho has gained substantial experience in credit rating, capital market transactions, green finance and ESG rating.

Dr. Ho has been appointed as an independent non-executive director and the chairman of the risks management committee, and a member of each of the audit committee, the remuneration committee, and the investment committee of Kontafarma China Holdings Limited (listed on the Main Board of the Stock Exchange, stock code: 1312) since June 2024.

Dr. Ho graduated with BBA in Information Systems from Hong Kong University of Science and Technology (HKUST), MBA from University of Cambridge, and DBA from CityU. He is awarded the Distinguished Alumni Award by CityU College of Business in 2022. Dr. Ho is EFFAS Certified ESG Analyst (CESGA®).

Ms. Ng Suet Hung (吳雪虹) (“Ms. Ng”), aged 47, was appointed as an independent non-executive Director on [•] 2026 and is primarily responsible for providing independent advice to our Board. Ms. Ng serves as the chairperson of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Ms. Ng has over 20 years of experience in architect and project management sectors. From December 2004 to October 2006, she worked as an assistant architect at Hutchison Whampoa Property Limited. From March 2008 to March 2011, she worked as an assistant manager at Hang Lung Properties Limited. From September 2011 to June 2013, she worked as a manager in project management at Nan Fung Resources Limited. From October 2014 to June 2015, she served as a project manager at Hopewell Construction Company Limited and from July 2015 to November 2016, she served as a project manager at Hopewell Project Development Limited. She worked as a contract architect at the Hong Kong Government Property Agency from August 2018 to July 2021. She was a campus manager (projects) of the campus development office at The Hong Kong Academy for Performing Arts from January 2023 to December 2024. Ms. Ng has been serving as a director of Stirling Limited since November 2025.

Ms. Ng obtained a bachelor of arts degree in Architectural Studies from the University of Hong Kong in 2000, a master’s degree in Architecture from the University of Hong Kong in 2003 and a degree of bachelor of laws from the University of London in 2006. She has been a member of the Hong Kong Institute of Architects since 2011 and is a registered architect registered with the Architects Registration Board since 2012.

DIRECTORS AND SENIOR MANAGEMENT

Save as disclosed above, each of our Directors (i) did not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management, Controlling Shareholders or substantial Shareholders of our Company as at the Latest Practicable Date; (iii) did not hold any other directorships in public listed companies of which the securities are listed on any securities market in Hong Kong and/or overseas in the three years prior to the Latest Practicable Date; and (iv) did not have any interests in any business apart from business of our Group which competes or is likely to compete, either directly or indirectly, with business of our Group. As at the Latest Practicable Date, save as disclosed in the section headed “Substantial Shareholders” and the paragraph headed “C. Further information about Directors, management, staff and experts” in Appendix IV to this document, each of our Directors did not hold other long positions or short positions in the Shares, underlying Shares, debentures of our Company or any associated corporation within the meaning of Part XV of the SFO.

Except as disclosed in this document, each of our Directors has confirmed that there is no other matter relating to his/her appointment as a Director that needs to be brought to the attention of our Shareholders and there is no information which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Each of our Directors confirmed that he/she (a) obtained the legal advice referred to under the GEM Listing Rules on 15 April 2026; and (b) understood his/her obligations as a director of a listed issuer under the GEM Listing Rules.

Each of our independent non-executive Directors confirmed himself/herself that (a) he/she has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules; (b) save for Dr. Ho was a licensed representative of Keystone Capital during the period from July 2016 to September 2017, he/she had no past or present financial or other interest in the business of our Company or our subsidiaries or any connection with any core connected person of our Company under the GEM Listing Rules as at the Latest Practicable Date; (c) there are no other factors that may affect his/her independence at the time of his/her appointment. Each of our independent non-executive Directors has provided confirmation of independence to our Company.

SENIOR MANAGEMENT

Ms. LEW Cheuk Ning (劉卓寧) (“Ms. Lew”), aged 44, is a sales and marketing director and responsible officer of Keystone Capital since February 2021 responsible for overseeing daily securities dealing operations, supervising staff conduct, ensuring compliance with SFC regulatory requirements, developing product platforms with service providers, maintaining relationships with international private banks to support the EAM platform, recruiting talent, and enhancing the company’s market presence. Ms. Lew has over 15 years of experience in the financial services industry, with a strong background in product platform development, private banking/EAM platform coordination, and regulated securities business operations.

From 24 September 2010 to 4 December 2012, Ms. Lew worked at The Hongkong and Shanghai Banking Corporation Limited, an international banking and financial services institution, with her last position as an associate relationship manager. From 17 December 2012 to 15 February 2013, she worked at Bank of China (Hong Kong) Limited, a commercial bank principally engaged in the provision of banking and financial services, with her last position as a customer relationship manager. From 1 March 2013 to 13 December 2013, she worked at Australia and New Zealand Banking Group Limited, an international banking group principally engaged in the provision of banking and financial services, with her last position as an associate relationship director. From 7 April 2014 to 12 October 2014, she worked at Bank of China International Limited, an investment bank principally engaged in the provision of corporate finance, securities and wealth management services, with her last position as an associate director of private banking relationship management department.

DIRECTORS AND SENIOR MANAGEMENT

From 12 January 2015 to 19 May 2015, she worked at Dah Sing Bank, Limited, a bank principally engaged in the provision of personal banking, corporate banking and treasury services, with her last position as a relationship manager of retail banking division.

In these roles, she was primarily responsible for advising clients on investment and insurance solutions, identifying clients’ financial needs, promoting suitable financial products and services, and developing and maintaining client relationships. Through these positions, Ms. Lew gained substantial experience in wealth management, financial product distribution and client advisory services.

She was a vice president of the private client department at China Industrial Securities International Financial Group Limited from October 2016 to June 2020. From June 2020 to February 2021, Ms. Lew served as an associate director of the private client department at CMBC Capital Holdings Limited.

Ms. Lew was a director of Beauty Gain Corporation Limited which was deregistered on 9 February 2024.

Ms. Lew obtained a bachelor’s degree in Design and Art Direction from Manchester Metropolitan University in 2005 and a degree of master of science in marketing management from The Hong Kong Polytechnic University in 2010.

Ms. NG Yee Ki Aiki (吳綺琪) (“Ms. YK Ng”), aged 41, is the chief operating officer and responsible officer of Keystone Capital and has been working with Keystone Capital since May 2016. She is responsible for managing and supervising the company’s daily operations, overseeing compliance matters, identifying and preparing for operational risks, ensuring adherence to the company’s compliance manual and applicable SFC regulations and guidelines, and monitoring the company’s financial status. Ms. YK Ng has over 14 years of experience in banking and financial services spanning operations, compliance oversight and front-line wealth roles.

From August 2011 to April 2016, Ms. YK Ng worked at Citibank (Hong Kong) Limited with her last position as a senior personal banker at Wanchai Branch responsible for client relationship, accounts opening, promoting and cross-selling and investment products and providing financial planning to identify client needs.

Ms. YK Ng obtained a degree of bachelor of business administration in accountancy from the City University of Hong Kong in July 2007.

COMPANY SECRETARY

Ms. Yim Wing Yan (嚴穎欣), aged 41, is the company secretary of our Company appointed on [•] 2026, and is mainly responsible for the company secretarial and related matters of our Group.

Ms. Yim has around 15 years of experience in the legal profession. She was a partner of a Hong Kong law firm from April 2016 to April 2026. Ms. Yim is currently the sole proprietor of her own law firm in Hong Kong. In addition, Ms. Yim has been appointed as legal adviser to certain chambers of commerce.

Ms. Yim is a practicing solicitor in Hong Kong. She obtained a Bachelor of Laws degree in 2008 and a Postgraduate Certificate in Laws in 2009 from The University of Hong Kong. She was admitted as a solicitor of the High Court of Hong Kong in October 2011.

DIRECTORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

Audit Committee

We have established the Audit Committee on [•] 2026 with written terms of reference in compliance with Rule 5.28 and Rule 11.07(5) of the GEM Listing Rules and code provision D.3.3 of the CG Code as set out in Appendix C1 of the GEM Listing Rules. The Audit Committee comprises three members, namely Mr. Wong Kai Hing, Dr. Ho Ho Ming and Ms. Ng Suet Hung, all being our independent non-executive Directors. The Audit Committee is chaired by Mr. Wong Kai Hing.

The primary duties of the Audit Committee are to assist our Board in providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of our Group, to oversee the audit process, to develop and review our policies and to perform other duties and responsibilities as assigned by our Board.

Remuneration Committee

We have established the Remuneration Committee on [•] 2026 with written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules and code provision E.1.2 of the CG Code as set out in Appendix C1 of the GEM Listing Rules. The Remuneration Committee comprises three members, namely Ms. Ng Suet Hung, Mr. Wong Kai Hing and Dr. Ho Ho Ming. The Remuneration Committee is chaired by Ms. Ng Suet Hung.

The primary duties of the Remuneration Committee include (but without limitation): (a) making recommendations to our Directors regarding our policy and structure for the remuneration of all our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (b) making recommendations to our Board on the remuneration packages of our Directors and senior management; and (c) reviewing and approving the management’s remuneration proposals with reference to our Board’s corporate goals and objectives.

Nomination Committee

We have established the Nomination Committee on [•] 2026 with written terms of reference in compliance with Rule 5.36A of the GEM Listing Rules and code provision B.3.1 of the CG Code as set out in Appendix C1 of the GEM Listing Rules. The Nomination Committee comprises three members, namely Dr. Ho Ho Ming, Mr. Wong Kai Hing and Ms. Ng Suet Hung. The Nomination Committee is chaired by Dr. Ho Ho Ming.

The primary duties of the Nomination Committee include, among others, reviewing the structure, size, composition and diversity of our Board, selecting or making recommendations on the selection of individuals nominated for directorships and supporting our Company’s regular evaluation of our Board’s performance.

CORPORATE GOVERNANCE

Our Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group for achieving effective accountability. Our Company has adopted the code provisions stated in the CG Code as set forth in Appendix C1 of the GEM Listing Rules. We are committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders as a whole. Save for the deviation from code provision C.2.1 of the CG Code as disclosed below.

DIRECTORS AND SENIOR MANAGEMENT

Code Provision C.2.1 of the CG Code

According to paragraph C.2.1 of the CG Code, the roles of the chairman and chief executive should be separate and should not be performed by the same individual. Mr. Chan is our chairman and chief executive officer of our Company. He is primarily responsible for the major decision making, formulation and implementation of business strategies, overall project management and day-to-day management of the operations of our Group, and his extensive experience and insight in the industry has been instrumental to the growth and development of the business of our Group since its founding. As such, our Board believes that it is in the best interest of our Group to have Mr. Chan taking up both the role of chairman and chief executive officer for continued effective management and business development of our Group as it provides a strong and consistent leadership. Our Board is of the view that the balance of power and authority between our Board and our management can still be maintained under the current structure. Accordingly, our Directors consider that the deviation from the code provision C.2.1 of the CG Code is appropriate under such circumstance.

BOARD DIVERSITY POLICY

Our Board comprises five members, including two executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of gender, knowledge, skills, perspectives and experience, including asset management, business administration, investment bank and credit rating, auditing, finance and accounting.

Our Company will adopt a board diversity policy in accordance with Rule 17.104 of the GEM Listing Rules prior to the [REDACTED] which sets out the objectives and approach to achieve and maintain diversity in order to enhance the quality of its performance. Our board diversity policy sets out that when considering the nomination and appointment of a Director, our Board would consider a number of factors, including but not limited to the skills, knowledge, professional experience and qualifications, cultural and educational background, age, gender and diversity of perspectives that the candidate is expected to bring to our Board and what would be the candidate's potential contributions, in order to better serves the needs and development of our Company. At least one member of the Board shall be female. All Board appointments will be based on merit, having due regard to the attributes that the new Director will bring to the Board.

We recognise the importance of gender diversity. Our Board currently comprises one female Director and four male Directors. After [REDACTED], we will continue to take steps to maintain such gender ratio at our Board going forward. In particular, we will actively identify female individuals suitably qualified to become our Board members. We target to achieve a board composition comprising at least 10% female Directors as part of our ongoing commitment to fostering diversity and balanced representation. With a view to developing a pipeline of potential successors to our Board that can maintain our gender diversity, our Group will (i) make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of our Group by recruiting staff of different gender; and (iii) consider the possibility of nominating female management members who have the necessary skills and experience to our Board. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy, and our Board and the Nomination Committee will assess our Board composition regularly.

DIRECTORS AND SENIOR MANAGEMENT

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses related to our performance. We also reimburse them for necessary and reasonable out-of-pocket expenses properly incurred in relation to all business and affairs carried out by our Group from time to time or in discharge of his/her duties to our Group under his/her service agreement or letter of appointment. We regularly review and determine the remuneration and compensation package of our Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of our Directors and our performance.

For the two years ended 31 December 2024 and 31 December 2025, the aggregate emoluments paid and benefits in kind granted by our Group to our Directors were approximately HK\$2.1 million and HK\$3.2 million, respectively.

For the two years ended 31 December 2024 and 31 December 2025, the aggregate emoluments (including fees, salaries, contributions to pension schemes and other allowances and benefits in kind) paid to the five highest paid individuals (including our Directors) by our Group were approximately HK\$6.5 million and HK\$12.6 million, respectively.

Under the arrangements currently in force, the aggregate emoluments (including fees, salaries, contributions to pension schemes and other allowances and benefits in kind) payable by our Group to our Directors for the year ending 31 December 2026 is expected to be not more than HK\$4.0 million.

During the Track Record Period, (a) no remuneration was paid to, or receivable by, our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group; (b) no compensation was paid to, or receivable by, our Directors, former Directors, or the five highest paid individuals for the loss of any office in connection with the management of the affairs of any member of our Group; (c) there was no arrangement under which a Director has waived or agreed to waive any emoluments; and (d) no other payments had been made, or are payable, by any member of our Group to our Directors during the Track Record Period.

For additional information on our Directors’ remuneration during the Track Record Period as well as information on the five highest paid individuals, please refer to the Accountants’ Report set out in Appendix I to this document.

COMPLIANCE ADVISER

Our Company has appointed Alliance Capital as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules for the term commencing on the [REDACTED] and ending on the date on which our Company distributes our annual report in respect of our financial results for the first full financial year commencing after the [REDACTED].

Pursuant to Rule 6A.23 of the GEM Listing Rules, our Company shall seek advice from our compliance adviser on a timely basis in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- where our Company proposes to use [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where business activities, developments or results of our Company deviate from any forecast, estimate, or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Shares.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Immediately following completion of the [REDACTED] and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), Mr. Chan together with Ms. Lam will directly entitled to exercise or control the exercise of 30% or more of the voting power at our Company’s general meeting, Mr. Chan and Ms. Lam are regarded as our Controlling Shareholders under the GEM Listing Rules.

The principal businesses carried on by the companies controlled by Mr. Chan and/or his close associates, apart from the companies within our Group and companies which are investment or holding vehicles, are property and investment holding, provision of money lender business (the “Other Businesses”). Given our different business nature and the fact that we are licensed with the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities in Hong Kong, and the Other Businesses are not in line with our business strategy nor are they licensed by the SFC, we believe that there is clear business delineation and that there is no competition or potential competition between the business of our Group and the Other Businesses. As of the Latest Practicable Date, Mr. Chan has no intention to inject the Other Businesses into our Group in the future. Our Directors do not expect there to be any overlap of or competition between the Other Businesses and our Group’s business after the [REDACTED].

Management, operational, administrative and financial independence of our Group

Our Directors consider that our Group is capable of carrying on its business independently of our Controlling Shareholders and their respective close associates based on the following:

Management independence

Our Board comprises two executive Directors and three independent non-executive Directors. Mr. Chan, an executive Director, chief executive officer and Chairman of the Board, is one of our Controlling Shareholders.

Each of our Directors is aware of his/her fiduciary duties as a Director which require, among other things, that he/she acts for the benefit of and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interest. In the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions and shall not be counted in the quorum.

The three independent non-executive Directors will also bring independent judgment to the decision-making process of the Board. Apart from our Directors, we have our senior management team to carry out the business decisions of our Group independently. Our Directors are satisfied that our senior management team is able to perform their roles in our Company independently and our Directors are of the view that we are capable of managing our business independently from our Controlling Shareholders and their respective close associates after the [REDACTED].

Operational, administrative and financial independence

Our Group has our own independent operational, administrative and corporate governance structure comprising separate individual departments, each with specific areas of responsibilities, including financial and accounting management and business development. During the Track Record Period, our Group was operationally and administratively independent of our Controlling Shareholders and their respective close associates as we have our own operational personnel and administrative personnel.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Our Board believes that, we have been operating independently from our Controlling Shareholders and their respective close associates and will continue to do so after [REDACTED]. Our Group makes business decisions independently and have sufficient capital, equipment and employees to operate our business independently from our Controlling Shareholders and their respective close associates. Our Group has also established a set of internal control measures to facilitate the effective operations of its business. We have registered trademarks which we can use for marketing our services. Save as disclosed in this document, our Group’s five largest customers are all independent of our Controlling Shareholders. We do not rely on our Controlling Shareholders or any of their respective close associates for access to customers, as we manage our sourcing independently to whom we have independent access.

The [REDACTED] incurred for the Previous Application was around HK\$6.4 million, which was entirely borne by Mr. Chan. As the amount is not operating in nature and we have significant financial resources to bear such costs should we have to do so, we do not consider such cost borne by Mr. Chan would affect our financial independence. Our Directors also believe that we are able to obtain financing independently of our Controlling Shareholders and their respective close associates. As of the Latest Practicable Date, we had our own finance department and independent accounting systems.

Based on the above, our Directors believe that our Group’s business operation does not rely on our Controlling Shareholders and our Group is capable of operating independently without financial reliance on our Controlling Shareholders.

RULE 11.04 OF THE GEM LISTING RULES

The Controlling Shareholders, our Directors and their respective close associates do not have any interest in a business apart from our Group’s business which competes, or may compete, directly or indirectly, with our Group’s business which requires disclosure under Rule 11.04 of the GEM Listing Rules.

CORPORATE GOVERNANCE MEASURES

Each of our Controlling Shareholders has confirmed that he/she fully comprehends his/her obligations to act in the best interests of our Company and its Shareholders as a whole. To avoid potential conflicts of interest, our Group will implement the following measures:

- (a) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Controlling Shareholders (or their associates), the interested Directors shall abstain from voting at the relevant Board meeting and shall not be counted in the quorum;
- (b) the Board is committed to the view that the Board should include a balanced composition of executive and independent non-executive Directors so that there is a strong independent element on the Board which can effectively exercise independent judgement. Our Company has appointed three independent non-executive Directors. Our Directors believe that our independent non-executive Directors are of sufficient calibre, are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide impartial and professional advice to protect the interests of the minority Shareholders. Details of our independent non-executive Directors are set out in the section headed “Directors and senior management” in this document; and

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- (c) our Company has appointed Alliance Capital Partners Limited as the compliance adviser, which will provide advice and guidance to us in respect of compliance with the GEM Listing Rules including various requirements relating to directors’ duties and internal controls. Please refer to the section headed “Directors and senior management – Compliance adviser” in this document for details in relation to the appointment of compliance adviser.

CONNECTED TRANSACTION

CONNECTED PERSONS

Following the [REDACTED], Mr. Chan will have interest in approximately [[REDACTED]]% of our issued share capital and will remain as our Controlling Shareholder. Under Rules 20.07(1) and (4) of the GEM Listing Rules, Mr. Chan and his associates will be our connected persons.

Accordingly, transactions between our Group and Mr. Chan and/or his associates, which will continue after the [REDACTED], will constitute our connected transactions under Chapter 20 of the GEM Listing Rules.

Keystone Finance Limited (“Keystone Finance”) is beneficially owned as to 65% by Mrs. Chan, and under Rule 20.10(1) is an associate of Mr. Chan, and therefore our connected person. Accordingly, transactions between our Group and Keystone Finance, which will continue after the [REDACTED], will constitute our connected transactions under Chapter 20 of the GEM Listing Rules.

EXEMPTED CONTINUING CONNECTED TRANSACTIONS

A. Sub-tenancy agreement

Our Group entered into a sub-tenancy agreement (the “Sub-tenancy Agreement”) with Keystone Finance on 30 April 2026 pursuant to which our Group agreed to sub-let to Keystone Finance a portion of the property suited at Flat 1902-3A, FWD Financial Centre, 308-320 Des Voeux Road Central, Sheung Wan, Hong Kong with a gross floor area of 250 square feet (the “Subleased Portion”) for a term commencing from 17 April 2026 to 16 April 2027 at a monthly fee of HK\$25,000. Such fee (inclusive of rent, air-conditioning, service and management charges and government rates) charged to Keystone Finance by Keystone Capital is determined with reference to the rent, air-conditioning, service and management charges and government rates payable by Keystone Capital under the head lease and is proportional to the area used by Keystone Finance.

Upon the establishment of Keystone Finance, new office space was required for its operation. Our Directors consider that the Subleased Portion was suitable for the purpose and consider that the terms of the Sub-tenancy Agreement are no less favourable than normal commercial terms and are in the interest of our Company and Shareholders as a whole.

B. EAM agreement

Keystone Capital entered into an EAM client agreement (the “EAM Agreement(s)”) with each of Mr. Chan and Mrs. Chan on 17 August 2021 and 11 July 2017 respectively pursuant to which each of Mr. Chan and Mrs. Chan engaged Keystone Capital to provide EAM services. In return, Keystone Capital received retrocession income from the relevant partnering bank. For the two years ended 31 December 2025, our Group received retrocession income in relation to the EAM Agreement with (i) Mr. Chan in the respective sum of HK\$189,000 and HK\$299,000; and (ii) Mrs. Chan in the respective sum of HK\$37,000 and HK\$12,000.

Each of the EAM Agreements was entered into in the usual and ordinary course of business of the Group and the Directors consider that the terms of the EAM Agreements are on normal commercial terms and are in the interest of our Company and Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

Each of the transactions under the Sub-tenancy Agreement and EAM Agreements is a de minimis transaction (as defined under Rule 20.74(1) of the GEM Listing Rules) based on the percentage ratio calculated in accordance with Chapter 20 of the GEM Listing Rules. Accordingly, the reporting, announcement, annual review and independent shareholders’ approval requirements in Chapter 20 of the GEM Listing Rules are fully exempt. Our Company will duly comply with the relevant requirements for disclosure and approval for future connected transactions of our Group.

SUBSTANTIAL SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), the following persons/entities will have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be directly or indirectly interested in 10% or more of the issued voting Shares of our Company or any other member of our Group:

Name of Shareholders	Capacity	As at the Latest Practicable Date		Immediately following completion of the [REDACTED] and the Capitalisation Issue	
		Number of Shares ⁽¹⁾	Approximate percentage of shareholding	Number of Shares ⁽¹⁾	Approximate percentage of shareholding
Mr. Chan	Beneficial owner	8,268,750 (L) ^{(2),(3)}	73.50%	[[REDACTED]] (L) ^{(2),(3)}	[[REDACTED]]%
Ms. Lam	Beneficial owner	8,268,750 (L) ^{(2),(4)}	73.50%	[[REDACTED]] (L) ^{(2),(4)}	[[REDACTED]]%
Ms. Lau Ying King (Mrs. Chan)	Interest of spouse	8,268,750 (L) ⁽⁵⁾	73.50%	[[REDACTED]] (L) ⁽⁵⁾	[[REDACTED]]%
Mr. Siu Wing Leung	Beneficial owner	1,575,000 (L)	14%	[[REDACTED]] (L)	[[REDACTED]]%

Notes:

- The letter “L” denotes long position in the Shares.
- On 11 May 2026, Mr. Chan and Ms. Lam entered into a confirmatory deed in relation to parties acting in concert to acknowledge and confirm, among other things, that they are parties acting in concert of the Company and Keystone Holdings during the Track Record Period and continue as at and after the date of such deed.
- Shares in which Mr. Chan is interested consist of (i) 4,584,375 Shares held by him as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by him as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue; and (ii) 3,684,375 Shares held by Ms. Lam as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by Ms. Lam as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue in which Mr. Chan is deemed to be interested as a result of being a party acting-in-concert with Ms. Lam.
- Shares in which Ms. Lam is interested consist of (i) 3,684,375 Shares held by her as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by her as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue; and (ii) 4,584,375 Shares held by Mr. Chan as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by Mr. Chan as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue in which Ms. Lam is deemed to be interested as a result of being a party acting-in-concert with Mr. Chan.
- Ms. Lau Ying King (Mrs. Chan) is the spouse of Mr. Chan. By virtue of the SFO, Ms. Lau Ying King (Mrs. Chan) is deemed to be interested in all the Shares in which Mr. Chan is interested.

Save as disclosed above, our Directors are not aware of any person who will or any entity which will, immediately following the completion of the [REDACTED] and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be directly or indirectly interested in 10% or more of the issued voting Shares of our Company or any other member of our Group. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

SHARE CAPITAL

SHARE CAPITAL

The following is a description of the share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately after completion of the [REDACTED] and the Capitalisation Issue:

Authorised share capital

HK\$

<u>[REDACTED]</u>	Shares	<u>[REDACTED]</u>

Issued and to be issued, fully paid or credited as fully paid:

HK\$

<u>[REDACTED]</u>	Shares in issue as of the date of this document	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares to be issued pursuant to the Capitalisation Issue	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares	<u>[REDACTED]</u>

ASSUMPTIONS

The above table assumes that the [REDACTED] and the Capitalisation Issue become unconditional and the issue of [REDACTED] pursuant thereto is made as described herein. It does not take into account: (i) any Shares which may be allotted and issued pursuant to the general mandate as mentioned in “General mandate to issue Shares” in this section below; or (ii) any Shares which may be repurchased by our Company pursuant to the repurchase mandate as mentioned in “General mandate to repurchase Shares” in this section below.

The minimum level of public float to be maintained by our Company after [REDACTED] is [REDACTED] of the issued capital of our Company.

RANKING

The [REDACTED] will rank *pari passu* in all respects with all other existing Shares in issue as mentioned in this document, and in particular, will be entitled to all dividends and other distributions hereafter declared, paid or made on our Shares after the date of this document save for entitlements under the Capitalisation Issue.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of our Articles of Association, our Company may from time to time by ordinary resolution of our Shareholders (i) increase our capital; (ii) consolidate and divide our capital into Shares of larger amount; (iii) divide our Shares into several classes; (iv) subdivide our Shares into Shares of smaller amount; and (v) cancel any Shares which have not been taken. In addition, our Company may, subject to the Cayman Companies Act, reduce our share capital or capital redemption reserve by our Shareholders passing a special resolution.

For further details, please refer to the paragraph headed “2. Articles of Association – (a) Shares – (iii) Alteration of capital” in Appendix III to this document. Pursuant to the Cayman Companies Act and the terms of our Articles of Association, all or any of the special rights attached to our Shares or class of Shares may be

SHARE CAPITAL

varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal of issued Shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the Shares of that class.

For further details, please refer to the paragraph headed “2. Articles of Association – (a) Shares – (ii) Variation of rights of existing shares or classes of shares” in Appendix III to this document. Other than the circumstances above, certain corporate actions may require the approval of our Shareholders, which would be obtained in a general meeting. For further details, please refer to the paragraph headed “2. Articles of Association” in Appendix III to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to issue, allot and deal with Shares with a total number not more than the sum of:

- (a) 20% of the total number of issued Shares of our Company immediately following the completion of the [REDACTED] and the Capitalisation Issue; and
- (b) the total number of issued Shares repurchased by our Company (if any) pursuant to the repurchase mandate (as referred to below).

The general mandate is in addition to the powers of our Directors to allot, issue or deal with Shares under any rights issue, scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend in accordance with our Articles of Association, or pursuant to the exercise of any subscription rights attached to any warrants which may be issued by us from time to time.

This general mandate to issue Shares will remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the expiration of the period within which our Company is required by the Articles of Association or the Companies Act or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- (c) the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraph headed “A. Further information about our Company – 3. Written resolutions of our Shareholders passed on [•]” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total number of not more than 10% of the total number of Shares in issue immediately following completion of the [REDACTED] and the Capitalisation Issue. This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the GEM Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “A. Further information about our Company – 6. Repurchase of our Shares by our Company” in Appendix IV to this document.

SHARE CAPITAL

The general mandate to repurchase Shares will remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the expiration of the period within which our Company is required by the Articles of Association or the Companies Act or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- (c) the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraph headed “A. Further information about our Company – 3. Written resolutions of our Shareholders passed on [•]” in Appendix IV to this document.

FINANCIAL INFORMATION

You should read the following discussion and analysis in conjunction with the consolidated financial statements, including the notes thereto, included in the Accountants’ Report in Appendix I to this document and the selected historical financial information presented elsewhere in this document. Our consolidated financial statements were prepared in accordance with HKFRS Accounting Standards.

This discussion of our financial condition and results of operations contains forward-looking statements which, although based on the assumptions that we consider reasonable, are subject to risks and uncertainties. Our actual performance and results are based on the assumptions about our business and may differ materially from those anticipated in the forward-looking statements due to certain factors, including those set out in the sections entitled “Forward-looking statements”, “Risk factors”, and elsewhere in this document. In addition, certain industry issues also affect our financial condition and results of operations, as described in “Industry overview”.

OVERVIEW

Founded in December 2015, we position ourselves as a multi-family office. A multi-family office is an independent wealth management platform that supports clients to manage their wealth. We mainly provide our EAM services to HNWIs, trusts and corporate clients, under which we help clients assess their wealth objectives, understand their risk profiles, formulate investment strategies, construct asset portfolio tailor-made for their requirements, screen and select best fit financial institutions that offer the appropriate platforms and products, continue monitoring, reviewing and adjusting portfolio composition.

During the Track Record Period, our revenue was generated from 3 main business lines: (i) EAM services; (ii) introduction and referral business; and (iii) fund management services. During the Track Record Period, majority of our revenue was generated from our EAM services, which accounted for approximately 90.7% and 72.7% of our total revenue for the year ended 31 December 2024 and 2025, respectively. Details of our three revenue streams are as follows:

- **EAM services**

We provide our EAM service mainly to HNWIs, trust and corporate clients, under which we manage clients’ accounts on discretionary basis. Our partner financial institutions pay us Retrocession Fees based on trades executed in the relevant client accounts. We regard these investors as our clients, because we generated revenue from wealth management service we provided to them.

- **Introduction and referral business**

We provide introduction and referral services to some investors (including our EAM clients) who want to trade their own investments. In such cases, we would introduce reputable brokerage houses to investors with which they would open accounts and trade by themselves directly. Brokerage houses then pay us referral fees based on the activities and commissions generated from the accounts referred by us. The commission rate was pre-determined in the introduction and referral agreements we signed with partner financial institutions.

FINANCIAL INFORMATION

• Fund management services

Some of our EAM clients was contemplating to trade a particular asset class that was not available or satisfactorily offered by our partner financial institutions. To cater for the client’s needs, we designed and, in conjunction with another asset management firm, launched a private umbrella open-end fund, KMS in January 2025. The primary investment focus of KMS is investment and trading of a portfolio of fixed income, cryptocurrencies and related products. Keystone Capital was appointed and serve as the investment manager of KMS and charge a management fee based on AUMs.

The following table provide a breakdown of our AUMs and revenue during the Track Record Period:

	AUM		Revenue for the year ended	
	As at 31 December		31 December	
	2024	2025	2024	2025
	HK\$’million	HK\$’million	HK\$’000	HK\$’000
EAM services	2,309	3,164	15,198	32,223
Introduction and referral business	N/A	N/A	1,554	11,976
Fund management services	–	23	–	136
	<u>[2,309]</u>	<u>[3,187]</u>	<u>16,752</u>	<u>44,335</u>

BASIS OF PRESENTATION

The Company is a limited liability company incorporated under the laws of the Cayman Islands as an exempted company on 3 April 2025. Subsequent to the Reorganisation, our Company became the holding company of Keystone Capital, details of which are set out in the paragraph headed “Corporate reorganisation” in the section headed “History, Reorganisation and Corporate Structure” in this document. Preparation of the financial information of our Group was in accordance with the HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) as issued by the HKICPA on the basis set out in note 2 to the Accountants’ Report contained in Appendix I to this document.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our financial condition and results of operations have been and will continue to be affected by a number of factors, including those set out below and in the section headed “Risk factors” in this document:

Our results of operations and financial condition may be materially and adversely affected by the level of AUMs managed by us

We derive our EAM services revenue from Retrocession Fees we received from partner financial institutions, which in turn is affected by (i) amount of AUMs maintained with particular financial institutions; and (ii) level of trading activities for any particular accounts.

As our AUMs grow, we are able to negotiate for lower fees charged on our clients’ accounts and therefore offer our clients more cost-effective wealth management solutions. At the same time, fees and commissions are charged on a larger base of AUMs, which allow us to generate more revenue. We therefore consider that growth of AUMs is the key for a sustainable business model and our business objective is therefore to achieve long term growth of AUMs.

FINANCIAL INFORMATION

The level of our AUMs are affected by a number of factors, including the general market conditions, our service quality, our performance, clients’ own financial positions, service quality of our partner financial institutions and competitors. Certain of these factors are out of our control. If any of these factors negatively affect us and we do not have effective mitigation, our level of AUMs will be significantly affected and this in turn will severely affect our ability to generate revenue through Retrocession Fees or other means.

Our ability to attract and retain AUMs has a significant impact on our financial result. Our AUM decreased from approximately HK\$2,407 million from beginning of 2024 to approximately HK\$2,309 million as at 31 December 2024. Such decrease was primarily attributable to the termination of cooperation with two partner financial institutions and the closure of certain existing clients’ accounts accordingly. The net decrease in AUMs from existing client’s accounts of approximately HK\$575 million, largely due to the termination of cooperation with the partner financial institutions and the closure of associated existing client accounts, partially offset by the additional AUMs contributed from 14 new accounts of approximately HK\$477 million. In 2025, our AUM increased significantly to approximately HK\$3,164 million as at 31 December 2025. The increase was primarily attributable to increase in AUMs contributed from 23 new accounts of approximately HK\$596 million mainly driven by the expansion of our wealth management team, as the number of our wealth managers increased from six as at the 31 December 2024 to nine as at 31 December 2025, enabling us to expand our client base and attract new client assets. We also recorded a net increase in AUMs arising from change of AUMs from existing client accounts, approximately HK\$259 million in 2025.

The following tables set out sensitivity analyses of hypothetical fluctuations (of increases or decreases of 30%, 60% and 90%) in our average AUM, and their effect on our management fee income and net profit for the years ended 31 December 2024 and 2025 respectively, using actual net EAM service fee margins of 0.48% and 0.87% for the corresponding periods, respectively, whilst other variables such as operating expenses remain unchanged.

Hypothetical fluctuation in AUM

Increase/decrease in Retrocession Fee income

Year ended 31 December
2024 2025
(HK\$’000) (HK\$’000)

+/-30%	4,559	9,667
+/-60%	9,119	19,334
+/-90%	13,678	29,001

Increase/decrease in net profit

Year ended 31 December
2024 2025
(HK\$’000) (HK\$’000)

+/-30%	3,807	8,072
+/-60%	7,614	16,144
+/-90%	11,421	24,216

The above analysis of historical financials is based on assumptions and is for illustrative purposes only and should not be viewed as the actual effect of such hypothetical fluctuations.

We work closely with our financial institution network to provide services and investment products to clients and our relationship with them would significantly affect our ability to carry out our business properly

We have established partnerships with 12 reputable financial institutions in Hong Kong with background across Chinese Mainland, Hong Kong, Singapore, the UK and Switzerland including UOB Kay Hian (Hong Kong) Limited. We introduce clients who (i) open accounts with them; (ii) deposit money and other assets into the accounts for custodian; and (iii) use their platform to trade financial assets; and/or (iv) refer investors to them to manage their own investments. These financial institutions may also provide other financial services directly to our clients.

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We believe that one of the reasons for our clients to select our services is our ability to introduce them a financial institution that can provide cost effective financial solutions best fitting their investment objectives and risk profiles. Our business is therefore highly reliant on our ability to maintain a close and long-standing relationship with our financial institutions network. As at the Latest Practicable Date, we have built relationship with these partner financial institutions for approximately one to nine years.

Our relationship with these financial institutions depend on a number of factors, including any change in their internal policies in client acceptance, their ability to offer a wide range of products and solutions, their credit rating and reputation, their geographical coverage, their willingness to continue EAM practice, level of Retrocession Fees they are willing to share and efficiency of their trading platforms. If any of the above factors changed, which affect our relationship with our partner financial institutions and we are not able to find alternative partners with similar terms of co-operation on a timely basis, our ability to provide quality services to clients will be impaired. During the Track Record Period, our relationship with two partner financial institution terminated. For details, please refer to the paragraph headed “Business – V Customers – 5. Our financial institutions network” in the document. In addition, we cannot provide any assurance that Retrocession Fees we receive from these partner financial institutions can be maintained at level similar to those we received during the Track Record Period.

We rely on our staff and wealth managers to serve our clients and expand our AUMs

We rely on our staff and wealth managers to source clients and thus our AUMs and the fee we paid to these staff and wealth managers constituted the largest component of our operating expenses during the Track Record Period, amounted to approximately HK\$8.6 million and HK\$17.5 million for the years ended 31 December 2024 and 2025 respectively, which accounted for approximately 51.4% and 39.5% of our total revenue respectively.

The following table sets out a sensitivity analysis of hypothetical fluctuations in total amount paid to staff and wealth managers, with other assumptions held constant, and their effect on our profit after tax for the year indicated. Fluctuations in staff benefits are assumed to be 10%, 20% and 30%.

Hypothetical fluctuation in staff cost and commission

Increase/decrease in staff cost and commission	Year ended 31 December	
	2024 (HK\$'000)	2025 (HK\$'000)
+/-10%	-/+719	-/+1,464
+/-20%	-/+1,437	-/+2,928
+/-30%	-/+2,156	-/+4,392

The above analysis of historical financials is based on assumptions and is for illustrative purposes only and should not be viewed as the actual effect of such hypothetical fluctuations.

We expect that costs and expenses relating to staff and wealth managers continue to be our most significant operating expenses going forward, particularly in light of the continual expansion of our business. Our ability to control such costs and expenses may significantly affect our business, results of operation and profitability.

FINANCIAL INFORMATION

MATERIAL ACCOUNTING POLICY INFORMATION AND CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Our Group’s financial information has been prepared in accordance with the HKFRS Accounting Standards. Material accounting policies adopted by our Group are set forth in detail in Appendix I to this document. Some of the accounting policies involve subjective judgements, estimates, and assumptions made by our management, all of which are inherently subject to uncertainties. The estimates and the associated assumptions are based on historical data and our experience and factors that we believe to be relevant and reasonable under the circumstances.

The following paragraphs summarise the material accounting policy information and critical accounting estimates and judgements applied in the preparation of our Group’s consolidated financial statements.

Revenue from contracts with customers

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

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or 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 our Group’s performance as our Group performs;
- our Group’s performance creates and enhances an asset that the customer controls as our Group performs; or
- our Group’s performance does not create an asset with an alternative use to our Group and our 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 good or service.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which our Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Performance obligations for contracts with customers and revenue recognition policies

Information about our Group’s performance obligations and revenue recognition policies is summarised below:

FINANCIAL INFORMATION

EAM services

Our Group generates Retrocession Fees from reputable full-licensed banks and SFC-licensed corporations through the provision of EAM services. Pursuant to the client agreements entered into between our Group and customers for the EAM services (“EAM Agreement”), our Group provides tailor-made EAM services to customers through assessing customers’ wealth objectives, understanding their risk profiles, formulating investment strategies, constructing asset portfolio tailor-made for their requirements, screening and selecting suitable Partner Financial Institutions that offer the right platforms and financial products (including fixed income products and deposits, structured products, equities and funds) and continuously monitoring, reviewing and adjusting portfolio composition.

The EAM services are highly interrelated, integrated or customised, our Group provides a combined and inseparable output to the customer, rather than separate or distinct promises. Therefore, the EAM services provided by our Group are considered as a single performance obligation satisfied over time in accordance with HKFRS 15 as the customer simultaneously receives and consumes the benefits provided by our Group’s performance as our Group performs.

The Retrocession Fees are directly received from the Partner Financial Institutions and are calculated based on the commissions and fees (including custody, fund trailer fees and other handling fees) generated from the trading of financial products in the accounts maintained by the Partner Financial Institutions through the provision of EAM services by our Group. The Retrocession Fees determined based on a pre-agreed mechanism outlined in the respective agreements with the Partner Financial Institutions.

Revenue from EAM services are measured based on output method to measure progress towards complete satisfaction of a performance obligation, which is to recognise Retrocession Fees on the basis of direct measurements of the value of the EAM services transferred to the customer to date relative to the remaining EAM services promised under the EAM Agreement, that best depict our Group’s performance in transferring control of the EAM services.

As a practical expedient, if our Group has a right to consideration in an amount that corresponds directly with the value of our Group’s performance completed to date, our Group recognizes Retrocession Fees in the amount to which our Group has the right to invoice.

Introduction and referral business

Referral income arising from introduction and referral business is recognised at a point in time when our Group introduces and refers investors to the Partner Financial Institutions for account opening and the investors would trade by themselves directly. Referral income is calculated based on a commission rate pre-determined in the introduction and referral agreements entered into with Partner Financial Institutions, on the activities and commissions generated from the accounts referred by our Group.

Fund management services

Our Group provides investment management services to the investment funds that our Group manage in return for a management fee. Management fees are recognised as the investment management services are performed over time. Our Group charges such fees with reference to the invested capital, net asset value or capital commitment of the investment funds managed by our Group.

Taken the practical expedient in HKFRS 15, information about the remaining performance obligations is not disclosed as our Group elects to apply the practical expedient by recognising revenue for provision of EAM services in the amount to which our Group has right to invoice.

FINANCIAL INFORMATION

Financial assets

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.

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.

Amortised cost and interest income

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. 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 (see below). 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.

Derecognition of financial assets

Our Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred 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.

FINANCIAL INFORMATION

RESULTS OF OPERATIONS

The following sets forth our results of operations during the Track Record Period as extracted from the Accountants’ Report set out in Appendix I to this document:

	Year ended 31 December		
	2024	2025	Change
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>%</i>
Revenue			
– EAM services	15,198	32,223	112.0
– Introduction and referral business	1,554	11,976	670.7
– Fund management services	–	136	N/A
	16,752	44,335	164.7
Other income, other gains and losses	1,014	652	(35.7)
Staff costs and commissions	(8,605)	(17,532)	103.7
Depreciation expenses	(518)	(640)	23.6
Legal and professional expenses	(690)	(191)	(72.3)
Other operating expenses	(663)	(1,027)	54.9
Finance costs	(24)	(50)	108.3
Profit before taxation	7,266	25,547	251.6
Income tax expense	(975)	(4,032)	313.5
Profit and total comprehensive income for the year attributable to the owners of the Company	<u>6,291</u>	<u>21,515</u>	<u>242.0</u>
Earnings per share attributable to ordinary equity holders of the Company	<i>HK\$</i>	<i>HK\$</i>	
– Basic and diluted	<u>0.56</u>	<u>1.91</u>	<u>241.1</u>

FINANCIAL INFORMATION

DISCUSSION ON SELECTED ITEMS OF CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Revenue

During the Track Record Period, our revenue was primarily derived from (i) EAM services; and (ii) introduction and referral business. Our fund management service started in January 2025 which contributed an insignificant amount to our total revenue. For each of the two years ended 31 December 2024 and 2025, our revenue amounted to approximately HK\$16.8 million and HK\$44.3 million respectively, representing a year-on-year increase of approximately 164.7%.

An analysis of our revenue is set out as follows:

	Year ended 31 December		Change
	2024	2025	
	HK\$'000	HK\$'000	%
Revenue from contracts with customers			
EAM services			
– sales and purchase of investment products and services	13,029	30,003	130.3
– others	<u>2,169</u>	<u>2,220</u>	<u>2.4</u>
	15,198	32,223	112.0
Introduction and referral business	1,554	11,976	670.7
Fund management services	<u>–</u>	<u>136</u>	<u>N/A</u>
	<u>16,752</u>	<u>44,335</u>	<u>164.7</u>

i) EAM services

We generate Retrocession Fees through provision of EAM services:

Retrocession Fee from sales and purchase of investment products and services represents fee received by us from partner financial institutions in respect of transactions executed through clients' accounts. Under the pre-agreed EAM agreements, we are generally entitled to receive 50%-60% of the net fee income generated by such partner financial institutions, after deducting applicable commissions, fees and other charges.

The following table summarises Retrocession Fees by underlying financial products during the Track Record Period:

	Year ended 31 December		Change
	2024	2025	
	HK\$'000	HK\$'000	%
Fixed income and deposits	5,678	4,536	(20.1)
Structured products	5,287	16,291	208.1
Equities	1,796	8,874	394.1
Funds	268	302	12.7
Others (Note)	<u>2,169</u>	<u>2,220</u>	<u>2.4</u>
Total	<u>15,198</u>	<u>32,223</u>	<u>112.0</u>

Note: Others include custody, fund trailer fees and other handling fees.

FINANCIAL INFORMATION

The following table summarises AUMs during the Track Record Period:

	As at 31 December				Change %
	2024		2025		
	HK\$'million	US\$'000	HK\$'million	US\$'000	
Fixed income and deposits	1,557	199,663	1,887	241,960	21.2
Structured products	17	2,168	114	14,596	573.2
Equities	635	81,455	1,002	128,387	57.6
Funds	100	12,775	161	20,680	61.9
	<u>2,309</u>	<u>296,061</u>	<u>3,164</u>	<u>405,623</u>	

The following table summarises number of transaction of investment products during Track Record Period:

	Year ended 31 December	
	2024	2025
Fixed income and deposits	468	313
Structured products	224	787
Equities	882	1,787
Funds	17	18

For the year ended 31 December 2025, Retrocession Fees increased by approximately HK\$17.0 million, or 112.0%, from approximately HK\$15.2 million for the year ended 31 December 2024. Such increase is primary attributable to (i) an increase in AUMs from both new and existing clients by approximately 37.0%, which expanded our investable asset base and in turn supported greater client investment activities and increased demand for investment products and services, and (ii) changes in market conditions that may trigger early termination of certain structured products, which may induce the re-purchase of the relevant products. Specific analysis on each type of investment product is set out in the following paragraphs.

Retrocession Fees from equities and structured products increased by approximately 394.1% and 208.1% in 2025, respectively. Such increase was mainly driven by: (i) increased transaction activities in equities and structured products, with the number of transactions in equities increased by approximately 102.6% from 882 in 2024 to 1,787 in 2025, and the number of transactions in structured products increased by approximately 251.3% from 224 in 2024 to 787 in 2025, reflecting stronger client trading demand during the Track Record Period; and (ii) favourable market conditions and increased market liquidity, including the continued maturity and liquidity of the U.S. stock market and the surge in the average daily turnover of the Main Board of the Stock Exchange from approximately HK\$131.8 billion in 2024 to HK\$249.7 billion in 2025, which supported increased client participation in equity and structured products.

Retrocession Fees from funds remained relatively stable at approximately HK\$0.3 million in both 2024 and 2025, which was generally in line with the stable level of AUMs and number of transaction during the same period.

Retrocession Fees from fixed income and deposits slightly decreased from approximately HK\$5.7 million in 2024 to approximately HK\$4.6 million in 2025 which was mainly attributable to lower number of transactions during the Track Record Period which may be affected by market expectation of any U.S. dollar interest rate change.

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Retrocession Fee from others represents fee income received by us from partner financial institutions in connection with clients’ assets placed with such financial institutions. Such fee income including custody, fund trailer fees and other handling fees which were generally calculated by the partner financial institutions based on the AUM, typically at rates of 0.2%. The others Retrocession Fees remains relatively stable for the year ended 31 December 2024 and 2025 of approximately HK\$2.2 million.

(ii) Introduction and referral business income

We introduce clients to our brokerage firm partners and, under the relevant referral arrangements, receive a fixed portion of the brokerage commissions generated from the client accounts introduced by us. As an introducing agent, we will not involve in managing or administering any matters and not provide any investment advice to the investors in relation to relating opening accounts.

The commission income from introduction and referral business increased by approximately HK\$10.4 million, or 670.7%, from approximately HK\$1.6 million in 2024 to approximately HK\$12.0 million in 2025. As commission income from referral fees vary depending on market sentiment and liquidity, such increase was mainly attributable to increased client trading activities amid improved market conditions for the year ended 31 December 2025.

(iii) Fund management services income

We provide fund management services to our OFC fund which was launched in January 2025 in return for yearly management fee to meet client’s needs and financial goals. The revenue for the year ended 31 December 2025 amounted to approximately HK\$136,000.

Other income, other gains and losses

Our Group’s other income, other gains and losses primarily comprised rental income and bank interest income. The rental income derived from subletting a portion of an office premises to Keystone Finance Limited, our connected person. For details of the subletting agreement, please refer to the section headed “Connected transaction” in this document. In 2024, government grants represented the subsidy of approximately HK\$0.5 million for compensating our Group’s expenses incurred in setting up KMS in Hong Kong. The other income, other gains and losses slightly decrease by approximately 35.7% in 2025 was mainly due to the absence of government grant which was only received in 2024 for setting up of the OFC fund in January 2025.

Staff costs and commission

	For the year ended 31 December		
	2024	2025	Change
	HK\$’000	HK\$’000	%
Director’s remuneration	2,101	3,191	51.9
Mandatory Provident Fund contribution	32	50	56.3
Salaries and allowances	1,900	4,181	120.1
Commission	4,572	10,110	121.1
Total	8,605	17,532	103.7

FINANCIAL INFORMATION

i) Staff costs

Our staff costs mainly represented salaries, allowances and pension scheme contributions benefits to the staff of our Group and Director’s remuneration, excluding the commission payable to the wealth managers. The remuneration of our Directors is determined by the Board, taking into account their duties and responsibilities, the time and effort devoted to our affairs, the overall performance of our Group and prevailing market conditions for companies of comparable size and nature.

The staff costs increased by approximately HK\$3.4 million to approximately HK\$7.4 million in 2025. Such increase was mainly attributable to the increase in the number of newly hired employees and higher Directors’ remuneration, which was in line with the significant increase in revenue for the year ended 31 December 2025.

ii) Commissions

Commissions represent commissions paid to our wealth managers, which are generally determined based on Retrocession Fees and/or introduction and referral fee we received. Such commissions are generally settled on a quarterly basis. The applicable commission rates vary depending on the type of underlying investment products and typically range from 60% to 65% of the gross fee we receive from financial institutions.

Commissions increased from approximately HK\$4.6 million for the year ended 31 December 2024 to approximately HK\$10.1 million for the year ended 31 December 2025, which was generally in line with the increase in revenue during the same period. The increase was also attributable to the significant growth in (i) revenue from both EAM services and introduction and referral business; and (ii) more clients were introduced by wealth managers with increase in AUMs during the period.

Depreciation

The depreciation remains relatively stable with slightly increased from approximately HK\$0.5 million for the year ended 31 December 2024 to approximately HK\$0.6 million for the year ended 31 December 2025.

Legal and professional expenses

Our legal and professional fees decreased from approximately HK\$0.7 million for the year ended 31 December 2024 to approximately HK\$0.2 million for the year ended 31 December 2025, primarily due to the legal fee incurred for setting up of KMS, a Hong Kong private umbrella open-ended fund registered with the SFC, during 2024 which was formally launched in January 2025.

Other operating expenses

Our other operating expenses increased by approximately HK\$0.4 million, or 54.9%, from approximately HK\$0.7 million for the year ended 31 December 2024 to approximately HK\$1.0 million for the year ended 31 December 2025 which primarily consist of building management fees, entertainment and travelling expenses. Such increase in other operating expenses was mainly attributable to the increase in entertainment and travelling expenses, which was in line with the growth in our business activities.

Finance cost

Finance costs were derived from lease liabilities and increased from approximately HK\$0.02 million in 2024 to approximately HK\$0.05 million in 2025. The increase was mainly attributable to the lease modification in September 2024.

FINANCIAL INFORMATION

Income tax expense

Our Group is subject to income tax on an individual legal entity basis on profits arising in or derived from the tax jurisdictions in which companies comprising our Group domicile or operate.

i) Cayman Islands profit tax

Our Group was incorporated in the Cayman Island and has not been subject to any taxation in the Cayman Islands according to current rule and regulations.

ii) Hong Kong profit tax

Our wholly-owned subsidiary, Keystone Capital, is subject to income tax within Hong Kong at the applicable tax rate on taxable income. The profit tax in Hong Kong is 2-tier tax rate which is 8.25% on assessable profits up to HK\$2 million and 16.5% on any part of assessable profits over HK\$2 million.

Income tax expenses increased by approximately HK\$3 million, from approximately HK\$1 million for the year ended 31 December 2024 compared to income tax credit of approximately HK\$4 million for the year ended 31 December 2025. Such increase was mainly due to the significant increase of assessable profit during the year ended 31 December 2025.

Profit for the year and net profit margin

The profit for the year increased by approximately HK\$15.2 million or 242.0% from approximately HK\$6.3 million for the year ended 31 December 2024 to approximately HK\$21.5 million for the year ended 31 December 2025. Our Group's costs, including staff costs and commissions, depreciation expenses, legal and professional expenses, finance cost and other operating expenses, increased from HK\$10.5 million for the year ended 31 December 2024 to HK\$19.4 million for the year ended 31 December 2025, representing an increase of approximately 85.1% which is in line with the turnover growth of approximately 164.7%. The increase in net profit for the year ended 31 December 2025 was primarily attributable to the same factor during the increase in revenue as discussed above. The net profit margin increased by approximately 10.9 percentage points, from approximately 37.6% for the year ended 31 December 2024 to 48.5% for the year ended 31 December 2025. Compared with the significant increase in net profit, the increase in net profit margin was generally in line. Such increase was mainly attributable to the scaling effect achieved as a result of the significant increase in trading activities of our EAM services and introduction and referral business, partially offset by increase in staff cost and commission expenses as result of (i) bonuses awarded to the Directors after considering their performance and the Group's business development, as well as the recruitment of two additional permanent employees to support the Group's future business plan; and (ii) the significant increase in trading activities upon which commission expenses were calculated.

LIQUIDITY AND CAPITAL RESOURCES

Our Group's primary uses of cash are mainly to finance its operations and satisfy its capital expenditure needs. During the Track Record Period, our Group's principal sources of liquidity and capital resources were net cash from business operations.

The following table sets out selected cash flow data from the consolidated statements of cash flows. This information should be read together with the consolidated financial information contained in the Accountants' Report in Appendix I to this document.

FINANCIAL INFORMATION

	Year ended 31 December		
	2024	2025	Change
	HK'000	HK'000	%
Operating cash flows before movements in working capital	7,596	25,902	241.0
Net cash generated from operating activities	6,569	18,925	188.1
Net cash (used in)/generated from investing activities	(4,206)	546	N/A
Net cash used in financing activities	(1,012)	(5,818)	474.9
Net increase in cash and cash equivalents	1,351	13,653	910.6
Cash and cash equivalents at the beginning of the year	5,195	6,546	26.0
Cash and cash equivalents at the end of the year	6,546	20,199	208.6

Net cash inflow from operating activities

The net cash flow from our Group’s operating activities reflects the net profit of our Group being adjusted mainly for the non-cash items and the effects of cash flows arising from the movements in working capital such as changes in accounts receivable, bank balance and other payables and accruals, etc.

In 2024, we had net cash derived from operating activities of approximately HK\$6.6 million, which represents our profit before tax of approximately HK\$7.3 million, adjusted for certain non-cash and non-operating items, primarily including (i) bank interest income of approximately HK\$0.2 million, (ii) depreciation of property, plant and equipment of approximately HK\$0.1 million, and (iii) depreciation of right-of-use assets of approximately HK\$0.4 million. The amount was further adjusted by positive change in working capital, primarily including (i) slightly increase in accounts and other receivables of approximately HK\$1.5 million, and (ii) slightly increase in other payables and accruals of approximately HK\$0.5 million.

In 2025, we had net cash derived from operating activities of approximately HK\$18.9 million, which represents our profit before tax of approximately HK\$25.5 million, adjusted for certain non-cash and non-operating items, primarily including (i) bank interest income of approximately HK\$0.3 million, (ii) depreciation of right-of-use assets of approximately HK\$0.6 million. The amount was further adjusted by positive changes in working capital, primarily due to increase in accounts and other receivables of approximately HK\$5.4 million which in line with our revenue growth for the year ended 31 December 2025.

Net cash inflow/outflow from investing activities

During the Track Record Period, our cash flow used in investing activities was principally advances to shareholders/related companies and our cash flow derived from investing activities was mainly due to repayment from shareholders/related companies.

For the year ended 31 December 2024, we recorded net cash outflow in investing activities of approximately HK\$4.2 million, which was mainly due to advances to shareholders of approximately HK\$3.8 million in relation to short-term loans advanced by the Group to two of our shareholders.

FINANCIAL INFORMATION

For the year ended 31 December 2025, we recorded net cash inflow from investing activities of approximately HK\$0.5 million which mainly consists of repayment from related companies of approximately HK\$7.9 million and advances to shareholders of HK\$7.7 million. The advances to shareholders mainly represented (i) expenses related to the previous listing application in the U.S. of approximately HK\$6.4 million paid by our Group in 2025 on behalf of one of our shareholders, which should be borne by such shareholder; (ii) short-term loan advanced by the Group to two of our shareholders of approximately HK\$5.3 million; and (iii) partially offset by repayment of approximately HK\$3.9 million from three of our shareholders.

Net cash outflow in financing activities

Our cash outflow from financing activities during the Track Record Period was principally due to capital element of lease rental payment, dividends paid and repayment to a related party.

For the year ended 31 December 2024, we recorded net cash outflow in financing activities of approximately HK\$1.0 million, which was mainly due to (i) capital element of lease rental payment of HK\$0.5 million; and (ii) dividend payment of approximately HK\$0.5 million.

For the year ended 31 December 2025, we recorded net cash outflow from financing activities of approximately HK\$5.8 million, which was mainly attributable to (i) capital element of lease rental payment of approximately HK\$0.6 million; (ii) repayment to one of our shareholders, which was related to reimbursement of meals, entertainment and traveling expenses incurred on behalf of the Group of approximately HK\$0.8 million; and (iii) dividend of approximately HK\$4.3 million paid during the year ended 31 December 2025, which was in line with our improved business performance in 2025.

SUFFICIENCY OF WORKING CAPITAL

Our Directors are of the opinion that, taking into account the financial resources available to us including internally generated funds from operating activities, and the [REDACTED] from the [REDACTED], we have sufficient working capital for our present requirements for at least 12 months from the date of this document.

FINANCIAL INFORMATION

NET CURRENT ASSETS

The table below sets forth our Group’s current assets and current liabilities at the respective financial position dates indicated:

	As at 31 December		
	2024	2025	Change
	HK\$’000	HK\$’000	%
CURRENT ASSETS			
Accounts and other receivables	4,350	9,775	124.7
Amounts due from related companies	7,930	30	(99.6)
Amounts due from shareholders	3,872	11,546	198.2
Cash and cash equivalents	<u>6,589</u>	<u>20,199</u>	<u>206.6</u>
	<u>22,741</u>	<u>41,550</u>	<u>82.7</u>
CURRENT LIABILITIES			
Other payables and accruals	2,319	2,677	15.4
Amount due to a related company	24	–	(100.0)
Amount due to a shareholder	830	–	(100.0)
Lease liabilities	581	552	(5.0)
Tax payable	967	3,287	239.9
Bank overdrafts	<u>43</u>	<u>–</u>	<u>(100.0)</u>
	<u>4,764</u>	<u>6,516</u>	<u>36.8</u>
NET CURRENT ASSET	<u>17,977</u>	<u>35,034</u>	<u>94.9</u>

Our current assets consist primarily of cash and cash equivalents, accounts and other receivable arising from the businesses of EAM services, introduction and referral business and fund management services and amounts due from related companies and shareholders. Our current liabilities consist primarily of other payables and accruals, amount due to a related company and a shareholder, lease liabilities rise from office premises and tax payable.

Our net current assets increased from approximately HK\$18.0 million as at 31 December 2024 to approximately HK\$35.0 million as at 31 December 2025. The increase was primarily due to (i) the increase in accounts and other receivables of approximately HK\$5.4 million as result of growth in business activities; (ii) the increase in amounts due from shareholders of approximately HK\$7.7 million, mainly attributable to expenses relating to application for listing in U.S. advanced by the Group on behalf of a shareholder; and (iii) the increase in cash and cash equivalents of approximately HK\$13.6 million which was in line with our company’s performance during the year, partially offset by (i) the decrease in amounts due from related companies of approximately HK\$7.9 million which is non-trade in nature; and (ii) the increase in tax payable of approximately HK\$2.3 million.

FINANCIAL INFORMATION

ANALYSIS OF VARIOUS ITEMS FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Accounts and other receivables

The following table sets out the breakdown of accounts and other receivables for the periods indicated:

	As at 31 December		Change %
	2024 HK\$'000	2025 HK\$'000	
Account receivables	4,061	9,479	133.4
Other receivables	2	2	–
Deposits and prepayments	287	294	2.4
Deposits, prepayments and other receivables, net	<u>289</u>	<u>296</u>	<u>2.4</u>
 Total accounts and other receivables, net	 <u>4,350</u>	 <u>9,775</u>	 <u>124.7</u>

The account receivables primarily relate to receivables arising from our EAM services, introduction and referral business and fund management services. Account receivables of approximately HK\$4.1 million and HK\$9.5 million as at 31 December 2024 and 31 December 2025, respectively, were due from a number of financial institutions. Such account receivables are generally due upon the issuance of invoices, and our Group does not hold any collateral over these balances. The credit period generally ranges 30 days to 90 days. A significant amount of the outstanding accounts receivables were generally aged within 30 days based on date of income recognition and, as at 31 December 2024 and 2025, no accounts receivables were past due.

As at Latest Practicable Date, we had settled [95.8]% of our accounts receivables as at 31 December 2025, in an amount of approximately HK\$[8.8] million.

The following is an aged analysis of accounts receivables net of expected credit losses allowance presented based on the invoice dates which approximates the revenue recognition date:

	As at 31 December	
	2024 HK\$'000	2025 HK\$'000
0-30 days	2,263	3,893
31-60 days	615	1,505
61-90 days	<u>1,183</u>	<u>4,081</u>
 Total	 <u>4,061</u>	 <u>9,479</u>

As at 31 December 2024 and 2025, the largest and the five largest accounts receivables accounted for 59.1% and 97.9%, and 29.2% and 96.5% of our Group's accounts receivables balance, respectively. The Directors considered the credit risk from this concentration was not significant as these counterparties were sizeable and well-established companies in the respective industry with sound financial position.

Amounts due from related companies

Amounts due from related companies mainly represent the balances with the related companies which are non-trading nature, unsecured, non-interest bearing and recoverable/repayable on demand.

FINANCIAL INFORMATION

As at 31 December 2024, the amount due from related companies represented legal and professional fee from Keystone Capital (Singapore) Pte. Limited and mainly advances to Keystone Holdings Worldwide Limited of approximately HK\$0.3 million and HK\$7.6 million, respectively. The amount due from related companies as at 31 December 2024 was subsequently settled in April and May 2025.

As at 31 December 2025, the amount due from related companies, Keystone Multi Strategy OFC of approximately HK\$30,000 mainly related to legal fee of setting up the fund. The amount due from related companies as at 31 December 2025 was subsequently settled in May 2026.

Amount due from shareholders

Amounts due from shareholders mainly represent the balances with the shareholders which are non-trading nature, unsecured, non-interest bearing and recoverable/repayable on demand.

As at 31 December 2024, the amount due from shareholders mainly representing short-term loan granted to three shareholders of an aggregate of approximately HK\$3.9 million. Amount due from shareholders was subsequently settled in February and April 2025.

As at 31 December 2025, the amount due from shareholders mainly representing advances to two shareholders of approximately HK\$9.7 million and HK\$1.8 million respectively which mainly represents (i) expenses related to previous listing application on the U.S. of approximately HK\$6.4 million; (ii) short-term loan advanced by the Group to two of our shareholders of approximately HK\$5.3 million. Such amounts were subsequently settled in February and May 2026.

Cash and cash equivalents

Cash and cash equivalents comprise bank balances and cash on hands. The Group places bank balances in banks and financial institutions with high credit ratings assigned by international credit-rating agencies. Cash and cash equivalents amounted to approximately HK\$6.6 million and HK\$20.2 million as at 31 December 2024 and 31 December 2025, respectively. The increase in cash and cash equivalents was primarily due to increase in net profit of approximately HK\$15.2 million and repayment from related companies of approximately HK\$7.9 million which partially offset by advance to shareholders of approximately HK\$7.7 million and dividend paid of approximately HK\$4.3 million.

Other payables and accruals

Other payables and accruals primarily comprise commission payables to wealth managers and employees and dividend payable. The increase of approximately HK\$0.4 million was due to increase in discretionary bonus payable to employees of approximately HK\$0.4 million and partially offset by slightly decrease in commission payables to employees of approximately HK\$0.3 million. The dividend payable increased by approximately HK\$0.2 million for the year ended 31 December 2025.

Amount due to a related company

As at 31 December 2024, the amount due to Keystone Finance Limited, a related company, was approximately HK\$24,000.

As at 31 December 2025, there was no outstanding balance due to a related company.

Amount due to a shareholder

As at 31 December 2024, the amount due to Mr. Chan Tak Chiu, a Shareholder represented business-related expenses advanced by him on behalf of the Group of approximately HK\$0.8 million. The amount due to a shareholder was paid in April and May 2025.

FINANCIAL INFORMATION

As at 31 December 2025, there was no outstanding balance due to a shareholder.

Lease liabilities

Lease liabilities primarily represented the lease liabilities in relation to our office premises. Lease liabilities decreased from approximately HK\$1.4 million as at 31 December 2024 to approximately HK\$0.8 million as at 31 December 2025, mainly due to the settlement of lease payments during the year.

Contingent liabilities

During the Track Record Period, our Group had no material contingent liabilities.

INDEBTEDNESS

As at 31 March 2026, apart from lease liabilities in the sum of approximately HK\$0.6 million, our Group did not have outstanding indebtedness or any loan capital issued and/or outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, debentures, mortgages, charges, finance leases or hire purchases commitments, guarantees, material covenants, or other material contingent liabilities.

RELATED PARTY TRANSACTIONS

During the Track Record Period, other than (i) the subletting arrangement between Keystone Capital and Keystone Finance Limited, details of which are set out in the section headed “Connected transaction” in this document; and (ii) compensation of key management personnel of our Group, we do not have other related party transactions. For details of our related party transactions, please also refer to Note 26 to the Accountants’ Report in Appendix I to this document.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

During the Track Record Period and up to the [Latest Practicable Date,] we had not entered into off balance sheet commitment and arrangements.

CAPITAL COMMITMENTS

During the Track Record Period and up to the Latest Practicable Date, our Group did not have any material capital commitment.

KEY FINANCIAL RATIOS

	As at/for the year ended	
	31 December	
	2024	2025
Net profit margin ⁽¹⁾	37.6%	48.5%
Return on equity ⁽²⁾	33.6%	60.2%
Return on assets ⁽³⁾	25.9%	50.6%
Current ratio ⁽⁴⁾	4.8 times	6.4 times
Net gearing ratio ⁽⁵⁾	net cash	net cash

FINANCIAL INFORMATION

Notes:

- (1) Net profit margin represents net profit for the year divided by total revenue for the year.
- (2) Return on equity represents profit for the year divided by total equity as at the end of the year.
- (3) Return on assets represents profit for the year divided by total assets as at the end of the year.
- (4) Current ratio represents total current assets divided by total current liabilities as at the end of the year.
- (5) Net gearing ratio represents total debt, including bank overdrafts and lease liabilities, less cash and cash equivalents, divided by total equity as at the end of the year.

Net profit margin

The net profit margin increased by approximately 10.9 percentage points, from approximately 37.6% for the year ended 2024 to approximately 48.5% for the year ended 31 December 2025. Such increase was mainly attributable to the scaling effect achieved as a result of the significant increase in trading activities of our EAM services and introduction and referral business, on which commissions payable to us were calculated, partially offset by increase in staff cost and commission expenses, bonuses awarded to the Directors after considering their performance and the Company’s business development, as well as the recruitment of two additional employees to support the Company’s business development plan.

Return on equity

Our return on equity increased from approximately 33.6% in 2024 to approximately 60.2% in 2025. The increase was primarily attributable to the significant increase in net profit for the year ended 31 December 2025, which outpaced the increase in our equity base. The improvement in profitability was mainly driven by higher revenue generated from our EAM service, introductory and referral business and fund management services, which were supported by more active market conditions and higher client investment activities for the year ended 31 December 2025.

Return on assets

Our return on assets increased from approximately 25.9% in 2024 to approximately 50.6% in 2025. The increase was mainly due to the substantial growth in net profit for the year ended 31 December 2025. Although our total assets increased during the year, primarily driven by increases in accounts and other receivables, amounts due from shareholders and cash and cash equivalents, the increase in net profit was more significant, resulting in an overall improvement in return on assets.

Current ratio

Our current ratio increased from approximately 4.8 times as at 31 December 2024 to approximately 6.4 times as at 31 December 2025. The increase was mainly attributable to the increase in current assets, in particular, account and other receivables, amounts due from shareholders and cash and cash equivalents, partially offset by the increase in current liabilities, mainly tax payable, other payables and accruals and current lease liabilities. The increase in current ratio reflected our stronger liquidity position as at 31 December 2025.

Net gearing ratio

Net gearing ratio is not applicable as our cash and cash equivalents exceeded the total of our lease liabilities and bank overdrafts as at 31 December 2024 and 31 December 2025.

FINANCIAL INFORMATION

DIVIDEND AND DIVIDEND POLICY

On 24 June 2024 and 4 August 2025, Keystone Capital, a wholly-owned subsidiary of the Company, declared a cash dividend of HK\$0.5 million and HK\$2.5 million, respectively, to its then shareholders.

On 4 November 2025 and 15 April 2026, the Company declared a cash dividend of HK\$2 million and HK\$10 million, respectively, to its then shareholders.

Save as disclosed above, for the years ended 31 December 2024 and 2025 and up to the Latest Practicable Date, neither Keystone Global nor the Operating Subsidiary had declared or paid any dividends or made any distributions to their respective shareholders. Except as disclosed above, our Company has not declared or paid any cash dividends on its ordinary shares since its incorporation.

We intend to adopt, before the [REDACTED], a general dividend policy of declaring and distributing dividends on an annual basis in an amount which is no less than 25% of our net profit generated in any financial year after the [REDACTED] (i.e. financial year ending 31 December 2026 and onward) after deducting any significant capital expenditures or as otherwise determined by the Board. The declaration and distribution of dividends will be subject to compliance with the requirements of applicable laws and regulations and depend on a number of factors, including our then financial conditions and our expectation of the then prevailing market environment.

RECENT DEVELOPMENT AND MATERIAL ADVERSE CHANGES

After 31 December 2025 and up to 31 March 2026, we have made the following key business developments:

- We have accepted four new EAM accounts with total new AUMs of approximately US\$8.8 million (equivalent to approximately HK\$68.6 million).
- Due to certain features of certain investment products, the contract of the products will finish early when there are change in certain conditions. The amount of such products will then be available for re-investment in the same asset classes under the portfolio allocation such that trading activities for our EAM business will increase. The following table compares total number of trades for different asset classes for the period from 1 January 2026 to 31 March 2026 and the corresponding period last year:

Asset class	1 January – 31 March 2025	1 January – 31 March 2026
Fixed income and deposits	69	62
Structured products	93	215
Equities	375	416
Funds	3	6

- We have introduced two new investors to brokerage houses under our introduction and referral business.
- An additional wealth manager is going to join our team and the person is in the process of applying for the relevant licenses under the SFO.

FINANCIAL INFORMATION

Our Directors confirm that, save for the estimated non-recurring [REDACTED], there has been no material adverse change in the financial or trading position or prospects of our Group since 31 December 2025 (being the date to which the latest consolidated financial statements of our Group were made up) and up to the date of this document, and there is no event since 31 December 2025 and up to the date of this document which would materially affect the information shown in the Accountants’ Report set out in Appendix I to this document.

[REDACTED]

The total amount of [REDACTED] represents professional fees, [REDACTED] and other fees incurred in connection with the [REDACTED] is estimated to be approximately HK\$[REDACTED] (based on the mid-point of the indicative [REDACTED] range and assuming the [REDACTED] is not exercised), representing approximately [REDACTED]% of our estimated gross [REDACTED] from the [REDACTED] (based on the mid-point of the indicative [REDACTED] range and assuming the [REDACTED] is not exercised). We estimate that our [REDACTED], comprising (i) [REDACTED]-related expenses, including [REDACTED], of approximately HK\$[REDACTED]; and (ii) non-[REDACTED]-related expenses of approximately HK\$[REDACTED], including (a) fees paid and payable to legal advisers and the Reporting Accountants of approximately HK\$[REDACTED]; and (b) other fees and expenses of approximately HK\$[REDACTED]. The [REDACTED] of: (i) approximately HK\$[REDACTED] is directly attributable to the issue of the [REDACTED] and is to be accounted for as a deduction from equity in accordance with the relevant accounting standards; and (ii) approximately HK\$[REDACTED] has been or is to be charged to the consolidated statements of profit or loss, which is expected to be charged prior to or upon [REDACTED]. Expenses in relation to the [REDACTED] are non-recurring in nature.

DISTRIBUTABLE RESERVES

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on 3 April 2025. Please refer to Note 27 to the Accountants’ Report in Appendix I to this document for details of our Company’s reserves.

FINANCIAL RISK MANAGEMENT

Financial risk management objectives and policies

Our Group’s major financial instruments include accounts receivables, deposits and other receivables, amounts due from/(to) related companies and shareholders, bank balances and cash, other payables and accruals, lease liabilities and bank overdrafts. Details of these financial instruments are disclosed in respective notes to the Accountants Report in Appendix I to this document. The risks associated with these financial instruments, include market risk (foreign exchange risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. However, the Board meets periodically to analyse and formulate measures to manage our Group’s exposure to different risks arising from the use of financial instruments. Generally, our Group employs conservative strategies regarding its risk management. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

FINANCIAL INFORMATION

Currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instruments will fluctuate because of change in foreign exchange rates.

Our Group is exposed to currency risk primarily through transactions that are denominated in currencies other than the functional currency of the operations to which they related. Cash and cash equivalents, accounts receivables and amounts due from related companies and shareholders denominated in foreign currencies expose our Group to currency risk during the Track Record Period.

Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

Credit risk mainly arises from accounts receivables, deposits and other receivables, amounts due from related companies and shareholders and bank balances. Our Group’s major credit risk exposure relates to the Retrocession fees and introduction and referral fees to be paid to us by our partner financial institutions. Since each of these financial institutions is reputable financial institution, thus, we believe that our credit risk is low. Our Directors confirm that during the Track Record Period, we had not experienced any difficulties in collecting payments from these institutions.

Liquidity risk

Liquidity risk related to the risk that our Group will not able to meet its obligation associated with its financial liabilities. In the management of the liquidity risk, our Group and our Company monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance our Group’s operations and mitigate the effects of fluctuations in cash flows in the short and long term.

Capital risk management

Our Group manages its capital to ensure that entities in our Group will be able to continue as a going concern while maximising the return to owners of our Company through the optimisation of the debt and equity balance. Our Group’s overall strategy remains unchanged throughout the Track Record Period.

The capital structure of our Group consists of net reserves, which includes cash and cash equivalents, net of lease liabilities and equity attributable to equity shareholders of the Company, comprising issued share capital and reserves.

We are required to maintain at all times the liquid capital which is not less than the minimum requirement as set out under the FRR. Our finance and accounts department is responsible for the preparation of the financial returns and the computation of liquid capital in accordance with the requirements under the FRR.

A monthly financial returns are submitted to our relevant responsible officers for review and approval before submission to the SFC no later than three weeks after each calendar month. Our finance and accounts department also conducts the liquid capital computation on a monthly basis which is reviewed by our responsible officers to ensure that we are able to comply with the FRR requirements on an ongoing basis.

During the Track Record Period, our Group did not have any material non-compliance with the minimum liquid capital requirement as set out by the SFC.

FINANCIAL INFORMATION

Management of our Group reviews the capital structure on a regular basis and considers the cost of capital and the risks associated with each class of capital. Our Group will balance its overall capital structure through new share issues and raise of new borrowings.

[REDACTED] STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

Please see the section headed “[REDACTED] financial information” in Appendix II to this document for details.

DISCLOSURE UNDER RULES 17.15 TO 17.21 OF THE GEM LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 17.15 to 17.21 of the GEM Listing Rules.

[REDACTED] AND [REDACTED]

BUSINESS OBJECTIVES AND STRATEGIES

Our Group will endeavour to expand our business operations by adopting our business strategies through the following implementation plans. For details of our business strategies, please refer to the paragraph headed “Business – III. Our strategies” in this document. Our Group’s actual course of business may vary from the business objectives set out in this document. There can be no assurance that the plans of our Group will be materialised in accordance with the expected time frame or that the business objectives of our Group will be accomplished at all.

REASONS FOR THE [REDACTED]

In our Directors’ views, the [REDACTED] would offer both tangible and intangible benefits to our Group as a whole. In order to achieve the business strategies as detailed in the paragraph headed “Business – III. Our strategies” in this document, our Group would need to obtain additional funding and need to choose to list on a [REDACTED] venue that would offer flexibility for our future fund raising activities as we consider that the [REDACTED] is the first step to achieve our future expansions. On the intangible side, our Directors believe that it is time for our Group to enter into another phase of business development, by changing from a privately owned business to a publicly listed company.

Our Directors believe that the [REDACTED] will enhance our corporate profile, transparency and elevate the brand image both in Hong Kong and overseas and the [REDACTED] of the issue of the [REDACTED] will strengthen our financial position and will enable us to implement our [REDACTED]. Furthermore, a public [REDACTED] status on GEM will offer us access to capital markets for corporate finance exercise to assist in future business development and strengthen our competitiveness. This in turn reinforce our brand reputation with our customers, enabling us to attract right calibers as our wealth managers and in turn facilitate our future business development.

[REDACTED]

We estimate that the [REDACTED] from the [REDACTED] (assuming the [REDACTED] is not exercised) based on the [REDACTED] of HK\$[REDACTED] per [REDACTED], being the mid-point of the indicative [REDACTED] range of HK\$[REDACTED] to HK\$[REDACTED] per [REDACTED], after deducting the related [REDACTED], are estimated to be approximately HK\$[REDACTED] million. If we make a Downward [REDACTED] Adjustment to set the [REDACTED] at HK\$[REDACTED] per [REDACTED], the [REDACTED] from the [REDACTED] will be further reduced to approximately HK\$[REDACTED] million. To the extent our [REDACTED] are further reduced we will adjust the above allocation of the [REDACTED] from the [REDACTED] basically on a pro rata basis. We intend to apply such [REDACTED] in the following manner:

- (a) approximately HK\$[REDACTED] million, representing approximately [REDACTED] of the estimated [REDACTED], will be used for recruitment of talent:
 - approximately HK\$[REDACTED] million is expected to be used for the recruitment of 20 seasoned wealth managers, with one, four, five, five and five wealth managers expected to be recruited from the [REDACTED] to 31 December 2026 (“Q42026”), from 1 January 2027 to 30 June 2027 (“1H2027”), from 1 July 2027 to 31 December 2027 (“2H2027”), from 1 January 2028 to 30 June 2028 (“1H2028”) and from 1 July 2028 to 31 December 2028 (“2H2028”), respectively. They will either enter into a agency contract with us or become our full-time employee, depending on, among others, their personal work plan, our process of discussion during recruitment and the expected terms of cooperation. Wealth managers are at the frontline of our EAM business and are primarily responsible for client acquisition, understanding clients’

[REDACTED] AND [REDACTED]

investment objectives and risk profiles, and maintaining ongoing communications with clients. We believe that the recruitment of additional seasoned wealth managers with established client base and networks, and relevant market experience will be instrumental to the implementation of our strategy to expand and strengthen our wealth manager network, as they are expected to broaden our client reach, deepen our relationships with existing and potential clients and attract additional client assets under management. We expect the expansion of our wealth manager team will support long-term revenue growth through increasing our AUM, broadening our revenue base and enhancing our competitiveness as an independent multi-family office.

- approximately HK\$[REDACTED] million is expected to be used for the recruitment of six wealth manager assistants, with two, one, two and one to be recruited in 1H2027, 2H2027, 1H2028 and 2H2028, respectively. We expect these wealth manager assistants to provide day-to-day operational and administrative support to our wealth managers. We believe that the addition of such support personnel will improve the overall efficiency and scalability of our front-line operations and AUM growth. In this regard, the recruitment of wealth manager assistants complements the expansion of our wealth manager team and forms part of our broader strategy to strengthen our service capability and operational infrastructure in support of the continued growth of our EAM business.
- (b) approximately HK\$[REDACTED] million, representing approximately [REDACTED] of the estimated [REDACTED], will be used for business expansion:
- approximately HK\$[REDACTED] million is expected to be used for new office premises comprising rental expenses commencing in 2027, associated management fees and comprehensive renovation and fitting-out works. These expanded facilities will accommodate our growing wealth management team comprising over 30 front-line professionals plus support staff, provide dedicated client meeting rooms and presentation spaces, enhance our corporate image to attract institutional mandates from our clients and support the physical infrastructure requirements of a scaled family office we implement our strategy to expand and strengthen our wealth manager network. We believe that purpose-built office facilities with professional meeting environments will enhance client experience, improve operational environment to our enlarged team, reinforce our positioning as a credible independent multi-family office, and provide the necessary capacity to support sustained AUM growth and business development.
 - approximately HK\$[REDACTED] million is expected to be used for exploring overseas expansion opportunities of our EAM business in 2028, including the possible establishment of an overseas presence in a leading international financial centre such as Dubai or Singapore, subject to prevailing market conditions, regulatory requirements and business opportunities. The relevant amount is expected to be applied towards the initial feasibility study costs and set-up costs of the relevant office, rental expenses for the office premises, and the recruitment of two private bankers with extensive cross-border wealth management experience and a strong client network. We believe that establishing a presence in a major overseas financial centre will enable us to broaden our geographical footprint, deepen our access to overseas markets and professional networks, and strengthen our ability to serve clients seeking cross-border wealth management solutions. Such initiative is also consistent with our strategy to enhance our brand positioning and selectively broaden our geographic presence in markets with growing demand for wealth management services.

[REDACTED] AND [REDACTED]

- approximately HK\$[REDACTED] million is expected to be used for the recruitment of one research analyst to develop proprietary research capabilities including preparation and publication of regular market reports, sector analysis and investment recommendations. We expect this dedicated research capability to differentiate our EAM offering by providing wealth managers with data-driven insights to support client pitches and portfolio discussions, enhance our intellectual leadership positioning within Hong Kong’s competitive wealth management ecosystem, and strengthen our ability to deliver value-added market perspectives to our clients, thereby supporting client acquisition, retention and AUM growth.
- (c) approximately HK\$[REDACTED] million, representing approximately [REDACTED] of the estimated [REDACTED], will be used for IT system upgrade and enhancement:
- approximately HK\$[REDACTED] million is expected to be used for the implementation of an enterprise risk management (“ERM”) system incorporating customer relationship management (“CRM”) functionalities, with the relevant fees expected to be incurred in 1H2027 and 2H2027. We expect this integrated system upgrade to significantly enhance our internal workflow management, real-time compliance monitoring, consolidated management reporting across our expanding EAM operations, cross-departmental coordination and client relationship tracking capabilities, thereby supporting operational scalability as our headcount and AUMs grow while ensuring robust adherence to listed company governance standards and SFC regulatory requirements. The inclusion of CRM functionalities will enable us to maintain comprehensive client profiles, track interactions and service delivery more effectively, generate client-specific insights for relationship deepening and business development, and facilitate seamless integration with our partner financial institutions’ platforms, all of which align with our strategy to advance integrated systems, infrastructure and control frameworks to support the sustainable growth of our business.
 - approximately HK\$[REDACTED] million is expected to be used for the implementation of an AI enable system to generate tailor-made client reports based on individual client needs and preferences. We expect this investment to enable automated generation of customised portfolio performance reports, risk analytics, asset allocation reviews and market commentary tailored to each client’s investment objectives, risk profile and service requirements, significantly enhancing the quality and timeliness of client communications while reducing manual reporting efforts. These AI-driven capabilities will position us to deliver differentiated service value to our clients, while ensuring compliance with SFC requirements. Such technology adoption directly supports our strategy to advance integrated systems, infrastructure and control frameworks by incorporating data analytics and artificial intelligence capabilities that enhance service personalisation, operational efficiency and competitive differentiation.

[REDACTED] AND [REDACTED]

- approximately HK\$[REDACTED] million is expected to be used for the implementation of a cloud-based system infrastructure to support our expanding operations. We expect this investment to deliver scalable computing resources, data storage solutions and cloud-native applications that enable seamless access to critical business systems for our wealth managers and support teams regardless of location, while providing automatic scalability to accommodate headcount growth and fluctuating AUM volumes. The cloud system will also incorporate advanced backup, disaster recovery and business continuity features to ensure operational resilience against system failures or cyber incidents, alongside enhanced data analytics capabilities for real-time portfolio monitoring, client behaviour analysis and performance attribution across our partner financial institutions’ platforms. These enhancements will strengthen our ability to deliver quality service to our clients. Such cloud infrastructure investment directly supports our strategy to advance integrated systems, infrastructure and control frameworks, enabling a scaling of our EAM business while safeguarding data security and operational continuity.
 - approximately HK\$[REDACTED] million is expected to be used for system integration comprising enhancement of internal network systems to improve connectivity and operational efficiency across our expanded wealth management team and support functions, and installation/upgrading of advanced security systems. We believe these system enhancements will establish a robust and scalable technology infrastructure that supports seamless collaboration between our front-line wealth managers and back-office teams, ensures the integrity and availability of critical client data, and maintains compliance with evolving regulatory standards for data protection and cybersecurity as required of licensed corporations and listed companies. Such initiatives directly support our strategy to advance integrated systems, infrastructure and control frameworks to accommodate business expansion while safeguarding stakeholder interests and maintaining operational resilience.
- (d) approximately HK\$[REDACTED] million, representing approximately [REDACTED] of the estimated [REDACTED], will be used for marketing and public relation activities:
- approximately HK\$[REDACTED] million is expected to be used exclusively for the recruitment of two dedicated IT experts who will be responsible for supporting our IT infrastructure and daily operation.
 - approximately HK\$[REDACTED] million is expected to be used for social media content production. Based on our current plan, we intend to allocate approximately HK\$[REDACTED] million to HK\$[REDACTED] million in each of Q42026, 1H2027, 2H2027, 1H2028 and 2H2028 for marketing and content production on social media platforms such as Xiaohongshu, to ensure consistent social media engagement and sentiment management across the two-year period following [REDACTED]. We expect this digital strategy to build sustained online brand recognition among our target demographics of our clients, showcase our market insights and service capabilities through regular content updates covering wealth management education, investment themes and client success narratives, and position us as a forward-looking thought leader in Hong Kong’s competitive external asset management landscape.

[REDACTED] AND [REDACTED]

- approximately HK\$[REDACTED] million is expected to be used for marketing through financial magazine interviews and features. We expect to arrange financial magazine interviews and feature articles in order to maintain consistent media exposure, enhance our market visibility, strengthen awareness of our brand and communicate our positioning as an independent multi-family office and external asset manager in Hong Kong. We believe such ongoing media exposure will also enable us to communicate our business development and market positioning to the investment community on a sustained basis and reinforce our visibility among our clients.
 - approximately HK\$[REDACTED] million is expected to be used for investor seminars and workshops, with a budget of HK\$[REDACTED] million for each period to organise targeted client events, roadshows and educational workshops that facilitate direct interaction with existing and prospective clients, present our market perspectives and investment philosophy, demonstrate the benefits of our independent EAM model versus traditional private banking solutions, and convert institutional awareness into substantive client relationships and additional AUM commitments.
- (e) approximately HK\$[REDACTED] million, representing approximately [REDACTED] of the estimated [REDACTED], will be used for working capital and general corporate purposes.

The following table sets out a summary of our implementation plan:

	From the [REDACTED] to 31 December 2026 HK\$' million	From 1 January 2027 to 30 June 2027 HK\$' million	From 1 July 2027 to 31 December 2027 HK\$' million	From 1 January 2028 to 30 June 2028 HK\$' million	From 1 July 2028 to 31 December 2028 HK\$' million	Total HK\$' million	Approximate % of [REDACTED]
Recruitment of talent	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Business expansion	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
IT system upgrade and enhancement	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Marketing and public relation activities	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
General working capital	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total:	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>

BASIS AND ASSUMPTIONS

The implementation plan set out by our Directors is based on the following assumptions:

- our Group will have sufficient financial resources to meet the planned capital expenditure and business development requirements during the period to which our [REDACTED] relate;
- there will be no material changes in the funding requirement for each of our Group's [REDACTED] described in this document from the amount as estimated by our Directors;
- there will be no material changes in existing laws and regulations, or other Government policies relating to our Group, or in the political, economic or market conditions in which our Group operates in;
- there will be no changes in the effectiveness of the licences, permits and qualifications obtained by our Group, where applicable;

[REDACTED] AND [REDACTED]

- there will be no material changes in the bases or rates of taxation applicable to the activities of our Group;
- there will be no disasters, natural, political or otherwise, which would materially disrupt the businesses or operations of our Group; and
- our Group will not be materially affected by the risk factors as set out in the section headed “Risk factors” in this document.

There can be no assurance that the [REDACTED] from the [REDACTED] will be sufficient for fully implementing our business expansion plans. If such occurs or that the [REDACTED] becomes unsuccessful such that the [REDACTED] from the [REDACTED] become unavailable to us, we may adjust the timing and scale of our business expansion plans and/or seek alternative form of financing.

To the extent that the [REDACTED] are not immediately applied to the above purposes and to the extent permitted by the applicable laws and regulations, we will deposit the [REDACTED] into short-term interest-bearing accounts at licensed commercial banks and/or other authorised financial institutions (as defined under the SFO or applicable laws or regulations in other jurisdictions).

We will issue an announcement in the event that there is any material change in the [REDACTED] of the [REDACTED] as described above.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

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HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

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ACCOUNTANTS’ REPORT

The following is the text of a report set out on pages I-1 to I-50, received from the Company’s reporting accountants, Baker Tilly Hong Kong Limited, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.



ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF KEYSTONE GLOBAL FINANCIAL GROUP AND ALLIANCE CAPITAL PARTNERS LIMITED

Introduction

We report on the historical financial information of Keystone Global Financial Group (the “Company”) and its subsidiary (together, the “Group”) set out on pages I-3 to I-50, which comprises the consolidated statements of financial position of the Group as at 31 December 2024 and 2025, the statement of financial position of the Company as at 31 December 2025, and the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for each of the two years ended 31 December 2024 and 2025 (the “Track Record Period”), and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-3 to I-50 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [•] (the “[REDACTED]”) in connection with the [REDACTED] of shares of the Company on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Directors’ responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants’ responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 “Accountants’ Reports on Historical Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

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Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the Group’s financial position as at 31 December 2024 and 2025, the Company’s financial position as at 31 December 2025, and of the Group’s financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on GEM of the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-3 have been made.

Dividends

We refer to Note 13 to the Historical Financial Information which contains information about the dividends declared or paid by the Company and its subsidiary in respect of the Track Record Period.

No historical financial statements for the Company

No financial statements have been prepared for the Company since its date of incorporation.

Baker Tilly Hong Kong Limited

Certified Public Accountants

Hong Kong, [DATE]

[REDACTED]

Practising certificate number [REDACTED]

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ACCOUNTANTS’ REPORT

I. HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, have been prepared in accordance with accounting policies which conform with HKFRS Accounting Standards as issued by the HKICPA and were audited by Baker Tilly Hong Kong Limited in accordance with Hong Kong Standards on Auditing issued by the HKICPA (“Underlying Financial Statements”).

The Historical Financial Information is presented in Hong Kong dollar (“HK\$”) and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

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CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended 31 December	
		2024	2025
	<i>Notes</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
Revenue	6		
– External asset management (“EAM”) services		15,198	32,223
– Introduction and referral business		1,554	11,976
– Fund management services		<u>–</u>	<u>136</u>
		16,752	44,335
Other income, other gains and losses	7	1,014	652
Staff costs and commissions		(8,605)	(17,532)
Depreciation expenses		(518)	(640)
Legal and professional expenses		(690)	(191)
Other operating expenses		(663)	(1,027)
Finance costs	8	<u>(24)</u>	<u>(50)</u>
Profit before taxation		7,266	25,547
Income tax expense	9	<u>(975)</u>	<u>(4,032)</u>
Profit and total comprehensive income for the year attributable to the owners of the Company	10	<u><u>6,291</u></u>	<u><u>21,515</u></u>
Earnings per share attributable to ordinary equity holders of the Company	14	HK\$	HK\$
– Basic and diluted		<u><u>0.56</u></u>	<u><u>1.91</u></u>

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CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December	
		2024	2025
	Notes	HK\$’000	HK\$’000
NON-CURRENT ASSETS			
Property, plant and equipment	15	17	7
Right-of-use assets	16	1,498	868
Deferred tax assets	17	<u>75</u>	<u>73</u>
		<u>1,590</u>	<u>948</u>
CURRENT ASSETS			
Accounts and other receivables	18	4,350	9,775
Amounts due from related companies	19	7,930	30
Amounts due from shareholders	19	3,872	11,546
Cash and cash equivalents	20	<u>6,589</u>	<u>20,199</u>
		<u>22,741</u>	<u>41,550</u>
CURRENT LIABILITIES			
Other payables and accruals	21	2,319	2,677
Amount due to a related company	19	24	–
Amount due to a shareholder	19	830	–
Lease liabilities	22	581	552
Tax payable		967	3,287
Bank overdrafts	20	<u>43</u>	<u>–</u>
		<u>4,764</u>	<u>6,516</u>
NET CURRENT ASSETS		<u>17,977</u>	<u>35,034</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>19,567</u>	<u>35,982</u>
NON-CURRENT LIABILITY			
Lease liabilities	22	<u>866</u>	<u>257</u>
NET ASSETS		<u>18,701</u>	<u>35,725</u>
CAPITAL AND RESERVES			
Share capital	23	8,000	9
Reserves		<u>10,701</u>	<u>35,716</u>
TOTAL EQUITY		<u>18,701</u>	<u>35,725</u>

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STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December 2025 HK\$’000
	Notes	
NON-CURRENT ASSET		
Investment in a subsidiary		—*
CURRENT ASSET		
Amounts due from shareholders	19	9
CURRENT LIABILITY		
Amount due to a subsidiary	19	68
NET CURRENT LIABILITIES AND NET LIABILITIES		<u>(59)</u>
CAPITAL AND RESERVES		
Share capital	23	9
Reserves	27	<u>(68)</u>
TOTAL DEFICIT		<u>(59)</u>

* Less than HK\$1,000

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital <i>HK\$’000</i>	Merger reserve <i>HK\$’000</i> <i>(Note a)</i>	Retained earnings <i>HK\$ 000</i>	Total <i>HK\$ 000</i>
At 1 January 2024	8,000	–	4,910	12,910
Profit and total comprehensive income for the year	–	–	6,291	6,291
Dividend declared <i>(Note 13)</i>	–	–	(500)	(500)
At 31 December 2024 and 1 January 2025	8,000	–	10,701	18,701
Profit and total comprehensive income for the year	–	–	21,515	21,515
Issue of shares <i>(Note 23)</i>	9	–	–	9
Group reorganisation <i>(Note 2)</i>	(8,000)	8,000	–	–
Dividend declared <i>(Note 13)</i>	–	–	(4,500)	(4,500)
At 31 December 2025	9	8,000	27,716	35,725

Note:

- (a) Merger reserve of the Group represents the difference between the net assets value of the subsidiary and the nominal amount of the Company’s shares which were issued as consideration for the subsidiary at the time of the group reorganisation in preparation for the [REDACTED] of the Company’s shares.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December	
		2024	2025
	<i>Notes</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
OPERATING ACTIVITIES			
Profit before taxation		7,266	25,547
Adjustments for:			
Bank interest income	7	(204)	(335)
Interest income from a related company	7	(8)	–
Finance costs	8	24	50
Depreciation of property, plant and equipment	10	102	10
Depreciation of right-of-use assets	10	416	630
Operating cash flows before movements in working capital		7,596	25,902
Increase in accounts and other receivables		(1,532)	(5,425)
Increase in other payables and accruals		505	158
Net cash generated from operations		6,569	20,635
Income tax paid		–	(1,710)
NET CASH GENERATED FROM OPERATING ACTIVITIES		6,569	18,925
INVESTING ACTIVITIES			
Purchases of property, plant and equipment	15	(4)	–*
Interest received		212	335
(Advance to)/repayment from related companies		(614)	7,876
Advance to shareholders		(3,800)	(7,665)
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES		(4,206)	546

* Less than HK\$1,000

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		Year ended 31 December	
		2024	2025
	<i>Notes</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
FINANCING ACTIVITIES			
Interest paid	30	(24)	(50)
Capital element of lease rental paid	30	(491)	(638)
Advance from/(repayment to) a shareholder		3	(830)
Dividend paid		<u>(500)</u>	<u>(4,300)</u>
NET CASH USED IN FINANCING ACTIVITIES		<u>(1,012)</u>	<u>(5,818)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		1,351	13,653
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		<u>5,195</u>	<u>6,546</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	20	<u><u>6,546</u></u>	<u><u>20,199</u></u>
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS			
Bank balances and cash		6,589	20,199
Bank overdrafts		<u>(43)</u>	<u>–</u>
		<u><u>6,546</u></u>	<u><u>20,199</u></u>

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ACCOUNTANTS’ REPORT

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1 CORPORATE INFORMATION

The Company is a limited liability company incorporated under the laws of the Cayman Islands as an exempted company on 3 April 2025. The registered office of the Company is located at 89 Nexus Way, Camana Bay, Grand Cayman, KYI-9009, Cayman Islands and its principal place of business is located at 1902-3A, 19/F, FWD Financial Centre, 308-320 Des Voeux Road Central, Sheung Wan, Hong Kong.

In the opinion of the directors, up to the date of this report, the Company was ultimately held by Mr. Chan Tak Chiu with direct shareholding of 40.75% and Ms. Lam Shui Yuet, mother of Mr. Chan Tak Chiu, with direct shareholding of 32.75%, who collectively are considered as the controlling shareholders of the Company.

The Company acts as a holding company. During the Track Record Period, the Company’s subsidiary, Keystone Capital Limited (“Keystone Capital”), licensed with the Securities and Futures Commission of Hong Kong (“SFC”) to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities in Hong Kong, principally involved in the provision of: (i) external asset management (“EAM”) services; (ii) introduction and referral business; and (iii) fund management services to customers (“Relevant Business”).

The Company and its subsidiary now comprising the Group underwent the reorganisation as set out in the paragraph headed “Corporate Reorganisation” in the section headed “History, Reorganisation and Corporate Structure” in the Document. Apart from the reorganisation, the Company had not commenced any business or operation since its incorporation.

As at the date of this report, the Company has only one wholly-owned subsidiary, Keystone Capital, which is a private limited liability company incorporated on 3 December 2015 and operates in Hong Kong with issued capital of HK\$8,000,000.

The statutory financial statements of Keystone Capital for the years ended 31 December 2024 and 2025 were prepared in accordance with HKFRS Accounting Standards and were audited by Inno CPA Limited, certified public accountants and Baker Tilly Hong Kong Limited, certified public accountants, respectively.

2 BASIS OF PRESENTATION AND PREPARATION OF THE HISTORICAL FINANCIAL INFORMATION

Basis of presentation

Pursuant to the reorganisation as more fully explained in the paragraph headed “Corporate Reorganisation” in the section headed “History, Reorganisation and Corporate Structure” in the Document, Keystone Capital became a wholly-owned subsidiary of the Company and the Company became the holding company of the Group on 11 August 2025 (the “Reorganisation”). As the Reorganisation only involved inserting a new holding company at the top of the existing group and has not resulted in any change of economic substances, the Historical Financial Information has been prepared on a continuation basis of the existing group as if the Reorganisation had been completed at the beginning of the Track Record Period.

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ACCOUNTANTS’ REPORT

Accordingly, the consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Group for the Track Record Period are prepared as if the current group structure had been in existence throughout the Track Record Period. The consolidated statements of financial position of the Group as at 31 December 2024 and 2025 have been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure had been in existence at those dates. No adjustments are made to reflect fair values or recognise any new assets or liabilities as a result of the Reorganisation.

All intra-group transactions and balances have been eliminated on consolidation.

Basis of preparation

The Historical Financial Information has been prepared in accordance with HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) as issued by the HKICPA. All HKFRS Accounting Standards are effective for the accounting period beginning on 1 January 2025 have been consistently adopted by the Group in the preparation of the Historical Financial Information throughout the Track Record Period.

The Historical Financial Information has been prepared on a historical cost basis.

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

3 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amendments to HKFRS Accounting Standards, that have been issued but are not yet effective:

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

¹ Effective for annual periods beginning on or after 1 January 2026.

² Effective for annual periods beginning on or after 1 January 2027.

³ Effective for annual periods beginning on or after a date to be determined.

Except for the new HKFRS Accounting Standard as described below, the directors of the Company anticipate that the application of all other amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

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HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, 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: Disclosures. 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. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss.

4 MATERIAL ACCOUNTING POLICY INFORMATION

(a) Basis of consolidation

The Historical Financial Information incorporates the financial statements of the Company and entities controlled by the Company and its subsidiary. 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/period are included in the consolidated statements of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

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(b) Revenue from contracts with customers

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

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct.

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 and enhances an asset that the customer controls as the Group performs; or
- 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 good or service.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Information about the Group’s revenue recognition policies is provided in Note 6.

(c) Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 Leases at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

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

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

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Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liabilities;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

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

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

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- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for “lease modifications”).

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

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

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

When the modified contract contains one or more additional lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component. The associated non-lease components are included in the respective lease components.

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. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

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(d) 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 each 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.

(e) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income, other gains and losses”.

(f) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

(g) Employee benefits

Retirement benefits costs

Payments to defined contribution retirement scheme 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 Accounting Standard requires or permits the inclusion of the benefit in the cost of an asset.

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

(h) Taxation

Income tax expense represents the sum of the current tax and deferred tax.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Historical Financial Information 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 assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in a subsidiary, 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 and interests 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 tax rate (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.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

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

(i) Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or 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.

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.

Property, plant and equipment are depreciated on a straight-line basis over the useful lives at the following rates per annum:

Furniture, fixture and equipment	20% to 33.33%
Leasehold improvements	33.33%

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 the 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.

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

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these 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).

The recoverable amount of property, plant and equipment and right-of-use 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.

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ACCOUNTANTS’ REPORT

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.

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 first to reduce the carrying amount of any goodwill (if applicable) and then to the other 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) 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) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

(k) Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statements of financial position include:

- (i) cash, which comprises of cash on hand and demand deposits; and
- (ii) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts, which are repayable on demand and form an integral part of the Group’s cash management.

(l) Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for accounts receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 Revenue from Contracts with Customers. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

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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

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.

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.

Amortised cost and interest income

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. 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 (see below). 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.

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including accounts receivables, deposits and other receivables, amounts due from related companies and shareholders and bank balances), which are subject to impairment assessment under HKFRS 9 Financial Instruments. 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 economic conditions.

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The Group always recognises lifetime ECL for accounts receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case 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.

(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; or
- 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.

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 (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or 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.

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(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 (without taking into account any collaterals held by the Group).

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.

(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:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) 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;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) 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. 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.

(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.

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Lifetime ECL for accounts receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each separate group continue to share similar credit risk characteristics.

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.

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 accounts receivables where the corresponding adjustment is recognised through a loss allowance account.

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 the financial asset and substantially all the risks and rewards of ownership of the asset are transferred 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.

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 Group are recognised at the proceeds received, net of direct issue costs.

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Financial liabilities at amortised cost

Financial liabilities including other payables and accruals, amounts due to a related company and a shareholder, lease liabilities and bank overdrafts 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.

Offsetting a financial asset and a financial liability

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

(m) Related parties

- (a) A person or a close member of that person’s family is related to the Group if that person:
 - (i) as control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company’s parent.
- (b) An entity is related to the Group if any of the following conditions apply:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).

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(vii) A person identified in (a)(i) has significant influence over the entity or is a member of 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 Group’s parent.

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.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group’s accounting policies, which are described in Note 4, 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 underlying 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.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group’s accounting policies and that have the most significant effect on the amounts recognised in the Historical Financial Information.

Gross versus net revenue recognition

The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether the Group is acting as a principal or an agent in the transaction. If the Group is acting as a principal in a transaction, the Group reports revenue on a gross basis. If the Group is acting as an agent in a transaction, the Group reports revenue on a net basis. The determination of whether the Group is acting as a principal or an agent in a transaction involves judgement and is based on an evaluation of the terms of the arrangement. The Group is considered as a principal for its contracts with customers relating to the retrocession fees arising from the provision of EAM services (the “Retrocession Fees”) as the Group is primarily responsible for fulfilling the promise to provide the EAM services to the customers. When the Group satisfies the performance obligation, the Group recognises Retrocession Fees in the gross amount of consideration to which the Group expects to be entitled as specified in the EAM Agreement (as further defined in Note 6(ii)).

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6 REVENUE AND SEGMENT INFORMATION

An analysis of revenue is as follows:

Revenue from contracts with customers

(i) Disaggregated revenue information

	Year ended 31 December	
	2024	2025
	HK\$’000	HK\$’000
By type of services		
EAM services	15,198	32,223
Introduction and referral business	1,554	11,976
Fund management services	–	136
	<u>16,752</u>	<u>44,335</u>
By type of underlying financial products		
Fixed income products and deposits	5,678	4,536
Structured products	5,287	16,291
Equities	3,350	20,850
Funds	268	438
Others	<u>2,169</u>	<u>2,220</u>
	<u>16,752</u>	<u>44,335</u>
By timing of revenue recognition		
Over time	15,198	32,359
At point in time	<u>1,554</u>	<u>11,976</u>
	<u>16,752</u>	<u>44,335</u>

(ii) Performance obligations for contracts with customers and revenue recognition policies

Information about the Group’s performance obligations and revenue recognition policies is summarised below:

EAM Services

The Group generates Retrocession Fees from reputable full-licensed banks and SFC-licensed corporations (“Partner Financial Institutions”) through the provision of EAM services. Pursuant to the client agreements entered into between the Group and customers for the EAM services (“EAM Agreement”), the Group provides tailor-made EAM services to customers through assessing customers’ wealth objectives, understanding their risk profiles, formulating investment strategies, constructing asset portfolio tailor-made for their requirements, screening and selecting suitable Partner Financial Institutions that offer the right platforms and financial products (including fixed income products and deposits, structured products, equities and funds) and continuously monitoring, reviewing and adjusting portfolio composition.

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The EAM services are highly interrelated, integrated or customised, the Group provides a combined and inseparable output to the customer, rather than separate or distinct promises. Therefore, the EAM services provided by the Group are considered as a single performance obligation satisfied over time in accordance with HKFRS 15 as the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs.

The Retrocession Fees are directly received from the Partner Financial Institutions and are calculated based on the commissions and fees (including custody, fund trailer fees and other handling fees) generated from the trading of financial products in the accounts maintained by the Partner Financial Institutions through the provision of EAM services by the Group. The Retrocession Fees determined based on a pre-agreed mechanism outlined in the respective agreements with the Partner Financial Institutions.

Revenue from EAM services are measured based on output method to measure progress towards complete satisfaction of a performance obligation, which is to recognise Retrocession Fees on the basis of direct measurements of the value of the EAM services transferred to the customer to date relative to the remaining EAM services promised under the EAM Agreement, that best depict the Group’s performance in transferring control of the EAM services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group’s performance completed to date, the Group recognises Retrocession Fees in the amount to which the Group has the right to invoice.

Introduction and referral business

Referral income arising from introduction and referral business is recognised at a point in time when the Group introduces and refers investors to the Partner Financial Institutions for account opening and the investors would trade by themselves directly. Referral income is calculated based on a commission rate pre-determined in the introduction and referral agreements entered into with Partner Financial Institutions, on the activities and commissions generated from the accounts referred by the Group.

Fund management services

The Group provides investment management services to the investment funds that the Group manage in return for a management fee. Management fees are recognised as the investment management services are performed over time. The Group charges such fees with reference to the invested capital, net asset value or capital commitment of the investment funds managed by the Group.

Taken the practical expedient in HKFRS 15, information about the remaining performance obligations is not disclosed as the Group elects to apply the practical expedient by recognising revenue for provision of EAM services in the amount to which the Group has right to invoice.

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(iii) Segment information

Management monitors the operating results of the Group’s business which include services in relation to the provision of (i) EAM services; (ii) introduction and referral business; and (iii) fund management services for the purpose of making decisions about resource allocation and performance assessment. Information reported to the Group’s chief operating decision maker, for the purpose of resource allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group’s resources are integrated and no discrete operating segment information is available. Accordingly, no operating segment information is presented.

(iv) Geographical information

During the Track Record Period, the Group operated within one geographical location because all of its revenue was generated in Hong Kong and all non-current assets were located in Hong Kong. Accordingly, no geographical information is presented.

(v) Information about major customers

Revenue from customers during the Track Record Period contributing over 10% of total revenue of the Group during the year are as follows:

	Year ended 31 December	
	2024	2025
	HK\$’000	HK\$’000
Customer A	N/A*	9,577
Customer B	–	5,970
Customer C	3,984	–

* The corresponding revenue did not contribute over 10% or more of the Group’s revenue during the corresponding years.

7 OTHER INCOME, OTHER GAINS AND LOSSES

	Year ended 31 December	
	2024	2025
	HK\$’000	HK\$’000
Rental income	300	300
Bank interest income	204	335
Interest income from a related company	8	–
Government grants (note)	467	–
Exchange (losses)/gains, net	(29)	17
Others	64	–
	1,014	652

Note: During the year ended 31 December 2024, the government grants represent a subsidy of HK\$467,000 received by the Group from the Government of the Hong Kong Special Administration Region (the “HKSAR Government”) for compensating the Group’s expenses incurred in setting up an open-ended fund company (“OFC”) in Hong Kong. The HKSAR Government reserves the right to claw back the subsidy if the OFC is wound up or deregistered within two years from date of its incorporation. Subsequent to the end of the Track Record Period, this two-year period has ended.

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8 FINANCE COSTS

Year ended 31 December
2024 **2025**
HK\$’000 *HK\$’000*

Interest on lease liabilities	24	50

9 INCOME TAX EXPENSE

Year ended 31 December
2024 **2025**
HK\$’000 *HK\$’000*

Current tax		
– Provision for Hong Kong Profits Tax for the year	967	4,011
– Under-provision in respect of prior years	–	19
Deferred tax (<i>Note 17</i>)	8	2
Income tax expense	975	4,032

Hong Kong Profits Tax

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying entity is taxed at 8.25%, and the profits above HK\$2 million is taxed at 16.5%.

The income tax expenses for the Track Record Period can be reconciled to the profit before taxation per the consolidated statements of profit or loss and other comprehensive income as follows:

Year ended 31 December
2024 **2025**
HK\$’000 *HK\$’000*

Profit before taxation	7,266	25,547
Tax at applicable tax rate of 16.5%	1,199	4,215
Effect of income not taxable for tax purpose	(59)	(55)
Effect of expenses not deductible for tax purposes	–	18
Income tax at concessionary rates	(165)	(165)
Under-provision in respect of prior year	–	19
	975	4,032

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10 PROFIT FOR THE YEAR

	Year ended 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Profit for the year has been arrived at after charging:		
Auditor’s remuneration	28	30
Staff costs and commission (including directors’ emoluments (<i>Note 11</i>))		
– Salaries, allowances and other benefits	3,965	7,344
– Contributions to retirement benefits schemes	68	78
– Commission	<u>4,572</u>	<u>10,110</u>
	8,605	17,532
Depreciation of property, plant and equipment	102	10
Depreciation of right-of-use assets	<u>416</u>	<u>630</u>

11 DIRECTORS’ EMOLUMENTS

Details of the emoluments paid or payable to the directors of the Company (including emoluments for services rendered to the Relevant Business prior to becoming the directors of the Company) during the Track Record Period are as follows:

	Salaries, allowance and other benefits <i>HK\$’000</i>	Discretionary bonus <i>HK\$’000</i>	Retirement benefits schemes contributions <i>HK\$’000</i>	Total <i>HK\$’000</i>
For the year ended 31 December 2024				
Executive directors				
Mr. Chan Tak Chiu	180	1,066	18	1,264
Mr. Siu Wing Kin	<u>180</u>	<u>639</u>	<u>18</u>	<u>837</u>
	<u>360</u>	<u>1,705</u>	<u>36</u>	<u>2,101</u>
For the year ended 31 December 2025				
Executive directors				
Mr. Chan Tak Chiu	180	1,059	14	1,253
Mr. Siu Wing Kin	<u>180</u>	<u>1,744</u>	<u>14</u>	<u>1,938</u>
	<u>360</u>	<u>2,803</u>	<u>28</u>	<u>3,191</u>

The emoluments stated above were for their services in connection with the management of the affairs of the Group.

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(a) Executive directors

Mr. Chan Tak Chiu and Mr. Siu Wing Kin were appointed as directors of the Company on 13 May 2025 and re-designated as executive directors of the Company on [Date].

(b) Independent non-executive directors

On [DATE], Mr. Wong Kai Hing, Dr. Ho Ho Ming and Ms. Ng Suet Hung were appointed as independent non-executive directors of the Company.

There were no fees and other emoluments payable to the independent non-executive directors during the Track Record Period.

During the Track Record Period, no emoluments were paid by the Group to directors of the Company as an inducement to join or upon joining the Group, or as compensation for loss of office.

12 FIVE HIGHEST PAID EMPLOYEES’ EMOLUMENTS

The emoluments of the Group’s five highest paid individuals included one director of the Company for each of the years ended 31 December 2024 and 2025, details of whose emoluments are set out in Note 11. The emoluments of the remaining four non-director employees for each of the years ended 31 December 2024 and 2025, respectively, are as follows:

	Year ended 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Salaries, allowances and other benefits	1,332	2,136
Retirement benefits schemes contribution	14	15
Commission	3,909	8,503
	<u>5,255</u>	<u>10,654</u>
	<u>5,255</u>	<u>10,654</u>
	Year ended 31 December	
	2024	2025
	<i>Number of</i>	<i>Number of</i>
	<i>individuals</i>	<i>individuals</i>
Nil to HK\$1,000,000	1	–
HK\$1,000,001 to HK\$1,500,000	2	–
HK\$1,500,001 to HK\$2,000,000	1	1
HK\$2,000,001 to HK\$2,500,000	–	1
HK\$2,500,001 to HK\$3,000,000	–	1
HK\$3,500,001 to HK\$4,000,000	–	1
	<u>–</u>	<u>1</u>
	<u>–</u>	<u>1</u>

During the Track Record Period, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

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13 DIVIDENDS

On 24 June 2024 and 4 August 2025, Keystone Capital, a wholly-owned subsidiary of the Company, declared a cash dividend of HK\$500,000 and HK\$2,500,000 to its then shareholders, respectively.

On 4 November 2025 and 15 April 2026, the Company declared a cash dividend of HK\$2,000,000 and HK\$10,000,000 to its then shareholders, respectively.

Save as disclosed above, for the years ended 31 December 2024 and 2025 and as of the date of this report, neither the Company nor Keystone Capital have declared or made any dividend or contribution to their respective shareholders.

14 EARNINGS PER SHARE

The calculation of the basic earnings per share during the Track Record Period is based on the profit for the year attributable to the owners of the Company divided by the weighted average number of ordinary shares in issue and the assumption that the Reorganisation had been in effect on 1 January 2024. The weighted average number of ordinary shares in issue has not taken into account the capitalisation issue which will be completed upon [REDACTED].

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

	Year ended 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Profit for the year attributable to the owners of the Company	<u>6,291</u>	<u>21,515</u>
	Year ended 31 December	
	2024	2025
	<i>’000</i>	<i>’000</i>
<i>Number of shares</i>		
Weighted average number of ordinary		
shares in issue	<u>11,250</u>	<u>11,250</u>

During the years ended 31 December 2024 and 2025, there were no dilutive potential ordinary shares in issue. The dilutive earnings per share is the same as basic earnings per share for the Track Record Period.

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15 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement <i>HK\$’000</i>	Furniture, fixture and equipment <i>HK\$’000</i>	Total <i>HK\$’000</i>
Cost			
At 1 January 2024	544	259	803
Additions	<u>–</u>	<u>4</u>	<u>4</u>
At 31 December 2024 and 1 January 2025	544	263	807
Additions	<u>–</u>	<u>–*</u>	<u>–*</u>
At 31 December 2025	<u>544</u>	<u>263</u>	<u>807</u>
Accumulated depreciation			
At 1 January 2024	465	223	688
Provided for the year	<u>79</u>	<u>23</u>	<u>102</u>
At 31 December 2024 and 1 January 2025	544	246	790
Provided for the year	<u>–</u>	<u>10</u>	<u>10</u>
At 31 December 2025	<u>544</u>	<u>256</u>	<u>800</u>
Carrying amount			
At 31 December 2024	<u>–</u>	<u>17</u>	<u>17</u>
At 31 December 2025	<u>–</u>	<u>7</u>	<u>7</u>

* Less than HK\$1,000

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16 RIGHT-OF-USE ASSETS

	Office premises HK\$’000	
Cost		
At 1 January 2024		1,862
Lease modification		<u>1,680</u>
At 31 December 2024, 1 January 2025 and 31 December 2025		<u>3,542</u>
Accumulated depreciation		
At 1 January 2024		1,628
Provided for the year		<u>416</u>
At 31 December 2024 and 1 January 2025		2,044
Provided for the year		<u>630</u>
At 31 December 2025		<u>2,674</u>
Carrying amount		
At 31 December 2024		<u><u>1,498</u></u>
At 31 December 2025		<u><u>868</u></u>
	Year ended 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Depreciation for right-of-use assets	416	630
Interest on lease liabilities	24	50
Total cash outflow for leases	<u><u>515</u></u>	<u><u>688</u></u>

During the Track Record Period, the Group leased an office premises for its operation. Lease contracts are entered into for fixed terms between 32 and 36 months.

During the year ended 31 December 2024, the Group recognised right-of-use assets and lease liabilities of HK\$1,680,000 and HK\$1,680,000, respectively, in relation to lease modification. During the year ended 31 December 2025, the Group did not have any lease modification.

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17 DEFERRED TAX ASSETS

The following is the analysis of the deferred tax balances for financial reporting purposes:

	As at 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Deferred tax assets	<u>75</u>	<u>73</u>

The following are the major deferred tax assets recognised and movements thereon during the current and prior years:

	Accelerated tax depreciation	Tax losses	Total
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
At 1 January 2024	61	22	83
Credited/(charged) to profit or loss for the year	<u>14</u>	<u>(22)</u>	<u>(8)</u>
At 31 December 2024 and 1 January 2025	75	–	75
Charged to profit or loss for the year	<u>(2)</u>	<u>–</u>	<u>(2)</u>
At 31 December 2025	<u>73</u>	<u>–</u>	<u>73</u>

Deferred tax assets are recognised for tax losses and deductible temporary differences to the extent that utilisation of the related tax losses and deductible temporary differences through the future taxable profits streams.

18 ACCOUNTS AND OTHER RECEIVABLES

	As at 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Accounts receivables, net	<u>4,061</u>	<u>9,479</u>
Other receivables	2	2
Deposits and prepayments	<u>287</u>	<u>294</u>
Deposits, prepayments and other receivables, net	<u>289</u>	<u>296</u>
Total accounts and other receivables, net	<u>4,350</u>	<u>9,775</u>

Included in accounts receivables was management fee income of HK\$136,000 (2024: nil) attributable to the Group as being the investment manager for the OFC, outstanding as at 31 December 2025.

No ECL allowance are recognised for accounts receivables, deposits and other receivables as at 31 December 2024 and 2025. Details of impairment assessment of accounts and other receivables are set out in Note 29.

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The following is an aged analysis of accounts receivables net of ECL allowance presented based on the revenue recognition date.

	As at 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
0-30 days	2,263	3,893
31-60 days	615	1,505
61-90 days	<u>1,183</u>	<u>4,081</u>
	<u>4,061</u>	<u>9,479</u>

As at 31 December 2024 and 2025, no accounts receivables are past due.

19 AMOUNTS DUE FROM/(TO) RELATED COMPANIES, SHAREHOLDERS AND A SUBSIDIARY

The Group

As at 31 December 2024

Amounts due from/(to) related companies

Name of related company	Nature of balance	Balance outstanding <i>HK\$’000</i>	Maximum balance outstanding <i>HK\$’000</i>
Keystone Capital (Singapore) Pte. Limited <i>(note (a))</i>	Non-trade nature	343	343
Keystone Holdings Worldwide Limited <i>(note (b))</i>	Non-trade nature	<u>7,587</u>	7,587
		<u>7,930</u>	
Keystone Finance Limited <i>(Note 26(a))</i>	Trade nature	<u>(24)</u>	700
		<u>7,906</u>	

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Amounts due from/(to) shareholders

Name of shareholder	Nature of balance	Balance outstanding HK\$’000	Maximum balance outstanding HK\$’000
Ms. Lau Ying King	Non-trade nature	3,400	3,400
Mr. Siu Wing Leung	Non-trade nature	400	400
Ms. Lau Chun Heung	Non-trade nature	<u>72</u>	1,164
		<u>3,872</u>	
Mr. Chan Tak Chiu	Non-trade nature	<u>(830)</u>	N/A
		<u>3,042</u>	

As at 31 December 2025

Amount due from a related company

Name of related company	Nature of balance	Balance outstanding HK\$’000	Maximum balance outstanding HK\$’000
Keystone Multi Strategy OFC (<i>note (c)</i>)	Non-trade nature	<u>30</u>	30

Amounts due from shareholders

Name of shareholder	Nature of balance	Balance outstanding HK\$’000	Maximum balance outstanding HK\$’000
Mr. Chan Tak Chiu	Non-trade nature	9,740	9,864
Ms. Kwong Kit Ying Kitty	Non-trade nature	1,800	1,800
Ms. Lam Shui Yuet	Non-trade nature	3	3
Mr. Siu Wing Leung	Non-trade nature	2	400
Ms. Ip Nga Sze	Non-trade nature	<u>1</u>	1
		<u>11,546</u>	

As at 31 December 2024 and 2025, the amounts due from/(to) related companies and shareholders were unsecured, non-interest bearing and recoverable/repayable on demand. The amount due from a related company of HK\$30,000 was fully received in May 2026. The amounts due from shareholders of HK\$11,537,000 and HK\$9,000 were fully received in February and May 2026 respectively.

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Notes:

- (a) Controlled by a shareholder of the Company
- (b) Jointly controlled by shareholders of the Company
- (c) The Group is its investment manager. During the year ended 31 December 2025, the related management fee income earned by the Group as being the investment manager for the OFC is HK\$136,000 (2024 : nil).

The Company

As at 31 December 2025

Amounts due from shareholders

Name of shareholder	Nature of balance	Balance outstanding HK\$’000	Maximum balance outstanding HK\$’000
Mr. Chan Tak Chiu	Non-trade nature	3	3
Ms. Lam Shui Yuet	Non-trade nature	3	3
Mr. Siu Wing Leung	Non-trade nature	2	2
Ms. Ip Nga Sze	Non-trade nature	1	1
		<u>9</u>	

Amount due to a subsidiary

Name of subsidiary	Nature of balance	Balance outstanding HK\$’000
Keystone Capital	Non-trade nature	<u>68</u>

As at 31 December 2025, the amounts due from/(to) shareholders and a subsidiary were unsecured, non-interest bearing and recoverable/repayable on demand.

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20 CASH AND CASH EQUIVALENTS AND BANK OVERDRAFTS

	As at 31 December	
	2024	2025
	HK\$’000	HK\$’000
Bank balances	6,571	20,179
Cash on hand	<u>18</u>	<u>20</u>
Cash and cash equivalents in the consolidated statements of financial position	<u>6,589</u>	<u>20,199</u>
Less: Bank overdrafts	<u>(43)</u>	<u>–</u>
Cash and cash equivalents in the consolidated statements of cash flows	<u>6,546</u>	<u>20,199</u>

The carrying amounts of the Group’s cash and cash equivalents and bank overdraft approximated their fair value and were denominated in the following currencies:

	As at 31 December	
	2024	2025
	HK\$’000	HK\$’000
HK\$	2,182	4,809
United States Dollars (“USD”)	4,363	15,377
Others (Renminbi and Singapore dollars (“SGD”))	<u>1</u>	<u>13</u>
	<u>6,546</u>	<u>20,199</u>

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

Bank overdrafts carry interest at variable market interest rate based on Hong Kong Loan Prime Rate plus 9% per annum.

Details of impairment assessment of bank balances as at 31 December 2024 and 2025 are set out in Note 29.

21 OTHER PAYABLES AND ACCRUALS

	As at 31 December	
	2024	2025
	HK\$’000	HK\$’000
Commission payables to employees	1,644	1,370
Other payables and accruals	675	1,107
Dividend payables	<u>–</u>	<u>200</u>
	<u>2,319</u>	<u>2,677</u>

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22 LEASE LIABILITIES

	As at 31 December	
	2024	2025
	HK\$’000	HK\$’000
Lease liabilities payable:		
Within one year	581	552
Within a period of more than one year but not exceeding two years	609	257
Within a period of more than two years but not exceeding five years	<u>257</u>	<u>–</u>
	1,447	809
Less: Amount due for settlement within 12 months shown under current liabilities	<u>(581)</u>	<u>(552)</u>
Amount due for settlement after 12 months shown under non-current liabilities	<u>866</u>	<u>257</u>

The weighted average incremental borrowing rates applied to lease liabilities were 4.35% and 4.35% as at 31 December 2024 and 2025, respectively.

23 SHARE CAPITAL

Group

As disclosed in Note 2, the Historical Financial Information has been prepared on a continuation basis of the existing group as if the Reorganisation had been completed at the beginning of the Track Record Period. The Reorganisation was completed on 11 August 2025 on which date the Company became the holding company of the Group. For the purpose of this report, share capital of the Group as at 31 December 2024 and 2025 represented the share capital of Keystone Capital and the Company, respectively.

Company

	As at 31 December 2025 HK\$’000
Issued and fully paid:	
Ordinary shares with a nominal value of USD0.0001 each	<u>9</u>

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A summary of movement in the Company’s share capital is as follows:

	Number of ordinary shares '000	Share capital HK\$
Ordinary shares of USD0.0001 each		
At 3 April 2025 (date of incorporation)	–	–
Issue of ordinary shares on 13 May 2025	36	–*
Issue of ordinary shares on 16 September 2025	<u>11,214</u>	<u>9</u>
At 31 December 2025	<u>11,250</u>	<u>9</u>

* Less than HK\$1,000

The Company was incorporated under the law of Cayman Islands on 3 April 2025. On 13 May 2025, the Company issued a total of 36,000 shares with a nominal value of USD0.0001 each to the shareholders and further issued a total of 11,214,000 shares with a nominal value of USD0.0001 each to the shareholders on 16 September 2025.

24 RETIREMENT BENEFITS SCHEMES

The Group participates in defined contribution retirement schemes organised by the relevant local government authorities in jurisdictions where the Group operates. Employees of the Group eligible for participating in the retirement schemes are entitled to retirement benefits from the schemes. The Group is required to make contributions to the retirement schemes up to the time of retirement of the eligible employees, excluding those employees who resign before their retirement, at a percentage that is specified by the local government authorities. The contributions paid and payable to the schemes by the Group recognised in profit or loss during the Track Record Period are disclosed in Note 10.

25 CONTINGENT LIABILITIES

The Group and the Company had no contingent liabilities as at 31 December 2024 and 2025.

26 RELATED PARTY TRANSACTIONS

(a) Other than as disclosed elsewhere in the Historical Financial Information, the Group has following transactions and balances with related company:

Name of the related parties	Relationships	Nature of transactions	Year ended 31 December	
			2024 HK\$'000	2025 HK\$'000
Keystone Finance Limited	Ultimately controlled by the shareholders of the Company	Interest income	8	–
Mr. Chan Tak Chiu	Shareholder	Rental income	300	300
Ms. Lau Ying King	Shareholder	Retrocession Fees	189	299
Ms. Kwong Kit Ying	Shareholder	Retrocession Fees	37	12
Kitty	Shareholder	Commission	(1,324)	(3,933)
Ms. Lew Cheuk Ning	Shareholder	Staff costs	<u>(1,347)</u>	<u>(2,151)</u>

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(b) Compensation of key management personnel

The remuneration of the directors of the Company and other members of key management of the Group during the Track Record Period were as follows:

	Year ended 31 December	
	2024	2025
	HK\$’000	HK\$’000
Short-term benefits	<u>2,101</u>	<u>3,191</u>

27 RESERVES OF THE COMPANY

	Accumulated losses HK\$’000
At 3 April 2025 (date of incorporation)	–
Profit and total comprehensive income for the year	1,932
Dividend declared	<u>(2,000)</u>
At 31 December 2025	<u>(68)</u>

28 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Company through the optimisation of the debt and equity balance. The Group’s overall strategy remains unchanged throughout the Track Record Period.

The capital structure of the Group consists of net debts, which includes amounts due to a related company and a shareholder (Note 19), lease liabilities (Note 22) and bank overdrafts (Note 20), net of cash and cash equivalents (Note 20) and equity attributable to owners of the Group, comprising capital and reserves.

Management of the Group reviews the capital structure on a regular basis and considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through new share issues and raise of new borrowings.

Keystone Capital is licensed to carry out regulated activities in Hong Kong and is regulated by the SFC. It is required to maintain at all times the liquid capital which is not less than the minimum requirement as set out under the Hong Kong Securities and Futures (Financial Resources) Rules (the “FRR”). Management monitors, on a monthly basis, the liquid capital of Keystone Capital to ensure it meets the minimum liquid capital requirement in accordance with the FRR.

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29 FINANCIAL INSTRUMENTS

Financial instruments by category

The Group

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

	As at 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Financial assets		
Financial assets measured at amortised cost:		
– Accounts receivables (<i>Note 18</i>)	4,061	9,479
– Deposits and other receivables	213	213
– Amounts due from related companies (<i>Note 19</i>)	7,930	30
– Amounts due from shareholders (<i>Note 19</i>)	3,872	11,546
– Bank balances and cash (<i>Note 20</i>)	<u>6,589</u>	<u>20,199</u>
Total	<u><u>22,665</u></u>	<u><u>41,467</u></u>
Financial liabilities		
Financial liabilities measured at amortised costs:		
– Other payables and accruals (<i>Note 21</i>)	2,319	2,677
– Amount due to a related company (<i>Note 19</i>)	24	–
– Amount due to a shareholder (<i>Note 19</i>)	830	–
– Lease liabilities (<i>Note 22</i>)	1,447	809
– Bank overdrafts	<u>43</u>	<u>–</u>
Total	<u><u>4,663</u></u>	<u><u>3,486</u></u>

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The Company

As at
31 December
2025
HK\$’000

Financial assets

Financial assets measured at amortised cost:

– Amounts due from shareholders (*Note 19*) 9

Financial liability

Financial liability measured at amortised cost:

– Amount due to a subsidiary (*Note 19*) 68

Financial risk management objectives and policies

The Group’s major financial instruments include accounts receivables, deposits and other receivables, amounts due from/(to) related companies and shareholders, bank balances and cash, other payables and accruals, lease liabilities and bank overdrafts. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments, which include market risk (foreign exchange risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The board of directors meets periodically to analyse and formulate measures to manage the Group’s exposure to different risks arising from the use of financial instruments. Generally, the Group employs conservative strategies regarding its risk management. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Market risk

Currency risk

The Group

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instruments will fluctuate because of change in foreign exchange rates.

The Group is exposed to currency risk primarily through transactions that are denominated in currencies other than the functional currency of the operations to which they related. Cash and cash equivalents, accounts receivables and amounts due from related companies and shareholders are denominated in foreign currencies expose the Group to currency risk during the Track Record Period.

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The carrying amounts of the Group’s foreign currency denominated monetary assets at the end of the reporting period are as follows:

	Assets	
	As at 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
USD	5,413	19,277
SGD	<u>344</u>	<u>677</u>

Sensitivity analysis

The Group is primarily exposed to the exchange rate risk on HK\$ against USD and SGD, for the foreign currency denominated monetary assets. The directors of the Company consider that, as HK\$ is pegged to USD and the majority of HK\$ will convert to USD only, the Group is not subject to significant foreign currency risk from change in foreign exchange rate of HK\$ against USD and vice versa.

The following table details the Group’s sensitivity to a 5% increase in HK\$, against the relevant foreign currency, SGD. 5% is the sensitivity rate used in management’s assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of each reporting period for a 5% change in foreign currency rates. A positive number below indicates an increase in the Group’s profit after taxation for the year where the HK\$ strengthens against SGD. For a 5% weakening of HK\$ against SGD, there would be an equal and opposite impact on the Group’s profit after taxation for the year.

	Year ended 31 December	
	2024	2025
	<i>HK\$’000</i>	<i>HK\$’000</i>
Foreign currency		
SGD	<u>28</u>	<u>14</u>

The Company

The Company’s assets and liabilities are mainly denominated in HK\$, its functional currency, and this does not expose the Company to foreign currency risk at the end of each reporting period. Therefore, no further analysis is presented.

(b) Credit risk and impairment assessment

Group and Company

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

Credit risk mainly arises from accounts receivables, deposits and other receivables, amounts due from related companies and shareholders and bank balances.

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Accounts receivables

Accounts receivables are continuously monitored by assessing the credit quality of the customers, taking into account historical settlement records and past experience along with other relevant factors. Credit limits of customers are reviewed periodically. In order to minimise the credit risk, the management of the Group has to comply with the credit and risk management policies approved by the directors of the Company, established credit limits, credit approvals and other monitoring procedures to ensure that follow-up actions are taken to recover overdue debts.

The Group adopted the simplified approach for ECL, allowing the use of lifetime ECL for accounts receivables. Management assesses ECL on significant and/or credit-impaired accounts receivables individually, estimating based on historical credit loss experience, general economic conditions in the industry, and both current and forecasted conditions at the reporting date.

Remaining accounts receivables are grouped and assessed on a collective basis as these accounts receivables consist of many small customers with common risk characteristics that reflect their abilities to settle balances in accordance with contractual terms. ECL for these accounts receivables is estimated based on their historical default rates and ageing, and is adjusted for forward-looking information. Expected loss rates are based on the probability of credit losses as receivables progress through delinquency stages to write-off. These rates are adjusted to reflect current and forward-looking macroeconomic factors influencing debtors’ ability to settle.

The following table shows the Group’s expected loss rates adopted to the ageing analysis of accounts receivables, based on due dates, as at 31 December 2024 and 2025:

	Expected loss rate	Gross carrying amount <i>HK\$’000</i>	Allowance for ECL <i>HK\$’000</i>	Net carrying amount <i>HK\$’000</i>
At 31 December 2024				
Overdue by:				
Current (not past due)	0%	<u>4,061</u>	–	<u>4,061</u>
At 31 December 2025				
Overdue by:				
Current (not past due)	0%	<u>9,479</u>	–	<u>9,479</u>

Relevant information regarding the exposure of credit risk and allowance for ECL on accounts receivables as at 31 December 2024 and 2025 are set out in Note 18.

As at 31 December 2024 and 2025, the largest and the five largest accounts receivables accounted for 59.05% and 97.91%, and 29.20% and 96.53% of the Group’s accounts receivables balance, respectively. The directors of the Company considered the credit risk from this concentration was not significant as these counterparties were sizeable and well-established companies in the respective industry with sound financial position.

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Other receivables and deposits/amounts due from related companies and shareholders

The management of the Group regularly reviews and assesses the credit quality of the counterparties. The Group uses 12-month ECL to measure the loss allowance of other receivables, deposits and amounts due from related companies and shareholders since these receivables are not past due and there has not been a significant increase in credit risk since initial recognition.

Bank balances

The Group places them in banks and financial institutions with high credit ratings assigned by international credit-rating agencies. Management of the Company considers the bank balances are short-term in nature and the probability of default is negligible on the basis of high credit-rating banks and financial institutions, and accordingly, loss allowance was considered as insignificant.

For individual assessment of ECL of the Group’s financial assets, the Group’s internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Accounts receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts.	Lifetime ECL – not credit-impaired	12-month ECL
Watch list	Debtor frequently repays after due dates but usually settle in full.	Lifetime ECL – not credit-impaired	12-month 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

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The table below details the credit risk exposures of the Group’s financial assets as at 31 December 2024 and 2025, which are subject to ECL assessment:

The Group

	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount	
				As at 31 December	
				2024	2025
				HK\$’000	HK\$’000
Financial assets at amortised cost					
Accounts receivables	N/A	N/A	Lifetime ECL (not credit-impaired and assessed using provision matrix)	4,061	9,479
Deposits and other receivables	N/A	Low risk	12m ECL (not credit-impaired and assessed individually)	213	213
Amounts due from related companies and shareholders	N/A	Low risk	12m ECL (not credit-impaired and assessed individually)	11,802	11,576
Bank balances	Baa2 or above	N/A	12m ECL (not credit-impaired and assessed individually)	6,571	20,179

The Company

	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount	
				As at	
				31 December	2025
					HK\$’000
Financial assets at amortised cost					
Amounts due from shareholders	N/A	Low risk	12m ECL (not credit-impaired and assessed individually)		9

(c) Liquidity risk

Liquidity risk related to the risk that the Group will not able to meet its obligation associated with its financial liabilities. In the management of the liquidity risk, the Group and the Company monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group’s operations and mitigate the effects of fluctuations in cash flows in the short and long term.

The following tables show the Group’s and the Company’s remaining contractual maturities for its financial liabilities at the end of reporting period based on undiscounted cash flows (include interest payments computed using contractual rates or, if floating, based on rates current at the end of reporting period) and the earliest date the Group and the Company can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest flows are variable rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

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The Group

	On demand or within 1 year HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
At 31 December 2024					
Other payables and accruals	2,319	–	–	2,319	2,319
Amount due to a related company	24	–	–	24	24
Amount due to a shareholder	830	–	–	830	830
Bank overdrafts	43	–	–	43	43
Lease liabilities	631	631	259	1,521	1,447
	<u>3,847</u>	<u>631</u>	<u>259</u>	<u>4,737</u>	<u>4,663</u>
At 31 December 2025					
Other payables and accruals	2,677	–	–	2,677	2,677
Lease liabilities	574	259	–	833	809
	<u>3,251</u>	<u>259</u>	<u>–</u>	<u>3,510</u>	<u>3,486</u>

The Company

	On demand or within 1 year HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
At 31 December 2025					
Amount due to a subsidiary	68	–	–	68	68

(d) Fair value measurement

(i) Financial instruments measured at amortised cost

The directors of the Company consider that the carrying amounts of the Group’s and the Company’s financial assets and liabilities approximate their fair values as at 31 December 2024 and 2025.

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ACCOUNTANTS’ REPORT

30 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Amount due to a shareholder HK\$’000	Lease liabilities HK\$’000	Total HK\$’000
At 1 January 2024	827	258	1,085
Lease modification	–	1,680	1,680
Financing cash flows	3	(515)	(512)
Interest expense recognised	–	24	24
	<u> </u>	<u> </u>	<u> </u>
At 31 December 2024 and 1 January 2025	830	1,447	2,277
Financing cash flows	(830)	(688)	(1,518)
Interest expense recognised	–	50	50
	<u> </u>	<u> </u>	<u> </u>
At 31 December 2025	<u> </u>	<u>809</u>	<u>809</u>

31 NON-CASH TRANSACTIONS

The below are the non-cash transactions during the Track Record Period.

During the year ended 31 December 2024, the amount due from a shareholder, Ms. Lau Chun Heung, of HK\$1,092,000 was settled through the current account with a related company. This transaction did not involve any cash settlement.

32 COMMITMENTS

As at 31 December 2024 and 2025, the Group did not have any material capital commitment and the Group, as a lessee, had no lease contracts that have not yet commenced.

33 EVENTS AFTER THE REPORTING PERIOD

There were no material events that required additional disclosures or adjustments occurred after 31 December 2025.

34 SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company in respect of any period subsequent to 31 December 2025.

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

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APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND COMPANY LAW OF THE CAYMAN ISLANDS

Set out below is a summary of certain provisions of the Memorandum and Articles of Association of our Company and of certain aspects of the Cayman Islands company law.

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on 3 April 2025 under the Cayman Companies Act. Our Company's constitutional documents consist of its Memorandum of Association and its Articles of Association.

1. MEMORANDUM OF ASSOCIATION

The Memorandum states, *inter alia*, that the liability of members of our Company is limited to the amount from time to time unpaid on such member's shares and that the objects for which our Company is established are unrestricted (including acting as an investment company), and that our Company shall have and be capable of exercising any and all of the powers exercisable by a natural person or body corporate in any part of the world whether as principal, agent, contractor or otherwise and in view of the fact that our Company is an exempted company that our Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of our Company carried on outside the Cayman Islands.

2. ARTICLES OF ASSOCIATION

The Articles were conditionally adopted on [•] with effect from the [REDACTED]. The following is a summary of certain provisions of the Articles:

(a) Shares

(i) Classes of shares

The share capital of our Company consists of ordinary shares.

(ii) Variation of rights of existing shares or classes of shares

Subject to the Cayman Companies Act, if at any time the share capital of our Company is divided into different classes of shares, all or any of the special rights attached to the shares or any class of shares may (unless otherwise provided for by the terms of issue of that class) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of the Articles relating to general meetings will *mutatis mutandis* apply, but so that the necessary quorum (including at an adjourned meeting) shall be two persons holding or representing by proxy not less than one-third of the issued shares (excluding treasury shares) of that class. Every holder of shares of the class shall be entitled to one vote for every such share held by him.

Any special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

APPENDIX III SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND COMPANY LAW OF THE CAYMAN ISLANDS

(iii) Alteration of capital

Our Company may by ordinary resolution of its members:

- (aa) increase its share capital as provided in the Articles;
- (bb) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (cc) divide its shares into several classes and attach to such shares any preferential, deferred, qualified or special rights, privileges, conditions or restrictions as our Company in general meeting or as the Board may determine;
- (dd) subdivide its shares or any of them into shares of smaller amount than is fixed by the Memorandum;
- (ee) cancel any shares, which at the date of passing of the resolution, have not been taken and diminish the amount of its share capital by the amount of the shares so cancelled;
- (ff) make provision for the issue and allotment of shares which do not carry any voting rights;
- (gg) change the currency of denomination of its share capital; and
- (hh) reduce its share premium account in any manner authorised and subject to any conditions prescribed by law.

Our Company may by special resolution reduce its share capital or any capital redemption reserve or other undistributable reserve in any way and subject to any conditions prescribed by law.

(iv) Transfer of shares

All transfers of shares shall be effected by an instrument of transfer in the usual or common form or in such other form as the Board may approve and which may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), under hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

Notwithstanding the foregoing, for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the GEM Listing Rules that are or shall be applicable to such listed shares. The register of members of our Company in respect of our listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Cayman Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the GEM Listing Rules that are or shall be applicable to such listed shares.

The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee or accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of that share.

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The Board may, in its absolute discretion, at any time and from time to time transfer any share upon the principal register to any branch register or any share on any branch register to the principal register or any other branch register.

Unless the Board otherwise agrees, no shares on the principal register shall be removed to any branch register nor shall shares on any branch register be removed to the principal register or any other branch register. All removals and other documents of title shall be lodged for registration, and be registered, in the case of any shares on a branch register, at the relevant registration office, and, in the case of any shares on the principal register, at the transfer office.

The Board may decline to recognise any instrument of transfer unless a fee (not exceeding the maximum sum as the Stock Exchange may determine to be payable) determined by the Board is paid to our Company, the instrument of transfer is properly stamped (if applicable), it is in respect of only one class of share, is lodged at the relevant registration office, the registered office or the transfer office accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do), and the shares are free of any lien in favour of our Company.

The registration of transfers may be suspended and the register may be closed on giving notice by advertisement in any newspaper or by any other means (including electronic means) in accordance with the requirements of the Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole 30 days in any year) as the Board may determine. The period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by members by ordinary resolution.

Fully paid shares are free from any restriction on transfer (except when permitted by the Stock Exchange) and free of all liens.

(v) Power of our Company to purchase its own shares

Our Company is empowered by the Cayman Companies Act and the Articles to purchase its own shares subject to certain restrictions and the Board may only exercise this power on behalf of our Company subject to any applicable requirements imposed from time to time by the Stock Exchange.

The Board may accept the surrender for no consideration of any fully paid shares.

(vi) Power of any subsidiary of our Company to own shares in our Company

There are no provisions in the Articles relating to the ownership of shares in our Company by a subsidiary.

(vii) Calls on shares and forfeiture of shares

The Board may from time to time make such calls as it thinks fit upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time. A call may be made payable either in one lump sum or by instalments. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at

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such rate not exceeding 20% per annum as the Board may agree to accept from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part. The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the monies uncalled and unpaid or instalments payable upon any shares held by him.

If a member fails to pay any call or instalment of a call on the day appointed for payment, the Board may, for so long as any part of the call or instalment remains unpaid, serve notice on the member requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment. The notice shall name a further day (not earlier than the expiration of 14 days from the date of the notice) on or before which the payment required by the notice is to be made, and shall also name the place where payment is to be made. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, nevertheless, remain liable to pay to our Company all monies which, at the date of forfeiture, were payable by him to our Company in respect of the forfeited shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment (including the payment of such interest) at such rate not exceeding 20% per annum as the Board may determine.

(b) Directors

(i) Appointment, retirement and removal

At each annual general meeting, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

Neither a Director nor an alternate Director is required to hold any shares in our Company by way of qualification. Further, a Director is not required to retire upon reaching any particular age.

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AND COMPANY LAW OF THE CAYMAN ISLANDS**

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director subject to the maximum number determined from time to time by the members in general meeting. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of our Company after his appointment and shall then be eligible for re-election.

The members may by ordinary resolution remove any Director (including a managing Director or other executive Director) before the expiration of his term of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and our Company) and may by ordinary resolution appoint another person in his stead. Any Director so appointed shall be subject to the "retirement and rotation" provisions. The number of Directors shall not be less than two.

The office of a Director shall be vacated if:

- (aa) he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally; or
- (bb) he dies or becomes of unsound mind as determined pursuant to an order made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated; or
- (cc) if he absents himself from the meetings of the Board during a continuous period of six months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board pass a resolution that he has by reason of such absence vacated his office; or
- (dd) he becomes prohibited by law from acting as a Director or he ceases to be a Director by operation of law or is removed pursuant to the Articles; or
- (ee) he has been validly required by the stock exchange of the Relevant Territory (as defined in the Articles) to cease to be a Director and the relevant time period for application for review of or appeal against such requirement has lapsed and no application for review or appeal has been filed or is underway against such requirement; or
- (ff) he resigns; or
- (gg) he is removed from office by an ordinary resolution pursuant to the Articles; or
- (hh) he is removed from office by notice in writing served on him signed by not less than three-fourths in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.

The Board may appoint any one or more of them to the office of managing director, joint managing director, deputy managing director or other executive director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit. The Board may delegate any of its powers, authorities and discretions to committees consisting of such Director(s) and other persons as it thinks fit, and it may from time to

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time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed must, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

(ii) Power to allot and issue shares and warrants

Subject to the provisions of the Cayman Companies Act, the Memorandum and Articles and without prejudice to any special rights or restrictions attaching to any shares or any class of shares, (a) any share may be issued with or have attached to it such rights, or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors may determine; or (b) shares may be issued on the terms that may be, or at the option of our Company or the holder are, liable to be redeemed.

The Board may issue warrants to subscribe for any class of shares or other securities of our Company on such terms as the Board may determine.

Subject to the provisions of the Cayman Companies Act and the Articles and, where applicable, the GEM Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, all unissued shares in our Company are at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount to their nominal value.

Neither our Company nor the Board is obliged, when making or granting any allotment of, offer of, option over or disposal of shares or other securities of our Company, to make, or make available, any such allotment, offer, option or shares or other securities of our Company to members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, and shall be deemed not to be, a separate class of members for any purpose whatsoever.

(iii) Power to dispose of the assets of our Company or any of its subsidiaries

There are no specific provisions in the Articles relating to the disposal of the assets of our Company or any of its subsidiaries. The Directors may, however, exercise all powers and do all acts and things which may be exercised or done or approved by our Company and which are not required by the Articles or the Cayman Companies Act to be exercised or done by our Company in general meeting.

(iv) Borrowing powers

The Board may exercise all the powers of our Company to raise or borrow money, to mortgage or charge all or any part of the undertaking, property and uncalled capital of our Company and, subject to the Cayman Companies Act, to issue debentures, bonds and other securities of our Company, whether outright or as collateral security for any debt, liability or obligation of our Company or of any third party.

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(v) *Remuneration*

The Directors shall be entitled to receive, as ordinary remuneration for their services, such sums as shall from time to time be determined by the Board or our Company in general meeting, as the case may be, such sum (unless otherwise directed by the resolution by which it is voted) to be divided among the Directors in such proportions and in such manner as they may agree or, failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the ordinary remuneration is payable shall only rank in such division in proportion to the time during such period for which he has held office. The Directors are also entitled to be prepaid or repaid all travelling, hotel and incidental expenses reasonably expected to be incurred or incurred by them in or about the performance of their duties as Directors.

Any Director who, at the request of our Company, goes or resides abroad for any purpose of our Company or who performs services which in the opinion of the Board go beyond the ordinary duties of such Director may be paid such extra remuneration as the Board may determine and such extra remuneration may be in addition to or in substitution for any ordinary remuneration as a Director. An executive Director or a Director appointed to be a managing director, joint managing director, deputy managing director or any other executive officer may receive such remuneration and such other benefits and allowances as the Board may from time to time decide. Such remuneration may be either in addition to or in lieu of his remuneration as a Director.

The Board may establish, either on its own or jointly with other companies (being subsidiary companies of our Company or companies with which it is associated in business) and maintain any funds or plans for providing pensions, allowances or emoluments for employees and ex-employees of our Company and their dependants.

(vi) *Compensation or payments for loss of office*

Pursuant to the Articles, payments to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by our Company in general meeting.

(vii) *Loans and provision of security for loans to Directors*

Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance and the Cayman Companies Act, our Company shall not directly or indirectly make a loan to a Director or a director of any holding company of our Company or any of their respective close associates, enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any holding company of our Company or any of their respective close associates, or, if any one or more of the Directors hold(s) (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

(viii) *Disclosure of interests in contracts with our Company or any of its subsidiaries*

A Director may hold any other office or place of profit with our Company (except that of the auditor of our Company) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor in addition to

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any remuneration provided for by or pursuant to the Articles. A Director may be or become a director or other officer of, or otherwise interested in, any other company promoted by our Company or any other company in which our Company may be interested, and shall not be liable to account to our Company or the members for any remuneration, profits or other benefits received by him as a director, officer or member of, or from his interest in, such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by our Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

No Director or proposed or intended Director shall be disqualified by his office from contracting with our Company either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to our Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall declare the nature of his interest in any such contract or transaction at or prior to the consideration and vote on such contract or transaction, either specifically or by way of a general notice stating that, by reason of the facts specified in such notice, he is to be regarded as interested in any such contract or transaction.

A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition does not apply to any of the following matters namely:

- (aa) the giving of any security or indemnity either: (x) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of our Company or any of its subsidiaries; or (y) to a third party in respect of a debt or obligation of our Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (bb) any proposal concerning an offer of shares or debentures or other securities of or by our Company or any other company which our Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (cc) any proposal or arrangement concerning the benefit of employees of our Company or its subsidiaries including the adoption, modification or operation of (x) any employees' share scheme, or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or (y) a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his close associates and employees of our Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates; and

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- (dd) any contract or arrangement in which the Director or his close associate(s) is/ are interested in the same manner as other holders of shares or debentures or other securities of our Company by virtue only of his/their interest in shares or debentures or other securities of our Company.

(c) Proceedings of the Board

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

(d) Alterations to constitutional documents and our Company's name

To the extent that the same is permissible under Cayman Islands law and subject to the Articles, a special resolution shall be required to alter the provisions of the Memorandum, to approve any amendment of the Articles or to change the name of our Company.

(e) Meetings of members

(i) Special and ordinary resolutions

A special resolution of our Company must be passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

Under the Cayman Companies Act, a copy of any special resolution must be forwarded to the Registrar of Companies in the Cayman Islands within 15 days of being passed.

An ordinary resolution is defined in the Articles to mean a resolution passed by a simple majority of the votes of such members of our Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

(ii) Voting rights and right to demand a poll

Subject to any special rights or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of the Articles as paid on the share. On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

At any general meeting a resolution put to the vote of the meeting is to be decided by poll save that the chairman of the meeting may, pursuant to the GEM Listing Rules, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. On a show of hands every member who is present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in the Articles) have one vote. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

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Where a clearing house (or its nominee(s)) is a member of our Company, it may (subject to the Articles) authorise such person or persons as it thinks fit to act as its representative or representatives, at any meeting (including but not limited to any general meeting, creditors meeting or at any meeting of any class of members) of our Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) as if such person were an individual member including the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

Members must have the right to: (i) speak at general meetings of our Company; and (ii) vote at a general meeting except where a member is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration.

Where our Company has any knowledge that any member is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

Our Company shall be entered in the register of members of our Company as the holder of the treasury shares.

However:

- (a) our Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and
- (b) a treasury share shall not be voted, directly or indirectly, at any meeting of our Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Companies Act.

Nothing in this paragraph prevents an allotment of Shares as fully paid up bonus shares in respect of a treasury share and Shares allotted as fully paid up bonus shares in respect of a treasury share shall be treated as treasury shares

(iii) Annual general meetings and extraordinary general meetings

In each financial year during the Relevant Period (as defined in the Articles), our Company shall hold an annual general meeting within six months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it.

Extraordinary general meetings shall be convened on the requisition of one or more members holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of our Company having the right of voting at general meetings, on a one vote per share basis in the share capital of our Company (excluding treasury shares) and the foregoing members shall be able to add resolutions to the meeting agenda. Such requisition shall be made in writing to the Board or the secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two

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months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by our Company.

A meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in the Articles shall, *mutatis mutandis*, apply to a general meeting held wholly by or in-combination with electronic means.

(iv) Notices of meetings and business to be conducted

An annual general meeting shall be called by a notice in writing of not less than 21 days. All other general meetings shall be called by notice in writing of at least 14 days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place and the agenda of the meeting and particulars of resolutions to be considered at the meeting and, in the case of special business, the general nature of that business.

In addition, notice of every general meeting must be given to all members of our Company other than to such members as, under the provisions of the Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from our Company, and also to, among others, the auditors for the time being of our Company.

Any notice or document to be given to or by any person pursuant to the Articles may be served on or delivered to any member of our Company personally, by post to such member's registered address or by advertisement in newspapers in accordance with the requirements of the Stock Exchange. Subject to the Cayman Companies Act and the GEM Listing Rules, a notice or document may also be served or delivered by our Company to any member by electronic means.

All business that is transacted at an extraordinary general meeting shall be deemed special. All business shall be deemed special that is transacted at an annual general meeting with the exception of the following, each of which shall be deemed an ordinary business:

- (aa) the declaration and sanctioning of dividends;
- (bb) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheets;
- (cc) the election of Directors whether by rotation or otherwise in place of those retiring;
- (dd) the appointment of auditors and other officers;
- (ee) the fixing of, or the determining of the method of fixing of the remuneration of the Directors and of the auditors;

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- (ff) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued shares representing not more than 20% (or such other percentage as may from time to time be specified in the GEM Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (gg); and
 - (gg) the granting of any mandate or authority to the Board to repurchase securities of our Company.
- (v) *Quorum for meetings and separate class meetings*

No business shall be transacted at any general meeting unless the requisite quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

The quorum for a general meeting shall be two members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and entitled to vote. In respect of a separate class meeting (including an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third of the issued shares (excluding treasury shares) of that class.

(vi) *Proxies*

Any member of our Company entitled to attend and vote at a meeting of our Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of our Company or at a class meeting. A proxy need not be a member of our Company and is entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, every member being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of our Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer and such a proxy is entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise as if it were an individual member. On a poll or a show of hands, votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy.

(f) Accounts and audit

The Board shall cause true accounts to be kept of the sums of money received and expended by our Company, and the matters in respect of which such receipt and expenditure take place, and of the assets and liabilities of our Company and of all other matters required by the Cayman Companies Act or necessary to give a true and fair view of the state of our Company's affairs and to show and explain its transactions.

The accounting records shall be kept at the head office or at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors. No member (other than a Director) or other person shall have any right to inspect any account or book or document of our Company except as conferred by the Cayman Companies Act or ordered by a court of competent jurisdiction or authorised by the Board or our Company in general meeting. However, an exempted company must make available at its

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registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority of the Cayman Islands pursuant to the Tax Information Authority Act of the Cayman Islands.

A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before our Company at its annual general meeting, together with a copy of the Directors' report and a copy of the auditors' report, shall not less than 21 days before the date of the meeting and at the same time as the notice of annual general meeting be sent to every person entitled to receive notices of general meetings of our Company under the provisions of the Articles; however, subject to compliance with the Cayman Companies Act and all applicable rules, including the GEM Listing Rules, our Company may send to such persons summarised financial statements derived from our Company's annual accounts and the directors' report instead provided that any such person may by notice in writing served on our Company, demand that our Company sends to him, in addition to summarised financial statements, a complete printed copy of our Company's annual financial statement and the Directors' report thereon.

At the annual general meeting in each year, the members shall by ordinary resolution appoint an auditor to audit the accounts of our Company and such auditor shall hold office until the next annual general meeting. Moreover, the members may, at any general meeting, by ordinary resolution remove the auditor at any time before the expiration of his term of office and shall, by ordinary resolution, at that meeting appoint another auditor for the remainder of his term. The remuneration of the auditors shall be fixed and approved by our Company by an ordinary resolution passed at a general meeting or in such manner as the members may by ordinary resolution determine.

The auditor shall audit the financial statements of our Company in each year in accordance with generally accepted auditing standards and prepare an auditors' report thereon to be annexed thereto. Such report shall be submitted to the members and laid before our Company in the annual general meeting.

(g) Dividends and other methods of distribution

Our Company in general meeting may declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the Board.

The Articles provide dividends may be declared and paid out of the profits of our Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution, dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Cayman Companies Act.

Unless and to the extent that the rights attaching to, or the terms of issue of, any share may otherwise provide: (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall for this purpose be treated as paid up on the share; and (ii) all dividends shall be (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) apportioned and paid pro rata according to the amount paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. The Board may deduct from any dividend or other monies payable to any member or in respect of any shares all sums of money (if any) presently payable by him to our Company on account of calls or otherwise.

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Whenever the Board or our Company in general meeting has resolved that a dividend be paid or declared on the share capital of our Company, the Board may further resolve either (i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment, or (ii) that members entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit.

Our Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of our Company that it may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to members to elect to receive such dividend in cash in lieu of such allotment.

Unless otherwise directed by the Board, any dividend, interest or other moneys payable in cash to the holder of shares may be paid by cheque or warrant sent through post. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to our Company. Any one of two or more joint holders may give effectual receipts for any dividends and other moneys payable or property distributable in respect of the shares held by such joint holders.

Whenever the Board or our Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind.

All dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of our Company until claimed and our Company shall not be constituted a trustee in respect thereof. All dividends or bonuses or other distributions unclaimed for six years after having been declared may be forfeited by the Board and shall revert to our Company.

No dividend or other monies payable by our Company on or in respect of any share shall bear interest against our Company.

(h) Inspection of corporate records

Pursuant to the Articles, our Company's register and branch register of members shall be open to inspection during business hours by any members without charge, or by any other person upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the registered office or such other place at which the register is kept in accordance with the Cayman Companies Act or, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board, at the office where the branch register of members is kept, except the register is closed in accordance with the Articles.

(i) Rights of minorities in relation to fraud or oppression

There are no provisions in the Articles relating to rights of minority shareholders in relation to fraud or oppression. However, certain remedies are available to shareholders of our Company under Cayman Islands law, as summarised in paragraph 3(f) of this Appendix III.

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(j) Procedures on liquidation

Subject to the Cayman Companies Act, our Company may at any time and from time to time be wound up voluntarily by a special resolution.

Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares:

- (i) if our Company is wound up and the assets available for distribution amongst the members of our Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the surplus assets remaining after payment to all creditors shall be distributed *pari passu* and divided among the members in proportion to the amount paid up on the shares held by them respectively; and
- (ii) if our Company is wound up and the assets available for distribution amongst the members shall be insufficient to repay the whole of the paid-up capital, they shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

If our Company is wound up (whether the liquidation be voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Cayman Companies Act, divide among the members in specie or kind the whole or any part of the assets of our Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members and the members within each class. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, but so that no members shall be compelled to accept any shares or other assets upon which there is a liability.

(k) Subscription rights reserve

The Articles provide that to the extent that they are not prohibited by and are in compliance with the Cayman Companies Act, if warrants to subscribe for shares have been issued by our Company and our Company does any act or engages in any transaction which would result in the subscription price of such warrants being reduced below the nominal value of a share, a subscription rights reserve shall be established and applied in paying up the difference between the subscription price and the nominal value of a share on any exercise of the warrants.

3. CAYMAN ISLANDS COMPANY LAW

Our Company is incorporated in the Cayman Islands subject to the Cayman Companies Act and, therefore, operates subject to Cayman Islands law. Set out below is a summary of certain provisions of the Cayman company law, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of the Cayman Islands company law and taxation, which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar. For the avoidance of doubt, special resolution used in the below summary shall have the meaning as set out in the Cayman Companies Act.

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(a) Company operations

As an exempted company, our Company's operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the amount of its authorised share capital.

(b) Share capital

The Cayman Companies Act provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on those shares shall be transferred to an account, to be called the "share premium account". At the option of a company, these provisions may not apply to premiums on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium.

The Cayman Companies Act provides that the share premium account may be applied by a company subject to the provisions, if any, of its memorandum and articles of association in (i) paying distributions or dividends to members; (ii) paying up unissued shares of the company to be issued to members as fully paid bonus shares; (iii) the redemption and repurchase of shares (subject to the provisions of section 37 of the Cayman Companies Act); (iv) writing-off the preliminary expenses of the company; and (v) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company.

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the company will be able to pay its debts as they fall due in the ordinary course of business.

The Cayman Companies Act provides that a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, by special resolution supported by a solvency statement to reduce its share capital in any way.

(c) Financial assistance to purchase shares of a company or its holding company

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company to another person for the purchase of, or subscription for, its own or its holding company's shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and acting in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm's-length basis.

(d) Purchase of shares and warrants by a company and its subsidiaries

A company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder and the Cayman Companies Act expressly provides that it shall be lawful for the rights attaching to any shares to be varied, subject to the provisions of the company's articles of association, so as to provide that such shares are to be or are liable to be so redeemed. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. However, if the articles of association do not authorise the manner and terms of purchase, a company cannot purchase any of its own shares unless the manner and terms of purchase have first been authorised by an ordinary resolution of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase

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any of its shares if, as a result of the redemption or purchase, there would no longer be any issued shares of the company other than shares held as treasury shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

Shares purchased by a company are to be treated as cancelled unless, subject to the memorandum and articles of association of the company, the directors of the company resolve to hold such shares in the name of the company as treasury shares prior to the purchase. Where shares of a company are held as treasury shares, the company shall be entered in the register of members as holding those shares, however, notwithstanding the foregoing, the company is not to be treated as a member for any purpose and must not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void, and a treasury share must not be voted, directly or indirectly, at any meeting of the company and must not be counted in determining the total number of issued shares at any given time, whether for the purposes of the company's articles of association or the Cayman Companies Act.

A company is not prohibited from purchasing and may purchase its own warrants subject to and in accordance with the terms and conditions of the relevant warrant instrument or certificate. There is no requirement under Cayman Islands law that a company's memorandum or articles of association contain a specific provision enabling such purchases and the directors of a company may rely upon the general power contained in its memorandum of association to buy and sell and deal in personal property of all kinds.

Under Cayman Islands law, a subsidiary may hold shares in its holding company and, in certain circumstances, may acquire such shares.

(e) Dividends and distributions

The Cayman Companies Act permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account. With the exception of the foregoing, there are no statutory provisions relating to the payment of dividends. Based upon English case law, which is regarded as persuasive in the Cayman Islands, dividends may be paid only out of profits.

No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of a company's assets (including any distribution of assets to members on a winding up) may be made to the company, in respect of a treasury share.

(f) Protection of minorities and shareholders' suits

The Grand Court of the Cayman Islands (the "Court") ordinarily would be expected to follow English case law precedents which permit a minority shareholder to commence a representative action against or derivative actions in the name of the company to challenge (i) an act which is ultra vires the company or illegal; (ii) an act which constitutes a fraud against the minority and the wrongdoers are themselves in control of the company; and (iii) an irregularity in the passing of a resolution which requires a qualified (or special) majority.

In the case of a company (not being a bank) having a share capital divided into shares, the Court may, on the application of members holding not less than one fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Court shall direct.

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Any shareholder of a company may petition the Court which may make a winding up order if the Court is of the opinion that it is just and equitable that the company should be wound up or, as an alternative to a winding up order: (i) an order regulating the conduct of the company's affairs in the future; (ii) an order requiring the company to refrain from doing or continuing an act complained of by the shareholder petitioner or to do an act which the shareholder petitioner has complained it has omitted to do; (iii) an order authorising civil proceedings to be brought in the name and on behalf of the company by the shareholder petitioner on such terms as the Court may direct; or (iv) an order providing for the purchase of the shares of any shareholders of the company by other shareholders or by the company itself and, in the case of a purchase by the company itself, a reduction of the company's capital accordingly.

Generally claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

(g) Disposal of assets

The Cayman Companies Act contains no specific restrictions on the power of directors to dispose of assets of a company. However, as a matter of general law, every officer of a company, which includes a director, managing director and secretary, in exercising his powers and discharging his duties must do so honestly and in good faith with a view to the best interests of the company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(h) Accounting and auditing requirements

A company must cause proper books of account to be kept with respect to (i) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; (ii) all sales and purchases of goods by the company; and (iii) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

An exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority of the Cayman Islands pursuant to the Tax Information Authority Act of the Cayman Islands.

(i) Exchange control

There are no exchange control regulations or currency restrictions in the Cayman Islands.

(j) Taxation

Pursuant to the Tax Concessions Act (As Revised) of the Cayman Islands, the Company has obtained an undertaking:

- (i) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciation shall apply to the Company or its operations; and

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(ii) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable:

(A) on or in respect of the shares debentures or other obligations of the Company; or

(B) by way of the withholding in whole or in part of any relevant payment as defined in the Tax Concessions Act.

The undertaking for our Company is for a period of [•] years from [•].]

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are a party to a double tax treaty entered into with the United Kingdom in 2010 but otherwise is not party to any double tax treaties.

(k) Stamp duty on transfers

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

(l) Loans to directors

There is no express provision in the Cayman Companies Act prohibiting the making of loans by a company to any of its directors.

(m) Inspection of corporate records

The notice of registered office is a matter of public record. A list of the names of the current directors and alternate directors (if applicable) is made available by the Registrar of Companies for inspection by any person on payment of a fee. The register of mortgages is open to inspection by creditors and members.

Members of the Company have no general right under the Cayman Companies Act to inspect or obtain copies of the register of members or corporate records of the Company. They will, however, have such rights as may be set out in the Company's articles of association.

(n) Register of members

An exempted company may maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as the directors may, from time to time, think fit. The register of members shall contain such particulars as required by section 40 of the Cayman Companies Act. A branch register must be kept in the same manner in which a principal register is by the Cayman Companies Act required or permitted to be kept. The company shall cause to be kept at the place where the company's principal register is kept a duplicate of any branch register duly entered up from time to time.

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There is no requirement under the Cayman Companies Act for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection. However, an exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of members, as may be required of it upon service of an order or notice by the Tax Information Authority of the Cayman Islands pursuant to the Tax Information Authority Act of the Cayman Islands.

(o) Register of directors and officers

A company is required to maintain at its registered office a register of directors and officers which is not available for inspection by the public. A copy of such register must be filed with the Registrar of Companies in the Cayman Islands and any change must be notified to the Registrar within 30 days of any change in such directors or officers.

(p) Beneficial ownership register

An exempted company is required to identify its beneficial owners and provide details of these beneficial owners to its corporate service provider (the CSP) which maintain its beneficial ownership register in the Cayman Islands. A beneficial owner is defined as an individual who (a) ultimately owns or controls, whether through director or indirect ownership or control 25% or more of the shares, voting rights, or partnership interests in the company, (b) otherwise exercises ultimate effective control over the management of the company, or (c) is identified as exercising control of the company through other means. The beneficial ownership register is not a public document and is only accessible by a designated competent authority of the Cayman Islands although the Cayman Islands government may introduce regulations to allow for public access in the future. An exempted company with its shares listed on an approved stock exchange, which includes the Stock Exchange, may provide its registered office provider with details of its listed status as an alternative compliance route instead of providing details of its beneficial owners. Accordingly, as long as the shares of the Company remain listed on the Stock Exchange, the Company may opt for this alternative compliance route rather than maintain a beneficial ownership register.

(q) Winding up

A company may be wound up (i) compulsorily by order of the Court; (ii) voluntarily; or (iii) under the supervision of the Court.

The Court has authority to order winding up in a number of specified circumstances including where the members of the company have passed a special resolution requiring the company to be wound up by the Court, or where the company is unable to pay its debts, or where it is, in the opinion of the Court, just and equitable to do so. Where a petition is presented by members of the company as contributories on the ground that it is just and equitable that the company should be wound up, the Court has the jurisdiction to make certain other orders as an alternative to a winding-up order, such as making an order regulating the conduct of the company's affairs in the future, making an order authorising civil proceedings to be brought in the name and on behalf of the company by the petitioner on such terms as the Court may direct, or making an order providing for the purchase of the shares of any of the members of the company by other members or by the company itself.

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A company (save with respect to a limited duration company) may be wound up voluntarily when the company so resolves by special resolution or when the company in general meeting resolves by ordinary resolution that it be wound up voluntarily because it is unable to pay its debts. In the case of a voluntary winding up, such company is obliged to cease to carry on its business (except so far as it may be beneficial for its winding up) from the time of passing the resolution for voluntary winding up or upon the expiry of the period or the occurrence of the event referred to above.

For the purpose of conducting the proceedings in winding up a company and assisting the Court therein, there may be appointed an official liquidator or official liquidators; and the court may appoint to such office such person, either provisionally or otherwise, as it thinks fit, and if more persons than one are appointed to such office, the Court must declare whether any act required or authorised to be done by the official liquidator is to be done by all or any one or more of such persons. The Court may also determine whether any and what security is to be given by an official liquidator on his appointment; if no official liquidator is appointed, or during any vacancy in such office, all the property of the company shall be in the custody of the Court.

As soon as the affairs of the company are fully wound up, the liquidator must make a report and an account of the winding up, showing how the winding up has been conducted and how the property of the company has been disposed of, and thereupon call a general meeting of the company for the purposes of laying before it the account and giving an explanation thereof. This final general meeting must be called by at least 21 days' notice to each contributory in any manner authorised by the company's articles of association and published in the Gazette.

(r) Reconstructions

There are statutory provisions which facilitate reconstructions and amalgamations approved by (i) 75% in value of shareholders or class of shareholders, or (ii) a majority in number representing 75% in value of creditors, as the case may be, as are present at a meeting called for such purpose and thereafter sanctioned by the Court. Whilst a dissenting shareholder would have the right to express to the Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management.

The Cayman Companies Act also contains statutory provisions which provide that a company may present a petition to the Court for the appointment of a restructuring officer on the grounds that the company (i) is or is likely to become unable to pay its debts within the meaning of section 93 of the Cayman Companies Act; and (ii) intends to present a compromise or arrangement to its creditors (or classes thereof) either, pursuant to the Cayman Companies Act, the law of a foreign country or by way of a consensual restructuring. The petition may be presented by a company acting by its directors, without a resolution of its shareholders or an express power in its articles of association. On hearing such a petition, the Court may, among other things, make an order appointing a restructuring officer or make any other order as the Court thinks fit.

(s) Take-overs

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may at any time within two months after the expiration of the said four months, by notice in the prescribed manner require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Court within one month of the notice objecting to the transfer. The

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burden is on the dissenting shareholder to show that the Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

(t) Indemnification

Cayman Islands law does not limit the extent to which a company’s articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Court to be contrary to public policy (e.g., for purporting to provide indemnification against the consequences of committing a crime).

(u) Economic substance requirements

Pursuant to the International Tax Cooperation (Economic Substance) Act (As Revised) of the Cayman Islands (the “ES Act”) that came into force on 1 January 2019, a “relevant entity” is required to satisfy the economic substance test set out in the ES Act. A “relevant entity” includes an exempted company incorporated in the Cayman Islands as is the Company; however, it does not include an entity that is tax resident outside the Cayman Islands. Accordingly, for so long as the Company is a tax resident outside the Cayman Islands, including in Hong Kong, it is not required to satisfy the economic substance test set out in the ES Act.

4. GENERAL

Ogier, our Company’s legal counsel as to Cayman Islands law, have sent to our Company a letter of advice summarising certain aspects of Cayman Islands company law. This letter, together with a copy of the Cayman Companies Act, is available on display as referred to in the paragraph headed “Documents delivered to the Registrar of Companies in Hong Kong and available on display – Documents available on display” in Appendix V to this document. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he is more familiar is recommended to seek independent legal advice.

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A. FURTHER INFORMATION ABOUT OUR COMPANY

1. Incorporation of our Company

Our Company was incorporated in the Cayman Islands under the Companies Act as an exempted company with limited liability on 3 April 2025. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 27 April 2026 and our principal place of business in Hong Kong is Units 1902-3A, 19/F, FWD Financial Centre, 308 Des Voeux Road Central, Hong Kong. Mr. Siu has been appointed as the authorised representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company is incorporated in the Cayman Islands, our Company is subject to the relevant laws of the Cayman Islands and our constitution which comprises the Memorandum of Association and the Articles of Association. A summary of the relevant aspects of the Companies Act and certain provisions of the Articles of Association is set out in Appendix III to this document.

2. Changes in share capital of our Company

- (a) As of the date of the incorporation of our Company, it was initially owned as to one (1) Share of US\$0.0001 held by Ogier Global Subscriber (Cayman) Limited, an Independent Third Party. On 13 May 2025, Ogier Global Subscriber (Cayman) Limited transferred one (1) Share of US\$0.0001 to Ms. Lam for consideration of US\$0.0001. On the same day, our Company issued 11,790, 11,789, 7,200, 1,800, 900, 900, 900 and 720 Shares with par value of US\$0.0001 each to each of Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning, Ms. Kwong Kit Ying Kitty and Mrs. Chan, respectively, at a consideration of US\$1.179, US\$1.1789, US\$0.72, US\$0.18, US\$0.09, US\$0.09, US\$0.09 and US\$0.072, respectively, with reference to the nominal value of such Shares. Immediately after the aforesaid transfer and issuance, our Company was owned as to 11,790, 11,790, 7,200, 1,800, 900, 900, 900 and 720 Shares with par value of US\$0.0001 each (as to 32.75%, 32.75%, 20%, 5%, 2.5%, 2.5%, 2.5% and 2%), respectively, by Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning, Ms. Kwong Kit Ying Kitty and Mrs. Chan, respectively.
- (b) On 16 September 2025, our Company issued and allotted 3,672,585, 3,672,585, 2,242,800, 560,700, 280,350, 280,350, 280,350 and 224,280 Shares with par value of US\$0.0001 each to Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning, Ms. Kwong Kit Ying Kitty and Mrs. Chan, respectively on a pro rata basis.
- (c) On 10 April 2026, (i) Mr. Siu Wing Leung transferred 675,000 Shares with par value of US\$0.0001 each (representing 6% of the then issued share capital of our Company) to Mr. Chan at the consideration of HK\$1,200,000; (ii) Mrs. Chan transferred her 225,000 Shares with par value of US\$0.0001 each (representing 2% of the then issued share capital of our Company) to Mr. Chan at the consideration of HK\$400,000; and (iii) Ms. Kwong Kit Ying Kitty transferred her 281,250 Shares with par value of US\$0.0001 each (representing 2.5% of the then issued share capital of our Company) to Ms. Chan Ka Yee at the consideration of HK\$500,000. Immediately after the aforesaid transfers, our Company was owned as to 40.75%, 32.75%, 14%, 5%, 2.5%, 2.5% and 2.5% by Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Chan Ka Yee, respectively.

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- (d) (i) On [•] 2026, the authorised share capital of our Company was increased by HK\$[REDACTED] by the creation of [REDACTED] shares (the “New Shares”) at a par value of HK\$[REDACTED] each (the “Increase”);
- (ii) following the Increase, our Company shall issue 4,584,375, 3,684,375, 1,575,000, 562,500, 281,250, 281,250 and 281,250 New Shares to each of Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Chan Ka Yee, respectively each at a subscription price of [HK\$3,575.81, HK\$2,873.81, HK\$1,228.50, HK\$438.75, HK\$219.38, HK\$219.38 and HK\$219.38] respectively which shall be the funding for the Repurchase (as defined in paragraph (c) below) (the “Issue”);
- (iii) following the Issue, our Company shall repurchase from the existing Shareholders an aggregate of 11,250,000 ordinary shares of US\$0.0001 each at an aggregate price of US\$1,125 (equivalent to HK\$8,775) which would be paid out of and set-off against the proceeds of the issue of an aggregate of 11,250,000 New Shares referred to in (b) above (the “Repurchase”); and
- (iv) following the Repurchase, the USD ordinary shares were cancelled and the authorised share capital of our Company was reduced by US\$50,000. Following the abovementioned steps, the authorised share capital of our Company was re-denominated as HK\$[REDACTED] divided into [REDACTED] shares of HK\$0.01 each.
- (e) Immediately following completion of the [REDACTED] and the Capitalisation Issue, [REDACTED] Shares will be issued fully paid or credited as fully paid, and [REDACTED] Shares will remain unissued.
- (f) Other than pursuant to the general mandate to issue Shares referred to in the paragraph “A. Further information about our Company – 3. Written resolutions of our Shareholders passed on [•] 2026” in this appendix, our Company does not have any present intention to issue any of the authorised but unissued share capital of our Company and, without prior approval of our Shareholders in general meeting, no issue of Shares will be made which would effectively alter the control of our Company.
- (g) Save as disclosed in the section headed “Share Capital” in this document and in the paragraph headed “2. Changes in share capital of our Company”, there has been no alteration in our Company’s share capital since its incorporation.

3. Written resolutions of our Shareholders passed on [•] 2026

By written resolutions of our Shareholders passed on [•] 2026:

- (a) our Company approved and adopted the Memorandum of Association with immediate effect and the Articles of Association conditionally with effect from the [REDACTED], the terms of the Articles of Association are summarised in Appendix III to this document;
- (b) (i) On [•] 2026, the authorised share capital of our Company was increased by HK\$[REDACTED] by the creation of [REDACTED] shares (the “New Shares”) at a par value of HK\$[REDACTED] each (the “Increase”);

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- (ii) following the Increase, our Company shall issue 4,584,375, 3,684,375, 1,575,000, 562,500, 281,250, 281,250 and 281,250 New Shares to each of Mr. Chan, Ms. Lam, Mr. Siu Wing Leung, Ms. Ip Nga Sze, Ms. Lau, Ms. Lew Cheuk Ning and Ms. Chan Ka Yee, respectively each at a subscription price of [HK\$3,575.81, HK\$2,873.81, HK\$1,228.50, HK\$438.75, HK\$219.38, HK\$219.38 and HK\$219.38] respectively which shall be the funding for the Repurchase (as defined in paragraph (c) below) (the “Issue”);
 - (iii) following the Issue, our Company shall repurchase from the existing Shareholders an aggregate of 11,250,000 ordinary shares of US\$0.0001 each at an aggregate price of [US\$1,125 (equivalent to HK\$8,775)] which would be paid out of and set-off against the proceeds of the issue of an aggregate of 11,250,000 New Shares referred to in (b) above (the “Repurchase”); and
 - (iv) following the Repurchase, the USD ordinary shares were cancelled and the authorised share capital of our Company was reduced by US\$50,000. Following the abovementioned steps, the authorised share capital of our Company was re-denominated as HK\$[REDACTED] divided into [REDACTED] shares of HK\$[REDACTED] each.
- (c) conditional on the Stock Exchange granting the [REDACTED] of, and permission to deal in, our Shares in issue and Shares to be issued as mentioned in this document and on the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms of the [REDACTED] or otherwise, in each case on or before the date falling 30 days after the date of this document:
- (i) the [REDACTED] was approved and our Directors were authorised to allot and issue the [REDACTED] pursuant to the [REDACTED] to rank *pari passu* with the Shares then in issue in all respects; and
 - (ii) conditional further on the share premium account of our Company being credited as a result of the [REDACTED], the Capitalisation Issue was approved, and our Directors were authorised to capitalise an amount of HK\$[REDACTED] standing to the credit of the share premium account of our Company by applying such amount to pay up in full at par [REDACTED] Shares for allotment and issue to our Shareholders whose names appeared on the register of members of our Company as of the close of business on [•] 2026 (or as they may direct) in proportion as nearly as may be possible without involving fractions to their then existing shareholdings in our Company, each ranking *pari passu* in all respects with the then existing issued Shares, and our Directors were authorised to give effect to such capitalisation and distributions;
- (d) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with, otherwise than by way of rights or an issue of Shares pursuant to the exercise of any options which may be granted under any share option scheme of our Company or any Shares allotted in lieu of the whole or part of a dividend on our Shares or similar arrangement in accordance with the Memorandum of Association and the Articles of Association or pursuant to a specific authority granted by our Shareholders in general meetings or pursuant to the [REDACTED], [REDACTED] or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such securities convertible into Shares, and to make or grant offers, agreements or options which might require

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the exercise of such power, with an aggregate nominal value not exceeding 20% of the total number of Shares in issue immediately following completion of the [REDACTED] and the Capitalisation Issue, and such mandate to remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of our Company; or
 - (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting;
- (e) a general unconditional mandate was given to our Directors authorising them to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the total number of Shares in issue immediately following completion of the [REDACTED] and the Capitalisation Issue, and such mandate to remain in effect until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of our Company; or
 - (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting; and
- (f) the general unconditional mandate mentioned in sub-paragraph (d) above was extended by the addition to the number of Shares which may be allotted or agreed to be allotted by our Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by our Company pursuant to the mandate to repurchase Shares referred to in sub-paragraph (e) above, provided that such extended amount shall not exceed 10% of the number of Shares in issue immediately following completion of the [REDACTED] and the Capitalisation Issue.

4. Corporate reorganisation

Our Group underwent the Reorganisation to rationalise our Group’s structure in preparation for the [REDACTED] and our Company became the holding company of our Group. For information relating to the Reorganisation, please refer to the section headed “History, Reorganisation and Corporate Structure – Corporate Reorganisation” in this document.

5. Changes in share capital of subsidiaries

The subsidiaries of our Company are listed in the Accountants’ Report, the text of which is set out in Appendix I to this document.

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Save as disclosed above, and as mentioned in the paragraph headed “A. Further information about our Company – 4. Corporate reorganisation” in this appendix above and in the section headed “History, Reorganisation and Corporate Structure – Corporate Reorganisation” in this document, there has been no alteration in the share capital of any of the subsidiaries of our Company within the two years immediately preceding the date of this document.

6. Repurchase of our Shares by our Company

This section includes information required by the Stock Exchange to be included in the document concerning the repurchase of our Shares by our Company.

(a) *Provisions of the GEM Listing Rules*

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions.

(i) *Shareholders’ approval*

The GEM Listing Rules provide that all proposed repurchases of shares (which must be fully paid in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a specific transaction.

Note: Pursuant to the written resolutions of our Shareholders passed on [•] 2026, a general unconditional mandate (the “Repurchase Mandate”) was given to our Directors authorising our Directors to exercise all powers of our Company to purchase on the Stock Exchange or any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the number of Shares in issue immediately following completion of the [REDACTED] and the Capitalisation Issue, and the Repurchase Mandate shall remain in effect until the earliest of the conclusion of the next annual general meeting of our Company, the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands to be held, or the time when the Repurchase Mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

(ii) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Any repurchases by our Company may be made out of profits, out of our Company’s share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of our Company or out of our Company’s share premium account before or at the time our Shares are repurchased or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

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(iii) Connected parties

The GEM Listing Rules prohibit our Company from knowingly repurchasing our Shares on the Stock Exchange from a “core connected person”, which includes a director, chief executive or substantial shareholder of our Company or any of its subsidiaries or a close associate of any of them and a core connected person shall not knowingly sell Shares to our Company.

(b) Reasons for repurchases

Our Directors believe that it is in the best interests of our Company and our Shareholders for our Directors to have a general authority from our Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of our Company’s net asset value and/or earnings per Share and will only be made when our Directors believe that such repurchases will benefit our Company and our Shareholders.

(c) Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue after completion of the [REDACTED] and the Capitalisation Issue, could accordingly result in up to [REDACTED] Shares being repurchased by our Company during the period in which the Repurchase Mandate remains in force.

(d) Funding of repurchase

In repurchasing Shares, our Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. Our Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

(e) General

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention if the Repurchase Mandate is exercised to sell any Shares to our Company.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of our Shareholders’ interest, could obtain or consolidate control of our Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. Save as disclosed above, our Directors are not aware of any consequence that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

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Our Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below [REDACTED]% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

No core connected person of our Company has notified our Company that he has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this document and are or may be material in relation to the business of our Company as a whole:

- (a) an instrument of transfer dated 11 August 2025 entered into between Keystone Holdings as transferor and our Company as transferee, pursuant to which Keystone Holdings transferred 8,000,000 shares, representing the entire issued share capital, of Keystone Capital to our Company at the consideration of HK\$1.00;
- (b) bought and sold notes dated 11 August 2025 entered into between Keystone Holdings as transferor and our Company as transferee, pursuant to which Keystone Holdings transferred 8,000,000 shares, representing the entire issued share capital, of Keystone Capital to our Company at the consideration of HK\$1.00;
- (c) a sub-tenancy agreement dated 30 April 2026 entered into between Keystone Capital as superior tenant and Keystone Finance Limited as sub-tenant pursuant to which Keystone Capital agreed to let and Keystone Finance Limited agree to take a portion of the premises suited at Flat 1902-3A, FWD Financial Centre, 308-320 Des Voeux Road Central, Sheung Wan, Hong Kong with a gross floor area of 250 square feet for a term commencing from 17 April 2026 to 16 April 2027 at a monthly fee of HK\$25,000 (inclusive of rent, air-conditioning, service and management charges and government rates);
- (d) the Deed of Indemnity; and
- (e) the [REDACTED].

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2. Intellectual property rights

Set out below is a summary of our material intellectual property rights. Our material intellectual property rights were determined by our Directors on the basis of their materiality to our business operation, financial position and prospects.

Trademarks

As at the Latest Practicable Date, member of our Group has registered the following trademarks:

Trade Mark	Place of Registration	Class	Registration number	Duration of validity	Registered owner
	Hong Kong	16, 35, 36	306937372	20 June 2025 to 19 June 2035	Keystone Capital
	Hong Kong	16, 35, 36	306937372	20 June 2025 to 19 June 2035	Keystone Capital
	U.S.	16, 35, 36	8165415	20 June 2025 to 19 June 2035	Keystone Capital
	PRC	16	86045850	21 January 2026 to 20 January 2036	Keystone Capital
	PRC	35	86034249	21 January 2026 to 20 January 2036	Keystone Capital
	PRC	36	86026690	21 January 2026 to 20 January 2036	Keystone Capital

Domain name

As at the Latest Practicable Date, member of our Group has registered the following domain name:

Domain name	Date of registration	Date of expiry
www.kstonecapital.com	22 December 2015	22 December 2030

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C. FURTHER INFORMATION ABOUT DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND EXPERTS

1. Directors

(a) *Disclosure of interest of Directors*

Mr. Chan is interested in the Reorganisation.

(b) *Particulars of Directors’ service agreements*

Executive Directors

Each of our executive Directors has entered into a service agreement with our Company. The terms and conditions of each service agreement are similar in all material aspects other than the amount of salary and bonus. Each service agreement is for an initial term of three (3) years with effect from the [REDACTED], which may be terminated by either party giving at least three (3) months’ notice in writing to the other party and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Under the service agreements, the initial annual payable to our executive Directors is as follows:

Name	Annual remuneration (HK\$)
Mr. Chan	[1,920,000]
Mr. Siu	[1,920,000]

Each of our executive Directors is entitled to a discretionary bonus to be recommended by the Remuneration Committee of our Company and determined by the Board, the amount of which is to be determined with reference to the operating results of our Group and the performance of the relevant executive Director. Each of our executive Directors shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board regarding the amount of annual salary and discretionary bonus payable to himself.

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Independent non-executive Directors

Each of our independent non-executive Directors has entered into a service agreement with our Company. The terms and conditions of each service agreement are similar in all material aspects. Each service agreement is for an initial term of three (3) years commencing from the [REDACTED], which may be terminated by either party giving at least three (3) months’ notice in writing to the other party and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. The annual director’s fee payable to the independent non-executive Directors under each service agreement is as follows:

Name	Annual director’s fee (HK\$)
Mr. WONG Kai Hing	60,000
Dr. HO Ho Ming	60,000
Ms. NG Suet Hung	60,000

Save for the annual director’s fee mentioned above, none of the independent non-executive Directors are entitled to receive any other remuneration for holding his office as an independent non-executive Director.

(c) Directors’ remuneration

The aggregate amount of remuneration paid by our Group to our Directors, including salaries, allowances and contributions to retirement benefit scheme in respect of the two years ended 31 December 2024 and 31 December 2025 were approximately HK\$2.1 million and HK\$3.2 million respectively.

Under the arrangements currently in force, the aggregate remuneration including benefits in kind (excluding any discretionary bonuses) payable by our Group to our Directors for the year ending 31 December 2026 will be approximately HK\$4.0 million.

None of our Directors or any past directors of any member of our Group has been paid any sum of money for each of the two years ended 31 December 2024 and 31 December 2025 as (i) an inducement to join or upon joining our Company; or (ii) for loss of office as a director of any member of our Group or any other office in connection with the management of the affairs of any member of our Group.

There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the two years ended 31 December 2024 and 31 December 2025.

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(d) *Interests or short positions of our Directors or chief executive in the shares, underlying shares or debentures of our Company and our associated corporations following the [REDACTED] and the Capitalisation Issue*

Immediately following completion of the [REDACTED] and the Capitalisation Issue, the interests or short positions of our Directors or chief executive in the shares, underlying shares or debentures of our Company and our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange 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 which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the GEM Listing Rules required to be notified to our Company and the Stock Exchange, will be as follows:

Long position in Shares

Name of Director	Capacity	Number of Shares ⁽¹⁾	Approximate percentage of shareholding
Mr. Chan	Beneficial owner	[REDACTED] (L) ⁽²⁾	[REDACTED]%

Notes:

- The letter “L” denotes long position in our Shares.
- On 11 May 2026, Mr. Chan and Ms. Lam entered into a confirmatory deed in relation to parties acting in concert to acknowledge and confirm, among other things, that they are parties acting in concert of the Company and Keystone Holdings during the Track Record Period and continue as at and after the date of such deed. Shares in which Mr. Chan is interested consist of (i) 4,584,375 Shares held by him as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by him as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue; and (ii) 3,684,375 Shares held by Ms. Lam as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by Ms. Lam as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue in which Mr. Chan is deemed to be interested as a result of being a party acting-in-concert with Ms. Lam.

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2. Substantial Shareholders

So far as is known to our Directors, the following persons (not being a Director or chief executive of our Company) will, immediately following the completion of the [REDACTED] and the Capitalisation Issue, have interests or short positions in our Shares or underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group:

Name of Substantial Shareholders	Capacity	Number of Shares ⁽¹⁾	Approximate percentage of shareholding
Ms. Lam	Beneficial owner	[REDACTED] (L) ⁽²⁾	[REDACTED]%
Ms. Lau Ying King (Mrs. Chan)	Interest of spouse	[REDACTED] (L) ⁽³⁾	[REDACTED]%
Mr. Siu Wing Leung	Beneficial owner	[REDACTED] (L)	[REDACTED]%

Notes:

- The letter “L” denotes long position in our Shares.
- On 11 May 2026, Mr. Chan and Ms. Lam entered into a confirmatory deed in relation to parties acting in concert to acknowledge and confirm, among other things, that they are parties acting in concert of the Company and Keystone Holdings during the Track Record Period and continue as at and after the date of such deed. Shares in which Ms. Lam is interested consist of (i) 3,684,375 Shares held by her as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by her as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue; and (ii) 4,584,375 Shares held by Mr. Chan as beneficial owner as at the Latest Practicable Date and [REDACTED] Shares held by Mr. Chan as beneficial owner immediately following completion of the [REDACTED] and the Capitalisation Issue in which Ms. Lam is deemed to be interested as a result of being a party acting-in-concert with Mr. Chan.
- Ms. Lau Ying King (Mrs. Chan) is the spouse of Mr. Chan. By virtue of the SFO, Ms. Lau Ying King (Mrs. Chan) is deemed to be interested in all the Shares in which Mr. Chan is interested.

3. Agency fees or commission received

Save as disclosed in the section headed “[REDACTED]” in this document and this appendix, none of our Directors or the experts named in the paragraph headed “D. Other Information – 6. Qualifications of experts” in this appendix had received any agency fee or commission from our Group within the two years preceding the date of this document.

4. Related party transactions

Details of the related party transactions are set out under note 26 to the Accountant’s Report set out in Appendix I to this document.

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5. Disclaimers

Save as disclosed in this document:

- (a) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between our Directors and any member of our Group;
- (b) none of our Directors or the experts named in the paragraph headed “D. Other Information – 6. Qualifications of experts” in this appendix has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) none of our Directors or the experts named in the paragraph headed “D. Other Information – 6. Qualifications of experts” in this appendix is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;
- (d) taking no account of Shares which may be taken up under the [REDACTED], none of our Directors knows of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the [REDACTED] and the Capitalisation Issue, have any interest in Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will be interested, directly or indirectly, in 10% 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 our Group;
- (e) none of our Directors or chief executive of our Company has any interest or short position in our Shares, underlying Shares or debentures of our Company or any of the associated corporations (within the meaning of the SFO) which, once our Shares are listed on the Stock Exchange, will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which he will be taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listing Companies in the GEM Listing Rules, to be notified to our Company and the Stock Exchange; and
- (f) so far as is known to our Directors, none of our Directors, their respective associates (as defined under the GEM Listing Rules) or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interests in the five largest customers or the five largest suppliers of our Group for each of the years/period during the Track Record Period.

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D. OTHER INFORMATION

1. Tax and other indemnities

Mr. Chan and Ms. Lam (collectively, the “Indemnifiers”) have, under a deed of indemnity referred to in paragraph (d) of the paragraph headed “B. Further information about the business of our Company – 1. Summary of material contracts” in this appendix, given joint and several indemnities to our Company for ourselves and as trustee for our Subsidiaries in connection with, among other things, (a) any liability for Hong Kong estate duty which might be payable by any member of our Group under or by virtue of the provisions of Section 35 and/or Section 43 of the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong) or any other similar legislation in any relevant jurisdiction outside Hong Kong arising on the death of any person at any time and by reason of the transfer of any property to any member of our Group on or before the date on which the [REDACTED] becomes unconditional; (b) any taxation which might be payable by any member of our Group (i) in respect of or by reference to any income, profits or gains earned, accrued or received or deemed to have been earned, accrued or received on or before the date on which [REDACTED] becomes unconditional; or (ii) in respect of or by reference to any acts, omissions, transactions, matters, things or events occurring or deemed to enter into or occur on or before the date on which the [REDACTED] becomes unconditional; (c) any depletion in or reduction in value of assets, increase in liabilities, losses (including without limitation, confiscation of income and/or assets, suspension of operation), penalties, claims, actions, demands, proceedings, suits, judgments, losses, payments, liabilities, damages, settlement payments, costs, administrative or other charges, fees, expenses and fines of whatever nature which may be imposed on or suffered or incurred by any member of our Group as a result of directly or indirectly or in connection with (i) any litigation, arbitrations, claims (including counter-claims), complaints, demands, investigations, enquiries, enforcement proceeding or process and/or legal proceedings whether of criminal, administrative, contractual, tortious or otherwise, instituted by or against any member of our Group in relation to any act, non-performance, omission, events or otherwise occurred on or before the date on which the [REDACTED] becomes unconditional; and (ii) any non-compliance with the applicable laws, rules or regulations by any member of our Group (including but not limited to the non-compliances disclosed in the section headed “Business – Legal and compliance matters – Non-compliance” in this document) on or before the date on which the [REDACTED] becomes unconditional. The Indemnifiers will, however, not be liable under the deed of indemnity for taxation to the extent that, among others:

- (a) specific provision, reserve or allowance has been made for such taxation liability or taxation claim in the audited consolidated financial statements of any member of our Group for the Track Record Period; or
- (b) the taxation liability arises or is incurred as a result of a retrospective change in law or a retrospective increase in tax rates coming into force after the date on which the [REDACTED] becomes unconditional; or
- (c) the taxation liability arises in the ordinary course of business of our Group after 31 December 2025 up to and including the date of which the [REDACTED] becomes unconditional.

Our Directors have been advised that no material liability for estate duty under the laws of the Cayman Islands is likely to fall on our Group.

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2. Litigation

As at the [Latest Practicable Date], no member of our Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to our Directors to be pending or threatened against any member of our Group.

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Stock Exchange for the [REDACTED] of, and permission to deal in, the [REDACTED] and [REDACTED] as mentioned herein.

The Sole Sponsor has confirmed to the Stock Exchange that it satisfies the independence test as stipulated under Rule 6A.07 of the GEM Listing Rules.

The Sole Sponsor is entitled to the sponsor’s fee in the amount of HK\$3.5 million.

4. Preliminary expenses

The preliminary expenses of our Company are estimated to be approximately HK\$[18,600] and are payable by our Company.

5. Promoter

Our Company has no promoter for the purpose of the GEM Listing Rules.

6. Qualifications of experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this document:

Name	Qualifications
Alliance Capital Partners Limited	A licenced corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities
Baker Tilly Hong Kong Limited	Certified Public Accountants and Registered Public Interest Entity Auditor
Ogier	Legal advisers as to Cayman Islands law
Cheung & Choy	Hong Kong legal advisers
China Research and Intelligence Company Limited	Independent industry consultant
Eminence Capital Partners Limited	A licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulatory activity and an independent compliance consultant
BT Corporate Governance Limited	Independent internal control consultant

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7. Consents of experts

Each of Alliance Capital Partners Limited, Baker Tilly Hong Kong Limited, Ogier, Cheung & Choy and China Research Intelligence Company Limited, Eminence Capital Partners Limited and BT Corporate Governance Limited has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or summary thereof (as the case may be) and/or reference to its name included herein in the form and context in which it is respectively included.

8. Binding effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

9. Taxation of holders of Shares

(a) *Hong Kong*

Dealings in Shares registered on our Company’s Hong Kong branch register of members will be subject to Hong Kong stamp duty.

(b) *Cayman Islands*

No stamp duty is payable in the Cayman Islands on transfer of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

(c) *Consultation with professional advisers*

Intending holders of our Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in our Shares. It is emphasised that none of our Company, our Directors or other parties involved in the [REDACTED] accepts responsibility for any tax effect on, or liabilities of holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares.

10. No material adverse change

Our Directors confirm that, save for the estimated non-recurring [REDACTED], there has not been any material adverse change in the financial or trading position or prospects of our Group since 31 December 2025 (being the date to which the latest audited consolidated financial statements of our Group were made up).

11. Miscellaneous

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
 - (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration than cash;

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- (ii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of our Company or any of our subsidiaries and no commission has been paid or is payable in connection with the issue or sale of any capital of our Company or any of our subsidiaries;
 - (iii) no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares or debenture of any of our Company or our subsidiaries; and
 - (iv) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.
- (b) Neither our Company nor any of our subsidiaries has issued or agreed to issue any founders shares, management shares, deferred shares or any debentures.
 - (c) Save as disclosed in the section headed “[REDACTED]” in this document, none of the parties listed in the paragraph headed “D. Other Information – 6. Qualifications of experts” in this appendix is interested legally or beneficially in any securities of our Company or any of our subsidiaries; or has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of our Company or any of our subsidiaries.
 - (d) The branch register of members of our Company will be maintained in Hong Kong by our Hong Kong [REDACTED]. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Hong Kong [REDACTED] and may not be lodged in the Cayman Islands. All necessary arrangements have been made to ensure our Shares to be admitted into [REDACTED] for clearing and settlement.
 - (e) There has not been any interruption in the business of our Group which may have or have had a significant effect on the financial position of our Group in the 24 months immediately preceding the date of this document.
 - (f) No company within our Group is presently listed on any stock exchange or traded on any trading system.
 - (g) We have no outstanding convertible debt securities.
 - (h) The English text of this document shall prevail over the Chinese text.

12. Bilingual document

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided in section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

APPENDIX V DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were, amongst other documents, the written consents referred to in the section headed “Statutory and general information – D. Other information – 7. Consents of experts” in Appendix IV to this document and copies of the material contracts referred to in the section headed “Statutory and general information – B. Further information about the business of our Company – 1. Summary of material contracts” in Appendix IV to this document.

DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and our Company (www.kstonecapital.com) up to and including the date which is 14 days from the date of this document:

- (a) the Memorandum of Association and the Articles of Association;
- (b) the Accountants’ Report from Baker Tilly Hong Kong Limited, in respect of the historical financial information of our Group for the two years ended 31 December 2025, the text of which is set out in Appendix I to this document;
- (c) the audited consolidated financial statements of our Group for the two years ended 31 December 2025;
- (d) the report on [REDACTED] financial information of our Group from Baker Tilly Hong Kong Limited, the text of which is set out in Appendix II to this document;
- (e) the Cayman Companies Act;
- (f) the letter of advice prepared by Ogier, summarising certain aspects of Cayman Islands company law referred to in Appendix III to this document;
- (g) the legal opinion as to certain aspects of Hong Kong law prepared by our Hong Kong legal advisers;
- (h) the material contracts referred to in the paragraph headed “Statutory and general information – B. Further information about the business of our Company – 1. Summary of material contracts” in Appendix IV to this document;
- (i) the written consents referred to in the paragraph headed “Statutory and general information – D. Other information – 7. Consents of experts” in Appendix IV to this document;
- (j) the service agreements referred to in the paragraph headed “Statutory and general information – C. Further information about Directors, substantial Shareholders and experts – 1. Directors – (b) Particulars of Directors’ service agreements” in Appendix IV to this document;
- (k) the industry report prepared by China Research and Intelligence Company Limited;
- (l) the compliance review report dated 8 April 2026 prepared by Eminence Capital Partners Limited; and
- (m) the internal control expert report prepared by BT Corporate Governance Limited.