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ORIENT SECURITIES INTERNATIONAL HOLDINGS LIMITED
東方滙財證券國際控股有限公司 *
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8001)

**ANNOUNCEMENT OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 MARCH 2025**

**CHARACTERISTICS OF THE GEM (“GEM”) OF THE STOCK EXCHANGE OF
HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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

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

* For identification purpose only

SUMMARY

- Revenue amounted to approximately HK\$138,761,000 for the year ended 31 March 2025 (For the year ended 31 March 2024: approximately HK\$94,878,000), representing an increase of approximately 46.3%.
- Loss attributable to owners of the Company amounted to approximately HK\$214,206,000 for the year ended 31 March 2025 (For the year ended 31 March 2024: approximately profit of HK\$3,392,000).
- The Directors do not recommend any final dividend for the year ended 31 March 2025 (For the year ended 31 March 2024: Nil).

RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of Orient Securities International Holdings Limited (the “**Company**”) is pleased to present the audited consolidated results of the Company and its subsidiaries (collectively referred to the “**Group**”) for the year ended 31 March 2025 (“**FY2024/25**”), together with the comparative audited figures for the year ended 31 March 2024, which have been reviewed by the audit committee of the Board and approved by the Board on 30 June 2025 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2025

		2025	2024
	Notes	HK\$'000	HK\$'000
Revenue	4	138,761	94,878
Other income	5	1,825	1,188
Employee costs		(6,805)	(5,893)
Administrative and other operating expenses		(15,043)	(14,141)
Marketing and business development expenses		(134,779)	(8,467)
Impairment losses on trade receivables, net		(501)	(19,692)
Impairment losses on loan and interest receivables, net		(196,732)	(38,127)
Fair value loss on financial assets through profit or loss		(495)	–
Loss on disposal of loan receivables		–	(2,146)
Finance costs	6	(451)	(23)
(Loss)/profit before income tax	7	(214,220)	7,577
Income tax credit/(expense)	8	14	(4,185)
(Loss)/profit and total comprehensive (expense)/income for the year attributable to owners of the Company		(214,206)	3,392
(Loss)/earnings per share attributable to owners of the Company for the year	10		
– Basic and diluted (<i>HK cent</i>)		(172.17)	2.73

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

		At 31 March 2025 <i>HK\$'000</i>	At 31 March 2024 <i>HK\$'000</i>
	<i>Notes</i>		
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		2,606	483
Intangible assets		–	–
Other assets	11	405	405
Deposit		429	–
Loan and interest receivables		–	13,899
Financial assets at fair value through profit or loss		7,255	–
Deferred tax assets		334	334
		<u>11,029</u>	<u>15,121</u>
Current assets			
Trade receivables	12	2,168	12,242
Loan and interest receivables		–	182,833
Prepayments, deposits and other receivables		13,003	13,613
Trust bank balances held on behalf of clients		27,759	8,197
Cash and cash equivalents		29,800	41,654
		<u>72,730</u>	<u>258,539</u>
Current liabilities			
Trade payables	13	28,341	8,200
Accruals and other payables		17,723	13,509
Lease liabilities		507	233
Other borrowing		2,089	–
Tax payables		9,666	12,521
		<u>58,326</u>	<u>34,463</u>
Net current assets		<u>14,404</u>	<u>224,076</u>
Total assets less current liabilities		<u>25,433</u>	<u>239,197</u>

		At 31 March 2025	At 31 March 2024
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current liability			
Lease liabilities		<u>442</u>	<u>–</u>
Net assets		<u>24,991</u>	<u>239,197</u>
EQUITY			
Equity attributable to owners of the Company			
Share capital	14	6,221	6,221
Reserves		<u>18,770</u>	<u>232,976</u>
Total equity		<u>24,991</u>	<u>239,197</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2025

1. GENERAL INFORMATION

Orient Securities International Holdings Limited (the “**Company**”) was incorporated and registered as an exempted company with limited liability on 5 January 2009 under the Companies Law of the Cayman Islands and acts as an investment holding company. The shares of the Company have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 15 January 2014. The address of its registered office and principal place of business of the Company are Ogier Global (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands and Rooms 2203–04, 22/F., New World Tower 1, 16–18 Queen’s Road Central, Central, Hong Kong, respectively.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred as the “**Group**”) are principally engaged in the provision of:

- brokerage services
- underwriting and placing services
- securities, initial public offering financing services
- money lending services
- asset management services

There were no significant changes in operations during the year.

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS

2.1 New and amendments to HKFRS Accounting Standards that are mandatory effective for the current year

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

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

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

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS (*Continued*)

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

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

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

¹ Effective for annual periods beginning on or after a date to be determined.

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

³ Effective for annual periods beginning on or after 1 January 2026.

⁴ Effective for annual periods beginning on or after 1 January 2027.

Except for the new HKFRS Accounting Standards as disclosed below, the directors of the Company anticipate that the application of all the other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 Presentation and Disclosure in Financial Statements

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

3. OPERATING SEGMENTS

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management, being the chief operating decision maker, for the purposes of resource allocation and performance assessment, the Group has presented the following five reportable segments. No operating segments have been aggregated to form any of the following reportable segments.

Brokerage	– Provision of brokerage services
Underwriting and placing	– Provision of underwriting and placing services
Margin financing	– Provision of securities and initial public offering financing services
Money lending	– Provision of money lending services
Asset management	– Provision of asset management services

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the revenue, results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all non-current and current assets with the exception of financial assets at fair value through profit or loss and deferred tax assets. Segment liabilities include all current liabilities and non-current liabilities with the exception of tax payables.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation and amortisation of assets attributable to those segments.

The accounting policies of the operating segments are the same as the Group's material accounting policy information. Segment profit/(loss) represents the profit earned and loss incurred by each segment without allocation of other income and income tax credit/(expense).

3. OPERATING SEGMENTS (*Continued*)

Segment revenue, results and capital expenditure for the year ended 31 March 2025 and the segment assets and liabilities as at 31 March 2025 are as follows:

For the year ended 31 March 2025	Brokerage HK\$'000	Underwriting and placing HK\$'000	Margin financing HK\$'000	Money lending HK\$'000	Asset management HK\$'000	Total HK\$'000
Reportable segment revenue from external clients	730	136,041	852	–	1,138	138,761
Reportable segment (loss) profit	(527)	(18,950)	104	(197,147)	970	(215,550)
Depreciation of property, plant and equipment	188	38	150	–	–	376
Depreciation of right-of-use assets	498	100	397	–	–	995
Impairment losses on trade receivable, net	447	–	54	–	–	501
Impairment losses on loan and interest receivables, net	–	–	–	196,732	–	196,732
Loss on disposal of property, plant and equipment	19	4	15	–	–	38
Reportable segment assets	37,118	7,761	29,644	153	1,494	76,170
Reportable segment liabilities	33,428	2,096	13,154	424	–	49,102

Segment revenue, results and capital expenditure for the year ended 31 March 2024 and the segment assets and liabilities as at 31 March 2024 were as follows:

For the year ended 31 March 2024	Brokerage HK\$'000	Underwriting and placing HK\$'000	Margin financing HK\$'000	Money lending HK\$'000	Asset management HK\$'000	Total HK\$'000
Reportable segment revenue from external clients	567	70,349	2,033	21,241	688	94,878
Reportable segment (loss) profit	(118)	46,190	(18,747)	(21,624)	688	6,389
Depreciation of property, plant and equipment	131	26	105	–	–	262
Depreciation of right-of-use assets	361	72	288	–	–	721
Impairment losses on trade receivables, net	–	–	19,692	–	–	19,692
Impairment losses on loan and interest receivables, net	–	–	–	38,127	–	38,127
Loss on disposal of loan receivables	–	–	–	2,146	–	2,146
Reportable segment assets	32,279	17,965	25,829	196,897	356	273,326
Reportable segment liabilities	12,523	1,347	7,707	365	–	21,942

3. OPERATING SEGMENTS (*Continued*)

The totals presented for the Group's operating segments are reconciled to the Group's key financial figures as presented in the consolidated financial statements as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Reportable segment (loss)/profit	(215,550)	6,389
Other income	1,825	1,188
Fair value loss on financial assets through profit or loss	(495)	–
	<u>(214,220)</u>	<u>7,577</u>
(Loss)/profit before income tax	<u>(214,220)</u>	<u>7,577</u>
Reportable segment assets	76,170	273,326
Deferred tax assets	334	334
Financial assets at fair value through profit or loss	7,255	–
	<u>83,759</u>	<u>273,660</u>
Consolidated total assets	<u>83,759</u>	<u>273,660</u>
Reportable segment liabilities	49,102	21,942
Tax payables	9,666	12,521
	<u>58,768</u>	<u>34,463</u>
Consolidated total liabilities	<u>58,768</u>	<u>34,463</u>

All activities of the Group are carried out in Hong Kong and all its revenue for the years ended 31 March 2025 and 31 March 2024 are derived from Hong Kong. Accordingly, no analysis of geographical information is presented.

Information about major customers

Revenue from major customers, each of whom amounted to 10% or more of the Group's revenue, is set out below:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Customer A	N/A (<i>note</i>)	25,610
Customer B	N/A (<i>note</i>)	13,725
Customer C	N/A (<i>note</i>)	10,310
Customer D	33,559	N/A (<i>note</i>)

Note: The corresponding revenue for the years ended 31 March 2025 or 31 March 2024 did not contribute over 10% of revenue to the Group.

Save and except for the above, no other single customer contributed 10% or more to the Group's revenue for the years ended 31 March 2025 and 31 March 2024.

4. REVENUE

The Group's revenue represents:

	2025 HK\$'000	2024 HK\$'000
Revenue recognised under HKFRS 9		
– Interest income from margin financing services	852	2,033
– Interest income from money lending services	–	21,241
	<u>852</u>	<u>23,274</u>
Revenue recognised at a point in time under HKFRS 15		
– Commission income from brokerage services	730	567
– Underwriting and placement income	136,041	70,349
– Income from asset management services	1,138	688
	<u>137,909</u>	<u>71,604</u>
	<u>138,761</u>	<u>94,878</u>

5. OTHER INCOME

	2025 HK\$'000	2024 HK\$'000
Government grant (<i>Note</i>)	546	1,092
Bank interest income	160	22
Interest income from a director	38	60
Referral fee income	898	–
Handling fee income	176	–
Sundry income	7	14
	<u>1,825</u>	<u>1,188</u>

Note: Subsidies of approximately HK\$546,000 were granted from the Hong Kong Special Administrative Region Government's Grant Scheme for Open-ended Fund Companies and Real Estate Investment Trusts for the year ended 31 March 2025 (2024: HK\$1,092,000).

6. FINANCE COSTS

	2025 HK\$'000	2024 HK\$'000
Interest expenses on lease liabilities	57	23
Interest expenses on other borrowing	89	–
Interest expenses on cash clients and margin clients	134	–
Interest expenses on amount due to a director	171	–
	<u>451</u>	<u>23</u>

7. (LOSS)/PROFIT BEFORE INCOME TAX

	2025 HK\$'000	2024 HK\$'000
(Loss)/profit before income tax is arrived at after charging:		
Auditor's remuneration (<i>Note</i>)	570	600
Depreciation charge (<i>Note</i>):		
– property, plant and equipment	376	262
– right-of-use assets	995	721
Loss on disposal of property, plant and equipment (<i>Note</i>)	38	–
	<u>570</u>	<u>600</u>

Note: These expenses are included in “administrative and other operating expenses” in the consolidated statement of profit or loss and other comprehensive income.

8. INCOME TAX (CREDIT)/EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during both years, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/2019. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

	2025 HK\$'000	2024 HK\$'000
Current tax – Hong Kong Profits Tax		
– Current year	(14)	4,185
	<u>(14)</u>	<u>4,185</u>

9. DIVIDENDS

The directors of the Company do not recommend the payment of any dividend for the years ended 31 March 2025 and 31 March 2024.

10. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share for the years ended 31 March 2025 and 31 March 2024 is based on the following data:

	2025 HK\$'000	2024 HK\$'000
(Loss)/profit attributable to owners of the Company	(214,206)	3,392
	<u>(214,206)</u>	<u>3,392</u>
	Weighted average number of ordinary shares	
	2025	2024
For purpose of basic and diluted (loss)/earnings per share	124,416,000	124,416,000
	<u>124,416,000</u>	<u>124,416,000</u>

For the years ended 31 March 2025 and 31 March 2024, the computation of diluted (loss)/earning per share does not assume the exercise of the Company's options because the exercise price of the options was higher than the average market price.

11. OTHER ASSETS

The balances represent statutory and other deposits which are placed with various exchanges and clearing houses at the end of the reporting period. These balances do not bear interest.

12. TRADE RECEIVABLES

		At 31 March 2025 HK\$'000	At 31 March 2024 HK\$'000
	Notes		
Trade receivables arising from the business of margin financing and brokerage services:			
– Cash clients	(a),(b)	5,048	4,540
– Margin finance loans	(a)	46,139	46,090
– Clearing house	(a),(b)	–	108
Trade receivables arising from the business of underwriting and placement services	(c)	375	12,537
Trade receivables arising from the business of asset management services	(c)	1,494	356
Trade receivables, gross		53,056	63,631
Less: provision on trade receivables		(50,888)	(51,389)
Trade receivables, net		2,168	12,242

Notes:

- (a) These balances are required to be settled on the settlement dates of their respective transactions (normally one or two business days after the respective trade dates). The trade receivables from cash clients bear interest at commercial rates (normally at HK\$ Prime Rate plus a spread), and are secured by clients' pledged securities, and repayable on demand. No ageing analysis is disclosed, as in the opinion of the directors of the Company, this analysis does not give additional value in view of the nature of business of securities margin financing. As at 31 March 2025, total market value of securities pledged as collaterals in respect of the margin finance loans were approximately HK\$874,000 (2024: HK\$282,000). The collaterals held can be repledged and can be sold at the Group's discretion to settle any outstanding amounts due from margin clients. The amount of credit facilities granted to them is determined based on a discount on the market value of securities accepted by the Group. Any excess in the lending ratio will trigger a margin call which the clients have to make good the shortfall.
- (b) Trade receivables arising from cash clients and clearing house, if any, with the following ageing analysis, presented based on the trade date which is the revenue recognition date, as at the end of the reporting period:

	At 31 March 2025 HK\$'000	At 31 March 2024 HK\$'000
Current	5,048	4,648

12. TRADE RECEIVABLES (Continued)

Notes: (Continued)

- (c) The following is an aged analysis of trade receivables arising from the business of underwriting and placement services and asset management services, net of allowance for credit losses, presented based on the invoice dates:

	At 31 March 2025 HK\$'000	At 31 March 2024 HK\$'000
Within three months	<u>375</u>	<u>11,892</u>

13. TRADE PAYABLES

	At 31 March 2025 HK\$'000	At 31 March 2024 HK\$'000
Trade payables arising from the business of dealing in securities:		
– Cash clients	22,950	2,317
– Margin clients	4,772	5,785
– Clients' deposits	143	98
– Clearing house	<u>476</u>	<u>–</u>
	<u>28,341</u>	<u>8,200</u>

Notes:

- (a) The settlement terms of trade payables arising from the business of dealing in securities are two days after trade date. Trade payables to clients bear variable interest at commercial rates.
- (b) Trade payables included payable to clients and other institutions in respect of the trust and segregated bank balances received and held for clients in the course of conducting the regulated activities. However, the Group currently does not have an enforceable right to offset these payables with the deposits placed.
- (c) No ageing analysis in respect of trade payables attributable to dealings in securities transactions is disclosed as, in the opinion of the directors of the Company, this analysis does not give additional value in view of the nature of business of dealing in securities.

14. SHARE CAPITAL

	At 31 March 2025		At 31 March 2024	
	Number	HK\$	Number	HK\$
<i>Authorised share capital</i>				
At the beginning and end of the year	<u>4,000,000,000</u>	<u>200,000,000</u>	<u>4,000,000,000</u>	<u>200,000,000</u>
<i>Issued and fully paid</i>				
At the beginning and end of the year	<u>124,416,000</u>	<u>6,220,800</u>	<u>124,416,000</u>	<u>6,220,800</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets and in all other respects.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is an integrated financial services provider licensed to (i) conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (“SFO”) (Chapter 571 of the laws of Hong Kong) (collectively, the “**License Business**”) and (ii) money lending business, through its subsidiaries. Over the years, the Group aims to establish an integrated platform for providing a wide range of financial services to its clients. During the year ended 31 March 2025 (“**FY2024/25**”), the principal activities of the Group mainly include (a) brokerage services and relevant service income; (b) underwriting and placing services; (c) securities, initial public offering (“**IPO**”) financing services; (d) money lending services; and (e) asset management services.

During FY2024/25, Hong Kong navigated a complex and volatile global economic landscape. The year was marked by escalating geopolitical conflicts, including the Russia-Ukraine conflict and the Israeli-Palestinian crisis, which contributed to economic instability worldwide. Although the global economy showed signs of moderate recovery, the growth momentum remained fragile due to persistently high inflation, tightened monetary policies, and uneven demand across major markets.

Hong Kong experienced modest economic growth despite a challenging operating environment, particularly for small and medium-sized enterprises (SMEs). A key pressure point was the sustained high interest rate environment, which influenced borrowing costs and overall business confidence. Additionally, the appreciation of the Hong Kong Dollar – closely following the US Dollar’s movements – had implications for trade competitiveness and local consumption patterns. While domestic demand continued to strengthen, inflationary concerns and global economic uncertainty remained limiting factors.

Hong Kong’s stock market experienced a notable rebound, marking a turnaround after four consecutive years of decline. The Hang Seng Index rose 17.7% in 2024, signaling renewed investor confidence and improved market sentiment. However, the recovery was accompanied by substantial volatility, driven by external shocks such as geopolitical risks and fluctuations in global financial markets. While capital inflows increased, investor caution remained high amid concerns over China’s economic outlook and ongoing global trade disruptions.

THE UNDERWRITING AND PLACING BUSINESS

As mentioned in the 2023/24 Consolidated Financial Statements, the Group highlighted its ongoing efforts to diversify services and strengthen revenue streams amid a challenging industry environment. A key initiative has been the placement of offshore urban investment bonds (the “**Urban Investment Bonds**”), which are debt instruments issued by local Chinese government financing vehicles (the “**LGFVs**”) in offshore listed bond and interbank markets. The LGFVs, as separate legal entities established by local governments and their affiliates, facilitate funding for public welfare projects or infrastructure development. In FY2024/25, the Group has expanded its equity placement services to incorporate the Urban Investment Bonds placements, further enhancing its market position and financial strategy.

In equity placement services, the Group successfully completed three (3) transactions, contributing approximately HK\$1.6 million to the Group’s total revenue. Meanwhile, the placement of Urban Investment Bonds, the Group executed fifty-eight (58) bond issuances, generating a substantial HK\$134 million to the Group’s total revenue.

THE BROKERAGE BUSINESS

In FY2024/25, the Group continued to offer securities dealing and brokerage services, enabling clients to trade securities listed on the Main Board and GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). As of 31 March 2025, the Group maintained 617 active securities trading accounts, with the total trading volume from client orders reaching approximately HK\$373 million.

These figures highlight the Group’s ongoing commitment to providing comprehensive trading services and maintaining a strong presence in the securities market.

THE ASSET MANAGEMENT BUSINESS

In addition to its brokerage business, underwriting and placing business, the Group remains committed to expanding its asset management business. Currently, the Group has signed agreements to provide investment advisory and custodian services for five funds – one registered in Hong Kong and four in the Cayman Islands. Fee income is primarily derived from management fees, which are based on assets under management (AUM), and performance fees, which are tied to fund returns. The AUM for each fund is as follows:

Funds	Date of investment agreement	AUM as at 31 March 2025
(i) Orient Global Master SPC (a segregated portfolio company under the Companies Act (Revised) of the Cayman Islands)	28 February 2024	Approximately HK\$56.01 million
(ii) Orient Global Master OFC (an open-ended fund company with variable share capital and segregated liabilities between sub-funds, incorporated in Hong Kong)	11 June 2024	Approximately HK\$113.84 million
(iii) Times Capital Global Master Fund SPC (an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands)	14 August 2023	HK\$0
(iv) Flourish Growth Fund (an exempted company incorporate with limited liability under the laws of the Cayman Islands and structured as an open-ended investment fund)	21 July 2023	Approximately HK\$352.1 million
(v) YH Fund SPC (an open-ended segregated portfolio company with limited liability under the laws of the Cayman Islands)	9 February 2023	Approximately HK\$21.69 million

As of the date of this announcement, Times Capital Global Master Fund SPC has yet to be launched, therefore, no management fee was charged during FY2024/25.

THE MONEY LENDING BUSINESS

The Group operates its money lending business through its wholly-owned subsidiary, Orient Securities Finance Limited (“OSFL”), which is a licensed money lender under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The business model

Under its existing business model, OSFL provides loan financing to private companies and/or individuals primarily secured by collateral or securities. These assets mainly consist of real estate properties located in Hong Kong or the People's Republic of China ("PRC"). In addition, OSFL also offers unsecured personal loans that are not secured by any asset or properties.

As at 31 March 2025, OSFL served 41 individual customers, including 33 property mortgage loan customers and 8 term loan customers.

All of the Group's customers are introduced to the directors of OSFL through business or personal networks, or are referred by existing or former customers. While there is no specific target loan size, each application is assessed on its own merits. The Group primarily finances its money lending business by internal resources.

The internal control procedures in place

The internal control procedures of OSFL could be simply classified into (i) assessment and approval; and (ii) monitoring and recovery.

Assessment and approval

Before entering into of a loan agreement, the Group conducts a comprehensive credit assessment of applicants for its money lending services. The evaluation primarily focuses on the collateral and security (if applicable) provided, as well as the applicant's background. For secured loans, the loan amount offered depends on the type of property pledged as collateral – whether residential, commercial or other – taking into account the property's appraised value and any existing securities. In most cases, the Group grants secured loans with a loan-to-value ratio of no more than 60% of the value in the valuation report of the property.

Before the drawdown of a secured loan, OSFL is required to report the loan amount and terms to the State Administration of Foreign Exchange ("SAFE") of the PRC and obtain the necessary approval. For unsecured loans, the Group conducts annual reviews of outstanding loans. If a material deterioration in the borrower's financial position is identified, the Group may require repayment after reporting to management, which oversees risk levels. Collateral is assessed based on various factors, including liquidity, market value volatility, and asset type. In addition to collateral valuation, the Group's credit assessment department considers the client's occupation, reputation, investment purpose, securities concentration, asset proof, and credit history to determine repayment ability. If sufficient information is unavailable, the Group may conduct credit searches through external agencies to obtain background and credit history details.

The loan approval process begins with the completion of an account opening form for new customers and know-your-customer (KYC) assessment. The finance department then verifies the obtained information (including identity, business background, and collateral details) by cross-checking supporting documents such as identity documents, address proof, securities statements, public search records, and financial statements (for corporate borrowers). Following this verification, a credit assessment form is initiated for further processing. Final loan approval is the responsibility of the board of directors of OSFL.

The loan extension approval process includes: (i) the borrower must sign an irrevocable undertaking in favour of OSFL, agreeing to cooperate in completing any required rectification procedures; (ii) the collateral's value is appraised, and its condition is assessed to ensure it is ready for disposal; (iii) during the extension period, the borrower is required to repay the outstanding interest, with the loan remaining repayable on demand; and (iv) OSFL reserves the right to pursue legal action against the borrower in the event of default. The board of directors of OSFL is responsible for approving the loan extension.

The accounting and finance department maintains detailed record of customer loans and the repayment schedules. The accounts team collaborates with the credit administration team to monitor repayments, issuing reminders and alerts for overdue instalments when necessary and as the loan approaches expiry.

Monitoring and loan recovery

During the monitoring stage, the Group's credit risk management department reviews the repayment status of each loan on a monthly basis and reports its finding to those charged with governance.

The board of directors of OSFL convenes meeting monthly to assess customer loan statuses, determine necessary actions, and provide input for loan classification when evaluating impairment losses on loan receivables for financial reporting purposes. The board of directors of OSFL also submits monthly reports to the Board on the latest loan receivables status. Based on these reports, the Board issues necessary instructions to enhance the efficiency of implementing required actions.

The recovery process for delinquent loans includes a thorough examination and evaluation of the loan status, discussions with the customer, and internal deliberations to formulate an appropriate action plan. The recovery strategy encompasses a variety of measures, including revising repayment terms, adding additional collateral or guarantees, executing settlement agreements, foreclosing on collateral or enforcing guarantees and initiating legal proceedings. These steps enable the Group to effectively manage loan recovery and mitigate credit risk.

The Group aims to maintain a strong balance between business operations and risk management by adhering to its credit policies, ensuring the quality of its loan portfolio is effectively controlled.

Major terms of the loans granted

As at 31 March 2025, the Group's loan portfolio comprised 42 outstanding loan accounts, with principal amounts ranging from approximately HK\$38,000 to HK\$14,000,000. Loan terms vary between 12 months and 60 months.

As of FY2024/25, approximately 91.7% of the total outstanding loans were secured by collateral, with annual interest rates ranging from 8% to 14.5%. The remaining 8.3% consisted of unsecured loans, with annual interest rates between 10% and 24%.

During FY2024/25, overall management oversight was provided by Ms. Lee Nga Ching, the director of OSFL and former executive director of the Company (the “**Director**”). With over ten years of industry experience, she is primarily responsible for, among others, supervising and monitoring daily money lending activities, reviewing and implementing internal procedures, and managing recoverability of all outstanding debts.

The impairment assessment and recognition for the year ended 31 March 2025

The Group, based on the applicable accounting standards, applies the general approach, which is generally referred to as the “three-stage” model under the Hong Kong Financial Reporting Standards 9 “Financial Instrument”, in which the expected credit losses (“**ECL**”) of the loan and interest receivables are determined based on (i) the changes in credit quality of the loan and interest receivables since initial recognition; and (ii) the estimated expectation of an economic loss of the loan and interest receivables under consideration.

Under the general approach, there are two measurement bases for allowance of ECL: (a) 12-month ECL, which are the ECL that result from default events that are possible within 12 months after the reporting date and are calculated as the allowance for ECL on a loan receivable weighted by the probability of default accumulated over the 12 months after the reporting date; (b) lifetime ECL, which are the ECL that result from all possible default events over the expected life of a loan receivable and are calculated as the allowance for ECL on a loan receivable weighted by the probability of default accumulated over the entire life of the loan receivable.

The allowance for ECL on loan and interest receivables are derived from gross credit exposure, recovery rate and probability of default. The Group uses the following ECL formula to calculate the allowance for ECL on its loan and interest receivables:

Discount factor x probability of default x loss given default x exposure at default

For ECL assessment, the Group's loan and interest receivables are classified as follows:

- (i) Stage 1 (Performing) includes loan receivables that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these loan receivables, 12-month ECL are recognised.
- (ii) Stage 2 (Underperforming) includes loan receivables that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these loan receivables, lifetime ECL are recognised.
- (iii) Stage 3 (Non-performing) includes loan receivables that have objective evidence of impairment and are considered as credit-impaired financial assets at the reporting date. For these loan receivables, lifetime ECL are recognised.

As at 31 March 2025, an aggregate amount of impairment for the ECL of approximately HK\$196,732,000 was recognised in stage 3 for the year ended 31 March 2025.

The Group engaged Win Bailey Valuation and Advisory Limited (“**Win Bailey**”), as the independent professional valuer to carry out an assessment of the ECL.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, Win Bailey and its ultimate beneficial owners are independent third parties and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

Events leading to the impairment

The Group had engaged Beijing Jincheng Tongda & Neal (Guangzhou) Law Firm* (北京金誠同達(廣州)律師事務所) (“**Beijing Jincheng**”) to review key areas related to the enforcement process for the Group's loan recovery efforts in the PRC. This review assessed the success rate, associated costs, and the timeframe required to liquidate borrowers' collateral.

Based on the legal advisor's recommendations, the board of Directors (the “**Board**”) acknowledges that liquidating collateral in the PRC may be lengthy and is likely to encounter legal and practical challenges. Additionally, pursuing cross-border security registration based on that agreement may also be difficult if a loan agreement has expired without renewal. There is no guarantee that the Group will be able to realise the value of the collateral promptly.

Given the above factors, the Board has conducted thorough due diligence and appointed Win Bailey to reassess the ECL of the Group's outstanding loans and interest receivables (the “**Loan Portfolio**”).

* For identification purpose only

Win Bailey had considered the legal opinion obtained by the Board, and considered that the enforcement application for assets and liquidating or realising the value of such assets may be time consuming or ultimately unsuccessful. Based on this, Win Bailey was of the view that the Group is at substantial risk of losing entire outstanding amount of such loans. Therefore, a full loss ratio of 100% were applied by Win Bailey after considering the external credit rating, repayment history, past due and default status of the debtors, as well as the progress of legal actions taken by the Company for the recovery of the loan and interest receivables.

After considering legal opinions and practical feasibility, the valuation basis adopted, value inputs used and the key assumptions applied by Win Bailey, the Board has determined that a full impairment of the carrying amount of the Loan Portfolio is necessary. This decision not only enhances financial transparency but also helps mitigate potential financial risks, ensuring that the financial statements more accurately reflect the company's actual financial position.

From a financial management perspective, this decision demonstrates the company's proactive approach to risk control in response to uncertainties related to loan recovery. It may also impact the company's capital structure and profitability, making the financial statements more realistic and providing a more reliable foundation for future business decisions.

Set out below is the table showing details of customers where material recognition on ECL allowances were noted during the year ended 31 March 2025.

Category	No. of loans	No. of customers	Relationship with the Company and its connected persons	Interest rate	Maturity period	Loan and interest receivables (before accumulated ECL allowance) as at 31 March 2025 <i>HK\$ million</i>	Accumulated ECL allowance as at 1 April 2024 <i>HK\$ million</i>	ECL reversal on loan and interest receivables for the year <i>HK\$ million</i>	Recognition of ECL allowance for the year ended 31 March 2025 <i>HK\$ million</i>	Accumulated ECL allowance as at 31 March 2025 <i>HK\$ million</i>	Type of guarantee/ security
Secured loans	34	33	Independent third parties	Ranging from 8% to 14.5% per annum	0 to 16 months	346.4	170.6	–	175.8	346.4	Secured by collateral which are mainly real estate assets located in the PRC
Unsecured loans	8	8	Independent third parties	Ranging from 10% to 24% per annum	0 to 18 months	31.4	10.5	–	20.9	31.4	Personal guarantee
Total	42	41				377.8	181.1	–	196.7	377.8	

Maturity profile of loan receivables

The following table sets forth the distribution of the remaining maturity as at 31 March 2025:

	As at 31 March			
	2025		2024	
	Net amount <i>HK\$'000</i>	%	Net amount <i>HK\$'000</i>	%
Within one year	–	–	182,833	93
1 year to 5 years	–	–	13,899	7
	<u>–</u>	<u>–</u>	<u>196,732</u>	<u>100</u>

To proactively manage business risk exposure, the Directors have decided to scale down the Money Lending Business. Going forward, the Group will concentrate its money lending activities exclusively on loans secured by Hong Kong real estate, ensuring a more controlled and risk-mitigated approach to capital deployment.

However, given the prevailing high interest rates and elevated borrowing costs during FY2024/25, the Group has exercised caution and has not approved any new loan applications since 2023. This prudent stance reflects a strategic effort to safeguard financial stability while maintaining a disciplined risk management framework.

OUTLOOK

Looking ahead to 2025, global market sentiment remains shaped by the uncertainty surrounding trade policies, geopolitical shifts, and economic performance, particularly in relation to the new U.S. administration and China's economic trajectory. These factors will be crucial in influencing market liquidity, investment strategies, and listing activities.

Despite ongoing macroeconomic and geopolitical uncertainties, the management remains cautiously optimistic about market prospects for 2025. This confidence is underpinned by strong trading activity in the Hong Kong stock market, where the daily average turnover has exceeded 200 billion Hong Kong dollars since the beginning of the year. This robust liquidity suggests sustained investor participation and market resilience.

Furthermore, the Hang Seng Index climbed above 24,500 – a milestone not reached since February 2022. This rally indicates renewed investor confidence and could signal a shift in sentiment, driven by improving corporate earnings, policy support, or broader market optimism. If such momentum continues, it may provide favorable conditions for capital raising activities, investment inflows, and heightened trading dynamics.

The Group remains committed to building a comprehensive financial services platform that caters to a diverse range of client needs. Its offerings span brokerage, underwriting, placing, securities and IPO financing, money lending, and asset management, forming a well-integrated suite of solutions designed to enhance market accessibility and financial efficiency.

Beyond the development of its License Business, the Group is actively exploring new avenues for expansion and diversification. A key strategic focus is the growth of its corporate finance advisory segment through acquisitions, with an emphasis on Type 6 (advising on corporate finance) licensed corporations under the SFO. By targeting firms with strong client networks and a pipeline of active deals, the Group aims to extend its advisory capabilities, positioning itself as a one-stop financial partner for its clients and reinforcing long-term relationships.

The Board remains confident that broadening the scope of professional services will drive market share growth, enabling the Group to meet the evolving needs of high-net-worth individuals and corporate clients. By delivering a full spectrum of advisory, brokerage, corporate finance, investment, and financing services within a unified platform, the Group is poised to enhance its competitive edge and strengthen its industry presence.

Looking ahead, the Group will maintain its focus on existing business operations while strategically capturing emerging market opportunities. This forward-looking approach reflects its commitment to creating sustained value for shareholders and fostering long-term growth.

FINANCIAL REVIEW

For the financial year ended 31 March 2025 (the “**FY2024/25**” or the “**Year**”), the Group’s principal business remained to act as an integrated financial service provider licensed to (i) conduct Type 1 (dealing in securities) regulated activity under the SFO; (ii) conduct Type 9 (asset management) regulated activity under the SFO; and (iii) money lending business, through its subsidiaries.

Revenue

Over the years, the Group has remained committed to building a comprehensive financial services platform designed to meet the diverse needs of its clients. By integrating a broad spectrum of financial services, the Group aims to provide tailored solutions that enhance accessibility and efficiency. During the Year, the Group has conducted its operations primarily through its key subsidiaries, Orient Securities Limited (“**OSL**”) and OSFL. Its revenue streams are mainly derived from (a) brokerage services and relevant service income; (b) underwriting and placing services; (c) asset management services; and (d) money lending services.

Set out below is the breakdown of the Group's total revenue for the year ended 31 March 2025:

	For the year ended 31 March 2025 HK\$'000	For the fifteen months ended 31 March 2024 HK\$'000
Revenue recognised under HKFRS 9		
– Interest income from margin financing services	852	2,033
– Interest income from money lending services	–	21,241
Revenue recognised at a point in time under HKFRS 15		
– Commission income from brokerage services	730	567
– Underwriting and placement income	136,041	70,349
– Service income	1,138	688
Total	138,761	94,878

The Group experienced revenue growth, rising from approximately HK\$94,878,000 for the year ended 31 March 2024 to approximately HK\$138,761,000 for the year ended 31 March 2025, representing an increase of approximately 46.25%. This expansion was primarily driven by the introduction of a new business stream focusing on placement services for Urban Investment Bonds. These projects contributed approximately HK\$134 million to the Group's revenue for FY2024/25.

(i) Brokerage and related financial services

During the Year, Hong Kong's economy showed modest growth despite persistent challenges in the operating environment. The stock market demonstrated a significant rebound, reversing four consecutive years of decline. The Hang Seng Index rose by 17.7% in 2024, reflecting renewed investor confidence and improved market sentiment. However, this recovery was marked by heightened volatility, largely influenced by external disruptions such as geopolitical risks and global financial market fluctuations.

Against this backdrop, the Group's securities brokerage income, which accounted for approximately 0.53% of total revenue, experienced a slight increase to approximately HK\$730,000 (For the year ended 31 March 2024: approximately HK\$567,000).

As at 31 March 2025, the Group had 617 active securities accounts as reported pursuant to SFO (31 March 2024: 595 active securities accounts).

(ii) *Underwriting and placing services*

For the Year, the Group recorded placing commission income of approximately HK\$136,041,000 (For the year ended 31 March 2024: approximately HK\$70,349,000), which represented a notable increase of approximately HK\$65,692,000 or 93.38% compared with the year ended 31 March 2024. The primary driver of this revenue surge was the introduction of a new business stream offering placement services for Urban Investment Bonds. These projects contributed approximately HK\$134 million to the Group's revenue for FY2024/25, demonstrating strong demand and effective market positioning in this sector.

Despite being one of the pioneers in placement services for the Urban Investment Bonds, the Group enjoyed higher gross profit at the end of 2023 and in the first quarter of 2024. However, as more participants entered the market, competition intensified, inevitably leading to a decline in gross profit in the latter half of 2024.

In light of the subdued market conditions, the Group has remained committed to its prudent business approach and rigorous risk management framework. As a result, no underwriting services were offered during the Year. This strategic decision reflects the Group's cautious stance in response to market volatility, ensuring financial stability while maintaining a disciplined allocation of resources.

(iii) *Asset management services*

During the Year, the Group continues to retain its investment advisory services for two funds: (i) Orient Global Master SPC, a segregated portfolio company established under the Companies Act (Revised) of the Cayman Islands, and (ii) Orient Global Master OFC, an open-ended fund company with variable share capital and segregated liabilities between sub-funds, incorporated in Hong Kong.

As of 31 March 2025, the assets under management (AUM) for each of the funds are approximately HK\$56 million and HK\$114 million, respectively. During the Year, the Group recognised an asset management fee of approximately HK\$1,138,000 (For the year ended 31 March 2024: approximately HK\$688,000).

(iv) *Money lending business*

The money lending business is conducted by the Group's wholly-owned subsidiary, OSFL, which is a licensed money lender under the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong).

As disclosed in the annual report of the Group for the year ended 31 March 2024, the Directors have decided to scale down the money lending business. Going forward, the Group will concentrate its money lending activities exclusively on loans secured by Hong Kong real estate, ensuring a more controlled and risk-mitigated approach to capital deployment.

However, given the prevailing high interest rates and elevated borrowing costs during FY2024/25, the Group has exercised caution and has not approved any new loan applications since 2023. This prudent stance reflects a strategic effort to safeguard financial stability while maintaining a disciplined risk management framework.

For the Year, there was no interest income from money lending services because the remaining loan and interest receivables are fully impaired (For the year ended 31 March 2024: approximately HK\$21,241,000).

Employee costs

For the year, the Group's total employee costs amounted to approximately HK\$6.8 million (For the year ended 31 March 2024: approximately HK\$5.9 million) which represented an increase of approximately 15.48% compared with the year ended 31 March 2024. The rise was mainly due to the expansion of staff to support the development of the Urban Investment Bonds business.

	For the year ended 31 March 2025 HK\$'000	For the fifteen months ended 31 March 2024 HK\$'000
Commission paid to staff	127	62
Directors' emoluments and staff salaries, bonus and allowances	6,341	5,601
Other staff costs including MPF and insurance	337	230
	<u>6,805</u>	<u>5,893</u>

Administrative and other operating expenses

For the Year, the Group's total administrative and other operating expenses amounted to approximately HK\$15.0 million (For the year ended 31 March 2024: approximately HK\$14.1 million) which represented a slight increase of approximately 6.38% compared with the year ended 31 March 2024.

Marketing and business development expenses

For the Year, the Group's marketing and business development expenses amounted to approximately HK\$134.8 million (For the year ended 31 March 2024: approximately HK\$8.5 million) which represented an increase of approximately 16 times. Such substantial increase was mainly driven by the Group's intensified initiatives to develop the new business stream, particularly the placement services for Urban Investment Bonds.

Impairment for trade receivables, net

There was a recognition of net impairment losses for trade receivables of approximately HK\$0.5 million for the Year (For the year ended 31 March 2024: approximately HK\$19.7 million), which was mainly due to (i) the assessment of the ECL carry out by Win Bailey, the independent professional valuer, for the trade receivables of cash and margin clients.

Income tax expenses

For the Year, the Group's income tax credit amounted to approximately HK\$14,000 (For the year ended 31 March 2024: approximately expenses of HK\$4.2 million). Such decrease was mainly due to the reduction in assessable profits of a subsidiary under Hong Kong profits tax regulations.

Loss for the year

The Group recorded a net loss attributable to owners of the Company of approximately HK\$214.2 million for the Year (For the year ended 31 March 2024: approximately profit of HK\$3.4 million). This shift from profitability to loss was primarily attributable to the recognition of an impairment for loan and interest receivables of approximately HK\$196.7 million.

LIQUIDITY, FINANCIAL RESOURCES

As at 31 March 2025, the Group had current assets of approximately HK\$72,730,000 (31 March 2024: approximately HK\$258,539,000) including bank balances and cash of approximately HK\$29,800,000 (31 March 2024: approximately HK\$41,654,000). Total assets and total liabilities were approximately HK\$83,759,000 (31 March 2024: approximately HK\$273,660,000) and HK\$58,768,000 (31 March 2024: approximately HK\$34,463,000) respectively as at 31 March 2025.

The current ratio, being the ratio of current assets to current liabilities, was approximately 1.2 times as at 31 March 2025 (2024: approximately 7.5 times).

The gearing ratio, which is calculated by dividing total interest-bearing debt (that is, other borrowing) by total equity, was 8.4% as at 31 March 2025 (2024: Nil).

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

CAPITAL STRUCTURE

The capital of the Company comprises only ordinary shares. As at 31 March 2025, total equity attributable to owners of the Company amounted to approximately HK\$25 million (2024: approximately HK\$239.2 million).

EMPLOYEE INFORMATION

Total employee costs for the Year was approximately HK\$6.8 million (For the year ended 31 March 2024: approximately HK\$5.9 million). The Group's remuneration policies are designed to align with individual performance, qualifications, and experience while taking prevailing market conditions into account. Compensation packages consist of monthly fixed salaries, complemented by discretionary year-end bonuses that awarded based on individual performance. These bonuses serve as recognition and a reward for employees' contributions, reinforcing a culture of merit-based incentives and professional growth.

CHARGES ON THE GROUP'S ASSETS

The Group did not have any charge arranged with any financial institution in Hong Kong as at 31 March 2025 (2024: Nil).

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and has maintained a healthy liquidity position throughout the Year. To manage liquidity risks, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements as needed.

FOREIGN EXCHANGE EXPOSURE

The revenue and business costs of the Group are primarily denominated in Hong Kong dollars ("HKD") and Renminbi ("RMB"), with most monetary assets and liabilities also held in HKD and RMB. The Group's financial statements are prepared in HKD, ensuring consistency in financial reporting. Given that RMB is not freely convertible, fluctuations in the exchange rate between HKD and RMB may impact the Group's financial results. While foreign currency exposure does not currently pose a significant risk, the Group has opted not to implement hedging measures against such exchange risks. However, proactive monitoring remains a key priority, allowing the Group to assess potential impacts and take necessary precautions to mitigate currency-related uncertainties.

CAPITAL COMMITMENT

Save as disclosed in this announcement, as at 31 March 2025, the Group did not have any significant capital commitments (2024: Nil).

DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2025 (2024: Nil).

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in this announcement, the Group had no material acquisitions or disposals of subsidiaries, associates and joint ventures during the year ended 31 March 2025.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this announcement, as at 31 March 2025, the Group did not have a plan for material investments or capital assets.

CONTINGENT LIABILITIES

On 22 September 2022, OSL, a wholly-owned subsidiary of the Company, as a defendant received a writ of summons (the “**Writ A**”) issued in the Court of First Instance of the High Court of the Hong Kong Special Administrative Region by a solicitor acting for Ms. Dong Yun as a plaintiff (the “**Plaintiff A**”) against OSL. As stated in the statement of claim attached to the Writ A, Plaintiff A, who was a client of OSL, claim (the “**Claim A**”) against, OSL, for (i) damages for unlawful means conspiracy; (ii) interest; (iii) costs; and (iv) further and/or other relief in connection with a series of alleged unlawful acts carried out by OSL with other defendants as stated in the Writ A.

After seeking professional advice from the legal advisor engaged by the Company (the “**Legal Advisor**”), and to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Board believes that the Claim A for conspiracy and/or fraud against OSL is weak to the extreme and could hardly stand up to an argument for overcoming the hurdle of time barred. By reason of the facts and analysis conducted by the Legal Advisor, the Board is of the view that the Claim A will not have any material impact on the Group’s financial position.

A mediation was held on 9 May 2024 and the parties are unable to resolve the dispute. Claim A is under the Court’s direction for trial since then. However, we were informed by the representing solicitors that they have applied to cease to act for Plaintiff A and was approved by the Court on 24 March 2025. The Company is pending for further negotiation with the Plaintiff A on the settlement. Further announcement(s) will be made to update on the progress of Claim A and when appropriate.

On 6 July 2023, OSL as a defendant received a writ of summons (the “**Writ B**”) issued in the Court of First Instance of the High Court of the Hong Kong Special Administrative Region by a solicitor acting for Ms. Tian Juan as a plaintiff (the “**Plaintiff B**”) against the OSL. As stated in the statement of claim attached to the Writ B, Plaintiff B, who was a client of OSL, claim (the “**Claim B**”) against, OSL, for (i) restitution of the sum of HK\$10 million; (ii) damages for fraudulent misrepresentation and deceit; (iii) pay over any assets held on trust for Plaintiff B; (iv) damages for negligence; and (v) damages for breach of the cash client agreement with Plaintiff B.

After seeking professional advice from the Legal Advisor, and to the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Board believes that Claim B against OSL is weak. By reason of the facts and analysis conducted by the Legal Advisor, the Board is of the view that the Claim B will not have any material impact on the Group’s financial position. According to a Court’s order dated 7 November 2024, received by the Company regarding Claim B, Plaintiff B, the Company and the other defendants are to attempt to make arrangement to resolve the dispute by mean of mediation. As of the date of this annual report, the date of mediation has not been fixed between the parties. Further announcement(s) will be made to update on the progress of Claim B as and when appropriate.

EVENT AFTER THE REPORTING PERIOD

Save as otherwise disclosed in this announcement and up to the date of results announcement, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the year ended 31 March 2025.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 March 2025, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

CORPORATE GOVERNANCE PRACTICES

The Group is dedicated to maintaining the highest standards of corporate governance. The Directors firmly believes that strong and effective corporate governance practices are fundamental to the Group’s sustainable growth and the protection of the interests of shareholders of the Company (the “**Shareholders**”), as well as the safeguarding of the Group’s assets.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") in Appendix C1 of the GEM Listing Rules. Throughout the year ended 31 March 2025 and up to the date of this announcement, to the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the CG Code, save for the deviation from code provision C.1.6 and C.2.1 as explained below.

Pursuant to C.1.6 of CG Code, the independent non-executive Directors, as equal board members, should attend general meetings to gain and develop a balanced understanding of the views of Shareholders. Due to other unavoidable engagements, one independent non-executive Director was unable to attend extraordinary general meeting of the Company held on 20 September 2024.

Pursuant to C.2.1 of the CG Code, the roles of chairman of the Board (the "**Chairman**") and CEO should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

The Company currently has no Chairman or CEO. The daily operation and management of the Company is monitored by the executive Directors as well as the senior management of the Company (the "**Senior Management**").

The Board is of the view that although there is no Chairman or CEO, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting operation of the Company and the Group. This arrangement can still enable the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently and effectively in response to the changing environment.

The Company will arrange for the election of a new Chairman at the appropriate time.

NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES

On 25 June 2024, Ms. Chan Man Yi ("**Ms. Chan**") has tendered her resignation as an independent non-executive Director due to her commitments to other business engagements, which requires greater allocation of her time and dedication. Following the resignation of Ms. Chan and thereby:

- (i) the number of independent non-executive Directors fell below the minimum number as required under Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**");
- (ii) the number of members of the audit committee of the Board (the "**Audit Committee**") fell below the minimum number as required under Rule 5.28 of the GEM Listing Rules; and

- (iii) the number of members of each of the Audit Committee, the nomination committee of the Board (the “**Nomination Committee**”) and the remuneration committee of the Board (the “**Remuneration Committee**”) fell below the minimum number as required under the respective terms of reference of the Audit Committee, Nomination Committee and Remuneration Committee.

On 28 August 2024, Ms. Wang Xiaoyue (“**Ms. Wang**”) has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee (the “**Appointment of Ms. Wang**”). Following the Appointment of Ms. Wang, there were three independent non-executive Directors on the Board, and the number of independent non-executive Directors has met the minimum number as required under Rule 5.05(1) and 5.28 of the GEM Listing Rules and respective terms of reference of the Nomination Committee, the Remuneration Committee and the Audit Committee.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Required Standard of Dealings**”), as the code of conduct regarding Directors’ securities transactions in securities of the Company. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the Required Standard of Dealings throughout the year ended 31 March 2025. No incident of non-compliance was noted by the Company during the Year.

DIRECTORS’ INTEREST IN COMPETING BUSINESS

During the Year, none of the Directors or their respective associates (as defined under the GEM Listing Rules) had engaged in or had any interest in any business which compete or may compete, directly or indirectly, with the Group’s business.

ANNUAL GENERAL MEETING

The annual general meeting of the Shareholders will be held after the despatch of the annual report. The notice of annual general meeting will be published and despatched to the Shareholders in due course.

AUDIT COMMITTEE

The Audit Committee has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Chan Chi Fai David. The other member are Ms. Wang Xiaoyue and Ms. Kwan Wai Ling. The annual results of the Group for the Year have been reviewed by the Audit Committee.

SCOPE OF WORK OF CL PARTNERS CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2025 as set out in this announcement have been agreed by the Company's Independent Auditor, CL Partners CPA Limited, to the amounts set out in the Group's consolidated financial statements for the year ended 31 March 2025. The work performed by CL Partners CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagement issued by the HKICPA and consequently no assurance has been expressed by CL Partners CPA Limited in this announcement.

PUBLICATION OF FINAL RESULTS AND DESPATCH OF ANNUAL REPORT

This results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.orientsec.com.hk). The annual report of the Company for the year ended 31 March 2025 containing all the information required by the GEM Listing Rules will be despatched to the Shareholders and published on the above websites in due course.

By order of the Board
Orient Securities International Holdings Limited
Shiu Shu Ming
Executive Director

Hong Kong, 30 June 2025

As at the date of this announcement, the Board comprises (i) Mr. Shiu Shu Ming, Mr. Cao Weimin and Mr. Zhang Ke as the executive Directors; and (ii) Mr. Chan Chi Fai David, Ms. Wang Xiaoyue and Ms. Kwan Wai Ling as the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange website at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company's website at www.orientsec.com.hk.