DLC ASIA

DLC ASIA LIMITED
衍匯亞洲有限公司*

(incorporated in the Cayman Islands with limited liability)

Stock code : 8210

INTERIM REPORT

2026/27

* For identification purpose only

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

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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

CONTENTS

Corporate Information	2
Report on Review of Condensed Consolidated Financial Statements	3
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	4
Condensed Consolidated Statement of Financial Position	5
Condensed Consolidated Statement of Changes in Equity	6
Condensed Consolidated Statement of Cash Flows	7
Notes to the Condensed Consolidated Financial Statements	8
Management Discussion and Analysis	16
Corporate Governance and Other Information	20

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. CHOI Man Ho *(Chairman & Chief Executive Officer)*
Mr. NG Yu Fai

Non-executive Director

Ms. PONG Sum Yee Samanta

Independent Non-executive Directors

Mr. VOON David Hian-fook
Mr. OR Kevin
Mr. WU Ping Lam Michael David

AUDIT COMMITTEE

Mr. OR Kevin *(Chairman)*
Mr. VOON David Hian-fook
Mr. WU Ping Lam Michael David

REMUNERATION COMMITTEE

Mr. VOON David Hian-fook *(Chairman)*
Mr. WU Ping Lam Michael David
Mr. CHOI Man Ho

NOMINATION COMMITTEE

Mr. WU Ping Lam Michael David *(Chairman)*
Mr. VOON David Hian-fook
Ms. PONG Sum Yee Samanta

COMPANY SECRETARY

Ms. SO Ka Man

COMPLIANCE OFFICER

Mr. CHOI Man Ho

AUTHORIZED REPRESENTATIVES

(for the purpose of the GEM Listing Rules)

Mr. CHOI Man Ho
Mr. NG Yu Fai

LEGAL ADVISER

CLKW Lawyers LLP

AUDITOR

SHINEWING (HK) CPA Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 2601–3, Tai Tung Building
8 Fleming Road, Wanchai
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANK

The Hongkong and Shanghai Banking Corporation Limited

STOCK CODE

8210.HK

WEBSITE

www.derivaasia.com

SHINEWING (HK) CPA Limited
17/F., Chubb Tower, Windsor House,
311 Gloucester Road,
Causeway Bay, Hong Kong

信永中和(香港)會計師事務所有限公司
香港銅鑼灣
告士打道311號
皇室大廈安達人壽大樓17樓

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF DLC ASIA LIMITED

(A company incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of DLC Asia Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 4 to 15, which comprise the condensed consolidated statement of financial position as of 30 September 2026 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six month period then ended, and other explanatory notes. The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 ("**HKAS 34**") "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). The directors are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

SHINEWING (HK) CPA Limited
Certified Public Accountants
Kwan Chi Fung
Practising Certificate Number: P06614

Hong Kong
11 November 2026

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2026

	NOTES	Six months ended 30 September 2026 HK$'000 (unaudited)	2025 HK$'000 (unaudited)
Revenue	4	**9,973**	16,962
Other income	5	**877**	287
Total revenue and other income		**10,850**	17,249
Depreciation		**(2)**	(728)
Staff costs		**(13,931)**	(15,398)
Reversal of expected credit losses on trade receivables	13	**–**	1
Impairment loss recognised in respect of property and equipment	11	**–**	(500)
Impairment loss recognised in respect of right-of-use assets	12	**–**	(3,246)
Other operating expenses		**(6,235)**	(6,519)
Finance costs	6	**(58)**	(115)
Loss before tax	7	**(9,376)**	(9,256)
Income tax expense	8	**–**	(108)
Loss and total comprehensive expense for the period attributable to the owners of the Company		**(9,376)**	(9,364)
Loss per share (HK cents)			
Basic and diluted	10	**(1.17)**	(1.17)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2026

	NOTES	30 September 2026 HK$'000 (unaudited)	31 March 2026 HK$'000 (audited)
Non-current assets			
Property and equipment	11	**12**	14
Right-of-use assets	12	**–**	–
Intangible assets		**1,000**	1,000
Deposits		**509**	509
		1,521	1,523
Current assets			
Trade receivables	13	**4,893**	5,284
Prepayments, deposits and other receivables		**10,589**	20,805
Tax recoverable		**–**	6
Cash and cash equivalents		**51,925**	54,035
		67,407	80,130
Current liabilities			
Other payables and accruals		**1,732**	4,326
Lease liabilities	12	**1,423**	1,392
		3,155	5,718
Net current assets		**64,252**	74,412
Non-current liability			
Lease liabilities	12	**668**	1,454
Net assets		**65,105**	74,481
Capital and reserves			
Share capital	14	**8,000**	8,000
Reserves		**57,105**	66,481
Total equity		**65,105**	74,481

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2026

	Attributable to the owners of the Company					
	Share capital HK$'000	**Share premium** HK$'000	**Shareholder's contribution reserve** HK$'000 (Note (a))	**Other reserve** HK$'000 (Note (b))	**Retained earnings** HK$'000	**Total** HK$'000
At 1 April 2026	8,000	21,640	19,272	6,800	18,769	74,481
Loss and total comprehensive expense for the period	-	-	-	-	(9,376)	(9,376)
As at 30 September 2026 (unaudited)	8,000	21,640	19,272	6,800	9,393	65,105
At 1 April 2025	8,000	21,640	19,272	6,800	29,988	85,700
Loss and total comprehensive expense for the period	-	-	-	-	(9,364)	(9,364)
As at 30 September 2025 (unaudited)	8,000	21,640	19,272	6,800	20,624	76,336

Notes:

*(a) On 10 April 2019, Oasis Green Ventures Limited ("**Oasis Green**"), the immediate holding company of the Company and a company wholly owned by Mr. Yu Kwok Tung ("**Mr. Yu**"), who was also non-executive director of the Company until 1 June 2020, contributed 88,000,000 shares to the share pool maintained by the trustee under share award scheme adopted by the Company for the long term development of the Group at nil consideration as incentive to attract and retain eligible participants under the share award scheme. The fair value of the ordinary shares of the Company, determined using the published price available at the date of the transfer, was HK$0.219 per share. The share award scheme had a term of five years and expired on 3 April 2024.*

*(b) Other reserve represented the difference between the nominal amount of the share capital of De Riva Asia Limited ("**De Riva**") and the nominal amount of the share capital issued by the Company pursuant to the reorganisation of the Company.*

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2026

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
OPERATING ACTIVITIES		
Loss before tax	**(9,376)**	(9,256)
Adjustments for:		
Depreciation of property and equipment	**2**	57
Depreciation of right-of-use assets	**–**	671
Reversal of expected credit losses on trade receivables	**–**	(1)
Impairment loss recognised in respect of property and equipment	**–**	500
Impairment loss recognised in respect of right-of-use assets	**–**	3,246
Interest income	**(831)**	(287)
Interest expense on overdrafts	**2**	30
Interest expense on lease liabilities	**56**	85
Operating cash flows before movements in working capital	**(10,147)**	(4,955)
Decrease in trade receivables	**391**	104
Decrease in prepayments, deposits and other receivables	**10,216**	248
Decrease in other payables and accruals	**(2,594)**	(182)
Cash used in operations	**(2,134)**	(4,785)
Hong Kong Profits Tax refund	**6**	–
Interest expense on overdrafts	**(2)**	(30)
NET CASH USED IN OPERATING ACTIVITIES	**(2,130)**	(4,815)
INVESTING ACTIVITIES		
Purchase of property and equipment	**–**	(136)
Interest income received	**831**	287
NET CASH FROM INVESTING ACTIVITIES	**831**	151
FINANCING ACTIVITIES		
Payment of lease liabilities	**(755)**	(590)
Interest expense on lease liabilities	**(56)**	(85)
NET CASH USED IN FINANCING ACTIVITIES	**(811)**	(675)
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(2,110)**	(5,339)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF PERIOD	**54,035**	60,396
CASH AND CASH EQUIVALENTS AT THE END OF PERIOD, represented by cash and cash equivalents	**51,925**	55,057

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 1 November 2017 and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 27 August 2018. Its immediate holding company is Oasis Green, a company with limited liability incorporated in the British Virgin Islands. Its ultimate beneficial owner is Mr. Yu.

The addresses of the registered office and the principal place of business of the Company are Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Units 2601–3, Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong respectively.

The Company is an investment holding company. Its major operating subsidiary, De Riva, was involved in the business of dealing in securities and futures contracts as a futures non-clearing dealer.

The functional currency of the Company and its subsidiaries (hereinafter collectively referred to as the "**Group**") is Hong Kong dollar ("**HK$**"), which is the same as the presentation currency of the condensed consolidated financial statements.

2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group for the six months ended 30 September 2026 have been prepared in accordance with the applicable disclosure provisions of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") and with HKAS 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

3. ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2026 except as described below.

Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRS Accounting Standards issued by the HKICPA which are effective for the Group's financial year beginning on 1 April 2026:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11

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

4. REVENUE AND SEGMENT INFORMATION

Revenue

Revenue represents the amounts received and receivable for services provided in the normal course of business.

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Revenue from contracts with customers within the scope of HKFRS 15		
Commission income from dealing in securities and futures contracts as a futures non-clearing broker	**9,973**	16,962

All revenue are recognised at a point in time during the six months ended 30 September 2026 and 2025.

Segment Information

HKFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the executive directors of the Company) in order to allocate resources to the segment and to assess its performance.

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performances focuses on provision of services of dealing in securities and futures contracts as a futures non-clearing broker. During the six months ended 30 September 2026 and 2025, the Group focused on provision of brokerage service and all the assets and major revenue are located and derived in Hong Kong. Accordingly, no segment analysis is prepared.

Information about major customers

Revenue from major customers, each of them accounted for 10% or more of the Group's revenue, are set out below:

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Customer A	**1,201**	N/A*

* *The corresponding revenue did not contribute over 10% of total revenue of the Group for the respective reporting period.*

5. OTHER INCOME

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Interest income	**831**	287
Exchange gain	**46**	–
	877	287

6. FINANCE COSTS

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Interest expense on:		
Overdrafts	**2**	30
Lease liabilities	**56**	85
	58	115

7. LOSS BEFORE TAX

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Loss for the period has been arrived at after charging:		
Auditor's remuneration	**171**	200
Exchange loss, net	**–**	25
Depreciation of property and equipment	**2**	57
Depreciation of right-of-use assets	**–**	671
Impairment loss recognised in respect of property and equipment	**–**	500
Impairment loss recognised in respect of right-of-use assets	**–**	3,246
Error and facilitation expenses	**241**	274

8. INCOME TAX EXPENSE

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Hong Kong:		
Current tax for the period	**–**	–
Deferred tax	**–**	108
	–	108

Under the two-tiered profits tax rates regime, the first HK$2,000,000 of profits of qualifying corporation will be taxed at 8.25%, and profits above HK$2,000,000 will be taxed at 16.5%. For the six months ended 30 September 2026 and 2025, Hong Kong Profits Tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

9. DIVIDEND

No dividend was paid, declared or proposed during the six months ended 30 September 2026 (six months ended 30 September 2025: nil).

10. LOSS PER SHARE

Basic loss per share amount are calculated by dividing the loss for the six months ended 30 September 2026 attributable to the owners of the Company of approximately HK$9,376,000 (six months ended 30 September 2025: HK$9,364,000) by the weighted average number of ordinary shares in issue of 800,000,000 (six months ended 30 September 2025: 800,000,000) during the period.

Diluted loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares outstanding during the six months ended 30 September 2026 and 30 September 2025.

11. MOVEMENTS IN PROPERTY AND EQUIPMENT

During the six months ended 30 September 2026, the Group did not acquire any property and equipment (six months ended 30 September 2025: the Group used approximately HK$136,000 on acquisition of property and equipment).

During the six months ended 30 September 2026, no impairment loss (six months ended 30 September 2025: HK$500,000) was recognised in the profit or loss which was allocated to the cash generating unit (the "**CGU**"). The Group identified its only operating segment which provides services of dealing in securities and futures contracts as a single CGU. The CGU comprised of all the Group's property and equipment, right-of-use-assets and intangible assets. Details of the impairment assessment are set out in Note 12.

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(i) Right-of-use assets

As at 30 September 2026, the carrying amount of right-of-use assets was nil in respect of the leased premises (31 March 2026: nil).

As at 30 September 2026, carrying amounts of the CGU consisted of property and equipment, right-of-use assets and intangible assets amounting to HK$12,000 (31 March 2026: HK$14,000), nil (31 March 2026: nil) and HK$1,000,000 (31 March 2026: HK$1,000,000) respectively. Management carried out an impairment assessment on the CGU, which underperformed in the current period. The carrying amount of the assets is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. As a result, no impairment loss was recognised for the six months ended 30 September 2026. For the year ended 31 March 2026, impairment losses of property and equipment and right-of-use assets of HK$500,000 and HK$3,246,000 were recognised respectively in profit or loss. The estimates of the recoverable amounts were based on the higher of fair value less costs of disposal or value-in-use. Recoverable amount of intangible assets is determined based on fair value less costs of disposal model using replacement cost approach with key assumptions in relation to labour expense. Such estimation is based on Group's past experience and management's expectations for the market and regulatory development.

(ii) Lease liabilities

As at 30 September 2026, the carrying amount of total lease liabilities was approximately HK$2,091,000 (31 March 2026: HK$2,846,000).

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(iii) Amounts recognised in profit or loss

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Depreciation of right-of-use assets	**–**	671
Interest expenses on lease liabilities	**56**	85

(iv) Others

For the six months ended 30 September 2026, the total cash outflow for leases including interest paid on lease liabilities and payment of lease liabilities amounted to approximately HK$811,000 (six months ended 30 September 2025: HK$675,000).

13. TRADE RECEIVABLES

	30 September	31 March
	2026	2026
	HK$'000	HK$'000
	(unaudited)	(audited)
Trade receivables	**4,899**	5,290
Less: Loss allowance for trade receivables	**(6)**	(6)
	4,893	5,284

The Group's trade receivables arose from business of dealing in securities and futures contracts.

As at 30 September 2026, the gross amount of trade receivables arising from contracts with customer amounted to approximately HK$4,899,000 (31 March 2026: HK$5,290,000).

The Group allows an average credit period of 30 days to its trade receivables. Before accepting any new customer, the Group will assess the potential customer's credit quality and defines its credit limits. Credit limits are made to customers with a satisfactory trustworthy credit history.

13. TRADE RECEIVABLES (Continued)

The following is an ageing analysis of trade receivables excluding the loss allowance presented based on the invoice date.

	30 September 2026 HK$'000 (unaudited)	31 March 2026 HK$'000 (audited)
Within 30 days	**1,579**	2,761
31–60 days	**613**	490
61–90 days	**706**	664
91–120 days	**1,127**	706
Over 120 days	**874**	669
	4,899	5,290

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses ("**ECL**"). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group recognised lifetime ECL for trade receivables based on individual customer or the ageing of customers collectively that are not individually significant as follows:

	30 September 2026			31 March 2026		
	Weighted average expected loss rate %	Gross carrying amount HK$'000	Loss allowance HK$'000	Weighted average expected loss rate %	Gross carrying amount HK$'000	Loss allowance HK$'000
Current (not past due)	**0.06**	**1,579**	**1**	0.04	2,761	1
Within 30 days	**0.16**	**613**	**1**	0.20	490	1
31–60 days	**0.14**	**706**	**1**	0.15	664	1
61–90 days	**0.01**	**1,127**	**–***	0.01	706	–*
Over 90 days	**0.34**	**874**	**3**	0.43	669	3
		4,899	**6**		5,290	6

* *The balance represents an amount less than HK$500.*

13. TRADE RECEIVABLES (Continued)

Movement in the loss allowance:

	30 September 2026 HK$'000	31 March 2026 HK$'000
Balance at the beginning of the period/year	6	7
Reversal of ECL recognised on trade receivables	–	(1)
Balance at the end of the period/year	6	6

14. SHARE CAPITAL

	Number of shares	Share capital HK$
Ordinary shares of HK$0.01 each		
Authorised:		
At 1 April 2025, 31 March 2026, 1 April 2026 and 30 September 2026	5,000,000,000	50,000,000
Issued and fully paid:		
At 1 April 2025, 31 March 2026, 1 April 2026 and 30 September 2026	800,000,000	8,000,000

15. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled Share Option Scheme of the Company

The Company conditionally adopted the share option scheme on 30 July 2018 (the "**Share Option Scheme**"). The purpose of the Share Option Scheme is to enable the Company to grant options to the employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any subsidiary (including any director of the Company or any subsidiary) who is in full-time or part-time employment with or otherwise engaged by the Company or any subsidiary at the time when an option is granted to such employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the board of directors of the Company (the "**Board**"), has contributed or may contribute to the Group as incentive or reward for their contribution to the Group to subscribe for our Shares thereby linking their interest with that of our Group.

The Share Option Scheme will remain in force for a period of 10 years commencing on 30 July 2018.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue during any 12-month period, without prior approval from the Company's shareholders.

15. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled Share Option Scheme of the Company (Continued)

The subscription price per Share shall be determined by the directors and shall not be less than the highest of (a) the closing price of our Shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date of the grant of the particular option, which must be a business day; (b) the average of the closing prices of our Shares as shown in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the offer date of that particular option; and (c) the nominal value of a Share on the offer date of the particular option.

An option may be exercised at any time during the period to be determined and notified by the Board to each grantee at the time of making an offer for the grant of an option, but in any event no later than 10 years from the date of grant but subject to the early termination of the Share Option Scheme. A non-refundable remittance of HK$1 by way of consideration for the grant of options should be made in favour of the Company within such time as may be specified in the offer (which should not be later than 21 days from, and inclusive of, the date of offer).

No share option has been granted under the Share Option Scheme since its adoption. As at 30 September 2026 and 31 March 2026, there are no outstanding share options issued under the Share Option Scheme.

16. RELATED PARTY TRANSACTIONS

Compensation to key management personnel

The remuneration of directors and other key management personnel of the Group during the period were as follows:

	Six months ended 30 September	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Short-term benefits	**8,048**	6,449
Post-employment benefits	**27**	27
Total	**8,075**	6,476

The remuneration of key management personnel of the Group is determined by the directors of the Company having regard to the performance of the individuals and market trends.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

The Group is an interdealer broker in Hong Kong providing derivatives brokerage services to the professional investors (as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) (the "**Professional Investors**") through its wholly-owned subsidiary, De Riva, which is a licensed corporation under the SFO and a HKFE Exchange Participant. De Riva is licensed by the Securities and Futures Commission of Hong Kong (the "**SFC**") to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities in Hong Kong for Professional Investors without providing any margin financing services. Under the licensing condition, De Riva can only provide services to Professional Investors.

The principal business of the Group is derivatives brokerage, which involves matching and/or executing and settling derivatives trade orders for the customers. When the customers place a trade order, it usually involves a combination of futures and options and other derivatives products, which are typically viewed as a single product by the customers in the derivatives market. During the period under review, the Group derived all of its revenue from commission income for derivatives brokerage services provided to the customers.

For the six months ended 30 September 2026, the trade orders involved listed derivatives products which were either executed on Hong Kong Exchanges and Clearing Limited (the "**HKEx**"), or the Singapore Exchange (the "**SGX**") or the Eurex Exchange (the "**EUREX**"), and non-listed derivatives products which were all executed over-the-counter ("**OTC**"). The Group has, through De Riva, entered into arrangements with a number of execution brokers to provide derivative services for SGX listed derivatives as De Riva does not have the relevant trading rights. Hence, De Riva acted as an agent to arrange for and match up trade orders without providing any execution, settlement or clearing services, and trading parties are directly responsible for all risks involved in the OTC transactions.

For the six months ended 30 September 2026, the revenue was approximately HK$10.0 million, representing a decrease of approximately 41.2% when compared with the revenue of approximately HK$17.0 million of the corresponding period in 2025.

There have been no material changes to the business and likely future development of the Group since the publication of the annual report of the Company for the year ended 31 March 2026.

FINANCIAL REVIEW

Revenue

Revenue decreased from approximately HK$17.0 million for the six months ended 30 September 2025 to approximately HK$10.0 million for the six months ended 30 September 2026, representing a decrease of approximately 41.2%. The decrease was mainly due to the decrease in trade volume on HKEx and SGX.

The following table sets forth the revenue breakdown for the six months ended 30 September 2026, together with the comparative results for the corresponding period in 2025:

	For the six months ended 30 September			
	2026		2025	
	(Unaudited)		(Unaudited)	
	HK$'000	**%**	HK$'000	%
HKEx	**6,464**	**64.8**	14,287	84.2
SGX	**370**	**3.7**	596	3.5
EUREX	**1,347**	**13.5**	855	5.1
OTC	**1,792**	**18.0**	1,224	7.2
TOTAL	**9,973**	**100**	16,962	100

Staff Costs
Staff costs comprise salaries, provident fund contribution and other allowance. Staff costs decreased from approximately HK$15.4 million for the six months ended 30 September 2025 to approximately HK$13.9 million for the six months ended 30 September 2026, representing a decrease of approximately 9.7%. The decrease was mainly attributed to the decrease in bonus which was in line with the decrease in revenue of the Group compared with the corresponding period in 2025. Staff costs for the period also included staff retention payments of approximately HK$5 million.

Other operating expenses
Other operating expenses consist of clearing expenses, information system services expenses, error expenses, insurance expenses, repair and maintenance expenses, legal and professional fee etc. The other operating expenses decreased from approximately HK$6.5 million for the six months ended 30 September 2025 to approximately HK$6.2 million for the six months ended 30 September 2026, representing a decrease of approximately 4.6%. The decrease was mainly due to the decrease in clearing expenses and error expenses.

Clearing expenses for the six months ended 30 September 2026 was approximately HK$1.0 million representing a decrease of HK$0.4 million or 28.6% over approximately HK$1.4 million of the corresponding period in 2025. The decrease in clearing expenses was in line with the decrease in revenue of the Group.

Error expenses for the six months ended 30 September 2026 was approximately HK$241 thousand, representing a decrease of HK$33 thousand or 12.0% over approximately HK$274 thousand of the corresponding period in 2025. The decrease in error expenses was in line with the decrease in revenue of the Group.

Income tax expense
Income tax expense for the six months ended 30 September 2026 was HK$nil, while the income tax expense of the corresponding period in 2025 was approximately HK$108 thousand. Such decrease was in line with net loss before tax during the six months ended 30 September 2026.

Loss for the period
The Group recorded a loss of approximately HK$9.4 million for the six months ended 30 September 2026 (six months ended 30 September 2025: HK$9.4 million). The loss for the period was mainly attributable to the decrease in revenue, and the decrease of impairment loss of property and equipment and right-of-use assets, after netting off the decrease in staff cost and decrease in other operating expenses during the six months ended 30 September 2026 as discussed above. Details of the impairment loss recognised are set out in notes 11 and 12 to the condensed consolidated financial statement.

LIQUIDITY AND FINANCIAL RESOURCES

	As at 30 September 2026 (Unaudited) HK$'000	As at 31 March 2026 (Audited) HK$'000
Current Assets	67,407	80,130
Current Liabilities	3,155	5,718
Current Ratio (times) (Note i)	21.4	14.0
Gearing Ratio (times) (Note ii)	N/A	N/A
Debt to equity ratio (Note iii)	Net cash	Net cash

Notes:

(i) The calculation of current ratio is based on current assets divided by current liabilities.

(ii) The calculation of gearing ratio is based on the total loans and borrowings divided by total equity.

(iii) Debt to equity ratio is calculated by dividing net debt (total loans and borrowings net of cash and cash equivalent) by total equity and expressed in percentage.

The Group recorded a current ratio of approximately 21.4 times as at 30 September 2026 (31 March 2026: 14.0 times), reflecting the financial competence of the Group.

As at 30 September 2026, the Group's cash and bank balances amounted to approximately HK$51.9 million (as at 31 March 2026: HK$54.0 million). The Group has sufficient resources to satisfy its working capital and sustain its business.

As at 30 September 2026, overall interest bearing liabilities of the Group are nil (as at 31 March 2026: nil), therefore the gearing ratio was not applicable to the Group. The Group does not have any long term liabilities.

The Group recorded net cash positions as at 30 September 2026 and 31 March 2026 respectively and therefore debt to equity ratio analysis was not applicable.

ERROR EXPENSES AND FACILITATION EXPENSES

The Group's error expenses and facilitation expenses for the new error report filings are as follows:

	Error Expenses HK$'000 (Unaudited)	Facilitation Expenses HK$'000 (Unaudited)
April 2026	–	22
May 2026	–	41
June 2026	–	56
July 2026	–	16
August 2026	–	7
September 2026	–	99

The error trades are generally resulted from unintentional human errors and the daily business operations are closely monitored by the management team.

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the six months ended 30 September 2026. To manage liquidity risk, the Group monitors the liquidity position daily to ensure that the liquidity structure of the Group's assets, liabilities and other commitment can meet the funding and SFC regulatory requirements.

CAPITAL STRUCTURE

The authorised share capital of the Company is HK$50 million divided into 5,000,000,000 ordinary shares of the Company (the "**Shares**") of HK$0.01 each.

As at the date of this report, the Company's issued share capital was HK$8 million divided into 800,000,000 ordinary Shares of HK$0.01 each. During the six months ended 30 September 2026, there was no movement of the issued capital of the Company.

CAPITAL COMMITMENT

As at 30 September 2026, the Group had capital commitment of HK$86,590 (31 March 2026: HK$nil) in respect of the acquisitions of property and equipment for compliance with the Hong Kong Government Protection of Critical Infrastructure (Computer System) requirements, which had been contracted for but not provided in the condensed consolidated financial statements.

SIGNIFICANT INVESTMENT

The Group had no significant investment with a value of 5% or more of the Group's total assets as at the end of the period under review.

EVENT AFTER THE REPORTING DATE

There was no significant event relevant to the business or financial performance of the Group that has come to the attention of the Directors after the six months ended 30 September 2026 and up to the date of this report.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 30 September 2026, the Group did not have any future plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the six months ended 30 September 2026, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures.

CONTINGENT LIABILITIES

As at 30 September 2026 and 30 September 2025, the Group did not have any material contingent liabilities.

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

The Group's revenue generating operations are mainly transacted in HK$ and US$. The Directors consider the impact of foreign exchange exposure to the Group to be minimal.

PLEDGE OF ASSETS

As at 30 September 2026 and 30 September 2025, the Group did not pledge any of its assets.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2026, the Group had 27 staff (as at 30 September 2025: 29) in total. The Group's remuneration policy is based on the duties, responsibilities, experiences, skills, time commitment, performance of the relevant director or member of senior management of the Group and are made with reference to those paid by comparable companies. The employees are remunerated with monthly salaries and discretionary bonuses based on individual performance, market performance, the Group's profit as a whole and comparable market levels. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage, other allowances and benefits.

DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 September 2026.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DISCLOSURE OF INTERESTS

Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation

As at 30 September 2026, the interests and short positions of the Directors and chief executive of the Company 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) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

Long position in ordinary Shares

Name of Director	Capacity/nature of interest	Number of Shares involved	Approximate percentage* of shareholding in the Company
Mr. Ng Yu Fai	Interest of controlled corporation	54,000,000 *(Note 1)*	6.75%
	Beneficial interest	14,000,000	1.75%
		68,000,000	8.50%
Mr. Choi Man Ho	Interest of controlled corporation	36,000,000 *(Note 2)*	4.50%
	Beneficial interest	16,800,000	2.10%
		52,800,000	6.60%
Ms. Pong Sum Yee Samanta	Interest of spouse	128,000,000 *(Note 3)*	16.00%

Notes:

1. *These Shares are held by Dense Jungle Limited, which is wholly owned and controlled by Mr. Ng Yu Fai. By virtue of the SFO, Mr. Ng Yu Fai is deemed to be interested in these Shares held by Dense Jungle Limited.*

2. *These Shares are held by Beyond Delta Limited, which is wholly owned and controlled by Mr. Choi Man Ho. By virtue of the SFO, Mr. Choi Man Ho is deemed to be interested in these Shares held by Beyond Delta Limited.*

3. *These Shares are held by Jolly Ocean Global Limited, a company controlled by Mr. Lau Ming Yeung, Lambert. By virtue of the SFO, Mr. Lau Ming Yeung, Lambert is deemed to be interested in these Shares held by Jolly Ocean Global Limited. Ms. Pong Sum Yee Samanta is the spouse of Mr. Lau Ming Yeung, Lambert. By virtue of the SFO, Ms. Pong Sum Yee Samanta is taken to be interested in the same number of Shares in which Mr. Lau Ming Yeung, Lambert is interested.*

\+ *The percentage represents the number of ordinary Shares involved divided by the number of issued Shares of the Company as at 30 September 2026.*

Save as disclosed above, as at 30 September 2026, neither the Directors nor the chief executive of the Company had any interests and/or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

Substantial shareholders' interests and short positions in the Shares and underlying Shares

As at 30 September 2026, the following corporations or persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long position in ordinary Shares

Name of Shareholder	Capacity/nature of interest	Number of Shares involved	Approximate percentage+ of shareholding in the Company
Oasis Green Ventures Limited	Beneficial owner	278,000,000 *(Note 1)*	34.75%
Pacific Asset Limited	Interest of controlled corporation	278,000,000 *(Note 1)*	34.75%
Mr. Yu Kwok Tung	Interest of controlled corporations	278,000,000 *(Note 1)*	34.75%
	Interest of spouse	16,000,000 *(Note 2)*	2.00%
		294,000,000	36.75%
Ms. Yip Shui Chi Rowena	Interest of spouse	278,000,000 *(Notes 1, 3)*	34.75%
	Beneficial owner	16,000,000	2.00%
		294,000,000	36.75%

Name of Shareholder	Capacity/nature of interest	Number of Shares involved	Approximate percentage* of shareholding in the Company
Jolly Ocean Global Limited	Beneficial owner	128,000,000 *(Note 4)*	16.00%
Mr. Lau Ming Yeung, Lambert	Interest of controlled corporation	128,000,000 *(Note 4)*	16.00%
Dense Jungle Limited	Beneficial owner	54,000,000 *(Note 5)*	6.75%
Ms. Mak Sui Yu	Interest of spouse	52,800,000 *(Note 6)*	6.60%

Notes:

1. *These Shares are held by Oasis Green Ventures Limited, a company wholly owned and controlled by Pacific Asset Limited, which is in turn wholly owned and controlled by Mr. Yu Kwok Tung. By virtue of the SFO, Mr. Yu Kwok Tung and Pacific Asset Limited are deemed to be interested in these Shares held by Oasis Green Ventures Limited.*

2. *These Shares are held by Ms. Yip Shui Chi Rowena, the spouse of Mr. Yu Kwok Tung. By virtue of the SFO, Mr. Yu Kwok Tung is taken to be interested in the same number of Shares in which Ms. Yip Shui Chi Rowena is interested.*

3. *Ms. Yip Shui Chi Rowena is the spouse of Mr. Yu Kwok Tung. By virtue of the SFO, Ms. Yip Shui Chi Rowena is taken to be interested in the same number of Shares in which Mr. Yu Kwok Tung is interested.*

4. *These Shares are held by Jolly Ocean Global Limited, which is controlled by Mr. Lau Ming Yeung, Lambert. By virtue of the SFO, Mr. Lau Ming Yeung, Lambert is deemed to be interested in these Shares held by Jolly Ocean Global Limited.*

5. *These interests are also disclosed as the interest of Mr. Ng Yu Fai in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation".*

6. *Ms. Mak Sui Yu is the spouse of Mr. Choi Man Ho. By virtue of the SFO, Ms. Mak Sui Yu is taken to be interested in the same number of Shares in which Mr. Choi Man Ho is interested.*

* *The percentage represents the number of ordinary Shares involved divided by the number of issued Shares as at 30 September 2026.*

Save as disclosed above, as at 30 September 2026, other than the Directors and the chief executive of the Company whose interests are set out in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation" above, no person had interest or short position in the Shares or underlying Shares which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

COMPETING AND CONFLICT OF INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders nor any of their respective close associates (as defined in the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the six months ended 30 September 2026.

None of the Directors, the controlling shareholders or substantial shareholders or any of their respective close associates has engaged in or has interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interest with the Group during the six months ended 30 September 2026.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the six months ended 30 September 2026. As at 30 September 2026, the Company did not hold any treasury shares.

CORPORATE GOVERNANCE PRACTICE

The Company is committed to maintaining a high standard of corporate governance which is essential to the sustainable development and growth of the Company. The Company has devoted efforts to put in place various policies and procedures in compliance with the principles and code provisions set out in the Corporate Governance Code contained in Part 2 of Appendix C1 to the GEM Listing Rules and the Board is of the view that the Company has met such code provisions during the six months ended 30 September 2026, except that there is no separation of the role of chairman and chief executive as stipulated in the code provision C.2.1. Mr. Choi Man Ho currently serves as both the Chairman and the Chief Executive Officer of the Company. As Mr. Choi has extensive experience in derivatives and securities trading, the Board believes that this structure provides the Group with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as execution of long-term business strategies. As such, it is beneficial to the business prospects of the Group.

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 as its code of conduct regarding Directors' securities transactions in the Company. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules and there was no event of non-compliance during the six months ended 30 September 2026.

SHARE OPTION SCHEME

The Company conditionally adopted the Share Option Scheme on 30 July 2018. The purpose of the Share Option Scheme is to enable the Company to grant share options to the eligible participants as incentive or reward for their contribution to the Group to subscribe for the Shares thereby linking their interest with that of the Group. Subject to any early termination as may be determined by the Board, the Share Option Scheme shall be valid and effective for a term of ten (10) years commencing on the date of adoption. The remaining life of the Share Option Scheme is approximately 1 year and 8 months.

The total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme is 80,000,000 Shares, representing 10% of the total issued share capital of the Company (excluding treasury shares, if any) as at the date of this report.

No share option has been granted by the Company under the Share Option Scheme since its adoption. The number of share options available for grant under the scheme mandate of the Share Option Scheme at the beginning and the end of the six months ended 30 September 2026 was 80,000,000 Shares, representing 10% of total issued shares of the Company (excluding treasury shares, if any) as at the date of this report. For further details of the Share Option Scheme, please refer to the note to the condensed consolidated financial statements.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") was established on 30 July 2018 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The Audit Committee currently consists of three members, namely Mr. Or Kevin, Mr. Voon David Hian-fook and Mr. Wu Ping Lam Michael David, all being independent non-executive Directors. The primary duties of the Audit Committee are to review the Company's financial information and reporting process, risk management and internal control systems, relationship with external auditors and arrangements for employees of the Group to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company. The chairman of the Audit Committee is Mr. Or Kevin, who holds the appropriate professional qualifications. None of the members of the Audit Committee are former partners of the Company's existing external auditors.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2026.

By Order of the Board
DLC Asia Limited
Choi Man Ho
Chairman

Hong Kong, 11 November 2026

As at the date of this report, the executive Directors are Mr. Choi Man Ho and Mr. Ng Yu Fai; the non-executive Director is Ms. Pong Sum Yee Samanta; and the independent non-executive Directors are Mr. Voon David Hian-fook, Mr. Or Kevin and Mr. Wu Ping Lam Michael David.

This report will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at "www.hkexnews.hk" for at least seven days from the date of its publication and on the Company's website at "www.derivaasia.com".