LIFE CONCEPTS

Life Concepts Holdings Limited

(Incorporated in Cayman Islands and continued in Bermuda with limited liability)

Stock Code: 8056

ANNUAL REPORT 2023/24

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors:

Mr. Xu Qiang *(Chairman, Chief Executive Officer and Executive Director)* (appointed on 3 July 2023)

Mr. Liu Guowei (appointed on 4 August 2023)

Mr. Yu Quansheng (appointed on 5 January 2024)

Ms. Wu Liyu (appointed on 22 March 2024)

Mr. James Fu Bin Lu *(Chairman and Chief Executive Officer)* (resigned Chairman and Chief Executive Officer on 3 July 2023 and resigned Executive Director on 12 July 2023)

Ms. Li Qing Ni (resigned on 12 July 2023)

Mr. Long Hai (resigned on 3 July 2023)

Mr. Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)

Ms. Li Junping (appointed on 4 August 2023 and resigned on 12 October 2023)

Non-executive Director:

Ms. Ng Yan Ka (appointed on 20 December 2023 and resigned on 13 March 2024)

Independent non- executive Directors:

Mr. Hui Hung Kwan (appointed on 4 August 2023)

Mr. Bian Hongjiang (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. Lu Cheng (resigned on 12 July 2023)

Mr. Kim Jin Tae (resigned on 12 July 2023)

Mr. Shi Kangping (resigned on 12 July 2023)

COMPLIANCE OFFICER

Mr. Liu Guowei (appointed on 12 October 2023)

Mr. Long Hai (resigned on 3 July 2023)

Mr. Yu Qinglong (appointed on 3 July 2023 and resigned on 12 October 2023)

AUTHORISED REPRESENTATIVES

Mr. Xu Qiang (appointed on 12 July 2023)

Ms. Kwok Wai Chun (appointed on 13 June 2023)

Mr. James Fu Bin Lu (resigned on 12 July 2023)

Ms. Cheng Lucy (resigned on 12 June 2023)

AUDIT COMMITTEE

Mr. Hui Hung Kwan *(Chairman)* (appointed on 4 August 2023)

Mr. Bian Hongjiang (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. Shi Kangping *(Chairman)* (resigned on 12 July 2023)

Mr. Kim Jin Tae (resigned on 12 July 2023)

Mr. Lu Cheng (resigned on 12 July 2023)

REMUNERATION COMMITTEE

Mr. Bian Hongjiang *(Chairman)* (appointed on 4 August 2023)

Mr. Xu Qiang (appointed as Chairman on 12 July 2023 and ceased as Chairman on 4 August 2023)

Mr. Hui Hung Kwan (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. Lu Cheng *(Chairman)* (resigned on 12 July 2023)

Mr. Kim Jin Tae (resigned on 12 July 2023)

Mr. Long Hai (resigned on 3 July 2023)

Mr. Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)

NOMINATION COMMITTEE

Mr. Xu Qiang *(Chairman)*

(appointed on 3 July 2023)

Mr. Hui Hung Kwan (appointed on 4 August 2023)

Mr. Bian Hongjiang (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. James Fu Bin Lu *(Chairman)*

(resigned on 3 July 2023)

Mr. Lu Cheng (resigned on 12 July 2023)

Mr. Shi Kangping (resigned on 12 July 2023)

Mr. Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)

COMPANY SECRETARY

Ms. Kwok Wai Chun (appointed on 13 June 2023)

Ms. Cheng Lucy (resigned on 12 June 2023)

REGISTERED OFFICE

Canon's Court, 22 Victoria Street
Hamilton HM12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 806, 8/F
Stelux House
698 Prince Edward Esat,
San Po Kong, Kowloon, Hong Kong
(with effect from 22 April 2024)

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Appleby Global Corporate Services (Bermuda) Ltd.
Canon's Court, 22 Victoria Street
Hamilton, HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

LEGAL ADVISER TO THE COMPANY

Sidley Austin

PRINCIPAL BANKER

The Hong Kong and Shanghai Banking Corporation Limited

INDEPENDENT AUDITOR

McMillan Woods (Hong Kong) CPA Limited
(appointed on 3 April 2023)
24/F, Siu On Centre
188 Lockhart Road
Wan Chai
Hong Kong

COMPANY'S WEBSITE

http://www.lifeconcepts.com

GEM STOCK CODE

8056

CHAIRMAN'S STATEMENT

CHAIRMAN'S STATEMENT TO OUR SHAREHOLDERS

On behalf of the board of Directors of the Company (the "**Board**"), I am pleased to present the annual results of the Group for the year ended 31 March 2024.

FINANCIAL RESULTS

For the year ended 31 March 2024, the total revenue of the Group was approximately HK$16.1 million (2023: HK$61.4 million). Loss before income tax was approximately HK$19.3 million (2023: HK$34.5 million) and loss for the year attributable to owners of Company was approximately HK$19.6 million (2023: HK$28.9 million). The decrease in loss was mainly attributable to closure of certain loss-making restaurants of the Group during the last and the current financial periods led to the decrease in the operating costs of provision of catering services business, comprising mainly cost of inventories consumed, employee benefit expenses, rental expenses and other operating expenses. Besides, net impairment losses on financial instruments and contract assets had been decreased by approximately HK$2.6 million, as there were less significant loss allowance derived from derecognition of contract assets due to early repayment for the year ended 31 March 2024 as compared to the previous year.

BUSINESS REVIEW AND PROSPECTS

The principal businesses of the Group include: (i) provision of catering supply services in Hong Kong; (ii) provision of consulting services in relation to organic vegetables research and development, plantation and sales; and (iii) provision of financial institution intermediation services.

Since the outbreak of COVID-19 at the beginning of 2020, the global economy has been severely impacted, with the Group's restaurant business being the most affected. Although the pandemic has passed, the global economy has not fully recovered. During the year ended 31 March 2024, the Group is still exploring whether to remain the operation for its restaurant operations in the future.

Therefore, during the Year, the Group proactively expanded into other businesses, such as food ingredient sales business. In 2022, the Group began developing the food ingredient sales business and sought various suppliers, including frozen meat, grains and oils, and alcoholic beverages. In November 2022, the Group successfully launched the frozen meat sales business, which has continuously generated stable income. For the year ended 31 March 2024, the revenue generated from the food ingredient sales business was approximately HK$11.99 million. The Group will continue to seek suppliers and customers for long-term collaboration of food ingredients and will invest more resources into operating this business to mitigate the negative impact brought by the restaurant business.

For the year ended 31 March 2024, the revenue generated from the Group's financial services platform was severely impacted by the macroeconomic environment in China, resulting in a significant decrease compared to previous years. The Group will continue to monitor the operating environment of this business segment and any other changes in governmental policies and will make corresponding adjustments in strategy to restore its growth momentum.

APPRECIATION

I am thankful to my fellow Board members for their guidance and support. Also I would like to express my sincere gratitude to our valuable shareholders, business partners and customers for their trust and unwavering support to the Group. Finally, I would like to thank the management team and all the staff member of the Group for their tremendous contribution. With such a dedicated team, I am certain that the Group can overcome the challenges and create greater value for our shareholders in 2024.

Xu Qiang

Chairman

Hong Kong, 28 June 2024

MANAGEMENT DISCUSSION AND ANALYSIS

During the year ended 31 March 2024 (the **"Year"**), the Group has been principally engaged in (i) supplying food ingredients in Hong Kong serving trading of food ingredients and beverages to different restaurant and catering groups (the **"Provision of Catering Services"**); (ii) provision of consulting services in relation to organic vegetables research and development, plantation and sales in the PRC (the **"Organic Vegetables Consulting Services"**); and (iii) provision of financial institution intermediation services in the PRC (the **"Financial Institution Intermediation Services"**).

Business Review

Provision of Catering Services Business

Although the negative impact of the pandemic on Hong Kong's economy has gradually diminished, the catering industry has yet to recover. Since the beginning of 2023, a wave of bankruptcies has swept through Hong Kong's retail and catering industries, with many large chain food groups that had been in business for nearly a decade closing multiple branches or even withdrawing from the Hong Kong market. Despite the Hong Kong government's efforts to boost local consumption through various large-scale events, there has been no significant growth in retail and catering revenue. Following the full reopening of borders between China and Hong Kong, there has been a surge in consumer spending in mainland China by Hong Kong residents, which continues to this day. Due to the low willingness of Hong Kong residents to spend locally, the revenue of the Group's restaurants has not improved since the pandemic, leading to an operational crisis. To reduce the significant losses from the restaurant business, the Group decided during the Year not to invest further resources and is continually exploring whether to continue operating this business in the future.

In view of the above operational difficulties, the Group has proactively sought other business development directions and shifted its focus to the food ingredient sales business. In 2022, the Group has actively lunched discussion for collaboration plans with various food ingredient suppliers, including frozen meat, grains and oils, and alcoholic beverages suppliers. While in November 2022, the Group successfully launched the frozen meat sales business, which has continuously generated stable income. For the year ended 31 March 2024, the revenue generated from the food ingredient sales business was approximately HK$11.99 million. In April 2024, the Group successfully signed cooperation agreements with other food suppliers and customers. In addition to our existing suppliers and customer base, the Group will invest more resources in the food ingredient sales business and will actively seek more suppliers and customers for long-term collaboration.

Organic Vegetables Consulting Services

For the year ended 31 March 2024, the Group's organic vegetables consulting services business was yet to generate any revenue as the size of such business is relatively small with a narrow base of customers at the moment.

In this new year, the Group will actively develop the business of organic vegetables research and development, plantation and sales, striving to enhance the revenue this business may bring to the Group. With the society's increasing emphasis on green industries, the Group will focus on developing a 3-Zeros Supply Chain (三零產品供應鏈) – zero fertilizers, zero chemical pesticides, and zero chemical hormones, with a main development direction to become China's first Academician Technology Green Product Trading Center (院士技術綠色產品交易中心).

Financial Institution Intermediation Services

The Group has laid out a one-stop and professional financial services platform for financial practitioners and financial institutions based on the macro background of China's consistent policy of vigorously supporting small and medium-sized enterprises. Currently, the Group cooperates with financial practitioners and financial institutions to contact potential qualified borrowers through financial practitioners, and then the Group recommends potential qualified borrowers to financial institutions and facilitates both parties to enter into loan agreements, and the financial institutions provide loans to the borrowers.

During the Year, this business has been significantly affected by the downturn of macro-economy and the heightening of risk appetite in the PRC and globally. As a result, no new loans to borrowers had been facilitated by the Group during the Year and approximately HK$4 million of revenue had been generated during the Year.

Financial Review

Revenue

During the Year, the Group's revenue was generated from (i) the provision of catering services in Hong Kong; and (ii) provision of financial institution intermediation services in the PRC. The Group decided during the Year not to invest further resources and is continually exploring whether to continue operating this business in the future. Meanwhile, the Group proactively sought other business development directions and shifted its investment to the food ingredient sales business.

The table below sets forth a breakdown of the Group's revenue generated by business segments, as a percentage of the total revenue during the Year (and 31 March 2023 for comparison purpose).

	For the year ended 31 March			
	2024		2023	
	Revenue (HK$'000)	% of total Revenue (%)	Revenue (HK$'000)	% of total Revenue (%)
Provision of Catering Services	11,992	74.5	53,759	87.6
Provision of organic vegetables consulting services	—	—	—	—
Provision of financial institution intermediation services	4,094	25.5	7,599	12.4
Total	16,086	100.0	61,358	100.0

Provision of Catering Services Business

The revenue generated from provision of catering services decreased by approximately HK$41.8 million, or approximately 77.7%, from approximately HK$53.8 million for last year to approximately HK$12.0 million for the Year. Such decrease was mainly due to (i) the negative impact by the weak market sentiment amidst the COVID-19 Pandemic in piror years; and (ii) suspended operation of the Group's restaurants during the Year.

Provision of organic vegetables consulting services

During the Year, no revenue was recognised in this segment as the size of such business of the Group is relatively small with a narrow base of customers at the moment.

Provision of Financial Institution Intermediation Services Business

The revenue generated from provision of Financial Institution Intermediation Services by the Group was approximately HK$4.1 million for the Year (2023: approximately HK$7.6 million).

The decrease was resulted from the unfavourable macro-economic environment in the PRC, particularly with the gigantic loan default events in 2021 with lasting impacts up to the date of this report, which led to no new loans facilitated for the Year. While income from early redemption penalty and service charges may also adversely affect future post loan facilitation service fees and future guarantee service fees.

Cost of sales and inventories consumed

Cost of sales and inventories consumed mainly represented the costs of warehouse and transportation for the Provision of Catering Services Business for the Year. Cost of sales and inventories consumed is one of the major components of the Group's operating expenses which amounted to approximately HK$12.0 million and HK$20.5 million for the Year and the year ended 31 March 2023, respectively, representing approximately 74.3% and 33.5% of the Group's total revenue for the corresponding period in 2024 and 2023. The decrease in cost of sales and inventories consumed was due to the closure of restaurants and transfer of investment by the Group to the sales of food ingredient business during the Year.

Loan referral and guarantee expenses

Loan referral and guarantee expenses, which represents the cost of Financial Institution Intermediation Services, including customer service cost and third party guarantee fee, which amounted to HK$ Nil for the Year (2023: HK$9.8 million). The decrease is mainly attributable to no new loan facilitated during the Year.

Employee benefits expenses

Employee benefits expenses represented one of the major components of the Group's operating expenses, which primarily consisted of Directors' emoluments, salaries, retirement benefit scheme contributions and other benefits.

The employee benefits expenses decreased by approximately HK$26.3 million from approximately HK$30.0 million to approximately HK$3.7 million for last year and the current Year, respectively. The decrease was mainly due to the closure of restaurants and the continuous streamlining of organizational structure in the PRC.

Rental and related expenses

Our depreciation expense in respect of right-of-use assets plus rental and related expenses were mainly represented by lease of premises for the Group's restaurants operation and lease of office premises for the Group's PRC financial services operations. The amount decreased by HK$8.5 million for the Year compared to the amount for last year. The decrease was mainly due to the closure of restaurants in the previous and current financial periods leading to reduced leased space.

Other expenses

Other expenses mainly include advertising, cleaning and laundry expenses, credit card commission, packing and printing materials, music performance show, repair and maintenance, legal and professional fee and insurance. During the Year and last year, the Group recognised other expenses of approximately HK$4.5 million and HK$15.9 million, respectively, representing approximately 28.0% and 25.9% of the Group's total revenue for the corresponding periods. The decrease in other expenses incurred in the Year was mainly due to (i) the closure of restaurants leading to reduced cleaning and laundry expenses, repair and maintenance expense and other operating costs; and (ii) the cost control policy adopted by the Group to maintain the Group's competitiveness.

Other (loss)/gains, net

During the Year, the Group recongised net other loss of approximately HK$5,764,000 (2023: net other gains of approximately HK$30,000). Such losses are mainly attributed from the Group failed to repay certain lease payments from its Hong Kong restaurant. Thus, a loss on early termination of lease is recorded.

Finance income, net

Finance income mainly included interest income from contract assets and loan receivables.

The finance income is offsetted by finance costs, which mainly represent finance costs recognised in relation to the lease liabilities regarding the rental contracts upon adoption of HKFRS 16 "Leases".

The decrease in finance income, net for the Year is mainly caused by reduction in provision of Financial Institution Intermediation Services.

Loss attributable to owners of the Company

Loss attributable to owners of the Company for the Year was approximately HK$19.6 million, while the loss attributable to owners of the Company for the year ended 31 March 2023 was approximately HK$28.9 million.

The decrease of loss attributable to owners of the Company was primarily attributable to the following factors:

(i) The closure of certain loss-making restaurants of the Group during the last and the current financial periods led to the decrease in the operating costs of our provision of Catering Services Business, comprising mainly cost of inventories consumed, employee benefit expenses, rental expenses and other operating expenses;

Which were offset by the following factor:

(ii) A reduction of profit generated by our Financial Institution Intermediation Services during the Year compared to that generated during the year ended 31 March 2023.

Our management will continue to control costs in order to minimise the impact of such adverse factors on the Group.

* *For identification purposes only*

Liquidity and Financial Resources

As at 31 March 2024, total assets of the Group amounted to approximately HK$122.2 million (2023: HK$139.3 million) and the cash and cash equivalents of approximately HK$1.3 million (2023: HK$2.2 million). The cash and cash equivalents were denominated in Hong Kong dollars ("**HK$**") and Renminbi ("**RMB**"). The Group's working capital was approximately negative HK$91.0 million (2023: negative HK$84.8 million), represented by total current assets of approximately HK$40.2 million (2023: HK$37.6 million) against total current liabilities, net of amounts due to former directors, of approximately HK$131.08 million (2023: HK$122.4 million). The current ratio, being the proportion of total current assets against total current liabilities, net of amounts due to directors, was 0.31 (2023: 0.31). The gearing ratio (being net debt divided by the aggregate of net debt and total capital) of the Group as at 31 March 2024 was approximately 792.5% (2023: 244.40%). Net debt was approximately HK$134.7 million (2023: HK$168.9 million) which is calculated based on the sum of total lease liabilities, amounts due to former directors, and loans from related parties, less cash and cash equivalents. Total deficit and net debt was approximately HK$17.0 million (2023: HK$69.1 million). Further details are set out in note 3 to the consolidated financial statements in this annual report.

Rights Issue and use of proceeds

On 28 April 2022, the Company proposed to implement the rights issue on the basis of three rights shares for every two shares at the subscription price of HK$0.04 per rights share, to raise up to approximately HK$48,600,000 (before expenses and if full subscription) by issuing up to 1,215,375,000 rights shares to the qualifying shareholders (the "**Rights Issue**"). The Rights Issue was approved by the shareholders of the Company at the extraordinary general meeting of the Company held on 15 August 2022.

As at 24 October 2022, such proposal was accepted in the amount of 234,990,908 rights shares representing approximately 19.3% of the total number of 1,215,375,000 rights shares available for subscription under the Rights Issue. As a result of the under-subscription of the rights shares and pursuant to the terms of the Underwriting Agreement, the Underwriter and its sub-underwriters, on a best effort basis, have procured subscribers to subscribe for 853,050,000 rights shares, representing approximately 70.2% of the total number of 1,215,375,000 rights shares available for subscription under the Rights Issue. After the subscribers' subscription procured by the Underwriter and its sub-underwriters, together with the 234,990,908 rights shares subscribed, a total of 1,088,040,908 rights shares were subscribed and the Rights Issue was subscribed as to approximately 89.5% of the total number of 1,215,375,000 rights shares available for subscription under the Rights Issue.

The gross proceeds from the Rights Issue are approximately HK$43.5 million and the net proceeds from the Rights Issue, after deducting all relevant expenses for the Rights Issue, are approximately HK$41.5 million. During the Year, the Company had applied (i) HK$11.5 million for general corporate and working capital purposes, including but not limited to settling overdue trade and other payables and other indebtedness in relation to the Group's Provision of Catering Services Business; and (ii) HK$30.0 million for the partial settlement of the amount due to a Director.

For further details, please refer to the announcements of the Company dated 28 April 2022, 25 May 2022, 14 June 2022, 16 June 2022, 27 July 2022, 15 August 2022, 7 September 2022 and 31 October 2022; the circular of the Company dated 28 June 2022 and a prospectus of the Company dated 10 October 2022.

CAPITAL STRUCTURE

Change of domicile

The Company has been deregistered from the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda. The change of domicile became effective on 6 September 2022 (Bermuda time) (7 September 2022 (Hong Kong time)). In connection with the change of domicile, a new memorandum of continuance and the New Bye-laws have been adopted by the Company with effect from 6 September 2022 (Bermuda time) (7 September 2022 (Hong Kong time)).

Capital reorganization

On 28 April 2022, the Company announced to implement the capital reorganisation after the change of domicile becoming effective that (i) the issued share capital of the Company will be reduced through a cancellation of the paid-up capital of the Company to the extent of US$0.009 on each of the issued Shares such that the nominal value of each issued Share will be reduced from US$0.01 to US$0.001 (the "Capital Reduction"); (ii) immediately following the Capital Reduction, each authorised but unissued Shares of US$0.01 each will be sub-divided into 10 Adjusted Shares of US$0.001 each (the "Share Subdivision"); (iii) the credit arising in the books of the Company from the reduction of the paid-up capital in the amount of US$7,292,250 will be credited to the Contributed Surplus Account; and (iv) the amount standing to the credit of the Contributed Surplus Account will be applied to set off the accumulated losses of the Company in full and will be applied in any other manner as may be permitted under the New Bye-laws and all applicable laws of Bermuda. The Capital Reduction and Share Subdivision became effective on 27 September 2022. Details of the above are set out in the announcements of the Company dated 28 April 2022, 25 May 2022, 14 June 2022, 16 June 2022, 27 July 2022, 15 August 2022 and 7 September 2022, and the circular of the Company dated 28 June 2022.

Outlook

Since the outbreak of pandemic in Hong Kong, local catering industries have encountered significant challenging operating environment, with a continuous wave of restaurant closures. As a result, the Group's catering business has also been severely affected. To mitigate the negative impact of the catering business on the Group, the Group will continue to seek diversified development and focus on food ingredient sales business and organic vegetables consulting services. With the increasing societal demand for higher living standards, the emphasis on green and healthy foods, and the rising need for quality of food ingredients, the Group is committed to making life better with Life Concepts by providing diversified, professional, and warm services.

In November 2022, the Group successfully launched the frozen meat sales business, which has continued to generate stable income for the Group. In the future, the Group plans to invest more resources in operating this business, such as finding suitable warehouse locations for storing inventory of food ingredients, establishing its own transportation and logistics system to reduce costs, setting up a food packaging line, and forming a sales team. In April 2024, the Group successfully expanded its sales business, signing cooperation agreements with other food ingredient suppliers and customers. Meanwhile, the Group will continue to seek more suppliers and customers for long-term collaboration.

Principal Risks and Uncertainties

The Group's financial condition, results of operations, businesses and prospects would be affected by a number of risks and uncertainties including market risk, credit risk, liquidity risk and compliance risk. The risk management policies and practices of the Group are stated in notes 3 and 31 to the consolidated financial statements in this annual report.

Pledge of Assets

As at 31 March 2024, save as restricted bank and other deposits of approximately HK$66,214,000 (2023: HK$70,332,000) for the Group's obligations under certain operating leases or service agreements in relation to the provision of financial institution intermediation services, the Group did not pledge any other assets (2023: Nil).

Contingent Liabilities

As at 31 March 2024, the Group did not have any significant contingent liabilities (2023: Nil).

Capital Commitments

As at 31 March 2024, the Group did not have any capital commitments (2023: Nil).

Dividend

The Board has resolved not to recommend the payment of any final dividend for the Year (2023: Nil).

As at the date of this annual report, there was no arrangement under which a shareholder had waived or agreed to waive any dividends.

Employees and Remuneration Policies

As at 31 March 2024, the total number of employees employed by the Group in Hong Kong and the PRC was 28 (2023: 67). Total staff costs (including Directors' emoluments) were approximately HK$3.7 million for the Year (2023: HK$30.0 million).

Employees' remuneration (including Directors' emoluments) is commensurate with their job nature, qualifications, experience, competent and market comparable. Salaries and wages are normally reviewed annually based on performance appraisals and other relevant factors.

The Group continues to offer competitive remuneration packages and bonus to eligible staff, based on the performance of the Group and the individual employee.

Furthermore, the Company has adopted a share option scheme as an incentive to the Directors and eligible employees. The Group also provides and arranges on-the job training for the employees.

Foreign Exchange Exposure

The Group mainly operates in Hong Kong and the PRC. The Directors consider that the Group's exposure to foreign currency exchange risk is insignificant as the Group collects most of the revenue and incur most of the expenditure in Hong Kong dollars ("**HK$**") and Renminbi ("**RMB**"), being the local currencies of the operating subsidiaries in Hong Kong and the PRC. Moreover, the Group adopted a conservative treasury policy with most of the bank deposits being kept in HK$, or in RMB to minimise exposure to foreign exchange risks. The management will closely monitor the fluctuation in these currencies and take appropriate actions when needed.

Significant Investments

The Group did not hold any significant investment with a value of 5% or more of the Company's total assets during the Year.

Future Plans for Material Investments and Capital Expenditures

Save as disclosed in this annual report, the Group does not have any present plans for material investments and capital assets.

Material Acquisitions and Disposals

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

Events After Reporting Period

On 19 April 2024, the Board announced that, due to the termination of the framework agreement for strategic cooperation with 深圳市金玉匯萃科技有限公司 (Shenzhen Jinyu Huicui Technology Co., Ltd.*), and Mr. Yu Qinglong and Ms. Li Junping who were responsible for the aforementioned framework agreement have tendered their resignations as executive Director on 12 October 2023. The Board considered that the Proposed Change of Company Name will no longer benefit the future business development of the Company. Accordingly, the Board has decided not to proceed with the Proposed Change of Company Name.

For further details, please refer to the announcements of the Company dated 27 March 2023, 28 September 2023 and 13 October 2023.

On 22 April 2024, the head office and principal place of business the Company in Hong Kong has been changed to Room 806, 8/F, Stelux House, 698 Prince Edward Esat, San Po Kong, Kowloon, Hong Kong.

* For identification purposes only

BIOGRAPHICAL DETAILS OF DIRECTORS

Executive Directors

Mr. Xu Qiang (徐強), aged 40, was appointed as an executive Director, the chairman of the Board and chief executive officer of the Company on 3 July 2023. He is the chairman of the nomination committee of the Board (the "**Nomination Committee**") and a member of remuneration committee of the Board (the "**Remuneration Committee**"). He graduated from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC, studying International Economic Law. He is a Chartered Financial Practitioner of the Asia Pacific Financial Services Association (APFinSA). He was the investment director of asset management department in Jialian Rongfeng Investment Development Management Limited (嘉聯融豐投資發展管理有限公司) from 2009 to 2012 and involved in private equity, initial public offerings and mergers and acquisitions projects. From 2012 to 2015, Mr. Xu served as a fund manager in an offshore fund and was responsible for managing and hedging of international derivatives products. Mr. Xu is also familiar with asset management, risk management and business strategic planning. From February 2017 to December 2020, Mr. Xu served as an executive director of China Creative Global Holdings Limited (中創環球控股有限公司), a company delisted on the Stock Exchange (Stock Code:1678) in July 2022.

Mr. Liu Guowei (劉國偉), aged 44, was appointed as an executive Director on 4 August 2023. He has more than 10 years of extensive experience in logistics management and supply chain industry. Mr. Liu participated in the planning, establishment and daily management of several raw material supply companies in Mainland China. Mr. Liu has a unique understanding of market development and company operation management. From 2010 to 2017, he was a general manager of Shenzhen City Zhijun Xumu Technology Co., Limited* (深圳市智君畜牧科技有限公司). From 2015 to 2020, he was a director of Shenzhen City Huayu Jin Technology Co., Limited* (深圳市華羽錦科技有限公司). He is currently a director of Shenzhen City Gubang Electronics Co., Limited* (深圳市谷邦電子有限公司), a vice president of Shenzhen City Mingjia Art and Culture Promotion Association* (深圳市名家藝術文化促進會) and general manager of Shenzhen City Qianhai Guangsheng International Commodity Trading Center Co., Limited* (深圳市前海廣晟國際商品交易中心有限公司).

Mr. Yu Quansheng (余權勝), aged 47, was appointed as an executive Director on 5 January 2024. He has more than 10 years of experience in corporate management and strategic management. From January 2008 to December 2017, Mr. Yu served as the general manager of Guangdong Zhongming Technology Co., Ltd.* (廣東中明科技有限公司). He is currently a chief executive officer of Anhui Zhongxian Smart Robot Co., Ltd.* (安徽中顯智能機器人有限公司), responsible for the strategic planning and decision making. Mr. Yu obtained a master's degree in business administration from the Brest Business School in April 2024.

Ms. Wu Liyu (吳麗玉), aged 38, was appointed as an executive Director on 22 March 2024. She has extensive experience in the food industry and production site management in large and medium-sized food production enterprises. She is familiar with export health registration applications and production license applications. She is currently a director of Shenzhen Peptide Youyuan Food Technology Co., Ltd. (深圳市肽友緣食品科技有限公司), responsible for the research, production, and sales of self-heating food product series. Ms. Wu graduated from Guangdong Medical College in 2013, studying nursing.

* For identification purposes only

Independent non-executive Directors

Mr. Hui Hung Kwan (許鴻群), aged 52, was appointed as an independent non-executive Director on 4 August 2023. He is also the chairman of the audit committee of the Board (the "**Audit Committee**") and a member of each of the Remuneration Committee and the Nomination Committee. He is currently an independent non-executive Director of Shanghai Kindly Medical Instruments Co., Ltd (上海康德萊醫療器械股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1501) since December 2018, and the company secretary of Wuxi Life International Holdings Group Limited (formerly known as Aurum Pacific (China) Group Limited (奧栢中國集團有限公司)), a company listed on the GEM Board of the Stock Exchange (stock code: 8148) since May 2023.

Mr. Bian Hongjiang (邊洪江), aged 49, was appointed as an independent non-executive Director on 4 August 2023. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He graduated from the Northeast Agricultural University in July 2010 and majored in accounting. Mr. Bian was an executive director of Tree Holdings Limited (stock code:8395) from 21 October 2022 to 20 June 2023. Mr. Bian has over 21 years' experience in financial management. He has been the executive director and legal representative of Beijing Huijing Yian Asset Management Co., Ltd.* (北京匯金易安資產管理有限公司) since October 2019 and the financial officer of Shandong Yuanqi Wisdom Agriculture Development Co., Ltd.* (山東源齊智慧農業發展有限公司) since May 2022.

Mr. Chen Wenrui (陳文鋭), aged 36, was appointed as an independent non-executive Director on 4 August 2023. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He graduated from Xi'an International Studies University in 2011, studying in Russian. He is currently served as director of Investment Banking Department of Zhongtian Capital Holdings (Shengzhen) Limited* (中天資本控股(深圳)有限公司).

* For identification purposes only

CORPORATE GOVERNANCE REPORT

The Board is committed to achieving high standards of corporate governance by emphasizing transparency, independence, accountability, responsibility and fairness. The Board strives to ensure that effective self-regulatory practices exist to protect the interests of the shareholders of the Company and to enhance long-term shareholders' value.

Purpose, Value and Strategy

The Group mainly provides three types of services, namely (i) catering services; (ii) organic vegetables consulting services; and (iii) financial institutions intermediation services. The core value of the Company is to provide the best experience to its customers and to enhancing shareholder value.

To achieve the above, the Board promotes a dedicated culture to serve with highest standard and integrity in the Group's daily operations, and cultivated a competent and committed team.

Corporate Governance Practices

In the opinion of the Directors, save as disclosed in this report, the Company has applied the principles of, and complied with, the applicable code provisions of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules (the "**CG Code**") in force during the year ended 31 March 2024. The Board will keep reviewing and updating such practices from time to time to ensure compliance with legal and commercial standards.

NON-COMPLIANCE WITH PROVISIONS OF THE GEM LISTING RULES

After the resignation of Mr. James Fu Bin Lu, Ms. Li Qing Ni, Mr. Lu Cheng, Mr. Shi Kangping, Mr. Kim Jin Tae, the Company has not complied with the requirements set out in Rules 5.05(1), 5.05(A), 5.05(2), 5.28, 5.34, 5.35 and 5.36A of the GEM Listing Rules and terms of reference of Audit Committee, Remuneration Committee and Nomination Committee. For further details, please refer to the announcement of the Company dated 12 July 2023.

Following the appointment of Mr. Hui Hung Kwan, Mr. Bian Hongjiang and Mr. Chen Wenrui, the Company has re-complied with the requirements set out in Rules 5.05(1), 5.05A, 5.05(2), 5.28, 5.34, 5.35 and 5.36A of the GEM Listing Rules and terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee. For further details, please refer to the announcement of the Company dated 4 August 2023.

Corporate Governance Structure

The Board is primarily responsible for formulating strategies, monitoring performance and managing risks of the Group. At the same time, it also has the duty to enhance the effectiveness of the corporate governance practices of the Group. Under the Board, there are three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. All these committees perform their distinct roles in accordance with their respective terms of reference (available on the Company's website) and assist the Board in supervising certain functions of the senior management.

Directors' Securities Transactions

The Group has adopted the required standard of dealings in the securities as contained in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Required Standard of Dealings**") as its own code of conduct for dealings in the securities of the Company by the Directors.

Having made specific enquiries by the Company, all the Directors have confirmed that they had complied with the Required Standard of Dealings during the year ended 31 March 2024.

Board of Directors

The Board comprises seven Directors as follows:

Executive Directors:

Mr. Xu Qiang (Chairman, Chief Executive Officer and Executive Director) (appointed on 3 July 2023)

Mr. Liu Guowei (appointed on 4 August 2023)

Mr. Yu Quansheng (appointed on 5 January 2024)

Ms. Wu Liyu (appointed on 22 March 2024)

Mr. James Fu Bin Lu (Chairman and Chief Executive Officer) (resigned Chairman and Chief Executive Officer on 3 July 2023 and resigned Executive Director on 12 July 2023)

Ms. Li Qing Ni (resigned on 12 July 2023)

Mr. Long Hai (resigned on 3 July 2023)

Mr. Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)

Ms. Li Junping (appointed on 4 August 2023 and resigned on 12 October 2023)

Non-executive Director:

Ms. Ng Yan Ka (appointed on 20 December 2023 and resigned on 13 March 2024)

Independent non-executive Directors:

Mr. Hui Hung Kwan (appointed on 4 August 2023)

Mr. Bian Hongjiang (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. Lu Cheng (resigned on 12 July 2023)

Mr. Kim Jin Tae (resigned on 12 July 2023)

Mr. Shi Kangping (resigned on 12 July 2023)

The Board has the responsibility for leadership and control of the Company. They are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board may from time to time delegate certain functions to the senior management of the Group if and when considered appropriate. The senior management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time. The Board is accountable to the shareholders of the Company for the strategic development of the Group with the goal of maximizing long-term shareholder value, while balancing broader stakeholder interests.

The attendance record of each Director during the year ended 31 March 2024 at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting and annual general meeting (the "**AGM**") is set out in the following table:

	Attendance/no. of meetings eligible to attend				
Directors	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	AGM
Executive Directors:					
Mr. Xu Qiang (Chairman, Chief Executive Officer and Executive Director) (appointed on 3 July 2023)	10/10	N/A	4/4	4/4	1/1
Mr. Liu Guowei (appointed on 4 August 2023)	7/7	N/A	N/A	N/A	N/A
Mr. Yu Quansheng (appointed on 5 January 2024)	2/2	N/A	N/A	N/A	N/A
Ms. Wu Liyu (appointed on 22 March 2024)	N/A	N/A	N/A	N/A	N/A
Mr. James Fu Bin Lu (Chairman and Chief Executive Officer) (resigned Chairman and Chief Executive Officer on 3 July 2023 and resigned Executive Director on 12 July 2023)	3/4	N/A	N/A	1/1	N/A
Ms. Li Qing Ni (resigned on 12 July 2023)	0/3	N/A	N/A	N/A	N/A
Mr. Long Hai (resigned on 3 July 2023)	2/3	N/A	1/1	N/A	N/A
Mr. Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)	6/6	N/A	2/2	2/2	0/1
Ms. Li Junping (appointed on 4 August 2023 and resigned on 12 October 2023)	1/1	N/A	N/A	N/A	0/1
Independent non-executive Directors:					
Mr. Hui Hung Kwan (appointed on 4 August 2023)	8/8	2/2	3/3	3/3	1/1
Mr. Bian Hongjiang (appointed on 4 August 2023)	8/8	2/2	3/3	3/3	1/1
Mr. Chen Wenrui (appointed on 4 August 2023)	8/8	2/2	3/3	3/3	1/1
Mr. Lu Cheng (resigned on 12 July 2023)	3/4	1/1	2/2	2/2	N/A
Mr. Kim Jin Tae (resigned on 12 July 2023)	0/4	0/1	0/2	N/A	N/A
Mr. Shi Kangping (resigned on 12 July 2023)	1/4	1/1	N/A	0/2	N/A

During the year ended 31 March 2024, the Board held 4 regular meetings. Special Board meetings will be held as and when required. Formal notice for each proposed regular meeting is given at least 14 days before the day of the meeting. With regard to special Board meetings, notices are issued within a reasonable period.

All Directors are provided with details of agenda items for decisions making with reasonable notice. Directors have access to the advice and services of the company secretary of the Company (the "**Company Secretary**") who is responsible for ensuring that the Board procedures are complied with and advising the Board on compliance matters. Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors, at the expense of the Company. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed would not be counted in the quorum of meeting and would abstain from voting on the relevant resolution.

All Directors assume the responsibilities owed to the shareholders for the well-being and success of the Company. They are aware of their duties to act in good faith and in the best interests of the Company.

The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor the Company's overall financial position. The Board updates the shareholders of the Company on the operations and financial position of the Group through quarterly, half yearly and annual results announcements as well as the publication of timely announcements of other matters as prescribed by the relevant rules and regulations.

The Company has three independent non-executive Directors, at least one of whom has appropriate financial management expertise, in compliance with the GEM Listing Rules. Each of the independent non-executive Directors has made an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

Relationship

There is no financial, business, family or other material or relevant relationship among the directors. The biographical details of the Directors are set out in the section of "Biographical Details of Directors" of this annual report.

Chairman and Chief Executive Officer

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

During the year ended 31 March 2024, the Company has not separated the roles of the chairman of the Board and the chief executive officer of the Company. Mr. Xu Qiang was the chairman of the Board and also the chief executive officer of the Company responsible for overseeing the operations of the Group during the year. The Board believes that vesting the roles of both the chairman of the Board and the chief executive officer of the Company in the same person provides the Company with strong and consistent leadership, and allows for effective and efficient planning and implementation of business decisions and strategies. The Board considers that the structure currently operated by the Company does not undermine the balance of power and authority between the Board and the management as the decisions of the Board are made collectively by way of voting and therefore the chairman of the Board should not be able to monopolize the voting result. The Board shall nevertheless review the structure from time to time to ensure appropriate move is being taken should suitable circumstances arise.

Appointment and Re-Election of Directors

Each of the executive Directors and independent non-executive Directors has entered into a service contract with the Company for an initial term of three (3) years from the date of signing the letter of appointment with the Group unless terminated by either party. Each of the Directors are subject to retirement by rotation and re-election pursuant to the bye-laws of the Company (the "**Bye-Laws**").

At each annual general meeting, one-third of the Directors for the time being or, if their number is not a multiple of three, then 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. Any Director appointed to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be eligible for re-election at such meeting and any Director appointed as an addition to the existing board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Corporate Governance Function

The Board is responsible for performing corporate governance duties and has adopted written terms of reference on its corporate governance functions.

The duties of the Board in respect of the corporate governance functions include:

(i) developing and reviewing the Company's policies and practices on corporate governance;

(ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;

(iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

(iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and

(v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

During the year ended 31 March 2024 and up to the date of the report, the Board has performed the corporate governance duties in accordance with its terms of reference.

Board Diversity Policy

The Board has adopted a board diversity policy (the "**Policy**") setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge.

The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

On recommendation from the Nomination Committee, the Board will set measurable objectives to implement the Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the Policy, as appropriate, to ensure its continued effectiveness from time to time.

The Board believes that gender diversity is a representing manifestation of Board diversity, among all other measurable objectives. While the Board has a domination of male composition, the Company has one female Director achieving a female representation in the Board. The Board is of the view that the existing gender diversity in respect of the Board is sufficient, and that the nomination policy of the Company can ensure that there will be a pipeline of potential successors to the Board which continues the existing gender diversity in the Board. The Board is also characterised by significant diversity, whether considered in terms of professional background and skills.

As at 31 March 2024, the gender ratio of the Group's workforce was approximately 71% male to 29% female. The Company's hiring is merit-based and nondiscriminatory. The Board is satisfied that the Company has achieved gender diversity in its workforce.

Nomination Policy

The Board has established a set of nomination policy (the "**Nomination Policy**") setting out the approach to nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies. The criteria of nomination have been considered from a number of aspects, including but not limited to, skills, experience, qualifications and aspects as detailed in the Nomination Policy.

During the year ended 31 March 2024, the Company reviewed its Nomination Policy for a formal, considered and transparent procedure to help identifying and nomination of candidates for Directors. All valid nomination of candidates, accompanied with biographical details, would be presented to the Board for consideration. Consideration would be given to factors such as the candidate's integrity, experience and qualifications relevant to the Group's business. It is believed that members of the Nomination Committee collectively would have required relevant knowledge and skills to identify, invite and evaluate qualifications of nominated candidates for directorship.

The process of our appointment and re-election of Directors are as follows:

Potential new Directors are identified and considered for appointment at any time by the Board upon the recommendation of the Nomination Committee. External recruitment professional might be engaged to carry out selection procedure when necessary. Nomination Committee considers the candidates based on merit having regard to the knowledge, experience, skills and expertise as well as the overall board diversity which, in the opinion of the Directors, will enable them to make positive contributions on the performance of the Board and makes recommendations to the Board as appropriate. Emoluments of new Directors will be considered by the Remuneration Committee.

The Nomination Committee will adopt the above selection process and criteria in the selection and recommendation of candidates for directorship.

Newly appointed members by the Board to fill a casual vacancy on the Board are subject to re-election at the first general meeting after their appointment or as addition to the existing Board are subject to re-election at the first annual general meeting after their appointment. All Directors are subject to re-election by the shareholders every 3 years.

Remuneration Committee

The Remuneration Committee was set up on 14 July 2016 to oversee the remuneration policy and structure for all Directors and senior management.

The primary objectives of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure of the Directors and the senior management and recommending to the Board the remuneration packages of all executive Directors and senior management. The Remuneration Committee is also responsible to ensure that no Director or any of his associates will participate in deciding his own remuneration, which will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

During the year ended 31 March 2024, the Remuneration Committee held 6 meeting and reviewed the remuneration package of Directors and the senior management of the Company.

As at the date of this annual report, the Remuneration Committee comprises four members namely:

Mr. Bian Hongjiang (Chairman) (appointed on 4 August 2023)

Mr. Xu Qiang (appointed as Chairman on 12 July 2023 and ceased as Chairman on 4 August 2023)

Mr. Hui Hung Kwan (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. Lu Cheng (Chairman) (resigned on 12 July 2023)

Mr. Kim Jin Tae (resigned on 12 July 2023)

Mr. Long Hai (resigned on 3 July 2023)

Mr. Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)

All the members are independent non-executive Directors except Mr. Xu Qiang, which is executive Director.

Particulars of the Directors' remuneration for the year ended 31 March 2024 are set out in note 30 to the consolidated financial statement.

Nomination Committee

The Company has established the Nomination Committee on 14 July 2016 for making recommendations to the Board on appointment of Directors and succession planning for the Directors. The principal duties of the Nomination Committee include reviewing the Board composition, making recommendations to the Board on the appointment and succession planning of Directors, assessing the independence of the independent non-executive Directors and reviewing the Policy.

During the year ended 31 March 2024, the Nomination Committee held 6 meeting and, among other matters, (i) reviewed the structure, size and composition of the Board; (ii) assessed the independence of the independent non-executive Directors; (iii) reviewed the board diversity policy of the Group; and (iv) reviewed and made a recommendation on the re-appointment of Directors.

As at the date of this annual report, the Nomination Committee comprises four members namely:

Mr. Xu Qiang (Chairman) (appointed on 3 July 2023)

Mr. Hui Hung Kwan (appointed on 4 August 2023)

Mr. Bian Hongjiang (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. James Fu Bin Lu (Chairman) (resigned on 3 July 2023)

Mr. Lu Cheng (resigned on 12 July 2023)

Mr. Shi Kangping (resigned on 12 July 2023)

Mr. Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)

All the members are independent non-executive Directors except Mr. Xu Qiang, which is executive Director.

Audit Committee

The Company has established the Audit Committee on 14 July 2016 with written terms of reference setting out the authorities and duties of the Audit Committee. The Audit Committee performs, amongst others, the following functions:

- Review financial information of the Group;
- Review relationship with and terms of appointment of the independent auditors; and
- Review the Company's financial reporting system, internal control system and risk management system.

During the year ended 31 March 2024, the Audit Committee held 3 meetings. The Audit Committee oversees the internal control system and risk management system of the Group, reports to the Board on any material issues, and makes recommendations to the Board.

Major accomplishments for the year ended 31 March 2024 and up to the date of this report comprised of the following:

(i) reviewed the final results for the year ended 31 March 2023, unaudited interim results for the six months ended 30 September 2023 and the unaudited quarterly results for the three months ended 30 June 2023;

(ii) considered and approved the terms and remuneration for the appointment of McMillan Woods (Hong Kong) CPA Limited as independent auditor; and

(iii) reviewed the connected transactions of the Group.

As at the date of this annual report, the Audit Committee comprises three members namely:

Mr. Hui Hung Kwan (Chairman) (appointed on 4 August 2023)

Mr. Bian Hongjiang (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

Mr. Shi Kangping (Chairman) (resigned on 12 July 2023)

Mr. Kim Jin Tae (resigned on 12 July 2023)

Mr. Lu Cheng (resigned on 12 July 2023)

All the members are independent non-executive Directors (including one independent non-executive Director, Mr. Hui Hung Kwan who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing independent auditor.

Risk Management and Internal Control

The Audit Committee reviews the adequacy of the Company's internal financial controls, operational and compliance controls, and risk management policies and systems established by the management of the Company.

The Board is responsible for the risk management and internal control systems and is fully aware of the need to put in place a system of risk management and internal controls within the Group to safeguard the interests of the shareholders and the Group's assets, and to manage and mitigate risks. The Board also acknowledges that no cost effective risk management and internal control systems will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Group has adopted a three-tier risk management approach to identify, assess and manage different types of risks. As the first line of defence, business units are responsible for identifying, assessing and monitoring risk associated with each business or transaction. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new system and oversees portfolio management. It ensures that risks are within acceptable range and that the first line of defence is effective. As the final line of defense, the Audit Committee reviews the first and second lines of defence.

The Company does not have internal audit department. The Board currently takes the view that there is no immediate need to set up an internal audit function or engage an independent internal control consulting firm in light of the size, nature and complexity of the Group's business. The need for an internal audit function or engaging an independent internal consulting firm will be reviewed from time to time.

The Group has established internal control procedures for handling and dissemination of inside information, amongst others, the following in order to comply with code provision D.2.1 of CG Code as well as Part XIVA of the SFO:

- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorized use of confidential or inside information; and
- the Group has established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the executive Directors, Company Secretary and investor relations officers are authorised to communicate with parties outside the Group.

During the year ended 31 March 2024, the Board has discussed and reviewed the effectiveness of the Group's risk management and internal control systems covering material controls (including financial, operational and compliance controls) at entity and operational levels. Based on the outcome of the review performed by the Company's Audit Committee, administrative management and the independent auditor, the Directors considered and were of the opinion that the Group's risk management and internal control systems and internal audit function are effective and adequate.

Mechanism Regarding Independent Views To The Board

The Board has implemented different ways to ensure independent views and input are available to the Board. The implementation and effectiveness of such mechanism was reviewed on an annual basis. The Board considers that such mechanism has been implemented properly and effectively.

The mechanism is disclosed below:

(i) Composition

The Board ensures the appointment of at least three independent non-executive Directors and at least one-third of its members being independent non-executive Directors (or such higher threshold as may be required by the Listing Rules from time to time), with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. Further, independent non-executive Directors will be appointed to Board Committees as required under the GEM Listing Rules and as far as practicable to ensure independent views are available.

(ii) Independence Assessment

The Nomination and Corporate Governance Committee strictly adheres to the nomination policy with regard to the nomination and appointment of independent non-executive Directors, and is mandated to assess annually the independence of independent non-executive Directors to ensure that they can continually exercise independent judgement.

(iii) Board Decision Making

The Directors (including independent non-executive Directors), upon reasonable request, may seek independent professional advice at the Company's expense, to assist the performance of their duties.

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter would be dealt with by a physical Board meeting rather than a written resolution.

A Director who has a material interest in a contract, transaction or arrangement shall not vote or be counted in the quorum on any Board resolution approving the same.

(iv) Board Evaluation

The Board assesses and reviews the time contributed by every independent non-executive Director and their attendance to meetings of the Board and the board committees so as to ensure that every independent non-executive Director has devoted sufficient time to the Board to discharge his/her responsibilities as a Director of the Company.

Remuneration of Senior Management

The remuneration payable to the senior management of the Company, including those members of senior management who are also the executive Directors whose particulars are contained in section headed "Biographical Details of Directors" in this annual report, is shown in the following table by band:

Remuneration Bands	Number of Individual
Nil - HK$500,000	4
HK$500,001 - HK$1,000,000	—

Independent Auditor and its Remuneration

The statement of the independent auditor on their reporting responsibilities and opinion on the Group's consolidated financial statements for the year ended 31 March 2024 is set out in the section headed "Independent Auditor's Report" in this annual report.

The Audit Committee is responsible for considering the appointment of the independent auditor and reviewing any non-audit functions performed by the independent auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

The fees paid/payable to McMillan Woods (Hong Kong) CPA Limited for the year ended 31 March 2024 are set out as follows:

	Fee paid/payable HK$'000
Audit services	1,000
Non-audit services	—
Total	1,000

Directors' Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements for the year ended 31 March 2024, which give a true and fair view of the state of affairs of the Company and the Group's results and cash flows for the year then ended and are properly prepared on a going concern basis in accordance with the applicable statutory requirements and accounting standards. Material uncertainties which may affect the Company's business or cast significant doubt about the Company's ability to continue as a going concern are disclosed in note 2.1 to the consolidated financial statements of this annual report.

In addition, McMillan Woods (Hong Kong) CPA Limited has stated its reporting responsibility in the independent auditor's report of the Company's consolidated financial statements for the year ended 31 March 2024.

Company Secretary

Ms. Kwok Wai Chun ("**Ms. Kwok**"), aged 35, joined the Company on 13 June 2023 as the company secretary of the Company (the "**Company Secretary**").

Ms. Kwok holds a bachelor degree of business administration and is an associate member of the Hong Kong Chartered Governance Institute. Ms. Kwok has extensive experience in the corporate secretarial field. Ms. Kwok is not a full time employee of the Company, the primary person at the Company whom Ms. Kwok shall be contacted in respect of company secretarial matters is Mr. Xu, the executive Director. During the Year, Ms. Kwok has taken not less than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

Induction and Continuing Professional Development

Each newly appointed Director receives formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has continuously provided relevant training materials to the Directors. All Directors, namely Mr. Xu Qiang, Mr. Liu Guowei, Mr. Yu Quansheng, Ms. Wu Liyu, Mr. Hui Hung Kwan, Mr. Bian Hongjiang and Mr. CHEN Wenrui had participated in courses relating to roles, functions and duties of a listed company director or further enhancement of their professional development by the way of attending training courses or reading relevant materials. All Directors had provided the Company their training records for the year ended 31 March 2024 and the Company will continue to arrange training in accordance with code provision C.1.4 of the CG Code. The Directors and officers are indemnified under the directors' and officers' liability insurance against any liability incurred by them in discharge of their duties while holding office as the Directors and officers of the Company. The Directors and officers shall not be indemnified where there is any fraud, breach of duty or breach of trust proven against them.

Dividend Policy

The Board has approved and adopted a dividend policy (the "**Dividend Policy**"). It is the policy of the Board in declaring or recommending a payment of dividends, to allow shareholders of the Company to participate in the Company's profits and for the Company to retain adequate reserves for future growth.

The Board shall consider the following factors before declaring or recommending any dividend:

- general business conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Company;
- the financial condition and results of operations of the Group;
- the expected capital requirements and future expansion plans of the Group;
- future prospects of the Group;
- statutory and regulatory restrictions;
- contractual restrictions on the payment of dividends by the Group to the shareholders of the Company or by the subsidiaries of the Company to the Company;
- taxation considerations;
- shareholders' interests; and
- other factors the Board may deem relevant.

The Board may also pay half-yearly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits of the Company justify the payment. The payment of dividend is also subject to applicable laws and regulations and the Bye-Laws.

Whilst the Dividend Policy reflects the Board's current views on the financial and cash-flow position of the Group, such Dividend Policy will continue to be reviewed from time to time and there can be no assurance that dividends will be recommended or declared in any particular amount for any given period. The declaration of or recommendation of declaration of dividends is subject to the absolute discretion of the Board. Even if the Board decides to recommend and declare dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group.

Whistle-Blowing Policy

The Company has put in place whistleblowing policy which applies to all the directors and employees of the Group and any parties who deal with the Group. The policy is designed to provide the employees and any external parties with confidential whistleblowing channels to report to the Group the actual or suspected illegal activities and misconducts in corporate financial reporting, internal control or other areas.

Anti-Corruption Policy

The Group does not tolerate any corruption, bribery, extortion, fraud or money laundering during the course of its business activities. As such, it has formulated an anti-corruption policy (the "**Anti-Corruption Policy**") which prohibits all forms of corruption practice by making reference to the relevant laws and regulations. The Anti-Corruption Policy forms an integral part of the Group's corporate governance framework, which sets out the specific behavioural guidelines that the employees of the Group must follow to combat corruption. The Anti-Corruption Policy is reviewed and updated on a regular basis to align with the applicable laws and regulations as well as the industry best practices. All the employees are informed and expected to act with integrity, impartiality and honesty.

COMMUNICATION WITH THE SHAREHOLDERS

The Board has adopted a shareholder communication policy which is subject to annual review to ensure its implementation and effectiveness. Such policy aims at ensuring shareholders can have equal and timely access to information about the Company in order to enable the Shareholders to exercise their rights in an informed manner and to allow them to engage actively with the Company.

A summary of the Company's shareholder communication policy is as follows:

Information will be communicated to the Shareholders through the Company's financial reports, circulars and announcements, AGMs and other general meetings that may be convened, as well as all the disclosures submitted to the Stock Exchange for publication.

As a channel to further promote effective communication, the Company maintains a website at as a communication platform with Shareholders, where Company's announcements and press releases, business developments and operations, financial information, corporate governance report and other information are posted.

Shareholders' meeting is one of the channels for shareholders to communicate their views on various matters affecting the Company. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. Shareholders may make enquiries to the Company directly by raising questions at general meetings. Board members, in particular, the chairmen of Board committees or their delegates, appropriate management executives and external auditor will use all reasonable efforts to attend annual general meetings and to answer Shareholders' questions.

Furthermore, Shareholders are given sufficient notice of Shareholders' meetings, detailed procedures for conducting a poll was stated in circular to Shareholders accompanying the notice of the annual general meeting. In order for the Company to solicit and understand the views of Shareholders, Shareholders may make enquiries to the Company through the contact method provided by the Company's website.

The Company reviewed the implementation and effectiveness of the shareholder communication policy has been properly implemented and during the year and considered that the policy is effective.

Constitutional Documents

There was no significant change in Company's constitutional documents made during the Year.

SHAREHOLDERS' RIGHTS

Convening a Special General Meeting

Pursuant to Section 74 of the Bermuda Companies Act 1981, shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring a special general meeting ("**SGM**") to be called by the Board. The written requisition (i) must state the purposes of the SGM, and (ii) must be signed by the requisitionists and deposited at the registered office of the Company for attention of the Company Secretary of the Company, and may consist of several documents in like form, each signed by one or more requisitionists. Such requisitions will be verified with the Company's share registrars and upon their confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice to all shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, the SGM will not be convened as requested.

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may convene a SGM, but any SGM so convened shall not be held after expiration of three months from the said date of deposit of the requisition. A SGM convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in any SGM to be convened by the Board.

Putting Forward Proposals at General Meetings

Pursuant to Sections 79 and 80 of the Bermuda Companies Act 1981, either any number of shareholders representing not less than one-twentieth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, or not less than 100 shareholders, can request the Company in writing to (a) give to shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the requisitionists must be deposited at the registered office of the Company with a sum reasonably sufficient to meet the Company's relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in case of any other requisition.

Procedures for Shareholders to Propose a Person for Election as a Director

The provisions for a shareholder of the Company to propose a person for election as a Director are laid down in Bye-Law 100 of the Bye-Laws. If at any general meeting at which an election of Directors ought to take place the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless:-

i) it shall be determined at such meeting to reduce the number of Directors; or

ii) it is expressly resolved at such meeting not to fill up such vacated offices; or

iii) in any such case the resolution for re-election of a Director is put to the meeting and lost; or

iv) such Director has given notice in writing to the Company that he is not willing to be re-elected.

Procedures for Sending Enquiries to the Board

Shareholders of the Company may send written enquiries to the Company, for the attention of the Company Secretary, by email: cosec@lifeconcepts.com, or mail to Room 806, 8/F, Stelux House, 698 Prince Edward Esat, San Po Kong, Kowloon, Hong Kong.

Information Disclosure

The Company discloses information in compliance with the GEM Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling shareholders of the Company, investors as well as the public to make rational and informed decisions.

Conclusion

The Company believes that good corporate governance could ensure an effective distribution of the resources and the Shareholders' interests. The senior management will continue endeavors in maintaining, enhancing and increasing the Group's corporate governance level and quality.

DIRECTORS' REPORT

The Board presents its annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2024.

Principal Activities

The Company acts as an investment holding company and its subsidiaries are principally engaged in (i) catering supply services, including trading of food ingredients and beverages; (ii) provision of consulting services in relation to organic vegetables research and development, plantation and sales; and (iii) financial institution intermediation services.

Business Review and Performance

Review of our business and performance

Information about a fair review of, and an indication of likely future development in, the Group's business during the year ended 31 March 2024 with financial key performance indicators is set out in the "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

Compliance with laws and regulations

The Company was not aware of material non-compliance with the relevant laws and regulations that had a significant impact on the business and operations of the Group during the year ended 31 March 2024.

Important Events after the Reporting Period

The important events after the reporting period are set out the section headed "Management Discussion and Analysis" of this annual report.

Principal risks and uncertainties

A description of the principal risks and uncertainties facing that the Group may be facing is set out in the section headed "Management Discussion and Analysis" of this annual report.

Environmental policies and performance

The Group is committed to nurturing its staff to care about and protect the environment. It conducts its business in a manner that balances the environment and economic needs.

The Group complies with all relevant environment regulations. It works with its partners including customers and suppliers in a concerted effort to operate in an environmentally responsible manner by making concerted efforts to be energy-efficient and to practise "Reduce, Reuse and Recycle".

Among others, the Group has taken the following initiatives:

- uses recycled print paper and toilet paper; and
- adjusts the temperature for an air-conditioning at 24 degrees celsius during winter season.

Details of the Group's environmental policies and performance are contained in the Environmental, Social and Governance Report on pages 42 to 54 of this annual report.

Stakeholders' engagement

The Group understands the importance of its customers, suppliers and employees to its long-term business development, and therefore has dedicated to establishing and maintaining a close and caring relationship with these stakeholders.

Recognising the crucial roles of our customers and suppliers in our business operations, the Group has reinforced its relationship with these business partners by ongoing communication in a proactive and effective manner. In particular, the Group has been through continuous interaction with its customers to ensure that the quality of our services has satisfied their needs and requirements and will, therefore, meet up to our customers' expectation. Besides, the Group is also dedicated to developing good relationship with its suppliers to ensure a stable supply of reliable and high-quality products for the Group's daily operation.

Apart from the above, the Group recognises the importance of human capital in its long-term development. The Group has provided a fair and safe workplace and offered competitive remuneration, benefits and career development opportunities based on the merits and performance of our employees. The Group also places ongoing effort to provide adequate training and development resources to our staff with the aim of fostering an environment in which the employees can develop to their fullest potential and can achieve their personal and professional growth.

Segment Information

Segment Information of the Group for the year ended 31 March 2024 are set out in note 5 to the consolidated financial statements of this annual report.

Share Capital

Details of the movements in the share capital of the Company during the year ended 31 March 2024 are set out in note 20 to the consolidated financial statements of this annual report.

Results and Appropriations

The results of the Group for the year ended 31 March 2024 are set out in the consolidated financial statements on pages 57 to 62 of this annual report.

The Board has resolved not to recommend the payment of a final dividend in respect of the year ended 31 March 2024 (2023: Nil).

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group during the year ended 31 March 2024 are set out in note 14 to consolidated financial statements of this annual report.

Interest Capitalised

No interest was capitalised by the Group during the year ended 31 March 2024.

Reserves

Details of the movement in the reserves of the Company during the year ended 31 March 2024 are set out in note 29 to the consolidated financial statements of this annual report.

Details of the movement in the reserves of the Group during the year ended 31 March 2024 are set out in the consolidated statement of changes in equity in this annual report.

Distributable Reserves

As at 31 March 2024, the Company did not have distributable reserve available for distribution to shareholders (2023: Nil).

Five-Year Financial Summary

A summary of the results, assets and liabilities of the Group for each of the last five financial years is set out on page 125 of this annual report.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Bye-Laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

Directors

The Directors during the year ended 31 March 2024 and up to the date of this report were:

Executive Directors:

Mr. Xu Qiang *(Chairman and Chief Executive Officer)* (appointed on 3 July 2023)

Mr. Liu Guowei (appointed on 4 August 2023)

Mr. Yu Quansheng (appointed on 5 January 2024)

Ms. Wu Liyu (appointed on 22 March 2024)

Independent non-executive Directors:

Mr. Hui Hung Kwan (appointed on 4 August 2023)

Mr. Bian Hongjiang (appointed on 4 August 2023)

Mr. Chen Wenrui (appointed on 4 August 2023)

In accordance with Bye-Law 102(b) of Bye-Laws, Mr. Yu Quansheng and Ms. Wu Liyu shall retire at the forthcoming AGM and, being eligible, will offer himself/herself for re-election.

In accordance with Bye-Law 99 of Bye-Laws, Mr. Xu Qiang, Mr. Yu Quansheng and Ms. Wu Liyu shall retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

Confirmation of Independence

The Company has received a written confirmation of independence from each of the independent non-executive Directors, namely Mr. Hui Hung Kwan, Mr. Bian Hongjiang and Mr. Chen Wenrui, pursuant to Rule 5.09 of the GEM Listing Rules. As at the date of this report, the Company considers the independent non-executive Directors to be independent.

Directors' Biographies

Biographical details of the Directors are set out on pages 14 and 15 of the annual report.

Directors' Service Contracts

Each of the executive Directors and independent non-executive Directors has entered into a service contract with the Company for an initial term of three (3) years from the date of signing the letter of appointment with the Group unless terminated by either party.

None of the Directors proposed for re-election at the AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

There was no arrangement under which a Director waived or agreed to waive any emolument during the year ended 31 March 2024.

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 March 2024, none of the Directors and chief executive of the Company or their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 31 March 2024, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, no person (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Competing Interest

During the year ended 31 March 2024 and up to the date of this report, none of the Directors or substantial shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competed or might compete with the business of the Group, or have any other conflict of interests with the Group, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

Directors' Interests in Transactions, Arrangements or Contracts of Significance

Save for those interests set out in note 28 to the consolidated financial statements of this annual report, there are no transactions, arrangements or contract of significance in relation to the Group's business, to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or a connected entity of a Director had a material interest, whether directly or indirectly, subsisted as at 31 March 2024 or at any time during the year ended 31 March 2024.

Controlling Shareholders' Interest in Contracts

No material interest, either directly, in any contract of significance (whether for the provision of services to the Group or not) between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries subsisted as at 31 March 2024 or any time during the year ended 31 March 2024.

Related Party Transactions

A summary of the related party transactions entered into by the Group during the year ended 31 March 2024 is contained in note 28 to the consolidated financial statements of this annual report in accordance with the applicable accounting standards adopted for preparing the Company's consolidated financial statements for the year ended 31 March 2024. Save as disclosed in the section headed "Discloseable and Connected Transaction in relation to the Provision of Financial Assistance" below, there were no other transactions which fall under the definition of "connected transaction" or "continuing connected transaction" in Chapter 20 of the GEM Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

Discloseable and Connected Transaction in relation to the Provision of Financial Assistance

On 1 July 2020, Shanghai Aie Agriculture Technology Company Limited* (上海愛娥農業科技有限責任公司) (the "**Lender**") and Shanghai Aie Vegetables Cultivation Specialty Cooperative* (上海愛娥蔬菜種植專業合作社) (the "**Borrower**") entered into a loan agreement, pursuant to which the Lender agreed to grant a loan in the principal amount of RMB13,000,000 to the Borrower for a period of 24 months commencing from the date of the loan agreement (the "**Loan Agreement**"). The loan is interest-bearing at the rate of 4.785% per annum and is payable by the Borrower to the Lender on an annual basis.

In connection with the Loan Agreement, on 1 July 2020, the Borrower entered into an accounts receivable pledge agreement and a floating charge agreement in favour of the Lender, and the shareholders of the Borrower also entered into an equity pledge agreement in favour of the Lender, to secure the obligations of the Borrower under the Loan Agreement.

The Lender is an indirect non-wholly-owned subsidiary of the Company which is owned as to 70% by Ningbo Meishan Bonded Port Area Jiema Investment Company Limited* (寧波梅山保税港區傑馬投資有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company, 25% by Mr. Hou Xiaoba and 5% by Mr. Song Qi. Mr. Hou Xiaoba in turn holds 87% of the equity interest of the Borrower and is the father of Mr. Hou Yazhou. As Mr. Hou Xiaoba is a substantial shareholder and a director of the Lender, each of Mr. Hou Xiaoba, the Borrower and Mr. Hou Yazhou is a connected person at the subsidiary level of the Company. Details of the transaction are set out in the announcement of the Company dated 10 November 2020.

As disclosed in note 29(c) to the consolidated financial statements of this annual report, the Loan Agreement was matured on 30 June 2022. However, the balance is not repaid by the Borrower as at reporting date.

Arrangements to Purchase Shares or Debentures

At no time during the year ended 31 March 2024 was the Company or its holding company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisitions of shares in, or debentures of, the Company or any other body corporate.

Employees and Remuneration Policies

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 9 and 30 to the consolidated financial statements of this annual report.

As at 31 March 2024, the Group had 28 employees. The Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of the Group. The Company also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Remuneration Committee is set up by the Board of formulate a remuneration policy for approval by the Board. The Company regularly review and determine the remuneration and compensation package of the Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

The Company has adopted the share option scheme as incentive to eligible participants.

* *For identification purposes only*

Major Customers and Suppliers

The information in respect of the Group's revenue attributable from the major customers and purchases attributable to the major suppliers during the year ended 31 March 2024 is as follows:

	Approximate percentage of the Group's total purchases
The largest supplier	96%
Five largest suppliers in aggregate	100%

One individual customer (2023: one) contributed over 10% of total revenue of the Group for the year ended 31 March 2024.

None of the Directors, their close associates or any shareholders, which to the knowledge of the Directors owned more than 5% of the Company's issued shares, had a beneficial interest in any of the Group's five largest suppliers and customers.

Other Borrowings

The Group did not have any borrowings during the year ended 31 March 2024.

Purchase, Sale or Redemption of Shares

The Company did not redeem any of its shares of the Company listed on GEM nor did the Company or any of its subsidiaries purchase, sell any such shares of the Company during the year ended 31 March 2024.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained the amount of public float as required under the GEM Listing Rules.

Donations

During the year ended 31 March 2024, no charitable and other donations were made by the Group (2023: HK$3,000).

Tax Relief

The Company is not aware of any relief on taxation available to the shareholders of the Company by reason of their holdings of the shares of the Company. If the shareholders of the Company are unsure about the taxation implications of purchasing, holding, disposing of or dealing in, or exercising of any rights in relation to the shares of the Company, they are advised to consult their professional advisers.

Management Contract

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 March 2024.

Permitted Indemnity

Subject to the applicable laws, every Director will be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses incurred by him/her in the execution of his/her duties pursuant to the Bye-Laws. Such provisions were in force during the course of the year ended 31 March 2024 and remained in force as of the date of this report.

Equity-linked Agreements

No equity-linked agreements that will or may result in the Company issuing shares of the Company or that require the Company to enter into any agreements that will or may result in the Company issuing shares of the Company were entered into by the Company during the year ended 31 March 2024 or subsisted as at 31 March 2024.

Compliance with the Corporate Governance Code

Particulars of the Company's principal corporate governance practices are set out in the Corporate Governance Report on pages 16 to 31 of this annual report.

The compliance officer of the Company is Mr. Liu Guowei whose biographical details are set out on page 14 of this annual report. The company secretary of the Company is Ms. Kwok Wai Chun, an associate member of The Hong Kong Chartered Governance Institute.

Share Option Scheme

The Share Option Scheme was approved by the Shareholders on 14 July 2016 for attracting and retaining the best available personnel of the Group, and providing incentives or rewards to eligible persons of the Group for their contribution to the success of the Group's business. The Share Option Scheme was conditional on the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Shares which may be issued pursuant to the exercise of share options granted under the Share Option Scheme.

Options granted under the Share Option Scheme will be valid and effective for a period as the Board may determine which shall not exceed ten years from the date of grant.

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

The total number of shares of the Company which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and other share option schemes must not, in aggregate, exceed 10% of the shares of the Company in issue as at the listing date (the "**Listing Date**") (i.e. 5 August 2016) (the "**Scheme Mandate Limit**") provided that options lapsed in accordance with the terms of the Share Option Scheme or other share option schemes will not be counted for the purpose of calculating the Scheme Mandate Limit.

Eligible persons under the Share Option Scheme include employees (full-time or part-time) and other members of the Group, including any executive, non-executive and independent non-executive Directors, advisors and consultants of the Group, or any substantial shareholder of the Company, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Company.

The total number of Shares issued and to be issued upon exercise of the Options granted to each eligible participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the Shares in issue. Any further grant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such Participant (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue must be separately approved by our shareholders in general meeting with such Participant and his close associates (or his associates if the Participant is a connected person) abstaining from voting, and the number and terms (including the Subscription Price) of Options to be granted to such Participant must be fixed before the shareholders' approval.

Where any grant of Options to a substantial shareholder or an independent non-executive Director (or any of their respective associates) would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant: (a) representing in aggregate over 0.1% of the shares in issue; and (b) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK$5 million, such further grant of options must be approved by the shareholders in general meeting of our Company. The proposed grantees, their respective associates and all core connected persons of our Company must abstain from voting at such general meeting.

A nominal consideration of HK$1 is payable by the grantee on acceptance of the grant of an option. The option may be exercised in whole or in part by the grantee giving notice in writing to the Company in such form as the Board may from time to time determine stating that the option is thereby exercised and the number of shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the aggregate subscription price of the shares in respect of which the notice is given together with the reasonable administration fee specified by the Company from time to time. Within 28 days after receipt of the notice and the remittance, the Company shall allot and issue the relevant shares, credited as fully paid, and a share certificate for the relevant shares so allotted to the grantee.

The subscription price for the shares subject to the options will be a price determined by the Board and shall be at least the highest of (i) the closing price of the shares as stated on the Stock Exchange's daily quotations sheet on the date of grant of the options, which must be a trading date; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the options; and (iii) the nominal value of a share on the date of grant of the options.

The Share Option Scheme will remain in force for a period of ten years commencing on 14 July 2016. For more details, please refer to the section headed "Share Option Schemes – Post-IPO Share Option Scheme" in Appendix IV of the prospectus of the Company dated 27 July 2016.

No share options were granted under the Share Option Scheme since the Listing Date. Therefore, no Options were exercised or cancelled or lapsed during the year ended 31 March 2024 and there were no outstanding Option under the Share Option Scheme as at 31 March 2024.

The total number of shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 80,000,000 shares, being 9.87% of the total number of shares in issue as at the date of this annual report.

Review by Audit Committee

The Audit Committee consists of three members, namely Mr. Hui Hung Kwan, Mr. Bian Hongjiang and Mr. Chen Wenrui, all are independent non-executive Directors. Mr. Hui Hung Kwan is the chairman of the Audit Committee. It has reviewed with management the audited consolidated financial statements of the Company during the year ended 31 March 2024.

Change in Independent Auditor in the Preceding Three Years

McMillan Woods (Hong Kong) CPA Limited has been appointed as the independent auditor of the Company with effect from 3 April 2023 to fill the casual vacancy following the resignation of PricewaterhouseCoopers on 31 March 2023.

Independent Auditor

The consolidated financial statements for the year ended 31 March 2024 have been audited by McMillan Woods (Hong Kong) CPA Limited and a resolution for the re-appointment of McMillan Woods (Hong Kong) CPA Limited as Independent Auditor will be proposed at the forthcoming annual general meeting.

Changes in Director's and Chief Executive's Biographical Details under Rule 17.50A(1) of the GEM Listing Rules

There is no other change in Directors' biographical details which is required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

Publication of Information on Websites

This annual report is available for viewing on the website of Stock Exchange at www.hkexnews.hk and on the website of the Company at www.lifeconcepts.com.

By order of the Board

Xu Qiang

Chairman

28 June 2024

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

About this Report

The Group strives continuously to incorporate sustainability initiatives into daily operations and management. While sharing the vision to be the preferred choice of our stakeholders, the Group is committed to improving our environmental, social and governance (ESG) performance by upholding good corporate governance standards, protecting our environment, engaging the community and promoting social integration.

This ESG report aims to share the Group's key sustainability performances and outline the Group's milestones on our sustainability journey during the year ended 31 March 2024. Unless other specified, the reporting boundary is limited to the Group's food & beverage business operations in Hong Kong, as its revenue accounts for approximately 74.5% of the Group's overall revenue during the year ended 31 March 2024. We endeavor to provide a balanced, honest and transparent account of our performance.

The ESG report has complied with the "comply or explain" provisions set out in the "Environmental, Social and Governance Reporting Guide" under Appendix 20 of the GEM Listing Rules. Disclosure content of the ESG report has been reviewed and confirmed by the Board. We value your feedback regarding the review and our overall sustainability practices. Please provide your comments by email to info@diningconcepts.com.

Reporting Principles

Reporting Principles	Application
Materiality	To identify the material ESG-related issues to the Group, we conducted stakeholder engagement to identify and prioritise material ESG issues in our business operations.
Quantitative	Quantitative metrics are disclosed in this report to keep track of and evaluate our ESG performance. We measure and report key performance indicators (KPIs) across our environmental and social performance with the aid of a data monitoring system. Through the reporting of these KPIs and information in our report, we disclose elements that have greatest impact to our business and stakeholders.
Balance	This report provides an unbiased disclosure on the Group's ESG performance by highlighting both achievements and challenges on ESG management.
Consistency	This report is prepared according to the ESG Reporting Guide issued by the Stock Exchange of Hong Kong to provide consistent and comparable disclosures. We would provide explanation to any changes to the calculation methods or Key Performance Indicators ("**KPIs**") used, if any.

Stakeholder Engagement

As a responsible business, we have the responsibility to build a thriving future where we can create long-term value for our stakeholders. The stakeholders of the Group include shareholders, investors, customers, employees, business partners, suppliers, regulators, industry practitioners, etc.

To understand the full spectrum of ESG aspects of the operation covers, we have engaged both the internal and external stakeholders about its potential environmental and social impacts. We engaged our stakeholders through meetings, interviews, direct mails and staff performance appraisal interviews.

The overall performance of the Group is reported to the shareholders in the interim report and annual report on a yearly basis. The Group also provides opportunities for shareholders and the Board of Directors to communicate through general meetings. The Chairman of the Board of Directors and the Chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee or their designated representatives answer shareholders' questions at annual general meetings. The Group leverages the feedback provided by stakeholders to highlight and prioritize ESG subjects based on their materiality. Material issues we identified are emissions, use of resources, employment, health and safety, development and training, product responsibility, and anti-corruption.)

Board Governance and Involvement

The Board is responsible for overseeing sustainable development for all operating companies under the Group. The Audit Committee is delegated responsibility by the Board for executing our corporate sustainability strategy and initiatives. Information and management on sustainability risks and performance is reported to the Board. In turn, the direct reports in the Group have functional responsibility for carrying out sustainable business practice in specific areas, collection and monitoring of ESG related data.

The Group has developed its own corporate governance code (the CG Code) according to the principles as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules. The CG code sets out the corporate governance principles applied by the Group and is constantly reviewed to ensure transparency, accountability and independence. For details, please refer to Corporate Governance Report section.

Environmental Performance

The Group is committed to the long-term sustainability of the environment and communities in which it operates. To the best knowledge and after making reasonable enquires by the Group, the Group has not identified any material non-compliance with all relevant laws and regulations regarding environmental issues during the year ended 31 March 2024. During the year ended 31 March 2024, the Group measured and managed its environmental performance in several aspects throughout its operations.

The Group is committed to creating sustainable environment and has actively implemented electricity saving, emission reduction and recycling initiatives. During the reporting year, we measured and managed our environmental performance in several aspects throughout our operations.

Air Emissions

Air pollution has become one of the major environmental problems in cities. The Group focuses on protecting the environment and is committed to improving such issue.

We have implemented the following measures to minimize air emissions and their effects:

– Exhaust system outlets were located at places with good ventilation and avoided any sensitive receptor wherever possible.

During the year ended 31 March 2024, 1.22 kilograms ("**kg**") of nitrogen oxides (NO_x) and 3.43 grams ("**g**") of sulphur oxides (SO_x) were emitted as a result of towngas consumption (2022/23: 5.71 kg of NO_x and 14.27 g of SO_x).

Greenhouse Gas Emissions and Energy Conservation

The impact of global climate change is a challenge that businesses and organizations around the world must face and address. The Group is committed to minimizing the adverse impact that its operations may have on the environment. Using energy efficiently will help us to conserve resources and tackle climate change.

Energy consumption accounts for a major part of our GHG emissions. We target to reduce the GHG emissions by 3% by 2025/26; and to reduce the electricity consumption by 3% by 2025/26, using 2023/24 as baseline. To reduce our carbon footprint, we have implemented the following measures:

- Affix reminder to remind staff of switching the equipment and appliances off or to standby mode after use
- Light zoning has been established
- Maintain proper room temperature (24-26 degree Celsius)
- Insulation of refrigerator and/or cool water dispenser have been well maintained

In this reporting year, we consumed 237,420 kilowatt hours ("**kWh**") of electricity (2022/23: 599,205 kWh). GHG emissions of the Group mainly arise from the use of electricity. The following table shows our GHG emissions and energy consumption in this reporting year.

GHG Emissions	Unit	2022/23	2023/24
Total Scope 1 Emissions	Tonnes of carbon dioxide equivalent ("**tCO_2e**")	75.92	37.92
Total Scope 2 Emissions	tCO_2e	389.26	245.71
Total Scope 3 Emissions	tCO_2e	7.72	5.62
Total GHG Emissions	tCO_2e	472.90	324.80
Total GHG Emissions Intensity	tCO2e/HK$ million revenue (HK$'m revenue)	8.79	7.42

Energy Consumption	Unit	2022/23	2023/24
Towngas Consumption	Megajoule ("**MJ**")	1,427,356	628,931
Towngas Consumption Intensity	MJ/HK$'m revenue	26,530.78	12,751.4
Electricity Consumption	kWh	599,205.00	237,420.0
Electricity Consumption Intensity	kWh/HK$'m revenue	11,137.64	5,347.1

Water Management

Water shortage and pollution have become global issues, which lead to health, food supply, ecological and other crises. To preserve the precious water resource, the Group strives to reduce water usage and conserve water resources in its daily operations. During the year ended 31 March 2024, the Group did not encounter any issue in sourcing water for business operations.

The Group has also kept an eye on abnormal water consumption. Any suspected leakage will be inspected and repaired promptly. The Group has no issue in sourcing water. We target to reduce the water consumption by 3% by 2025/26, using 2023/24 as baseline.

Water consumption statistic of the year ended 31 March 2024:

Water consumption	Unit	2022/23	2023/24
Water Consumption	cubic meter	8,810.00	7,620.00
Water Consumption Intensity	cubic meter/ HK$' million revenue	163.75	132.47

Material Consumption and Waste Management

The Group works diligently in reducing waste produced from operations by minimizing consumption and reusing/recycling materials wherever possible. The Group recognizes the importance of waste reduction and material recycling and have made continuous efforts to realize among the operation boundaries.

Other waste and consumption reduction measures include:

– Repair broken items to avoid waste disposal as far as possible

– Use reusable containers, dishes, cups and coffee filters whenever possible

– Reuse stationaries and furniture when moving or renovation

– Encourage double-sided printing and print only when necessary

– Reuse single-sided printed paper and old envelopes

– Reduce box files consumption by reusing old box files or applying electronic means for filing

– Recycle the cartridges by manufacturer or government assigned recyclers

– Preserve food properly to prevent wastage

– Purchase/Replace electrical appliances, electronic equipment and batteries only when necessary

During the year ended 31 March 2024, we consumed a total of 0.75 tonne of paper (2022/23: 0.89 tonne). We target to reduce the paper consumption by 10% by 2026/27, using 2021/22 as baseline.

Natural Resources and Environment

While benefiting from the natural resources and environment, the Group should bear the responsibilities and fulfil the obligations of protecting them and making appropriate use. The Group has taken all related environmental risk into account during the planning of its business development. We are committed to applying industry best practices and comply with legislation, establish and review safety, security and environment objectives and targets, use energy and materials efficiently and reduce waste and emissions and communicate our environmental protection policy to all staff in order to minimize the impacts on the environment and natural resources.

Climate Change

The Group understands the importance of the identification and mitigation of significant climate-related issues, therefore, the Group is committed to managing the climate-related risks which have impacted, and may impact the Group's business activities. The Group has set up risk management policy in identifying and mitigating different risks including climate-related risks. The Board meets regularly and cooperates closely with key management to identify and evaluates climate-related risks and to formulate strategies to manage the identified risks.

For physical risk, the increased frequency and severity of extreme weather such as typhoons, storms and heavy rains can disrupt the Group's operations by damaging the restaurants, and delayed delivery from suppliers. To minimise the potential risks and hazards, the Group regularly maintains its facilities as to make sure the damage by extreme weather events are minimized. The Group has also established adverse weather guidance to protect our staffs. The Group will continuously review the potential impact of climate change on our business annually and implement corresponding measures to reduce any potential risks.

Social Performance

Employment and Labor Practices

Employment & Labor Standards

As the key to achieve the Group's economic, environmental and social objectives, staff is among the Group's most valuable assets. The Group believes that creating a workplace that offers a strong sense of belonging will inspire the employees to strive for excellence.

In view of the labor shortage challenge in the food & beverage industry, the Group regularly reviews and enhances its employees' remuneration terms and benefits to attract and retain top-notch talents. In addition to protection endowed by Employment Ordinance (Chapter 57 of the laws of Hong Kong) and competitive remuneration packages that are structured to be commensurate with individual responsibilities, qualification, experience and performance, employees enjoy a wide range of other benefits including birthday and special leaves, dental and medical benefits, duty meal and staff discount. The Group upholds the value of equal opportunities and diversity in terms of age, sex, nationality, disability and religion as stipulated by applicable discrimination ordinances. Employees are encouraged to report on discriminatory practices to the management.

To protect juveniles and avoid assigning intolerable workload, the Group prohibits the use of child labor and forced or compulsory labor at all its units and supply chain. No employee is made to work against his/her will or work as forced labor, or subject to corporal punishment or coercion of any type related to work. During our recruitment process, applicants are required to report their identity by showing their identity cards during the application for compliance with the statutory age requirements. The Human Resources Department also reviews the attendance records on a regular basis. If overtime work is discovered, investigation will be conducted immediately to ensure that employees are not forced to work overtime. If suppliers are found to have any employment of child labor and forced labor, immediate cessation of business would be conducted.

In case any child labor is observed by our employees during daily business operations, our employees shall report to the Human Resources Department directly and senior departments for immediate verification. The Group will report to Labour Department without delay.

As at 31 March 2024, the Group employed 28 staff in total.

Workforce statistic by gender, employment type and age group:

		Staff Number
(a)	Breakdown by geographical region	
	Employees – Hong Kong	28
(b)	Breakdown by gender	
	Employees - Female	8
	Employees - Male	20
(c)	Breakdown by age group	
	Employees Age < 30	8
	Employees Age 30 - 50	12
	Employees Age > 50	10
(d)	Breakdown by employment type	
	Employees - Part-time	13
	Employees - Full-time	15
(e)	Breakdown by employment category	
	Employees - Senior	10
	Employees – Middle Level	8
	Employees – General Level	10

Health and Safety

Ensuring health and safety of our employees is one of our prime responsibilities. To reinforce the safety and health protection to employees in workplaces, the Group has implemented its occupational health and safety (OH&S) management system in accordance with Occupational Safety and Health Ordinance (Chapter 509 of the laws of Hong Kong). In case of accident, insurance is covered by our basic security package.

Reinforcing employees' safety awareness is of crucial importance as prevention is always better than cure. In addition to safety information and black-spots sharing during daily briefing, frontline staff is also provided with personal protective equipment based on their job nature.

During the year ended 31 March 2024, 0 work days were lost due to work injury and/or occupational diseases, and there is no work-related fatalities occurred in each of the past three years including the reporting year.

Development and Training

The Group conducts regular reviews on its training strategies to enable its talents to develop themselves to their fullest potential. Through training programs, policies and measures, the Group expects to bring diversified development opportunities to each employee. Daily briefing session updates employees on the essential skill sets for operational needs, assuring that the customers are served with quality.

Operational Practices

Supply Chain Management

The Group is aware of the broader impact of the business operations from the supply chain. Addressing the sustainability risks in the supply chain is one of the Group's major ways of minimizing potential negative environmental and social impacts of its procurement decisions.

Ensuring food safety has always been the Group's first and foremost commitment as a leading food and beverage brand in Hong Kong. In selecting suppliers, rigorous mechanism with stringent criteria based on various standards is adopted to evaluate the hygiene, origin, supply performance, compliance with relevant laws and other sustainability aspects of potential suppliers. Upon selection, the Group arranges on-site inspection of the production line. The Group conducts review on existing suppliers regularly, and sample raw materials for third-party quality inspection when necessary.

Environmentally friendly supply chain management is an opportunity to reduce carbon footprint and costs. The Group places high importance on purchasing eco-friendly materials for daily operations, gradually changing our takeaway packaging to paper-based to minimize use of plastic.

Service Responsibility and Quality Management

As a responsible company, the Group is fully aware of the importance to comply with relevant laws and regulations concerning the provision of our services, relating to health and safety, advertising, labelling and privacy matters.

A high standard of food safety is upheld to maintain trust from customers. All the Group's restaurants have strictly complied with Food Safety Ordinance (Chapter 612 of the laws of Hong Kong) and Food Business Regulations (Chapter 132X of the laws of Hong Kong). Not only has the Group kept a close eye on the suppliers, but best efforts have also been put forth on internal control. The Group's restaurants adopt quality control standards with high standards. To strive for zero food safety incidence, the frontline staff are required to adhere to standard operating guideline, through which good practices and detail procedures on personal hygiene, equipment cleanliness, proper waste and effluent disposal, and pest-free environment are communicated. A team of area managers are assigned to regularly inspect all restaurants to ensure food safety and hygiene.

The Group values and understands the importance of customers' comments in driving outstanding dining experience. Multiple feedback channels, including customer service hotline, social media page, email and feedback form, have therefore been established to facilitate communication. During the year ended 31 March 2024, no service-related complaints were received. In case complaints are received, specific personnel will be appointed to follow-up promptly and take appropriate action based on established policies and procedures on each case.

The Group respects and values the management of intellectual property rights. We assure that the Company's business and customer information are well protected with no misappropriation and are in line with our operation guideline as well as industry best practice.

Anti-corruption

While service quality matters, the Group is also committed to maintaining the highest ethical standards and corporate culture of integrity and justice for preventing, detecting and reporting all types of fraud, bribery, extortion, and money laundering. The Group follows the "Prevention of Bribery Ordinance" enforced by the Independent Commission Against Corruption ("**ICAC**"). To demonstrate such commitment, the Group has set forth a written whistle-blowing policy and reporting procedures. Any employee may report suspected misconduct or malpractice in breach of applicable laws or the code of conduct to his or her immediate head or independent directors. To prevent corruption and malpractices in the workplace, practical guide, training materials and information pack published by ICAC are shared with our employees and the Board of Directors.

The Group takes a zero-tolerance approach to bribery and corruption and is committed to doing business with integrity and in compliance with the laws and regulations in operating business. There were no concluded legal cases regarding corrupt practices brought against the Group or its employees during the year ended 31 March 2024.

Community Investment

The Group pursues sustainable development of the community by assessing and managing the social impact of our operations on the marketplace and by supporting initiatives that create effective and lasting benefits to communities. As a member of the society, the Group has always been enthusiastic about public welfare and voluntary work to bring positive impact to the community development.

During the year ended 31 March 2024, no donation was made by the Group to the community.

Personal Data Privacy

According to the Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong), the Group is responsible to protect the privacy of individuals in relation to personal data accessed by the Group and to provide for incidental and connected matters. The Group has set up membership programme for its restaurants and the Group has its internal privacy policy to prevent customers' personal information from being misused. Dedicated staff are appointed to maintain customers' personal data. The management keeps the Group posted on the latest privacy protection requirements. The management will also attend workshops on personal data protection organized by relevant regulatory bodies for personal data as and when necessary.

During the year ended 31 March 2024, the Group did not record any personal data breach or leakage case.

Network security

The Group has its internal information technology department to:

- Establish and monitor user account management procedures as for creating, modifying and terminating user accounts and related user privileges
- Manage software license updates
- Maintain data backup policy to ascertain completeness and accuracy of the data backup process
- Refine the firewall configuration to properly separate network segments between the internal network and the external networks from time to time

During the year ended 31 March 2024, the Group did not record any significant network breakdown or data losses.

ESG Guide Content Index

Disclosure, Aspects, General Disclosure and KPIs	Description	FY23/24 ESG Report
A. Environmental		
Aspect A1: Emissions		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Environmental Performance
KPI A1.1	The types of emissions and respective emissions data.	Environmental Performance – Air Emissions
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Performance – Greenhouses Gas Emissions and Energy Conservation
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Performance – Material Consumption and Waste Management
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Performance – Material Consumption and Waste Management
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Environmental Performance – Greenhouses Gas Emissions and Energy Conservation
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Environmental Performance – Material Consumption and Waste Management

Disclosure, Aspects, General Disclosure and KPIs	Description	FY23/24 ESG Report
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Environmental Performance
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Environmental Performance – Greenhouses Gas Emissions and Energy Conservation
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Environmental Performance – Water Management
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Environmental Performance – Water Management
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Environmental Performance – Water Management
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Environmental Performance – Material Consumption and Waste Management Our business does not produce any physical goods.
Aspect A3: The Environment and Natural Resources		
General Disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources.	Environmental Performance
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environmental Performance – Natural Resources and Environment
Aspect A4: Climate Change		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact the issuer.	Environmental Performance – Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact the issuer and the actions taken to manage them.	Environmental Performance – Climate Change

Disclosure, Aspects, General Disclosure and KPIs	Description	FY23/24 ESG Report
B. Social		
Aspect B1: Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Social Performance – Employment and Labor Practices
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	Social Performance – Employment and Labor Practices
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Social Performance – Employment and Labor Practices
Aspect B2: Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Social Performance – Health and Safety
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Social Performance – Health and Safety
KPI B2.2	Lost days due to work injury.	Social Performance – Health and Safety
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Social Performance – Health and Safety
Aspect B3: Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Social Performance – Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category.	Social Performance – Development and Training
KPI B3.2	The average training hours completed per employee by gender and employee category.	Social Performance – Development and Training
Aspect B4: Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Social Performance – Labor Standard
KPI B4.1	Description of measures to review employment practices to avoid child and forced labor.	Social Performance – Labor Standard
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Social Performance – Labor Standard

Disclosure, Aspects, General Disclosure and KPIs	Description	FY23/24 ESG Report
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Social Performance – Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	Social Performance – Supply Chain Management
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Social Performance – Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Social Performance – Supply Chain Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Social Performance – Supply Chain Management
Aspect B6: Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Social Performance - Commitment to Service Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	We do not report on this as our business does not produce any physical goods.
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Social Performance - Commitment to Service Responsibility
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Social Performance - Commitment to Service Responsibility
KPI B6.4	Description of quality assurance process and recall procedures.	Social Performance - Commitment to Service Responsibility
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Social Performance – Personal Data Privacy

Disclosure, Aspects, General Disclosure and KPIs	Description	FY23/24 ESG Report
Aspect B7: Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Social Performance – Anti- corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Social Performance – Anti- corruption
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Social Performance – Anti- corruption
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Social Performance – Anti- corruption
Aspect B8: Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Social Performance – Community Investment
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labor needs, health, culture, sport).	Social Performance – Community Investment
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Social Performance – Community Investment

McMillanWoods
Professionalism at the forefront

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Life Concepts Holdings Limited

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Life Concepts Holdings Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**"), set out on pages 57 to 124, which comprise the consolidated statement of financial position as at 31 March 2024, 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 material accounting policy information. We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of this report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

As explained in Note 2 to the consolidated financial statements, the Group reported a net loss of approximately HK$19,469,000 for the year ended 31 March 2024, and, as of that date, the Group had a net shareholders' deficit of approximately HK$117,725,000 and its current liabilities exceeded its current assets by approximately HK$189,205,000 while it had cash and cash equivalents of approximately HK$1,343,000.

These conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, to meet its liabilities as and when they fall due, which are set out in Note 2 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the successful realisation of these measures, to finance the working capital of the Group as and when needed, which is subject to multiple uncertainties.

Due to the significance of the uncertainties relating to the ongoing availability of finance to the Group, we disclaim our opinion in respect of the material uncertainties relating to the going concern basis.

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so. The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. 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.

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Wong Ka Bo, Jimmy

Audit Engagement Director

Practicing Certificate Number P07560

24/F., Siu On Centre, 188 Lockhart Road,

Wanchai, Hong Kong

28 June 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2024

	Note	2024 HK$'000	2023 HK$'000
Revenue	6	16,086	61,358
Cost of sales and inventories consumed		(11,947)	(20,542)
Loan referral and guarantee expenses		—	(9,817)
Employee benefit expenses	9	(3,735)	(29,970)
Depreciation of property, plant and equipment	14	(86)	(1,152)
Amortisation of intangible assets	16	—	(2,015)
Amortisation of right-of-use assets	15	(357)	(8,830)
Rental and related expenses	8(a)	(603)	(3,125)
Utilities and consumables		(181)	(2,847)
Franchise and licensing fees		—	(1,335)
Impairment loss on non-financial assets		(8,682)	(5,336)
Government grants		—	3,938
Net impairment losses on financial instruments and contract assets	3.1(b)	(1,361)	(4,028)
Other expenses	8(b)	(4,539)	(15,877)
Other (loss)/gain, net	7	(5,764)	30
Finance income, net	10	1,850	5,092
Loss before income tax		(19,319)	(34,456)
Income tax (expense)/credit	11	(150)	1,862
Loss for the year		(19,469)	(32,594)
Other comprehensive income			
Item that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		1,559	1,665
Total comprehensive loss for the year		(17,910)	(30,929)
Loss attributable to:			
Owners of the Company		(19,558)	(28,883)
Non-controlling interests		89	(3,711)
Loss for the year		(19,469)	(32,594)
Total comprehensive loss attributable to:			
Owners of the Company		(17,736)	(26,506)
Non-controlling interests	21	(174)	(4,423)
		(17,910)	(30,929)
Loss per share attributable to owners of the Company			
Basic and diluted	12	(0.01)	(0.02)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2024

	Note	2024 HK$'000	2023 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	14	11	271
Right-of-use assets	15	563	9,479
Intangible assets	16	—	—
Rental and utilities deposits	18	129	5,213
Deposit for property, plant and equipment	18	—	429
Restricted bank and other deposits	19	66,214	70,332
Loan to a related party	29	—	—
Contract assets	18	15,152	15,909
		82,069	101,633
Current assets			
Inventories	17	278	616
Trade and other receivables	18	31,654	24,413
Contract assets	18	6,496	10,065
Income tax recoverable		401	311
Cash and cash equivalents	19	1,343	2,214
		40,172	37,619
Total assets		122,241	139,252
EQUITY			
Equity attributable to owners of the Company			
Share capital	20	14,791	14,791
Reserves	20	(137,493)	(119,757)
		(122,702)	(104,966)
Non-controlling interests	21	4,977	5,151
		(117,725)	(99,815)

	Note	2024 HK$'000	2023 HK$'000
LIABILITIES			
Non-current liabilities			
Lease liabilities	15	356	5,805
Provisions	22	819	819
Deferred tax liabilities	27	9,414	9,736
		10,589	16,360
Current liabilities			
Trade and other payables	23	52,817	21,695
Contract liabilities	24	—	390
Lease liabilities	15	464	11,923
Amounts due to related parties	28	44,427	60,791
Amounts due to former directors	28	98,298	100,342
Guarantee liabilities	25	32,924	27,119
Current tax liabilities		447	447
		229,377	222,707
Total liabilities		239,966	239,067
Total equity and liabilities		122,241	139,252

The consolidated financial statements on pages 57 to 124 were approved and authorised for issue by the board of directors on 28 June 2024 and are signed on behalf by:

Xu Qiang
Director

Yu Shengquan
Director

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2024

	Attributable to owners of the Company							
	Share capital HK$'000 (Note 20)	Share premium HK$'000 (Note 20)	Other reserve HK$'000 (Note 20)	Translation reserve HK$'000	Accumulated losses HK$'000	Subtotal HK$'000	Non-controlling interests HK$'000	Total HK$'000
At 31 March 2022	63,037	28,785	27,313	(1,743)	(237,317)	(119,925)	9,510	(110,415)
Loss for the year	—	—	—	—	(28,883)	(28,883)	(3,711)	(32,594)
Exchangedifferences on translation of foreign operations	—	—	—	2,377	—	2,377	(712)	1,665
Total comprehensive loss for the year	—	—	—	2,377	(28,883)	(26,506)	(4,423)	(30,929)
Capital reorganisation (note i)	(56,733)	—	—	—	56,733	—	—	—
Reduction of share premium (note ii)	—	(28,785)	—	—	28,785	—	—	—
Issue of shares (note iii)	8,487	35,034	—	—	—	43,521	—	43,521
Share issue expenses (note iii)	—	(2,056)	—	—	—	(2,056)	—	(2,056)
Non-controlling interests arising from acquisition of a subsidiary	—	—	—	—	—	—	64	64
Transfer (note ii)	—	(32,978)	—	—	32,978	—	—	—
At 31 March 2023	14,791	—	27,313	634	(147,704)	(104,966)	5,151	(99,815)
Loss for the year	—	—	—	—	(19,558)	(19,558)	89	(19,469)
Exchange differences on translation of foreign operations	—	—	—	1,822	—	1,822	(263)	1,559
Total comprehensive loss for the year	—	—	—	1,822	(19,558)	(17,736)	(174)	(17,910)
At 31 March 2024	14,791	—	27,313	2,456	(167,262)	(122,702)	4,977	(117,725)

Notes:

i. Pursuant to the extraordinary general meeting held on 15 August 2022, the resolutions involving the capital reorganisation were duly passed by way of poll. Upon the effective of capital reorganisation on 27 September 2022, issued share capital of the Company was applied by the Company to set off the accumulated losses of the Company in full. Details could be referred to the circular dated 28 June 2022 and the announcements dated 15 August 2022, 7 September 2022 and 27 September 2022.

ii. By a special resolution passed at the extraordinary general meeting held on 15 August 2022, the Company was allowed to reduce the entire amount standing to the credit of the share premium to nil and to transfer the credits arising from such reduction to the contributed surplus account and then the entire amount in the contributed surplus account was applied to set off against the accumulated losses of the Company. The conditions of the reduction of share premium were fulfilled and it was effective from 27 September 2022.

iii. Pursuant to the announcement dated 31 October 2022 and the prospectus dated 10 October 2022 in relation to the rights issue, the relevant conditions set out were fulfilled and the rights issue was executed. On 1 November 2022, the Company issued 1,088,040,908 ordinary shares of US$0.001 each at a subscription price of HK$0.04 per ordinary share, resulting in net proceeds of approximately HK$41,465,000.

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2024

	Note	2024 HK$'000	2023 HK$'000
Cash flows from operating activities			
Loss before income tax		(19,319)	(34,456)
Adjustments for:			
Depreciation of property, plant and equipment	14	86	1,152
Amortisation of intangible assets	16	—	2,015
Depreciation of right-of-use assets	15	357	8,830
Impairment of property, plant and equipment	14	169	—
Impairment of intangible assets	16	—	5,336
Impairment of right-of-use assets	15	8,513	—
Impairment of non-current deposit	7	429	—
Net impairment losses on financial instruments and contract assets	3.1(b)	1,361	4,028
Loss on disposals of property, plant and equipment	7	—	59
Loss on early lease termination	7	5,367	—
Provision for slow-moving inventories	17	399	504
Interest expense on lease liabilities	10	40	533
Interest expense on accrued loan referral expenses	10	265	747
Other interest expenses	10	80	61
Finance income	10	(2,235)	(6,433)
Operating profit before changes in working capital		(4,488)	(17,624)
Changes in working capital:			
Change in inventories		(61)	34
Change in trade and other receivables		(6,098)	3,680
Change in contract assets		3,935	6,965
Change in guarantee liabilities		4,581	6,792
Change in trade and other payables		12,496	(52)
Change in contract liabilities		(390)	(498)
Change in amounts due to related parties		—	956
Change in provisions		—	(751)
Net cash generated from/(used in) operations		9,975	(498)
Income tax refunded		—	443
Interest received		2,235	6,433
Net cash generated from operating activities		12,210	6,378
Cash flows from investing activities			
Change in restricted bank and other deposits		834	(20,596)
Inflow of cash and cash equivalents in respect of the acquisition of a subsidiary		—	211
Change in rental and utilities deposits		—	3,325
Net cash generated from/(used in) investing activities		834	(17,060)

	Note	2024 HK$'000	2023 HK$'000
Cash flow from financing activities			
Repayment of bank borrowings	26(a)	—	(1,194)
Repayment of loan from related parties	26(a)	(13,417)	(13,765)
Principal elements of lease payments	26(a)	(389)	(16,545)
Advance from former directors	26(a)	16	1,770
Interest paid	26(a)	(40)	(1,341)
Net proceeds from issue of shares		—	41,465
Net cash (used in)/generated from financing activities		(13,830)	10,390
Net decrease in cash and cash equivalents		(786)	(292)
Cash and cash equivalents at the beginning of the financial year		2,214	2,522
Effect of exchange rate changes on cash and cash equivalents		(85)	(16)
Cash and cash equivalents at end of the year	19	1,343	2,214

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Life Concepts Holdings Limited (the "**Company**") was deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda with limited liability upon the change of domicile of the Company from the Cayman Islands to Bermuda became effective on 6 September 2022. It's registered office has been changed to Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda, and its principal place of business is at Suite 1701-3, 17/F, Chinachem Hollywood Centre 1, 3, 5, 7, 9, 11 and 13 Hollywood Road, Central, Hong Kong.

The Company is an investment holding company and its subsidiaries (together, the "**Group**") are principally engaged in (i) catering operations, including operation of restaurants and trading of food and beverages; (ii) interior design and fitting-out business; (iii) provision of consulting services in relation to organic vegetables research and development, plantation and sales; and (iv) provision of financial institution intermediation services. Prior to 11 October 2018, the ultimate controlling shareholders were Total Commitment Holdings Limited ("**Total Commitment (HK)**"), Ideal Winner Investments Limited, Minrish Limited ("**Minrish**"), Indo Gold Limited ("**Indo Gold**") and Mr. Jugdish Johnny Uttamchandani ("**Mr. Uttamchandani**") (hereinafter as the "**former controlling shareholders**"). On and after 11 October 2018, its immediate and ultimate holding company is Strong Day Holdings Limited, a company incorporated in the British Virgin Islands with limited liability.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), unless otherwise stated.

The Company has had its shares listed on Growth Enterprise Market ("**GEM**") of The Stock Exchange of Hong Kong Limited on 5 August 2016 (the "**Listing**").

2 MATERIAL ACCOUNTING POLICY INFORMATION

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention.

During the year ended 31 March 2024, the Group reported a net loss of approximately HK$19,469,000. As at 31 March 2024, the Group had a net shareholders' deficit of HK$117,725,000 and its current liabilities exceeded its current assets by HK$189,205,000 while it had cash and cash equivalents of approximately HK$1,343,000.

The Group's catering operations have been negatively impacted by the weak market sentiment amidst the Coronavirus Disease 2019 ("**COVID-19**") pandemic in prior years. COVID-19 pandemic has started to affect Hong Kong in early 2020 and a series of precautionary and control measures have been and continued to be implemented in Hong Kong. The Hong Kong Government has introduced group gathering measures to limit the number of persons allowed in group gatherings in public places, including those for different types of mode of operations in catering business, under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation. The Hong Kong Government is gradually relaxing the precautionary and control measures up until the early of 2023, the recovery from the poor consumer sentiment caused by the pandemic are still causing short-term disruption to the Group's restaurant operations in Hong Kong. Also, the Directors are not certain the prolonged impact to the Group's operating performance and cash flows. In this regard, the Directors have ceased the Group's restaurant operations in Hong Kong since early 2023.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 Basis of preparation (continued)

In addition, during the year ended 31 March 2023, the Group has stopped the expansion of its financial intermediation services business in Mainland China, which will have an impact to the Group's operating performance and cash flows in long run. During the year ended 31 March 2024, the Group has continued not expanding its financial intermediation services business in Mainland China.

The above conditions indicate the existence of material uncertainties which may cast a significant doubt about the ability of the Group to continue as a going concern.

In view of these circumstances, the Directors have given careful consideration to the future liquidity requirements and operating performance of the Group and its available sources of financing to assess whether the Group would have sufficient financial resources to fulfil its financial obligations to continue as a going concern. The Group has plan and measures to improve its financial position and to alleviate its liquidity pressure, which include but not limited to the following:

1) As at 31 March 2024, the Group had obtained a total of approximately HK$98,286,000 non-interest bearing advance from the former Chairman of the Company, Mr James Fu Bin Lu, and his wife, Ms Li Qing Ni which is repayable by 31 August 2024.

2) As at 31 March 2024, the Group had non-interest bearing borrowing from a related party, which is a non-controlling shareholder of a subsidiary, of approximately HK$36,949,000 in total which is repayable by 31 August 2024.

3) In regards to (1) and (2) of the above, the directors of the Group are negotiating with the lenders for the extension of repayments of its non-interest bearing borrowings. Furthermore, the directors of the Group are actively negotiating with external parties to obtain new sources of funding to finance the Group's working capital and improve the liquidity position.

4) As set out in Note 31, the directors of the Group are working to revamp the Group's current business arrangement of the provision of financial intermediation services to cope with the implications of the relevant PRC regulations and based on their assessment, the directors do not expect there will be significant cash outflow arising from the potential non-compliance as well as in the course of revamping the business arrangement.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 Basis of preparation (continued)

The Directors have reviewed the Group's cash flow projections, which cover a period of not less than twelve months from 31 March 2024. They are of the opinion that the Group will have sufficient financial resources to satisfy its future working capital requirements as and when they fall due within the next twelve months from 31 March 2024. Accordingly, the Directors consider that it is appropriate to prepare the Group's consolidated financial statements on a going concern basis.

Notwithstanding the above, material uncertainty exists as to whether the Group is able to achieve its plans and measures, which incorporate assumptions about future events and conditions that are subject to inherent uncertainties. Whether the Group will be able to continue as a going concern would depend upon the following:

1) whether the Group will be able to obtain additional capital from fund raising activities, if needed within the next twelve months from 31 March 2024, to finance the operations of the Group as and when needed; and

2) whether the Group will be successful in negotiating repayment extensions with the former directors and related party and obtaining new sources of funding to finance the Group's operations and leviate its financial distress.

Should the Group be unable to achieve the above plans and measures such that it would not be able to operate as a going concern, adjustments would have to be made to reduce the carrying values of the Group's assets to their recoverable amounts, to provide for financial liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments have not been reflected in the consolidated financial statements.

(a) Amended standards adopted by the Group

In the current year, the Group has adopted the following new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2023 as mentioned below. HKFRSs comprise HKFRS; HKAS; and Interpretations:

HKFRS 17	Insurance Contracts and the related Amendments
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform - Pillar Two Model Rules

The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 Basis of preparation (continued)

(b) New standards, amendments to existing standards, interpretation and accounting guideline not yet adopted

The following HKFRSs in issue at 31 March 2024 have not been applied in the preparation of these consolidated financial statements since they were not yet effective for the annual period beginning on 1 April 2023:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture [4]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and Non-current liabilities with convenants [1]
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements [1]
Amendments to HKAS 21	Lack of Exchangeability [2]
Amendments to HKFRS 18	Presentation and Disclosure in Financial Statements [3]
Amendments to HKFRS 16	Lease Liability in a Sales and Leaseback [1]

1 Effective for annual periods beginning on or after 1 January 2024

2 Effective for annual periods beginning on or after 1 January 2025

3 Effective for annual periods beginning or on after 1 January 2027

4 Effective for annual periods beginning on or after a date to be determined

The Group is in the process of making an assessment of what the impact of these HKFRSs is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.2 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.4).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of financial position respectively.

2.3 Changes in ownership interests

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

2.4 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.4 Business combinations (continued)

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

2.5 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.6 Segment reporting

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

2.7 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in HK$, which is the Company's functional and presentation currency.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.7 Foreign currency translation (continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of total comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and accumulated impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter of lease term as follows:

• Office equipment	4-5 years
• Furniture, fixtures and equipment	4-5 years
• Leasehold improvements	Shorter of the remaining lease term or 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised in the consolidated statement of profit or loss and other comprehensive income.

2.9 Intangible assets

(a) Goodwill

Goodwill is measured as described in Note 2.4. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (Note 5).

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.9 Intangible assets (continued)

(b) Intangible assets with definite useful life

Separately acquired cricket club operating rights and franchise and licensing rights are shown at historical cost. Historical cost for franchise and licensing rights includes upfront and fixed payments. Variable payments on franchise and licensing rights based on revenue are expensed when incurred. Patents and other intangible assets acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

• Cricket club operating rights	4 years
• Franchise and licensing rights	4-10 years
• Patents	5 years
• Other intangible assets	4-5 years

2.10 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.11 Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.11 Financial assets (continued)

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classified its debt instruments as financial assets at amortised costs.

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in 'other gain, net' together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

(d) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 18 for further details.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.12 Financial guarantee contracts

For financial institutions where the Group provides financial guarantee to for specific loan agreements made by the financial institutions, the Group has obligation to fund the losses, if any, in accordance with the guarantee agreements although the Group does not have any legal title in those loans. The Group has no power to direct the activities of the financial institutions.

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument.

(a) Guarantee liabilities

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under HKFRS 9 "Financial Instruments"; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15 "Revenue from Contracts with Customers".

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

(b) Gains/(losses) from guarantee

In accordance with the principles of HKFRS 15, gains from guarantee are recognised over the term of the loans. Losses from guarantee are recognised when the amount of guarantee liability determined in accordance with the expected credit loss model is higher than the amortised balance. Aforesaid gains and losses from guarantee are recognised as guarantee service fees and impairment loss on financial instruments, respectively, on a gross basis for each reporting period.

2.13 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first out ("**FIFO**") method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.15 Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days from invoice date and therefore all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 2.11 for further information about the Group's accounting for trade receivables and Note 3.1(b) for a description of the Group's impairment policies.

2.16 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.18 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The liabilities for goods and services are unsecured and are usually paid within 60 days and 2 to 365 days, respectively, of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.19 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.20 Borrowing costs

Other borrowing costs are expensed in the period in which they are incurred.

2.21 Current and deferred income tax

The income tax expense for the year is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.21 Current and deferred income tax (continued)

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.22 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current other payables in the statement of financial position.

(b) Pension obligations

The Group participates in defined contribution plans and pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.23 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.24 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods sold and services provided in the normal course of business, stated net of discounts.

Revenues are recognised when or as the control of the good is transferred to the customer or when service is provided to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the good or service may be transferred over time or at a point in time. Control of the good or service is transferred over time if the Group's performance:

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

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

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.24 Revenue recognition (continued)

If a contract involves multiple services, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost-plus-margin.

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 (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

The Group recognises revenue as follows:

(a) Provision of catering services

The Group provides catering services through the operation of restaurants and trading of food and beverages. Revenue from the operation of restaurants is recognised at a point in time upon the provision of food and beverages to customers. Payment of the transaction price is mostly due immediately at the point of providing food and beverages to customers. Customer deposit for corporate events is recognised as contract liability. Revenue from trading of food and beverages is recognised at a point in time when transfer of control, which generally coincides with the time when the goods are delivered to customers and the title has passed.

(b) Provision of organic vegetables consulting services

The Group provides consulting services in relation to organic vegetables research and development, plantation and sales. Revenue is recognised for such consulting services on a monthly basis based on a pre-determined percentage of customer's monthly revenue amount as agreed in contracts.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.24 Revenue recognition (continued)

(c) Provision of financial institutions intermediation services

In all arrangements where the Group is not the loan originator, the Group also generates non-interest service fees by facilitating transactions between borrowers and financial institutions. The Group determines that it is not the legal lender and legal borrower in the loan origination and repayment process. Therefore, the Group does not record loans receivable and payable arising from the loans.

The Group's services consist of:

- Upfront loan facilitation service: matching potential qualified borrowers to financial institutions and facilitating the execution of loan agreements between the parties;
- Post loan facilitation service: providing repayment processing services for the financial institutions over the loan term, including following up on late repayments;
- Guarantee service provided to financial institutions, if applicable.

The Group does not receive upfront payments from borrowers and financial institutions at loan inception but receives subsequent payments from financial institutions over the term of the loan. The total service fees are first allocated to the guarantee liabilities (Note 2.12) at fair value which meets the definition of a financial guarantee under HKFRS 9. The remaining amount is then allocated to upfront loan facilitation service and post loan facilitation service using best estimated selling price, as neither vendor specific objective evidence or third party evidence of selling price is available.

Upfront loan facilitation service fees are recognised at loan inception. When the cash received is not equal to the fee allocated to the upfront loan facilitation service, a "contract asset" or "contract liability" is recognised in the consolidated statement of financial position. Post loan facilitation service fees are recognised over the term of the loan, which approximates the pattern of when the underlying services are performed. Gains from guarantee are recognised ratably over the term of the loan.

The Group expects to have any contracts where the period between the transfer of the promised services to the customer and payment by the customer exceeds one year. As a consequence, the Group adjusts the transaction prices for the time value of money.

2.25 Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.25 Earnings per share (continued)

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.26 Leases as lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

In addition, the Group considered that refundable rental deposits are not lease payments, accordingly, such rental deposits are recognised as financial assets measured at amortised cost. The difference between nominal amount and discounted present value of the refundable deposits are included in the carrying amounts of right-of-use assets.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.26 Leases as lessee (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the Group (through recent financing or market data) which has a similar payment profile to the lease, then the Group use that rate as a starting point to determine the incremental borrowing rate.

Variable lease payments based on an index or rate are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases (mainly equipments) and leases of low-value assets (mainly advertising boards and office furniture) are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

Amendments to HKFRS 16 "COVID-19-related rent concessions" allow lessee to elect not to assess whether a rent concession occurring as a direct consequence of the COVID-19 pandemic is a lease modification. Such practical expedient, which has been early adopted by the Group during the year ended 31 March 2020, applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than the consideration for the lease immediately preceding the change;
- Any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- There is no substantive change to other terms and conditions of the lease.

2.26 Leases as lessee (continued)

Regarding the accounting for deferred tax impact in relation to right-of-use assets and lease liabilities, the Group considered right-of-use assets and lease liabilities separately. Deferred tax was recognised based on temporary difference arise separately from right of use assets and lease liabilities. Upon initial recognition of the right-of-use assets and lease liabilities, if any temporary differences arose, in which the transaction affects neither accounting profit nor taxable profit or tax loss, the Group applied initial recognition exemption to these temporary differences and did not recognise deferred tax. In such case, no deferred tax was recognised on subsequent changes to these temporary differences as initial recognition exemption still applies.

2.27 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of plant and equipment and right-of-use assets are initially included in liabilities as deferred government grants and when such plant and equipment and right-of-use assets are built or purchased, the received government grants are netted off with carrying value of the related assets.

Government grants that become 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.

2.28 Interest income

Interest income is presented within "finance income, net" (Note 10) where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group is exposed to various kinds of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk, liquidity risk and operation risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument fluctuates because of the changes in foreign exchange rates.

The Group mainly operates in Mainland China and Hong Kong. Foreign exchange rate risk arises when recognised financial assets and liabilities are dominated in a currency that is not the entity's functional currency.

Most of the Group's transactions are denominated in HK$ and Renminbi ("RMB"). Since the majority of the transactions are denominated in each entity's own functional currency, the directors of the Company are of the opinion that the Group's exposure to foreign exchange rate risk is minimal in profit or loss. Accordingly, no foreign currency sensitivity analysis is presented.

(ii) Cash flow and fair value interest rate risk

The Group's fair value interest rate risk mainly arises from loan to a related party carried at fixed interest rate.

The Group's cash flow interest rate risk mainly arises from restricted bank deposits and banks deposits carried at floating interest rates.

The Group continues to monitor the exposure on cash flow interest rate risk and will consider hedging the interest rate exposure should the need arise.

At 31 March 2024, a 100 basis points (i.e. 1%) fall/rise in market interest rates for all currencies in which the Group had restricted bank and other deposits and bank deposits carried at variable rates would increase /decrease post-tax loss by approximately HK$225,000 (2023:HK$725,000), mainly as a result of lower/higher interest income.

(b) Credit risk

The Group is exposed to credit risk in relation to its cash at bank, restricted bank deposits, deposits, trade and other receivables, contract assets, loan to a related party, and advances to related parties. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

While restricted bank deposits and cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial as the counterparties are of high credit quality with no history of default.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. For the provision of financial institution intermediation services, the Group has formulated a complete set of credit management processes and internal control mechanisms, so as to carry out whole process management of the business. Credit management procedures for loans facilitated by the Group comprise the processes of credit origination, credit review, credit approval, and monitoring. Risks arising from financial guarantees are similar to those associated with loans facilitated by the Group and held by the financial institutions. For other assets, in calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for current situation and forward-looking macroeconomic data.

The net impairment losses on financial instruments and contract assets as at 31 March 2024 and 2023 is summarized below:

	2024 HK$'000	2023 HK$'000
Movement in loss allowances:		
Other receivables (Note 18)	—	(3,588)
Contract assets (Note 18)	(3)	(9)
Derecognition due to early repayment (Note 18)	1,364	7,625
Net impairment losses on financial instruments and contract assets	1,361	4,028

(i) Trade receivables and contract assets

The Group applies the simplified approach to providing for expected credited losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

In relation to the operation of restaurants, trade receivables mainly represent receivables from reputable and creditworthy financial institutions in relation to the payment settled by credit cards by customers of which the settlement is normally within 3 days from transaction date.

Trade receivables from the provision of interior design and fitting services and organic vegetables consulting services mainly represents receivables from corporate customers with no history of default and settlement is normally within 30 days from invoice date.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(i) Trade receivables and contract assets (continued)

Credit quality of counterparties is assessed based on their financial position, experience and other factors. There is no concentration of credit risk for trade receivables as they are from various counterparties.

The loss allowance as at 31 March 2024 was determined based on past due date for trade receivables and contract assets as follows:

	Current HK$'000	1 to 30 days past due HK$'000	31 to 90 days past due HK$'000	More than 90 days past due HK$'000	Total HK$'000
Expected loss rate	—	—	—	69.1%	
Gross carrying amount –					
Trade receivables	—	426	15	698	1,139
Loss allowance	—	—	—	482	482
Expected loss rate	0.01%	—	—	—	
Gross carrying amount –					
Contract assets	21,651	—	—	—	21,651
Loss allowance	3	—	—	—	3
Expected loss rate	100%	—	—	—	
Gross carrying amount –					
Loan to a related party	13,475	—	—	—	13,475
Advance to a related party	2,314	—	—	—	2,314
Loss allowance	15,789	—	—	—	15,789

The loss allowance as at 31 March 2023 was determined based on past due date for trade receivables and contract assets as follows:

	Current HK$'000	1 to 30 days past due HK$'000	31 to 90 days past due HK$'000	More than 90 days past due HK$'000	Total HK$'000
Expected loss rate	—	—	—	60.7%	
Gross carrying amount –					
Trade receivables	—	1,133	1,622	834	3,589
Loss allowance	—	—	—	506	506
Expected loss rate	0.05%	—	—	—	
Gross carrying amount –					
Contract assets	25,988	—	—	—	25,988
Loss allowance	14	—	—	—	14
Expected loss rate	100%	—	—	—	
Gross carrying amount –					
Loan to a related party	14,161	—	—	—	14,161
Advance to related party	2,431	—	—	—	2,431
Loss allowance	16,592	—	—	—	16,592

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Deposits, other receivables, loan to a related party and advances to related parties

The directors of the Group consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis. To assess whether there is a significant increase in credit risk the Group compares risk of a default occurring on the assets as at 31 March 2024 with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
- actual or expected significant changes in the operating results of the counterparty;
- significant changes in the expected performance and behavior of the counterparty, including changes in the payment status of the counterparty.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categories a loan or receivable for write off when a debtor fails to make contractual payments/repayable demanded greater than 365 days past due. Where financial assets have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss. The Group reviews regularly the recoverable amount of each individual receivable to ensure that adequate impairment losses are made for irrecoverable amounts. Over the term of the financial assets, the Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of debtors, and adjusts for current situation and forward-looking macroeconomic data.

As at 31 March 2024 and 2023, management consider the net balances of deposits and other receivables as low credit risk as counterparties have a strong capacity to meet its contractual cash flow obligations in the near term. The Group has assessed that the expected credit losses for these receivables are immaterial under 12 months expected losses method. Thus, the loss allowance provision recognised for the year for these balances is immaterial.

Loss allowance provision has been made for loan to a related party. Refer to Note 28 for details.

(c) Liquidity risk

The Group's policy is to maintain sufficient cash to meet its liquidity and working capital requirements.

Management monitors rolling forecasts of the Group's liquidity reserve which comprises cash and cash equivalents (Note 19) on the basis of expected cash flows. The Group's policy is to regularly monitor current and expected liquidity requirements, to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year HK$'000	Between 1 and 2 years HK$'000	Between 2 and 5 years HK$'000	Total HK$'000
At 31 March 2024				
Trade and other payables and interest payables	49,291	—	—	49,291
Lease liabilities and interest payables	504	401	—	905
Amounts due to related parties	44,427	—	—	44,427
Amounts due to former directors	98,298	—	—	98,298
Guaranteed liabilities	32,924	—	—	32,924
	225,444	401	—	225,845
At 31 March 2023				
Trade and other payables and interest payables	19,023	—	—	19,023
Lease liabilities and interest payables	12,141	4,558	1,265	17,964
Amounts due to related parties	60,791	—	—	60,791
Amounts due to former directors	100,342	—	—	100,342
Guaranteed liabilities	27,119	—	—	27,119
	219,416	4,558	1,265	225,238

3.2 Capital risk management

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 shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by the aggregate of net debt and total deficit. Net debt is calculated as total lease liabilities (including "current and non-current lease liabilities" as shown in the consolidated statement of financial position), amounts due to former directors and loan from related parties (included within "amounts due to related parties" as shown in the consolidated statement of financial position), less cash and cash equivalents. Total deficit is calculated as "equity" as shown in the consolidated statement of financial position.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management (continued)

The gearing ratios as at 31 March were as follows:

	2024 HK$'000	2023 HK$'000
Lease liabilities (Note 15)	820	17,728
Amounts due to former directors (Note 28(c))	98,298	100,342
Loans from related parties (Note 28(c))	36,949	53,061
Less: Cash and cash equivalents (Note 19)	(1,343)	(2,214)
Net debt	134,724	168,917
Total deficit and net debt	16,999	69,102
Gearing ratio	792.5%	244.4%

Gearing ratio increased due to reduction in total deficit and net debt during the year ended 31 March 2024.

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method.

The different methods of valuation have been defined as follows:

- Quoted prices (unadjusted) in active markets for similar assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The carrying values of the Group's financial assets and financial liabilities approximate to their fair values since the interest rate is close to current market rates or the instruments are short-term in nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments, unless the discounting effect is insignificant.

3.4 Offsetting financial assets and financial liabilities

There is no material offsetting, enforceable master netting arrangement and similar agreements as at 31 March 2024 and 2023.

4 CRITICAL ESTIMATES, JUDGEMENTS AND ERRORS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also need to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Impairment of property, plant and equipment, right-of-use assets and intangible assets

The Group reviews property, plant and equipment, right-of-use assets and intangible assets for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Determining whether impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount, and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of recoverable amount, which is based on management's estimate with best information available. The Group derives the cash flow estimates from historical experience and internal business plans. To determine recoverable amount, the Group uses cash flow estimates discounted at an appropriate discount rate, quoted market prices when available and independent appraisals, as appropriate.

As at 31 March 2024, carrying amounts of property, plant and equipment, right-of-use assets and intangible assets of approximately HK$11,000, HK$563,000 and Nil, respectively, were related to the provision of financial intermediary services segment. Management of the Group considered the amounts are insignificant and thus, no impairment assessment was performed.

Impairment loss of approximately HK$8,682,000 (2023: HK$5,336,000) for property, plant and equipment, right-of-use assets and intangible assets was recognised during the year ended 31 March 2024, resulting in the carrying amount being written down to its recoverable amount. Refer to Note 14, 15 and 16 for further details.

4 CRITICAL ESTIMATES, JUDGEMENTS AND ERRORS (CONTINUED)

(b) Current and deferred income tax

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain deductible temporary differences and tax losses are recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimates, such difference will impact the recognition of deferred tax assets and income tax in the period in which such estimates are changed.

(c) Principal versus agent

When another party is involved in providing goods or services (including the trading of food and beverages) to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group as a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group as an agent). The Group is a principal if it controls the specified good or services before that good or services is transferred to a customer.

(d) Revenue recognition of provision of financial institution intermediation services

The Group considers the upfront loan facilitation services, post loan facilitation services and guarantee services as distinct performance obligations. However, the Group does not provide these services separately, and the third-party evidence of selling price does not exist either, as public information is not available regarding the amount of fees competitors charge for these services. As a result, the Group uses the expected-cost-plus-a-margin approach to determine its best estimate of selling prices of the different deliverables as the basis for allocation. When estimating the selling prices, the Group considers the cost related to such services, profit margin, customer demand, effect of competition, and other market factors, if applicable.

4 CRITICAL ESTIMATES, JUDGEMENTS AND ERRORS (CONTINUED)

(e) Measurement of expected credit loss allowances

The measurement of the expected credit loss ("ECL") allowance for financial assets measured at amortised cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses).

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

(i) Determining criteria for significant increase in credit risk;

- The financial instrument is considered to have experienced a significant increase in credit risk if the borrower is 90 days past due on its contractual payments (2023: 90 days past due).
- Using other warning list as supplement criteria such as fraudulent list.

(ii) Choosing appropriate models and assumptions for the measurement of ECL;

- ECL is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. ECL is the discounted product of the Probability for Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), or ECL=PD*LGD*EAD*discount rate.
- The calculation of PD and LGD starts with the Group's historical information. PD and LGD are calculated by type of asset/loan nature, internal risk grades and loan durations as appropriate.
- EAD is calculated based on the amounts the Group expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD).
- The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

(f) Measurement of guarantee liabilities

A guarantee liability is an expected compensation which will be paid in the future due to guarantee contracts. When measuring the guarantee liabilities, the Group needs to make a reasonable estimate of the amounts that the Group is required to pay in fulfilling the obligations under the guarantee contracts. Such estimates are determined based on the estimated loss rate of the loans, taking into account the underlying risk profile and historical loss record. Please refer to Note 2.12 for initial and subsequent measurement for guarantee liabilities.

5 SEGMENT INFORMATION

The segment information reported to the Company's executive directors, being the chief operating decision maker ("CODM"), is being regularly reviewed in order to allocate resources to segments and to assess their performance is prepared under HKFRSs. The CODM reviews performance of provision of catering services, provision of financial institution intermediation services and provision of other services, which includes provision of interior design and fitting-out service and provision of organic vegetables consulting services, for resources allocation. Provision of catering services includes Italian style, Western style, Asian style and Chinese style restaurants which was previously separately presented.

The segment information provided to the Group's CODM for the reportable segments for the year ended 31 March 2024 are as follow:

	Year ended 31 March 2024				
	Provision of catering services HK$'000	Provision of financial intermediation services HK$'000	Other services HK$'000	Elimination HK$'000	Total HK$'000
Revenue					
Total segment revenue	11,992	4,094	—	—	16,086
Inter-segment revenue	—	—	—	—	—
Revenue from external customers	11,992	4,094	—	—	16,086
Segment results	(15,042)	601	(69)	—	(14,510)
Unallocated employee benefit expenses					(2,335)
Unallocated other expenses					(2,474)
Loss before income tax					(19,319)
Income tax expense					(150)
Loss for the year					(19,469)

At 31 March 2024

	As at 31 March 2024				
	Provision of catering services HK$'000	Provision of financial intermediation services HK$'000	Other services HK$'000	Elimination HK$'000	Total HK$'000
Segment assets	401,871	122,159	32,837	(434,626)	122,241
Elimination of inter-segment receivables	(399,936)	(6,522)	(28,168)	434,626	—
	1,935	115,637	4,669	—	122,241
Segment liabilities	(428,427)	(110,777)	(37,090)	434,626	(141,668)
Elimination of inter-segment payables	399,936	13,044	21,646	(434,626)	—
	(28,491)	(97,733)	(15,444)	—	(141,668)
Amount due to former directors					(98,298)
					(239,966)

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the Group's CODM for the reportable segments for the year ended 31 March 2023 are as follow:

	Year ended 31 March 2023				
	Provision of catering services HK$'000	Provision of financial intermediation services HK$'000	Other services HK$'000	Elimination HK$'000	Total HK$'000
Revenue					
Total segment revenue	56,376	7,599	—	(2,617)	61,358
Inter-segment revenue	(2,617)	—	—	2,617	—
Revenue from external customers	53,759	7,599	—	—	61,358
Segment results	(6,560)	(5,484)	(7,395)	—	(19,439)
Unallocated employee benefit expenses					(8,663)
Unallocated depreciation and amortisation					(284)
Unallocated rental and related expenses					(43)
Unallocated utilities and consumables					(380)
Unallocated other expenses					(5,596)
Finance costs, net					(51)
Loss before income tax					(34,456)
Income tax credit					1,862
Loss for the year					(32,594)

At 31 March 2023

	As at 31 March 2023				
	Provision of catering services HK$'000	Provision of financial intermediation services HK$'000	Other services HK$'000	Elimination HK$'000	Total HK$'000
Segment assets	421,023	120,362	34,396	(436,529)	139,252
Elimination of inter-segment receivables	(399,936)	(6,854)	(29,739)	436,529	—
	21,087	113,508	4,657	—	139,252
Segment liabilities	(430,861)	(108,875)	(35,518)	436,529	(138,725)
Elimination of inter-segment payables	399,936	13,708	22,885	(436,529)	—
	(30,925)	(95,167)	(12,633)	—	(138,725)
Amount due to former directors					(100,342)
					(239,067)

5 SEGMENT INFORMATION (CONTINUED)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 2. Segment results represents the profit/loss earned by each segment without allocation of the common employee benefit expenses, depreciation and amortisation, rental and related expenses, utilities and consumables, other expenses and finance income/(costs), net incurred. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment. For the purposes of monitoring segment performances and allocating resources between segments, all assets and liabilities, other than amount due to former directors, are allocated to operating segments.

Inter-segment sales are charged at cost-plus approach.

Other information

The following is included in the measure of segment results and segment assets.

	Depreciation and amortisation		Additions to non-current assets		Loss on disposals of property, plant and equipment		Impairment to non-current assets		Impairment losses on financial instruments and contract assets		Loss on early lease termination	
	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000
Provision of catering services	—	9,470	—	12,897	—	59	9,111	—	—	—	5,367	—
Provision of financial intermediation services	—	856	—	—	—	—	—	—	1,361	4,028	—	—
Other services	86	1,387	—	—	—	—	—	5,336	—	—	—	—
	86	11,713	—	12,897	—	59	9,111	5,336	1,361	4,028	5,367	—

5 SEGMENT INFORMATION (CONTINUED)

Other information (continued)

The unallocated depreciation and amortisation amounted to approximately Nil (2023: HK$284,000) for the year ended 31 March 2024.

Non-current assets included property, plant and equipment, right-of-use assets and intangible assets.

Geographical information

The geographical location is based on the location at which the services were rendered or the goods delivered.

The amount of revenue from external customers broken down by geographical location is as follows:

	2024 HK$'000	2023 HK$'000
Hong Kong	11,992	53,759
Mainland China	4,094	7,599
	16,086	61,358

The non-current assets, other than rental and utilities deposits, deposit for property, plant and equipment, restricted bank and other deposits and loan to a related party broken down by geographical location of the assets, is shown as below:

	2024 HK$'000	2023 HK$'000
Hong Kong	—	8,682
Mainland China	15,726	16,977
	15,726	25,659

Information about major customers

Revenue generated from customers of the corresponding years contributing over 10% of the Group's revenue are as follows:

	2024 HK$'000	2023 HK$'000
Customer A – revenue generated from trading of food and beverages (included in provision of catering services)	11,418	10,124

6 REVENUE

Disaggregation of revenue from contracts with customers

	2024 HK$'000	2023 HK$'000
Revenue from contracts with customers		
Provision of catering services	11,992	53,759
Provision of financial intermediation services		
– Upfront loan facilitation service fees	—	—
– Post loan facilitation service fees	1,735	3,677
– Guarantee service fees	1,734	3,071
– Early redemption penalty and service charges	625	851
	4,094	7,599
	16,086	61,358
Timing of revenue recognition		
A point in time	12,617	54,610
Over time	3,469	6,748
	16,086	61,358

For all contracts for provision of food and beverages and provision of interior design and fitting-out services for periods of one year or less, as permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

7 OTHER (LOSS)/GAIN, NET

	2024 HK$'000	2023 HK$'000
Loss on disposals of property, plant and equipment	—	(59)
Impairment on non-current deposit (note iii)	(429)	—
Gain from a bargain purchase (note i)	—	51
Loss on early termination of lease (note ii)	(5,367)	—
Other	32	38
	(5,764)	30

7 OTHER (LOSS)/GAIN, NET (CONTINUED)

Note:

(i) During the year ended 31 March 2023, the Group acquired 70% equity interest and obtained control of Great Success International Trading Limited, which engages in trading of food and beverages. The cash consideration, fair value of non-controlling interest in the acquiree and fair value of net assets acquired was approximately HK$100,000, HK$65,000 and HK$216,000, respectively. Accordingly, a gain from a bargain purchase was recorded.

(ii) During the year ended 31 March 2024, the Group failed to repay certain lease payments arising from its Hong Kong restaurants. According to the contractual terms, the Group is liable for the remaining period of the lease term and the related rental deposits are forfeited. Thus, a loss on early termination of lease is recorded which represents (i) the difference between the minimum lease payments, which is recorded as other payable, and the carrying value of the lease liabilities of approximately HK$304,000 and (ii) the forfeited rental deposits of approximately HK$5,063,000.

(iii) During the year ended 31 March 2024, the Group has ceased all its Hong Kong restaurant operations and does not have concrete plans to invest additional resources into the restaurant operations. Accordingly, the non-current deposit paid for property, plant and equipment of approximately HK$429,000, which was initially invested for the Group's restaurant operations, were fully impaired during the year ended 31 March 2024.

8 EXPENSES BY NATURE

(a) Rental and related expenses

	2024 HK$'000	2023 HK$'000
Short-term leases expenses	600	1,608
Low-value leases expenses	3	6
Management fee	—	2,342
Rent concession (Note 15(e))	—	(831)
	603	3,125

(b) Other expenses

	2024 HK$'000	2023 HK$'000
Advertising	24	754
Air-conditioning charge	—	134
Cleaning and laundry expenses	—	1,799
Credit card charges	—	773
Donation	—	3
Insurance	—	445
Legal and professional fee	1,899	5,689
Food and beverage license expenses	—	6
Packing and printing materials	—	468
Repair and maintenance	—	1,155
Travelling expenses	2	492
Auditors' remuneration		
– Audit services	1,000	1,300
– Non-audit services	—	150
Others	1,614	2,709
	4,539	15,877

9 EMPLOYEE BENEFIT EXPENSES

	2024 HK$'000	2023 HK$'000
Wages, salaries, bonuses and allowances	3,582	28,940
Pension cost – defined contribution scheme	153	1,030
	3,735	29,970

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include 2 directors (2023: 1 director) whose emoluments are reflected in the analysis shown in Note 30. The emoluments payable to the remaining 3 (2023: 4) individuals during the year are as follows:

	2024 HK$'000	2023 HK$'000
Wages, salaries, bonuses and allowances	702	2,308
Pension cost – defined contribution scheme	30	70
	732	2,378

The emoluments fell within the following bands:

	Number of individuals	
	2024	2023
Emolument bands		
Nil – HK$1,000,000	3	4

(b) Retirement benefits plans

The Group participates in a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

As stipulated by rules and regulations in Mainland China, the Group contributes to a state-sponsored retirement plan for its employees in Mainland China, which is a defined contribution plan. The Group and its employees contribute a certain percentage of the employees' basic wages/salary as specified by the local government, and the Group has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plan is responsible for the entire pension obligations payable to retired employees.

The total expense recognised in profit or loss of HK$153,000 (2023: HK$1,030,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

No forfeited contributions were utilised for the year ended 31 March 2024 (2023: Nil). Furthermore, no forfeited contributions were available at the year end to reduce future contribution (2023: Nil).

10 FINANCE INCOME, NET

	2024 HK$'000	2023 HK$'000
Interest income from contract assets and loan receivables	2,226	6,286
Bank interest income	9	147
Finance income	2,235	6,433
Interest expense on lease liabilities	(40)	(533)
Interest expense on accrued loan referral expenses	(265)	(747)
Other interest expenses	(80)	(61)
Finance costs	(385)	(1,341)
Finance income, net	1,850	5,092

11 INCOME TAX (EXPENSE)/CREDIT

	2024 HK$'000	2023 HK$'000
Current tax		
Hong Kong profits tax	—	(428)
PRC Enterprise Income tax	—	—
	—	(428)
Deferred tax (Note 27)	(150)	2,290
Income tax (expense)/credit	(150)	1,862

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

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

11 INCOME TAX (EXPENSE)/CREDIT (CONTINUED)

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

	2024 HK$'000	2023 HK$'000
Loss before income tax	(19,319)	(34,456)
Tax calculated at the applicable domestic tax rates	3,147	5,584
Effect of:		
Expenses not deductible for tax purpose	(2,759)	(735)
Income not taxable for tax purpose	—	9,800
Temporary differences not recognised	190	(1,375)
Tax losses not recognised	(878)	(11,015)
Under-provision in respect of prior years	—	(397)
One-off tax reduction by the IRD	150	—
Income tax (expense)/credit for the year	(150)	1,862

12 LOSS PER SHARE

(a) Basic

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

	2024	2023
Loss attributable to owners of the Company (HK$'000)	(19,558)	(28,883)
Weighted average number of ordinary shares in issue (thousands)	1,898,291	1,304,707
Basic loss per share (HK$)	(0.01)	(0.02)

(b) Diluted

Diluted loss per share presented is the same as the basic loss per share as there was no potentially dilutive ordinary share outstanding as at 31 March 2024 and 2023.

13 SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2024 and 2023 were as follows:

Name of subsidiary	Place and date of incorporation	Issued and fully paid share capital	Proportion ownership interest held by the Company				Principal activities/place of operation
			Directly		Indirectly		
			2024	2023	2024	2023	
Dining Concepts Management Limited	British Virgin Islands 21 February 2018	United States Dollar ("US$") 1	100%	100%	—	—	Investment holding
Dining Concepts Limited	Hong Kong 11 September 2002	HK$10,000	—	—	100%	100%	Provision of catering management and design services in Hong Kong
Ace Trend Holdings Limited 順勢集團有限公司	Hong Kong 23 March 2017	HK$1	—	—	100%	100%	Operating restaurant in Hong Kong
BBQ Restaurants Limited	Hong Kong 9 March 2010	HK$1,000	—	—	100%	100%	Operating restaurant in Hong Kong
BLT Restaurants (HK) Limited	Hong Kong 10 September 2008	HK$500,000	—	—	100%	100%	Operating restaurant in Hong Kong
BLT Burger (HK) Limited	Hong Kong 27 July 2009	HK$500,000	—	—	100%	100%	Operating restaurant in Hong Kong
Bombay Dreams (HK) Limited	Hong Kong 26 July 2002	HK$10,000	—	—	100%	100%	Operating restaurant in Hong Kong
DC Events Limited	Hong Kong 1 December 2016	HK$10,000	—	—	100%	100%	Organising promotional events for restaurants
Excel Team Restaurants Limited	Hong Kong 14 January 2005	HK$1,000	—	—	100%	100%	Operating restaurants in Hong Kong
Excel Team Trading Limited 卓榮貿易有限公司	Hong Kong 3 September 2003	HK$1,000	—	—	100%	100%	Operating restaurant in Hong Kong
Fame Top Holdings Limited 銘高集團有限公司	Hong Kong 7 December 2011	HK$10,000	—	—	100%	100%	Operating restaurant in Hong Kong
Global Profit Enterprise Limited	Hong Kong 22 January 2007	HK$10,000	—	—	100%	100%	Operating restaurant in Hong Kong
Great Grant Limited 瀚鈞有限公司	Hong Kong 28 November 2016	HK$10,000	—	—	100%	100%	Operating restaurant in Hong Kong
Great Success International Trading Limited	Hong Kong 30 May 2005	HK$200,000	—	—	70%	70%	Trading of food and beverage

13 SUBSIDIARIES (CONTINUED)

Particulars of the Company's principal subsidiaries at 31 March 2024 and 2023 were as follows: (Continued)

Name of subsidiary	Place and date of incorporation	Issued and fully paid share capital	Proportion ownership interest held by the Company Directly 2024	Directly 2023	Indirectly 2024	Indirectly 2023	Principal activities/place of operation
Kowloon Cantons Cricket Company Limited	Hong Kong 23 November 2016	HK$250,000	—	—	100%	100%	Operating cricket club activities and promotion in Hong Kong
Lettuce Entertain You Limited	Hong Kong 18 November 2005	HK$1,000	—	—	100%	100%	Operating restaurant in Hong Kong
Max Prospect Holdings Limited 鴻昇集團有限公司	Hong Kong 18 November 2013	HK$10,000	—	—	100%	100%	Operating restaurant in Hong Kong
Multi Million Way Limited 萬元威有限公司	Hong Kong 18 October 2010	HK$1,000,000	—	—	100%	100%	Operating restaurant in Hong Kong
Profit Best Holdings Limited 澤成集團有限公司	Hong Kong 17 September 2009	HK$500,000	—	—	100%	100%	Operating restaurant in Hong Kong
Rich Ever Limited 眾富有限公司	Hong Kong 24 December 2015	HK$300,000	—	—	100%	100%	Operating restaurant in Hong Kong
Smart Joy Limited 卓喜有限公司	Hong Kong 15 April 2010	HK$10,000	—	—	100%	100%	Operating restaurant in Hong Kong
Spectrum Rise Limited 濤昇有限公司	Hong Kong 12 December 2014	HK$1	—	—	100%	100%	Operating restaurant in Hong Kong
Strong Empire Limited	Hong Kong 8 October 2015	HK$1,000,000	—	—	100%	100%	Operating restaurant in Hong Kong

13 SUBSIDIARIES (CONTINUED)

Particulars of the Company's principal subsidiaries at 31 March 2024 and 2023 were as follows: (Continued)

Name of subsidiary	Place and date of incorporation	Issued and fully paid share capital	Proportion ownership interest held by the Company				Principal activities/place of operation
			Directly		Indirectly		
			2024	2023	2024	2023	
Trendy Move Limited 健海有限公司	Hong Kong 12 December 2014	HK$1	—	—	100%	100%	Operating restaurant in Hong Kong
Wealthy Trade Limited 貿寶有限公司	Hong Kong 8 November 2013	HK$300,000	—	—	100%	100%	Operating restaurant in Hong Kong
Wide Scope Holdings Limited 景宏集團有限公司	Hong Kong 28 May 2004	HK$1,000	—	—	100%	100%	Operating restaurant in Hong Kong
Wider Team Holdings Limited 博滙集團有公司	Hong Kong 6 March 2017	HK$1,000,000	—	—	100%	100%	Operating restaurant in Hong Kong
Winner Star Limited	Hong Kong 18 December 2015	HK$10,000	—	—	100%	100%	Operating restaurant in Hong Kong
北京翰鋮建築工程有限公司**	Mainland China (domestic-owned enterprise), limited liability company 14 May 2019	Nil*	—	—	70%	70%	Providing interior design and fitting-out services in the PRC
Shanghai Aie Agriculture Technology Company Limited** 上海愛娥農業科技有限責任公司	Mainland China (domestic-owned enterprise), limited liability company 1 June 2017	RMB1,000,000	—	—	70%	70%	Providing organic vegetables consulting services in the PRC
成都中誠竣捷科技有限公司	Mainland China (domestic-owned enterprise), limited liability company 12 December 2019	RMB 10,000,000	—	—	60%	60%	Providing financial institution intermediation services in the PRC (2020: Inactive)
呂朋朋(北京)餐飲管理有限公司**	Mainland China (domestic-owned enterprise), limited liability company 3 December 2020	RMB 2,450,000	—	—	80%	80%	Operating restaurant in the PRC

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length. None of the subsidiaries had issued any debt securities at the end of the year.

* No capital injection as at 31 March 2024 and 2023.

** Kind of legal entity registered under PRC law.

14 PROPERTY, PLANT AND EQUIPMENT

	Office equipment HK$'000	Furniture, fixtures and equipment HK$'000	Leasehold improvements HK$'000	Total HK$'000
As at 31 March 2022				
Cost	2,486	17,542	40,428	60,456
Accumulated depreciation and impairment	(2,277)	(17,016)	(39,636)	(58,929)
Net book amount	209	526	792	1,527
Year ended 31 March 2023				
Opening net book amount	209	526	792	1,527
Disposals	—	(19)	(40)	(59)
Depreciation	(104)	(339)	(709)	(1,152)
Exchange difference	(16)	(9)	(20)	(45)
Closing net book amount	89	159	23	271
As at 31 March 2023				
Cost	1,614	6,600	16,697	24,911
Accumulated depreciation and impairment	(1,525)	(6,441)	(16,674)	(24,640)
Net book amount	89	159	23	271

	Office equipment HK$'000	Furniture, fixtures and equipment HK$'000	Leasehold improvements HK$'000	Total HK$'000
As at 31 March 2023				
Cost	1,614	6,600	16,697	24,911
Accumulated depreciation and impairment	(1,525)	(6,441)	(16,674)	(24,640)
Net book amount	89	159	23	271
Opening net book amount	89	159	23	271
Impairment	—	(159)	(10)	(169)
Depreciation	(74)	—	(12)	(86)
Exchange reserve	(4)	—	(1)	(5)
Closing net book amount	11	—	—	11
As at 31 March 2024				
Cost	1,599	6,437	16,675	24,711
Accumulated depreciation and impairment	(1,588)	(6,437)	(16,675)	(24,700)
Net book amount	11	—	—	11

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group had property, plant and equipment of approximately HK$11,000 (2023: HK$271,000) and right-of-use assets of HK$563,000 (2023: HK$9,479,000) as at 31 March 2024 all of which were attributable to the administrative support for the provision of financial intermediary services segment.

Each restaurant under its restaurant operations is a cash-generating unit ("CGU") for the purposes of impairment assessment. For CGUs with impairment indicators, the Group has performed impairment assessments on the relevant restaurant's property, plant and equipment and right-of-use assets by assessing their recoverable amounts based on the higher of value-in-use and fair value less cost of disposal. The recoverable amounts of the CUGs are determined based on value-in-use calculations, which are higher than the fair value less cost of disposal calculations.

During the year ended 31 March 2024, the restaurant operations continued to worsen as the Group had failed to pay lease liabilities in a timely manner. Management of the Group considered the resources available and foreseeable market conditions surrounding its restaurant operations are not optimistic. The operating costs of the restaurant operations have been reduced to the bare essentials and management of the Group does not have any concrete plans to expand the segment. It is not expected that the restaurant operations will generate any material income in the upcoming years. Thus, full impairment was provided for its material assets.

During the year ended 31 March 2024, provision for impairment of property, plant and equipment, right-of-use assets and intangible assets amounted to approximately HK$169,000 (2023: Nil), HK$8,513,000 (2023: Nil) and Nil (2023: HK$5,336,000), respectively, all of which were attributable to its restaurant operations (2023: attributable to its restaurant operations and provision of organic vegetable consulting services).

Management of the Group considered the disclosure of sensitivity analysis for the Group's impairment assessment as at 31 March 2023 would not be meaningful, given the full impairment made and the poor outlook relating to the restaurant operations. Please refer to the Company's 2023 annual report for details of the impairment assessment relating to the restaurant operations as at 31 March 2023.

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Amounts recognised in the consolidated statement of financial position

Right-of-use assets

	HK$'000
As at 31 March 2022	
Cost	32,059
Accumulated depreciation and impairment	(26,551)
Net book amount	5,508
Year ended 31 March 2023	
Opening net book amount	5,508
Additions	12,897
Depreciation	(8,830)
Exchange difference	(96)
Closing net book amount	9,479
As at 31 March 2023	
Cost	18,668
Accumulated depreciation and impairment	(9,189)
Net book amount	9,479
Year ended 31 March 2024	
Opening net book amount	9,479
Impairment	(8,513)
Depreciation	(357)
Exchange difference	(46)
Closing net book amount	563
As at 31 March 2024	
Cost	1,779
Accumulated depreciation and impairment	(1,216)
Net book amount	563

Lease liabilities

	2024 HK$'000	2023 HK$'000
Current	464	11,923
Non-current	356	5,805
	820	17,728

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(b) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income

The consolidated statement of profit or loss and other comprehensive income shows the following amounts relating to leases:

	2024 HK$'000	2023 HK$'000
Depreciation of right-of-use assets	357	8,830
Interest expenses on lease liabilities	40	533
Expense relating to short-term leases	600	1,608
Expense relating to low-value leases	3	6
Rent concession	—	(831)

The total cash outflow for leases for the year ended 31 March 2024 was HK$1,032,000 (2023: HK$18,692,000).

(c) The Group's leasing activities and how these are accounted for

The Group leases various offices (2023: various offices, warehouses and restaurants). The rental contract for the office is for a fixed period 3 to 5 years (2023: 3 to 5 years), but may have extension options as described in (d) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

During the year ended 31 March 2024, the Group failed to repay certain lease payments arising from its Hong Kong restaurants. According to the contractual terms, the Group is liable for the remaining period of the lease term. Full impairment has been made on the right-of-use assets, as upon the failure to repay lease payments, the Group returned the premise to the landlord. Accordingly, the cost and related accumulated depreciation and impairment of right-of-use assets had been written off. Lease liabilities were recorded at the undiscounted cash flow of the remaining lease payments and the difference between the carrying value as at the default date and the undiscounted cash flow of the remaining lease payments was recorded as a loss on early termination of lease liabilities. Subsequently, the related lease liabilities were reclassified to other payables.

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(d) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

Potential future cash outflows have not been included in the lease liability if it is not reasonably certain that the leases will be extended (or not terminated). After taking into account the above factors, the Group considered that it is reasonably certain for them to exercise the renewal options or not to exercise the termination options for all property leases.

(e) COVID-19-related rent concessions

The Group has applied practical expedient to all rent concessions occurring as a direct consequence of the COVID-19 pandemic with adoption precondition met under the "COVID-19-related rent concessions amendment to HKFRS 16 Leases".

Rent concession amounting to Nil (2023: HK$831,000) represents the change in lease payment arising from COVID-19-related rent concession and has been recognised in "Rental and related expenses" in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2024.

16 INTANGIBLE ASSETS

	Goodwill HK$'000	Cricket club operating rights HK$'000	Franchise and licensing rights HK$'000	Patents HK$'000	Others HK$'000	Total HK$'000
As at 31 March 2022						
Cost	1,464	2,000	10,343	22,960	1,201	37,968
Accumulated amortisation and impairment	(1,464)	(2,000)	(9,743)	(16,733)	(117)	(30,057)
Net book amount	—	—	600	6,227	1,084	7,911
Year ended 31 March 2023						
Opening net book amount	—	—	600	6,227	1,084	7,911
Amortisation	—	—	(600)	(1,375)	(40)	(2,015)
Exchange difference	—	—	—	(552)	(8)	(560)
Impairment (Note 14)	—	—	—	(4,300)	(1,036)	(5,336)
Closing net book amount	—	—	—	—	—	—
As at 31 March 2023 and 2024						
Cost	1,464	2,000	10,343	21,271	1,113	36,191
Accumulated amortisation and impairment	(1,464)	(2,000)	(10,343)	(21,271)	(1,113)	(36,191)
Net book amount	—	—	—	—	—	—

17 INVENTORIES

	2024 HK$'000	2023 HK$'000
Food and beverages	278	616

Cost of inventories has been charged to "Cost of sales and inventories consumed" in the consolidated statement of profit or loss and other comprehensive income for the years ended 31 March 2024 and 2023.

Provision of inventories arising from slow-moving inventories of approximately HK$399,000 (2023: HK$504,000) has been recognised for the year ended 31 March 2024 and charged to "Cost of sales and inventories consumed". The Group's inventories were stated at lower of cost and net realisable value at the end of the respective reporting periods.

18 TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS

	2024 HK$'000	2023 HK$'000
Trade receivables	1,139	3,589
Other receivables and deposits	32,295	28,141
Contract assets	21,651	25,988
	55,085	57,718
Loss allowances	(1,654)	(1,689)
	53,431	56,029

Loss allowances movements for the year ended 31 March 2024 are as follows:

	Trade receivables HK$'000	Contract assets HK$'000	Other receivables HK$'000	Total HK$'000
Opening net book amount	506	14	1,169	1,689
Written off	—	(1,000)	—	(1,000)
Net (reversal of)/provision for impairment loss (Note 3.1(b))	—	(3)	—	(3)
Derecognition due to early repayment (Note 3.1(b))	—	1,364	—	1,364
Exchange difference	(24)	(372)	—	(396)
Ending net book amount	482	3	1,169	1,654

Loss allowances movements for the year ended 31 March 2023 are as follows:

	Trade receivables HK$'000	Contract assets HK$'000	Other receivables HK$'000	Total HK$'000
Opening net book amount	546	47	6,907	7,500
Written off	—	(8,280)	(2,150)	(10,430)
Net (reversal of)/provision for impairment loss (Note 3.1(b))	—	(9)	(3,588)	(3,597)
Derecognition due to early repayment (Note 3.1(b))	—	7,625	—	7,625
Exchange difference	(40)	631	—	591
Ending net book amount	506	14	1,169	1,689

Trade receivables from catering business are receivables from financial institutions in relation to the payment settled by credit cards by customers of which the settlement period is normally within 3 days from transaction date. Generally, for catering business, there is no credit period granted to customers, except for certain well-established corporate customers in which credit period of 20 to 30 days is granted by the Group. Trade receivables from the provision of interior design and fitting-out services and organic vegetables consulting services are normally settled within 30 days from invoice date. As at 31 March 2024, the ageing analysis at the gross trade receivables based on invoice date were as follows:

	2024 HK$'000	2023 HK$'000
0 - 30 days	426	1,133
31 to 90 days	15	1,622
Over 90 days	698	834
	1,139	3,589
Loss allowances	(482)	(506)
	657	3,083

18 TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS (CONTINUED)

Before accepting any new corporate customers, management of the Group will base on the credit quality of the potential customers to define credit limits. Credit limits to customers are reviewed annually.

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. All of the trade receivables that are neither past due nor impaired are mainly from the reputable financial institutions.

As at 31 March 2024, included in the Group's trade receivables balances are debtors with aggregate carrying amount of HK$657,000 (2023:HK$1,948,000) which are past due as at the reporting date. Out of the past due balances, HK$175,000 (2023: HK$328,000) has been past due 90 days or more and is not considered as default as the Group considered such balances could be recovered based on repayment history, the financial conditions and the current credit worthiness of each debtors.

	2024 HK$'000	2023 HK$'000
Other receivables and deposits:		
Prepayments for insurances, consumables and services	3,770	3,947
Prepayments for rental	—	100
Prepayments for loan guarantee expenses	13,203	11,837
Advance to employees	747	775
Rental and utility deposits	197	5,271
Loan receivable	5,708	1,701
Deposits for property, plant and equipment	—	429
Others	8,670	4,081
Loss allowances	(1,169)	(1,169)
	31,126	26,972
Less: Other receivables and deposits-non-current portion	(129)	(5,642)
Other receivables and deposits-current portion	30,997	21,330

	2024 HK$'000	2023 HK$'000
Contract assets:		
Upfront loan facilitation service fees	21,651	25,988
Loss allowances	(3)	(14)
	21,648	25,974
Less: Contract assets-non-current portion	(15,152)	(15,909)
Contract assets-current portion	6,496	10,065

The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers contract assets to trade receivables upon achieving the specified milestones in the contracts. There are no past due as at the reporting date (2023: Nil).

19 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK AND OTHER DEPOSITS

	2024 HK$'000	2023 HK$'000
Cash at banks	1,343	2,094
Cash on hand	—	120
Cash and cash equivalents	1,343	2,214
Restricted bank and other deposits	66,214	70,332
	67,557	72,546

Restricted bank and other deposits represented variable rate deposits placed in banks, financial institutions or financial institution intermediation services companies pursuant to the Group's obligations under certain service agreements in relation to the provision of financial institution intermediation services of approximately HK$66,214,000. Apart from the balance of HK$16,115,000 which is non-interest bearing, the remaining restricted bank and other deposits carry interest ranging from 1.8% to 4.1% (2023: from 1.8% to 4.1%) per annum. The deposits will be released upon completion of milestones as stipulated under said service agreements, termination or expiry of the agreements which is expected to be beyond one year from the end of respective reporting periods. Accordingly, the amounts are included in non-current assets.

The Group's cash and cash equivalents comprise cash at bank which carry interest at prevailing market rate at 0.001% to 0.4% (2023: 0.001% to 0.4%) per annum.

The carrying amounts of cash and cash equivalents and restricted bank and other deposits are denominated in the following currencies:

	2024 HK$'000	2023 HK$'000
HK$	179	1,987
RMB	67,378	70,546
Others	—	13
	67,557	72,546

Cash at banks and restricted bank deposits of the Group denominated in RMB of HK$1,739,000 (2023: HK$2,592,000) which are deposited with the banks in the PRC are not freely convertible into other currencies. The Group can apply to exchange RMB for other currencies through banks authorised to conduct foreign exchange business under PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

20 SHARE CAPITAL AND RESERVES

(a) Share capital

	2024 HK$'000	2023 HK$'000
Authorised:		
100,000,000,000 ordinary shares of US$0.001 each (2023: 10,000,000,000 ordinary shares of US$0.001 each)	778,000	778,000

	2024 HK$'000	2023 HK$'000
Issued and fully paid:		
1,898,290,908 ordinary shares of US$0.001 each (2023: 1,898,290,908 ordinary shares of US$0.001 each)	14,791	14,791

The movements in authorised and issued share capital of the Company during the year were as follows:

	Authorised shares		Issued shares	
	No. of shares	Total HK$'000	No. of shares	Total HK$'000
At 1 April 2022	10,000,000,000	778,000	810,250,000	63,037
Capital reorganisation (note i)	90,000,000,000	—	—	(56,733)
Issue of new shares (note ii)			1,088,040,908	8,487
At 31 March 2023, 1 April 2023 and 31 March 2024	100,000,000,000	778,000	1,898,290,908	14,791

Notes:

i. Upon the capital reorganisation become effective on 27 September 2022, the nominal value of each of the issued shares of the Company (the "Shares") reduced from USD0.01 to USD0.001 per issued Shares through a cancellation of the paid-up capital of the Company to the extent of USD0.009 on each of the issued Shares. Immediately following the capital reduction, share subdivision had taken place and each of the authorised but unissued Shares of USD0.01 each is subdivided into 10 unissued adjusted Shares of USD0.001 each. For details, please refer to the announcements of the Company dated 28 April 2022, 25 May 2022, 14 June 2022, 16 June 2022, 27 July 2022, 15 August 2022, 7 September 2022 and 27 September 2022 and the circular of the Company dated 28 June 2022.

ii. Pursuant to the announcement dated 31 October 2022 and the prospectus dated 10 October 2022 in relation to the rights issue, the relevant conditions set out were fulfilled and the rights issue was executed. On 1 November 2022, the Company issued 1,088,040,908 ordinary shares of US$0.001 each at a subscription price of HK$0.04 per ordinary share.

(b) Other reserve

Other reserve mainly represented waiver of loans from its related companies controlled by the former controlling shareholders, waiver of loan from one of the former controlling shareholders and amounts arising on the Group reorganisation underwent prior to the listing of the Company's shares on the Stock Exchange in 2016. Details were set out in the Company's prospectus dated 27 July 2016 (the "Prospectus").

21 NON-CONTROLLING INTERESTS ("NCI")

	2024 HK$'000	2023 HK$'000
NCI attributed to:		
成都中誠竣捷科技有限公司	3,728	3,782
Shanghai Aie Agriculture Technology Company Limited	2,603	2,795
Other insignificant non-wholly owned subsidiaries	(1,354)	(1,426)
Non-controlling interests	4,977	5,151

	2024 HK$'000	2023 HK$'000
Total comprehensive income/(loss) for the year attributed to NCI of:		
成都中誠竣捷科技有限公司	(54)	(2,959)
Shanghai Aie Agriculture Technology Company Limited	(192)	(2,493)
Other insignificant non-wholly owned subsidiaries	72	1,029
Total comprehensive loss attributable to NCI	(174)	(4,423)

21 NON-CONTROLLING INTERESTS ("NCI") (CONTINUED)

Set out below is summarised financial information for 成都中誠竣捷科技有限公司("中誠竣捷") for the year ended 31 March 2024 and Shanghai Aie Agriculture Technology Company Limited (上海愛娥農業科技有限公司) ("Aie Company") for both years that have non-controlling interests material to the Group.

	中誠竣捷		Aie Company	
	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000
Current				
Assets	28,705	37,608	16,606	18,168
Liabilities	(91,672)	(95,792)	(7,931)	(8,268)
Net current (liabilities)/assets	(62,967)	(58,184)	8,675	9,900
Non-current				
Assets	82,057	78,640	2	45
Liabilities	(9,770)	(11,001)	—	(628)
Net non-current assets/(liabilities)	72,287	67,639	2	(583)
Net assets	9,320	9,455	8,677	9,317
NCI %	40%	40%	30%	30%
Accumulated NCI	3,728	3,782	2,603	2,795

Summarised statement of profit or loss and other comprehensive income:

	中誠竣捷		Aie Company	
	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000
Revenue	4,095	7,599	—	—
Total comprehensive loss for the year	(90)	(5,365)	(640)	(8,260)
Total comprehensive loss for the year attributable to NCI	(54)	(2,959)	(192)	(2,493)

Summarised statement of cash flows:

	中誠竣捷		Aie Company	
	2024 HK$'000	2023 HK$'000	2024 HK$'000	2023 HK$'000
Net cash generated from operating activities	14,781	30,553	—	1,202
Net cash used in investing activities	—	(16,012)	—	—
Net cash used in from financing activities	(13,540)	(14,951)	—	(1,194)
Net increase/(decrease) in cash and cash equivalents	1,241	(410)	—	8

22 PROVISIONS

	2024 HK$'000	2023 HK$'000
Opening net book amount	819	1,570
Closure of restaurant	—	(751)
Closing net book amount	819	819

The provision represents reinstatement provision which is expected that the majority of this provision will be utilised after one year upon maturity of lease agreements without renewal.

23 TRADE AND OTHER PAYABLES AND LOANS FROM THIRD PARTIES

	2024 HK$'000	2023 HK$'000
Trade payables to third parties (Note (a))	4,857	4,891
Accruals and other payables:		
Accrued staff salaries	3,526	2,672
Franchise and licensing fee payables	2,314	2,314
Payable for property, plant and equipment	500	500
Audit fee accrual	1,000	1,380
Payable for repair and maintenance	1,444	1,449
Payable for utilities and consumables	1,071	1,071
Payable for cleaning suppliers	606	606
Other tax payables	232	232
Accrued loan referral expenses	—	1,619
Other payables arising from defaults on lease liabilities (Note 15(c))	16,762	—
Others	20,505	4,961
	47,960	16,804
Trade and other payables	52,817	21,695

(a) Trade payables to third parties

At 31 March, the ageing analysis of the trade payables based on invoice date were are follows:

	2024 HK$'000	2023 HK$'000
0 - 60 days	582	2,321
Over 60 days	4,275	2,570
	4,857	4,891

The credit period on purchases of goods and services is about 60 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

24 CONTRACT LIABILITIES

	2024 HK$'000	2023 HK$'000
Deposits from customers	—	390

Contract liabilities represent deposits from customers for unsatisified performance obligations and are recognised as revenue when the Group performs its obligations under the contracts. At contract inception, performance obligation is expected to be satisified within six months.

The following table shows how much of the revenue recognised in the current year relates to carried forward contract liabilities:

	2024 HK$'000	2023 HK$'000
Revenue recognised that was included in the contract liability balance at the beginning of the year	390	888

When the Group receives a deposit from a customer who makes a reservation before the provision of catering services will give rise to contract liabilities until services are provided.

25 GUARANTEE LIABILITIES

A summary of the Group's guarantee liabilities movement for the year ended 31 March 2023 is presented below:

	2024 HK$'000	2023 HK$'000
Opening net book value	27,119	21,890
Increase in guarantee liabilities	7,119	6,817
Exchange difference	(1,314)	(1,588)
Ending net book amount	32,924	27,119

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of net cash (used in)/generated from financing activities

The table below details changes in the Group's liabilities arising from a financing activity, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from a financing activity.

	Amount due to former directors HK$'000	Bank borrowings HK$'000	Loans from related parties HK$'000	Lease liabilities HK$'000	Total HK$'000
At 1 April 2022	100,918	1,233	70,776	21,505	194,432
Non cash item	(2,346)	(39)	(3,950)	13,301	6,966
Cash flow	1,770	(1,194)	(13,765)	(17,078)	(30,267)
At 31 March 2023	100,342	—	53,061	17,728	171,131
Non cash item (note i)	(2,060)	—	(2,695)	(16,479)	(21,486)
Cash flow	16	—	(13,417)	(429)	(13,830)
At 31 March 2024	98,298	—	36,949	820	135,815

Note: Included in the non cash items of lease liabilities for the year ended 31 March 2024 is approximately HK$16,458,000 which is reclassified to other payables upon the default of lease liabilities payments. Further details are disclosed in Note 15 (c).

27 DEFERRED TAX LIABILITIES

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset income tax recoverable against current tax liabilities and when the deferred tax assets and liabilities relate to income tax levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The movement of the net deferred tax liabilities is as follow:

	2024 HK$'000	2023 HK$'000
Opening net book amount	(9,736)	(12,986)
(Charged)/credited to profit or loss (Note 11)	(150)	2,290
Exchange difference	472	960
Closing net book amount	(9,414)	(9,736)

27 DEFERRED TAX LIABILITIES (CONTINUED)

The nature of items giving rise to the deferred tax assets/(liabilities), without taking into consideration of the offsetting of balances within the same jurisdiction are as follows:

	ECL allowances HK$'000	Fair value gain of intangible assets HK$'000	Others HK$'000	Total HK$'000
At 31 March 2022	7,569	(298)	(20,257)	(12,986)
Credited/(charged) to profit or loss (Note 11)	1,006	275	1,009	2,290
Exchange difference	(543)	23	1,480	960
At 31 March 2023	8,032	—	(17,768)	(9,736)
Credited/(charged) to profit or loss (Note 11)	340	—	(490)	(150)
Exchange difference	(398)	—	870	472
As at 31 March 2024	7,974	—	(17,388)	(9,414)

At 31 March 2024, the Group has unrecognised deferred tax arising from tax losses of approximately HK$82,982,000 (2023: HK$129,030,000), of which HK$70,957,000 (2023: HK$65,636,000) will be carried forward indefinitely, available for offsetting against future profits. Tax losses of HK$12,025,000 and HK$63,995,000 will be expired in 2029 and 2028, respectively. In the opinion of the directors of the Company, no deferred tax asset was recognised due to the unpredictability of future profit streams.

At 31 March 2024, the Group has unrecognised deferred tax arising from deductible temporary differences of approximately HK$27,747,000 (2023: HK$13,742,000) arising from property, plant and equipment, intangible assets and loss allowances. No deferred tax assets has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

28 RELATED PARTY TRANSACTIONS

(a) Significant transactions with related parties

Other than transactions with key management personnel as disclosed in note (b) in the below, there are no significant transactions with related parties during the years ended 31 March 2024 and 2023.

(b) Key management personnel compensation

Key management includes directors and senior management of the Group.

The directors of the Company and the five highest paid individuals (including directors and employees) are identified as key management members of the Group. Their compensation during the year are set out in Notes 9 and 30.

28 RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Amounts due from/(to) related parties

Details of the amounts due from/(to) related parties are shown as follows:

	2024 HK$'000	2023 HK$'000
Advances to related parties (i)	2,314	2,431
Loss allowance	(2,314)	(2,431)
	—	—
Loan to a related party (iv)	13,475	14,161
Loss allowances (iv)	(13,475)	(14,161)
	—	—
Total amounts due from related parties	—	—
Amount due to former directors (ii)	(98,298)	(100,342)
Loans from related parties (iii)	(36,949)	(53,061)
Other payables to a related party	(7,478)	(7,730)
Amounts due to related parties	(44,427)	(60,791)

Note:

(i) Within the balance includes interest receivable in relation to loan to a related party, a company controlled by a non-controlling interest and the balance is non-trade in nature, unsecured and interest-free. During the year, a service income is recognised based on percentage agreed mutually. However, by considering recoverability from related party, loss allowance in relation to this balance amounted to HK$2,314,000 (2023: HK$2,431,000) as at 31 March 2024. Loss allowance movement for the year ended 31 March 2024 is as follows:

	HK$'000
Opening net book amount	(2,431)
Exchange realignment	117
Ending net book amount	(2,314)

(ii) The amount due to former directors are non-trade in nature, unsecured and interest-free as at 31 March 2024 and 2023.

(iii) As at 31 March 2024 and 2023, these balances from related parties, non-controlling interest of a subsidiary, were repayable on demand, non-trade in nature, unsecured and interest-free.

(iv) As at 31 March 2024 and 2023, the loan to a related party, a company controlled by a non-controlling interest, is interest bearing at 4.785% per annum and is denominated in RMB. The balance is secured by the trade receivables, certain plant and equipment, certain inventories and equity interest of the related party. The balance is repayable on maturity date at 30 June 2022. However, the balance is not yet repaid by the related party as at reporting date. Loss allowances in relation to this balance amounted to HK$13,475,000 (2023: HK$14,161,000) as at 31 March 2024. Loss allowance movement for the year ended 31 March 2024 is as follows:

	HK$'000
Opening net book amount	(14,161)
Exchange realignment	686
Ending net book amount	(13,475)

29 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

	2024 HK$'000	2023 HK$'000
ASSETS		
Non-current asset		
Investments in subsidiaries	100	100
Current assets		
Other receivables	117	117
Amount due from related party	36,455	49,842
Cash and cash equivalents	—	81
	36,572	50,040
Total assets	36,672	50,140
EQUITY		
Equity attributable to owners of the Company		
Share capital	14,791	14,791
Reserves	(40,273)	(25,750)
Total deficit attributable to owners of the Company	(25,482)	(10,959)
LIABILITIES		
Non-current liability		
Current liabilities		
Other payables	4,337	3,282
Amount due to a director	57,817	57,817
	62,154	61,099
Total liabilities	62,154	61,099
Total equity and liabilities	36,672	50,140

Movement of the Company's reserves

	Share premium HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 31 March 2022	28,785	22,081	(158,960)	(108,094)
Loss and total comprehensive loss for the year	—	—	(7,367)	(7,367)
Capital reorganization	—	—	56,733	56,733
Reduction of share premium	(28,785)	—	28,785	—
Issue of shares	35,034	—	—	35,034
Share issue expenses	(2,056)	—	—	(2,056)
Transfer	(32,978)	—	32,978	—
At 31 March 2023	—	22,081	(47,831)	(25,750)
Loss and total comprehensive loss for the year	—	—	(14,523)	(14,523)
At 31 March 2024	—	22,081	(62,354)	(40,273)

30 BENEFITS AND INTERESTS OF DIRECTORS

The directors' emoluments representing the remuneration paid or payable by the entities comprising the Group to the executive directors and non-executive directors of the Company are set out below:

	Director's fee HK$'000	Salaries HK$'000	Employer's contribution to a retirement benefit scheme HK$'000	Total HK$'000
Year ended 31 March 2024				
Executive directors:				
Xu Qiang (Chairman, Chief Executive Officer) (appointed on 3 July 2023)	268	—	—	268
Liu Guowei (appointed on 4 August 2023)	158	—	—	158
Yu Quansheng (appointed on 5 January 2024)	57	—	—	57
Wu Liyu (appointed on 22 March 2024)	6	—	—	6
James Fu Bin Lu (resigned as Chairman and Chief Executive Officer on 3 July 2023 and as Executive Director on 12 July 2023	—	—	—	—
Li Qing Ni (resigned on 12 July 2023)	—	—	—	—
Longn Hai (resigned on 3 July 2023)	—	—	—	—
Yu Qinglong (appointed on 9 June 2023 and resigned on 12 October 2023)	—	—	—	—
Li Junping (appointed on 4 August 2023 and resigned on 12 October 2023)	—	—	—	—
Non-executive director:				
Ng Yan Ka (appointed on 20 December 2023 and resigned on 13 March 2024)	28	—	—	28
Independent non-executive director:				
Hui Hung Kwan (appointed on 4 August 2023)	79	—	—	79
Bian Hongjiang (appointed on 4 August 2023)	79	—	—	79
Chen Wenrui (appointed on 4 August 2023)	79	—	—	79
Lu Cheng (resigned on 12 July 2023)	—	—	—	—
Kim Jin Tae (resigned on 12 July 2023	—	—	—	—
Shi Kangping (resigned on 12 July 2023)	—	—	—	—
	754	—	—	754

30 BENEFITS AND INTEREST OF DIRECTORS (CONTINUED)

	Directors' fee HK$'000	Salaries HK$'000	Employer's contribution to a retirement benefit scheme HK$'000	Total HK$'000
Year ended 31 March 2023				
Executive directors:				
James Fu Bin Lu				
(chief executive officer)	1,000	—	—	1,000
Long Hai	—	—	—	—
Li Qing Ni	—	—	—	—
Independent				
non-executive directors:				
Lu Cheng	—	—	—	—
Shi Kangping	—	—	—	—
Kim Jin Tae	—	—	—	—
	1,000	—	—	1,000

Notes:

(a) The executive director's emoluments shown above was for their services in connection with the management of the affairs of the Company and the Group.

(b) None of the directors received any other retirement benefits or termination benefits during the year ended 31 March 2024 (2023: Nil).

(c) During the year ended 31 March 2024, no consideration was provided to or receivable by third parties for making available directors' services (2023: Nil).

(d) Save as disclosed in Note 28, there were no loans, quasi-loan and other dealing arrangements in favor of directors, controlled bodies corporate by and connected entities with such directors as at 2024 (2023: Nil).

(e) Save as disclosed in Note 28(a), there were no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Group had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2024 (2023: Nil).

31 COMPLIANCE RISK

China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), jointly with other regulatory authorities, issued the Circular on Issuing Supplementary Provisions on Supervision of Financing Guarantee Companies (關於印發融資擔保公司監督管理補充規定的通知) (the "**Circular**") on 24 October 2019 to further regulate certain financial guarantee activities. The Circular stated that institutions engaging in the provision of services, such as borrower referrals and credit assessments, to financial institutions shall not provide any financing guarantee arrangement, directly or indirectly (in a disguised manner), without prior approval from the competent regulatory agency. After the Group had engaged in the financial intermediation services business in Mainland China, the Group has performed a reassessment and acknowledged the requirements set forth in the Circular and the potential non-compliance under the current business arrangement for the guarantees provided to third-party lending institutions as part of the Group's financial intermediation services business in Mainland China (the "**Guarantee Arrangement**").

In view of the non-compliance risk to the requirements set forth in the Circular, the directors obtained external professional legal advices and were advised that if the PRC competent authorities conclude that the Group has contravened the relevant PRC laws, the Group's activity with Guarantee Arrangement may be banned or suspended from operations and imposed a fine of RMB500,000 to RMB1,000,000, and any illegal income will be confiscated. Moreover, the relevant clauses within the contracts with the lending institutions in relation to Guarantee Arrangement may be invalidated under PRC laws and became unenforceable.

Based on the external professional legal advices, taking into consideration of the current practice, related regulatory requirements and the environment underlying the financial intermediation services business in Mainland China, the directors considered that it is unlikely that the Group will be penalised by the competent regulatory agency for the Guarantee Arrangement and the potential adverse implications of the Guarantee Arrangement in the circumstances are not material.

The Group is working to revamp its current business arrangement of the financial intermediation services business in Mainland China in order to cope with the implications of the Circular by considering all feasible options. Based on their assessment, the directors do not expect there will be significant cash outflow arising from the potential non-compliance as well as in the course of revamping the business arrangement. The Group will pay close attention to market developments and will continue to monitor the impact to its operations and financial position.

FINANCIAL SUMMARY

Results

	Year ended 31 March				
	2024 HK$'000	2023 HK$'000	2022 HK$'000	2021 HK$'000	2020 HK$'000
Revenue	16,086	61,358	162,832	214,325	452,147
Loss before taxation	(19,319)	(34,456)	(46,451)	(58,452)	(132,243)
Taxation	(150)	1,862	242	(8,889)	(656)
Loss for the year	(19,469)	(32,594)	(46,209)	(67,341)	(132,899)
Loss for the year attributable to					
Owners of the Company	(19,558)	(28,883)	(40,848)	(64,432)	(130,858)
Non-controlling interests	89	(3,711)	(5,361)	(2,909)	(2,041)
	(19,469)	(32,594)	(46,209)	(67,341)	(132,899)

Assets and liabilities

	As at 31 March				
	2024 HK$'000	2023 HK$'000	2022 HK$'000	2021 HK$'000	2020 HK$'000
Total assets	122,241	139,252	150,809	251,134	198,647
Total liabilities	(239,966)	(239,067)	(261,224)	(311,088)	(200,292)
	(117,725)	(99,815)	(110,415)	(59,954)	(1,645)
Total equity attributable to					
Owners of the Company	(122,702)	(104,966)	(119,925)	(74,914)	(12,813)
Non-controlling interests	4,977	5,151	9,510	14,960	11,168
	(117,725)	(99,815)	(110,415)	(59,954)	(1,645)

The summary of the consolidated results of the Group for the years ended 31 March 2020, 2021, 2022 and 2023 and the consolidated assets and liabilities of the Group as at 31 March 2020, 2021, 2022 and 2023 have been extracted from the Annual Report, 2019/20, 2020/21, 2021/22 and 2022/23.

The summary above does not form part of the audited financial statements.