# SOMERLEY CAPITAL HOLDINGS LIMITED
# 新 百 利 融 資 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
Stock code : 8439

# ANNUAL REPORT
# 2021/22

# CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

**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 the 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This annual report, for which the directors of Somerley Capital Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company and its subsidiaries (together, the "Group"). The directors of the Company (the "Directors"), having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this annual report misleading.*

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. SABINE Martin Nevil *(Chairman)*
Mr. CHEUNG Tei Sing Jamie *(Vice Chairman)*
Mr. CHOW Wai Hung Kenneth *(Chief Executive Officer)*

### Independent Non-Executive Directors

Mr. CHENG Yuk Wo
Mr. YUEN Kam Tim Francis
Mr. LAW Cheuk Kin Stephen

## BOARD COMMITTEES

### Audit Committee

Mr. CHENG Yuk Wo *(Chairman)*
Mr. YUEN Kam Tim Francis
Mr. LAW Cheuk Kin Stephen

### Nomination Committee

Mr. SABINE Martin Nevil *(Chairman)*
Mr. YUEN Kam Tim Francis
Mr. LAW Cheuk Kin Stephen

### Remuneration Committee

Mr. YUEN Kam Tim Francis *(Chairman)*
Mr. CHENG Yuk Wo
Mr. CHEUNG Tei Sing Jamie

## COMPLIANCE OFFICER

Mr. SABINE Martin Nevil

## COMPANY SECRETARY

Mr. PANG Mo Cheung

## AUTHORISED REPRESENTATIVES

Mr. CHEUNG Tei Sing Jamie
Mr. CHOW Wai Hung Kenneth

## TRADING STOCK CODE

8439

## COMPANY'S WEBSITE

www.somerleycapital.com

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

20th Floor, China Building
29 Queen's Road Central
Central
Hong Kong

## REGISTERED OFFICE

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

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301–04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

## AUDITOR

SHINEWING (HK) CPA Limited
43rd Floor, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Dear Shareholders,

As anticipated in our third quarter report, conditions in the Hong Kong corporate finance market continued to be difficult in the final quarter of 2021–22. While a small profit was made for nine months ended 31 December 2021, the Group recorded a loss of HK$3.9 million for the financial year ended 31 March 2022 as a whole.

Our corporate finance business held up well for the first nine months of 2021–22 and our corporate finance advisory business segment succeeded in achieving a profit before tax of approximately HK$3.2 million for the nine months ended 31 December 2021. However, the final quarter of our financial year marked the time when the weak performance of the Hong Kong stock market coupled with limited marketing opportunities in China due to travel restrictions finally seemed to have a cumulative effect on corporate finance activities in Hong Kong. Our Beijing team has been able to provide valuable assistance to our Hong Kong staff but they too have been subject to restrictions at times. This not only led to fewer deals being seen in the market but intense fee competition for those which did proceed. Our teams' efforts succeeded in limiting the segment loss of HK$0.5 million despite the prevailing unfavourable business environment.

## REVENUE

The Group's total revenue decreased by approximately 9.7% to approximately HK$68.2 million for 2021–22 from approximately HK$75.5 million for 2020–21.

Revenue generated from acting as financial adviser and as independent financial adviser for the year fell significantly, amounting to approximately HK$41.2 million (2021: approximately HK$55.9 million), equivalent to about 60% of Group revenue (2021: 74%).

Revenue generated from acting as compliance adviser ("CA") on the other hand increased, amounting to approximately HK$26.5 million (2021: approximately HK$19.1 million), equivalent to about 39% of Group revenue (2021: 25%). CA activities continue to provide a valuable source of income to the Group, complementing the more fluctuating corporate finance advisory income. The Group did not have any sponsorship engagement for 2021–22.

## COSTS

Employee benefits costs (particularly discretionary bonuses) were controlled, decreasing by approximately 0.8% to approximately HK$52.7 million (2020–21: HK$53.1 million). This was despite the absence of a government grant of approximately HK$2.5 million from the Employment Support Scheme which in effect reduced employee costs for 2020–21.

COVID-19 has led to significant changes in our ways of working in 2021–22. To assist in maintaining momentum, the Group has supplied up-to-date laptops to staff to facilitate remote working, added additional video conferencing facilities and put in place flexible work arrangements. However, we have now resumed full-time working in the office, which I believe is more effective.

The Group's depreciation and other operating expenses decreased by approximately 8.3% to approximately HK$19.8 million (2020–21: HK$21.6 million). The decrease was mainly due to lower rental on our office premises in Hong Kong after renewal of the lease for a further three years from 1 July 2021.

## FINTECH AND DIGITAL FINANCE

The subdued level of corporate finance activities has freed up some senior executive time to explore new opportunities in the fintech and digital finance area which should complement our traditional corporate finance business. As set out in the announcement dated 17 December 2021, the Group and Coinstreet Holdings Limited ("CSH") have entered into a strategic partnership which will combine CSH's technical expertise in security token offerings ("STOs") with the Group's extensive experience and best governance practices in the conventional corporate finance sector. Established in February 2022, Signum Digital Limited will apply for relevant regulatory approvals to operate an online subscription platform for tokenised assets and digital securities. Our interest in Signum is complemented by a strategic investment in Aspen Digital Limited, a Hong Kong-based digital asset management platform.

## EISAL

In view of current market conditions, the Group has been proceeding cautiously in re-activating its asset management business. Various proposals were explored but none were adopted during the year. The asset management business segment recorded a loss of approximately HK$1.5 million (2020–21: approximately HK$7.7 million). The decrease in loss was due to the absence of impairment losses recognised in respect of goodwill and intangible asset of approximately HK$5.6 million for 2020–21.

## RESULT

During the year, the Group recorded a loss after tax of approximately HK$3.9 million (2020–21: profit after tax of approximately HK$7.3 million). The most significant underlying cause was the decrease in total revenue, as explained above. However, the absence of non-recurring fair value gains, offset to some extent by impairment losses, was also a factor.

## BALANCE SHEET

Our balance sheet remains strong. The Group's net assets at 31 March 2022 were approximately HK$95 million. At that date, the Group had no borrowings and net current assets of approximately HK$84 million. As interest rates rise, we will look to employ our liquidity more profitably.

## DIVIDENDS

Despite the loss overall as set out above, our balance sheet remains robust and liquid. On this basis, the Board has decided to maintain its policy of dividend payments, which for 2021–22 have been set at the level of HK2.5 cents per share (2020–21: HK3.8 cents per share) subject to approval by shareholders at the Annual General Meeting.

## PROSPECTS

Headwinds were increasingly felt during 2021–22 and are proving persistent at the start of 2022–23. The Group's turnover in April/May 2022 has reflected a generally lower level of activity being experienced in the Hong Kong corporate finance market. In addition to rising interest rates and travel restrictions limiting marketing efforts, continuing weakness in the stock market is dampening 'animal spirits', affecting both equity fund-raising (and with it our CA appointments) and M&A activity. Nevertheless, we are confident that we can maintain our leading advisory market share and remain optimistic that activity will pick up later in the year. In the meantime, we will seriously consider the opportunity to devote time to push forward in fintech and digital finance.

## THANKS

I would like to take this opportunity to acknowledge the efforts and commitment of all my colleagues in rising to the challenge of difficult personal and professional conditions. I am also grateful to our shareholders for their continued support.

Your sincerely,
**Martin Sabine**
*Chairman*

## BUSINESS REVIEW

The Group is an integrated financial services provider licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and, through its subsidiaries, is principally engaged in providing corporate finance advisory services.

The corporate finance advisory business carried on by Somerley Capital Limited ("SCL") and Somerley Capital (Beijing) Limited is the Group's core business segment. The Group's corporate finance advisory services mainly include (i) acting as financial adviser to Hong Kong public listed companies, major shareholders and investors of these companies and parties seeking to control or invest in listed companies in Hong Kong, mostly in transactions which involve the Rules Governing the Listing of Securities on the Stock Exchange, the GEM Listing Rules and/or the Codes on Takeovers and Mergers and Share Buy-backs; (ii) acting as independent financial adviser to independent board committees and/or independent shareholders of listed companies in Hong Kong; (iii) acting as compliance adviser, for newly listed and existing listed companies in Hong Kong; (iv) acting as sponsor to initial public offerings and listings of shares of companies on the Stock Exchange in Hong Kong and advising on secondary equity issues in Hong Kong; and (v) acting as advisor to the cross-border mergers and acquisitions.

During the year ended 31 March 2022 (the "Year"), restrictions designed to combat the spread of COVID-19 mutations affected corporate finance advisory activities in Hong Kong. By the fourth quarter of the Year, the limited marketing opportunities and the generally weak stock market performance in Hong Kong and China combined to dampen deal activity. In addition, there was fierce fee competition in the corporate finance advisory industry, leading to a challenging business environment to the Group. The Group has concurrently implemented relevant measures to closely monitor the outstanding trade receivables and consistently maintain a high level of liquidity. COVID-19 has also affected how the employees work. The Group has provided employees with up-to-date laptops to enhance work mobility, added additional video conferencing equipment, put in place flexible work arrangements and adopted a partial work-from-home operational model to ensure the safety of its employees while maintaining contacts with clients.

The Group has also explored new initiatives in the fintech and digital financial arena with a view to complement its conventional corporate finance advisory business. A comprehensive offering of security token offerings ("STOs") implemented within the Hong Kong regulatory environment would offer issuers an alternative avenue for fund-raising and professional investors an investment opportunity alongside with the more traditional fundraising routes. In addition to an investment in Aspen Digital Limited which is a one-stop digital finance service company, the Group and Coinstreet Holdings Limited ("CSH") have entered into a strategic partnership which will combine CSH's technical expertise in STOs with the Group's extensive experience and best governance practices in the conventional corporate finance and advisory sector. Details are set out in the announcement dated 17 December 2021. Established in February 2022, Signum Digital Limited will apply for relevant regulatory approvals to operate an online subscription platform for tokenised assets and digital securities.

During the Year, the Group recorded a loss before tax of approximately HK$3.8 million (2021: profit before tax of approximately HK$6.9 million).

| | For the year ended 31 March 2022 | | | For the year ended 31 March 2021 | | |
|---|---|---|---|---|---|---|
| | Corporate Finance HK$'000 | Asset Management HK$'000 | Total HK$'000 | Corporate Finance HK$'000 | Asset Management HK$'000 | Total HK$'000 |
| Segment revenue | 68,175 | — | 68,175 | 75,009 | 447 | 75,456 |
| Segment (loss) profit | (492) | (1,465) | (1,957) | 5,853 | (7,736)* | (1,883) |
| Fair value gain on the investments | | | 298 | | | 11,171 |
| Share of loss of an associate | | | (4) | | | — |
| Corporate and other unallocated expenses | | | (2,095) | | | (2,412) |
| (Loss) profit before tax | | | (3,758) | | | 6,876 |

* Included impairment losses recognised in respect of goodwill and intangible asset.

The corporate finance advisory business segment was affected by a highly competitive fee environment and unsettled conditions for corporate finance advisory services. The progress of certain projects was slow and other projects were cancelled because of unhelpful market conditions during the Year, especially in the fourth quarter of the Year. The corporate finance advisory business segment recorded revenue of approximately HK$68.2 million (2021: approximately HK$75.0 million). The segment made a loss before tax of approximately HK$0.5 million for the Year (2021: segment profit before tax of approximately HK$5.9 million).

In view of current market conditions, the Group has been proceeding cautiously in re-activating its asset management business. There was no active operation during the Year and the asset management business segment recorded a loss of approximately HK$1.5 million (2021: approximately HK$7.7 million). The decrease in loss was due to the absence of the total impairment losses recognised in respect of the goodwill and the intangible asset of approximately HK$5.6 million for the year ended 31 March 2021.

During the Year, the Group recorded a loss after tax of approximately HK$3.9 million (2021: profit after tax of approximately HK$7.3 million). This result was mainly due to the combined effects of: (i) the decrease in total revenue; (ii) the absence of fair value gain on investment in The Climate Impact Asia Fund ("CIAF") as a result of its full redemption set out in section headed "Significant Investments" below; (iii) net decrease in depreciation and other operating expenses; and (iv) the absence of impairment losses in respect of the intangible asset and goodwill held by the Group's asset management business segment.

# FINANCIAL REVIEW

## Revenue

The Group's total revenue decreased by approximately 9.7% to approximately HK$68.2 million for the Year from approximately HK$75.5 million for the year ended 31 March 2021.

Revenue generated from acting as financial adviser ("FA") and as independent financial adviser ("IFA") for the Year amounted to approximately HK$41.2 million (2021: approximately HK$55.9 million), accounting for approximately 60.4% of the Group's total revenue (2021: approximately 74.0%). The decrease is mainly due to fierce fee competition and challenging business environment. FA and IFA activities are expected to remain the major source of the Group's revenue in the immediate future.

Revenue generated from acting as compliance adviser ("CA") for the Year amounted to approximately HK$26.5 million (2021: approximately HK$19.1 million), accounting for approximately 38.9% of the Group's total revenue (2021: approximately 25.3%). During the Year, CA activities have provided a stable source of income to the Group, complementing the more fluctuating corporate finance advisory income. However, as on balance CA mandates expire after about 18 months, this source of income may suffer if IPO activity in Hong Kong does not pick up after a slow start to calendar year of 2022.

The Group did not engage in sponsorship engagement for the Year. The rest of the Group's revenue for the Year was contributed by the provision of the independent expert opinion.

## Other Income

Other income mainly represented bank interest income, reimbursement of out-of-pocket expenses from customers, management service fee income from Somerley Group Limited ("SGL"), rental income and reimbursement of other premise expenses from SGL. Other income increased to approximately HK$1.6 million for the Year from approximately HK$1.3 million for the year ended 31 March 2021, primarily due to the combined effect of: (i) the absence of the discretionary management fee income received by EISAL from SGL and Mr. SABINE Martin Nevil, the controlling shareholders of the Group, in respect of fair value gains from their investments in shares of CIAF recognised for the year ended 31 March 2021; and (ii) exchange gain arising in translation of assets denominated in Renminbi.

## Employee Benefits Costs

The Group's employee benefits costs primarily consist of fees, salaries, bonuses and allowances as well as contributions to the retirement benefits scheme for the Directors and the employees of the Group.

| | For the year ended 31 March | |
|---|---|---|
| | **2022** | 2021 |
| | **HK$'000** | HK$'000 |
| Fees, salaries, allowances and other benefits | **48,614** | 46,302 |
| Discretionary bonuses | **2,985** | 5,920 |
| Contributions to the retirement benefits scheme | **1,090** | 925 |
| | **52,689** | 53,147 |
| Analysed as: | | |
| — corporate holding | **720** | 720 |
| — corporate finance advisory (Hong Kong) | **48,509** | 47,645 |
| — corporate finance advisory (Beijing) | **2,728** | 2,368 |
| — asset management | **732** | 2,414 |
| | **52,689** | 53,147 |

Employee benefits costs decreased by approximately 0.8% to approximately HK$52.7 million for the Year from approximately HK$53.1 million for the year ended 31 March 2021. This small decrease was primarily due to the combined effects of: (i) the absence of the government grant of approximately HK$2.5 million from the Employment Support Scheme under the Anti-Epidemic Fund recognised for the year end 31 March 2021; and (ii) the decrease in discretionary bonuses.

## Depreciation and Other Operating Expenses

The Group adopted HKFRS 16 under which all non-cancellable operating leases, except for short-term leases and leases for low-value assets, entered into by the Group are recorded as right-of-use assets whose costs will be depreciated over the lease terms. Therefore, the rental expenses are included as depreciation of right-of-use assets under HKFRS 16 for the Year.

Other operating expenses were mainly certain rental expenses under short-term leases, recurring GEM listing expenses, travelling expenses, professional fees and other expenses, including utility expenses, building management fees, telecommunication expenses, information technology related expenses, data intelligence service subscription fees and insurance expenses, including for the Group's medical scheme for employees.

| | For the year ended 31 March | |
|---|---|---|
| | **2022** | 2021 |
| | **HK$'000** | HK$'000 |
| Depreciation of property and equipment | **1,004** | 1,042 |
| Depreciation of right-of-use assets | **8,177** | 10,158 |
| | **9,181** | 11,200 |
| Other premises expenses | **2,018** | 2,096 |
| Travelling expenses | **234** | 214 |
| Impairment loss recognised in respect of trade receivables | **445** | 793 |
| Recurring GEM listing expenses (excluding remuneration of independent non-executive directors) | **1,556** | 1,673 |
| Others | **6,331** | 5,631 |
| | **19,765** | 21,607 |
| Analysed as: | | |
| — corporate holding | **2,335** | 2,445 |
| — corporate finance advisory (Hong Kong) | **14,967** | 16,679 |
| — corporate finance advisory (Beijing) | **1,723** | 1,579 |
| — asset management | **740** | 904 |
| | **19,765** | 21,607 |

The Group's depreciation and other operating expenses decreased by approximately 8.3% to approximately HK$19.8 million for the Year from approximately HK$21.6 million for the year ended 31 March 2021. The decrease was mainly due to the decrease in depreciation of right-of-use assets due to the lower rental on the Group's office premises in Hong Kong after renewal of the lease for a further three years from 1 July 2021.

## Income tax expense

The Group's income tax expense primarily includes provisions for Profits Tax in Hong Kong and Corporate Income Tax in the People's Republic of China, and deferred income tax expenses. During the year ended 31 March 2021, the Group recognised an impairment loss in respect of an intangible asset, resulting in a corresponding deferred tax income of approximately HK$0.7 million which offset current income tax expenses.

## Loss for the Year

For the Year, the Group recorded a loss before tax of approximately HK$3.8 million (2021: profit before tax of approximately HK$6.9 million) and a loss after tax of approximately HK$3.9 million (2021: profit after tax of approximately HK$7.3 million). This result was primarily due to the combined effects of: (i) approximately HK$7.3 million decrease in revenue; (ii) approximately HK$1.8 million net decrease in depreciation and other operating expenses; (iii) the absence of the fair value gain of approximately HK$11.2 million on the investment in CIAF as a result of its full redemption for the year ended 31 March 2021; and (iv) the absence of total impairment losses of approximately HK$5.6 million recognised in respect of the goodwill and the intangible asset held by the Group's asset management business segment for the year ended 31 March 2021.

## Liquidity, Financial Resources and Capital Structure

The Group's working capital and other capital requirements were principally satisfied by liquidity on hand and cash generated from the Group's operations.

As at 31 March 2022, the Group's net current assets amounted to approximately HK$83.9 million (2021: approximately HK$98.5 million), and liquidity as represented by its current ratio was approximately 9.7 times (2021: approximately 10.5 times). Cash and cash equivalents amounted to approximately HK$75.0 million as at 31 March 2022 (2021: approximately HK$96.5 million). The functional currency of the Group is Hong Kong dollars. As at 31 March 2022, approximately HK$16.7 million of the Group's cash and cash equivalents was denominated in other currencies (2021: approximately HK$6.4 million), principally Renminbi and United States Dollars.

The Group's equity consists of ordinary shares of the Company (the "Shares"). The Group had neither banking facilities nor borrowings as at 31 March 2021 and 2022.

The Directors are of the view that the Group's financial resources are fully sufficient to support its business and operations.

## Foreign Exchange Exposure

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

## Future Plans for Material Investments or Capital Assets

The Group had no capital commitment as at 31 March 2022 (2021: nil). Save for the business plan disclosed in the prospectus of the Company dated 15 March 2017 (the "Prospectus"), the announcement of the change in use of proceeds published on 22 June 2018, or as otherwise disclosed in this annual report, the Group did not have plans for making material investments or acquiring capital assets as at 31 March 2022.

## Material Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

On 17 December 2021, the Group and CSH entered into a joint venture agreement which will bring together CSH's fintech solutions and technical expertise in STOs, and the Group's extensive experience and best governance practices in the conventional corporate finance sector. Details are set out in the announcement dated 17 December 2021. In February 2022, Signum Digital Limited was established with the objective of providing advisory services and STOs to enterprises and professional investors in Hong Kong, subject to obtaining all required approvals and licenses from the SFC and in compliance with relevant rules and regulations. The investment in Signum Digital Limited was accounted for using the equity method of accounting as an interest in an associate.

Save as disclosed in this annual report, there were no material acquisitions and disposals of subsidiaries, associates or joint ventures by the Group during the Year.

## Significant Investments

On 27 December 2019, the Group subscribed for and was allotted 28,000 units of Class A shares of CIAF at a consideration of US$2.8 million, equivalent to approximately HK$21.8 million. The subscription was settled by the internal resources of the Group in December 2019. Details of the subscription were set out in the Company's announcement dated 27 December 2019.

CIAF was managed by Environmental Investment Services Asia Limited ("EISAL") which carries on the Group's asset management business. In November 2020, EISAL tendered its resignation as CIAF's investment manager.

During the year ended 31 March 2021, the entire interest in CIAF was fully redeemed with the corresponding fair value gain of approximately HK$11.2 million. Details of the redemptions were set out in the Company's announcements dated 1 December 2020, 6 January 2021, 14 January 2021, 17 February 2021 and 26 February 2021.

Except for investments in subsidiaries and interest in an associate, the Group did not hold any significant investments during the Year.

## Charge on Assets & Contingent Liabilities

As at 31 March 2022, the Group did not have any charges on its assets (2021: nil) or material contingent liabilities (2021: nil).

## Gearing Ratio

As at 31 March 2022, the Group did not have any borrowings (2021: nil) and hence a gearing ratio is not applicable.

## Dividend

The board of Directors (the "Board") has recommended the payment of a final dividend of HK2.5 cents per Share for the Year (2021: HK3.8 cents per Share), subject to the approval of the shareholders at the forthcoming annual general meeting.

## Treasury Policies

The credit risk facing the Group is primarily attributable to bank balances and trade receivables. Bank balances are held with leading licensed banks in Hong Kong. The management of the Group regularly reviews the recoverable amount of each individual trade receivable to monitor prompt recovery and if necessary to make adequate impairment losses for irrecoverable amounts.

## Employees and Remuneration Policies

As at 31 March 2022, the Group employed 48 employees (2021: 50).

For the Year, employee benefits costs of the Group (including the Directors' emoluments) were approximately HK$52.7 million (2021: approximately HK$53.1 million). Remuneration is determined with reference to market terms, the financial results of the Group and the performance, qualifications and experience of employees. Apart from basic remuneration, share options may be granted under the share option scheme of the Company to eligible employees by reference to the Group's performance as well as the individual's contribution. The Directors believe that the compensation packages offered by the Group to its staff are competitive in comparison with market standards and practices. The Group has also developed training programs for its management and employees to ensure they remain properly trained.

## Update of Business Progress and Use of Proceeds

The majority of the business objectives as stated in the Prospectus and the announcement of the change in use of proceeds published on 22 June 2018 were accomplished as at 31 March 2019 except for the enhancement of the Group's information technology systems. As at 31 March 2022, the enhancement of the Group's information technology ("IT") infrastructure and the implementation of the business continuity plan was completed, but further upgrading and updating of IT will be a continuing requirement.

The net proceeds from the Group's listing on GEM of the Stock Exchange on 28 March 2017 (the "Listing") were approximately HK$55.9 million and approximately HK$27.7 million was utilised for the year ended 31 March 2018. On 22 June 2018, the Group announced a change in use of net proceeds of approximately HK$28.2 million and approximately HK$25.9 million was utilised in accordance with that announcement for the year ended 31 March 2020.

As at 31 March 2022, remaining proceeds of approximately HK$1.1 million were unutilised and are expected to be used for further upgrading and updating of IT for the year ending 31 March 2023.

As disclosed in the Prospectus, to the extent that the net proceeds from the Listing were not immediately required for the above purposes, they were placed on short-term interest bearing deposits with authorised financial institutions in Hong Kong.

## Principal Risks and Uncertainties

The key risks and uncertainties to which the Group is subject are summarised as follows:

(i) The main operating subsidiary of the Group at present is SCL and any material disruptions to the business of SCL would adversely affect the business, results of operations and financial position of the Group;

(ii) The revenue of the Group is difficult to predict and may be volatile in any given reporting period owing to market conditions affecting the pipeline of transactions and the timing of transaction completions and hence recognition of revenue;

(iii) Profit margins may be squeezed both by competition driving down fee levels and inflation increasing operating costs;

(iv) Delays or terminations of transactions or defaults or delays in payments by clients may have an adverse impact on the Group's financial performance;

(v) SCL is reliant on key management personnel to conduct its business. Failure to retain and motivate them or to attract suitable replacements would have an adverse impact on operations;

(vi) The Group may be exposed to risks from equity capital markets business in cases where securities underwritten by the Group are undersubscribed or placing exercises fail to complete. No underwriting obligations were outstanding as at 31 March 2022;

(vii) The trademark used by SCL is subject to the trademark usage agreement and such non-exclusive trademark may be adversely affected by acts of SGL;

(viii) Potential employee misconduct could damage the Group's reputation, financial position and current and future business relationships with clients;

(ix) Potential exposure to professional liability and litigation;

(x) Future business plans may or may not materialise or may not materialise in full;

(xi) The Group's internal control system may be subject to failures and limitations;

(xii) The Group may experience failure in or disruption to its computer systems and data storage;

(xiii) The Group is operating in a strictly regulated business environment, and any non-compliance with rules and regulations may have material and adverse impact and consequences;

(xiv) The corporate finance industry in Hong Kong has a significant number of existing participants and potential new entrants, and is in general highly competitive; and

(xv) The Group may incur losses as it invests time and funds into funding new projects for its asset management business and into developing its STO business.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The environmental policies and performance of the Group are set out in the Environmental, Social and Governance Report on pages 44 to 59.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Company is an investment holding company listed on GEM of the Stock Exchange. The Group's operations are carried out by its operating subsidiaries, SCL and EISAL in Hong Kong, and Somerley Capital (Beijing) Limited in Beijing. SCL and EISAL are licensed by the Securities and Futures Commission in Hong Kong, and are subject to applicable laws, regulations and codes of relevant regulatory authorities in Hong Kong, such as the SFO and Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong). During the Year and up to the date of this annual report, the Group has complied with all the relevant laws and regulations in Hong Kong and China in all material respects in respect of the business operations of the Group.

## RELATIONSHIPS WITH EMPLOYEES AND CLIENTS

An account of the key relationships of the Group with its employees and clients is contained in the Environmental, Social and Governance Report on pages 44 to 59.

## OUTLOOK AND PROSPECTS

Headwinds were increasingly felt during 2021–22 and are proving persistent at the start of 2022–23. The Group's turnover in April/May 2022 has reflected a generally lower level of activity being experienced in the Hong Kong corporate finance market. In addition to rising interest rates and travel restrictions limiting marketing efforts, continuing weakness in the stock market is dampening 'animal spirits', affecting both equity fund-raising (and with it the Group's CA appointments) and mergers and acquisitions activity. Nevertheless, the Directors are confident that the Group can maintain its leading advisory market share and remain optimistic that activity will pick up later in the year. In the meantime, the Directors will seriously consider the opportunity to devote time to push forward in fintech and digital finance.

## CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and maintaining high standards of corporate governance practices and procedures. The Board believe that good corporate governance practices are essential to enhance stakeholders' confidence and support.

During the Year, the Company has complied with the code provisions prescribed in the establishment and implementation of the corporate governance guidelines containing principles and code provisions of the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules except as regards the deviation with the code provision C.2.1 of the CG Code that the roles of the chairman and the chief executive of the Company should be separate and should not be performed by the same individual. During the Year, the role of the chairman of the Company (the "Chairman") was performed by Mr. SABINE Martin Nevil ("Mr. Sabine"). The office of the chief executive of the Company was not filled prior to 31 March 2022; Mr. CHOW Wai Hung Kenneth ("Mr. Chow"), an executive Director performed the role of managing director of the Company's main operating subsidiary in Hong Kong, SCL, and the chairman of the Company's operating subsidiary in China, Somerley Capital (Beijing) Limited; Mr. CHEUNG Tei Sing Jamie ("Mr. Cheung") performed the role of vice president of SCL and Director of EISAL.

On 31 March 2022, Mr. Chow was designated as the chief executive officer (the "Chief Executive Officer") of the Company and Mr. Cheung was designated as the vice chairman of the Company (the "Vice Chairman"). The Board believes that such new appointments further enhance the corporate governance standards of the Group and comply with code provision C.2.1 of the CG Code.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, comply with regulatory requirements and meet the growing expectations of the Shareholders and other stakeholders. The key corporate governance principles and practices of the Company are summarized as follows:

## THE BOARD OF DIRECTORS

The Board assumed overall responsibility for leadership and monitoring of the Group. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. In practice, the Board lays down the direction of business for the Group and takes responsibility for decision making in all major matters. The Board delegates the day-to-day management, administration and operation of the Group to the executive Directors and the members of the senior management.

The Board may delegate any of its powers, authorities and discretion to committees consisting of such Director or Directors and other persons as the Board thinks fit, and it may from time to 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 discretion so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

### Board Composition

During the Year and up to the date of this annual report, the Board comprises three executive Directors and three independent non-executive Directors. The Board composition is in compliance with the minimum number of independent non-executive Directors required under rule 5.05(1), the appropriate professional qualifications or accounting or related financial management expertise required by rule 5.05(2) and the proportion of independent non-executive Directors in the Board required by rule 5.05A of the GEM Listing Rules.

All Directors have fully and timely access to all relevant information as well as the advice and services of professional advisers, as and when required, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making a request to the Board.

The Company has arranged appropriate insurance cover in respect of legal action against its Directors. The insurance coverage is reviewed at least annually to ensure that the Directors and officers are adequately protected against potential liabilities. The Board comprises the following Directors:

Executive Directors
Mr. SABINE Martin Nevil *(Chairman of the Board)*
Mr. CHEUNG Tei Sing Jamie (appointed as the Vice Chairman on 31 March 2022)
Mr. CHOW Wai Hung Kenneth (appointed as the Chief Executive Officer on 31 March 2022)

Independent non-executive Directors
Mr. CHENG Yuk Wo
Mr. YUEN Kam Tim Francis
Mr. LAW Cheuk Kin Stephen

The Directors' biographical information is set out on pages 28 to 30 of this annual report. All Directors have given sufficient time and attention to the affairs of the Group and each of them has sufficient experience to carry out his duties effectively and efficiently. There is no material relationship among the members of the Board except that Mr. SABINE Martin Nevil and Mr. CHEUNG Tei Sing Jamie are acting in concert in respect of their interests in the Company.

## Chairman and Chief Executive Officer

Mr. SABINE Martin Nevil serves as the Chairman who is primarily responsible for leading the Board and ensuring that good corporate governance practices and procedures are established, whereas Mr. CHOW Wai Hung Kenneth serves as the Chief Executive Officer who is responsible for managing the Company and its subsidiaries' businesses. There is a clear segregation of roles between the Chairman and the Chief Executive Officer. Directors are encouraged to make a full and active contribution to the Board's affairs and participate actively in all Board and committee meetings.

## Independent non-executive Directors

The independent non-executive Directors have served a significant role in the Board by bringing independent judgment and advice on the performance, development and risk management of the Group, to ensure that the interests of all shareholders and other stakeholders are taken into account. A culture of openness and debate is promoted in order to facilitate effective contribution of the independent non-executive Directors and ensure constructive relations within the Board.

Each of Mr. CHENG Yuk Wo, Mr. YUEN Kam Tim Francis and Mr. LAW Cheuk Kin Stephen, the independent non-executive Directors, has entered into a service agreement with the Company for a term of three years commencing from 28 March 2020. Their appointment is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company.

Mr. CHENG Yuk Wo and Mr. LAW Cheuk Kin Stephen, two of three independent non-executive Directors, possess the appropriate professional qualifications or accounting or related financial management expertise as required under rule 5.05(2) of the GEM Listing Rules. All the independent non-executive Directors bring substantial experience to the Board and help to ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks for safeguarding the interests of the shareholders and the Company as a whole.

Prior to their respective appointments, each of the independent non-executive Directors has submitted a written statement to the Stock Exchange confirming their independence. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to rule 5.09 of the GEM Listing Rules and the Board considers all the independent non-executive Directors to be independent and to have met the requirements as set out in rule 5.09 of the GEM Listing Rules throughout the Year.

The independent non-executive Directors are identified as such in all corporate communications containing their names.

## Appointment and Re-election

All Directors are appointed for a specific term of maximum 3 years subject to the retirement and re-election provisions in the articles of association of the Company. Directors appointed by the Board during the year shall hold office only until the first general meeting (in the case of filling a casual vacancy) or until the next following annual general meeting (in the case of an addition to the existing Board), at which time they shall retire and be eligible for re-election by the shareholders.

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

Accordingly, Mr. SABINE Martin Nevil and Mr. LAW Cheuk Kin Stephen will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

If the occasion arises, particular consideration will also be given in assessing the independence of those independent non-executive Directors who have been serving on the Board for more than nine years and seek re-election in the AGM. Reasons will be given in the AGM circular to explain why the Board believes those independent non-executive Directors are still independent and should be re-elected, including the factors considered, the process and the discussion of the Board in arriving at such determination.

# NOMINATION COMMITTEE

The Company has established the nomination committee (the “Nomination Committee”) with specific written terms of reference in compliance with the code provision B.3.1 under the CG Code. A copy of the terms of reference of the Nomination Committee has been posted on the Company’s website at www.somerleycapital.com and the website of the Stock Exchange at www.hkexnews.hk. The Nomination Committee is comprised of three members, including two independent non-executive Directors and one executive Director, and is chaired by an executive Director which is the Chairman of the Board. During the Year and up to the date of this annual report, the members of the Nomination Committee have been and are:

Mr. SABINE Martin Nevil *(Chairman of the Nomination Committee)*
Mr. YUEN Kam Tim Francis
Mr. LAW Cheuk Kin Stephen

The primary duties of the Nomination Committee are reviewing the structure, size and composition of the Board, identifying individuals suitably qualified as potential members of the Board, assessing the independence of the independent non-executive Directors, selecting or making recommendations on the selection of individuals nominated for directorships and succession planning for the Directors, in particular the Chairman and the chief executive of the Company (the “Chief Executive”). When identifying suitable director candidates, and making recommendation to the Board, the Nomination Committee takes into consideration their education, expertise within the industry and past directorships. The Nomination Committee also monitors the implementation of the board diversity policy and reports to the Board on the achievement of the measurable objectives for achieving diversity under the board diversity policy. The Nomination Committee will review the board diversity policy, as appropriate, to ensure its effectiveness and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

During the Year, the Nomination Committee held one meeting. The Nomination Committee reviewed the structure, size and composition of the Board, assessed the independency of the independent non-executive Directors and reviewed the re-election of retiring Directors, the succession plan and the proposal regarding the appointment of the Chief Executive Officer and the Vice Chairman.

## Board Diversity Policy

Pursuant to the CG Code, the Board has adopted a board diversity policy. The Company believes that board diversity is a key element for the Company to maintain sound corporate governance, realise sustainable development and achieve strategic objectives. The Company believes that board diversity enhances decision-making capability and a diverse board is more effective in dealing with organisational changes. The Company considers that the concept of diversity incorporates a number of different aspects, such as professional experience, business perspectives, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service. For the purpose of implementation of the board diversity policy, the following measurable objectives were adopted:

| | |
|---|---|
| Independence: | The Board should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong element of independence in the Board. The independent non-executive Directors shall be of sufficient calibre and stature for their views to carry weight. |
| Gender: | The Company is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, race, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board. |
| Nationality and ethnicity: | The Company places value on having a board of directors of different nationality or ethnic backgrounds who can contribute their knowledge and understanding of the environment in which the Company operates its business. |
| Skills and experience: | The Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors have a mix of finance and management backgrounds that taken together provide the Company with considerable experience in a range of activities. |

Apart from the above objectives, the board diversity policy has the following objectives to comply with the GEM Listing Rules:

1. at least one third of the members of the Board shall be independent non-executive Directors;

2. at least three of the members of the Board shall be independent non-executive Directors; and

3. at least one of the members of the Board shall have obtained appropriate professional qualifications or accounting or related financial management expertise.

The Board has achieved most of the measurable objectives under board diversity policy during the Year.

In recognising the particular importance of gender diversity, the Company will appoint at least one female director by no later than 31 December 2024. The Company also aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensure that recruitment and selection practices at the workforce level (including senior management) are appropriately structured so that a diverse range of candidates are considered. As at 31 March 2022, male and female employees accounted for approximately 56.2% and 43.8% of the total workforce, respectively. The Board therefore considers that gender diversity has been achieved at the workforce level (including senior management).

## Nomination Policy

The nomination policy of the Company was adopted by the Board and became effective on 31 December 2018. Nomination Committee plays the major role of recruitment of suitable candidates to sit on the Board, including appointment, re-appointment and/or re-designation of directors to ensure the Board possesses pre-requisite skills, experience and diversified perspectives in line with the Company's business development. The Board bears the ultimate responsibility for the selection and appointment of directors. It will take Nomination Committee's recommendation into consideration for the appointment or re-appointment of candidates as the Company's directors.

Selection Criteria

The Nomination Committee shall endeavor to find individuals of high integrity who have a solid record of accomplishment in their chosen fields and who possess the qualifications, qualities and skills to effectively represent the best interests of all shareholders. Candidates will be selected for their ability to exercise good judgment to provide practical insights and diverse perspectives. The Nomination Committee considers the following qualifications in recommending suitable candidates to the Board:

- high professional and personal ethics;
- independence;
- compliance with legal and regulatory requirements;
- ability to provide insights and practical wisdom based on their experience and expertise relevant to the Company's business;
- commitment to enhancing shareholder value; and
- ability to develop a good working relationship with the Directors and contribute to the Board's working relationship with senior management of the Company.

These qualifications are for reference and not all suitable candidates may fulfil all of them. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as Director and to the public disclosure of their personal data on documents or the relevant websites for the purpose of or in relation to their standing for election as Director.

The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

Nomination Procedure

A joint or sole company secretary of the Board shall call a meeting of the Nomination Committee, and invite nominations of candidates, if any, from Board members for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

For filling a causal vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

Until the issue of the relevant shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at a general meeting.

A circular will be sent to shareholders in order to provide information concerning the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders. The circular will set out the lodgment period for shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.

A shareholder can serve a notice to the company secretary of the Board, within the lodgment period, of their intention to propose a resolution to elect a certain person as Director, without the Board's recommendation or the Nomination Committee's nomination, other than those candidates set out in the shareholder circular. The particulars of the candidate(s) so proposed will be sent to all shareholders for information by a supplementary circular.

A candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Board.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

As there may be more candidates than the vacancies available, and the 'gross-vote' method will be used to determine who shall be elected as Director. Shareholder proposed resolutions shall take the same form as the resolutions proposed for the candidates recommended by the Board.

The Nomination Committee shall ensure that the composition of the Board is in conformity with the provisions of all applicable laws and regulations.

## REMUNERATION COMMITTEE

Pursuant to rules 5.34 and 5.35 of the GEM Listing Rules, the Company has set up a remuneration committee (the "Remuneration Committee"), establishing authority and duties under its specific terms of reference. The written terms of reference of the Remuneration Committee were adopted in compliance with the code provision E.1.2 of the CG Code. A copy of the terms of reference of the Remuneration Committee has been posted on the Company's website at www.somerleycapital.com and the website of the Stock Exchange at www.hkexnews.hk. The Remuneration Committee is comprised of three members, including two independent non-executive Directors and one executive Director and is chaired by an independent non-executive Director. During the Year and up to the date of this annual report, the members of the Remuneration Committee have been and are:

Mr. YUEN Kam Tim Francis *(Chairman of the Remuneration Committee)*
Mr. CHEUNG Tei Sing Jamie
Mr. CHENG Yuk Wo

The primary duties of the Remuneration Committee are making recommendations to the Board on the remuneration policy relating to the Directors and senior management of the Group, reviewing performance-based remuneration, determining with delegated responsibility the remuneration packages of individual executive Directors and senior management of the Group and ensuring none of the Directors determines their own remuneration. During the Year, the Remuneration Committee held one meeting. The Remuneration Committee reviewed the remuneration policy of the Company and the remuneration packages of the Directors and senior management of the Group.

### Remuneration Policy for Directors and Senior Management

The remuneration of the executive Directors and senior management is subject to review and approval by the Remuneration Committee and the remuneration of the non-executive Directors (including independent non-executive Directors) is subject to approval by the Board. The Group's remuneration policies are formulated based on the performance of individual Directors and senior management and are reviewed regularly. An individual executive Director is entitled to a discretionary bonus of a sum to be determined by the Remuneration Committee and approved by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the Director. The Director shall abstain from voting and shall not be counted in the quorum in respect of the resolution regarding the amount so payable to him. Apart from basic remuneration, share options may be granted under the share option schemes of the Company to eligible employees by reference to the Group's performance as well as the individual's contribution. Details of the share option schemes are set out in the section headed "Share Option Scheme" of this annual report.

## SENIOR MANAGEMENT'S REMUNERATION

Pursuant to code provision E.1.5 of the CG Code, the remuneration of the senior management by band for the Year is set out below:

| In the band of | Number of individuals |
|---|---|
| Nil–HK$1,000,000 | 1 |
| HK$1,000,001 to HK$1,500,000 | 2 |
| HK$1,500,001 to HK$2,000,000 | 4 |
| HK$2,000,001 to HK$2,500,000 | 3 |

Further Details of the Directors' remuneration and the five highest paid individuals are set out in notes 10 and 11 to the consolidated financial statements respectively.

## AUDIT COMMITTEE

The Company has established the audit committee (the "Audit Committee") with specific written terms of reference formulated in accordance with the requirements of rules 5.28 to 5.29 of the GEM Listing Rules. The written terms of reference of the Audit Committee was adopted in compliance with the code provisions D.3.3 and D.3.7 of the CG Code. A copy of the terms of reference of the Audit Committee has been posted on the Company's website at www.somerleycapital.com and the website of the Stock Exchange at www.hkexnews.hk. The Audit Committee is comprised of three independent non-executive Directors. During the Year and up to the date of this annual report, the members of the Audit Committee have been and are:

Mr. CHENG Yuk Wo *(Chairman of the Audit Committee)*
Mr. YUEN Kam Tim Francis
Mr. LAW Cheuk Kin Stephen

The primary duties of the Audit Committee are reviewing the annual reports and accounts, half-year reports and quarterly reports of the Group, making recommendations to the Board on the appointment and dismissal of external auditors, providing advice in respect of financial reporting, supervising risk management and internal control systems of the Group, reviewing the effectiveness of the internal audit function and monitoring any continuing connected transaction.

During the Year, the Audit Committee held four meetings. The Audit Committee reviewed, assessed and commented on the audited consolidated financial statements for the year ended 31 March 2021, the unaudited consolidated financial statements for the three months ended 30 June 2021, six months ended 30 September 2021 and nine months ended 31 December 2021, respectively. It has also reviewed the effectiveness of the risk management and internal control systems and internal audit functions of the Group and the continuing connected transactions and the new policies and practices adopted by the Group. The preparation of the consolidated results is in compliance with applicable accounting principles and practices adopted by the Company and the requirements of the Stock Exchange, and adequate disclosure has been made.

The Group's unaudited consolidated quarterly, interim results and audited consolidated annual results for the Year have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

## PRACTICE AND CONDUCT OF MEETINGS

The schedule and agenda of each meeting are made available to the Directors in advance such that each Director is given an opportunity to provide his/her input to the agenda items. Advance notice of at least 14 days is given for a regular Board meeting. For other Board and committee meetings, reasonable notice is given.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are circulated to the Directors and open for inspection by the Directors.

The Company's articles of association contain provisions requiring the Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Board papers together with all appropriate, complete and reliable information are sent to all Directors well in advance before each Board meeting or Board committee meeting to keep the Directors appraised of the latest developments and financial position of the Company and to enable them to make informed decisions.

All Directors have access to the advice and services of the company secretary of the Company with a view to ensuring the Board procedures are followed.

During the Year, the attendance of Directors at the above committees meetings, board meetings and general meeting was:

| | Number of meetings attended/Number of meetings held | | | | |
|---|---|---|---|---|---|
| **Name of Directors** | **Board Meeting** | **Audit Committee Meeting** | **Remuneration Committee Meeting** | **Nomination Committee Meeting** | **General Meeting** |
| *Executive Directors:* | | | | | |
| Mr. SABINE Martin Nevil | 4/4 | — | — | 1/1 | 1/1 |
| Mr. CHEUNG Tei Sing Jamie | 4/4 | — | 1/1 | — | 1/1 |
| Mr. CHOW Wai Hung Kenneth | 4/4 | — | — | — | 1/1 |
| *Independent Non-executive Directors:* | | | | | |
| Mr. CHENG Yuk Wo | 4/4 | 4/4 | 1/1 | — | 1/1 |
| Mr. YUEN Kam Tim Francis | 4/4 | 4/4 | 1/1 | 1/1 | 1/1 |
| Mr. LAW Cheuk Kin Stephen | 4/4 | 4/4 | — | 1/1 | 1/1 |

During the Year, the Chairman had one meeting with the independent non-executive Directors without the presence of the other Directors to discuss.

## CORPORATE GOVERNANCE FUNCTIONS

According to code provision A.2 of the CG Code, the Board is responsible for performing the corporate governance duties of the Company. The Board has the following duties and responsibilities in performing the corporate governance duties of the Company:

1. to develop and review the Group's policies and practices on corporate governance;
2. to review and monitor the training and continuing professional development of the Directors and staff of the Group;
3. to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manuals applicable to employees and the Directors; and
5. to review the Group's compliance with the CG Code and disclosure in the corporate governance report and in annual report of the Company.

During the Year, the Board has reviewed the Group's corporate governance practices and the Group's compliance with the CG Code and disclosure in the corporate governance report.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the "Required Standard of Dealings").

Having made specific enquiries of all Directors, all Directors confirmed that they have complied with the Required Standard of Dealings throughout the Year and up to the date of this annual report.

## AUDITOR'S REMUNERATION

For the Year, the fees paid to SHINEWING (HK) CPA Limited, the auditor of the Company (the "Auditor"), and its affiliate companies in respect of audit and non-audit services provided by them to the Group were as follows:

| | **Fee Amount**<br>HK$'000 |
|---|---|
| Audit services | 310 |
| Non-audit services | |
| — Interim report review | 100 |
| — Gap analysis on internal controls | 105 |
| — Other services | 36 |

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the Auditor during the Year.

## FINANCIAL REPORTING

The Directors acknowledge their responsibilities for the preparation of the consolidated financial statements of the Group that gives a true and fair view of the financial position of the Group as at 31 March 2022, and its financial performance and the cash flows for the Year. In preparing the consolidated financial statements, the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants have been adopted, appropriate accounting policies have been used and applied consistently, and reasonable judgments and estimates have been made. The Board is not aware of any material uncertainties relating to the events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the ongoing concern basis in preparing the consolidated financial statements.

The statements of the Directors and the Auditor regarding their respective responsibilities on the consolidated financial statements of the Group are set out in the independent auditor's report for the Year as contained in this annual report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the Directors, the Company has maintained a sufficient public float required by GEM Listing Rules during the Year and up to the date of this annual report.

## NON-COMPETITION UNDERTAKING

SGL, Mr. SABINE Martin Nevil, Mr. CHEUNG Tei Sing Jamie and Mr. FLETCHER John Wilfred Sword (the "Controlling Shareholders") have made a declaration to the Company that during the Year, they have complied with the terms of non-competition undertaking (the "Non-Competition Undertaking") given in favour of the Company. Details of the Non-Competition Undertaking are set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus.

The independent non-executive Directors have also reviewed the status of compliance by each of the Controlling Shareholders with the undertakings stipulated in the Non-Competition Undertaking and have confirmed that, as far as the independent non-executive Directors can ascertain, there is no breach of any of such undertakings.

## DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Pursuant to the code provision C.1.4 of the CG Code, all directors should participate in continuing professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Each Director received induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is sufficiently aware of his responsibilities and obligations under the GEM Listing Rules and other relevant legal and regulatory requirements.

During the Year, all Directors participated in continuing professional development regarding their duties and responsibilities under the relevant legal and regulatory requirement which included reading materials in relation to legal or regulatory update and/or attending training courses.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has responsibility for maintaining appropriate and effective risk management and internal control systems of the Group and reviewing their effectiveness through the Audit Committee. The Board has delegated responsibility to its audit committee to review the Group's risk management and internal control matters annually. The risk management and internal control systems are designed to manage rather than eliminate risks of failure in operational systems so that the Company's objectives can be achieved, and can only provide reasonable and not absolute assurance against material misstatement or loss. The main features of the risk management and internal control systems are described in the sections below:

## Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, ensure effective communication to the Board and monitor the residual risks.

Based on the risk assessments conducted in the Year, no significant such risk was identified.

## Internal Control System

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organisations of the Treadway Commission ("COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each component of internal control is present and functioning.

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements inside information policies and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- Access to information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality agreements are in place when the Group enters into significant negotiations.
- The Executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Based on the internal control reviews conducted in the Year, no significant control deficiency was identified.

## INTERNAL AUDIT FUNCTIONS

During the Year, the Group has assessed whether there is a need for an internal audit department. In light of the size, nature and complexity of the Group's business, as opposed to diverting resources to establish a separate internal audit department, the Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness. The Group will continue to review whether necessary changes should be made regarding the establishment of an independent internal audit department at the appropriate time.

The Group engages an independent professional adviser (the "Internal Control Advisor") annually to carry out the internal audit functions by performing an independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems. The Internal Control Advisor has conducted an annual review of and made recommendations to improve the effectiveness of the Group's risk management and internal control systems.

The Internal Control Advisor is independent of the Group's daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operational effectiveness.

An internal audit plan has been approved by the Board. According to the established plan, review of the risk management and internal control systems is conducted annually and the results are reported to the Board via the Audit Committee.

## EFFECTIVENESS OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board's review, which include (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment; and (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

The Board, through its review and the review made by the Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

## CONSTITUTIONAL DOCUMENTS

During the Year, there has been no change in the Company's constitutional documents. The Company's articles of association are available on the websites of the Stock Exchange and the Company.

## INVESTORS' RELATIONS

The Board has established shareholders communication policy and is dedicated to maintaining an effective and on-going dialogue with the shareholders and other stakeholders. It aims to ensure that the Shareholders and other stakeholders are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the other stakeholders to engage actively with the Company.

All relevant corporate communication materials of the Company published on the Stock Exchange's website (www.hkexnews.hk) are posted on the Company's website (www.somerleycapital.com) as soon as practicable after their release. The Company's constitutional documents are also available on the Company's website. Information on the website will be updated on a regular basis. Enquiries from individuals on matters relating to their shareholdings or the business of the Company are welcomed and will be dealt with in an informative and timely manner.

General meetings of the Company also provide an opportunity for communication between the Directors and the Shareholders. The Board welcomes views of the Shareholders and encourages them to attend general meetings to raise any concerns they might have with the Board directly. Members of the Board are available at such meetings to respond to enquiries raised by the Shareholders.

During the Year, the Company held an annual general meeting on 8 September 2021. Notice of the meeting was sent to the Shareholders on 30 June 2021, at least 20 clear business days before the meeting. All members of the Board attended the annual general meeting and were available to answer any questions raised by the Shareholders. The Auditor also attended to answer any questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor's independence.

After reviewing the Shareholders' communication channels, the Board is of view that the shareholders communication policy adopted by the Company has been effectively implemented during the Year.

Further details on the upcoming annual general meeting are set out on page 43 of this annual report.

## Shareholders' Rights to Nominate a Director

If a shareholder of the Company (the "Shareholder") wishes to propose a person (the "Candidate") for election as a Director at a general meeting, he/she should deposit (i) a written notice (the "Proposal Notice") of the intention to propose the Candidate for election as a Director; and (ii) a written notice (the "Consent Notice") signed by the Candidate of his/her willingness to be elected at either of the following addresses during a period of at least 7 days commencing no earlier than the day immediately after the despatch of the notice of the general meeting and ending no later than 7 days before the date of such general meeting to the headquarters, head office and principal place of business in Hong Kong at 20th Floor, China Building, 29 Queen's Road Central, Central, Hong Kong or the registered office of the Company in Cayman Islands at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Proposal Notice must be accompanied by the information of the Candidate as required by rule 17.50(2) of the GEM Listing Rules and must be signed by the Shareholder proposing the Candidate for election as a Director. The Consent Notice must indicate his/her willingness to be elected and consent to the publication of his/her information as required by rule 17.50(2) of the GEM Listing Rules and must be signed by the Candidate.

## Shareholders' Rights on Convening an Extraordinary General Meeting

Pursuant to article 58 of the articles of association of the Company, any one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company and carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself/herself/themselves may do so, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

## Enquiries to the Board

Shareholders may at any time make a request for information about the Company (to the extent that such information is publicly available) to the company secretary of the Company (the "Company Secretary") who is responsible for forwarding communications relating to the Board or ordinary business matters, such as suggestions, inquiries and complaints, to the Directors of the Company. Shareholders may also send their enquiries to the Company's email at somerley@somerley.com.hk or send them directly to the Company's office at 20th Floor, China Building, 29 Queen's Road Central, Central, Hong Kong.

### Putting forward proposals at a General Meeting

Shareholders are welcome to put forward proposals relating to the operations and management of the Group to be discussed at Shareholders' meetings. Shareholders who wish to put forward a proposal shall send written requisition to the Board or the Company Secretary at the abovementioned address of the Company to require an extraordinary general meeting by following the procedures set out in "Shareholders' Rights on Convening an Extraordinary General Meeting" above.

## DIVIDEND POLICY

The dividend policy of the Company (the "Dividend Policy") was adopted by the Board and became effective on 31 December 2018. The Group places great importance on a consistent and maintainable level of dividends. This means that in a good year the regular dividend may be increased. In particularly good years, a "special" dividend may be paid in addition to the regular dividend, and will be flagged as "special", i.e. not normally to be repeated. In a poor year, the Group will endeavour to maintain dividend payments, even if, in an extreme case, they exceed profits, provided that the Group's financial position, such as liquidity and net assets, remains sound.

Subject to above circumstances, the Group intends to provide Shareholders with dividends of at least 40% of the Group's annual consolidated net income attributable to Shareholders. In proposing any dividend payout, the Board shall take into account, inter alia:

(a) the Group's financial performance for the current financial year;

(b) the Group's expected financial performance in the coming financial year;

(c) retained earnings and distributable reserves of the Group and each of the subsidiaries;

(d) the level of the Group's liquidity and net assets;

(e) the Group's working capital requirements and future commitments at the time of declaration of dividend;

(f) general economic conditions, the business cycle of the Group's corporate finance advisory business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and

(g) any other factors that the Board deems appropriate.

The Dividend Policy and the declaration and/or payment of future dividends under the Dividend Policy are subject to the Board's continuing determination that the Dividend Policy and the declaration and/or payment of dividends would be in the best interests of the Group and Shareholders and are in compliance with all applicable laws and regulations. The Board endeavours to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable policy.

## COMPANY SECRETARY

Mr. PANG Mo Cheung ("Mr. Pang") is the company secretary of the Company as appointed pursuant to rule 5.14 of the GEM Listing Rules. His biographical detail is set out under the section headed "Biography of Directors and Senior Management" of this annual report. During the Year, Mr. Pang undertook over 15 hours' professional training to update his skill and knowledge in compliance with the CG Code.

## EXECUTIVE DIRECTORS

**Mr. SABINE Martin Nevil ("Mr. Sabine")**, aged 74, was appointed as a Director on 21 April 2016 and designated as an executive Director and appointed as the chairman of the Company on 9 March 2017. He is the chairman of SCL and a director of Somerley (Hong Kong) Limited and EISAL, subsidiaries of the Company in Hong Kong. He is also the chairman of the Nomination Committee and the compliance officer of the Company. Mr. Sabine is responsible for overseeing business development of the Group, cultivating long-term client relationships, introducing new clients and projects, monitoring industry developments and liaising with team heads and members on specific transactions. He graduated with a Bachelor of Arts degree from the University of Oxford in July 1969. He was awarded a Thouron Scholarship to attend the Wharton Graduate School of Business of the University of Pennsylvania in that year. He received a Master's Degree in Business Administration from the Wharton Graduate School of Business and was elected to the Beta Gamma Sigma honour society in April 1971.

After graduation, Mr. Sabine worked in the financial field in London before coming to Hong Kong in 1977. After working in the corporate finance department of Wardley Limited, a wholly-owned subsidiary of The Hongkong and Shanghai Banking Corporation Limited until 1983, latterly as a director, he set up Somerley International Limited ("SIL") in 1983. Since that time, SIL and now SCL have developed into one of the most active firms in the corporate finance advisory field in Hong Kong. Mr. Sabine is the ultimate controlling shareholder of the Company and SCL. He has acted as a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities and as a Principal since 2 October 2013.

Mr. Sabine is the author of a well-known book on corporate finance, which has been translated into Chinese, Italian and Spanish. The fourth edition, entitled "Corporate Finance: IPO and M&A", was published in 2021. Mr. Sabine is a member of the Takeovers and Mergers Panel, a member of the Listing Review Committee and a fellow of the Hong Kong Securities and Investment Institute.

**Mr. CHEUNG Tei Sing Jamie ("Mr. Cheung")**, aged 51, was appointed as a Director on 21 April 2016 and designated as an executive Director on 9 March 2017 and the Vice Chairman on 31 March 2022. He is also a member of the Remuneration Committee, a director of Somerley (Hong Kong) Limited and EISAL, subsidiaries of the Company in Hong Kong. He joined SIL in March 1996 as assistant manager. He has served as vice president of SCL since July 2014, responsible for formulating business and corporate strategies and project origination. He has acted as a Licensed Representative for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 14 July 2014. Mr. Cheung has over 20 years' experience in corporate finance. Mr. Cheung obtained a Bachelor of Commerce degree from The University of New South Wales in April 1993 and obtained from the Australian Graduate School of Management the degree of Master of Business Administration in July 2004. Mr. Cheung has been a member of CPA Australia since April 1996.

Prior to joining SIL, Mr. Cheung worked in the audit department of Deloitte Touche Tohmatsu as an accountant between January 1993 and March 1996. During the period between September 2003 and May 2005, Mr. Cheung left SIL and worked in Cazenove Asia Limited in the corporate finance department, involved in its corporate finance advisory services, before rejoining SIL in May 2005.

**Mr. CHOW Wai Hung Kenneth ("Mr. Chow")**, aged 51, was appointed as a Director on 21 April 2016 and designated as an executive Director on 9 March 2017 and the Chief Executive Officer on 31 March 2022. He is also a director of SCL and Somerley (Hong Kong) Limited, subsidiaries of the Company in Hong Kong, and the chairman of Somerley Capital (Beijing) Limited, a subsidiary of the Company in China. He joined SIL in May 2006 as director, and has served as managing director since February 2010, responsible for supervising and leading execution of corporate finance projects. Mr. Chow has over 20 years of experience in corporate finance. He is currently a Responsible Officer for Type 6 (advising on corporate finance) regulated activity and a Principal. Mr. Chow graduated from The University of New South Wales with a Bachelor of Commerce degree in Accounting in April 1993. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since May 2016 and was qualified as a member of CPA Australia and a member of the Institute of Chartered Accountants in Australia in March 1996 and March 1997 respectively.

Prior to joining SIL, Mr. Chow worked in Haitong International Capital Limited (formerly known as Taifook Capital Limited) for over six years between November 1999 and April 2006, with the last position as director. Mr. Chow also worked in the Listing Division of the Stock Exchange from 1997 to 1999 and Deloitte Touche Tohmatsu from 1993 to 1996.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. CHENG Yuk Wo ("Mr. Cheng")**, aged 61, was appointed as an independent non-executive Director on 9 March 2017. He is also the chairman of the Audit Committee and a member of the Remuneration Committee. Mr. Cheng is currently the proprietor of Erik Cheng & Co., a certified public accountant practice in Hong Kong. Mr. Cheng obtained a Master of Science (Economics) degree in Accounting and Finance from the London School of Economics in August 1984, and a Bachelor of Arts (Honours) degree in Accounting from the University of Kent in July 1983. He has been a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants since August 1998 and January 1999 respectively, and a member of the Institute of Chartered Professional Accountants of Canada since November 1990. Mr. Cheng has more than 30 years of experience in financial and corporate advisory services in mergers, acquisitions and investments. He had worked at Coopers and Lybrand (now known as PricewaterhouseCoopers Ltd.) in London between 1984 and 1987 and Swiss Bank Corporation (now known as UBS AG) in Toronto between 1989 and 1992, and held senior management positions in a number of Hong Kong listed companies.

Mr. Cheng is an independent non-executive director of a number of companies the shares of which are listed on the Stock Exchange, including CSI Properties Limited (stock code: 497), CPMC Holdings Limited (stock code: 906), Top Spring International Holdings Limited (stock code: 3688), Liu Chong Hing Investment Limited (stock code: 194), Chia Tai Enterprises International Limited (stock code: 3839), Miricor Enterprises Holdings Limited (stock code: 1827), Kidsland International Holdings Limited (stock code: 2122) and China Renewable Energy Investment Limited (stock code: 987). In addition, Mr Cheng was an independent non-executive director of C.P. Pokphand Co. Ltd. (previous stock code: 43) from January 2020 to January 2022), Chong Hing Bank Limited (previous stock code: 1111) from September 2004 to September 2021, HKC (Holdings) Limited (previous stock code: 190) from July 2004 to June 2021, Goldbond Group Holdings Limited (previous stock code: 172) from November 2007 to August 2021, DTXS Silk Road Investment Holdings Company Limited (stock code: 620) from November 2015 to May 2020 and C.P. Lotus Corporation (previous stock code: 00121) from September 2004 to October 2019.

**Mr. YUEN Kam Tim Francis ("Mr. Yuen")**, aged 68, was appointed as an independent non-executive Director on 9 March 2017. He is also the chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee. Mr. Yuen is currently a director of Saning Consultants Limited, a consultancy company. He was the managing director of Union Registrars Limited from 2004 to 2014. Prior to this, he had been a director and company secretary of South China Holdings Limited, the businesses of which included diversified financial services in securities and commodities brokerage, manufacturing, media and travel services, for 14 years from 1989 to 2003. He had also served in Sun Hung Kai Securities Limited, a leading Hong Kong securities brokerage and financial service company, for 10 years from 1979 to 1989, where he headed the secretarial and share registration departments. He has been a fellow member of the Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly The Institute of Chartered Secretaries and Administrators) since August 1994 and April 1989 respectively. Mr. Yuen was a director of Mei Cheong Ieong Hong (H.K.) Limited, which was incorporated in Hong Kong prior to its compulsory winding up. Mr. Yuen had never been actively involved in the management of Mei Cheong Ieong Hong (H.K.) Limited.

**Mr. LAW Cheuk Kin Stephen ("Mr. Law")**, aged 59, was appointed as an independent non-executive Director on 15 February 2019. He is also a member of the Audit Committee and Nomination Committee. Mr. Law is currently the managing director of ANS Capital Limited, an investment holding company. Mr. Law is also currently an independent non-executive director of China Everbright Limited (stock code: 165), Bank of Guizhou Co., Ltd. (stock code: 6199), China Galaxy Securities Co., Ltd. (stock code: SH601881 and 6881), CSPC Pharmaceutical Group Limited (stock code: 1093) and Keymed Biosciences Inc. (stock code: 2162). Mr. Law served as the finance director and a member of the executive directorate of MTR Corporation Limited (stock code: 66) ("MTR") from July 2013 to July 2016. Prior to joining MTR, he was the chief financial officer of Guoco Group Limited (stock code: 53). Prior to that, Mr. Law had served as the managing director of TPG Growth Capital (Asia) Limited and had also held various senior positions in the Morningside Group and the Wheelock Group. He was also an independent non-executive director of Stealth BioTherapeutics Corp. (stock code: MITO.Nasdaq), which has been listed on Nasdaq since February 2019, until July 2019. He is also currently a council member of the Hong Kong Institute of Certified Public Accountants, a member of the board of directors of SOW (Asia) Foundation and a council member of Hong Kong Business Accountants Association. He also served as an adjunct professor of Hong Kong Polytechnic University from 2015 to 2017. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. Law has been appointed by the Ministry of Finance of the People's Republic of China as an expert consultant. Mr. Law holds a Bachelor's degree in Science (Civil Engineering) from the University of Birmingham, the United Kingdom and also received a Master's degree in Business Administration from the University of Hull, the United Kingdom.

## SENIOR MANAGEMENT

**Mr. NG Ming Wah Charles ("Mr. Ng")**, aged 72, joined SIL as a director on 7 September 2007 and was appointed as a director of SCL on 16 October 2013. He has acted as a Responsible Officer for Type 6 (advising on corporate finance) regulated activity since 31 December 2013. He is responsible for supervising and leading the execution of corporate finance projects. Mr. Ng has extensive experience in corporate finance and management and he has had extensive experience in reviewing and analysing financial statements of public companies.

Mr. Ng obtained a Bachelor of science degree in electronic and electrical engineering from Loughborough University in England in June 1972 and a Master of science degree in business studies from London Graduate School of Business Studies (University of London) in England in July 1974. Mr. Ng is a fellow member of both the Hong Kong Securities and Investment Institute and the Hong Kong Institute of Directors.

Mr. Ng is a non-executive director of Goldlion Holdings Limited (stock code: 533), the shares of which are listed on the Stock Exchange, and acts as a member of each of its audit, remuneration and nomination committees. He is also a non-executive director, and a member of the audit committee, of King Fook Holdings Limited (stock code: 280), also listed on the Stock Exchange.

**Ms. LEUNG Lim Ng Jenny ("Ms. Leung")**, aged 52, joined SIL as director in March 2010. She has been a director of SCL since October 2013 and has acted as a Responsible Officer for Type 6 (advising on corporate finance) regulated activity since December 2013. She is responsible for supervising and leading execution of corporate finance projects.

Ms. Leung graduated from University of Birmingham with a Bachelor degree in social science in July 1992.

Ms. Leung has over 20 years of experience in corporate finance. In the past, she held senior positions with a number of corporate finance advisory firms and brokerage houses including Piper Jaffray Asia Ltd. (from 2006 to 2008 with last position as a principal) and Dao Heng Securities Limited (from 2000 to 2006 with last position as director of corporate finance). She has handled various IPOs, merger(s) and acquisition(s) transactions and fund raising exercises.

**Ms. TAM Sze Ka ("Ms. Tam")**, aged 44, joined SIL as senior manager in June 2007. She has served as director of SCL since October 2013, and has acted as a Responsible Officer for Type 6 (advising on corporate finance) regulated activity since 31 December 2013. She is responsible for supervising and leading execution of corporate finance projects.

Ms. Tam graduated from the Chinese University of Hong Kong with a Bachelor degree in Integrated Business Administration in December 1999. Ms. Tam also obtained a Bachelor of Laws from the University of London, United Kingdom, through long-distance learning in August 2007.

Ms. Tam has over 20 years of experience in corporate finance and has worked in various financial institutions involved in corporate finance. Prior to joining SIL, Ms. Tam worked in RexCapital (Hong Kong) Limited from October 2004 to May 2007, with her last position as senior manager — corporate finance.

**Mr. CHENG Yat Wai ("Mr. Cheng")**, aged 45, joined SIL as assistant manager in May 2005. He has served as a director of SCL since 1 February 2014. He acted as a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 30 April 2014. He is responsible for supervising and leading execution of corporate finance projects.

Mr. Cheng graduated from the Chinese University of Hong Kong with a Bachelor of Business Administration degree in December 2000. He has been an associate member of the Hong Kong Institute of Certified Public Accountants since December 2003 and a member of the Association of Chartered Certified Accountants since January 2005. He has also been a Chartered Financial Analyst of the CFA Institute since September 2005.

Mr. Cheng has over 20 years of experience in corporate finance, accounting and auditing. From September 2000 to June 2002, Mr. Cheng worked in Arthur Andersen & Co, which is principally engaged in assurance and business advisory services, with his last position as staff accountant and his main role performing auditing of companies. From July 2002 to June 2004, he worked in PricewaterhouseCoopers Ltd., which principally engages in assurance and business advisory services, with his last position as senior associate and main role in charge of group audits. From June 2004 to April 2005, he worked in Platinum Management Services Limited, which is principally engaged in corporate finance business, with his last position as manager and main role of execution of corporate finance projects.

**Mr. WONG C-Tsun ("Mr. Wong")**, aged 42, joined SIL as manager in October 2007 and has served as director since February 2014. He has acted as a managing director of SCL since April 2019, and has acted as a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 28 April 2014. He is also a director of Somerley Capital (Beijing) Limited, a subsidiary of the Company in China. He is responsible for supervising and leading execution of corporate finance projects.

Mr. Wong graduated from the Chinese University of Hong Kong with a Bachelor degree of business administration in December 2002. He has been a member of the Hong Kong Institute of Certified Public Accountants since September 2007, and a Chartered Financial Analyst of the CFA Institute since September 2009.

Mr. Wong has over 18 years of experience in corporate finance, accounting and auditing. From September 2002 to July 2007, Mr. Wong worked in the audit and assurance division of KPMG, with his last position as assistant manager.

**Ms. CHOW Chung Yan Stephanie ("Ms. Chow")**, aged 45, joined SIL as manager in September 2007. She has served as a director of SCL since October 2015. She has acted as a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 15 October 2015. She is responsible for supervising and leading execution of corporate finance projects.

Ms. Chow graduated from the University of Melbourne with a Degree of Bachelor of Commerce in September 1998. She has been a Certified Practising Accountant of CPA Australia since February 2002 and an associate member of the Hong Kong Institute of Certified Public Accountants since April 2004.

Ms. Chow has over 17 years of experience in corporate finance and restructuring. From October 2002 to July 2006, Ms. Chow worked in Alvarez & Marsal Asia Limited, an international corporate advisory firm, with her last position as senior accountant.

**Mr. HESSE Jakob Fabian ("Mr. Hesse")**, aged 40, has served as a director of SCL since 23 May 2018 and acted as a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 23 May 2018. He is responsible for supervising and leading the execution of corporate finance projects as well as the Group's mergers & acquisitions activities. He is a director of Signum Digital Limited, the Group's joint venture company focused on tokenised assets and digital securities.

Mr. Hesse has advised on public and private transactions, including IPOs, capital raises, acquisitions, privatisations, restructurings and fairness opinions. He started his career at J.P. Morgan in London, before moving to the renewable energy investment banking group at Jefferies and subsequently joining SIL in July 2011. Mr. Hesse holds a Bachelor degree (with Merit) from Munich University of Technology and a Master degree (with Distinction) from the London School of Economics and Political Science.

**Mr. CHENG Koon Yung Clifford ("Mr. Cheng")**, aged 39, joined SIL in May 2010. He has served as a director of SCL since April 2019, and has acted as a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 19 February 2019. He is responsible for supervising and leading execution of corporate finance projects.

Mr. Cheng obtained a Bachelor degree in Business Administration in Professional Accountancy from the Chinese University of Hong Kong in 2005. He has been a member of HKICPA since September 2009. Mr. Cheng has over 13 years of experience in corporate finance, accounting and auditing. He worked in the audit and assurance division of KPMG from August 2005 to April 2010.

**Mr. PANG Mo Cheung ("Mr. Pang")**, aged 37, joined the Group in January 2014 as financial controller and was appointed as joint company secretary on 1 April 2018. Mr. Pang has become the sole company secretary since 1 July 2020. Mr. Pang is in charge of the company secretarial, and accounting and finance function of the Group.

Mr. Pang graduated from City University of Hong Kong, with a degree of Bachelor of Business Administration (Honours) in Finance in July 2007 with First Class Honours and a degree of Master of Science in Professional Accounting and Corporate Governance in June 2022 with Distinction. From September 2007 to December 2013, Mr. Pang worked at Deloitte Touche Tohmatsu, PricewaterhouseCoopers Ltd. and Ernst & Young, respectively, with his last position as manager in finance services of assurance. He was admitted in January 2011 and is currently a member of Hong Kong Institute of Certified Public Accountants. He was elected in February 2022 and is currently a member of the Beta Gamma Sigma, the international business honour society.

## Compliance Officer

Pursuant to rule 5.19 of the GEM Listing Rules, Mr. SABINE Martin Nevil, who is also an executive Director, was appointed as the compliance officer of the Company upon Listing. Please refer to his biography above for details.

The Board is pleased to present this annual report together with the audited financial statements of the Group for the Year.

## PRINCIPAL ACTIVITIES AND SEGMENTAL ANALYSIS OF OPERATION

The Company is an investment holding company. The Group is principally engaged in providing corporate finance advisory and asset management services. An analysis of the Group's performance for the Year by business segments is set out in note 5 to the consolidated financial statements.

### Business Review

A review of the business of the Group during the Year and a discussion on the Group's future business development are provided in the Chairman's Statement and Management Discussion and Analysis on pages 3 to 13 of this annual report. Possible risks and uncertainties that the Group may be facing are set out in the Management Discussion and Analysis on pages 12 to 13 of this annual report and the Corporate Governance Report on pages 14 to 27 of this annual report.

## RESULTS AND DIVIDEND

The financial performance of the Group for the Year and the financial position of the Group as at 31 March 2022 are set out in the consolidated financial statements from pages 65 to 67 this annual report.

The Board has recommended the payment of a final dividend of HK2.5 cents per share for the Year (2021: HK3.8 cents per share), subject to the approval of the shareholders at the forthcoming annual general meeting. Such proposed dividend will be payable on or around 9 September 2022 to the shareholders whose names appear on the register of members of the Company at close of business on 29 August 2022. The final dividend will absorb approximately HK$3.6 million (2021: approximately HK$5.4 million) as at the date of this annual report.

## RECORD DATES

In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 17 August 2022.

In order to qualify for the final dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 29 August 2022.

## CHARITABLE DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK$10,000 (2021: HK$40,000).

## MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the top five customers together accounted for approximately 11.3% (2021: approximately 17.3%) of the Group's revenue and the Group's largest customer accounted for approximately 2.9% (2021: approximately 5.1%) of the Group's revenue.

The Group had no major suppliers due to the nature of the principal activities of the Group. None of the Directors or any of their close associates, or any Shareholder (which to the knowledge of the Directors owns 5% or more of the issued Shares) had any beneficial interest in the Group's five largest customers or suppliers.

## FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 124.

## SHARE CAPITAL AND EQUITY-LINKED AGREEMENTS

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

Save as disclosed in the section headed "Share Option Scheme" of this annual report, no equity-linked agreement was entered into by the Company during the Year or subsisted as at 31 March 2022.

## PROPERTY AND EQUIPMENT

Details of movements in the Group's property and equipment during the Year are set out in note 14 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

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

## PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed Shares during the Year.

## DISTRIBUTABLE RESERVES

As at 31 March 2022, the Company did not have any reserve available for cash distribution (2021: nil). In accordance with the laws of the Cayman Islands and the Company's articles of association, the Company's share premium account is distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

## DIRECTORS

During the Year and up to the date of this annual report, the Directors have been and are:

**Executive Directors**
Mr. SABINE Martin Nevil
Mr. CHEUNG Tei Sing Jamie
Mr. CHOW Wai Hung Kenneth

**Independent non-executive Directors**
Mr. CHENG Yuk Wo
Mr. YUEN Kam Tim Francis
Mr. LAW Cheuk Kin Stephen

Pursuant to article 84 of the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. SABINE Martin Nevil and Mr. LAW Cheuk Kin Stephen, will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

Biographical information on the Directors of the Group is set out on pages 28 to 30 of the annual report.

## REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emolument of the Directors and five individuals with highest emoluments are set out in notes 10 and 11 to the consolidated financial statements, respectively.

## DIRECTORS' SERVICE AGREEMENTS

Each of Directors has entered into a service agreement with the Company for a term of three years commencing from 28 March 2020. Their appointment is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. Neither of the Directors who are proposed for re-election at the annual general meeting has an unexpired service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in note 29 to the consolidated financial statements, no transaction, arrangement or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with him has or had a material interest, whether directly or indirectly, subsisted at any time during the Year or subsisted as at 31 March 2022.

## PERMITTED INDEMNITY PROVISION

The Company's articles of association provide that every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of duties of his/her office or otherwise in relation thereto provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to the Director.

The Company has taken out and maintained Directors' liability insurance throughout the Year, which has provided appropriate cover for the Directors.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

Save as disclosed above, at no time during the Year had the Directors and the Chief Executive (including their spouses and children under 18 years of age) any interest in, or been granted, or exercised any rights to subscribe for the shares (or warrants or debentures, as applicable) of the Company and its associated corporations (within the meaning of the SFO).

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

As at 31 March 2022, the Directors and Chief Executive and/or any of their respective associates had the following interests and short positions in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

## Long positions in ordinary shares of the Company

| Name of Directors | Capacity/Nature of interests | Number of ordinary share(s) held | Number of underlying shares held pursuant to share options | Approximate percentage of the total number of issued shares of the Company |
|---|---|---|---|---|
| SABINE Martin Nevil | Interest of a controlled corporation | 83,909,350 *(Note 1)* | — | 58.94% |
| | Beneficial owner | 220,000 | — | 0.15% |
| | A concert party to an agreement to buy shares described in s317(1)(a) | 2,283,440 *(Note 2)* | — | 1.60% |
| | | — | 645,717 *(Notes 2 & 3)* | 0.45% |
| CHEUNG Tei Sing Jamie | Beneficial owner | 2,233,440 | — | 1.57% |
| | A concert party to an agreement to buy shares described in s317(1)(a) | — | 645,717 *(Note 3)* | 0.45% |
| | | 84,179,350 *(Notes 1 & 2)* | — | 59.13% |
| CHOW Wai Hung Kenneth | Beneficial owner | 3,754,170 | — | 2.64% |
| | | — | 1,877,083 *(Note 3)* | 1.32% |

*Notes:*

1. SGL is directly interested in 83,909,350 Shares and SGL is wholly-owned by Mr. Sabine, Mr. FLETCHER John Wilfred Sword ("Mr. Fletcher"), Mr. Cheung and Ms. FONG Sau Man Cecilia.

2. Mr. Sabine, Mr. Fletcher and Mr. Cheung are acting in concert in respect of their interests in the Company and therefore each of Mr. Sabine, Mr. Fletcher and Mr. Cheung is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO. Mr. Fletcher is directly interested in 50,000 Shares.

3. These share options were granted by the Company on 19 May 2016 under the Pre-IPO Share Option Scheme.

## Long positions in the ordinary shares of the associated corporations

| Name of Directors | Name of the associated corporations | Capacity/Nature of interests | Number of ordinary share(s) held | Approximate percentage of the total number of issued shares of the associated corporations |
|---|---|---|---|---|
| SABINE Martin Nevil | Somerley China Associates Limited *(Note)* | Interest of a controlled corporation | 2 | 100% |
| | Somerley Group Limited *(Note)* | Beneficial interest; A concert party to an agreement to buy shares described in s317(1)(a) | 9,500,000 | 90.48% |
| CHEUNG Tei Sing Jamie *(Note)* | Somerley China Associates Limited *(Note)* | Interest of a controlled corporation | 2 | 100% |
| | Somerley Group Limited *(Note)* | Beneficial interest; A concert party to an agreement to buy shares described in s317(1)(a) | 9,500,000 | 90.48% |

*Note:* SGL is the holding company of the Company and it is an associated corporation by virtue of the SFO. SGL wholly owns Somerley China Associates Limited so Somerley China Associates Limited is also an associated corporation by virtue of the SFO. Mr. Sabine, Mr. Fletcher and Mr. Cheung are acting in concert in respect of their interests in the Company and they hold approximately 90.48% of the shares of SGL. Therefore, Mr. Sabine and Mr. Cheung are interested in SGL and Somerley China Associates Limited by virtue of the SFO.

Save as disclosed above, as at 31 March 2022, none of the Directors and Chief Executive and/or any of their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2022, substantial shareholders (not being the Directors or Chief Executive) had interests or short positions in the shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO as follows:

### Long positions in ordinary shares of the Company

| Name of substantial shareholders | Capacity/Nature of interests | Number of ordinary share(s) held | Number of underlying shares held pursuant to share options | Approximate percentage of the total number of issued shares of the Company |
|---|---|---|---|---|
| Somerley Group Limited | Beneficial owner | 83,909,350 *(Note 1)* | — | 58.94% |
| SABINE Maureen Alice ("Dr. Sabine") | Interest of a spouse | 86,412,790 *(Note 2)* | — | 60.70% |
| | | — | 645,717 *(Note 2)* | 0.45% |
| FLETCHER John Wilfred Sword | A concert party to an agreement to buy shares described in s317(1)(a) | 86,412,790 *(Note 1)* | — | 60.70% |
| | | — | 645,717 *(Note 1)* | 0.45% |
| FLETCHER Jacqueline ("Mrs. Fletcher") | Interest of a spouse | 86,412,790 *(Note 3)* | — | 60.70% |
| | | — | 645,717 *(Note 3)* | 0.45% |
| CHOI Helen Oi Yan ("Mrs. Cheung") | Interest of a spouse | 86,412,790 *(Note 4)* | — | 60.70% |
| | | — | 645,717 *(Note 4)* | 0.45% |

*Notes:*

1. SGL is directly interested in 83,909,350 Shares and SGL is wholly-owned by Mr. Sabine, Mr. Fletcher, Mr. Cheung and Ms. FONG Sau Man Cecilia, of whom Mr. Sabine, Mr. Fletcher and Mr. Cheung are acting in concert in respect of their interests in the Company and therefore each of Mr. Sabine, Mr. Fletcher and Mr. Cheung is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

2. Dr. Sabine is the spouse of Mr. Sabine. By virtue of the SFO, Dr. Sabine is deemed to be interested in the Shares held by Mr. Sabine.

3. Mrs. Fletcher is the spouse of Mr. Fletcher. By virtue of the SFO, Mrs. Fletcher is deemed to be interested in the Shares held by Mr. Fletcher.

4. Mrs. Cheung is the spouse of Mr. Cheung. By virtue of the SFO, Mrs. Cheung is deemed to be interested in the Shares held by Mr. Cheung.

Save as disclosed above, the Directors and Chief Executive are not aware that there is any party who, as at 31 March 2022, had an interest or short position in the shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACT OF SIGNIFICANCE

Save as disclosed in note 29 to the consolidated financial statements, there is no contract of significance between the Company, or any of its subsidiaries, and any of its controlling shareholders or any of its subsidiaries.

## SHARE OPTION SCHEME

### Pre-IPO Share Option Scheme:

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

The Pre-IPO Share Option Scheme was available to any individual being an employee or officer (including any director) of the Company or any of its subsidiaries (the "Participant(s)"). Under the Pre-IPO Share Option Scheme, the Board was entitled to offer option(s) to any Participant who, as the Board determined in its absolute discretion, had made a valuable contribution to the business of the Group, or was regarded as a valuable human resource of the Group (the "Grantee(s)").

The Board was entitled at any time and from time to time during the period commencing from the adoption date of the Pre-IPO Share Option Scheme to 9 March 2017 (the "Scheme Period") to grant options to not more than 35 grantees under the Pre-IPO Share Option Scheme. No further options could be granted under the Pre-IPO Share Option Scheme after the expiry of the Scheme Period but in respect of all options which have been granted prior to the end of the Scheme Period, the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect.

An option shall be regarded as having been accepted when the duplicate of the grant letter comprising acceptance of the option, duly signed by the Grantee, together with a remittance in favour of the Company of HK$1.00 by way of consideration for the grant thereof is received by the Company within a period of five days from the grant date.

An option may be exercised in whole or in part (but if in part only, in respect of a board lot or an integral multiple thereof) and an option shall vest unto a grantee and may be exercised by the grantee during the option period (the "Option Period") stated in the grant letter (the "Grant Letter(s)") issued by the Company to the grantee and in accordance with manner provided in the Grant Letter.

The Option Period of each option granted to the grantees is a period commencing from 28 March 2017 (the "Listing Date") to 10 May 2024 (i.e. 8 years from the adoption date of the Pre-IPO Share Option Scheme), with either (a) a part of the option shall become vested during the First Vesting Period and the remaining part of the option shall become vested during the Second Vesting Period; or (b) the whole option shall only become vested in the Second Vesting Period as mentioned below:

(i) not more than 5,524,294 Shares comprised in the options under the Pre-IPO Share Option Scheme shall vest unto the Grantees and become exercisable during the period commencing from the Listing Date and ending on expiry of the Option Period(s) (the "First Vesting Period"); and

(ii) the remaining Shares comprised in the options under the Pre-IPO Share Option Scheme (being not more than 7,537,441 Shares) shall vest unto the Grantees and become exercisable during the period commencing on (i) the date on which the listing of the Shares is transferred to the Main Board; or (ii) 1 January 2020, whichever is earlier, and ending on the expiry of the Option Period(s) (the "Second Vesting Period"). For the avoidance of doubt, any outstanding and unexercised option at the end of the First Vesting Period shall be carried over to the Second Vesting Period and shall be exercisable during the Second Vesting Period.

Details of the share are options movements under the Pre-IPO Share Option Scheme during the Year are as follows:

| | | | | Number of share options | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Name or category of grantees** | **Date of grant of share options** | **Exercise Price *(note (iii))* (HK$)** | **Exercise Period** | **Balance as at 01.04.2021** | **Granted during the Year** | **Exercised during the Year** | **Lapsed during the Year** | **Cancelled during the Year** | **Balance as at 31.3.2022** |
| **Directors** | | | | | | | | | |
| CHOW Wai Hung Kenneth | 19/5/2016 | 0.21 | Second Vesting Period | 1,877,083 | — | — | — | — | 1,877,083 |
| CHEUNG Tei Sing Jamie | 19/5/2016 | 0.21 | Second Vesting Period | 645,717 | — | — | — | — | 645,717 |
| Subtotal | | | | 2,522,800 | — | — | — | — | 2,522,800 |
| **Other Employees** | | | | | | | | | |
| In aggregate | 19/5/2016 | 0.21 | First Vesting Period | 150,766 | — | 150,500 *(Note (ii))* | — | — | 266 |
| | 19/5/2016 | 0.21 | Second Vesting Period | 3,003,117 | — | 345,383 *(Note (i))* | — | — | 2,657,734 |
| Total | | | | 5,676,683 | — | 495,883 | — | — | 5,180,800 |

*Note (i):* The weighted average closing price of the Shares immediately before the dates of exercises of the share options during the Year was approximately HK$1.36 per Share.

*Note (ii):* The weighted average closing price of the Shares immediately before the date of exercises of the share options during the Year was approximately HK$1.4 per Share.

*Note (iii):* As set out in Appendix IV to the Prospectus, in the event of substantial distribution, exercise price of share option was adjusted from HK$0.28 to approximately HK$0.21 during the year end 31 March 2021.

As at the date of this annual report, the maximum number of the Shares with respect to which options granted under the Pre-IPO Share Option Scheme shall be 5,180,800 Shares, representing approximately 3.64% of the total issued share capital of the Company.

### Share Option Scheme:

The purpose of the Share Option Scheme is to provide an incentive and/or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group.

Subject to the terms of the Share Option Scheme, the Board shall be entitled at any time within the period of 10 years after the date of adoption of the Share Option Scheme to make an offer to (i) any employee of (whether full time or part-time employee); (ii) any executive director and non-executive director (including independent non-executive directors); and (iii) any person or entity acting in their capacities as advisers or consultants of the Group (the "Eligible Person").

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the total number of Shares in issue upon the Listing Date, being 13,500,000 Shares (or such numbers of Shares as shall result from a subdivision or a consolidation of such 13,500,000 Shares from time to time) (the "Scheme Limit"). Subject to Shareholders' approval in general meeting, the Board may (i) renew this limit at any time to 10% of the Shares in issue as at the date of the approval by the Shareholders in general meeting; and/or (ii) grant options beyond the Scheme Limit to an Eligible Person specifically identified by the Board.

The number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the limit being exceeded.

The total number of Shares issuable upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company to each Eligible Person in any 12-month period shall not exceed 1% of the Shares in issue. Any further grant of options is subject to shareholders' approval in general meeting with such eligible participant and his associates abstaining from voting.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

An offer for the grant of options must be accepted within 21 days after (i) the date on which the offer was issued, or (ii) the date on which the conditions (if any) for the offer are satisfied. The amount payable by the Grantee to the Company for each acceptance of grant of option(s) is HK$1.

Pursuant to the Share Option Scheme, the Eligible Persons may subscribe for the Shares on exercise of an option at the price determined by the Board provided that it shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and (iii) the nominal value of the Share.

As at the date of this annual report, the total number of Shares available for issue under the Share Option Scheme is 13,500,000 Shares, representing approximately 9.48% of the issued shares of the Company. Since the adoption of the Share Option Scheme, no share option has been granted under the Share Option Scheme by the Company. The Share Option Scheme has a remaining life of approximately 4.7 years as at the date of this annual report.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

The Directors are not aware that any of the Directors, the Controlling Shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) competes or may compete with the business of the Group and has or may have any other conflict of interest with the Group during the Year.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

For the Year, the Group's operations are mainly carried out by the subsidiaries of the Company in Hong Kong and Mainland China. The Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

## RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Details of the related party transactions of the Group for the Year are set out in note 29 to the consolidated financial statements of this annual report.

The related party transactions as disclosed in note 29(a)(i) and 29(a)(ii) to the consolidated financial statements of this annual report constituted exempt continuing connected transaction under Chapter 20 of the GEM Listing Rules and accordingly are exempted from the disclosure requirements in Chapter 20 of the GEM Listing Rules.

The related party transactions as disclosed in note 29(c) to the consolidated financial statements of this annual report are not regarded as connected transactions under chapter 20 of the GEM Listing Rules.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

## CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors a confirmation of independence pursuant to rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors to be independent.

## CORPORATE GOVERNANCE

The Board is of the view that the Company has met the code provisions set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules save for the deviation stated in the Corporate Governance Report. A report on the principal corporate governance practices adopted by the Company is set out from pages 14 to 27 of this annual report.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group's environmental, social and governance report is set from pages on 44 to 59 of this annual report. Discussions of the Group's environmental policies and performance and key relationships with its stakeholders form part of this Report of the Directors and are contained in the environmental, social and governance report.

## NON-COMPETITION UNDERTAKING

Details of the Non-Competition Undertaking of the Controlling Shareholders are set out in the paragraph headed "Non-Competition Undertaking" in the Corporate Governance Report of this annual report.

## TAXATION OF HOLDERS OF SHARES

### Hong Kong

The purchase, sale and transfer of shares registered in the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller (or transferee and transferor) is 0.13% of the consideration or, if greater, the fair value of the shares being bought/sold or transferred (rounded up to the nearest HK$'000). In addition, a fixed duty of HK$5.00 is currently payable on an instrument of transfer of shares.

Profits from dealings in shares arising in or derived from Hong Kong may be subject to Hong Kong profits tax.

### Cayman Islands

Under the present Cayman Islands laws, transfers and other dispositions of shares in the Company are exempt from Cayman Islands stamp duty.

### Consultation with professional advisers

Intending holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasised that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares.

## AUDITOR

The consolidated financial statements for the year ended 31 March 2022 have been audited by SHINEWING (HK) CPA Limited who will retire and, being eligible, offer itself for re-appointment. A resolution for the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company is to be proposed at the forthcoming annual general meeting of the Company (the "AGM"). The Company has not changed its external auditor for the past three years.

## EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 31 March 2022 and up to the date of this annual report.

## ANNUAL GENERAL MEETING

The AGM for the Year of the Company will be held at 11:30 a.m. on Tuesday, 23 August 2022 at 17/F., Leighton Centre, 77 Leighton Road, Causeway, Hong Kong and a notice of AGM will be published and despatched in due course.

By order of the Board
**Somerley Capital Holdings Limited**
**SABINE Martin Nevil**
*Chairman*

Hong Kong, 20 June 2022

## ABOUT THE ESG REPORT

The Group is committed to integrating the concept of sustainable development into its strategies for development and daily operations, and publishes the "Environmental, Social and Governance Report" (the "ESG Report") on an annual basis to demonstrate the Group's approach and performance in terms of ESG management and corporate sustainable development during the Year. The information disclosed in this ESG Report was collected and collated through various channels, including the Group's internal policy documents and data, feedback on the Group's implementation of ESG measures, stakeholder surveys, and the relevant information about the Group's sustainability practices through online questionnaires.

## STATEMENT FROM THE BOARD

As a responsible corporate citizen and one of the leading corporate financial advisory groups in Hong Kong, the Group is committed to conducting business in a responsible manner with integrity, and with care for its reputation, and creating sustainable value and return in the long run for its stakeholders. The Group believes that sustainability can be achieved by operating a profitable business without compromising the well-being of either society or the environment.

The Board believes that comprehensive corporate governance and well-developed operation practices are the foundation of the Group's sustainable and long-term development. The Board attaches great importance to ESG and has overall responsibility for leading and overseeing the implementation of relevant ESG management issues, and ensuring the effectiveness of the implementation of the Group's ESG policies. The Board strives to create long-term value for stakeholders while taking account of ESG and related risks. The Board incorporates ESG considerations into the business decision making process. The Board liaises with the management on an ongoing basis in order to identify, review, evaluate, prioritise and manage material ESG-related issues and risks so as to ensure the current policies follow law and regulations as well as meet business needs and stakeholders' expectations.

### ESG Strategy

The Group's ESG strategy incorporates environmental, social and governance elements, striving to continuously improve the performance of the Group's operations. The involvement of external and internal stakeholders has been prioritised. An annual materiality assessment is performed to determine the priorities of the Group's business in its ESG strategy. The feedback of stakeholders is assessed and reported to the Board for internal discussions, in order to examine the topics of greatest interest to the stakeholders.

Through materiality assessment, the Group has identified certain important ESG issues like "business integrity" and "anti-corruption and anti-money laundering". As an enterprise engaged in financial service businesses, the Group regard business ethics and operation standards as the basic value of responsible operations of the enterprise. It has also laid great emphasis on the conduct and integrity of employees, and has zero tolerance for any form of corruption or fraud. To prevent corruption, bribery, extortion, fraud, money-laundering and other misconduct, it has formulated training programs, management measures, policies and whistleblowing mechanisms to ensure that the management and employees will not violate any laws and regulations in relation to preventing bribery, extortion, fraud and money-laundering that have a significant impact on the Group.

### ESG Working Team

The ESG Working Team is comprised of members of senior management and other employees to actively implement the Group's sustainability policies, programmes of work and management of performance targets. It is also responsible for communicating with key stakeholders and reporting results to the Board, ensuring that the Group focuses on issues relevant to its stakeholders and the Group's business, and collecting information on the various ESG key performance indicators.

### ESG-related Goals and Targets

The Group is committed to integrating sustainability practices into its daily operations and aligning its sustainability goals with its strategic direction to create productive and innovative space and sustainable value for its stakeholders. The Board sets ESG related goals and targets which relate to its business. The Board will also keep monitoring and overseeing the progress against goals and targets, addressing climate change, monitoring the achievement of these goals and continuing to improve the Group's performance on key ESG matters.

## REPORTING FRAMEWORK AND SCOPE

The preparation of the Environmental, Social and Governance ("ESG") Report (the "ESG Report") follows the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide"), as set out in Appendix 20 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules"). The information presented in this ESG Report is prepared based on the principles of materiality, quantitative, balance and consistency. Please refer to the Corporate Governance Report section of this Annual Report for more details of the Group's corporate governance practices.

| | |
|---|---|
| **Materiality:** | The Group communicates with both internal and external stakeholders on their concerns and expectations to identify and determine the material ESG factors in light of the characteristics and nature of its business and operation. The application of the principle of materiality helps determine the scope of the ESG Report and is crucial for the Group to formulate an effective ESG strategy. More details can be found in the section "Materiality Assessment". |
| **Quantitative:** | The Group regularly collects and assesses the quantitative data, and discloses quantifiable key performance indicators ("KPIs") in relation to environmental and social areas to ensure that both internal and external stakeholders can deepen their understanding of the Group's ESG performance. |
| **Balance:** | The Group objectively reports the performance in the environmental, social and governance during the Year, and discloses the sustainability performance, the problems encountered and the room for improvements in a responsible and unbiased manner. |
| **Consistency:** | The Group uses consistent data calculation methods, disclosure of statistical methods and assumptions in compiling data, delivering a meaningful comparison of the performance of the ESG data over time. |

This ESG Report covers environmental and social matters of the Group for the period from 1 April 2021 to 31 March 2022, which aligns with the Group's financial year. Unless specified otherwise, this ESG Report focuses on the Group's core business segment — corporate finance advisory business, covering only the operation of SCL in Hong Kong.

## STAKEHOLDER ENGAGEMENT

The Group believes that understanding the views of its stakeholders lays a solid foundation for the long-term growth and success of the Group. The Group has developed multiple channels to communicate with internal and external stakeholders in order to understand their views on the Group's sustainability performance and future strategies.


| Stakeholder Groups | Engagement channels | Possible concerned issues |
|---|---|---|
| Shareholders and investors | • General meetings<br>• Regular corporate publications including financial reports<br>• Circulars and announcements<br>• Corporate website<br>• Direct communication<br>• Meetings and responses to phone and written enquiries | • Business strategies and sustainability<br>• Financial performance<br>• Corporate governance |
| Clients | • Direct communication<br>• Emails<br>• Complaint hotlines<br>• Business meetings | • Service quality and reliability<br>• Client information security<br>• Business ethics |
| Employees | • Appraisals<br>• On-the-job coaching<br>• Trainings<br>• Internal memorandum<br>• Human resources manual<br>• Exit interview | • Training and development<br>• Employee remuneration<br>• Rights and benefits<br>• Working hours<br>• Occupational health and safety<br>• Equal opportunities<br>• Sexual harassment prevention policy |
| Suppliers and business partners | • Business meetings<br>• Tendering for procurement of products or services | • Fair competition<br>• Fulfillment of promises |
| Government and other regulatory authorities | • Statutory filings and notification<br>• Regulatory or voluntary disclosures<br>• Response to enquiries | • Compliance with law and regulations<br>• Treatment of insider information<br>• Corporate Governance |
| Local community | • Community activities<br>• Donations | • Fair employment opportunities<br>• Environmental protection |

## MATERIALITY ASSESSMENT

Apart from regular communications with stakeholders outlined in the above, the Group has also engaged an independent consultant to assist the Group in its materiality assessment process. The Group believes that the results of the materiality assessment could help it identify ESG issues material to the Group, thus it can improve its sustainability approach and strategies in a more effective way.

**1. Identification**

- Identified 18 relevant issues covering environmental and social issues, in reference to the local reporting standards.

**2. Data Collection**

- 55 valid responses were collected and analysed.

**3. Prioritisation**

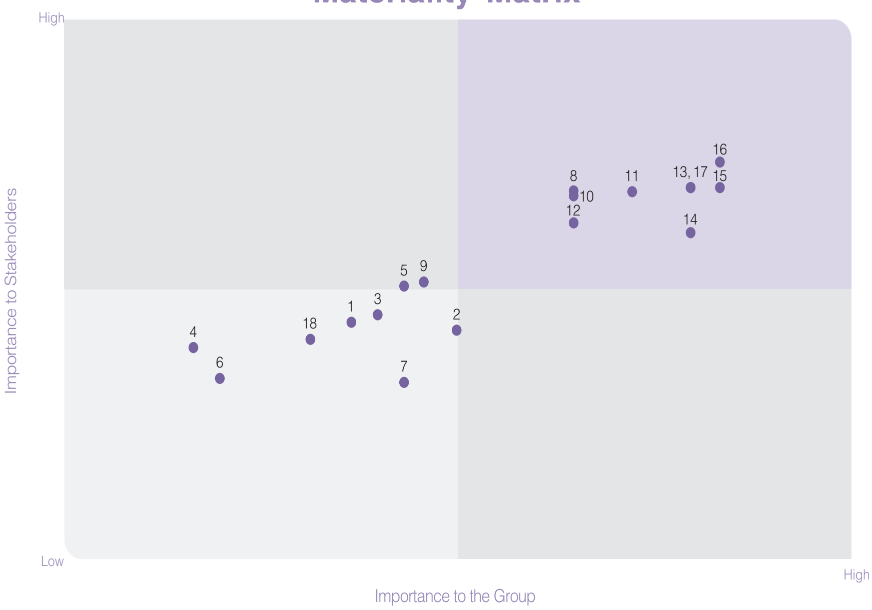
- Based on the survey results, a materiality matrix is developed. Among the 18 relevant issues, 9 material issues were prioritised for the Group to address and report on.

**4. Validation**

- The result of the materiality assessment was approved by the Board.

The Group's materiality assessment process identifies a range of factors that underpin the sustainability of its business, as well as environmental, social and governance-related issues, which are relevant as follows:

**Materiality Matrix**




| No. | Related Issues |
|---|---|
| 1 | Greenhouse gas emissions |
| 2 | General waste management |
| 3 | Electricity consumption and efficiency |
| 4 | Water consumption and efficiency |
| 5 | Paper consumption and efficiency |
| 6 | Green investment |
| 7 | Climate change and ESG risk management |
| 8 | Fair and responsible employment practice |
| 9 | Workforce diversity |
| 10 | Equal opportunities and anti-discrimination |
| 11 | Occupational health and safety |
| 12 | Development and training |
| 13 | Service quality |
| 14 | Complaint handling |
| 15 | Privacy of client information and data protection |
| 16 | Business integrity |
| 17 | Anti-corruption and anti-money laundering |
| 18 | Community investment |

In the assessment process, the Group balanced the importance attached to each issue by stakeholders and the Group and worked hard to implement the management of each relevant issue.

Issues located at the top right-hand corner of the matrix are regarded as material for the Group's sustainable development and will be focused in this ESG Report.

| Subject Area | Most Material Aspects within the Subject Area |
|---|---|
| Social — Nurturing employees | 8 Fair and responsible employment practice<br>10 Equal opportunities and anti-discrimination<br>11 Occupational health and safety<br>12 Development and training |
| Social — Providing quality and reliable service | 13 Service quality<br>14 Complaint handling<br>15 Privacy of client information and data protection<br>16 Business integrity<br>17 Anti-corruption and anti-money laundering |

## NURTURING EMPLOYEES

Employees are among the most important and valuable assets of the Group. Professional expertise and market knowledge of the staff are crucial to the continuous operation and sustainable development of the Group. The Group strives to attract and retain talents and reconciles economical imperatives with well-being, aiming at reinforcing satisfaction, loyalty and commitment to human capital.

The objective of the Group's human resource management is to reward and recognise performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives. The Group strictly complies with the applicable laws and regulations relating to the employment and the labour practices and has established the human resources policies with respect to:

- Compensation and dismissal
- Working hours
- Equal opportunities
- Anti-discrimination
- Health and safety
- Anti-money laundering
- Recruitment and promotion
- Rest periods
- Diversity
- Welfare and other benefits
- Protection of client information
- Sexual harassment prevention

### Fair and Responsible Employment Practice

The Group's essential human resources policies and procedures are included in the human resources manual (the "HR Manual") which is reviewed and updated periodically. The Group discourages and disallows any behaviour that violates policies under the HR Manual. Offenders will receive a warning and the Group has the right to terminate the employment of offenders for serious violations.

Employees are remunerated at a competitive level and are rewarded according to their contribution, work performance and experience. The promotion and remuneration of employees are subject to review on an annual basis. The Group has adopted a five-day workweek. Employees are entitled to the group medical insurance scheme, pension funds, share option schemes, discretionary bonus and various types of paid leave (examination, paternity and maternity) in addition to annual leave and sick leave. Events such as a birthday party are held for celebration with employees every month if heath considerations permit.

Child and forced labour are intolerable to the Group. To prevent child and forced labour, potential candidates shall provide identity documents for verification before employment and employees shall have reasonable freedom of movement. The Group did not notice any violation in any laws and regulations regarding preventing child and forced labour.

During the Year, there was no non-compliance with relevant laws and regulations that had a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity, anti-discrimination, other benefits and welfare.

During the Year, SCL complied with the Employment Ordinance (Cap. 57), the Employee's Compensation Ordinance (Cap. 282), the Mandatory Provident Fund Schemes Ordinance (Cap. 485) and the Minimum Wage Ordinance (Cap. 608) and did not find significant violations of laws and regulations relating to employment.

## Diversity, Equal Opportunity and Anti-Discrimination

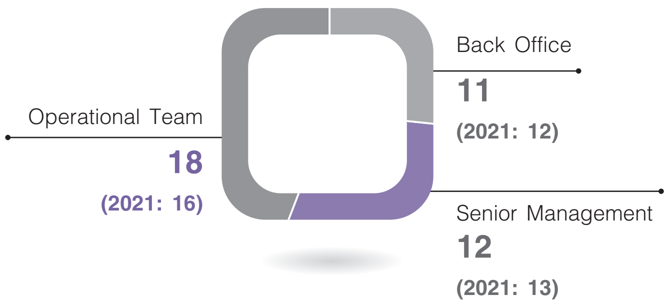
The Group believes that a diverse workforce is essential to the operations of its business and that diversity stimulates productivity, creativity and perspectives. An inclusive working environment will lead to the creation of the Company's competitive advantage.

The Group endeavours to provide a supportive working environment by treating employees fairly and equally. Gender and age equality are observed by the Group with an approximately equal ratio of males and females employed and a diverse workforce established from different age groups.

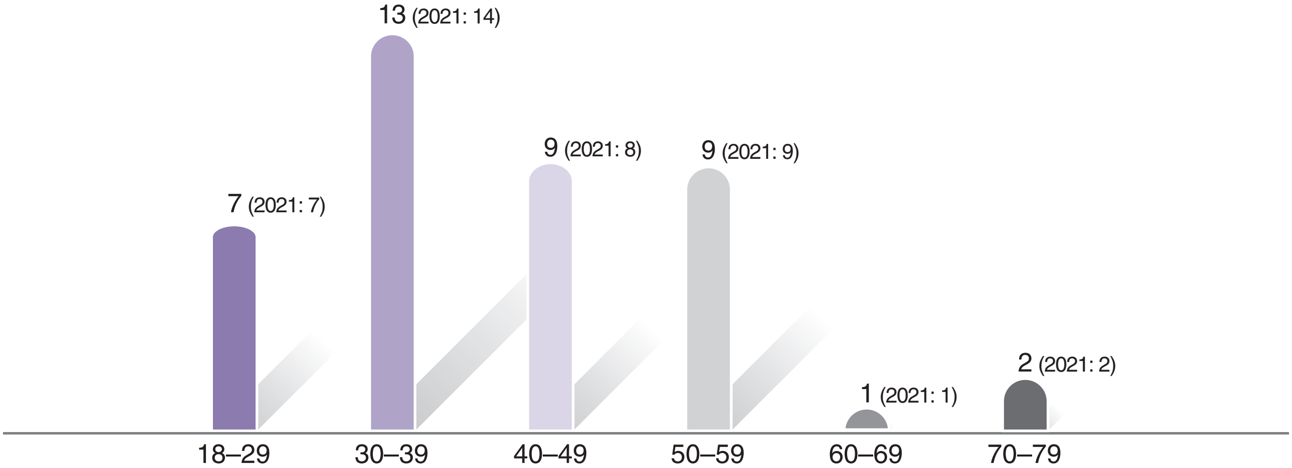
SCL had a total number of 41 employees as at 31 March 2022, consisting of 23 males and 18 females. All of the employees worked in Hong Kong office. 39 employees are full time and 2 employee are part-time.

### WORKFORCE BY GENDER


### WORKFORCE BY FUNCTION




### WORKFORCE BY AGE



Fair and equal employment and recruitment procedures are adopted within the Group. The recruitment process for all job vacancies involves reviewing job applications, selecting candidates for interviews, interviewing candidates and obtaining approval before giving any job offers. Recruitment is based on business needs and candidates' experiences and abilities, regardless of their gender, marital status, pregnancy, disability, age, family status, race, sexual orientation, religion and nationality. All forms of discrimination are prohibited.

The Group treats the employees with respect and fairness and encourages a culture of equal opportunity regardless of age, sex, physical or mental health status, marital status, family status, race, skin colour, nationality, religion, political affiliation, sexual orientation and other factors.

The HR Manual outlines the terms and conditions of employment, expectations for employees' conduct and behaviour, as well as employees' rights and benefits, which are in compliance with the requirements of the legislation on anti-discrimination in Hong Kong, including the Sex Discrimination Ordinance (Cap. 480), the Disability Discrimination Ordinance (Cap. 487), the Family Status Discrimination Ordinance (Cap. 527) and the Race Discrimination Ordinance (Cap. 602). All staff have the right to lodge a complaint if he or she has been subjected to any form of discrimination. Any substantiated discrimination complaints may result in disciplinary proceedings.

During the Year, there was no non-compliance with relevant laws and regulations that had a significant impact on the Group relating to equal opportunity, diversity and anti-discrimination.

The Group handles employee departure (whether by resignation or dismissal) in compliance with applicable employment laws and regulations. An exit interview will be arranged with employees who resign to understand the reasons for his/her departure and consider any suggestions for improvement.

The following tables illustrate the annual turnover rates of SCL during the Year:

| **Annual Turnover Rate (%)** | |
|---|---|
| 2021–22 | 12.05% |
| 2020–21 | 4.88% |

| **Turnover by Gender (%)** | **Male** | **Female** |
|---|---|---|
| 2021–22 | 12.99% | 10.86% |
| 2020–21 | 9.27% | Nil |

## Occupational Health and Safety

The Group is committed to providing and maintaining a safe, healthy and hygienic workplace for all employees, and all other persons likely to be affected by the Group's operations. In view of the Group's business nature, the employees work inside offices and are not exposed to significant occupational health and safety risks. Despite the low risk, providing a safe workplace and promoting the wellness of the employees are still the Group's major concerns to ensure that employees can give their best performance at work.

In response to the COVID-19 pandemic, SCL has complied with the Hong Kong government's public health and safety measures and swiftly implemented new health and safety measures, such as increasing the social distance via work-from-home, flexible working hours and split team arrangements, providing spare surgical masks and hand rub solution in the offices. Employees were required to wear masks in the office area at all times and meetings were held via an online video meeting software to avoid face-to-face contact and overseas business trips. The Group complies with the quarantine requirements set by the government to minimise the spread of the virus. Clear guidelines are in place to respond to situations where employees or their family members are found to have contracted the virus.

SCL upholds the Occupational Safety and Health Ordinance (Cap. 509) and has guidelines on occupational health and safety in place which are updated from time to time to minimise workplace risk and enhance the employees' awareness of occupational health and safety.

The Group strives to identify any actual and potential hazards and risks to each individual and work towards a safe and hygienic work environment in order to ensure that office and work environment is in line with or better than the requirements of relevant laws. As always, regular inspections and management reviews of health and safety conditions are performed by the Group to ensure the effectiveness of relevant policies and measures. The Group has a no smoking policy on its premises. The building management office arranges rescue, fire and evacuation drills to improve staff safety awareness. Employees are expected to comply with the policies and procedures, and cooperate in all safety training.

During the Year, SCL did not find any case of violation of laws and regulations in relation to the health and safety of the workplace. For the past three years including the Year, there was no work-related fatality nor work injury occurred.

## Development and Training

Improvement of employee competency is key to the Group's development. The Group believes that cultivating its highly skilled workforce and supporting employees' long-term career goals are integral to sustaining and strengthening its economic performance.

The Group is committed to providing comprehensive on-the-job coaching programs, which collectively serve as a platform to encourage employees to develop expertise and identify areas for improvement. SCL has established an employee appraisal system, which aims to help SCL and the employees (i) identifying needs, (ii) charting progress, (iii) building relationships and (iv) motivating employees.

Internal training sessions facilitated by the senior management of the Group and external training specialist are held from time to time. Such sessions will usually provide a detailed explanation and discussion of technical knowledge and practical difficulties encountered by employees in recent engagements as well as the updates on regulatory framework/ industry practice. The Group encourages employees to attend internal training to develop personal skills and knowledge, and improve their core competence. During the Year, SCL Limited held 7 internal training sessions.

The Group's employees are also encouraged to attend outside seminars and training sessions to enrich their knowledge in discharging their duties. The Group provides allowance and permission to all professional employees to attend seminars and training organised by professional bodies (e.g. Hong Kong Institute of Certified Public Accountants, The Law Society of Hong Kong and the Hong Kong Securities and Investment Institute) relevant to their duties and the Group's regulated activities and business.

Professional employees are required to comply with continuing professional training and examination requirements as stipulated in relevant regulations. The Group provides all professional employees with allowances and permission to attend seminars and training and encourages them to take examinations relevant to their professional qualifications. All professional employees in the Group are properly licensed and registered with the Securities and Futures Commission (the "SFC") in Hong Kong.

The following figures show the employee training statistic of SCL during the Year:

## EMPLOYEE TRAINING

| 39 | 342 | 95.1% | 8.77 |
|---|---|---|---|
| Total number of employees received training | Total training hours | Percentage of employees received training | Average training hours per employee |

| Percentage of employees received training by gender | 2021–22 | 2020–21 |
|---|---|---|
| Male: | **95.7%** | 100% |
| Female: | **94.4%** | 90% |
| **Percentage of employees received training by function** | | |
| Senior Management: | **100%** | 100% |
| Operations: | **88.9%** | 93.75% |
| Back Office: | **90.9%** | 83.33% |
| **Average training hours completed per employee by gender** | | |
| Male: | **9.55 Hours** | 12.95 Hours |
| Female: | **6.64 Hours** | 5.28 Hours |
| **Average training hours completed per employee by function** | | |
| Senior Management: | **8.97 Hours** | 11.93 Hours |
| Operations: | **9.85 Hours** | 8.26 Hours |
| Back Office: | **5.58 Hours** | 8.80 Hours |

## PROVIDING QUALITY AND RELIABLE SERVICES

As one of the leading corporate financial advisory groups in Hong Kong, the Group seeks to deliver a high quality of service to its clients at all times. The Group believes that market reputation and clients' confidence in the Group's services are critical to its success.

## Service Quality

SCL conducts the Group's corporate financial advisory business in Hong Kong and is a licenced corporation under the Securities and Futures Ordinance (the "SFO"). SCL is committed to complying with all relevant laws and regulations under the regulatory regime of the financial service industry, in particular, all applicable provisions of the SFO and its supplementary rules and regulations as well as the codes and guidelines issued by SFC. The professional employees were properly licensed and registered with the SFC. All Responsible Officers have extensive experience providing corporate finance advisory services to the listed companies in Hong Kong.

SCL gains new business through marketing initiatives, referrals from existing clients and professional firms and the personal connections of directors or employees. In this regard, SCL places great emphasis on building clients' loyalty by providing them with prompt, competent and unbiased professional services.

Throughout its operations, SCL conforms to the requirements of the rules and regulations of the HKSAR, the SFC, the Stock Exchange and other regulatory authorities, such as the Prevention of Bribery Ordinance, the Code of Conduct for Persons Licensed by or Registered with the SFC, the Corporate Finance Adviser Code of Conduct, the Guidelines on Competence, and the Hong Kong Sponsor Due Diligence Guidelines. When conducting SCL's business activities, all employees are required to be aware of the Group's reputation and act with the highest level of integrity and professional ethics.

Feedback and suggestions from clients provide an opportunity for the Group to enhance the quality of its services in a sustainable manner. SCL is committed to responding and resolving all clients' enquiries and comments promptly and with care in order to maintain and improve its reputation in the corporate finance advisory industry. In compliance with the internal guidelines on complaint handling procedures, SCL is required to investigate each case, work out a solution and provide a written response to the complainant promptly upon receipt of a complaint.

Since the Group is engaged in the corporate financial advisory business, no tangible products were sold or shipped to recall for safety and health reasons. Neither quality assurance process nor recall procedures are applicable to the Group and SCL. During the Year, SCL did not receive any material complaints regarding the services it provided.

## Privacy of Client Information and Data Protection

The Group emphasizes the importance of protecting all clients' information. Protection of client data is a key to maintaining the Group's good corporate governance and long-term mutual trust with its clients.

In compliance with the Personal Data (Privacy) Ordinance (Cap. 486), SCL collects and uses client information in a responsible and non-discriminatory manner, and restricts the use of the client information as required by the confidentiality clause included in the mandates. All employees are required to maintain strict confidentiality about the affairs of SCL. Employees are not allowed to disclose confidential information to other individuals or third parties, directly or indirectly, or exploit and use confidential information concerning SCL and its clients.

SCL has taken proactive steps to improve overall data protection, including (i) implementation of an advanced storage system and (ii) enhancement of networking security systems.

During the Year, there have been no cases or complaints in relation to violation of relevant confidentiality laws by SCL.

SCL respects intellectual property rights and complies with relevant laws and regulations on intellectual property. Internal procedures are established for intellectual property rights protection and they are disseminated to all relevant employees. The Group stipulates that all hardware and software used for business or operational purposes shall be copyrighted and in accordance with the requirements for the protection of intellectual properties.

## Business Integrity, Anti-Corruption and Anti-Money Laundering

The Group is committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct business with integrity, impartiality and honesty. It is every employee's responsibility and in the interest of the Group to avoid any inappropriate behaviour or organisational malpractice that compromises the interest of the shareholders, investors, clients and the wider public. The "Code of Conduct" for employees has been established to convey to the employees the Group's requirements on integrity and ethic.

SCL strictly follows the Prevention of Bribery Ordinance (Cap. 201). In addition to the code of conduct as set out in the HR Manual, SCL has adopted the "Compliance and Internal Procedures Manual — Corporate Finance Activities" (the "Compliance Manual") that includes provisions relating to conflicts of interest, confidentiality, bribery and anti-corruption. The Compliance Manual is reviewed annually and periodic updates are made in order to reflect the prevailing regulatory practices if necessary.

As a financial service provider, one of the Group's social responsibilities is to prevent and detect money laundering. The Group has zero-tolerance for corruption, fraud, extortion, bribery and money laundering. The Group has established the "Policy on Anti-Money Laundering and Counter-Terrorist Financing" (the "Group AML/CFT Policy") and "Anti-Corruption Policy" that sets out the general framework for the Group to prohibit any form of corruption and combat money laundering and financing of terrorism.

SCL strictly complies with the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) and section 399 of the SFO. In addition, SCL follows the Group AML/CFT Policy and has developed the "Guidelines on Anti-Money Laundering and Counter-Terrorist Financing for Somerley Capital Limited" which provides guidance to the employees on the following aspects: (i) client identity verification, (ii) client risk grading, (iii) retention of transaction records, and (iv) large amount and suspicious trading reports.

The money laundering responsible officer, with the assistance of the compliance department, regularly reviews the anti-money laundering procedures to ensure that these are consistent with international and local regulatory updates.

The "whistle-blowing policy" has been established to encourage employees and other stakeholders who have concerns about any aspect of the work to come forward and disclose suspected misconduct, illegal acts or failure to act. The Whistleblowing Policy also provides confidential reporting channels and guidance on reporting possible improprieties in matters of financial reporting or other matters, and reassurance to employees or other stakeholders reporting their concerns under the Whistleblowing Policy of the protection that the Group will extend to them against unfair disciplinary action or victimisation for any genuine reports made. The Group also ensures that proper arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action. The Audit Committee is responsible for overseeing and reviewing the implementation of the whistleblowing system and making recommendations on investigation measures for any whistleblowing.

During the Year, the Group was not aware of any material non-compliance relating to corruption, bribery, extortion, fraud and money laundering and no legal cases regarding corrupt practices brought against the Group or its employees during the Year. SCL did not provide anti-corruption training to the employees during the Year due to the outbreak of COVID-19 but it will try to do so in the near future when the situation is allowed. Instead, SCL periodically provided up-to-date news and industry information to the employees by circulating the circulars in relation to anti-corruption and anti-money laundering.

### Supply Chain Management

Due to the nature of its principal business activities, the Group generally procures office supplies, such as stationery, toner and paper and has no major suppliers. Although the Group does not rely on suppliers, the Group commits to conduct its business in an ethical and sustainable manner. For selection of its suppliers, the Group not only consider their capability, quality of products and services and price, but also value their performance on labour practices, environmental and social responsibilities. The Group would be aware of negative news of its current and potential suppliers, especially in environmental and social aspects, and avoids acquiring from those with poor environmental and social image. In addition, to integrate the environmental vision into the procurement of office supplies, the Group chooses suppliers who provide durable products with less packaging materials, and priority is given to those who offers environmentally friendly alternatives. The management of the Group will review the procurement process from time to time.

## CONTRIBUTING TO THE COMMUNITY

As a socially responsible organisation, the Group is committed to participating in events for the improvement of community well-being and social services so as to deliver positive and long-term impact to the local communities in which the Group operates. The Group participates in community involvement through sponsorship and donations, community volunteering, and caring for the interests of the local community.

The Group makes both monetary (2021–22: HK$10,000) and non-monetary donations to different non-profit charitable organisations in need where it understands the mission of the charity and has contacts with its management. In addition, the Group encourages its employees to participate in charitable events to support the local community.

## PROTECTING THE ENVIRONMENT

Environmental challenges such as climate change and resource depletion are contemporary problems faced by all people. As a financial service provider, a direct impact on the environment is not likely to occur. The Group attaches great importance to doing what it can towards environmental protection and is aware of the indirect environmental impact created by the office operations. The Group has gradually implemented a green office and is actively promoting environmental awareness among all employees. Details of measures are set out in the sections below.

SCL strives to comply with relevant laws and regulations of the Environmental Protection Department in Hong Kong. The Group was not aware of any incidents of non-compliance with relevant laws and regulations that have a significant impact on SCL relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. Due to the nature of its business, SCL's commitment to the environment focuses on the conservation of energy, reduction of paper usage and reduction of waste by recycling.

### Emissions

Since SCL's business does not involve any manufacturing process and it does not own any vehicles, no gaseous fuel consumption or air emission (Sulphur Oxides, Nitrogen Oxides and Particulate Matter) was directly produced by SCL during the Year.

SCL's main carbon footprint is the greenhouse gas emission from indirect emissions including the use of electricity, such as lighting systems, air-conditioning, computers, printers and other office equipment, business travel and paper consumption in the office. To minimise the need for air travel and increase the quality of video conferencing, the Group has installed high-quality video equipment in its main conference room. SCL does not engage in any discharges of wastes into water or land or generate a significant amount of hazardous wastes.

During the Year, SCL has estimated that 65.41 tonnes of carbon dioxide equivalent ("$CO_2e$") greenhouse gases ("GHG", mainly carbon dioxide, methane and nitrous oxide) were indirectly emitted as a result of SCL's operations. In addition, SCL has no business travel activity during the Year due to the impact of COVID-19 pandemic, and therefore no reportable scope 3 emission from business travel.

| Greenhouse Gas Emission Sources | GHG Emission (in tonnes $CO_2e$) 2021–22 | 2020–21 |
|---|---|---|
| **Scope 1 — Direct Emission** | — | — |
| **Scope 2 — Energy Indirect Emission** | | |
| Purchased Electricity | 57.61 | 74.22 |
| **Scope 3 — Other Indirect Emission** | | |
| Paper Consumption | 7.80 | 10.26 |
| **Total** | 65.41 | 84.48 |
| Intensity (kg per employee) | 1,575.67 | 2,060.58 |
| Intensity (kg per sq.ft.) | 7.18 | 9.28 |

*Notes:* (i) The weighted average number of employees during the Year was 41.51 (2020–21: 41) and the office area is 9,106 square feet.

(ii) Unless otherwise stated, the calculation methodology refer to "How to prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

(iii) The emission factor for Scope 2 emissions adopted from the latest sustainability reports of the local power companies.

## Energy Usage

The Group's electricity consumption mainly comes from office equipment and lighting for daily operations. SCL is committed to minimising energy usage.

The COVID-19 pandemic was broken out in late 2019. The unpredictable and continued spread of the COVID-19 mutations has affected corporate finance advisory activities in 2020–2022, resulting in the distortion of the operational statistics as compared to the pre-pandemic levels. As a result, the Group sets a short-term target to achieve a steady, year-on-year reduction in energy consumption, with the current year's emissions being used as a benchmark and the Group will continue to assess the possible post-pandemic environment, formulate long-term plans and sets long-term targets for future sustainable development of the Group.

SCL also endeavours to reduce its carbon footprint and maintains a sustainable utilisation of resources by employing various initiatives and measures in its day-to-day operations, such as:

- Dividing the office area into different light zones;
- Replacing energy-intensive lights with light-emitting diodes;
- Replacing the computer storage with solid state drive;
- Procuring more energy efficient appliances, such as appliances with higher energy label ratings; and
- Turning off lights and electrical appliances that are not in use.

The following table illustrates the energy consumption and intensity of SCL during Year:

| | 2021–22 | 2020–21 |
|---|---|---|
| **Electricity** | | |
| Consumption (kWh) | **81,136** | 104,541 |
| Intensity (kWh per employee) | **1,954.61** | 2,549.78 |
| Intensity (kWh per sq.ft.) | **8.91** | 11.48 |

*Note:* The weighted average number of employees during the Year was 41.51 (2020–21: 41) and the office area is 9,106 square feet.

## Paper Reduction and Other Waste Treatment

Paper production is one of the most energy-intensive and polluting industries, voluminous paper consumption can also lead to deforestation and hence negative impact on the environment. Paper is one of the major resources consumed and the source of waste generated by the Group. With the aim of minimising the impact of its business operations on the environment, SCL has implemented measures that minimise paper usage at the office.

The COVID-19 pandemic broke out in late 2019. The unpredictable and continued spread of the COVID-19 mutations has affected corporate finance advisory activities in 2020–2022, resulting in the distortion of the operational statistics as compared to the pre-pandemic levels. As a result, the Group sets a short-term target to achieve a steady, year-on-year reduction in paper consumption, with the current year's emissions being used as a benchmark and the Group will continue to assess the possible post-pandemic environment, formulate long-term plans and sets long-term targets for future sustainable development of the Group.

SCL strives to use paper in the most efficient way and make it convenient for employees and clients to do so. During the Year, SCL has been committed to:

- Promoting paperless office, reducing printing and disseminating information by email;
- Introducing eco printing modes for employees and encouraging them to make doubled-sided copies when possible;
- Encouraging employees to use electronic communications for directories, forms, reports and storage when possible; and
- Providing waste paper recycling bins to collect single-sided printing paper (non-confidential documents) and envelopes reuse.

The following table illustrates the paper consumption and intensity of SCL during the Year:

| | 2021–22 | 2020–21 |
|---|---|---|
| **Paper** | | |
| Consumption (tonnes) | **1.62** | 2.14 |
| Intensity (kg per employee) | **39.15** | 52.20 |

*Note:* The weighted average number of employees during the Year was 41.51 (2020–21: 41).

As the Group is involved in the provision of financial services, the Group does not generate any hazardous waste. The waste produced by SCL's operations is mainly the non-hazardous waste from the office, including paper, plastic, glass, and kitchen waste. SCL has implemented certain measures, such as:

- Organising and maintaining the garbage and recycled waste holding areas;
- Placing appropriate signage on walls and bins stating what type of waste or recyclable should be placed in the bin;
- Ordering toner cartridges and paper prudently to avoid overstock and collecting all used toner and ink-jet cartridges for recycling; and
- Sorting recycled waste into appropriate receptacles and informing employees on sorting methods if needed.

The following table illustrates the waste generated by SCL and its intensity during the Year:

| | **2021–22** | 2020–21 |
|---|---|---|
| Paper Waste (tonnes) | **1.62** | 2.14 |
| Other Unrecyclable Waste (tonnes) | **0.51** | 0.51 |
| Total Non-hazardous Waste | **2.13** | 2.65 |
| Intensity (kg per employee) | **51.43** | 64.67 |
| Intensity (kg per sq.ft) | **0.23** | 0.29 |

*Note:* The weighted average number of employees during the Year was 41.51 (2020–21: 41) and the office area is 9,061 square feet.

## Water Conservation and Use of Packaging Materials

The Group's main source of water usage comes from freshwater consumption and toilet flushing. The Group is committed to managing water usage across the office. The Group's business does not involve high water consumption and its principal office operates in leased premises for which both the water supply and discharge are solely controlled by the building management of the leased premises. Therefore, details of water withdrawal and discharge data are not available for disclosure. Nevertheless, the Group understands that the amount of wastewater is closely related to the amount of freshwater consumption. The Group strives to reduce water consumption during operations and improve the efficiency of water use. The Group has implemented the following measures to reduce water consumption during operations and to improve employees' awareness of water conservation:

- Posting "Water Conservation" notices in offices to promote water conservation;
- Subscribing the annual maintenance of the water equipment to keep the efficiency;
- Educating employees on water conservation; and
- Repairing dripping water faucets immediately.

In addition, due to the nature of the Group's businesses, the Group does not have physical products for sale and therefore no use of packaging materials is involved. Disclosure on this report is not applicable to the Group.

## Climate Change

Climate change is one of the greatest threats to the planet. Though the Group is engaged in financial services business which does not involve any manufacturing or production, it has fully realised that climate changes may impose a potential impact on its business. The Group has considered the potential climate-related risks in respect of the recommendations of the Task Force on Climate-related Financial Disclosure and has identified the climate-related risks relating to the businesses and operations of the Group and categorised them into (1) physical risks and (2) transition risks.

***Physical risks***

The Group is aware that climate change can result in extreme weather conditions such as earthquakes, flooding and typhoon, affecting the ecosystem. In the long term, the incremental change in the climate cumulatively builds up and may have an impact on the Group. It may include temperature changes and rising sea levels. To an extent, the Group relies on the infrastructure including water, electricity, transportation and the internet which are vulnerable to climate hazards and the safety of employees in commuting to and from the workplace is threatened. The Group strives to reduce its carbon footprint from indirect emissions including the use of electricity and paper consumption in the office by implementing the relevant measures as disclosed above.

Short term disruption of the business operation may occur as a result of extreme weather conditions and affect the Group's relationship with the clients. In Hong Kong, super typhoon is a foreseeable extreme weather event resulting from climate change. The Group's HR Manual outlines the detailed procedures to approach typhoon signals and rainstorm warnings to protect the personal safety of the employees and the safety of the property of the Group.

As the Group's operations are principally office-based, the effect on the productivity of its employees would not be significant unless the extreme weather continues for a long period. The Group has implemented the work-from-home arrangement and empowered the employees with advanced information technology equipment to mitigate any adverse effects. In addition, the Group has consistently implemented dual data centre solutions for business continuity. In case the data in the office or data centre is damaged or the information technology equipment is malfunctioning due to extreme weather conditions, the Group retains the latest backup and is able to resume the business operation.

***Transition risks***

Emerging environmental, social and governance standards such as emission reduction targets and enhanced reporting requirements may increase the Group's operating costs and compliance risk. The increase in operating costs comes from such as purchasing more environmentally friendly products and services, the cost of introducing ESG and climate risk management procedures and extra staff costs in reporting and implementation of ESG related initiatives. The increase in compliance risk includes enhanced reporting requirements, the increase in business complexity to comply with newly introduced environmental, human resource, and other ESG related laws and regulations and loss in reputation if the Group fails to handle ESG related incidents properly.

# SUSTAINABILITY

The Group understands the importance of achieving economic, environmental and social sustainability. Sustainability guidelines lay out the Group's principles and actions for managing and performing ethically and sustainably, throughout its operational flow. The Group will continue to deliver safe and quality services without endangering the environment. The Group will also continue to contribute to the community through charitable and other activities.

# COMMENTS AND FEEDBACK

The progress of the Group depends in part on stakeholders' valuable comments. For any doubts about or advice as regards this ESG Report, please forward your comments and suggestions to somerley@somerley.com.hk.

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**TO THE SHAREHOLDERS OF SOMERLEY CAPITAL HOLDINGS LIMITED**
**新百利融資控股有限公司**
*(incorporated in Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of Somerley Capital Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 65 to 123, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

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

## KEY AUDIT MATTERS (Continued)

### Impairment assessment on trade receivables

Refer to note 21 to the consolidated financial statements and the accounting policies on pages 83 to 86.

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| The Group had trade receivables amounted to approximately HK$5,637,000, net of accumulated credit losses of HK$531,000 as at 31 March 2022.<br><br>Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of impairment based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances. Management also considered forward looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.<br><br>We focused on this area as the impairment assessment of trade receivables under the expected credit losses model involved the use of significant management judgements and estimates. | Our audit procedures were designed to challenge the assumptions and critical judgements of the Group's forward-looking expected credit losses model on impairment assessment of trade receivables.<br><br>We have discussed with the management on the basis of, the segmentation of trade receivables based on their risk profile; we have on sample basis, assessed whether items in the trade receivables ageing report were classified within the appropriate ageing category by comparing individual items in the report with relevant invoices; tested the reasonableness of the historical default data and evaluated whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and tested the subsequent settlements of trade receivables as at 31 March 2022. |

### Valuation of intangible asset

Refer to note 17 to the consolidated financial statements and the accounting policies on page 88.

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| We identified the impairment assessment of intangible asset relating to asset management service segment as a key audit matter due to the fact that the asset management service segment incurred losses for the year ended 31 March 2022. The Group's management exercised significant judgement on the impairment testing, which required the estimation of key assumptions to determine the recoverable amount.<br><br>No impairment loss of intangible asset was recognised relating to asset management service segment for the current year and further details are set out in the note 17 to the consolidated financial statements. | In order to address this matter in our audit, we obtained assessment prepared by the management with the assistance of valuer.<br><br>We understood the process over the impairment assessment of intangible asset.<br><br>We evaluated appropriateness of the valuation technique and reasonableness of the key assumptions as details in note 17 in assessing the fair value less costs of disposal by the management with the assistance of the independent valuation specialists.<br><br>We also evaluated the competency and capabilities of the independent external valuer taking into account of its experience and qualifications. |

## KEY AUDIT MATTERS (Continued)

### Valuation of unlisted financial asset at fair value through profit or loss

Refer to note 22 to the consolidated financial statements and the accounting policies on page 87.

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| As at 31 March 2022, included in the financial assets at fair value through profit or loss, is an investment in unlisted convertible note of approximately HK$1,566,000. Independent valuer was engaged by the management for the fair value estimations of the unlisted convertible note as at 31 March 2022.<br><br>We have identified the valuation of the investment in unlisted convertible note included in the financial assets at fair value through profit or loss as a key audit matter since significant judgements and estimates, including use of significant unobservable inputs, have been used in the fair value estimations by the management and the independent valuer at the end of the reporting period. | Our audit procedures were designed to challenge management's estimation in determining the fair value of the financial assets.<br><br>We have also involved valuation specialists to review the appropriateness of this fair value.<br><br>We also focused on the valuation methodologies and assumptions of financial instruments that were classified as level 3 in the fair value hierarchy.<br><br>We have assessed the valuation methodology and challenged the inputs and assumptions used in the valuation and validated the observable inputs using external market data.<br><br>We also evaluated the competency and capabilities of the independent external valuer taking into account of its experience and qualifications. |

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

## RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Audit Committee is responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagements, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Lee Shun Ming.

**SHINEWING (HK) CPA Limited**
*Certified Public Accountants*
**Lee Shun Ming**
Practising Certificate Number: P07068
Hong Kong

20 June 2022

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 March 2022*

| | NOTES | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|---|
| Revenue | 6 | **68,175** | 75,456 |
| Other income | 7 | **1,608** | 1,317 |
| | | **69,783** | 76,773 |
| Employee benefits costs | | **(52,689)** | (53,147) |
| Fair value gain on financial assets at fair value through profit or loss | | **298** | 11,171 |
| Depreciation | | **(9,181)** | (11,200) |
| Introduction expenses | | **(1,019)** | (435) |
| Share of loss of an associate | | **(4)** | — |
| Finance cost on lease liabilities | | **(362)** | (256) |
| Impairment loss recognised in respect of intangible asset | 17 | **—** | (4,500) |
| Impairment loss recognised in respect of goodwill | 16 | **—** | (1,123) |
| Other operating expenses | | **(10,584)** | (10,407) |
| (Loss) profit before tax | 8 | **(3,758)** | 6,876 |
| Income tax (expense) credit | 9 | **(98)** | 472 |
| (Loss) profit for the year | | **(3,856)** | 7,348 |
| *Other comprehensive income* | | | |
| Item that may be reclassified subsequently to profit or loss: | | | |
| Exchange differences arising on translation of financial statements of foreign operations | | **17** | 78 |
| Total comprehensive (expense) income for the year | | **(3,839)** | 7,426 |
| (Loss) profit for the year attributable to: | | | |
| Owners of the Company | | **(3,637)** | 8,540 |
| Non-controlling interests | | **(219)** | (1,192) |
| | | **(3,856)** | 7,348 |
| Total comprehensive (expense) income for the year attributable to: | | | |
| Owners of the Company | | **(3,620)** | 8,618 |
| Non-controlling interests | | **(219)** | (1,192) |
| | | **(3,839)** | 7,426 |
| (Loss) earnings per share | | | |
| — basic (HK cents) | 13 | **(2.56)** | 6.03 |
| — diluted (HK cents) | 13 | **(2.56)** | 5.83 |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 31 March 2022*

| | NOTES | **2022 HK$'000** | 2021 HK$'000 |
|---|---|---|---|
| Non-current assets | | | |
| Property and equipment | *14* | **1,787** | 1,421 |
| Right-of-use assets | *15* | **14,860** | 3,729 |
| Goodwill | *16* | **—** | — |
| Intangible asset | *17* | **1,500** | 1,500 |
| Interest in an associate | *18* | **776** | — |
| Rental deposit | *21* | **2,071** | 234 |
| Financial asset at fair value through profit or loss | *22* | **1,566** | — |
| Deferred tax assets | *19* | **104** | 127 |
| | | **22,664** | 7,011 |
| Current assets | | | |
| Trade receivables | *21* | **5,637** | 7,486 |
| Prepayments, deposits and other receivables | *21* | **8,480** | 4,839 |
| Financial assets at fair value through profit or loss | *22* | **3,817** | 1 |
| Tax recoverable | | **546** | — |
| Cash and cash equivalents | *20* | **75,028** | 96,478 |
| | | **93,508** | 108,804 |
| Current liabilities | | | |
| Contract liability | *23* | **181** | 323 |
| Other payables and accruals | *24* | **1,754** | 4,126 |
| Amount due to an associate | *29(b)* | **763** | — |
| Lease liabilities | *15* | **6,917** | 3,238 |
| Provision for reinstatement cost | *26* | **—** | 2,300 |
| Tax payable | | **—** | 363 |
| | | **9,615** | 10,350 |
| Net current assets | | **83,893** | 98,454 |
| Total assets less current liabilities | | **106,557** | 105,465 |
| Non-current liabilities | | | |
| Lease liabilities | *15* | **8,366** | 545 |
| Provision for long service payment | *25* | **230** | 130 |
| Provision for reinstatement cost | *26* | **2,300** | — |
| Deferred tax liabilities | *19* | **247** | 247 |
| | | **11,143** | 922 |
| Net assets | | **95,414** | 104,543 |

*As at 31 March 2022*

| | NOTES | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|---|
| Capital and reserves | | | |
| Share capital | 28 | **1,424** | 1,419 |
| Reserves | | **93,733** | 102,719 |
| Equity attributable to owners of the Company | | **95,157** | 104,138 |
| Non-controlling interests | | **257** | 405 |
| Total equity | | **95,414** | 104,543 |

The consolidated financial statements on pages 65 to 123 were approved and authorised for issued by the board of directors on 20 June 2022 and are signed on its behalf by:

**Sabine Martin Nevil** **Chow Wai Hung Kenneth**

*For the year ended 31 March 2022*

| | Attributable to the owners of the Company | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Share capital HK$'000 | Share premium HK$'000 | Retained earnings HK$'000 | Shareholder contribution reserve HK$'000 | Share option reserve HK$'000 | Translation reserve HK$'000 | Other reserve *(Note)* HK$'000 | Total HK$'000 | Non-controlling interests HK$'000 | Total HK$'000 |
| At 1 April 2020 | 1,413 | 57,975 | 23,132 | 4,179 | 2,307 | (40) | 9,900 | 98,866 | 1,647 | 100,513 |
| Profit (loss) for the year | — | — | 8,540 | — | — | — | — | 8,540 | (1,192) | 7,348 |
| Other comprehensive income | | | | | | | | | | |
| Exchange differences arising from translation of foreign operation | — | — | — | — | — | 78 | — | 78 | — | 78 |
| Profit (loss) and total comprehensive income (expense) for the year | — | — | 8,540 | — | — | 78 | — | 8,618 | (1,192) | 7,426 |
| Issue of shares upon exercise of share options *(note 34)* | 6 | 336 | — | — | (192) | — | — | 150 | — | 150 |
| Dividends recognised as distribution | — | (3,546) | — | — | — | — | — | (3,546) | — | (3,546) |
| Change in ownership interest in a subsidiary that does not result in change of control | — | — | 50 | — | — | — | — | 50 | (50) | — |
| At 31 March 2021 | 1,419 | 54,765 | 31,722 | 4,179 | 2,115 | 38 | 9,900 | 104,138 | 405 | 104,543 |
| At 1 April 2021 | **1,419** | **54,765** | **31,722** | **4,179** | **2,115** | **38** | **9,900** | **104,138** | **405** | **104,543** |
| Loss for the year | **—** | **—** | **(3,637)** | **—** | **—** | **—** | **—** | **(3,637)** | **(219)** | **(3,856)** |
| Other comprehensive income | | | | | | | | | | |
| Exchange differences arising from translation of foreign operation | **—** | **—** | **—** | **—** | **—** | **17** | **—** | **17** | **—** | **17** |
| (Loss) profit and total comprehensive (expense) income for the year | **—** | **—** | **(3,637)** | **—** | **—** | **17** | **—** | **(3,620)** | **(219)** | **(3,839)** |
| Issue of shares upon exercise of share options *(note 34)* | **5** | **269** | **—** | **—** | **(169)** | **—** | **—** | **105** | **—** | **105** |
| Dividends recognised as distribution | **—** | **(5,395)** | **—** | **—** | **—** | **—** | **—** | **(5,395)** | **—** | **(5,395)** |
| Change in ownership interest in a subsidiary that does not result in change of control | **—** | **—** | **(71)** | **—** | **—** | **—** | **—** | **(71)** | **71** | **—** |
| At 31 March 2022 | **1,424** | **49,639** | **28,014** | **4,179** | **1,946** | **55** | **9,900** | **95,157** | **257** | **95,414** |

*Note:* Other reserve represented the difference between the nominal amount of the share capital of Somerley Capital Limited ("SCL") and the nominal amount of the share capital issued by the Company pursuant to a group reorganisation undergone for the initial public offering of the shares of the Company.

# CONSOLIDATED STATEMENT OF CASH FLOWS

*For the year ended 31 March 2022*

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| **OPERATING ACTIVITIES** | | |
| (Loss) profit before tax | (3,758) | 6,876 |
| Adjustments for: | | |
| Finance costs on lease liabilities | 362 | 256 |
| Share of loss of an associate | 4 | — |
| Depreciation of property and equipment | 1,004 | 1,042 |
| Depreciation of right-of-use assets | 8,177 | 10,158 |
| Bank interest income | (217) | (123) |
| Government grant | — | (2,456) |
| Provision for (reversal of provision for) long service payment | 100 | (173) |
| Impairment loss recognised in respect of trade receivables | 445 | 793 |
| Impairment loss recognised in respect of intangible asset | — | 4,500 |
| Impairment loss recognised in respect of goodwill | — | 1,123 |
| Fair value gain on financial assets at fair value through profit or loss | (298) | (11,171) |
| Operating cash flow before movements in working capital | 5,819 | 10,825 |
| Decrease (increase) in trade receivables | 1,404 | (1,425) |
| Increase in prepayments, deposits and other receivables | (5,938) | (646) |
| Decrease in contract liability | (142) | (11) |
| Increase in financial assets at fair value through profit or loss | (3,517) | — |
| (Decrease) increase in other payables and accruals | (2,372) | 1,626 |
| Cash (used in) generated from operations | (4,746) | 10,369 |
| Hong Kong profits tax (paid) refunded | (984) | 665 |
| **NET CASH (USED IN) FROM OPERATING ACTIVITIES** | (5,730) | 11,034 |
| **INVESTING ACTIVITIES** | | |
| Purchases of property and equipment | (920) | (214) |
| Advance to an associate | (17) | — |
| Interests received | 227 | 110 |
| Purchase of financial assets at fair value through profit or loss | (1,554) | — |
| Proceeds from disposals of financial assets at fair value through profit or loss | — | 28,814 |
| **NET CASH (USED IN) FROM INVESTING ACTIVITIES** | (2,264) | 28,710 |
| **FINANCING ACTIVITIES** | | |
| Proceeds from issuance of shares | 105 | 150 |
| Repayment of principal element of lease liabilities | (7,822) | (9,437) |
| Interest paid in respect of lease liabilities | (362) | (256) |
| Dividend paid | (5,395) | (3,546) |
| Government grant received | — | 2,456 |
| **NET CASH USED IN FINANCING ACTIVITIES** | (13,474) | (10,633) |
| **NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS** | (21,468) | 29,111 |
| **CASH AND CASH EQUIVALENT AT THE BEGINNING OF YEAR** | 96,478 | 67,235 |
| **EFFECT OF FOREIGN EXCHANGE RATE CHANGES** | 18 | 132 |
| **CASH AND CASH EQUIVALENT AT THE END OF YEAR,** represented by bank balances and cash | 75,028 | 96,478 |

## 1. GENERAL

The Company was incorporated on 21 April 2016 in the Cayman Islands as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and the shares of the Company are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its parent and ultimate holding company is Somerley Group Limited ("SGL"), a company incorporated in Hong Kong with limited liabilities. The addresses of the registered office and the principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company is principally engaged in investment holding. The Group's operating subsidiaries are mainly engaged in the provision of corporate finance advisory services and asset management services. Particulars of the subsidiaries are set out in note 35.

These consolidated financial statements are presented in Hong Kong dollars ("HK$") which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") which are effective for the Company's financial year beginning on 1 April 2021:

| | |
|---|---|
| Amendment to HKFRS 16 | Covid-19-Related Rent Concessions |
| Amendment to HKFRS 16 | Covid-19-Related Rent Concessions beyond 30 June 2021 |
| Amendments to HKFRS 9, Hong Kong Accounting Standard ("HKAS") 39, HKFRS 7, HKFRS 4 and HKFRS 16 | Interest Rate Benchmark Reform — Phase 2 |

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

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### New and amendments to HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

| | |
|---|---|
| HKFRS 17 | Insurance Contracts and related Amendments[2] |
| Amendments to HKFRS 3 | Reference to Conceptual Framework[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 HKAS 1 | Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements-Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[2] |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies[2] |
| Amendments to HKAS 8 | Definition of Accounting Estimates[2] |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction[2] |
| Amendments to HKAS 16 | Property, plant and Equipment: Proceeds before Intended Use[1] |
| Amendments to HKAS 37 | Onerous Contracts- Cost of Fulfilling a Contract[1] |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2018–2020 cycle[1] |

1 Effective for annual periods beginning on or after 1 January 2022.
2 Effective for annual periods beginning on or after 1 January 2023.
3 Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that, the application of the new and amendments to HKFRSs will have no material impact on the financial performance and position for the current and prior period and disclosure set out in the consolidated financial statements.

## 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

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

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The principal accounting policies are set out below.

### Basis of consolidation

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

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

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income 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.

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

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

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Changes in the Group's ownership interests in existing subsidiaries

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

### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating unit (the "CGU") (or groups of CGU) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

### Intangible assets acquired in a business combination

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

Subsequent to initial recognition, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on property and equipment, right-of-use assets and intangible assets other than goodwill below).

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

### Interest in an associate

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

The Group's interest in an associate are accounted for in the consolidated financial statements using the equity method. Under the equity method, investments in associate is initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of the associate are recognised in profit or loss and other comprehensive income after the date of acquisition. If the Group's share of losses of an associate equals or exceeds its interest in the associate, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the associate, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Interest in an associate (Continued)

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate is recognised as goodwill and is included in the carrying amount of the investment.

The requirements of HKAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

When the investment ceases to be an associate upon the Group losing significant influence over the associate, the Group discontinues to apply equity method and any retained interest is measured at fair value at that date which is regarded as its fair value on initial recognition as a financial asset in accordance with the applicable standard. Any difference between the fair value of any retained interest and any proceeds from disposing of a part interest in the associate and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss. Any amount previously recognised in other comprehensive income in relation to that investment is reclassified to profit or loss or retained earnings on the same basis as it would have been required if the investee had directly disposed of the related assets or liabilities.

### Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

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 customers.

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 same.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue recognition (Continued)

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

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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 goods or services.

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

***Contract assets and contract liabilities***

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

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

The Group recognised revenue from the following major sources:

- Financial advisory and independent financial advisory fee income
- Compliance advisory fee income
- Asset management fee income

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue recognition (Continued)

***Provision of services***

Financial advisory, independent financial advisory, compliance advisory, other fee income and the relevant services that have been rendered by the Group are recognised over time or at a point in time with reference to the detailed terms of transactions as stipulated in the contracts entered into with its customers and counterparties.

For the Group's fee income from acting as compliance adviser, the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Hence, revenue is recognised over time.

The Group recognises the revenue from asset management services over time as the service is provided. Fees for asset management services are calculated based on a fixed rate of the value of funds managed.

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

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

### Leasing

***Definition of a lease***

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

***The Group as lessee***

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease, at inception of the contract or modification date, as appropriate. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

*Right-of-use assets*

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, provision is recognised and measured under HKAS 37 "Provision, Contingent Liabilities and Contingent Assets". The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment loss. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

*Lease liabilities*

At the commencement date, the Group recognises and measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Leasing (Continued)

***The Group as lessee*** (Continued)

*Lease liabilities* (Continued)

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured 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.

### Property and equipment

Property and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

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

An item of property 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 and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on profit or loss for the year. Taxable profit differs from "(loss) profit before tax" as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are 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 assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

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

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 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition due to application of the initial recognition exemption.

Current and deferred tax are recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on either (i) the same taxable entity; or (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### 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 recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

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

### Employee benefits

***(i) Short term employee benefits and contributions to defined contribution retirement plans***

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

***(ii) Lump sum long service amounts payable on cessation of employment***

The Group's net obligation in respect of lump sum long service amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at the end of the reporting period on high quality corporate bonds (where there is no deep market in such corporate bonds, government bonds) that have maturity dates approximating the terms of the Group's obligations. Changes in carrying amount of the relevant net obligation are recognised in profit or loss.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Share-based payment transactions

***Equity-settled share-based payment transactions***

*Share options granted to employees*

The fair value of services received determined by reference to the fair value of share options granted at the date of grant is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

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

### Cash and cash equivalents

Cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less. For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash as defined above.

### Investment in a subsidiary

Investment in a subsidiary is stated on the statement of financial position of the Company at cost less accumulated impairment loss.

### Financial instruments

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

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

***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 marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI") and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

*Financial assets at amortised cost (debt instruments)*

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

***Financial assets*** (Continued)

*Financial assets at amortised cost (debt instruments)* (Continued)

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (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) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets other than purchased or originated credit- impaired financial assets, 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. If, in subsequent reporting periods, 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.

Interest income is recognised in profit or loss and is included in the “Other income” line item (note 7).

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

***Financial assets*** (Continued)

*Financial assets at FVTPL*

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

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset. Fair value is determined in the manner described in note 31.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or

- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or

- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

*Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses on financial assets that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses ("ECL") for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix 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 as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

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

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

***Financial assets*** (Continued)

*Impairment of financial assets* (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument 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 since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- 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;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset 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 financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument 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 fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition.

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.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

***Financial assets*** (Continued)

*Impairment of financial assets* (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- 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).

The Group considers that default has occurred when a financial asset is more than 365 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

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

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

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses 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. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

***Financial assets*** (Continued)

*Impairment of financial assets* (Continued)

Measurement and recognition of expected credit losses (Continued)

The Group recognises an impairment loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount 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 it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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 instruments***

*Classification as debt or equity*

Debt and equity instruments issued by a group entity 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 a group entity are recognised at the proceeds received, net of direct issue costs.

*Financial liabilities*

The Group's financial liabilities are subsequently measured at amortised cost using the effective interest method.

*Financial liabilities subsequently measured at amortised cost*

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

*Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 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. Provisions are measured at 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. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

### 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.

Government grants 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.

### Fair value measurement

When measuring fair value, except for the Group's share-based payment transactions, leasing transactions and value-in-use asset for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occurs between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment loss on property and equipment, right-of-use assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of impairment loss is recognised as income immediately.

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 above, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### Critical judgement in applying accounting policies

The following is the critical judgement, 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 and disclosures made in the consolidated financial statements.

***Judgments in determining the timing of satisfaction of performance obligations***

The recognition of each of the Group's revenue stream requires judgment by the directors in determining the timing of satisfaction of performance obligations.

In making their judgment, the directors of the Company considered the detailed criteria for recognition of revenue set out in HKFRS 15 and in particular, whether the Group has satisfied all the performance obligations over time or at a point in time with reference to the details terms of transaction as stipulated in the contracts entered into with its customers.

For certain of the Group's fee income from acting as financial adviser and fee income from independent financial adviser, the directors of the Company have determined that 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. Therefore, the directors of the Company have satisfied that the performance obligation is satisfied over service period and revenue is recognised over time.

### Key source of estimation uncertainty

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

***Impairment of goodwill***

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2022, the carrying amount of goodwill is nil (2021: nil), net of accumulated impairment loss of approximately HK$1,123,000 (2021: HK$1,123,000).

***Impairment of trade receivables***

The impairment provisions for trade receivables are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the past due statuses as well as the Group's historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income. At 31 March 2022, the carrying amount of trade receivables is approximately HK$5,637,000 (2021: HK$7,486,000), net of accumulated impairment losses of HK$531,000 (2021: HK$666,000).

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### Key source of estimation uncertainty (Continued)

***Impairment of intangible assets***

The Group assesses whether there are any impairment for an intangible asset at the end of each reporting period. When assessing impairment, the Group considers the recoverable amount which involve significant judgement based on fair value less cost of disposal. Where the fair value is less than expected a material impairment may arise. As at 31 March 2022, the carrying amount of intangible asset is HK$1,500,000 (2021: HK$1,500,000), net of accumulated impairment loss of HK$7,500,000 (2021: HK$7,500,000).

***Estimated useful life of property and equipment***

Property and equipment are stated at cost less accumulated depreciation and identified impairment losses. The estimation of useful lives impacts the level of annual depreciation expenses recorded. Property and equipment are evaluated for possible impairment on specific asset basis or in groups of similar assets, as applicable. This process requires management's estimate of future cash flows generated by each asset or group of assets. For any instance where this evaluation process indicates impairment, the relevant asset's carrying amount is written down to the recoverable amount and the amount of the write-down is charged against the consolidated statement of profit or loss and other comprehensive income. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2022, the carrying amount of property and equipment is approximately HK$1,787,000 (2021: HK$1,421,000). No impairment has been recognised during the year ended 31 March 2022 (2021: nil).

***Fair value of financial instruments***

There are no quoted prices from an active market for a convertible note acquired during the year. The fair value for this financial instrument is established by using valuation technique. The valuation technique is binomial model, which is by reference to the risk free rate, bond yield, coupon rate per annum, bond discount rate and volatility of stock price of comparable companies. Valuation model established by the Group make maximum use of market input and rely as little as possible on the Group's specific data. However, it should be noted that some input require management's estimates. The Group reviews the above estimations and assumptions periodically and makes adjustment if necessary. The carrying amount of the investment in convertible note as at 31 March 2022 is approximately HK$1,566,000 (2021: nil).

***Provision for long service payment***

The Group's provision for long service payment is determined with reference to statutory requirements, the employees' remuneration, their years of service and age profile, and demographic assumptions including: pre-retirement termination, involuntary termination, early retirement, normal retirement, death and disability rate. The basis of estimation is reviewed on an on-going basis and revised where appropriate. Any changes to these assumptions will impact the carrying amount of provision for long service payment and the results and financial position of the Group. As at 31 March 2022, the carrying amount of long service payment obligation is approximately HK230,000 (2021: HK$130,000).

## 5. SEGMENT INFORMATION

Information reported to the management of the Group, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of services provided. The directors of the Company have chosen to organise the Group around differences in services.

During the year ended 31 March 2022 and 2021, the directors of the Company have organised the Group into different segments by types of services provided.

Specifically, the Group's reportable segments are as follows:

1. Corporate finance advisory service

2. Asset management service

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

| | **For the year ended 31 March 2022** | | | For the year ended 31 March 2021 | | |
|---|---|---|---|---|---|---|
| | **Corporate finance advisory service HK$'000** | **Asset management service HK$'000** | **Total HK$'000** | Corporate finance advisory service HK$'000 | Asset management service HK$'000 | Total HK$'000 |
| Segment revenue | **68,175** | **—** | **68,175** | 75,009 | 447 | 75,456 |
| Segment (loss) profit | **(492)** | **(1,465)** | **(1,957)** | 5,853 | (7,736) | (1,883) |
| Fair value gain on financial assets at fair value through profit or loss | | | **298** | | | 11,171 |
| Share of loss of an associate | | | **(4)** | | | — |
| Corporate and other unallocated expenses | | | **(2,095)** | | | (2,412) |
| (Loss) profit before tax | | | **(3,758)** | | | 6,876 |

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment (loss) profit represents the (loss resulted) profit earned from each segment without allocation of fair value gain on financial assets at fair value through profit or loss, share of result of an associate, certain bank interest income, finance cost and central administration costs. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

*For the year ended 31 March 2022*

## 5. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities

| | For the year ended 31 March 2022 | | | For the year ended 31 March 2021 | | |
|---|---|---|---|---|---|---|
| | Corporate finance advisory service HK$'000 | Asset management service HK$'000 | Total HK$'000 | Corporate finance advisory service HK$'000 | Asset management service HK$'000 | Total HK$'000 |
| Segment assets | 62,275 | 3,073 | 65,348 | 58,299 | 3,237 | 61,536 |
| Elimination of inter-segment receivables | | | (467) | | | (92) |
| Corporate and other unallocated assets | | | 51,291 | | | 54,371 |
| Total assets | | | 116,172 | | | 115,815 |
| Segment liabilities | 16,490 | 394 | 16,884 | 8,712 | 667 | 9,379 |
| Elimination of inter-segment liabilities | | | (1,042) | | | (1,292) |
| Corporate and other unallocated liabilities | | | 4,916 | | | 3,185 |
| Total liabilities | | | 20,758 | | | 11,272 |

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

- all assets are allocated to operating segments other than certain of property and equipment, certain right-of-use assets, interest in an associate, financial asset at fair value through profit or loss, cash and cash equivalents, prepayments, deposits and other receivables; and
- all liabilities are allocated to operating segments other than provision for reinstatement cost, certain of lease liabilities, other payables and accruals, amount due to an associate and tax payable.

## 5. SEGMENT INFORMATION (Continued)

### Other segment information

| For the year ended 31 March 2022 | Corporate finance advisory service HK$'000 | Asset management service HK$'000 | Corporate HK$'000 | Total HK$'000 |
|---|---|---|---|---|
| Amounts included in the measure of segment profit or loss or segment assets: | | | | |
| Additions to property and equipment | 969 | — | 401 | 1,370 |
| Depreciation of property and equipment | 917 | — | 87 | 1,004 |
| Depreciation of right-of-use assets | 7,221 | 331 | 625 | 8,177 |
| Impairment loss recognised in respect of trade receivables | 445 | — | — | 445 |
| Interest income | 108 | — | 109 | 217 |
| Finance cost on lease liabilities | 330 | 4 | 28 | 362 |

| For the year ended 31 March 2021 | Corporate finance advisory service HK$'000 | Asset management service HK$'000 | Corporate HK$'000 | Total HK$'000 |
|---|---|---|---|---|
| Amounts included in the measure of segment profit or loss or segment assets: | | | | |
| Additions to property and equipment | 214 | — | — | 214 |
| Depreciation of property and equipment | 840 | — | 202 | 1,042 |
| Depreciation of right-of-use assets | 9,106 | 442 | 610 | 10,158 |
| Impairment loss recognised in respect of intangible asset | — | 4,500 | — | 4,500 |
| Impairment loss recognised in respect of goodwill | — | 1,123 | — | 1,123 |
| Impairment loss recognised in respect of trade receivables | 793 | — | — | 793 |
| Interest income | 61 | — | 62 | 123 |
| Finance cost on lease liabilities | 228 | 17 | 11 | 256 |

### Geographical information

No geographical segment analysis on revenue and assets are provided as substantially all of the Group's revenue are derived from Hong Kong and non-current assets are substantially located in Hong Kong.

### Information about major customers

No customer accounted for 10% or more of the Group's revenue for the years ended 31 March 2022 and 2021.

## 6. REVENUE

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

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| **Corporate finance advisory fee income** | | |
| — from acting as financial adviser | 19,930 | 20,120 |
| — from acting as independent financial adviser | 21,274 | 35,778 |
| — from acting as compliance adviser | 26,471 | 19,111 |
| — others | 500 | — |
| | 68,175 | 75,009 |
| Asset management fee income | — | 447 |
| | 68,175 | 75,456 |

Disaggregation of revenue by timing of recognition:

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| **Timing of revenue recognition** | | |
| Over time | 68,175 | 75,378 |
| At a point in time (fee income from acting as financial adviser) *(note)* | — | 78 |
| | 68,175 | 75,456 |

*Note:* The amount represents the introduction fee and performance obligations only satisfied when the transaction was completed.

### Transaction price allocated to the remaining performance obligations

As at 31 March 2022, the aggregate amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) is approximately HK$27,332,000 (2021: HK$29,654,000). The amount represents revenue expected to be recognised in the future from corporate finance advisory service. The Group will recognise this revenue as the service is provided, which is expected to occur over the next 25 months (2021: 33 months).

The above amounts do not include variable consideration which is constrained.

## 7. OTHER INCOME

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| Bank interest income | **217** | 123 |
| Management fee income from ultimate holding company and controlling shareholder | **174** | 497 |
| Office sharing income and reimbursement of other premises expenses from ultimate holding company | **750** | 696 |
| Other | **467** | 1 |
| | **1,608** | 1,317 |

## 8. (LOSS) PROFIT BEFORE TAX

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| (Loss) profit before tax has been arrived at after charging (crediting): | | |
| Directors' emoluments *(note 10)* | **11,082** | 11,052 |
| Other employee's emoluments | | |
| Salaries, allowances and benefits in kind *(note)* | **37,468** | 35,459 |
| Discretionary bonuses | **2,985** | 5,920 |
| Contributions to retirement benefits scheme *(note 27)* | **1,054** | 889 |
| Provision for (reversal of provision for) long service payment *(note 25)* | **100** | (173) |
| Total employee benefits costs | **52,689** | 53,147 |
| Auditor's remuneration | **435** | 446 |
| Exchange (gain) loss, net | **(466)** | 190 |
| Depreciation for property and equipment | **1,004** | 1,042 |
| Depreciation for right-of-use assets | **8,177** | 10,158 |
| Impairment loss recognised in respect of trade receivables | **445** | 793 |

*Note:* Wage subsidies of approximately HK$2,456,000 granted from the Employment Support Scheme under the Anti-Epidemic Fund for the use of paying wages of employees had been recognised during the year ended 31 March 2021. The amounts had been offset with the employee benefits costs.

## 9. INCOME TAX EXPENSE (CREDIT)

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Current income tax: | | |
| Hong Kong | 71 | 499 |
| People's Republic of China | — | 4 |
| Under (over) provision in prior years: | | |
| Hong Kong | 72 | (40) |
| People's Republic of China | (68) | — |
| Deferred taxation *(note 19)* | 23 | (935) |
| | 98 | (472) |

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. For the years ended 31 March 2022 and 2021, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25%.

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

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| (Loss) profit before tax | (3,758) | 6,876 |
| Tax at domestic income tax rate of 16.5% (2021: 16.5%) | (620) | 1,134 |
| Tax effect of expenses not deductible | 38 | 347 |
| Tax effect of income not taxable for tax purpose | (162) | (2,272) |
| Under (over) provision in respect of prior years | 4 | (40) |
| Tax effect of tax loss not recognised | 928 | 542 |
| Utilisation of tax losses previously not recognised | (19) | — |
| Tax effect of different tax rates of a subsidiary operating in other jurisdiction | (1) | (18) |
| Tax effect of two tier profits tax rates regime | (70) | (165) |
| Income tax expense (credit) | 98 | (472) |

## 9. INCOME TAX EXPENSE (CREDIT) (Continued)

At the end of the reporting period, the Group has estimated tax losses of approximately HK$25,341,000 (2021: HK$19,833,000) that are available for offsetting against future taxable profits of the company in which the losses arose. Deferred tax asset has not been recognised due to the unpredictability of future profit streams. As at 31 March 2022, the unrecognised tax losses of approximately HK$794,000 (2021: HK$911,000) will expire within five years and the remaining tax losses may be carried forward indefinitely.

Details for deferred taxation are set out in note 19.

## 10. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the directors of the Company during the years ended 31 March 2022 and 2021 were as follows:

| | **2022** | 2021 |
|---|---|---|
| | **HK$'000** | HK$'000 |
| Fees | **720** | 720 |
| Other emoluments: | | |
| Salaries and allowances | **10,326** | 10,296 |
| Contributions to retirement benefits scheme | **36** | 36 |
| | **10,362** | 10,332 |
| | **11,082** | 11,052 |

| | **Fees** | **Salaries and allowances** | **Pension scheme contributions** | **Total** |
|---|---|---|---|---|
| | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** |
| 2022 | | | | |
| *Executive directors* | | | | |
| Mr. SABINE Martin Nevil | — | **3,936** | — | **3,936** |
| Mr. CHOW Wai Hung Kenneth | — | **3,195** | **18** | **3,213** |
| Mr. CHEUNG Tei Sing Jamie | — | **3,195** | **18** | **3,213** |
| *Independent non-executive directors* | | | | |
| Mr. CHENG Yuk Wo | **240** | — | — | **240** |
| Mr. LAW Cheuk Kin Stephen | **240** | — | — | **240** |
| Mr. YUEN Kam Tim Francis | **240** | — | — | **240** |
| | **720** | **10,326** | **36** | **11,082** |

## 10. DIRECTORS' EMOLUMENTS (Continued)

| | Fees HK$'000 | Salaries and allowances HK$'000 | Pension scheme contributions HK$'000 | Total HK$'000 |
|---|---|---|---|---|
| 2021 | | | | |
| *Executive directors* | | | | |
| Mr. SABINE Martin Nevil | — | 3,936 | — | 3,936 |
| Mr. CHOW Wai Hung Kenneth | — | 3,180 | 18 | 3,198 |
| Mr. CHEUNG Tei Sing Jamie | — | 3,180 | 18 | 3,198 |
| *Independent non-executive directors* | | | | |
| Mr. CHENG Yuk Wo | 240 | — | — | 240 |
| Mr. LAW Cheuk Kin Stephen | 240 | — | — | 240 |
| Mr. YUEN Kam Tim Francis | 240 | — | — | 240 |
| | 720 | 10,296 | 36 | 11,052 |

*Notes:*

(i) No director waived or agreed to waive any emoluments paid by the Group during the years ended 31 March 2022 and 2021.

(ii) No emoluments have been paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office in any of the years ended 31 March 2022 and 2021.

## 11. EMPLOYEES EMOLUMENTS

The five individuals with the highest emoluments in the Group include three (2021: three) directors of the Company whose emoluments are included in note 10 above for the year ended 31 March 2022. The emoluments of the remaining two individuals for the years ended 31 March 2022 and 2021 were as follows:

| | **2022 HK$'000** | 2021 HK$'000 |
|---|---|---|
| Salaries, allowances, and other benefits | **4,100** | 4,080 |
| Discretionary bonuses | **340** | 1,157 |
| Contributions to retirement benefits scheme | **36** | 36 |
| | **4,476** | 5,273 |

## 11. EMPLOYEES EMOLUMENTS (Continued)

Their emoluments were within the following bands:

| | 2022 Number of employees | 2021 Number of employees |
|---|---|---|
| HK$2,000,001 to HK$2,500,000 | 2 | 1 |
| HK$2,500,001 to HK$3,000,000 | — | 1 |

During the year ended 31 March 2022, 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 (2021: nil).

## 12. DIVIDENDS

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| Dividends recognised as distribution during the year: | | |
| — 2021 Final — HK3.8 cents (2021: 2020 final dividend — HK2.5 cents) per share | 5,395 | 3,546 |

Subsequent to the end of the reporting period, a final dividend of HK2.5 cents (2021: HK3.8 cents) per share in respect of the year ended 31 March 2022 has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting.

## 13. (LOSS) EARNINGS PER SHARE

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

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| (Loss) earnings | | |
| (Loss) profit attributable to owners of the Company, used in the basic and diluted (loss) earnings per share calculation: | (3,637) | 8,540 |

*For the year ended 31 March 2022*

## 13. (LOSS) EARNINGS PER SHARE (Continued)

| | Number of shares 2022 | 2021 |
|---|---|---|
| Shares | | |
| Weighted average number of ordinary shares during the year used in the basic (loss) earnings per share calculation ('000) | **142,002** | 141,722 |
| Effect of dilutive potential ordinary shares: | | |
| — Share options ('000) | **—** | 4,829 |
| Weighted average number of ordinary shares during the year used in the diluted (loss) earnings per share calculation ('000) | **142,002** | 146,551 |

*Note:* For the year ended 31 March 2022, diluted loss per share is same as basic loss per share. The computation of diluted loss per share does not assume the exercise of the Company's share options since their exercise would result in a decrease in loss per share.

## 14. PROPERTY AND EQUIPMENT

| | Leasehold improvements HK$'000 | Furniture and equipment HK$'000 | Total HK$'000 |
|---|---|---|---|
| **COST** | | | |
| At 1 April 2020 | 3,689 | 5,188 | 8,877 |
| Additions for the year | — | 214 | 214 |
| At 31 March 2021 and 1 April 2021 | 3,689 | 5,402 | 9,091 |
| Additions for the year | 401 | 969 | 1,370 |
| At 31 March 2022 | 4,090 | 6,371 | 10,461 |
| **ACCUMULATED DEPRECIATION** | | | |
| At 1 April 2020 | 3,436 | 3,192 | 6,628 |
| Charged for the year | 202 | 840 | 1,042 |
| At 31 March 2021 and 1 April 2021 | 3,638 | 4,032 | 7,670 |
| Charge for the year | 87 | 917 | 1,004 |
| At 31 March 2022 | 3,725 | 4,949 | 8,674 |
| **CARRYING VALUES** | | | |
| At 31 March 2022 | 365 | 1,422 | 1,787 |
| At 31 March 2021 | 51 | 1,370 | 1,421 |

Depreciation is recognised so as to write off the cost of property and equipment less their residual value, if any, using the straight-line method over their estimated useful lives or at the rates per annum as follows:

| | |
|---|---|
| Leasehold improvements | Over the lease term |
| Furniture and equipment | 20% |

# 15. LEASES

## (i) Right-of-use assets

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| Buildings | **14,860** | 3,729 |

The Group has lease arrangements for buildings. The lease terms are generally ranged from two to three years. The payment terms of lease are fixed with no extension option.

Additions to the right-of-use assets for the year ended 31 March 2022 amounted to approximately HK$19,322,000, due to renewal of existing leases of buildings.

## (ii) Lease liabilities

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| Non-current | **8,366** | 545 |
| Current | **6,917** | 3,238 |
| | **15,283** | 3,783 |

Amounts payable under lease liabilities:

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| Within one year | **6,917** | 3,238 |
| After one year but within two years | **6,552** | 545 |
| After two years but within five years | **1,814** | — |
| | **15,283** | 3,783 |
| Less: Amount due for settlement within 12 months | **(6,917)** | (3,238) |
| Amount due for settlement after 12 months | **8,366** | 545 |

## 15. LEASES (Continued)

### (iii) Amounts recognised in profit or loss

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Depreciation expense on right-of-use assets | 8,177 | 10,158 |
| Interest expenses on lease liabilities | 362 | 256 |

### (iv) Others

During the year ended 31 March 2022, the total cash outflow for leases including interest paid on lease liabilities and payment of lease liabilities amounted to approximately HK$8,184,000 (2021: HK$9,693,000).

## 16. GOODWILL

| | HK$'000 |
|---|---|
| **COST** | |
| At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022 | 1,123 |
| **IMPAIRMENT** | |
| At 1 April 2020 | — |
| Impairment loss recognised during the year | 1,123 |
| At 31 March 2021, 1 April 2021 and 31 March 2022 | 1,123 |
| **CARRYING VALUE** | |
| At 31 March 2022 | — |
| At 31 March 2021 | — |

For the purposes of impairment testing, goodwill set out above has been allocated to the CGU, relating to the asset management segment.

During the year ended 31 March 2021, the Group recognised an impairment loss of approximately HK$1,123,000 and the goodwill has been fully impaired. Based on the profit forecast prepared by the management, the recoverable amount, which was primarily affected by lack of new subscription for the investment fund and the increasingly competitive business environment of asset management service, was estimated to be less than its carrying amount.

## 17. INTANGIBLE ASSET

| | HK$'000 |
|---|---|
| **COST** | |
| At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022 | 9,000 |
| **IMPAIRMENT** | |
| At 1 April 2020 | 3,000 |
| Impairment loss recognised during the year | 4,500 |
| At 31 March 2021, 1 April 2021 and 31 March 2022 | 7,500 |
| **CARRYING VALUE** | |
| At 31 March 2022 | 1,500 |
| At 31 March 2021 | 1,500 |

The intangible asset represents licences for regulated activities issued by the SFC ("Licences").

The Licences are considered by the directors of the Company as having indefinite useful lives because it is expected that the Licences will continue to be valid and will contribute net cash inflows for the Group in the foreseeable future. The Licences will not be amortised until their useful lives are determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication that they may be impaired.

As at 31 March 2022 and 2021, the management of the Group conducted an impairment assessment on intangible asset of the asset management service segment. An independent valuer, Fairdex Valuation Advisory Limited was engaged by the management of the Group to assess the recoverable amount of intangible asset with reference to the fair value less cost of disposal based on Level 3 hierarchy using replacement cost approach with key assumptions in relation to remuneration of responsible officers and rental expense. As at 31 March 2022, the carrying amounts of the intangible asset approximated their recoverable amounts and no impairment loss (2021: HK$4,500,000) was recognised during the year with reference to the fair value less cost of disposal. The carrying amounts of intangible asset after impairment amounted to HK$1,500,000 (2021: HK$1,500,000).

## 18. INTEREST IN AN ASSOCIATE

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Unlisted equity interest in Hong Kong | | |
| Cost of investment in an associate | 780 | — |
| Share of post-acquisition loss and other comprehensive expense | (4) | — |
| | 776 | — |

As at 31 March 2022 and 2021, the Group had interest in the following associate:

| Name of entity | Form of entity | Place of incorporation/ operation/ registration | Class of shares held | Proportion of nominal value of issued capital held by the Group | | Proportion of voting power held by the Group | | Principal activities |
|---|---|---|---|---|---|---|---|---|
| | | | | 2022 | 2021 | 2022 | 2021 | |
| Signum Digital Limited | Incorporated | Hong Kong | Ordinary | 25% | — | 25% | — | Provision of consulting and corporate advisory services in relation to digital assets and security token |

The financial information and carrying amount of the Group's interest in an associate that is not individually material and is accounted for using the equity method is set out below:

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| The Group's share of loss and total comprehensive expense for the year | (4) | — |
| Aggregate carrying amount of the Groups' interest in immaterial associate | 776 | — |

During the year ended 31 March 2022, no impairment loss for interest in an associate was recognised. The recoverable amount has been determined on the basis of value in use calculation.

## 19. DEFERRED TAX ASSET (LIABILITIES)

The following is the analysis of the deferred tax assets (liabilities), after set off of certain deferred tax assets against deferred tax liabilities of the same taxable entity, for financial reporting purposes:

| | **2022** **HK$'000** | 2021 HK$'000 |
|---|---|---|
| Deferred tax assets | **104** | 127 |
| Deferred tax liabilities | **(247)** | (247) |
| | **(143)** | (120) |

The movements in deferred tax assets (liabilities) during the years are as follows:

| | **Accelerated tax depreciation** HK$'000 | **Impairment of financial assets** HK$'000 | **Other** HK$'000 | **Total** HK$'000 |
|---|---|---|---|---|
| At 1 April 2020 | (106) | 41 | (990) | (1,055) |
| Deferred tax credited to profit or loss | 123 | 69 | 743 | 935 |
| At 31 March 2021 and 1 April 2021 | 17 | 110 | (247) | (120) |
| Deferred tax charged to profit or loss | (1) | (22) | — | (23) |
| At 31 March 2022 | 16 | 88 | (247) | (143) |

## 20. CASH AND CASH EQUIVALENTS

| | **2022** **HK$'000** | 2021 HK$'000 |
|---|---|---|
| Cash at bank and in hand | **75,028** | 76,478 |
| Short-term bank deposits | **—** | 20,000 |
| | **75,028** | 96,478 |

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term bank deposits are made within one month depending on the immediate cash requirements of the Group and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

## 21. TRADE RECEIVABLES AND PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Trade receivables *(note)* | 6,168 | 8,152 |
| Less: Impairment allowance *(note)* | (531) | (666) |
| | 5,637 | 7,486 |

As at 31 March 2022, the gross amount of trade receivable arising from contracts with customers amounted to approximately HK$6,168,000 (2021: HK$8,152,000).

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Prepayments, deposits and other receivables: | | |
| — non-current assets (rental deposit) | 2,071 | 234 |
| — current assets | 8,480 | 4,839 |
| | 10,551 | 5,073 |

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Deposit and other receivables | 2,398 | 2,816 |
| Prepayments | 1,475 | 2,049 |
| Receivables from broker | 6,678 | 208 |
| | 10,551 | 5,073 |

The ECL on other receivables are estimated individually by reference to past experience of default and general economic condition of the industry at the reporting date. There has not been a significant change in the credit risk since initial recognition. The Group estimated the 12-month ECL on other receivables were not significant.

*Note:*

The trade receivables are, in general, due upon the issuance of invoices. The Group does not hold any collateral over these balances. The following is an ageing analysis of trade receivables net of allowance for impairment of trade receivables presented based on the invoice date.

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Within 90 days | 5,027 | 6,775 |
| 91–180 days | 388 | 361 |
| Over 180 days | 222 | 350 |
| Total | 5,637 | 7,486 |

## 21. TRADE RECEIVABLES AND PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

*Note: (Continued)*

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated individually or collectively grouped by past due statuses. In determining the expected loss rates, the management considers the using a provision matrix by reference to credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances and further, adjusted for factors that are specific to the debtors, as well as forward looking information that may impact the customers' ability to repay the outstanding balances at the reporting date.

**For the year ended 31 March 2022**

| | Weighted average expected loss rate % | Gross carrying amount HK$'000 | Loss allowance HK$'000 |
|---|---|---|---|
| Less than 90 days past due | **0.77** | **5,065** | **38** |
| 91–180 days past due | **6.43** | **415** | **27** |
| 181–270 days past due | **45.36** | **350** | **159** |
| 271–365 days past due | **88.62** | **—** | **—** |
| More than 365 days past due | **90.62** | **338** | **307** |
| | | **6,168** | **531** |

**For the year ended 31 March 2021**

| | Weighted average expected loss rate % | Gross carrying amount HK$'000 | Loss allowance HK$'000 |
|---|---|---|---|
| Less than 90 days past due | 0.43 | 6,804 | 29 |
| 91–180 days past due | 4.95 | 380 | 19 |
| 181–270 days past due | 42.00 | 530 | 223 |
| 271–365 days past due | 88.45 | 100 | 88 |
| More than 365 days past due | 90.85 | 338 | 307 |
| | | 8,152 | 666 |

The movement in the allowance for impairment of trade receivables is set out below:

| | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|
| At the beginning of the year | **666** | 248 |
| Impairment losses recognised on trade receivables | **445** | 793 |
| Amount written-off as uncollectible | **(580)** | (375) |
| At the end of the year | **531** | 666 |

During the year ended 31 March 2022, trade receivables amounted to approximately HK$580,000 (2021: HK$375,000) were written off. The Group writes off trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

## 22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Financial assets mandatorily measured at fair value through profit or loss | | |
| Listed equity security | | |
| — Hong Kong | 3,817 | — |
| — outside Hong Kong | — | 1 |
| Investment in unlisted convertible note | 1,566 | — |
| | 5,383 | 1 |

Analysed for reporting purposes as:

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Current assets | 3,817 | 1 |
| Non-current assets | 1,566 | — |
| | 5,383 | 1 |

In July 2021, the Company subscribed convertible note bearing 5% coupon rate with principal amount of US$200,000 (equivalent to approximately HK$1,554,000) issued by an independent third party, Aspen Digital Limited, a private company engaged in digital assets management platform, maturing in January 2023. The fair value of the convertible note approximated to US$200,000 (equivalent to approximately HK$1,566,000) as at 31 March 2022 (2021: nil), which was measured by an independent valuer. Details of fair value measurement are disclosed in note 31.

## 23. CONTRACT LIABILITY

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Contract liability | 181 | 323 |

Contract liability includes receipt in advance to provide financial advisory services. The Group received part of the contract value as receipt in advance from financial advisory services projects when service contracts are signed. The receipts in advance payment result in contract liability and relevant revenue is recognised over the financial advisory services project period.

Revenue recognised during the year ended 31 March 2022 that was included in the contract liability at the beginning of the year is approximately HK$323,000 (2021: HK$334,000). There was no revenue recognised in the current year that related to performance obligations that were satisfied in a prior year.

## 24. OTHER PAYABLES AND ACCRUALS

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| Bonus payables | — | 2,154 |
| Other payables | 1,399 | 1,623 |
| Accruals | 355 | 349 |
| | 1,754 | 4,126 |

## 25. PROVISION FOR LONG SERVICE PAYMENT

Details of the provision for long service payment of the Group are as follows:

| | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|
| At beginning of the year | 130 | 303 |
| Charged (credited) to profit or loss | 100 | (173) |
| At end of the year | 230 | 130 |

The Group makes provision for probable future long service payment to employees in accordance with the Hong Kong Employment Ordinance. Pursuant to Chapter 10 of the Hong Kong Employment Ordinance, the long service payment is to be offset with the accrued benefits derived from the Group's contributions made to MPF Scheme for the employees and subject to a cap of HK$390,000 per employee. As at 31 March 2022, the provision for long service payment recognised by the Group was approximately HK$230,000 (2021: HK$130,000). The provision represents the management's best estimate of the Group's liability at the end of each reporting period. The most recent long service payment valuation was carried out as at 31 March 2022 by Fairdex Valuation Advisory Limited, an independent valuer. The present value of the long service payment and the related service cost were measured using the projected unit credit method.

## 26. PROVISION FOR REINSTATEMENT COST

Details of the provision for reinstatement cost of the Group are as follows:

| | HK$'000 |
|---|---|
| At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022 | 2,300 |

Under the tenancy agreement entered during the year ended 31 March 2019 for one of the Group's office premises, the Group has a contractual obligation to restore the premise to its original condition upon the expiry of the tenancy agreement. Therefore, the Group applies the "liability approach" and recognises a provision for these reinstatement cost over the period of the lease, based on the best estimate of the expected reinstatement cost in respect of the modifications made to the office premise. The expected timing of utilising the provision is when the tenancy agreement expires. On 21 April 2021, the Group renewed the tenancy agreement for a term of three years commencing on 1 July 2021 and ending on 30 June 2024.

## 27. RETIREMENT BENEFITS SCHEME

The Group operates an MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. Under the MPF Scheme, the Group is required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the scheme vest immediately. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees.

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

During the year ended 31 March 2022, the total amount contributed by the Group to the schemes and charged to the consolidated statement of profit or loss and other comprehensive income was approximately HK$1,090,000 (2021: HK$925,000). No forfeited contribution is available for use by the Group to reduce the existing level of contribution for the years ended 31 March 2022 and 2021.

## 28. SHARE CAPITAL

Details of the share capital of the Company are as follows:

| | **Number of shares** '000 | **Amount** HK$'000 |
|---|---|---|
| Ordinary shares of HK$0.01 each | | |
| Authorised: | | |
| At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022 | 200,000 | 2,000 |
| Issued and fully paid: | | |
| At 1 April 2020 | 141,319 | 1,413 |
| Exercise of share options *(note i)* | 540 | 6 |
| At 31 March 2021 and 1 April 2021 | 141,859 | 1,419 |
| Exercise of share options *(note ii)* | 496 | 5 |
| At 31 March 2022 | 142,355 | 1,424 |

*Notes:*

(i) During the year ended 31 March 2021, share options were exercised at subscription prices HK$0.28 and HK$0.21 per ordinary share, resulting in the issue of 510,318 and 29,919 ordinary shares for proceeds of approximately HK$143,000 and HK$7,000 respectively. Amounts of approximately HK$181,000 and HK$11,000 was transferred from share option reserve to the share premium account upon exercise of the share options respectively.

(ii) During the year ended 31 March 2022, share options were exercised at subscription prices HK$0.21 per ordinary share, resulting in the issue of 495,883 ordinary shares for proceeds of approximately HK$105,000. An amount of approximately HK$169,000 was transferred from share option reserve to the share premium account upon exercise of the share options.

## 29. RELATED PARTY TRANSACTIONS

### (a) Transactions

| | Notes | 2022 HK$'000 | 2021 HK$'000 |
|---|---|---|---|
| Somerley Group Limited | | | |
| — Office sharing income and recharge of other premises expenses | *(i)* | **750** | 696 |
| — Management fee income | *(ii), (iii)* | **174** | 311 |
| Mr. SABINE Martin Nevil | | | |
| — Management fee income | *(iii)* | **—** | 186 |

(i) During the year ended 31 March 2022, the Group charged SGL office sharing and other premises expenses of approximately HK$750,000 (2021: HK$696,000). It is calculated based on the office areas occupied and sharing of common area by SGL.

(ii) During the year ended 31 March 2022, the Group charged SGL the management fee of approximately HK$174,000 (2021: HK$156,000) as reimbursement of expenses incurred for the senior management, executive oversight and other administrative services as provided to SGL.

(iii) During the year ended 31 March 2021, the Group charged SGL and Mr. SABINE Martin Nevil, the controlling shareholder of the Group, discretionary management fee income of approximately HK$155,000 and HK$186,000 respectively in respect of the performance of unlisted investment fund managed by EISAL. No such transaction occurred during the year ended 31 March 2022.

### (b) Balances with related parties

The amount due to an associate is unsecured, non-interest bearing and repayable on demand.

### (c) Compensation of key management personnel

Other than the emoluments paid to the directors of the Company, who are also considered as the key management of the Company as set out in note 10, the Group did not have any other compensation to the key management personnel.

The emoluments of the directors of the Company and key executives are determined with regards to the performance of individuals.

## 30. CAPITAL RISK MANAGEMENT

Capital comprises share capital and reserves stated in the consolidated statement of financial position. The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for the shareholders and benefits for other stakeholders, by pricing commensurately with the level of risk and by securing access to finance at a reasonable cost.

The directors of the Company manage capital by regularly monitoring its current and expected liquidity requirements rather than using debt/equity analysis. Neither the Company nor subsidiaries, except for SCL and EISAL, is subject to externally imposed capital requirements. SCL and EISAL are regulated by the Securities and Futures Commission ("SFC") and are required to comply with certain minimum capital requirements according to the Securities and Futures Ordinance.

The management monitors SCL's and EISAL's liquid capital daily to ensure it meets the minimum liquid capital requirement in accordance with the Securities and Futures (Financial Resources) Rules ("FRR") adopted by the SFC. Under the FRR, SCL and EISAL must maintain its liquid capital in excess of HK$3,000,000 and HK$100,000 respectively. The required information of SCL and EISAL is filed with SFC on a monthly basis and half yearly basis respectively. SCL and EISAL were in compliance with the capital requirements imposed by FRR during the year ended 31 March 2022. Other than this, the Company and other subsidiaries are not subject to externally imposed capital requirements.

## 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

### a) Categories of financial instruments

| | **2022**<br>**HK$'000** | 2021<br>HK$'000 |
|---|---|---|
| **Financial assets** | | |
| Financial assets at FVTPL | **5,383** | 1 |
| Financial assets at amortised cost | **89,741** | 106,987 |
| | **95,124** | 106,988 |
| **Financial liabilities** | | |
| Financial liabilities at amortised cost | **2,517** | 4,126 |

## 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### b) Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, deposits and other receivables, cash and cash equivalents, financial asset at FVTPL, other payables and accruals.

Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments included market risk (interest rate risk, currency risk and equity price risk), credit risk, and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors those exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (i) Credit risk

The trade receivables, other receivables and bank balances and cash represent the Group's major exposure to the credit risk arising from the default of the counterparty, with a maximum exposure equal to the carrying amounts of these financial assets in the consolidated statement of financial position.

The trade receivables from clients arising from corporate finance advisory services and asset management services are, in general due upon the issuance of invoice and the responsible officers of the Group are responsible for overall monitoring of the credit risk of their clients.

The Group has a concentration of credit risk on trade receivables arising from corporate finance advisory services. As at 31 March 2022, the top three trade receivables of the Group from corporate finance advisory services constituted approximately 16% of the entire balance (2021: 29%).

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

For trade receivable, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on trade receivable individually or collectively by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For other non-trade related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

#### (ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to its variable-rate bank balances carrying interest at prevailing market rates.

The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider necessary action if significant interest rate exposure is anticipated.

The Group's exposure to interest rate risk in relation to variable-rate bank balances is minimal due to the current market saving interest rate for bank balances is low. Hence, management considers that the effect of interest rate change does not have significant impact on the Group and no sensitivity analysis is prepared.

# 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

## b) Financial risk management objectives and policies (Continued)

### *(iii) Currency risk*

The functional currency of the Group's entities are principally denominated in Hong Kong dollars. The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than its functional currency such as Renminbi. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's material foreign currency denominated monetary assets at the end of the reporting period are as follows:

| | **2022**<br>**HK$'000** | 2021<br>HK$'000 |
|---|---|---|
| Renminbi | **13,327** | 663 |
| USD | **5,837** | 6,301 |

No sensitivity analysis was prepared for United States Dollars of the group entity with functional currency of Hong Kong dollars as Hong Kong dollars is pegged to United States Dollars. The Group is mainly exposed to the currency risk of Renminbi. Set out below the sensitivity analysis the Group's foreign currency risk:

| | **Functional currency strengthened/ (weakened) by** | **(Decrease)/ increase in consolidated (loss)/profit after tax HK$'000** |
|---|---|---|
| **Year ended 31 March 2022** | **5%/(5%)** | **(666)/666** |
| Year ended 31 March 2021 | 5%/(5%) | (33)/33 |

### *(iv) Equity price risk*

The Group's exposure to equity prices risk relates principally to the Group's investment in a listed equity security. Management managed this exposure by reviewing the share price movement of its listed investment regularly.

For the year ended 31 March 2022, if the prices of the respective listed equity investments had been 10% higher/lower, with all other variables held constant, the Group's loss before tax for the year would decrease/increase by approximately HK$382,000 as a result of the changes in the fair value of financial asset at FVTPL.

For the year ended 31 March 2021, if the price of the respective listed equity investments had been 10% higher/lower, with all other variables held constant, the financial impact to the Group would be insignificant.

# 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

## b) Financial risk management objectives and policies (Continued)

### *(v) Liquidity risk*

In the management of the liquidity risk, the Group monitors and maintains a level of bank balances and cash deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

| 2022 | Within one year HK$'000 | After one year but within two years HK$'000 | After two years but within five years HK$'000 | Total undiscounted cash flows HK$'000 | Carrying amount HK$'000 |
|---|---|---|---|---|---|
| **Non-derivative financial liabilities** | | | | | |
| Other payables and accruals | 1,754 | — | — | 1,754 | 1,754 |
| Amount due to an associate | 763 | — | — | 763 | 763 |
| | 2,517 | — | — | 2,517 | 2,517 |
| Additional information about the maturity of lease liabilities is provided in the following table: | | | | | |
| Lease liabilities | 7,306 | 6,678 | 1,821 | 15,805 | 15,283 |

| 2021 | Within one year HK$'000 | After one year but within two years HK$'000 | After two years but within five years HK$'000 | Total undiscounted cash flows HK$'000 | Carrying amount HK$'000 |
|---|---|---|---|---|---|
| **Non-derivative financial liabilities** | | | | | |
| Other payables and accruals | 4,126 | — | — | 4,126 | 4,126 |
| Additional information about the maturity of lease liabilities is provided in the following table: | | | | | |
| Lease liabilities | 3,294 | 603 | — | 3,897 | 3,783 |

## 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### c) Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

| | **2022** | | | |
|---|---|---|---|---|
| | **Level 1 HK$'000** | **Level 2 HK$'000** | **Level 3 HK$'000** | **Total HK$'000** |
| **Financial asset** | | | | |
| Financial assets at fair value through profit or loss | | | | |
| — Listed equity investment | **3,817** | **—** | **—** | **3,817** |
| — Convertible note | **—** | **—** | **1,566** | **1.566** |
| | **3,817** | **—** | **1,566** | **5,383** |

| | 2021 | | | |
|---|---|---|---|---|
| | Level 1 HK$'000 | Level 2 HK$'000 | Level 3 HK$'000 | Total HK$'000 |
| **Financial asset** | | | | |
| Financial assets at fair value through profit or loss | | | | |
| — Listed equity investment | 1 | — | — | 1 |

Reconciliation of Level 3 fair value measurements of financial assets:

| | **Financial assets at FVTPL** HK$'000 |
|---|---|
| At 1 April 2020, 31 March 2021 and 1 April 2021 | — |
| Purchases | 1,554 |
| Exchange adjustments | 12 |
| At 31 March 2022 | 1,566 |

During the year ended 31 March 2022, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2021: nil).

*For the year ended 31 March 2022*

## 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

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

The valuation techniques and input used in the fair value measurement of financial instrument are as set out below:

| Financial asset | Fair value of | Fair value hierarchy | Valuation technique(s) and key input(s) | Significant unobservable inputs | Relationship of key inputs and significant unobservable inputs to fair value |
|---|---|---|---|---|---|
| Financial asset at FVTPL | | | | | |
| — Listed equity investment | HK$3,817,000 (2021: HK$1,000) | Level 1 | Quoted closing price in an active market | N/A | N/A |
| — Convertible note | HK$1,566,000 (2021: nil) | Level 3 | Binomial model: by reference to the risk free rate, bond yield, coupon rate per annum, bond discount rate and volatility of stock prices of comparable companies | Volatility of 68.3% | The higher the volatility, the higher of the fair value of the convertible note |

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their corresponding fair value due to short-term maturities as at 31 March 2022 and 2021.

## 32. MAJOR NON-CASH TRANSACTION

During the year ended 31 March 2022, the Group renewed the existing lease arrangement in respect of office premises. Right-of-use assets and lease liabilities of approximately HK$19,322,000 were recognised at the modification date of the leases.

## 33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

| | Notes | 2022<br>HK$'000 | 2021<br>HK$'000 |
|---|---|---|---|
| Non-current assets | | | |
| Investment in subsidiaries | *35* | **43,389** | 41,740 |
| Property and equipment | | **365** | 51 |
| Right-of-use asset | | **14,491** | 2,247 |
| Rental deposit | | **2,071** | — |
| Financial asset at fair value through profit or loss | | **1,566** | — |
| Deferred tax asset | | **86** | 76 |
| | | **61,968** | 44,114 |
| Current assets | | | |
| Prepayments, deposits and other receivables | | **6,609** | 2,766 |
| Amounts due from subsidiaries | *(b)* | **1,114** | 1,347 |
| Financial assets at fair value through profit or loss | | **3,817** | — |
| Tax recoverable | | **220** | — |
| Cash and cash equivalents | | **34,406** | 51,306 |
| | | **46,166** | 55,419 |
| Current liabilities | | | |
| Other payables and accruals | | **540** | 536 |
| Amount due to a subsidiary | *(b)* | **349** | — |
| Lease liability | | **6,402** | 2,126 |
| Provision for reinstatement cost | | **—** | 2,300 |
| Tax payable | | **—** | 195 |
| | | **7,291** | 5,157 |
| Net current assets | | **38,875** | 50,262 |
| Total assets less current liabilities | | **100,843** | 94,376 |
| Non-current liabilities | | | |
| Provision for reinstatement cost | | **2,300** | — |
| Lease liability | | **8,366** | — |
| | | **10,666** | — |
| Net assets | | **90,177** | 94,376 |
| Capital and reserves | | | |
| Share capital | | **1,424** | 1,419 |
| Reserves | *(a)* | **88,753** | 92,957 |
| Total equity | | **90,177** | 94,376 |

## 33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

*Notes:*

(a) Movement in reserves

| | Share premium HK$'000 | Share options reserve HK$'000 | Other reserve HK$'000 | Accumulated losses HK$'000 | Total HK$'000 |
|---|---|---|---|---|---|
| At 1 April 2021 | **54,246** | **2,115** | **39,280** | **(2,684)** | **92,957** |
| Profit and total comprehensive income for the year | **—** | **—** | **—** | **1,091** | **1,091** |
| Issue of shares upon exercise of share options | **269** | **(169)** | **—** | **—** | **100** |
| Dividends recognised as distribution | **(5,395)** | **—** | **—** | **—** | **(5,395)** |
| At 31 March 2022 | **49,120** | **1,946** | **39,280** | **(1,593)** | **88,753** |

| | Share premium HK$'000 | Share options reserve HK$'000 | Other reserve HK$'000 | Accumulated losses HK$'000 | Total HK$'000 |
|---|---|---|---|---|---|
| At 1 April 2020 | 57,456 | 2,307 | 39,280 | (3,829) | 95,214 |
| Profit and total comprehensive income for the year | — | — | — | 1,145 | 1,145 |
| Issue of shares upon exercise of share options | 336 | (192) | — | — | 144 |
| Dividends recognised as distribution | (3,546) | — | — | — | (3,546) |
| At 31 March 2021 | 54,246 | 2,115 | 39,280 | (2,684) | 92,957 |

Other reserve represented the difference between the nominal amounts of the share capitals of the group companies and the nominal amount of the share capital issued by the Company pursuant to a group reorganisation undergone for the initial public offering of the shares of the Company.

(b) The amounts due from/to subsidiaries are unsecured, non-interest bearing and repayable on demand.

# 34. SHARE-BASED PAYMENT TRANSACTIONS

## Pre-IPO Share Option Scheme

On 19 May 2016, the Company entered into the conditional granted options under Pre-IPO Share Option Scheme (the "Scheme") to directors, employees and other staff of the Group as the grantees ("Grantees"), pursuant to a written resolution passed on 11 May 2016. Pursuant to the Scheme, in consideration of HK$1 paid by each Grantee, the Company granted share options to the Grantees. The exercise of these share options would entitle the Grantees to purchase in aggregate 13,061,735 shares of the Company.

The share options are valid after the listing date (i.e. 29 March 2017) of the Company to 10 May 2024. According to the Scheme, not more than 5,524,294 Shares comprised in the options under the Scheme shall vest unto the Grantees and become exercisable with price of HK$0.28 during the period commencing from the listing date of the Company and ending on expiry of the option period ("1st vesting period") and the remaining Shares comprised in the options under the Scheme (being not more than 7,537,441 Shares) shall vest unto the Grantees and become exercisable during the period commencing on (i) the date on which the listing date of the Company of the Shares is transferred to the Main Board; or (ii) 1 January 2020, whichever is earlier, and ending on the expiry of the option period ("2nd vesting period").

As the capital distribution of an amount per share the exceeded the profit attributable to equity holders of the Company per share in respect of the financial period 31 March 2020, the exercise price of share options was adjusted from HK$0.28 to approximately HK$0.21 during the year end 31 March 2021 pursuant to the terms of the scheme.

The estimated fair value of the options granted on 19 May 2016 is approximately HK$4,485,000.

The fair value was calculated using the Binomial model. The inputs into the model were as follow:

| | |
|---|---|
| Share options granted on 19 May 2016: | |
| Weighted average share price at grant date | HK$0.54 |
| Exercise price | HK$0.28 |
| Option life | 96 months |
| Expected volatility | 64.92% |
| Risk-free interest rate | 1.32% |
| Expected dividend yield | 0% |

Expected volatility was determined by using the average of industry annualised historical stock price volatility.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the director's best estimate. The value of an option varies with different variables of certain subjective assumptions.

## 34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

### Pre-IPO Share Option Scheme (Continued)

The following table discloses movements of the Company's share options held by the Grantees:

| | Outstanding as at 1 April 2020 | Granted during the year | Exercised during the year | Lapsed during the year | Outstanding as at 31 March 2021 |
|---|---|---|---|---|---|
| 1st vesting period | 150,766 | — | — | — | 150,766 |
| 2nd vesting period | 6,066,154 | — | (540,237) | — | 5,525,917 |
| | 6,216,920 | — | (540,237) | — | 5,676,683 |
| Exercisable at the end of the year | | | | | 5,676,683 |

| | **Outstanding as at 1 April 2021** | **Granted during the year** | **Exercised during the year** | **Lapsed during the year** | **Outstanding as at 31 March 2022** |
|---|---|---|---|---|---|
| 1st vesting period | **150,766** | **—** | **(150,500)** | **—** | **266** |
| 2nd vesting period | **5,525,917** | **—** | **(345,383)** | **—** | **5,180,534** |
| | **5,676,683** | **—** | **(495,883)** | **—** | **5,180,800** |
| Exercisable at the end of the year | | | | | **5,180,800** |

## 35. LIST OF SUBSIDIARIES

The Company has direct and indirect interests in the following subsidiaries comprising the Group:

| **Name of subsidiaries** | **Place and date of incorporation/ operation** | **Issued and fully paid share capital/ registered capital** | **Percentage of equity interest attributable to the Group 31 March 2022** | 31 March 2021 | **Principal activities** |
|---|---|---|---|---|---|
| **Directly held:** | | | | | |
| Somerley (BVI) Limited | British Virgin Islands/ 22 April 2016 | HK$1 | **100%** | 100% | Investment holding |
| Environmental Investment Services Asia Limited *(note iii)* | Hong Kong/ 25 March 2009 | HK$21,897,603 (2021: HK$20,248,795) | **90% *(note iii, iv)*** | 81% *(note iii, iv)* | Provision of asset management service |
| **Indirectly held:** | | | | | |
| Somerley Capital Limited | Hong Kong/ 3 January 2013 | HK$10,000,000 | **100%** | 100% | Provision of corporate finance advisory services |
| Somerley (Hong Kong) Limited | Hong Kong/ 12 April 2018 | HK$1 | **100%** | 100% | Investment holding |
| Somerley Capital (Beijing) Limited | The People's Republic of China/11 June 2018 *(note i)* | RMB685,460 | **100%** | 100% | Provision of consultancy service |

## 35. LIST OF SUBSIDIARIES (Continued)

*Notes:*

(i) Somerley Capital (Beijing) Limited is a wholly-owned foreign enterprise.

(ii) None of the subsidiaries have issued any debt securities at the end of both years.

(iii) No subsidiary has non-controlling interests that are material to the Group.

(iv) During the year ended 31 March 2022, issued and fully paid share capital of Environmental Investment Services Asia Limited increased from HK$20,248,795 to HK$21,897,603 upon the capital injection by the Group.

## 36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

| | **Lease liabilities**<br>HK$'000 |
|---|---|
| As at 1 April 2021 | **3,783** |
| Renewal of lease agreement | **19,322** |
| Repayment of principal of lease liabilities | **(7,822)** |
| Accrued Interest | **362** |
| Interest paid in respect of lease liabilities | **(362)** |
| As at 31 March 2022 | **15,283** |
| As at 1 April 2020 | 13,220 |
| Repayment of principal of lease liabilities | (9,437) |
| Accrued Interest | 256 |
| Interest paid in respect of lease liabilities | (256) |
| As at 31 March 2021 | 3,783 |

# FINANCIAL SUMMARY

## RESULTS

| For the year ended 31 March | 2022<br>HK$'000 | 2021<br>HK$'000 | 2020<br>HK$'000 | 2019<br>HK$'000 | 2018<br>HK$'000 |
|---|---|---|---|---|---|
| Revenue | **68,175** | 75,456 | 75,841 | 89,069 | 71,995 |
| (Loss) profit before taxation | **(3,758)** | 6,876 | (7,518) | 11,688 | 6,891 |
| Income tax (expense) credit | **(98)** | 472 | 329 | (2,207) | (1,003) |
| (Loss) profit for the year | **(3,856)** | 7,348 | (7,189) | 9,481 | 5,888 |
| (Loss) profit attributable to: | | | | | |
| Owners of the Company | **(3,637)** | 8,540 | (5,816) | 9,616 | 5,888 |
| Non-controlling interests | **(219)** | (1,192) | (1,373) | (135) | — |
| | **(3,856)** | 7,348 | (7,189) | 9,481 | 5,888 |
| (Loss) earnings per share — basic (HK cents) | **(2.56)** | 6.03 | (4.12) | 6.88 | 4.27 |
| Dividend per share (HK cents) | **2.5** | 3.8 | 2.5 | 5.0 | 3.5 |

## ASSETS AND LIABILITIES

| As at 31 March | 2022<br>HK$'000 | 2021<br>HK$'000 | 2020<br>HK$'000 | 2019<br>HK$'000 | 2018<br>HK$'000 |
|---|---|---|---|---|---|
| Total assets | **116,172** | 115,815 | 120,334 | 126,953 | 110,126 |
| Total liabilities | **(20,758)** | (11,272) | (19,821) | (12,446) | (6,048) |
| Total equity | **95,414** | 104,543 | 100,513 | 114,507 | 104,078 |