



英皇資本集團有限公司
Emperor Capital Group Limited

於百慕達註冊成立之有限公司 (股份代號: 717)
Incorporated in Bermuda with limited liability (Stock Code: 717)

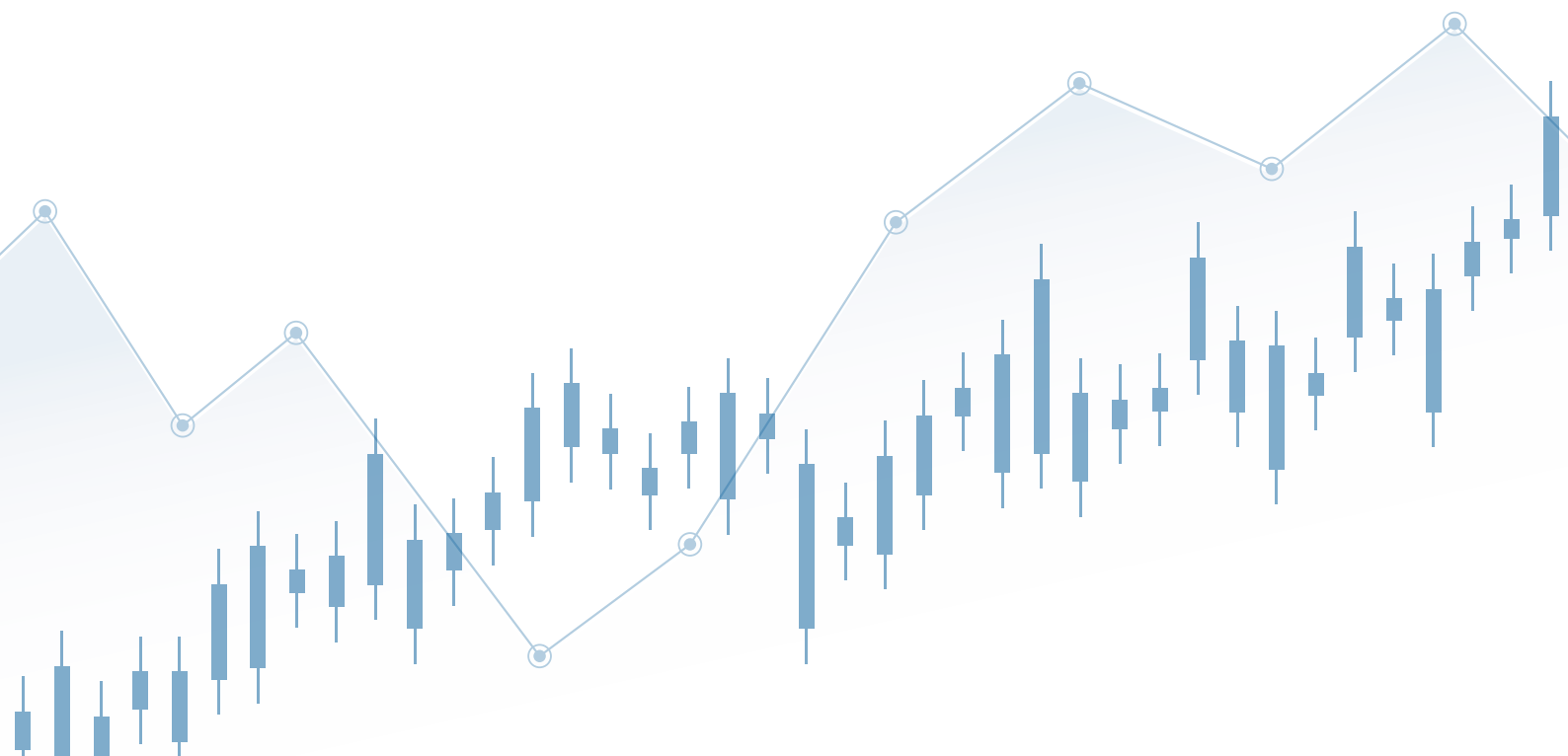
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2022 / 2023
ANNUAL REPORT 年報

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CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

As at 1 January 2024

Directors

Daisy Yeung (*Chairperson*)
Wong Chi Fai
Fan Man Seung, Vanessa
Wan Choi Ha*
Wong Tak Ming, Gary*
Yu King Tin*

* *Independent Non-executive Directors*

Company Secretary

Lau Tung Po

Executive Committee

Daisy Yeung (*Chairperson*)
Wong Chi Fai
Fan Man Seung, Vanessa

Audit Committee

Yu King Tin (*Chairman*)
Wan Choi Ha
Wong Tak Ming, Gary

Remuneration Committee

Wong Tak Ming, Gary (*Chairman*)
Wong Chi Fai
Yu King Tin

Nomination Committee

Wan Choi Ha (*Chairperson*)
Daisy Yeung
Wong Tak Ming, Gary

Corporate Governance Committee

Fan Man Seung, Vanessa (*Chairperson*)
Wan Choi Ha
Yu King Tin
a representative from company secretarial function
a representative from finance and accounts function

Auditor

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditor

Investor Relations Contact

Luk Man Ching, Anna
Email: ir717@EmperorGroup.com

Website

<https://www.EmperorCapital.com>

Stock Code

Hong Kong Stock Exchange: 717

於2024年1月1日

董事

楊玳詩 (*主席*)
黃志輝
范敏嫦
溫彩霞*
黃德明*
余擎天*
* *獨立非執行董事*

公司秘書

劉東保

執行委員會

楊玳詩 (*主席*)
黃志輝
范敏嫦

審核委員會

余擎天 (*主席*)
溫彩霞
黃德明

薪酬委員會

黃德明 (*主席*)
黃志輝
余擎天

提名委員會

溫彩霞 (*主席*)
楊玳詩
黃德明

企業管治委員會

范敏嫦 (*主席*)
溫彩霞
余擎天
一名公司秘書職能代表
一名財務及會計職能代表

核數師

德勤·關黃陳方會計師行
註冊公眾利益實體核數師

投資者關係查詢

陸文靜
電郵: ir717@EmperorGroup.com

網站

<https://www.EmperorCapital.com>

股份代號

香港聯合交易所: 717



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CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

As at 1 January 2024

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business

24th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Principal Share Registrar and Transfer Office

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong Branch Share Registrar and Transfer Office

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

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia, Limited
Bank of Shanghai (Hong Kong) Limited
Dah Sing Bank Limited

Key Dates

Annual Results Announcement	19 December 2023
2024 Annual General Meeting	27 February 2024
- Latest time to lodge transfers	21 February 2024 (before 4:30 p.m.)

Corporate Communications

This Annual Report (in both English and Chinese versions) is available to any shareholder of the Company ("Shareholder(s)") on the websites of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the Company.

於2024年1月1日

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要營業地點

香港
灣仔
軒尼詩道288號
英皇集團中心
24樓

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

主要往來銀行

香港上海滙豐銀行有限公司
東亞銀行有限公司
上海銀行(香港)有限公司
大新銀行有限公司

重要日期

年度業績公告	2023年12月19日
2024年股東週年大會	2024年2月27日
一遞交過戶文件最後限期	2024年2月21日 (下午4時30分前)

公司通訊

本公司於香港聯合交易所有限公司網站 (<https://www.hkexnews.hk>)及本公司網站向本公司任何股東(「股東」)提供本年報(中、英文版本)。



RESULTS SUMMARY

業績概要

The board of directors (“Board” or “Directors”) of Emperor Capital Group Limited (“Company”) presents the audited consolidated results of the Company and its subsidiaries (collectively referred to as “Group”) for the year ended 30 September 2023 (“Year”).

英皇資本集團有限公司(「本公司」)之董事會(「董事會」或「董事」)提呈本公司及其附屬公司(統稱為「本集團」)截至2023年9月30日止年度(「本年度」)之經審核綜合業績。

FINANCIAL SUMMARY

財務概要

HK\$'000	千港元	For the year ended 30 September 截至9月30日止年度	
		2023	2022
Total revenue	總收入	441,046	512,824
Financing	貸款	323,071	418,503
Brokerage Services	經紀服務	98,228	76,358
Corporate Finance	企業融資	13,275	11,140
Placing & Underwriting	配售與包銷	6,472	6,823
Impairment allowances*	減值撥備*	403,638	590,095
Net loss	淨虧損	160,638	299,234
Basic loss per share	每股基本虧損	HK2.38 cents 港仙	HK4.44 cents 港仙

* Represents the net impairment allowances for margin loans, other loans and advances

* 指孖展貸款、其他貸款及墊款之減值撥備淨額



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Results

Although the global economy is on the road to recovery, capital markets have been experiencing setbacks due to ongoing macro-economic issues which have inevitably affected the Group's businesses; hence the Group's total revenue was HK\$441.0 million (2022: HK\$512.8 million) during the Year. Net impairment allowances for margin loans, other loans and advances ("Impairment Allowances") decreased to HK\$403.6 million (2022: HK\$590.1 million), resulting in the Group's net loss narrowing to HK\$160.6 million (2022: HK\$299.2 million) during the Year. Basic loss per share was HK2.38 cents (2022: HK4.44 cents).

Market Review

Due to a series of global events including tightened monetary policies, inflationary pressure, interest rate hikes, ongoing geopolitical tensions, China property developers' debt issues, the macro-economic environments were volatile during the Year, which led to a fragile investment sentiment across global markets and impacted business confidence.

During the Year, banks and money lenders adopted a cautious approach and further tightened their credit control to minimise default risks; plus the sustained high interest rate which resulted in property prices softening, in turn lowering valuations of collaterals and affecting the financing market. In the meantime, investors shifted their portfolios to lower risk investments or fixed income products amid volatile market conditions, hence trading volumes of stock markets remained weak. The Hang Seng Index fluctuated during the Year – touching its lowest at 14,687 on 31 October 2022 and reaching its highest at 22,689 on 27 January 2023, and closing at 17,810 on 29 September 2023.

業績

儘管全球經濟正在復甦的軌道上，但資本市場因持續的宏觀經濟問題而面臨挫折，並不可避免地對本集團業務造成影響；因此，本集團於本年度之總收入為441,000,000港元(2022年：512,800,000港元)。孖展貸款、其他貸款及墊款之減值撥備淨額(「減值撥備」)減少至403,600,000港元(2022年：590,100,000港元)，致使本集團於本年度之淨虧損收窄至160,600,000港元(2022年：299,200,000港元)。每股基本虧損為2.38港仙(2022年：4.44港仙)。

市場回顧

由於包括貨幣政策收緊、通脹壓力、加息、地緣政治局勢持續緊張、中國房地產開發商的債務問題在內的一系列全球性事件，宏觀經濟環境於本年度出現波動，導致全球市場投資情緒疲弱，企業信心受到衝擊。

於本年度，銀行及債務人採取審慎方針，並進一步加強其信貸監控以降低違約風險；加上利率長期處於高位，導致樓價疲軟，從而使抵押品估值下滑及影響融資市場。同時，在波動的市況下，投資者將投資組合轉向風險較低的投資項目或固收產品，導致股市交易量疲弱。於本年度，恒生指數波動，2022年10月31日達最低點14,687點，2023年1月27日達最高點22,689點，並於2023年9月29日收報17,810點。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business Review

Established in 1993, the Group is a renowned financial institution providing one-stop financial services including (i) commercial and personal lending as well as margin and initial public offering (“IPO”) financing; (ii) brokerage services, wealth management and asset management; (iii) placing and underwriting services for listed issuers; and (iv) corporate finance advisory services. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) in April 2007.

During the Year, the adoption of a new Chinese name – “英皇資本集團有限公司” – as a secondary name of the Company became effective. Since then, Emperor Capital Limited (英皇融資有限公司), a wholly-owned subsidiary of the Company, has been renamed as Emperor Corporate Finance Limited (英皇企業融資有限公司). In addition, the Chinese name of Emperor Securities Limited, another wholly-owned subsidiary of the Company, has been changed from “英皇證券(香港)有限公司” to “英皇證券有限公司”, while the English name remained unchanged. Details of these changes were set out in the Company’s announcement dated 31 March 2023.

業務回顧

本集團於1993年成立，為一間著名金融機構，提供一站式金融服務，包括(i)商業及個人貸款以及孖展及首次公開發售融資；(ii)經紀服務、財富管理及資產管理；(iii)為上市發行人提供配售與包銷服務；及(iv)企業融資顧問服務。本公司於2007年4月於香港聯合交易所有限公司(「聯交所」)主板上市。

於本年度，採納新中文名稱「英皇資本集團有限公司」為本公司第二名稱已生效。自此，本公司一間全資附屬公司英皇融資有限公司(Emperor Capital Limited)已更名為英皇企業融資有限公司(Emperor Corporate Finance Limited)。此外，本公司另一間全資附屬公司「英皇證券(香港)有限公司」的中文名稱已變更為「英皇證券有限公司」，而英文名稱「Emperor Securities Limited」則維持不變。該等變更之詳情載於本公司日期為2023年3月31日的公告。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financing

The Group's financing segment derives interest income from commercial and personal lending as well as margin and IPO financing. The loans granted to customers range from short-term unsecured loans (e.g. tax loan, bridging loan, term loan and personal loan) to long-term secured loans (e.g. property mortgage). Built on a renowned reputation for delivering professional and personalised loan services, the Group has developed a niche in the loan market, providing corporate and retail clients with tailored liquidity solutions to meet their corporate goals and personal needs.

During the Year, the Group continued to adhere to its cautious approach and adopted a stringent credit risk management and control mechanism, in order to minimise default risks. The Group adjusted the interest rate and loan-to-value ratio on a timely basis, according to the market situation. During the Year, the segment's revenue was HK\$323.1 million (2022: HK\$418.5 million), accounting for 73.3% (2022: 81.6%) of the Group's total revenue.

Brokerage Services

The Group currently provides brokerage services for securities, futures and options traded on exchanges in Hong Kong, mainland China (via Shanghai and Shenzhen-Hong Kong Stock Connect schemes respectively) and major overseas countries, as well as wealth management and asset management services. The Group offers web-based and mobile trading platforms which enable real-time transaction and investment portfolio monitoring. As at 30 September 2023, the Group operated 2 branches in Hong Kong and 3 liaison offices in mainland China, which are located in Beijing, Shanghai and Guangzhou respectively. The Group's wealth management division provides advice regarding a wide array of investment services, including securities, mutual funds, insurance-linked products, and real estate investment. In its asset management arm, apart from running private equity fund, the Group also provides customised discretionary investment services to its customers.

During the Year, the Group arranged online and offline seminars via "Sun Channel", a self-operated financial channel on YouTube, to engage its customers. It also updated its frontend and backend trading systems, and launched the eGOi app near the end of the Year, to optimise the trading experience for customers.

During the Year, revenue from the brokerage services segment increased to HK\$98.2 million (2022: HK\$76.4 million), accounting for 22.2% (2022: 14.9%) of the Group's total revenue.

貸款

本集團貸款分部包括商業及個人貸款以及孖展及首次公開發售融資之利息收入。授予客戶之貸款類別涵蓋短期無抵押貸款(如稅務貸款、過橋貸款、定期貸款及私人貸款)至長期抵押貸款(如物業按揭)。本集團在提供專業及個人化貸款服務方面享有卓越聲譽，在貸款市場建立了一個獨特定位，為企業及零售客戶提供度身訂制的流動資金解決方案以滿足彼等之企業目標及個人需要。

於本年度，本集團繼續堅守審慎方針，採用嚴謹的信貸風險管理及監控機制，以降低違約風險。本集團根據市況及時調整利率及貸款估值比率。於本年度，該分部收入為323,100,000港元(2022年：418,500,000港元)，佔本集團總收入的73.3%(2022年：81.6%)。

經紀服務

本集團目前為於香港、中國內地(分別透過滬港通及深港通計劃)及主要海外國家交易所買賣之證券、期貨及期權提供經紀服務，以及財富管理及資產管理服務。本集團提供網上及手機交易平台，可作實時交易及監控投資組合。於2023年9月30日，本集團於香港經營2間分行，並於中國內地設有3個聯絡辦事處，分別位於北京、上海及廣州。本集團之財富管理分部為多種投資服務(包括證券、共同基金、保險掛鉤產品以及房地產投資)提供意見。於其資產管理部門，本集團除營運私募股票基金外，亦向其客戶提供度身訂造的全權委託投資服務。

於本年度，本集團通過其於YouTube的自營金融頻道「Sun Channel」安排了線上及線下研討會以與客戶溝通互動。本集團亦已更新其前端及後端交易系統，於本年度末推出應用程式eGOi，提升客戶的交易體驗。

於本年度，經紀服務分部之收入上升至98,200,000港元(2022年：76,400,000港元)，佔本集團總收入之22.2%(2022年：14.9%)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Corporate Finance

The division holds a full corporate finance advisory licence under the Securities and Futures Ordinance, allowing it to advise on Takeovers Code related transactions and undertake sponsor work for IPOs in addition to general corporate finance advisory services. Apart from IPO-related services, the Group offers advisory services for corporate transactions including placing, rights issue, corporate restructuring and merger and acquisition. During the Year, the Group continued to partake in fundraising projects, with involvement in multiple roles.

During the Year, the Group was one of the Joint Sponsors and Overall Coordinators in the IPO of New Media Lab Limited ("New Media Lab"; Stock Code: 1284), with the shares listed on the Main Board of the Stock Exchange in July 2023. The Group also handled several corporate transactions during the Year, hence revenue from the corporate finance segment increased to HK\$13.3 million (2022: HK\$11.1 million), accounting for 3.0% (2022: 2.2%) of the Group's total revenue.

Placing and Underwriting

With a highly experienced team of professionals, the Group offers placing and underwriting services to listed issuers. The Group serves as placing agents in equity and debt placing deals and IPO-related transactions. The Group also participates in underwriting rights issue exercises.

During the Year, revenue from the placing and underwriting segment was HK\$6.5 million (2022: HK\$6.8 million), accounting for 1.5% (2022: 1.3%) of the Group's total revenue. During the Year, the Group was one of the Joint Coordinators, Joint Bookrunners and Joint Lead Managers in the IPO of New Media Lab.

企業融資

該分部根據證券及期貨條例持有全面企業融資顧問牌照，除可提供一般企業融資顧問服務外，亦能就收購守則相關交易提供意見，以及從事首次公開發售之保薦工作。除首次公開發售相關服務外，本集團就企業交易，包括配售、供股、企業重組以及合併及收購提供顧問服務。於本年度，本集團繼續參與集資項目，並擔任多個角色。

於本年度，本集團為新傳企劃有限公司（「新傳企劃」；股份代號：1284）首次公開發售的其中一名聯席保薦人及整體協調人，其股份於2023年7月於聯交所主板上市。於本年度，本集團亦處理數項企業交易，故企業融資分部收入增至13,300,000港元（2022年：11,100,000港元），佔本集團總收入的3.0%（2022年：2.2%）。

配售與包銷

憑藉具備豐富經驗的專業團隊，本集團為上市發行人提供配售與包銷服務。本集團於股份及債券配售交易以及首次公開發售相關交易中擔任配售代理。本集團亦有參與包銷供股項目。

於本年度，來自配售與包銷分部的收入為6,500,000港元（2022年：6,800,000港元），佔本集團總收入之1.5%（2022年：1.3%）。於本年度，本集團為新傳企劃首次公開發售的其中一名聯席協調人、聯席賬簿管理人及聯席牽頭經辦人。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



Outlook

Subsequent to the Year, growths of major economies are moderating; other factors such as volatility arising from geopolitics and rising concerns over extreme weather-related events also dampen economic activities. Although interest rate rises may slow, lending conditions may remain tight. In the meantime, the deepening slump in China's property market is casting a shadow over global growth prospects.

On the other hand, an assessment report released by the International Monetary Fund reaffirmed Hong Kong's role as a major international financial hub, after analysing and assessing the city's economic and financial situation, especially its recovery with post-Covid normalisation of economic activity. With its strategic role in the Greater Bay Area, Hong Kong continues to serve as mainland China's gateway to the world, and the Group is poised to benefit from Hong Kong's connectivity with regional and global economies.

Going forward, the Group will continue to strengthen its wealth solutions team in order to drive the Group's business developments covering global investment, wealth management and asset management. The Group will also continue to expand its high net worth customer base by providing tailor-made solutions and enriching its product offerings. Besides, the Group will further enhance its eGOi app, in order to boost its retail market segment competitiveness. In the face of a challenging economic environment, the Group will adhere to its prudent approach and adopt appropriate strategies while seizing opportunities, to maintain steady businesses development.

前景

於本年度後，主要經濟體增長正在放緩；地緣政治引發的動盪以及對極端天氣相關事件的憂慮日深等因素亦拖累了經濟活動。儘管加息可能放緩，但貸款條件可能持續緊張。與此同時，中國房地產市場蕭條持續深化，給全球經濟增長前景蒙上陰影。

另一方面，國際貨幣基金組織於分析及評估香港經濟及金融狀況（尤其是隨著疫情後經濟活動正常化而復甦）後發佈一份評估報告，重申香港作為重要國際金融中心的地位。憑藉在大灣區的戰略地位，香港繼續作為中國內地通往世界的門戶，本集團將從香港與區域及全球經濟體的互聯互通中獲益。

展望未來，本集團將繼續加強其財富管理方案團隊，推動其涵蓋環球投資、財富管理及資產管理的業務發展。本集團並將通過提供度身訂造的解決方案和完善其產品供應，不斷擴大其高淨值客戶群。此外，本集團將進一步優化其應用程式eGOi，增強其在零售市場分部的競爭力。面對具挑戰性的經濟環境，本集團將堅守審慎方針並採取適當策略，於抓住機遇的同時維持穩定的業務發展。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Information

Capital Structure, Liquidity and Financial Resources

The Group financed its operations by cash mainly generated from business operations and borrowings. As at 30 September 2023, the Group's current assets and current liabilities were HK\$4,712.5 million (2022: HK\$4,984.9 million) and HK\$1,792.0 million (2022: HK\$2,134.5 million) respectively. As at 30 September 2023, aggregate of bank balances, cash and pledged bank deposits of the Group amounted to HK\$1,162.3 million (2022: HK\$1,020.8 million), which were mainly denominated in Hong Kong dollar.

As at 30 September 2023, the Group's bank borrowings decreased to HK\$210.0 million (2022: HK\$430.0 million), hence the gearing ratio decreased to 6.2% (2022: 12.1%; calculated as a percentage of total borrowings over total equity of the Group). The Group did not have any material foreign exchange exposure as at 30 September 2023.

With the Group's sufficient bank balances and cash, as well as its available unutilised banking facilities of HK\$1,765.0 million (2022: HK\$2,049.0 million), the Board considers the Group has sufficient working capital for its operation and future development.

財務資料

資本架構、流動資金及財務資源

本集團主要通過經營業務及借貸產生的現金為其業務營運提供資金。於2023年9月30日，本集團之流動資產及流動負債分別為4,712,500,000港元(2022年:4,984,900,000港元)及1,792,000,000港元(2022年:2,134,500,000港元)。於2023年9月30日，本集團之銀行結餘、現金及已抵押銀行存款合共為1,162,300,000港元(2022年:1,020,800,000港元)，主要以港元計值。

於2023年9月30日，本集團之銀行借款下降至210,000,000港元(2022年:430,000,000港元)，故負債率降至6.2%(2022年:12.1%;按本集團的借款總額佔權益總額之百分比計算)。於2023年9月30日，本集團並無任何重大外匯風險。

憑藉本集團充裕的銀行結餘及現金以及其可動用但未使用之銀行融資額度1,765,000,000港元(2022年:2,049,000,000港元)，董事會認為本集團擁有足夠營運資金，以應付其營運及未來發展所需。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Pledge of Assets

As at 30 September 2023, bank deposit of the Group with aggregate carrying amount of HK\$160.0 million (2022: HK\$160.0 million) was pledged to a bank as security for banking facilities.

Impairment Allowances

An Impairment Allowances of HK\$403.6 million (2022: HK\$590.1 million) was recognised this Year. The Impairment Allowances was made in respect of certain margin clients and borrowers in commercial, mortgage and personal loans. Details of the reasons for the recognition of majority of the Impairment Allowances are set out below:

1. Net provision for impairment of accounts receivable arising from margin financing amounted to approximately HK\$204.4 million

- a. During the Year, advances to twenty-six customers in margin financing with the total gross carrying amount of approximately HK\$1,336.8 million as at 30 September 2023 were assessed as credit-impaired stage mainly due to further decline in the market price of listed securities pledged as collateral in the Year and failure of the margin borrowers to fully make up the margin shortfall by providing additional collaterals or repayment. The Impairment Allowances of these twenty-six exposures for the Year was determined by assessing the future cash flows expected to be recoverable from the borrowers and the listed securities pledged as collateral for each of the margin borrowers on an individual assessment basis. Impairment provision with a total amount of approximately HK\$200.6 million was made for the Year for these twenty-six exposures.
- b. During the Year, an Impairment Allowances of approximately HK\$61.0 million was made on advances to two customers in margin financing with the total gross carrying amount of approximately HK\$61.0 million as at 30 September 2023 were assessed as credit-impaired stage due to suspension of trading of the listed securities pledged as collateral in the Year and failure of the margin borrowers to fully make up the margin shortfall by providing additional collateral or repayment.
- c. During the Year, an impairment reversal of approximately HK\$57.2 million was made on advances to six customers in margin financing with the total gross carrying amount of approximately HK\$415.2 million as at 30 September 2023, which were classified as credit-impaired stage, due to settlement received upon repayment and/or enforcement of collateral in the Year.

資產抵押

於2023年9月30日，本集團賬面總值160,000,000港元(2022年：160,000,000港元)之銀行存款已抵押予一間銀行，作為銀行融資之擔保。

減值撥備

本年度已確認減值撥備為403,600,000港元(2022年：590,100,000港元)。所計提減值撥備涉及商業、按揭及個人貸款的孖展客戶及借款人。大部分減值撥備確認的詳盡理由載列如下：

1. 因孖展融資產生的應收賬款之減值撥備淨額約為204,400,000港元

- a. 於本年度，於2023年9月30日賬面總值合共約1,336,800,000港元的向26名孖展融資客戶墊款被評估為已發生信貸減值階段，主要由於本年度已質押為抵押品的上市證券市價進一步下跌，以及孖展借款人未能透過提供額外抵押品或還款以完全填補保證金不足金額。該26項風險於本年度之減值撥備乃透過評估預期可從借款人收回的未來現金流量及各孖展借款人已質押為抵押品的上市證券按個別評估釐定。本年度已就該26項風險計提減值撥備合共約200,600,000港元。
- b. 於本年度，已就被評估為已發生信貸減值階段於2023年9月30日之墊款賬面總值合共約61,000,000港元的向兩名孖展融資客戶墊款作出減值撥備約61,000,000港元，乃由於本年度已質押為抵押品的上市證券暫停買賣，以及孖展借款人未能透過提供額外抵押品或還款以完全填補保證金不足金額。
- c. 於本年度，於2023年9月30日已向六名孖展融資客戶就賬面總值合共約415,200,000港元的墊款(其被分類為已發生信貸減值階段)作出減值撥回約57,200,000港元，乃由於本年度償還及／或強制執行抵押品後收取結算款項。



MANAGEMENT DISCUSSION AND ANALYSIS

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2. Net provision for impairment of loans and advances amounted to approximately HK\$197.5 million

- a. During the Year, additional impairment allowance of approximately HK\$94.9 million was recognised for eight loans and advances, which were assessed as credit-impaired stage in previous year, with the total gross carrying amount of approximately HK\$440.8 million as at 30 September 2023, as a result of further decrease in fair value of pledged listed securities, pledged properties and deterioration of financial capability of these borrowers.
- b. During the Year, loans and advances to twenty-six borrowers with the total gross carrying amount of approximately HK\$434.9 million as at 30 September 2023 were assessed as credit-impaired stage mainly due to failure of these borrowers to repay the interest and/or the principal and decline in the market price of pledged properties. The Impairment Allowances of these twenty-six exposures for the Year was determined by assessing the future cash flows expected to be recoverable from the borrowers and the pledged properties for each of the borrowers on an individual assessment basis taking into account of current market conditions and forward looking factors. Impairment Allowances with a total amount of approximately HK\$124.3 million was made for the Year for these twenty-six exposures.
- c. During the Year, loans and advances to four borrowers with the total gross carrying amount of approximately HK\$29.3 million as at 30 September 2023 were assessed as credit-impaired stage mainly due to failure of these borrowers to repay the interest and/or the principal on time in the Year. The Impairment Allowances of these four exposures for the Year was determined by assessing the future cash flow expected to be recoverable from the borrowers including an assessment of cash flows expected to be recovered taking account of the current conditions affecting the borrower, past collection history, and consideration of forward looking factors. Impairment Allowances with a total amount of approximately HK\$17.7 million was made for the Year for these four exposures.
- d. During the Year, an impairment reversal of approximately HK\$39.4 million was made to seven borrowers in loans and advances, which were classified as credit-impaired stage, due to settlement received upon full or partial repayment in the Year. The total gross carrying amount was approximately HK\$55.9 million as at 30 September 2023.

2. 貸款及墊款之減值撥備淨額約為197,500,000港元

- a. 於本年度，已就於上一年度被評估為已發生信貸減值階段之於2023年9月30日賬面總值約440,800,000港元的八項貸款及墊款確認額外減值撥備約94,900,000港元，乃由於已質押上市證券及已質押物業的公平值進一步下降，以及該等借款人的財務能力惡化。
- b. 於本年度，於2023年9月30日賬面總值合共約434,900,000港元的向26名借款人貸款及墊款被評估為已發生信貸減值階段，主要由於該等借款人未能償還利息及／或本金，以及已質押物業市價下跌。該26項風險於本年度之減值撥備乃透過評估預期可從借款人收回的未來現金流量及各借款人的已質押物業，經考慮當前市況及前瞻性因素後按個別評估釐定。本年度已就該26項風險計提減值撥備合共約124,300,000港元。
- c. 於本年度，於2023年9月30日賬面總值合共約29,300,000港元的向四名借款人貸款及墊款被評估為已發生信貸減值階段，主要由於該等借款人未能於本年度內按時償還利息及／或本金。該四項風險於本年度之減值撥備乃透過評估預期可從借款人收回的未來現金流量釐定，包括經考慮影響借款人的現行狀況、過往收款記錄，以及考慮前瞻性因素以評估預期將可收回的現金流量。本年度已就該四項風險計提減值撥備合共約17,700,000港元。
- d. 於本年度，已就被評估為已發生信貸減值階段的向七名借款人貸款及墊款作出減值撥回約39,400,000港元，乃由於本年度全額或部分償還後收取結算款項。於2023年9月30日的賬面總值約為55,900,000港元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Follow-up and debt collection actions on overdue and defaulted loans

The Group has debt recovery procedures in place. For any loans with shortfall and/or overdue payments, demand letters and legal letters will be issued. If the borrower does not respond, the Group will engage external legal advisors for legal actions. At the same time, the Group will contact the borrower for additional collateral and/or settlement plan. The Group may also engage debt collection agents for such loan where appropriate. If the negotiation is not successful, or additional collateral is not sufficient or default in settlement plan, external legal advisers will issue final warning to the borrower. Subsequently, writs of summon will be served to the borrower to take proceedings to court.

Debt recovery actions had been taken on the credit-impaired loans. Some legal proceedings on such credit-impaired loans were still in progress.

Employees and Remuneration Policy

As at 30 September 2023, the Group had 83 (2022: 76) account executives and 139 (2022: 131) employees. Total staff costs (including Directors' remuneration) were approximately HK\$72.0 million (2022: HK\$72.9 million). Each employee's remuneration was determined in accordance with individual's responsibilities, competence and skills, experience and performance as well as market pay levels. Staff benefits include medical and life insurance, provident funds and other competitive fringe benefits.

To provide incentives or rewards to the staff, the Company has adopted a share option scheme, particulars of which are set out in the section headed "Share Options" of this annual report.

Final Dividend

The Board has resolved not to recommend any final dividend for the Year (2022: Nil).

對逾期及拖欠貸款的跟進及追收債務行動

本集團已設立債務追討程序。對於任何不足金額及／或逾期付款的貸款，將發出催款函及法律函件。倘借款人不作出回應，本集團將委聘外部法律顧問採取法律行動。同時，本集團將聯繫借款人以獲取額外抵押品及／或商討結清計劃。本集團亦可能在適當情況下就有關貸款委聘收債代理。倘未能達成協商，或額外抵押品不足或結清計劃遭受違約，外部法律顧問將向借款人發出最後警告，其後將向借款人送達傳訊令狀，以向法院提起訴訟。

本集團已就發生信貸減值之貸款採取債務追討行動。若干有關已發生信貸減值之貸款的法律訴訟仍在進行中。

僱員及薪酬政策

於2023年9月30日，本集團有83(2022年：76)名客戶經理及139(2022年：131)名僱員。員工成本總額(包括董事酬金)約為72,000,000港元(2022年：72,900,000港元)。每名僱員薪酬乃根據彼等之職責、能力及技能、經驗及表現以及市場薪酬水平釐定。員工福利包括醫療及人壽保險、公積金及其他具競爭性福利待遇。

本公司已採納購股權計劃，以向員工提供獎勵或回報。其詳情將載於本年報「購股權」一節。

末期股息

董事會已議決不建議就本年度派發任何末期股息(2022年：無)。



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷



DAISY YEUNG EXECUTIVE DIRECTOR AND CHAIRPERSON

楊玳詩
執行董事兼主席

Executive Director and Chairperson

Daisy Yeung, aged 58, joined the Group in January 1996. She is the Chairperson of the Board and Managing Director as well as the Chief Executive Officer of the Group. Ms. Yeung is the Chairperson of the Executive Committee as well as a member of the Nomination Committee of the Company. She is also a director of various subsidiaries of the Company, including Emperor Securities Limited, Emperor Futures Limited, Emperor Wealth Management Limited and Emperor Asset Management Limited, all of which she is also a responsible officer under the Securities and Futures Ordinance ("SFO"). Moreover, Ms. Yeung is now the Permanent Honorary President and Director of The Institute of Securities Dealers Limited, a General Committee member of The Chamber of Hong Kong Listed Companies, a member of Advisory Committee of the Accounting and Financial Reporting Council and a member of Market Development Committee of Financial Services Development Council. She has accumulated over 27 years of management experience in financial industry and has been active in driving the development of the local securities industry. Ms. Yeung holds a Bachelor's Degree of Science in Business Administration.

執行董事兼主席

楊玳詩 (前名：楊黛思)，58歲，於1996年1月加入本集團。彼為董事會主席以及本集團之董事總經理及行政總裁。楊女士為本公司之執行委員會主席兼提名委員會成員。彼亦擔任本公司多間附屬公司之董事，包括英皇證券有限公司、英皇期貨有限公司、英皇財富管理有限公司及英皇資產管理有限公司，而彼亦為該等公司根據證券及期貨條例下之負責人員。此外，楊女士現任證券商協會有限公司永遠名譽會長兼董事、香港上市公司商會常務委員會委員、會計及財務匯報局諮詢委員會成員和香港金融發展局市場推廣小組成員。彼於金融行業累積逾27年之管理經驗，並一直大力推動本地證券業發展。楊女士持有工商管理學理學士學位。



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之履歷

Executive Directors

Wong Chi Fai, aged 67, joined the Group in December 2022. He is an Executive Director and a member of the Executive Committee and the Remuneration Committee of the Company as well as a director of a subsidiary of the Company. Mr. Wong has over 30 years of finance and management experience in different businesses ranging from financial and securities services, property investment and development, hotel and hospitality, retailing of watch and jewellery, wholesaling and retailing of furniture, cinema development and operation to entertainment production and investment, artiste management as well as media and publication. He is currently a director of Emperor International Holdings Limited (Stock Code: 163) ("Emperor International"), Emperor Entertainment Hotel Limited (Stock Code: 296) ("Emperor E Hotel"), Emperor Watch & Jewellery Limited (Stock Code: 887) ("Emperor W&J"), Emperor Culture Group Limited (Stock Code: 491) ("Emperor Culture"), Ulferts International Limited (Stock Code: 1711) ("Ulferts") and New Media Lab Limited (Stock Code: 1284) ("New Media Lab"), all being listed members of Emperor Group. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Fan Man Seung, Vanessa, aged 60, joined the Group in December 2022. She is an Executive Director of the Company, a member of the Executive Committee and the Chairperson of the Corporate Governance Committee of the Company as well as a director of certain subsidiaries of the Company. Ms. Fan has over 34 years of corporate management experience in diversified businesses ranging from financial and securities services, property investment and development, hotel and hospitality, retailing of watch and jewellery, wholesaling and retailing of furniture, cinema development and operation to entertainment production and investment, artiste management as well as media and publication. Ms. Fan is currently a director of Emperor International, Emperor E Hotel, Emperor W&J, Emperor Culture, Ulferts and New Media Lab, all being listed members of Emperor Group. She is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration.

執行董事

黃志輝，67歲，於2022年12月加入本集團。彼為本公司之執行董事兼執行委員會及薪酬委員會成員，以及本公司一間附屬公司之董事。黃先生擁有逾30年之財務及管理經驗，涵蓋不同業務，包括金融證券服務、物業投資及發展、酒店營運、鐘錶珠寶零售、傢俬批發及零售、戲院發展及營運以至娛樂製作及投資、藝人管理以及傳媒與出版。彼現為英皇國際集團有限公司(股份代號：163)(「英皇國際」)、英皇娛樂酒店有限公司(股份代號：296)(「英皇娛樂酒店」)、英皇鐘錶珠寶有限公司(股份代號：887)(「英皇鐘錶珠寶」)、英皇文化產業集團有限公司(股份代號：491)(「英皇文化產業」)、歐化國際有限公司(股份代號：1711)(「歐化」)及新傳企劃有限公司(股份代號：1284)(「新傳企劃」)之董事，該等公司均為英皇集團旗下之上市成員。黃先生為香港會計師公會執業會計師及英國特許公認會計師公會資深會員。

范敏嫦，60歲，於2022年12月加入本集團。彼為本公司之執行董事、本公司執行委員會成員及企業管治委員會主席，以及本公司若干附屬公司之董事。范女士擁有逾34年之企業管理經驗，涵蓋多元化業務包括金融證券服務、物業投資及發展、酒店營運、鐘錶珠寶零售、傢俬批發及零售、戲院發展及營運以至娛樂製作及投資、藝人管理以及傳媒與出版。范女士現為英皇國際、英皇娛樂酒店、英皇鐘錶珠寶、英皇文化產業、歐化及新傳企劃之董事，該等公司均為英皇集團旗下之上市成員。彼具備香港專業律師資格及為合資格會計師，並持有工商管理碩士學位。



BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之履歷

Independent Non-Executive Directors

Wan Choi Ha, aged 56, joined the Board in July 2015. She is the Chairperson of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee of the Company. Ms. Wan has been admitted as a solicitor in Hong Kong since 1993 and is now a Senior Partner of Wan and Leung, Solicitors. Ms. Wan graduated from The University of Hong Kong with a Bachelor's Degree in Laws.

Wong Tak Ming, Gary, aged 48, joined the Board in February 2022. He is the Chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee of the Company. He now runs a professional accountancy firm in Hong Kong and has over 20 years of experience in the field of auditing and accounting. Mr. Wong was an independent non-executive director of Emperor International from August 2013 to August 2022. He is a certified public accountant (practising), a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong.

Yu King Tin, aged 57, joined the Board in February 2023. He is the Chairman of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee of the Company. Mr. Yu has worked in various organizations including international certified public accountants firms and listed companies in Hong Kong. He is currently one of the senior management in the finance department of a conglomerate in Hong Kong. Mr. Yu was an independent non-executive director of Emperor E Hotel from August 2013 to August 2022. Mr. Yu graduated from the Peking University with a Bachelor's Degree in Law and The Hong Kong Polytechnic University with a Master's Degree in Corporate Finance. Mr. Yu is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a Certified Tax Advisor and a member of the Society of Registered Financial Planner.

獨立非執行董事

溫彩霞，56歲，於2015年7月加入董事會。彼為本公司提名委員會主席以及審核委員會與企業管治委員會成員。溫女士自1993年於香港獲取律師資格，現為溫彩霞律師事務所之高級合夥人。溫女士畢業於香港大學，持有法律學士學位。

黃德明，48歲，於2022年2月加入董事會。彼為本公司薪酬委員會主席兼審核委員會及提名委員會成員。彼現於香港經營一家專業會計師事務所並於審計及會計行業擁有逾20年經驗。黃先生由2013年8月至2022年8月為英皇國際之獨立非執行董事。黃先生為香港執業會計師，並為英格蘭及威爾士特許公認會計師協會、香港會計師公會、英國特許公認會計師公會及香港稅務學會資深會員。

余擎天，57歲，於2023年2月加入董事會。彼為本公司審核委員會主席兼薪酬委員會與企業管治委員會成員。余先生曾任職於不同機構，包括國際性會計師事務所和香港上市公司。彼現為一家於香港企業集團財務部高級管理人員之一。余先生由2013年8月至2022年8月為英皇娛樂酒店之獨立非執行董事。余先生畢業於北京大學並持有法律學士學位及畢業於香港理工大學並持有企業金融學碩士學位。余先生為香港會計師公會會員、英國特許公認會計師公會資深會員、註冊稅務師及註冊財務策劃師協會會員。



DIRECTORS' REPORT

董事會報告

The Directors present this annual report and the audited consolidated financial statements of the Group for the Year.

Adoption of Chinese Name as Secondary Name

Pursuant to the special resolution passed at the annual general meeting of the Company held on 28 February 2023 ("2023 AGM") and approval by the Registrar of Companies of Bermuda on 13 March 2023, the Chinese name of the Company "英皇資本集團有限公司" was adopted as the secondary name of the Company.

Principal Activities

The Company is an investment holding company. The Group is principally engaged in the provision of financial services, including (i) commercial and personal lending as well as margin and IPO financing; (ii) brokerage services, wealth management and asset management; (iii) placing and underwriting services for listed issuers; and (iv) corporate finance advisory services. Details of the principal activities and other particulars of the Company's principal subsidiaries are set out in note 34 to the consolidated financial statements.

Results and Dividends

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 70 of this annual report.

No interim dividend (2022: Nil) was paid during the Year and the Board did not recommend any payment of a final dividend for the Year (2022: Nil).

Business Review and Performance

A fair review of the Group's business, a discussion and analysis of the Group's performance during the Year, important events occurred after the reporting period and an analysis of the likely future development of the Group's business are set out in the Management Discussion and Analysis from pages 5 to 13 of this annual report. Description of the principal risks and uncertainties facing the Group are set out in the Corporate Governance Report from pages 33 to 62 of this annual report and notes 36 and 38 to the consolidated financial statements respectively.

Save as disclosed in the Management Discussion and Analysis, there is no important event affecting the Group that had occurred since the end of the Year up to the date of this annual report.

董事提呈本集團於本年度之年報及經審核綜合財務報表。

採納中文名稱為第二名稱

根據本公司於2023年2月28日舉行的股東週年大會(「2023年股東週年大會」)上通過的特別決議案及經百慕達公司註冊處處長於2023年3月13日批准,本公司中文名稱「英皇資本集團有限公司」獲採納為本公司第二名稱。

主要業務

本公司乃一間投資控股公司。本集團之主要業務為提供金融服務,包括(i)商業及個人貸款以及孖展及首次公開發售融資;(ii)經紀服務、財富管理及資產管理;(iii)為上市發行人提供配售與包銷服務;及(iv)企業融資顧問服務。本公司主要附屬公司之主要業務及其他資料載於綜合財務報表附註34。

業績及股息

本集團於本年度之業績載於本年報第70頁之綜合損益及其他全面收益表內。

概無就本年度派付任何中期股息(2022年:無),且董事會並不建議就本年度派付任何末期股息(2022年:無)。

業務回顧及表現

本年度本集團業務的中肯回顧、本集團表現的討論與分析、於本報告期後發生的重大事件及本集團業務可能的未來發展的分析載於本年報第5至第13頁之管理層討論及分析。有關本集團所面對主要風險及不明朗因素的闡述分別載於本年報第33至第62頁之企業管治報告及綜合財務報表附註36及38。

除管理層討論及分析所披露者外,自本年度末至本年報日期,並無發生對本集團有影響的重大事件。



DIRECTORS' REPORT

董事會報告

In addition, an analysis of the Group's performance during the Year using financial key performance indicators is provided in the Five-year Financial Summary on page 176. Discussion on the Group's environmental policies and performance, key relationships with the Group's key stakeholders as well as compliance with relevant laws and regulations which have significant impact on the Company are set out in the 2022/2023 Environmental, Social and Governance Report of the Company.

Five-Year Financial Summary

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 176 of this annual report.

Share Capital

Details of movements in the share capital of the Company during the Year are set out in note 29 to the consolidated financial statements.

Reserves and Distributable Reserves

Details of movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 73 of this annual report.

The Company's reserves available for distribution to the Shareholders as at 30 September 2023 represented the aggregate of contributed surplus (stated as "special reserve" in note 35 to the consolidated financial statements) and accumulated loss amounting to approximately HK\$102.0 million (2022: HK\$102.0 million) and HK\$303.7 million (2022: HK\$460.9 million) respectively.

The special reserve of the Company represents the difference between the nominal value of the ordinary shares of the subsidiaries of the Company in issue and the nominal value of the shares issued by the Company for acquisition of a subsidiary pursuant to the group reorganisation on 2 April 2007.

Under the Companies Act in 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution to the Shareholders. However, a company cannot declare or pay a dividend or make a distribution out of contributed surplus if there are reasonable grounds for believing that:

- (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

此外，使用財務關鍵表現指標對本集團本年度業績的分析載於第176頁的五年財務概要。有關本集團環保政策及表現、與本集團關鍵持份者之重要關係及遵守對本公司有重大影響的相關法律及法規之討論載於本公司2022/2023環境、社會及管治報告。

五年財務概要

本集團過去五個財政年度之業績及資產與負債之概要載於本年報第176頁。

股本

本公司於本年度內之股本變動詳情載於綜合財務報表附註29。

儲備及可供分派儲備

本年度內本集團儲備變動之詳情載於本年報第73頁之綜合權益變動表。

於2023年9月30日，本公司可分派予股東之儲備為繳入盈餘(載述於綜合財務報表附註35下之「特別儲備」)及累計虧損之總和，分別約為102,000,000港元(2022年：102,000,000港元)及303,700,000港元(2022年：460,900,000港元)。

本公司之特別儲備指本公司附屬公司已發行普通股之面值與本公司根據於2007年4月2日之集團重組就收購一間附屬公司而發行之股份面值間之差額。

根據百慕達1981年公司法(經修訂)，本公司之繳入盈餘可分派予股東。然而，倘若基於合理原因相信一間公司出現下列情況，則不可從繳入盈餘撥款宣派或派付股息或作出分派：

- (i) 該公司現時無力或於派付後將無力償還到期負債；或
- (ii) 該公司資產之可變現價值將因此而少於其負債與其已發行股本及股份溢價賬之總額。



DIRECTORS' REPORT

董事會報告

Donations

During the Year, the Group made charitable donations amounting to approximately HK\$143,000.

Purchase, Sale or Redemption of the Company's Listed Securities

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Pre-Emptive Rights

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

Equity-Linked Agreements

Other than the share option scheme adopted by the Company on 26 January 2017 ("Share Option Scheme") as set out in note 30 to the consolidated financial statements, no equity-linked agreement was entered into by the Company during the Year or subsisted at the end of the Year.

Property and Equipment

During the Year, the Group acquired property and equipment at a cost of approximately HK\$3.4 million.

Details of changes in the property and equipment of the Group are set out in note 17 to the consolidated financial statements.

Major Customers and Suppliers

During the Year, the aggregate amount of turnover attributable to the Group's five largest customers accounted for 6% (2022: 15%) of the Group's total turnover. The largest customer accounted for 2% (2022: 5%) of the Group's total turnover.

None of the Directors, their close associates or any Shareholders (which to the best knowledge of the Directors own more than 5% of the Company's issued share capital) had any beneficial interests in the Group's five largest customers.

The Group had no major supplier due to the nature of principal activities of the Group.

捐款

於本年度內，本集團作出慈善捐款約143,000港元。

購買、出售或贖回本公司之上市證券

於本年度內，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

優先購買權

本公司之公司細則或百慕達法例概無關於本公司須按比例向現有股東發售新股份之優先購買權規定。

股票掛鈎協議

除於綜合財務報表附註30所載之本公司於2017年1月26日採納之購股權計劃（「購股權計劃」）外，並無由本公司於本年度訂立或於本年度末存續的股票掛鈎協議。

物業及設備

於本年度內，本集團購入物業及設備之成本約為3,400,000港元。

本集團物業及設備之變動詳情載於綜合財務報表附註17。

主要客戶及供應商

於本年度內，本集團五大客戶合共應佔之營業額佔本集團總營業額6%（2022年：15%）。最大客戶佔本集團總營業額2%（2022年：5%）。

概無董事、彼等緊密聯繫人士或任何股東（就董事所深知擁有本公司已發行股本超過5%）於本集團五大客戶中擁有任何實益權益。

基於本集團主要業務之性質，本集團並無主要供應商。



DIRECTORS' REPORT

董事會報告

Directors

The Directors during the Year and up to the date of this annual report were:

Executive Directors:

Ms. Daisy Yeung (*Chairperson*)
Mr. Wong Chi Fai (appointed on 1 December 2022)
Ms. Fan Man Seung Vanessa (appointed on 1 December 2022)

Independent Non-executive Directors:

Ms. Wan Choi Ha
Mr. Wong Tak Ming, Gary
Mr. Yu King Tin (appointed on 28 February 2023)
Mr. Poon Yan Wai (retired on 28 February 2023)

Biographical details of the Directors and senior management as at the date of this annual report are set out from pages 14 to 16 of this annual report. Details of the Directors' remuneration are set out in note 11 to the consolidated financial statements.

In accordance with Bye-laws 84(1) and 84(2) of the Company's Bye-laws, Ms. Wan Choi Ha and Mr. Wong Tak Ming, Gary shall retire by rotation at the forthcoming annual general meeting ("2024 AGM"). Mr. Wong Tak Ming, Gary, being eligible, offers himself for re-election thereat while Ms. Wan Choi Ha who served as independent non-executive director of the Company ("INED") for almost 9 years, being eligible but does not offer herself for re-election thereat.

None of the Directors offering themselves for re-election at the 2024 AGM has an unexpired service contract with the Group within one year without payment of compensation (other than statutory compensation).

Management Contracts

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Group's business were entered into or existed during the Year.

Permitted Indemnity Provisions

During the Year and up to the date of this annual report, the Company has in force the permitted indemnity provisions which are provided for in the Company's Bye-laws and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against the Directors and the directors of the Group respectively.

董事

於本年度內及直至本年報日期止之董事如下：

執行董事：

楊玳詩女士 (*主席*)
黃志輝先生 (於2022年12月1日獲委任)
范敏嫦女士 (於2022年12月1日獲委任)

獨立非執行董事：

溫彩霞女士
黃德明先生
余擎天先生 (於2023年2月28日獲委任)
潘仁偉先生 (於2023年2月28日退任)

於本年報日期，董事及高級管理層之履歷詳情載於本年報第14至第16頁。董事薪酬詳情載於綜合財務報表附註11。

按照本公司之公司細則第84(1)條及84(2)條，溫彩霞女士及黃德明先生將於應屆股東週年大會（「2024年股東週年大會」）上輪值告退。黃德明先生符合資格並願意膺選連任，而已擔任本公司獨立非執行董事（「獨立非執行董事」）近9年的溫彩霞女士符合資格，惟無意膺選連任。

概無願意於2024年股東週年大會上膺選連任之董事與本集團訂有不可於一年內免付賠償（法定賠償除外）之未屆滿服務合約。

管理合約

除僱傭合約外，本集團於本年度內並無就本集團所有或任何重大部分業務的管理及行政訂立或存在任何合約。

獲准許的彌償條文

於本年度內及直至本年報日期，就董事及本集團董事分別可能面對的法律訴訟而產生的潛在責任及費用，本公司備有獲准許的彌償條文，該等條文均載於本公司之公司細則以及本集團投購之董事及高級管理人員責任保險內。



DIRECTORS' REPORT

董事會報告

Directors' and Chief Executives' Interests in Securities

As at 30 September 2023, the interests and short positions of the Directors and chief executives of the Company ("Chief Executives") in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors adopted by the Company ("ECG Securities Code") were as follows:

Long position interests in the Company

Ordinary shares of HK\$0.01 each of the Company ("Shares")

董事及最高行政人員之證券權益

於2023年9月30日，董事及本公司之最高行政人員（「最高行政人員」）於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例第352條須備存之登記冊或根據本公司所採納的董事進行證券交易之標準守則（「英皇資本集團證券守則」）須另行知會本公司及聯交所之權益及淡倉如下：

於本公司之好倉權益

本公司每股面值0.01港元之普通股（「股份」）

Name of Director	Capacity/Nature of interests	Number of Shares interested	Approximate % of issued voting Shares
董事姓名	身份／權益性質	持有權益的股份數目	佔已發行有投票權股份概約%
Ms. Daisy Yeung 楊玳詩女士	Eligible beneficiary of a private discretionary trust 私人酌情信託之合資格受益人	2,879,521,438 (Note) (附註)	42.72
	Beneficial owner 實益擁有人	18,000,000	0.26

Note: These Shares were held by Emperor Capital Group Holdings Limited, a wholly-owned subsidiary of Albert Yeung Capital Holdings Limited ("AY Capital Holdings"). AY Capital Holdings was in turn held by CDM Trust & Board Services AG ("CDM Trust") in trust for a private discretionary trust of which Ms. Daisy Yeung is one of the eligible beneficiaries.

附註：該等股份乃由楊受成資本控股有限公司（「楊受成資本控股」）之全資附屬公司英皇資本集團控股有限公司持有。楊受成資本控股由CDM Trust & Board Services AG（「CDM Trust」）以信託形式代一項私人酌情信託（楊玳詩女士為該信託之合資格受益人之一）持有。

Save as disclosed above, as at 30 September 2023, none of the Directors nor Chief Executives had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

除上文所披露者外，於2023年9月30日，概無董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有任何權益或淡倉。



DIRECTORS' REPORT

董事會報告

Share Options

The Company has adopted the Share Option Scheme, particulars of which are set out in note 30 to the consolidated financial statements. No option was granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption.

The number of share options available for grant under the scheme mandate as at the beginning and the end of the Year respectively was 674,084,572, representing 10% of the Shares in issue as at the date of this annual report.

Arrangements to Purchase Shares or Debentures

Other than the Share Option Scheme as stated above, at the end of the Year and at no time during the Year was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors or Chief Executives or their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other Persons' Interests in Shares and Underlying Shares

So far as is known to any Directors or Chief Executives, as at 30 September 2023, the persons or corporations (other than a Director or Chief Executive) who had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO ("DI Register") were as follows:

Long position in the Shares

購股權

本公司已採納購股權計劃，其詳情載於綜合財務報表附註30。自其獲採納起，概無購股權根據購股權計劃授出、行使、註銷或失效。

於本年度初及本年度末，根據計劃授權可供授出的購股權數目均為674,084,572份，佔於本年報日期已發行股份的10%。

購入股份或債權證之安排

除上述購股權計劃外，於本年度末及本年度內任何時間，本公司、其任何控股公司、附屬公司或同系附屬公司概無參與任何安排，使董事或最高行政人員或彼等之配偶或未滿18歲子女可藉購入本公司或任何其他法人團體之股份或債權證而獲取利益。

其他人士於股份及相關股份之權益

就任何董事或最高行政人員所知，於2023年9月30日，以下人士或法團(除董事或最高行政人員外)於股份或相關股份中擁有或被視為或當作擁有記錄於根據證券及期貨條例第336條須備存之登記冊(「權益披露登記冊」)之權益或淡倉載列如下：

於股份之好倉

Name	Capacity/Nature of interests	Number of Shares interested	Approximate % of issued voting Shares
姓名／名稱	身份／權益性質	持有權益的股份數目	佔已發行有投票權股份概約%
AY Capital Holdings 楊受成資本控股	Interest in a controlled corporation 於受控制法團之權益	2,879,521,438 (Note) (附註)	42.72
CDM Trust	Trustee of a private discretionary trust 私人酌情信託之受託人	2,879,521,438 (Note) (附註)	42.72



DIRECTORS' REPORT

董事會報告

Name	Capacity/Nature of interests	Number of Shares interested	Approximate % of issued voting Shares
姓名／名稱	身份／權益性質	持有權益的股份數目	佔已發行有投票權股份概約%
Dr. Yeung Sau Shing ("Dr. Albert Yeung") 楊受成博士(「楊博士」)	Founder of a private discretionary trust 私人酌情信託之創立人	2,879,521,438 (Note) (附註)	42.72
Ms. Luk Siu Man, Semon 陸小曼女士	Interest of spouse 配偶之權益	2,879,521,438 (Note) (附註)	42.72
China Huarong Asset Management Co., Ltd. 中國華融資產管理股份有限公司	Interest in a controlled corporation 於受控制法團之權益	551,522,000	8.18
華融華僑資產管理股份有限公司	Interest in a controlled corporation 於受控制法團之權益	551,522,000	8.18
China Asset Management (Hong Kong) Limited 華夏基金(香港)有限公司	Investment Manager 投資管理人	551,522,000	8.18
Taiping Assets Management (HK) Company Limited 太平資產管理(香港)有限公司	Investment Manager 投資管理人	612,900,000	9.09
Taiping Trustees Limited 太平信託有限公司	Trustee 受託人	612,900,000	9.09

Note: These Shares were the same Shares of which Ms. Daisy Yeung had deemed interest as set out under the section of "Directors' and Chief Executives' Interests in Securities" above.

附註：此等股份為上文「董事及最高行政人員之證券權益」一節中所載楊玳詩女士被視為擁有權益之相同股份。

Save as disclosed above, as at 30 September 2023, the Directors or Chief Executives were not aware of any person or corporation (other than a Director or Chief Executive) who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares as recorded in DI Register.

除上文披露者外，於2023年9月30日，董事或最高行政人員並不知悉任何人士或法團(除董事或最高行政人員外)於任何股份或相關股份中擁有或被視為或當作擁有記錄於權益披露登記冊之任何權益或淡倉。



DIRECTORS' REPORT

董事會報告

Directors' Interests in Competing Business

As at 30 September 2023, none of the Directors or their respective associates was interested in any business which was considered to compete or was likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

Directors' Material Interests in Transactions, Arrangements, Contracts and Connected Transactions

During the Year, the Group had the following transactions with connected persons (as defined in the Listing Rules) of the Company and a Director had material interests, directly or indirectly, in such transactions:

Connected Transaction

1. Connected Transaction – Underwriting Agreement

Date:	29 June 2023
Parties:	(1) Emperor Securities Limited (“ESL”), an indirect wholly-owned subsidiary of the Company (2) New Media Lab Limited (“New Media Lab”), which is indirectly controlled by a private discretionary trust set up by Dr. Albert Yeung (3) Other public offer underwriters and placing underwriters
Nature:	ESL, one of the underwriters, entered into an underwriting agreement with, among others, New Media Lab in relation to underwriting of the shares of New Media Lab that offered for subscription by way of a public offer in Hong Kong and placed to certain professional, institutional and other investors as stated in the prospectus of New Media Lab dated 30 June 2023.
Connected relationship:	The Company and New Media Lab were indirectly controlled by respective private discretionary trusts founded by Dr. Albert Yeung who is the deemed substantial Shareholder. As such, under Chapter 14A of the Listing Rules, New Media Lab was a deemed connected person of the Company.
Announcement:	29 June 2023

董事於競爭業務之權益

於2023年9月30日，概無董事或彼等各自之聯繫人士於被認為與根據上市規則須予披露與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

董事於交易、安排、合約及關連交易中之重大權益

於本年度，本集團與本公司關連人士(定義見上市規則)進行下列交易，一名董事於該等交易中直接或間接擁有重大利益：

關連交易

1. 關連交易—包銷協議

日期：	2023年6月29日
訂約方：	(1) 英皇證券有限公司(「英皇證券」)，本公司之間接全資附屬公司 (2) 新傳企劃有限公司(「新傳企劃」)，其由楊博士成立之私人酌情信託間接控制 (3) 其他公開發售包銷商及配售包銷商
性質：	英皇證券(包銷商之一)與(其中包括)新傳企劃訂立包銷協議，內容有關包銷新傳企劃日期為2023年6月30日之招股章程所述透過於香港以公開發售方式要約認購及配售予若干專業投資者、機構投資者及其他投資者之新傳企劃股份。
關連關係：	本公司及新傳企劃均受楊博士(彼被視為主要股東)創立之各自私人酌情信託間接控制。因此，根據上市規則第14A章，新傳企劃被視為本公司之關連人士。
公告：	2023年6月29日



DIRECTORS' REPORT

董事會報告

Continuing Connected Transactions

1. Continuing Connected Transactions – 2020 Master Leasing Agreement (“2020 MLA”)

Date:	3 December 2020
Parties:	(1) The Company (2) Emperor International
Term:	From 1 April 2021 to 31 March 2024
Nature:	The 2020 MLA sets out the framework of the terms governing all existing and future tenancy/licensing transaction(s) (“Tenancy Transaction(s)”) regarding leasing of certain office properties or other properties (including signage or signboard space) from Emperor International and its subsidiaries (collectively referred to as “Emperor International Group”) with aggregate tenancy annual caps being set for each of the six months ended 30 September 2021, the financial years ended 30 September 2022 and 2023 and the six months ending 31 March 2024.

Pursuant to the 2020 MLA, relevant members of the Group and the relevant members of Emperor International Group may from time to time enter into any definitive leasing agreement(s) in relation to any Tenancy Transactions (“Definitive Leasing Agreement(s)”). The terms of each Definitive Leasing Agreement shall be on normal commercial terms or on terms which are no less favorable to the Group than terms offered by independent third parties. The terms and rental shall be subject to arm’s length negotiation and be determined based on the condition of the properties and with reference to the then prevailing market rents on property(ies) comparable in location, area and permitted use.

持續關連交易

1. 持續關連交易 – 2020年總租賃協議 (“2020年總租賃協議”)

日期:	2020年12月3日
訂約方:	(1) 本公司 (2) 英皇國際
年期:	自2021年4月1日至2024年3月31日
性質:	2020年總租賃協議載列規管自英皇國際及其附屬公司(統稱為「英皇國際集團」)租賃若干辦公室物業或其他物業(包括廣告牌或招牌)之所有現有及未來租賃/授權交易(「租賃交易」)的框架條款,並就截至2021年9月30日止六個月、截至2022年及2023年9月30日止財政年度以及截至2024年3月31日止六個月各期間分別訂立總租賃年度上限。

根據2020年總租賃協議,本集團相關成員與英皇國際集團相關成員可不時就任何租賃交易訂立任何正式租賃協議(「正式租賃協議」)。各正式租賃協議之條款應按一般商業條款或按不遜於獨立第三方給予本集團之條款訂立。條款及租金應經公平磋商協定,並應根據該等物業狀況及參考具有相若位置、面積及許可用途之物業當時市場租金釐定。



DIRECTORS' REPORT

董事會報告

Connected relationship and Director's interests:	As the Company and Emperor International were both indirectly controlled by the respective private discretionary trusts founded by Dr. Albert Yeung, Emperor International was a deemed connected person of the Company under Chapter 14A of the Listing Rules. Ms. Daisy Yeung, a Director, had deemed interest in the transactions by virtue of being one of the eligible beneficiaries of the relevant private discretionary trust controlling Emperor International.	關連關係及董事權益：	由於本公司及英皇國際均由楊博士創立之各私人酌情信託間接控制，根據上市規則第14A章，英皇國際被視為本公司之關連人士。董事楊玳詩女士為控制英皇國際的相關私人酌情信託合資格受益人之一，故被視為於該等交易中擁有權益。
Announcement:	3 December 2020	公告：	2020年12月3日
Aggregate amounts:	For the Year, the aggregate right-of-use amount and rental expense amount paid in respect of the Tenancy Transactions with Emperor International Group (which did not exceed the approved right-of-use annual cap of HK\$33,945,000 and rental expense annual cap of HK\$5,000,000 respectively for the Year) were as follows: Right-of-use – HK\$25,240,000 Rental Expense – HK\$15,000	總額：	於本年度，就與英皇國際集團進行之租賃交易而已付之使用權總額及租賃開支總額(分別未超過本年度之經批准使用權年度上限33,945,000港元及租賃開支年度上限5,000,000港元)如下： 使用權 – 25,240,000港元 租賃開支 – 15,000港元
Remark:	With the upcoming expiration of the 2020 MLA, the Company entered into new master leasing agreement with Emperor International on 23 March 2023.	備註：	由於2020年總租賃協議即將屆滿，本公司已於2023年3月23日與英皇國際訂立新總租賃協議。



DIRECTORS' REPORT

董事會報告

2. Financial Services Agreement with the Listed Members of Emperor Group ("Emperor Group FSA")

Date:	22 June 2021
Parties:	(1) The Company (2) Emperor International, Emperor E Hotel, Emperor W&J, Emperor Culture and Ulferts (collectively "Listed Members of Emperor Group")
Term:	From 1 October 2021 to 30 September 2024
Nature:	Under the Emperor Group FSA, the Group has agreed to provide to the Listed Members of Emperor Group (i) brokerage services for securities, futures and options trading; (ii) wealth management and asset management services; (iii) placing and underwriting services; (iv) financing services including margin loans, IPO loans and terms loans; and (v) financial advisory service on normal commercial terms with reference to the market price no less favourable to the Group than those available to independent third parties.
Connected relationship and Director's interests:	Ms. Daisy Yeung had deemed interest in this agreement by virtue of being one of the eligible beneficiaries of the respective private discretionary trusts controlling the Listed Members of Emperor Group.
Announcement:	22 June 2021
Circular:	31 August 2021
Independent Shareholders' approval:	27 September 2021

2. 與英皇集團上市成員訂立之金融服務協議(「英皇集團金融服務協議」)

日期:	2021年6月22日
訂約方:	(1) 本公司 (2) 英皇國際、英皇娛樂酒店、英皇鐘錶珠寶、英皇文化產業及歐化(統稱「英皇集團上市成員」)
年期:	自2021年10月1日起至2024年9月30日
性質:	根據英皇集團金融服務協議，本集團同意按一般商業條款及參考不遜於本集團向獨立第三方提供的市價向英皇集團上市成員提供(i)證券、期貨及期權買賣之經紀服務；(ii)財富管理及資產管理服務；(iii)配售及包銷服務；(iv)融資服務，包括孖展貸款、首次公開發售貸款及定期貸款；及(v)金融諮詢服務。
關連關係及董事權益:	楊玳詩女士為控制英皇集團上市成員各自的私人酌情信託下之合資格受益人之一，故被視為於是項協議中擁有權益。
公告:	2021年6月22日
通函:	2021年8月31日
獨立股東批准:	2021年9月27日



DIRECTORS' REPORT

董事會報告

Aggregate Amount:
總額：

Nature of transaction
交易性質

Amount for
the Year
本年度之金額

HK\$'000
千港元

(a)	Commission, brokerage and fees and interest income from the Listed Members of Emperor Group 向英皇集團上市成員收取之佣金、經紀費及費用以及利息收入	-
(b)	Maximum margin loan amount to the Listed Members of Emperor Group* 向英皇集團上市成員提供之孖展貸款最高金額*	-
(c)	Maximum IPO loan amount to the Listed Members of Emperor Group* 向英皇集團上市成員提供之首次公開發售貸款最高金額*	-
(d)	Maximum term loan amount to the Listed Members of Emperor Group* 向英皇集團上市成員提供之定期貸款最高金額*	-
(e)	Financial advisory fee from the Listed Members of Emperor Group 向英皇集團上市成員收取之金融諮詢費	3,445

* The maximum amount granted during the Year
於本年度授出的最高金額

Remark:
備註：

With the upcoming expiration of the Emperor Group FSA, the Company entered into new financial services agreement with the Listed Members of Emperor Group (including New Media Lab which has been a listed company since 17 July 2023) on 1 December 2023.

由於英皇集團金融服務協議即將屆滿，本公司已於2023年12月1日與英皇集團上市成員(包括新傳企劃，其自2023年7月17日起成為上市公司)訂立新金融服務協議。



DIRECTORS' REPORT

董事會報告

3. Financial Services Agreement with Ms. Daisy Yeung for the Yeung Family ("Yeung FSA")

Date:	22 June 2021
Parties:	(1) The Company (2) Ms. Daisy Yeung
Term:	From 1 October 2021 to 30 September 2024
Nature:	Under the Yeung FSA, the Group has agreed to provide to members of the Yeung Family (i.e. Ms. Daisy Yeung and her associates but excluding the Listed Members of Emperor Group) (i) brokerage services for securities, futures and options trading; (ii) wealth management and asset management services; (iii) financing services including margin loans, IPO loans and term loans; and (iv) financial advisory services. The Group has also agreed to pay commission and fee to the Yeung Family, including (1) the commission and fee for their acting as placees or underwriters for the securities of the Company or for the securities underwritten or placed by the Group; and (2) referral fee for introducing clients to the Group relating to the Group's business. The terms are on normal commercial terms with reference to the market price no less favourable to the Group than those available to independent third parties.
Connected relationship and Director's interests:	Ms. Daisy Yeung had deemed interest in this agreement by virtue of being one of the members of the Yeung Family.
Announcement:	22 June 2021
Circular:	31 August 2021
Independent Shareholders' approval:	27 September 2021

3. 與楊玳詩女士就楊氏家族訂立之金融服務協議(「楊氏金融服務協議」)

日期:	2021年6月22日
訂約方:	(1) 本公司 (2) 楊玳詩女士
年期:	自2021年10月1日起至2024年9月30日
性質:	根據楊氏金融服務協議，本集團同意向楊氏家族成員(即楊玳詩女士及其聯繫人士，但不包括英皇集團上市成員)提供(i)證券、期貨及期權買賣經紀服務；(ii)財富管理及資產管理服務；(iii)融資服務，包括孖展貸款、首次公開發售貸款及定期貸款；及(iv)金融諮詢服務。本集團亦同意向楊氏家族支付佣金及費用，包括(1)就其擔任本公司的證券或由本集團所包銷或配售的證券之承配人或包銷商之佣金及費用；及(2)就其為本集團之業務向本集團介紹客戶而支付之轉介費用。該等條款乃按一般商業條款訂立，並參考不遜於本集團向獨立第三方提供的市價。
關連關係及董事權益:	楊玳詩女士為楊氏家族成員之一，故被視為是項協議中擁有權益。
公告:	2021年6月22日
通函:	2021年8月31日
獨立股東批准:	2021年9月27日



DIRECTORS' REPORT

董事會報告

Aggregate Amount:
總額：

Nature of transaction
交易性質

Amount for
the Year
本年度之金額
HK\$'000
千港元

(a)	Commission, brokerage, fees and interest income from the Yeung Family 向楊氏家族收取之佣金、經紀費、費用及利息收入	3,258
(b)	Maximum margin loan amount to the Yeung Family* 向楊氏家族提供之孖展貸款最高金額*	30,597
(c)	Maximum IPO loan amount to the Yeung Family* 向楊氏家族提供之首次公開發售貸款最高金額*	–
(d)	Maximum term loan amount to the Yeung Family* 向楊氏家族提供之定期貸款最高金額*	–
(e)	Financial advisory fee from the Yeung Family 向楊氏家族收取之金融諮詢費	1,190
(f)	Commission and fee to the Yeung Family for their services being provided to the Group 楊氏家族向本集團收取就提供服務之佣金及費用	–

* The maximum amount granted during the Year
於本年度授出的最高金額

- Remarks:
備註：
1. With the upcoming expiration of the Yeung FSA, the Company entered into new financial services agreement with Ms. Daisy Yeung on 1 December 2023.
由於楊氏金融服務協議即將屆滿，本公司已於2023年12月1日與楊玳詩女士訂立新金融服務協議。
 2. The above aggregate amounts did not exceed the approved annual caps under the Emperor Group FSA and the Yeung FSA respectively as disclosed in the announcement of the Company dated 22 June 2021.
上述總額沒有超過本公司日期為2021年6月22日公告所披露之英皇集團金融服務協議及楊氏金融服務協議各自項下之批准年度上限。



DIRECTORS' REPORT

董事會報告

Compliance with Disclosure Requirements

Regarding the related party transactions as set out in note 33 to the consolidated financial statements, the transactions as shown in items i, iii to iv, viii and ix are non-exempt continuing connected transactions (“CCTs”) of the Company and the Company has complied with the relevant disclosure requirements under Chapter 14A of the Listing Rules. All other transactions as shown in the said note are connected transactions exempted from all disclosure requirements under Chapter 14A of the Listing Rules.

Independent Auditor’s Letter on Non-exempt CCTs

The Company’s independent auditor was engaged to report on the non-exempt CCTs of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 (Revised) “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” (“Auditor’s Letter”) issued by the Hong Kong Institute of Certified Public Accountants.

The independent auditor issued an unqualified conclusions in respect of the non-exempt CCTs of the Group as set out from pages 25 to 30 of this annual report in accordance with Rule 14A.56 of the Listing Rules.

Confirmation of Independent Non-executive Directors on Non-exempt CCTs

Pursuant to Rule 14A.55 of the Listing Rules, the INEDs had reviewed the non-exempt CCTs and the Auditor’s Letter and confirmed that these transactions had been entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better (as the case may be); and
- (iii) according to the respective agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Save as disclosed above, there was no other transaction, arrangement or contract which was significant in relation to the Group’s business to which the Company or any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

遵守披露規定

就綜合財務報表附註33所載之關連人士交易而言，第i項、第iii項至第iv項、第viii項及第ix項所示之交易均為本公司非豁免之持續關連交易（「持續關連交易」），而本公司已根據上市規則第14A章遵守相關披露規定。上述附註所示之所有其他交易均為豁免遵守上市規則第14A章項下所有披露規定之關連交易。

有關非豁免持續關連交易之獨立核數師函件

本公司獨立核數師已獲委聘按照香港會計師公會頒佈之香港鑒證業務準則第3000號（經修訂）下之「非審核或審閱過往財務資料之鑒證工作」，並參照實務說明第740號（經修訂）「關於香港上市規則所述持續關連交易的核數師函件」就本集團之非豁免持續關連交易作出報告（「核數師函件」）。

根據上市規則第14A.56條，獨立核數師已就本年報第25至第30頁所載本集團非豁免持續關連交易發出無保留意見函件。

獨立非執行董事就非豁免持續關連交易之確認

根據上市規則第14A.55條，獨立非執行董事已審閱非豁免持續關連交易及核數師函件，並確認該等交易乃由本集團：

- (i) 於本集團之日常及一般業務過程中訂立；
- (ii) 按照一般或更佳（視情況而定）商業條款進行；及
- (iii) 根據各自的協議進行，條款公平合理，並符合股東的整體利益。

除上文所披露者外，於本年度末或本年度任何時間並無存續由本公司或其任何控股公司、附屬公司或同系附屬公司參與訂立並對本集團業務而言屬重大而董事或其關連實體於當中擁有重大權益（無論直接或間接）之任何其他重大交易、安排或合約。



DIRECTORS' REPORT

董事會報告

Emolument Policy

The emoluments of the Directors shall be decided by the Board as recommended by the Remuneration Committee having regard to a written remuneration policy (which ensures a clear link of business strategy and a close alignment with the Shareholders' interest and current market best practice). Remuneration should be paid with reference to the Board's corporate goals and objectives, the salaries paid by comparable companies, time commitment and responsibilities of the executive and non-executive Directors, internal equity of employment conditions across the Group and applicability of performance-based remuneration. The Directors' fees are paid fees in line with market practice. No individual should determine his/her own remuneration.

Employee's remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay levels. Remuneration package includes, as the case may be, basic salaries, Directors' fees, housing allowances, contribution to pension schemes, discretionary bonus relating to financial performance of the Group and individual performance, ad hoc rewards, share options and other competitive fringe benefits such as medical and life insurances. Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 11 and 12 to the consolidated financial statements respectively.

Sufficiency of Public Float

Based on the information publicly available to the Company and within the knowledge of the Directors, as at the latest practicable date prior to the issue of this annual report, there was sufficient public float of at least 25% of the Company's issued Shares as required under the Listing Rules.

Independent Auditor

Messrs. Deloitte Touche Tohmatsu will retire and, being eligible, offer itself for re-appointment at the 2024 AGM. A resolution for its re-appointment as independent auditor of the Company will be proposed thereat.

On behalf of the Board

Daisy Yeung
Chairperson

Hong Kong
19 December 2023

薪酬政策

董事薪酬須由董事會根據薪酬委員會參照書面薪酬政策(以確保與業務策略有清晰聯繫,並密切符合股東之權益及現行市場最佳常規)向其提供的推薦意見釐定。薪酬乃參考董事會企業目標及目的、可資比較公司支付的薪金、執行及非執行董事的時間投入及職責、本集團內部一貫的僱傭條件及與表現掛鈎的薪酬之適用性而支付。董事袍金則以符合市場常規而支付。概無個別人士可釐定其本身之薪酬。

僱員薪酬乃根據個別職責、能力及技能、經驗及表現以及市場薪酬水平釐定。薪酬組合包括(視情況而定)基本薪金、董事袍金、住房津貼、退休金計劃供款、與本集團財務表現及個人表現掛鈎之酌情花紅、特別獎勵、購股權及其他具有競爭力之額外福利(如醫療及人壽保險)。董事及本集團五名最高薪酬人士之薪酬詳情載於綜合財務報表附註11及12。

足夠之公眾持股量

根據本公司可得之公開資料及據董事所知,於刊發本年報前之最後實際可行日期,本公司已發行股份維持上市規則所規定至少25%之足夠公眾持股量。

獨立核數師

德勤·關黃陳方會計師行將於2024年股東週年大會上退任並符合資格願意於會上獲續聘。一項重新委聘其為本公司獨立核數師之決議案將於會上提呈。

代表董事會

主席
楊玳詩

香港
2023年12月19日



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is committed to maintaining a high standard of corporate governance for the Company so as to ensure “Accountability, Responsibility and Transparency” towards Shareholders, investors, employees as well as other stakeholders of the Company.

The Directors have adopted various policies to ensure compliance with the code provisions of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Listing Rules so as to having effective application of the principles of good corporate governance. During the Year, the Company complied with the code provisions of the CG Code except with the deviation from code provision C.2.1 which requires the roles of chairman and chief executive officer should be separate and not be performed by the same individual, details of which are set out in the paragraph headed “Chairperson and Chief Executive Officer”.

Corporate Culture and Strategy

The Company is committed to cultivating a corporate culture, focusing on four pillars, namely customer centricity, excellence in products and services, people first and positivity, which is underpinned by its purpose and values that enable employees at all levels of the Group to thrive and meet their full potentials by acting in a lawful, ethical and responsible manner that allows the Company to deliver sustainable long-term performance and operate in a way that benefits society and the environment.

The Company’s purpose and values serve as a guide for employees’ conduct and behaviours, ensuring that they are integrated throughout the Company’s operational practices, workplace policies and practices and stakeholder relationships:



Purpose 宗旨

To engage and delight our stakeholders for success
關注及取悅持份者，築就成功

董事會致力為本公司維持高水平之企業管治，以確保為股東、本公司投資者、僱員及其他持份者提供「問責、負責及具透明度」之制度。

董事會已採納多項政策，以確保遵守上市規則附錄十四所載之企業管治守則（「企業管治守則」）之守則條文，從而有效應用良好企業管治之原則。於本年度內，本公司已遵守企業管治守則之守則條文，惟偏離守則條文第C.2.1條，即規定主席及行政總裁之角色應有區分且不應由一人同時兼任，詳情載於「主席及行政總裁」一段。

企業文化及戰略

本公司致力於培養企業文化，立足於以客為先、優質產品服務、以人為本、積極向上四項支柱，該等支柱以本公司之宗旨及價值觀為基礎，而後者可令本集團各層級僱員通過守法、合乎道德、負責任地行事實現成長，充分發揮潛能，從而使本公司能夠提供可持續的長期業績，並以有益於社會、環境的方式運營。

本公司之宗旨及價值觀為員工的操守及行為提供指引，確保其貫穿於本公司經營實務、工作場所政策和常規以及利益持份者關係中：



Emperor’s Values 英皇價值觀

- E thical 合乎道德
- M otivation 積極上進
- P ursuit of Integrity 誠實守信
- E xcellence 追求卓越
- R esourceful 靈活應變
- O penness 開誠佈公
- R esponsible 富有責任



CORPORATE GOVERNANCE REPORT

企業管治報告

The management is responsible for setting the tone and shaping the corporate culture of the Company, as well as defining the purpose, values and strategic direction of the Group, which are under review by the Board. Taking into account the corporate culture is reflected in various contexts, such as workforce engagement, employee retention and training, legal and regulatory compliance, staff safety, wellbeing and support, the culture, purpose, values and strategy of the Group are aligned with one another.

The Board

The Company is headed by the Board which is responsible for the leadership, control and promotion of the success of the Group in the interests of the Shareholders by directing and supervising its affairs and by formulating strategic directions and monitoring the financial and management performance of the Group.

Board Composition and Diversity

The Board currently comprises six Directors, with three Executive Directors and three INEDs. Names and other biographical details of the members of the Board are set out on pages 14 to 16 of this annual report under the “Biographies of Directors and Senior Management” section. All of them possess the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group.

To ensure independent views and input are available to the Board, the following mechanisms were established:

- sufficient number of INEDs in a total of three, representing more than one-third of the Board;
- no INED has served the Board for more than 9 years; and
- annual meeting between the Chairperson and all INEDs without presence of other Directors provides an effective platform for the Chairperson to listen to independent views on various issues concerning the Group.

During the Year, the Board reviewed the implementation of these mechanisms and determined that they remain effective.

管理層負責為本公司訂立基調及創立企業文化，界定本集團的宗旨、價值觀及戰略方向，並由董事會審閱。考慮到企業文化體現於各類環境，如勞動力參與、員工挽留和培訓、法律及監管合規、員工安全、福利與支持，本集團的文化、宗旨、價值觀及戰略均保持一致。

董事會

本公司以董事會為首。董事會負責領導及監控本集團，並透過指導及監督本集團事務與制定策略方向及監察本集團之財務及管理表現，致力促使本集團之成功及符合股東之利益。

董事會組成及多元化

董事會目前由六名董事（三名執行董事及三名獨立非執行董事）組成。董事會成員的姓名及其他履歷詳情載於本年報第14頁至16頁「董事及高級管理層之履歷」一節。彼等均擁有於相同行業或與本集團業務管理相關之技能、經驗及專業知識。

為確保董事會獲得獨立意見和信息，本公司設立以下機制：

- 有足夠的獨立非執行董事，共三名，佔董事會三分之一以上之成員；
- 概無獨立非執行董事在董事會任職超過9年；及
- 主席與全體獨立非執行董事每年在無其他董事出席的情況下舉行會議，為主席提供了一個有效的平台，以聽取有關本集團各項事宜的獨立意見。

於本年度，董事會已檢討該等機制的執行情況，並確定其仍然有效。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Company also adopted the Board Diversity Policy setting out the approach to achieve a diverse Board with a balance of skills, experience and diversity of perspectives to the business nature of the Company. In designing the Board's composition, Board diversity has been considered from a wide range of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time. The merits and contribution that will bring to the Board for any Director proposed for re-election or any candidate nominated to be Director will also be assessed, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

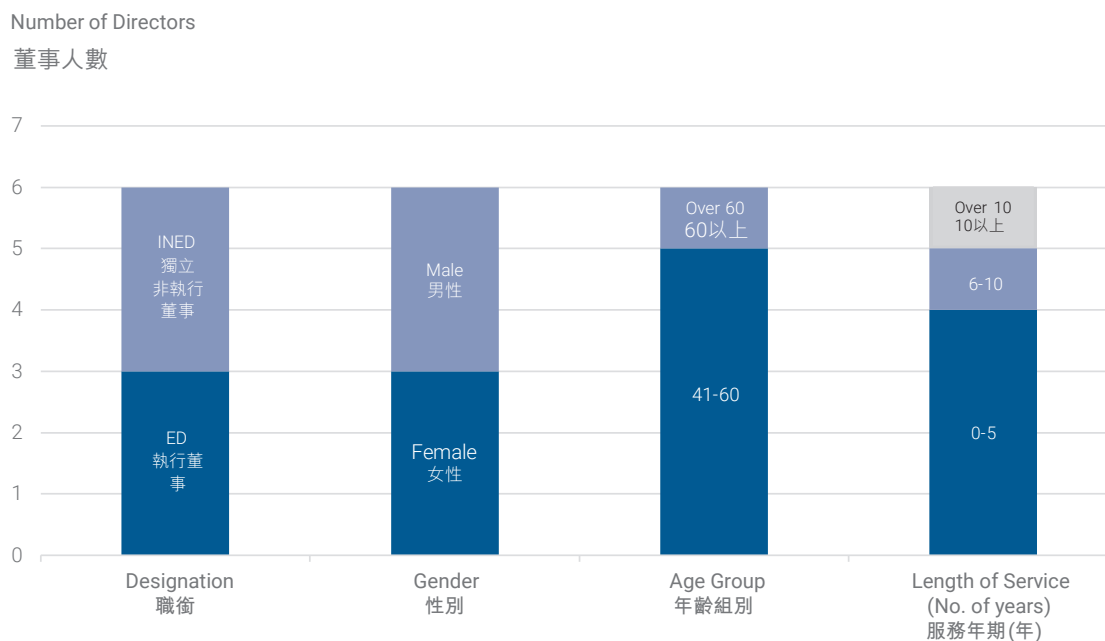
The current Board composition reflects a diverse mix of educational background, professional knowledge, industry experience and length of service. The diversity mix of the Board as at 30 September 2023 is summarized as follows:

(i) Board Composition, Gender Distribution, Age Distribution and Length of Service

本公司亦已採納董事會成員多元化政策，載列實現董事會多元化的方式，以根據本公司業務性質而具備適當所需技能、經驗及多樣的觀點。在設定董事會組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，以及董事會可能不時認為相關及適用的任何其他因素。本公司亦會考慮本公司的未來企業策略及所需的技能、知識、經驗及多元化組合，以評估建議重選的任何董事或任何獲提名為董事的候選人將為董事會帶來之價值及貢獻。

目前的董事會組成反映了教育背景、專業知識、行業經驗及服務年期的多元化組合。截至2023年9月30日，董事會的多元化組合概述如下：

(i) 董事會組成、性別分布、年齡分布及服務年期



CORPORATE GOVERNANCE REPORT

企業管治報告

(ii) Directors' Skills and Experience

(ii) 董事技能及經驗

Areas of Experience	經驗領域	Number of Directors 董事數量	Share of the Board 佔董事會比例
Related Industry Knowledge/Experience	相關行業知識／經驗	4	67%
Business Management	商業管理	3	50%
Legal/Regulatory	法律／監管	2	33%
Financial & Accounting	財務&會計	4	67%
Strategic Planning & Risk Management	戰略規劃&風險管理	6	100%

The Board's gender diversity level is relatively high compared to other companies listed on the Stock Exchange, with three female directors out of six (50%). During the Year, the Nomination Committee recommended and the Board approved a target of having no less than 25% female directors on the Board. The Nomination Committee was of the view that the current gender diversity of the Board was appropriate, balanced and exceeding the target set. Therefore, no timeline or plan was proposed for further enhancing the gender diversity target of the Board for the time being. The Nomination Committee will continue reviewing the composition of the Board to maintain diversity.

As at 30 September 2023, our total workforce comprised of 45% female and 55% male, whereas senior management comprised of 44% female and 56% male. The current gender diversity of workforce was appropriate taking into account the business models and operational needs.

The term of appointment of the INEDs is subject to retirement by rotation and re-election provisions under the Bye-laws of the Company and the Listing Rules. The INEDs had provided their confirmation of independence to the Company. Based on the annual review conducted by the Nomination Committee, the Board considered each of them to be independent with reference to the factors as set out in Rule 3.13 of the Listing Rules.

與在聯交所上市的其他公司相比，董事會的性別多元化水平相對較高，六名董事中有三名女性(50%)。於本年度，提名委員會建議且董事會批准了董事會女性董事不少於25%的目標。提名委員會認為，董事會目前的性別多元化屬適當、平衡，並超過了所設定的目標。因此，目前沒有提議進一步加強董事會性別多元化目標的時間表或計劃。提名委員會將繼續檢討董事會組成，以維持多元化。

於2023年9月30日，我們的員工總數中，女性佔45%，男性佔55%，而高級管理層中，女性佔44%，男性佔56%。考慮到業務模式及業務需求，目前員工隊伍的性別多元化屬恰當。

獨立非執行董事的任期須受本公司之公司細則及上市規則有關輪值退任及重選的條文所規限。獨立非執行董事已向本公司提供其獨立性確認。基於提名委員會進行之年度審閱，董事會認為在參照上市規則第3.13條所載之因素後，各獨立非執行董事屬獨立人士。



CORPORATE GOVERNANCE REPORT

企業管治報告

Board Process

Besides regular Board meetings are held during the Year, additional Board meetings, or meetings of Board committees established by the Board to consider specific matters, were convened, when necessary.

The attendance of Directors at the meetings during the Year is set out below:

董事會程序

除於本年度舉行的定期董事會會議外，如必要，亦會另行召開董事會會議或董事會為審議特定事項而成立的董事會委員會會議。

各董事於本年度出席會議之情況載列如下：

Name of Directors 董事姓名	No. of meetings attended/held 出席會議／舉行會議次數						
	Board 董事會	Audit Committee 審核 委員會	Remuneration Committee 薪酬 委員會	Nomination Committee 提名 委員會	Corporate Governance Committee 企業管治 委員會	Executive Committee 執行 委員會	General Meeting 股東大會
Executive Directors 執行董事							
Ms. Daisy Yeung 楊玳詩女士	6/6 (C)	-	-	2/2	-	9/9 (C)	1/1
Mr. Wong Chi Fai (Note 1) 黃志輝先生(附註1)	6/6	-	1/1	-	-	8/8	1/1
Ms. Fan Man Seung, Vanessa (Note 2) 范敏嫦女士(附註2)	6/6	-	-	-	- (C)	8/8	1/1
Ms. Choi Suk Hing, Louisa (Note 3) 蔡淑卿女士(附註3)	1/1	-	-	-	1/1 (C)	3/3	-
Independent Non-executive Directors 獨立非執行董事							
Ms. Wan Choi Ha 溫彩霞女士	6/6	3/3	-	2/2 (C)	1/1	-	1/1
Mr. Wong Tak Ming, Gary 黃德明先生	6/6	3/3	1/1 (C)	2/2	-	-	1/1
Mr. Yu King Tin (Note 4) 余擎天先生(附註4)	4/4	2/2 (C)	-	-	-	-	-
Mr. Poon Yan Wai (Note 5) 潘仁偉先生(附註5)	2/2	1/1 (C)	1/1	-	1/1	-	1/1
Total number of meeting(s) held: 舉行會議之總數：	6	3	1	2	1	9	1

C: Chairperson/Chairman of the Board/Committee

C：董事會／委員會主席



CORPORATE GOVERNANCE REPORT

企業管治報告

Notes:

1. Mr. Wong Chi Fai was appointed as Director, member of the Executive Committee and the Remuneration Committee on 1 December 2022.
2. Ms. Fan Man Seung, Vanessa was appointed as Director and member of the Executive Committee on 1 December 2022, and as Chairperson of the Corporate Governance Committee on 1 January 2023.
3. Ms. Choi Suk Hing retired as Director on 1 January 2023 and automatically ceased to act as the Chairperson of the Corporate Governance Committee and member of the Executive Committee on the same day.
4. Mr. Yu King Tin was elected as Director at the 2023 AGM and was appointed as the Chairman of the Audit Committee as well as member of the Remuneration Committee and the Corporate Governance Committee on the same day.
5. Mr. Poon Yan Wai retired as Director at the 2023 AGM and automatically ceased to act as the Chairman of the Audit Committee, member of the Remuneration Committee and the Corporate Governance Committee on the same day.

During the Year, the Chairperson held a meeting with INEDs without the presence of Executive Directors in compliance with code provision C.2.7 of the CG Code.

The Company has received confirmation from each Director that he/she has given sufficient time and attention to the affairs of the Company during the Year. Directors have also disclosed to the Company the changes, if any, in the number and nature of offices they held in public companies or organizations and other significant commitment, including the identity of the public companies or organizations and an indication of the time involved.

Chairman and Chief Executive Officer

According to code provision C.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Ms. Daisy Yeung serves as the Chairperson of the Board as well as the Chief Executive Officer of the Group. Ms. Daisy Yeung has extensive management experience in financial industry. The Board considers that the combination of the roles of Chairperson and Chief Executive Officer can promote the efficient formulation and implementation of the Company's strategies to grasp business opportunities efficiently and effectively. The Board believes that the balance of power and authority of the Board is adequately ensured by the current Board which comprises experienced and high calibre individuals, with half of them being INEDs, and the independent mechanism.

附註：

1. 黃志輝先生於2022年12月1日獲委任為董事、執行委員會及薪酬委員會成員。
2. 范敏嫦女士於2022年12月1日獲委任為董事及執行委員會成員，並於2023年1月1日獲委任為企業管治委員會主席。
3. 蔡淑卿女士於2023年1月1日退任董事，並於該日自動不再擔任企業管治委員會主席及執行委員會成員。
4. 余擎天先生於2023年股東週年大會上獲選為董事，並於同日獲委任為審核委員會主席以及薪酬委員會及企業管治委員會成員。
5. 潘仁偉先生於2023年股東週年大會退任董事，並於同日自動不再擔任審核委員會主席、薪酬委員會及企業管治委員會成員。

於本年度，根據企業管治守則之守則條文第C.2.7條，主席已與獨立非執行董事在執行董事未出席之情況下召開會議。

本公司已接獲各董事的確認，確認有關其於本年度已投入足夠時間和充分關注本公司事務。董事已向本公司披露彼等於公眾公司或機構擔任職務的數目及性質以及其他重大承擔的變更(如有)，包括公眾公司或組織的名稱及顯示其擔任有關職務所涉及的時間。

主席及行政總裁

根據守則條文第C.2.1條，主席及行政總裁的角色應有區分，並不應由一人同時兼任。楊玳詩女士擔任董事會主席及本集團行政總裁。楊玳詩女士在金融行業擁有豐富的管理經驗。董事會認為，由同一人兼任主席及行政總裁可促進本公司策略有效制定及執行，高效及有效把握商機。董事會認為，現時之董事會由經驗豐富及具有才幹的人士組成，其半數董事為獨立非執行董事，並設有獨立機制，足以確保董事會權力及授權分佈均衡。



CORPORATE GOVERNANCE REPORT

企業管治報告

Board Proceedings

Ms. Daisy Yeung sets the agenda for the Board and ensures that members of the Board receive accurate, timely and clear information, and that matters to be taken into consideration are given their due weight, so that sound decisions can be made. With the assistance of the Company Secretary, the Chairperson ensures that the Board properly exercises its powers, holds its meetings and implements procedures in compliance with all rules and requirements, and full and proper records are maintained.

If a Director has conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. That Director will abstain from voting on the relevant Board resolution and he/she shall not be counted in the quorum present at the Board meeting.

Procedures are also put in place for each Director to have access to supporting papers and relevant information for each scheduled meeting. All Directors also have access to the services of the Company Secretary and her team, and may take independent professional advice upon request, at the Company's expense.

Induction and Training for Directors

The Company provides Directors with regular updates on changes to and developments of the Group's business, and on the latest developments in the laws, rules and regulations relating to Directors' duties and responsibilities to help them make informed decisions and discharge their duties and responsibilities as Directors. Such materials will also be provided to newly appointed Directors shortly upon their appointment as Directors.

董事會程序

楊玳詩女士為董事會制定議程，確保董事會成員獲得準確、適時及清晰的資訊，並確保將考慮的事項得到應有重視，以便作出明智決定。在公司秘書的協助下，主席確保董事會按照所有規則及規定適當行使其權力、舉行會議及實施程序，並保存完整及適當記錄。

若任何董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則該事項將以召開董事會實體會議而非以書面決議案方式處理，而該董事將就相關董事會決議案放棄投票，且不會計入出席該董事會會議之法定人數內。

本公司亦已為各董事就每個既定會議獲得輔助文件及相關資料建立程序。全體董事亦能獲得公司秘書及其團隊的協助，以及可提出要求尋求獨立專業的意見，有關費用由本公司承擔。

董事入職及培訓

本公司定期向董事提供有關本集團業務變動及發展的最新資訊，以及有關董事職務及責任的法律、規則及條例的最新發展，以協助彼等作出知情決定及履行其作為董事的職務及責任。本公司亦將於新任命董事獲委任為董事後不久即向彼等提供該等資料。



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During the Year, each Director participated in continuous professional development by attending seminars/workshops/reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company:

於本年度，各董事通過參加以下主題的培訓會／研討會／閱讀資料參與持續專業發展，以發展和更新其知識和技能，彼等已向本公司提供培訓記錄：

Name of Directors

董事姓名

Ms. Daisy Yeung
楊玳詩女士

Mr. Wong Chi Fai (*appointed on 1 December 2022*)
黃志輝先生 (於2022年12月1日獲委任)

Ms. Fan Man Seung, Vanessa (*appointed on 1 December 2022*)
范敏嫦女士 (於2022年12月1日獲委任)

Ms. Choi Suk Hing, Louisa (*retired on 1 January 2023*)
蔡淑卿女士 (於2023年1月1日退任)

Ms. Wan Choi Ha
溫彩霞女士

Mr. Wong Tak Ming, Gary
黃德明先生

Mr. Yu King Tin (*appointed on 28 February 2023*)
余擎天先生 (於2023年2月28日獲委任)

Mr. Poon Yan Wai (*retired on 28 February 2023*)
潘仁偉先生 (於2023年2月28日退任)

Topics on training covered

培訓所涵蓋的主題

- (1) corporate governance
企業管治
- (2) finance
金融
- (3) Industry specific
行業相關
- (4) regulatory
監管



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Board Committees

To assist the Board in execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to the Executive Committee, Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee.

Clear written terms of reference of all the Board Committees are given to the respective members of these Committees.

1. **Executive Committee (set up on 18 November 2014)**

The Executive Committee consists of all the Executive Directors, namely Ms. Daisy Yeung (Chairperson of the Committee), Mr. Wong Chi Fai and Ms. Fan Man Seung, Vanessa. It has all powers and authorities of the Board except the following major matters as set out in a "Formal Schedule on matters reserved for and delegated by the Board":

- determining the Group's objectives and strategies;
- approving annual and interim results and financial reporting;
- declaring or recommending payment of dividends or other distributions;
- approving major changes that require notification by announcement under the Listing Rules;
- approving publication of announcements for notifiable transactions (except for discloseable transactions in relation to lease transactions recognizing the right-of-use asset according to HKFRS 16 "Leases") under the Listing Rules;
- approving non-exempt connected transactions/non-exempt continuing connected transactions (other than those transactions took place from time to time under the master agreement(s) previously approved by the Board/Shareholders (as the case may be)) under the Listing Rules; and
- approving major capital restructuring and issue of new securities of the Company.

董事委員會

為協助董事會履行其職責及促進有效管理，董事會若干職能已由董事會委派予執行委員會、審核委員會、薪酬委員會、提名委員會及企業管治委員會。

所有董事委員會之清晰書面職權範圍已提供予此等委員會之各自成員。

1. **執行委員會(於2014年11月18日成立)**

執行委員會由全體執行董事組成，即楊玳詩女士(委員會主席)、黃志輝先生及范敏嫦女士。除「需要董事會決定及由董事會授權之事項之正式預定計劃表」所載下列重大事項外，執行委員會擁有董事會的所有權力和權限：

- 釐定本集團之目標及策略；
- 批准年度及中期業績以及財務報告；
- 宣派或建議派付股息或其他分派；
- 批准根據上市規則須以公告形式作出通知之重大變動；
- 批准根據上市規則刊發有關須予公佈交易之公告(根據香港財務報告準則第16號「租賃」就有關租賃交易確認為使用權資產而須予披露之交易除外)；
- 批准上市規則項下之非豁免關連交易／非豁免持續關連交易(根據已由董事會／股東(視情況而定)先前已批准之總協議不時進行之交易除外)；及
- 批准本公司之重大資本重組及新證券發行。



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2. **Audit Committee (set up on 1 March 2007)**

The Audit Committee consists of three INEDs, namely Mr. Yu King Tin (Chairman of the Committee), Ms. Wan Choi Ha and Mr. Wong Tak Ming, Gary.

The major roles and functions of the Audit Committee are set out in its terms of reference which include duties specified in the CG Code and are posted on the websites of the Stock Exchange and the Company.

A summary of the work performed by the Audit Committee during the Year is set out as follows:

- i. reviewed with the management/finance personnel and/or the external auditor the effectiveness of audit process and the accounting principles and practices adopted by the Group, and the accuracy and fairness of the annual consolidated financial statements for the financial year ended 30 September 2022 ("Previous Year") and the interim consolidated financial statements for the six months ended 31 March 2023;
- ii. reviewed with the senior management and finance personnel the effectiveness of the risk management and internal control systems of the Group during the Previous Year;
- iii. performed annual review of the non-exempt continuing connected transactions of the Group for the Previous Year;
- iv. recommended to the Board on the re-appointment of independent auditor at the 2023 AGM;
- v. reviewed the audit fees and the fees for non-audit services payable to the independent auditor;
- vi. approved the audit plan for the Year, reviewed the independence of independent auditor and approved its engagement;
- vii. reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions as well as those relating to the Company's environmental, social and governance ("ESG") performance and reporting; and
- viii. reviewed and recommended to the Board on the adoption of new anti-corruption policy and procedures and the revised whistle-blowing policy and reporting procedures for the Company.

2. **審核委員會(於2007年3月1日成立)**

審核委員會由三名獨立非執行董事組成，即余擎天先生(委員會主席)、溫彩霞女士及黃德明先生。

審核委員會的主要角色及職能載於其職權範圍，其中包括企業管治守則訂明的職責，並已登載於聯交所及本公司網站。

審核委員會於本年度內所履行之工作概要載列如下：

- i. 與管理層／財務人員及／或外聘核數師審閱本集團所採納之審核程序以及會計準則及實務之成效，以及截至2022年9月30日止財政年度(「上年度」)之年度綜合財務報表及截至2023年3月31日止六個月之中期綜合財務報表之準確性及公平性；
- ii. 與高級管理層及財務人員檢討上年度本集團風險管理及內部監控系統之成效；
- iii. 對本集團於上年度之非豁免持續關連交易進行年度審閱；
- iv. 就於2023年股東週年大會上續聘獨立核數師向董事會提出建議；
- v. 審閱應付予獨立核數師之核數費用及非核數服務費用；
- vi. 批准本年度審核計劃，檢討獨立核數師的獨立性及批准其委聘；
- vii. 審閱本集團會計、內部審核及財務申報職能以及與本公司環境、社會及管治(「環境、社會及管治」)表現及報告有關的資源、員工資歷及經驗、培訓計劃及預算的充足性；及
- viii. 檢討並向董事會建議採納本公司新反貪污政策及程序以及經修訂之舉報制度及報告程序。



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3. Remuneration Committee (set up on 1 March 2007)

The Remuneration Committee consists of three members, namely Mr. Wong Tak Ming, Gary (Chairman of the Committee) and Mr. Yu King Tin, both being INEDs, and Mr. Wong Chi Fai, being an Executive Director.

The major roles and functions of the Remuneration Committee are set out in its terms of reference which include duties specified in the CG Code and are posted on the websites of the Stock Exchange and the Company.

A summary of the work performed by the Remuneration Committee during the Year is set out as follows:

- i. reviewed the Directors' fee and made recommendation to the Board for approval;
- ii. reviewed the current remuneration structure/package of the Executive Directors and senior management and recommended the Board to approve their specific packages;
- iii. reviewed the remuneration package of newly appointed Chairperson of the Board and made recommendation to the Board for approval; and
- iv. reviewed the terms of reference of the Remuneration Committee and made recommendation to the Board for approval.

Before recommendation to the Board, the Remuneration Committee has reviewed and assessed the remuneration package of the Directors with reference to the Group's operating results, duties and level of responsibility of the Directors and the prevailing market conditions. Details of the remuneration of each of the Directors for the Year are set out in note 11 to the consolidated financial statements.

4. Nomination Committee (set up on 28 March 2012)

The Nomination Committee consists of three members, namely Ms. Wan Choi Ha (Chairperson of the Committee) and Mr. Wong Tak Ming, Gary, both being INEDs, and Ms. Daisy Yeung, being an Executive Director.

The major roles and functions of the Nomination Committee are set out in its terms of reference which include duties specified in the CG Code and are posted on the websites of the Stock Exchange and the Company.

The Nomination Committee is responsible for formulating policy and making recommendations to the Board on nomination, appointment and re-appointment of Directors, and Board succession pursuant to the Nomination Policy adopted by the Company.

3. 薪酬委員會(於2007年3月1日成立)

薪酬委員會由三名成員組成，即黃德明先生(委員會主席)及余擎天先生(均為獨立非執行董事)及黃志輝先生(執行董事)。

薪酬委員會的主要角色及職能載於其職權範圍，其中包括企業管治守則訂明的職責，並已登載於聯交所及本公司網站。

薪酬委員會於本年度內所履行之工作概要載列如下：

- i. 檢討董事袍金，並向董事會提出建議以供批准；
- ii. 檢討執行董事及高級管理層之現時薪酬架構／待遇，並向董事會建議批准彼等之具體薪酬待遇；
- iii. 審閱新委任董事會主席之薪酬待遇，並向董事會提出建議以供批准；及
- iv. 審閱薪酬委員會之職權範圍，並向董事會提出建議以供批准。

在向董事會提供建議前，薪酬委員會經參考本集團的營運業績、董事職責及責任水平以及現行市況，檢討及評估董事的薪酬待遇。本年度各董事的薪酬詳情載於綜合財務報表附註11。

4. 提名委員會(於2012年3月28日成立)

提名委員會由三名成員組成，即溫彩霞女士(委員會主席)及黃德明先生(均為獨立非執行董事)及楊玳詩女士(執行董事)。

提名委員會的主要角色及職能載於其職權範圍，其中包括企業管治守則訂明的職責，並已登載於聯交所及本公司網站。

提名委員會負責制定政策，並根據本公司採納的提名政策，就提名、委任及重新委任董事以及董事會繼任事宜向董事會提供建議。



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The Nomination Policy aims at assisting the Nomination Committee in identifying and nominating suitable candidates for directorship based on the Board Diversity Policy and sets out the nomination criteria and the nomination procedures for (i) nominating new Director to fill a casual vacancy on the Board; (ii) making recommendation to Directors and Shareholders regarding any Director proposed for election or re-election at general meeting; and (iii) nomination by Shareholders on election of new Director.

The Nomination Committee may identify potential candidates from any source as it may consider appropriate and evaluate them by considering various factors, including their professional expertise, industry and business experience, time commitments, potential contributions to board diversity, material conflict of interest with the Group (if any) and independence (for INEDs). The Committee will then make recommendation for suitable candidates to the Board for consideration of appointment. In case of reappointment of existing Directors who will retire at an annual general meeting ("AGM"), the Committee will review the rotation and retirement of Directors and make recommendations to the Board accordingly.

A summary of the work performed by the Nomination Committee during the Year is set out as follows:

- i. reviewed the structure, size, composition and diversity of the Board;
- ii. reviewed the Board Diversity Policy;
- iii. reviewed the independence of the INEDs;
- iv. reviewed Directors' time commitment in performing their duties as Directors;
- v. made recommendation to the Board on nomination of Ms. Daisy Yeung as Chairperson of the Board;
- vi. made recommendation to the Board on the re-election of Directors at the 2023 AGM;
- vii. made recommendation to the Board on nomination of Mr. Yu King Tin as new Director to fill the causal vacancy created by the retirement of Mr. Poon Yan Wai at the 2023 AGM; and
- viii. made recommendation to the Board on the gender diversity target at Board level.

提名政策旨在協助提名委員會根據董事會多元化政策物色及提名合適的董事候選人，並載列有關(i)提名新董事以填補董事會的臨時空缺；(ii)就建議在股東大會上選舉或重選的任何董事向董事及股東提供建議；及(iii)由股東提名選舉新董事的提名標準及提名程序。

提名委員會可從其認為合適的任何途徑物色潛在候選人，並考慮多項因素對其進行評估，包括其專業知識、行業及業務經驗、投入時間、對董事會多元化的潛在貢獻、與本集團的重大利益衝突(如有)及獨立性(對於獨立非執行董事而言)。委員會其後會向董事會提出合適候選人之建議，以供考慮委任。就將於股東週年大會(「股東週年大會」)上退任的現任董事之連任，委員會將審閱董事的輪值及退任，並據此向董事會提出建議。

於本年度內，提名委員會所履行之工作概要載列如下：

- i. 檢討董事會之架構、人數、組成及多元化；
- ii. 檢討董事會多元化政策；
- iii. 檢討獨立非執行董事之獨立性；
- iv. 檢討董事就履行擔任董事之職責所投入時間承諾；
- v. 就提名楊玳詩女士擔任董事會主席向董事會提供建議；
- vi. 就於2023年股東週年大會上膺選連任之董事向董事會提供建議；
- vii. 就提名余擎天先生為新任董事以填補因潘仁偉先生於2023年股東週年大會上退任而產生之臨時空缺向董事會提供建議；及
- viii. 就董事會層面的性別多元化向董事會提供建議。



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5. *Corporate Governance Committee (set up on 28 March 2012)*

The Corporate Governance Committee consists of five members, namely Ms. Fan Man Seung, Vanessa (Chairperson of the Committee), being an Executive Director, Ms. Wan Choi Ha and Mr. Yu King Tin, both being an INEDs, a representative from company secretarial function and a representative from finance and accounts function.

The specific written terms of reference of the Corporate Governance Committee is available on the Company's website. The primary duties of the Corporate Governance Committee are (a) developing and reviewing the policies and practices on corporate governance of the Company ("CG Policy") and making recommendations to the Board; (b) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements; (c) developing, reviewing and monitoring the codes of conduct applicable to Directors and relevant employees of the Group regarding dealings in the Company's securities; (d) reviewing and monitoring the training and continuous professional development of Directors and senior management; and (e) reviewing the Company's compliance with the CG Code and disclosure in this report.

A summary of the work performed by the Corporate Governance Committee during the Year is set out as follows:

- i. reviewed the CG Policy and made recommendation to the Board;
- ii. reviewed the policies and practices on compliance with legal and regulatory requirements;
- iii. reviewed the training and continuous professional development of Directors and senior management;
- iv. reviewed the said codes of conduct applicable to Directors and relevant employees of the Group regarding securities transactions; and
- v. reviewed the Company's compliance with the CG Code and disclosure in Corporate Governance Report.

5. *企業管治委員會(於2012年3月28日成立)*

企業管治委員會由五名成員組成，即執行董事范敏嫦女士(委員會主席)、獨立非執行董事溫彩霞女士及余擎天先生、一名公司秘書職能部門代表及一名財務及會計職能部門代表。

企業管治委員會之具體書面職權範圍可於本公司網站查閱。企業管治委員會之主要職責為(a)制定及檢討本公司在企業管治方面之政策及常規(「企業管治政策」)並向董事會提供建議；(b)檢討及監察本公司在遵守法規及監管規定方面之政策及常規；(c)制定、檢討及監察董事及本集團相關僱員買賣本公司證券所適用之行為守則；(d)檢討及監察董事及高級管理層之培訓及持續專業發展；及(e)檢討本公司遵守企業管治守則及本報告披露之情況。

於本年度內，企業管治委員會所履行之工作概要載列如下：

- i. 檢討企業管治政策並向董事會提供建議；
- ii. 檢討在遵守法規及監管規定方面之政策及常規；
- iii. 檢討董事及高級管理層之培訓及持續專業發展；
- iv. 檢討董事及本集團相關僱員有關證券交易所適用之上述行為守則；及
- v. 檢討本公司遵守企業管治守則及企業管治報告披露之情況。



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Company Secretary

During the Year, the Company Secretary, being an employee of the Company, duly complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

Securities Transactions of Directors

The Company has adopted the ECG Securities Code as its own code of conduct regarding securities transactions by Directors on no less exacting terms than the required standard as set out in Appendix 10 to the Listing Rules regarding the Model Code for Securities Transactions by Directors of Listed Issuers. Having made specific enquiry to Directors, all of them confirmed that they have complied with the required standard of dealings as set out in the ECG Securities Code throughout the Year.

Accountability and Audit Financial Reporting

The Directors acknowledged their responsibilities to prepare annual consolidated financial statements of the Group and other financial disclosures required under the Listing Rules. The management has provided all members of the Board with monthly updates on internal financial statements which give a balanced and understandable assessment of the Group's performance, position and prospects.

In preparing the consolidated financial statements for the Year, the Board had adopted appropriate accounting policies and applied them consistently, made judgment and estimates that were prudent and reasonable and ensured the consolidated financial statements were prepared on a "going concern" basis (with supporting assumptions or qualifications as necessary) and showed a true view of the state of affairs of the Group for the Year. The management had provided sufficient explanation and information to the Board on the consolidated financial statements to enable it to make an informed assessment of the financial and other information put before it for approval. The independent auditor of the Company had made a statement about their reporting responsibilities in the Independent Auditor's Report.

Risk Management and Internal Control

Internal control is fundamental to the successful operation and day-to-day running of a business and it assists a company in achieving its business objectives. Internal control policies and procedures within the Group are updated regularly with the primary objective of providing general guidance and recommendations on a basic framework of risk management and internal control systems ("Control Systems").

公司秘書

於本年度內，公司秘書(為本公司一名僱員)已妥為遵守上市規則第3.29條之規定，參加不少於15個小時的相關專業培訓。

董事之證券交易

本公司已採納英皇資本集團證券守則作為其自訂之有關董事進行證券交易之行為守則，其條款不遜於上市規則附錄十所載之上市發行人董事進行證券交易的標準守則之規定準則。經向董事作出特定查詢後，全體董事確認，彼等於本年度內一直遵守英皇資本集團證券守則所載之規定買賣準則。

問責及核數 財務匯報

董事知悉彼等負責編製本集團之年度綜合財務報表及上市規則所規定之其他財務披露事項。管理層已每月向董事會全體成員提供內部財務報表更新資料，以提供有關本集團之表現、狀況及前景的持平及易於理解的評估。

於編製本年度綜合財務報表時，董事會採納合適之會計政策，並貫徹應用該等政策、作出審慎及合理之判斷及估計，並確保綜合財務報表按「持續經營」基準編製(並於需要時輔以假設或保留意見)並真實呈列本集團於本年度之事務狀況。管理層已向董事會就綜合財務報表提供充分解釋及資料，讓董事會就向其提交以供批准之財務及其他資料作出知情評估。本公司之獨立核數師已就其匯報責任於獨立核數師報告內作出聲明。

風險管理及內部監控

內部監控乃成功營運及日常業務運作之基礎，有助公司達成其業務目標。本集團之內部監控政策及程序定期更新，旨在為風險管理及內部監控系統(「監控系統」)之基本框架提供一般指引及建議。



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A review has been conducted on (i) the Group's internal control measures and procedures covering all material controls, including financial, operational and compliance controls; and (ii) risk management functions in its principal subsidiaries of the Company for the Year.

A. Goals and Objectives

The Board is responsible to ensure that the Group establishes and maintains appropriate and effective Control Systems. Such Control Systems are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The key objectives of the Control Systems include:

- safeguarding assets;
- ensuring completeness, accuracy and validity of financial records and reports;
- promoting adherence to policies, procedures, regulations and laws; and
- promoting effectiveness and efficiency of operations.

B. Internal Control

(1) Governance Control

The control structure of the Control Systems is set out as follows:

The Board

- responsible for the overall Control Systems and reviewing their effectiveness;
- oversee the Control Systems on an ongoing basis with the assistance of the Audit Committee;
- ensure the maintenance of appropriate and effective Control Systems;
- define management structure with clear lines of responsibility and limits of authority; and
- determine the nature and extent of significant risks (including ESG risks) that the Group is willing to take in achieving the strategic objectives and formulate the Group's risk management strategies.

於本年度，本公司已就以下內容進行檢討：(i)本集團之內部監控措施及程序，覆蓋所有重大監控，包括財務、營運及合規監控；及(ii)本公司主要附屬公司之風險管理職能。

A. 宗旨及目標

董事會負責確保本集團設立及維持合適及有效之監控系統。有關監控系統旨在管理而非消除未能達成業務目標之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

監控系統之主要目標包括：

- 保障資產；
- 確保財務記錄及報告之完整性、準確性及有效性；
- 促進遵守政策、程序、規例及法例；及
- 促進營運之經營效益及效率。

B. 內部監控

(1) 管治監控

監控系統之監控架構載列如下：

董事會

- 負責整體監控系統及檢討其成效；
- 在審核委員會協助下持續監察監控系統；
- 確保維持合適及有效的監控系統；
- 界定有明確責任及權限的管理架構；及
- 釐定本集團就達致戰略目標所願承擔之重大風險(包括環境、社會及管治風險)之性質及程度，並制定本集團之風險管理策略。



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Audit Committee

- review and discuss the Control Systems with the management annually to ensure that the management has performed its duty to maintain effective Control Systems. This discussion also includes the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit, financial reporting function and of those relating to the Company's ESG performance and reporting;
- review the nature and extent of significant risks (including ESG risks), and the Group's ability to respond to changes in its business and the external environment;
- consider major findings on internal control matters (if any) raised by internal and external auditors and make recommendations to the Board; and
- review and discuss annually with significant control failings or weaknesses that are identified by the auditors.

Executive Committee

- review the effectiveness of ESG-related risk management and internal control systems and report to the Audit Committee for its review.

The management (includes heads of business units, departments and divisions)

- design and implement the Control Systems' policies and procedures duly endorsed by senior management and the Board;
- monitor the Control Systems properly and ensure the Control Systems are executed effectively;
- monitor risks and take measures to mitigate risks in their day-to-day operations;
- give prompt responses to, and follow up the findings on internal control matters raised by internal or external auditors; and
- provide confirmation to the Board on the effectiveness of the Control Systems.

審核委員會

- 每年與管理層檢討並討論監控系統，以確保管理層履行其職責以維持有效的監控系統。有關討論亦包括本集團會計、內部審核及財務匯報職能以及本公司環境、社會及管治表現及匯報相關事宜之資源、員工資格及經驗、培訓計劃及預算之充足性；
- 檢討重大風險(包括環境、社會及管治風險)之性質及程度以及本集團應對其營商及外部環境變化之能力；
- 考慮由內部及外聘核數師提出之內部監控事宜的重大調查結果(如有)，並向董事會提出建議；及
- 每年檢討並討論核數師識別之重大監控失效或不足。

執行委員會

- 檢討環境、社會及管治相關風險管理及內部監控系統之有效性，並向審核委員會報告以供其審閱。

管理層(包括業務單位、部門及分部主管)

- 設計及實施由高級管理層及董事會正式批准之監控系統政策及程序；
- 妥善監督監控系統，並確保監控系統得以有效執行；
- 監督風險並採取措施降低日常營運風險；
- 對內部或外聘核數師提出之有關內部監控事宜之調查結果迅速作出回應及跟進；及
- 向董事會確認監控系統之有效性。



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Internal Audit Department

- carry out the analysis and independent appraisal of the adequacy and effectiveness of the Control Systems in respect of all material controls, including financial, operational and compliance controls;
- alert the management on the audit review findings or irregularities and advise them on the implementation of necessary steps and actions to enhance the internal controls of the Group; and
- report the results of internal audit reviews and agreed action plans to the Audit Committee and the Board on a regular basis.

(2) **Operational Controls**

The management is responsible for analysing the control environment, identifying risks pertaining thereto, and implementing various controls therein as follows:

- Approach taken:** The management communicates with relevant staff members, reviews relevant documentation of the Control Systems and evaluates findings of any deficiencies in the design of the Group's Control Systems, then provides recommendations for improvement and assesses the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of the review on the Control Systems will be reported to the Audit Committee annually;
- Information flow:** The transparent information flow alerts the management promptly of any deviations. Benchmarking with historical database and comparisons with the same also acts as a detecting device for spotting unusual activities;
- Procedure manuals and operational guidelines:** To safeguard the assets against unauthorized use or disposition and ensure maintenance of proper accounting records that are in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication;

內部審核部門

- 就有關所有重大監控，包括財務、營運及合規控制對監控系統之充足性及有效性進行分析及獨立評估；
- 報請管理層注意審核檢討結果或不規範行為及就實施必要步驟及行動以提高本集團之內部監控向彼等提供意見；及
- 定期向審核委員會及董事會報告內部審核檢討結果及經協定行動計劃。

(2) **營運監控**

管理層負責分析監控環境、識別其相關風險，並就此實施以下多項監控：

- 所採取方法：**管理層與相關員工溝通，並審閱監控系統相關文件及評估本集團監控系統設計中所發現之任何不足，就改善措施提供建議及評估實施有關建議之有效性(倘適用)。每年向審核委員會呈報對監控系統審閱的範圍及結果；
- 信息流：**透明的信息流及時提醒管理層任何偏差。以過往數據庫為基準及與之比較亦作為檢測不尋常活動之工具；
- 程序手冊及運作指引：**為保障資產，以免未經授權使用或處置，確保遵守適用法律、規則及法規保存適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發；



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- iv. **Management information system and technology:** To control over the business activities, it allows close tracking of various inputs and outputs of the Group's business such as human resources, product offerings, lending portfolio and customer information. It also tracks audit trails in the authorization system, under which permissions and responsibility of authorization are clearly identified and adequate records can be maintained in the Control Systems; and
- v. **Reports and variance analysis:** Reports and analysis of each operating segment in the upstream, midstream and downstream are conducted on a regular basis such that the performance of each operating segment can be easily accessible.

(3) Financial Controls

- i. proper controls are in place for the recording of complete, accurate and timely accounting and management information;
- ii. annual budget and quarterly forecast on all capital and revenue items are prepared and approved by the management before being adopted;
- iii. the management monitors the business activities closely and reviews monthly financial results of operations against budgets/forecast;
- iv. regular reports on revenue, trade receivables' ageing and debtors' ageing and internal financial reports are prepared to the management which give a balanced and understandable assessment of the Group's financial performance;
- v. monthly updates on internal financial statements are provided to all Directors which give a balanced and understandable assessment of the Group's performance, financial position and prospects in sufficient details;

- iv. **管理資訊系統及技術：**為控制業務活動，允許密切追蹤本集團業務之多項輸入及輸出，如人力資源、產品組合、貸款組合及客戶資料。其亦於授權系統追蹤審核程序，據此，授權許可及責任獲明確識別及監控系統可維持足夠記錄；及
- v. **報告及差異分析：**定期對上游、中游、下游各經營分部進行報告及分析，故可易於了解各經營分部之表現。

(3) 財務監控

- i. 已建立適當的監控程序，確保全面、準確及適時記錄會計及管理資料；
- ii. 所有資本及收入項目之年度預算及季度預測編製後，均須先獲管理層批准方可採納；
- iii. 管理層嚴密監察業務活動，並每月將營運之財務業績與預算／預測進行對比檢討；
- iv. 定期為管理層編製關於收入、貿易應收賬項賬齡及債務人賬齡的報告以及內部財務報告，對本集團的財務表現給予公正及易於理解的評估；
- v. 每月向全體董事提供內部財務報表之更新資料，其中載有本集團表現、財務狀況及前景的公正及易於理解的評估，並具有充足詳情；



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- vi. annual audit by external auditor is carried out to ensure that the consolidated financial statements are prepared in accordance with generally accepted accounting principles, the Group's accounting policies and the applicable laws and regulations; and
- vii. daily available fund report is reviewed to monitor the cash flows against budgets/forecast.

(4) **Compliance Controls**

The following policies and procedures are in place to safeguard the compliance control:

- i. **Systems and procedures on disclosure of inside information** to ensure, with the assistance of an internal work team (if required), that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board. The Board shall make timely decisions on disclosure, if necessary and take appropriate measures to preserve confidentiality of inside information until proper dissemination of the inside information;
- ii. **Policies and practices on compliance with legal and regulatory requirements** which shall be reviewed and monitored regularly by the Corporate Governance Committee as delegated by the Board in order to ensure the Group is in compliance with all the applicable laws, statutes, rules and regulations; and to keep up on any legal developments;
- iii. **Continuing Connected Transaction Compliance Committee** is established to monitor, control and regularly review connected transactions and continuing connected transactions of the Group and ensure proper compliance with all relevant laws and regulations, the Listing Rules and disclosure requirements;

- vi. 外聘核數師進行年度審核以確保綜合財務報表乃根據公認會計原則、本集團之會計政策及適用之法律及法規編製；及
- vii. 審閱每日所得的資金報告，以就現金流量與預算／預測的對比進行監控。

(4) **合規監控**

下列政策及程序乃為保障合規監控：

- i. **內幕消息披露機制及程序**，以在內部工作組的協助下(如需要)，確保任何一名或多名高級人員得悉的任何重大資料須予及時識別、評估及提交(倘適用)至董事會。董事會須適時就披露作出決定(如需要)，並採取適當措施將內幕消息保密，直至妥善發佈內幕消息為止；
- ii. **有關遵守法律及監管規定之政策與常規**會由董事會委派之企業管治委員會定期檢討及監察，確保本集團遵守所有適用法律、法規、規則及規例，並緊貼任何法律發展；
- iii. **設有持續關連交易合規委員會**以監察、監控及定期檢討本集團之關連交易及持續關連交易，並確保妥為符合一切相關法律及法規、上市規則及披露規定；



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- iv. **Whistle-blowing policy** is established to provide reporting channels and guidance for employees and related third parties who have business dealings with the Group (e.g. customers and suppliers) to raise concerns, in confidence and anonymity, about any suspected misconduct or malpractice within the Company. The Audit Committee, delegated by the Board, shall ensure that proper arrangements are in place for fair and independent investigation of any concerns raised, appropriate follow up actions are taken and other recommendations are provided, if thinks fit;
- v. **Anti-corruption policy** is established to outline the Group's zero-tolerance stance against bribery and corruption and assists employees in recognising circumstances that may lead to or give the appearance of being involved in corruption or unethical business conduct, so as to avoid such conduct which is clearly prohibited, and to promptly seek guidance where necessary or report any reasonably suspected case of corruption or any attempts thereof, to the management through an appropriate reporting channel; and
- vi. **Anti-money laundering and counter-terrorist financing policy and procedure** is established to set out the general framework for combating crime against money laundering and financing of terrorism. It provides guideline to combat money laundering and terrorist and help the Group's employees identify and assess clients/customers/suppliers/vendors/contractors/transactions/activities of high risk of money laundering, terrorist financing or other financial crime and take appropriate measures and actions.
- iv. 設有**檢舉政策**，為本集團僱員及與本集團有業務往來的關聯第三方(例如客戶及供應商)提供舉報渠道及指引，使其在保密及匿名的情況下就本公司內任何疑似不當行為或瀆職行為進行舉報。董事會授權審核委員會確保有恰當安排，並就舉報的任何事項進行公平及獨立之調查、採取適當跟進行動及提供其他其認為合適的建議；
- v. 制定**反貪污政策**，概述本集團對賄賂及貪污的零容忍立場及協助僱員識別可能導致或出現涉及貪污或不道德業務行為的情況，以避免已明確禁止的有關行為，並於必要時盡快向管理層尋求指引或通過合適的匯報渠道匯報任何被合理懷疑為貪污或任何試圖的情況；及
- vi. 制定**反洗錢及反恐融資政策及程序**，載列打擊洗錢及恐怖主義融資犯罪的總體框架。其提供打擊洗錢及恐怖主義的指導方針，以協助本集團的僱員識別及評估具有高風險的洗錢、恐怖主義融資或其他金融犯罪的客戶／顧客／供應商／賣方／承包商／交易／活動，並採取適當措施及行動。

Review of Internal Controls

Effectiveness of internal controls is tested by Internal Audit Department regularly. Internal audit reviews and agreed action plans should be reported to the Audit Committee and the Board on timely basis.

檢討內部監控

內部審核部門定期測試內部監控的有效性，並應適時向審核委員會及董事會報告內部審計檢討及經協定行動計劃。



C. Risk Management

(1) Risk Management Process

The risk management process includes risk identification, risk evaluation, risk management measures and risk control and review.

The management is entrusted with duties to identify, analyse, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority. Risks are evaluated by the Board and the management based on (i) the severity of the impact of the risks on the Group's financial results; (ii) the probability and frequency that the risks will occur; and (iii) the velocity or speed at which risks could occur.

Based on the risk evaluation, the Group will manage the risks as follows:

- **Risk elimination** – The management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- **Risk mitigation** – The management may implement risk mitigation plan designed to reduce the likelihood, velocity or severity of the risk to an acceptable level or contingency plan for possible loss scenarios.
- **Risk control and monitoring** – It involves making decisions regarding which risks are acceptable and how to address those that are not. Accidents and other situations involving loss or near-loss will be investigated and properly documented as part of the effort to manage risks.
- **Risk retention** – The management may decide that the risk rating is low enough that the risk is acceptable level and no action is required and the risk will continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

C. 風險管理

(1) 風險管理程序

風險管理程序包括風險識別、風險評估、風險管理措施及風險監控及檢討。

管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監察及傳達與任何活動、職務或程序有關風險。董事會及管理層根據(i)風險對本集團財務業績造成影響之嚴重性；(ii)風險發生之概率及頻率；及(iii)風險發生之速度或速率，對風險進行評估。

根據風險評估，本集團將按以下方式管理風險：

- **風險消除** – 管理層可識別及實施若干變動或監控，完全排除風險。
- **減低風險水平** – 管理層可實施風險緩解計劃，旨在使風險之可能性、速度或嚴重性降低至可接受水平，或就潛在虧損情境預備應變方案。
- **風險監控及監察** – 涉及對哪種風險屬可接受及如何應對不可接受之風險作出決定；而作為管理風險之一部分，對涉及造成損失或接近損失之事故及其他情況將進行調查並妥為存檔。
- **維持風險水平** – 管理層可確定基於風險評級屬於低而風險屬可接受水平而毋須採取任何措施以及作為風險管理計劃的一部分，將繼續監察風險以確保風險不會上升至不可接受水平。



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(2) Significant Risks and Strategies

Certain significant risks have been identified through the process of risk identification and assessments. Such significant risks of the Group and their respective key levels and key control measures are set out below:

(i) Credit Risk

Credit risk refers to the risk that the borrower or counterparty may fail to perform its obligation to pay in a timely manner, or that its ability to perform such obligation may get impaired before delivery date.

The Group's Credit Committee, the ultimate credit decision-making organ of the Group, is responsible for putting in place credit policies and procedures for approving margin financing and lending portfolio as well as debt recovery procedures to ensure prompt and effective recovery of outstanding debts. The Credit Committee meets both regularly and timely to review the development and status of past due accounts and to ensure appropriate actions are taken in a timely manner. The Group's exposure to credit risk lies mainly in two areas:

a) Margin financing

The customers' trading of securities or futures may expose the Group to risk arising from price volatility which may reduce the customers' ability to meet their obligations. The Credit Committee will prescribe from time to time the lending limits on individual stock or on any individual customer and their respective associates by considering their creditworthiness, financial strength and the size of their positions or commitments for the purpose of monitoring the customer concentration risk and stock concentration risk.

(2) 重大風險及策略

本集團已透過風險識別及評估程序識別若干重大風險。本集團所面臨的該等重大風險及彼等各自的主要水平及主要控制措施載列如下：

(i) 信貸風險

信貸風險是指借款人或對手方未能適時履行其付款責任之風險，或其履行有關責任之能力可能於交割日之前降低之風險。

本集團之信貸委員會乃本集團最終信貸決策機構，負責制定信貸政策及程序以審批孖展融資及貸款組合，以及建立債務收回程序以確保能迅速及有效地收回未償還債務。信貸委員會定期並適時檢討逾期賬目的發展及狀況，並確保適時採取適當的措施。本集團之信貸風險主要在於兩個方面：

a) 孖展融資

客戶買賣證券或期貨時可能使本集團面臨價格波動風險，進而可能削弱客戶履行責任之能力。信貸委員會將考慮客戶之信譽、財政實力及彼等之倉位或承擔之規模，不時規定個股或任何個人客戶及彼等各自之聯繫人士之貸款限額以監控客戶集中風險及股票集中風險。



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The Credit and Risk Control Department (“CRC Department”) is responsible for the daily monitoring of the changes in customers’ positions, their accounts and financing ratios; to observe strictly the approved financing and credit policies; to make margin calls and perform forced liquidation, where appropriate; to report to the management promptly and when abnormalities arise; to closely monitor the unusual movements and trading halts of stocks and timely identify non-performing debts; and to demand higher margin requirements and step up risk control for particular customers or products, where appropriate.

The Group has set up policies on customer concentration risk and stock concentration risk. The CRC Department will monitor the concentration of credit risk and regularly perform stress tests to assess the Group’s credit risk exposure and capital adequacy and to report anomaly or any unusual price movements of customers’ stock positions. As at 30 September 2023, the receivable balances due from the largest client and five largest clients represented 13.2% and 37.9% of the total receivables from margin financing respectively.

- b) Lending portfolio
All loans and advances are subject to credit analysis, borrower’s due diligence, risk assessment and are approved by the management according to the credit policies set by the Credit Committee. The Loans Operation Department is tasked with the daily monitoring of exposures for loans and advances. As at 30 September 2023, the loans receivables due from the largest client and five largest clients represented 3.2% and 13.1% of the total loans and advances respectively.

信貸及風險控制部門(「CRC部門」)負責每日監測客戶之倉位、彼等之賬戶及融資比率之變化，並嚴格遵從經批准之融資及信貸政策，以作出追加保證金通知，並執行強制平倉(倘適用)，及時及於出現異常時向管理層報告；密切監察股份之不尋常波動及暫停交易情況，並適時識別不良債務及要求更高的保證金要求，並對特定客戶或產品(倘適用)加強風險控制。

本集團已制定有關客戶集中風險及股票集中風險之政策，CRC部門將監測信貸風險之集中情況，並定期進行壓力測試，以評估本集團之信貸風險及資本充足率，並報告異常或客戶股票倉位之任何不尋常價格變動。於2023年9月30日，應收最大客戶及五大客戶之賬款結餘分別佔來自孖展融資應收款項總額之13.2%及37.9%。

- b) 貸款組合
所有貸款及墊款須進行信貸分析、借人盡職調查及風險評估，並須由管理層根據信貸委員會制定之信貸政策作出批准。貸款營運部之任務為日常監控貸款及墊款風險。於2023年9月30日，應收最大客戶及五大客戶之貸款分別佔貸款及墊款總額之3.2%及13.1%。



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Moreover, the Internal Audit Department also conducts independent reviews on the adequacy and effectiveness of these policies and controls to ensure that the Group is operating according to the established policies, procedures and credit limits.

(ii) Equity Risk

Equity risk arises from fluctuation in the price and volatility of equities such as stocks, equity portfolio and stock index futures. The Group does not have proprietary equity investments. On the other hand, the Group may be subject to exposure arising from the underwriting commitments. The Group mitigates its risks by conducting detailed analysis of the issuer's fundamentals and pricing against market conditions and appetites. Such risk exposure is also reduced by way of internal sales and distribution and by sub-underwritings.

(iii) Liquidity Risk

The Group's financing business is a capital intensive business which may be subject to liquidity risk. As part of its ordinary brokerage activities, the Group is also exposed to liquidity risk arising from timing difference between settlement with clearing houses or brokers and customers. The goal of liquidity risk management is to ensure the Group maintains adequate liquid capital to fund its business commitments as well as to comply with the relevant Financial Resources Rules applying to various licensed subsidiaries.

To address the liquidity risk, the Group's Finance and Accounts Department and the management will review and monitor the Group's liquidity position on daily basis to ensure availability of sufficient liquid funds. In addition, the Group has maintained sufficient stand-by banking and other facilities in order to meet any financial obligations in its operations. The management believes the Group's working capital is adequate to meet its financial obligations.

此外，內部審核部門亦就此等政策及監控是否足夠及有效進行獨立審查，以確保本集團按照既定政策、程序及信貸額度營運。

(ii) 權益風險

權益風險產生自權益(例如股票、股票組合及股指期貨)之價格波動及起伏。本集團並無專有之權益投資。另一方面，本集團可能承受包銷承諾所產生之風險。本集團透過對發行人之基本面進行詳細分析及對市場狀況及喜好進行定價分析，以降低其風險。有關風險亦以內部銷售及分銷及分包銷方式予以降低。

(iii) 流動資金風險

本集團之融資業務屬資本密集型業務，或會受流動資金風險影響。作為日常經紀業務之一部分，本集團亦面對結算所或經紀與客戶之間結算時差所產生的流動資金風險。流動資金風險管理之目的為確保本集團維持充足流動資金應付其業務承擔，以及遵守適用於旗下多家持牌附屬公司之相關財務資源規則。

為應付流動資金風險，本集團之財務及會計部門以及管理層將每日審閱及監察本集團之流動資金狀況，以確保備有足夠可用流動資金。此外，本集團已備妥充足備用銀行及其他融資額，以履行其業務之任何財務責任。管理層相信，本集團之營運資金充裕，足以履行其財務責任。



(iv) *Operational Risk*

Operational risk is the risk of losses arising from inadequate or failed internal processes, people, systems or external events. The Group extends operational risk management to cover potential losses arising from legal and compliance breaches. Operational risk is reduced and controlled through establishing effective internal controls, clear lines of responsibility, proper segregation of duties and effective internal reporting and contingency planning. It is our corporate culture that the business and operating line management are fully aware of their responsibilities for managing the operational risks of their business units on a day-to-day basis. Independent monitoring and reviews are conducted by the Compliance Department and the Internal Audit Department, which report regularly to the management and the Audit Committee.

(v) *Others Risks*

Change of social, economic and political environment, occurrence of any natural disaster or outbreak of contagious diseases such as COVID-19 pandemic, could adversely affect the Group's business and operations. The Group stays alert to the changes in economic and market condition and adjust business strategic plans to cope with these changes. The Group also implements business continuity plans which include "Work from Home", "Flexible Working Hours" and "Split-team Arrangements"; and ensures all safety measures as required by the Hong Kong SAR Government are fully implemented.

(3) ***Due Diligence Review Performed by the Group in relation to Margin Financing, and Other Loans and Advances***

For all financial assistance transactions, responsible personnel of the Group have taken reasonable steps verifying the identity of the applicants and guarantors through examination of identity documents such as identity cards, passports and address proofs. Clients' occupation, business, financial standing and credit history of the client with the Group were also considered.

Notwithstanding the standard procedures above, the Group performed various due diligence exercises according to different natures of financial assistance.

(iv) *營運風險*

營運風險為內部流程、人員、系統或外部事件之不足或缺失而造成損失之風險。本集團將營運風險管理延伸，以涵蓋違反法律及規例可能帶來之損失。營運風險乃透過建立有效之內部監控、明確責任、適當隔離職責及有效的內部報告及應急計劃予以降低及控制。我們的企業文化是業務及營運線管理層充分了解彼等職責，在日常業務上管理彼等業務單位之營運風險。獨立監督及審查由合規部門與內部審核部門進行，該等部門定期向管理層及審核委員會報告。

(v) *其他風險*

社會、經濟及政治環境變動、發生任何自然災害或傳染病爆發(如2019冠狀病毒病疫情)均可能對本集團業務及營運造成不利影響。本集團對經濟及市況變動保持警覺並調整業務策略計劃以應對該等變動。本集團亦實施業務持續性計劃，包括「居家辦公」、「彈性工作時間」及「拆分團隊安排」；及確保充分實施香港特別行政區政府規定的所有安全措施。

(3) ***本集團就孖展融資、其他貸款及墊款已進行的盡職調查***

就所有財務資助交易而言，本集團負責人員已採取合理步驟，通過核查身份證、護照和地址證明等身份證明文件以核實申請人及擔保人的身份，亦會考慮客戶的職業、業務、財務狀況和於本集團的信貸記錄。

儘管設有上述常規程序，本集團根據不同的財務資助性質進行各種盡職調查。



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For mortgage loans, the Group engaged no less than two independent property valuers to appraise the value of pledged properties. Land records were obtained from Land Registry in order to ascertain the registered owner of the property and incumbrances registered against it.

For margin financing business, the Group analysed the relevant underlying securities in accordance with price histories, trading performances, trading prospects and fundamentals of the collateral. The Group also considered public financial information in the case of listed securities. The margin clients were required to deposit their securities, and undertook to maintain certain position with the Group and personal guarantees provided by ultimate beneficial owners were required in case of corporate borrowers. The Group had daily monitoring of the share and financial performances of the listed companies for default events.

For term loans, in the event that the clients deposited and undertook to maintain securities under the Group's custody, the Group performed the same due diligence works as margin financing business. The clients may also be required to provide the Group with other securities when the needs arise based on latest credit assessment conducted from time to time.

The Credit Committee also takes into consideration existing or forecast adverse changes in business, financial, or economic conditions that are expected to cause a significant change in the borrower's ability to meet its debt obligation; potential changes in the borrower's ability to meet its debt obligation; external market credit risk indicators for collaterals with similar characteristics; and significant changes in the value of the collateral supporting the obligation or credit enhancement. Lastly, on-premise and face-to-face verification is required before entering agreement relating to provision of financial assistance.

D. Management Confirmation

The Board acknowledged that it had received a confirmation from the management on the effectiveness of the Control Systems of the Group for the Year. The Audit Committee and the Board, upon reviewing the Control Systems, were not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the Group's operational, financial and compliance areas of the Control Systems.

就按揭貸款而言，本集團聘請不少於兩名獨立物業估值師對已質押物業進行估值。本集團會從土地註冊處獲取土地記錄，以確定物業的登記擁有人以及就其登記的產權負擔。

就孖展融資業務而言，本集團根據抵押品的歷史價格、交易表現、交易前景及基礎分析相關標的證券。就上市證券而言，本集團亦會考慮其公開財務資料。孖展客戶須存入證券，並承諾與本集團維持一定持倉，如屬公司借款人，則須由最終實益擁有人提供個人擔保。就違約事件，本集團每日監控上市公司的股份及財務表現。

就定期貸款而言，倘客戶已存入證券，並承諾由本集團保留託管，本集團會進行與孖展融資業務相同的盡職調查工作。根據不時進行的最新信貸評估，本集團有需要時可能要求客戶向本集團提供其他證券。

信貸委員會亦會考慮預期會導致借款人履行其償債責任的能力發生顯著變化的業務、財務或經濟狀況出現現有或未來之不利變化；借款人履行其償債責任的能力的潛在變化；具有類似特點抵押品的外部市場信貸風險指標；以及支持履約或信貸增級的抵押品價值的顯著變化。最後，在簽訂提供財務資助之協議前須進行現場和面對面驗證。

D. 管理層確認

董事會確認已接獲管理層就本集團於本年度之監控系統之成效的確認。審核委員會及董事會於檢討監控系統後，不知悉任何將對本集團監控系統在營運、財務及合規方面之成效及充足性產生不利影響之重大事宜。



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Dividend Policy

The Company had adopted a dividend policy setting out the principles for the Board to determine appropriate amount of dividend to be distributed to the Shareholders. The Company intends to provide Shareholders with regular interim and final dividends (as the case may be) based on the earnings attributable to its Shareholders after taking into consideration of the factors as stated in the policy, including inter alia, (i) cash flow requirements for business operations; (ii) cash available, financial liabilities and capital commitment; (iii) market environment and challenges; and (iv) future development and investment opportunities. The declaration of dividends or recommendation on such payment shall be subject to all applicable laws, rules and regulations including but not limited to the Listing Rules, the applicable laws of Bermuda and the By-laws of the Company.

Communication With Shareholders

The Company's Shareholders' Communication Policy (available on the website of the Company) sets out the strategies, practices and commitment for maintaining ongoing and effective communication with Shareholders, both individual and institutional, and in appropriate circumstances, the investment community at large so as to enable them to engage with the Company and exercise their rights as shareholders in an informed manner. To this end, the Company strives to ensure that all Shareholders have ready and timely access to all publicly available information of the Group. To facilitate communication with Shareholders and the investment community, the Company has established various communication channels, as follows: (i) the holding of AGMs and special general meetings ("SGM(s)"), if any, which may be convened for specific purposes which provide opportunities to the Shareholders to communicate directly with the Board; (ii) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules and press releases providing updated information of the Group; (iii) the availability of latest information of the Group on the Company's website at <https://www.EmperorCapital.com>; (iv) the holding of press conference(s) from time to time; and (v) meeting with investors and analysts on a regular basis and participating in investor road show and sector conference.

Regular dialogue with institutional Shareholder and general presentations are made when financial results are announced. Shareholders and investors are welcome to visit the Company's website to raise enquiries through our Investor Relations Department whose contact details are available on the Company's website and the "Corporate Information and Key Dates" section of this annual report.

股息政策

本公司已採納股息政策，當中訂明供董事會釐定將派付予股東之合適數額的股息之原則。本公司擬根據其股東應佔之盈利，向股東提供經常性的中期及末期股息(視情況而定)，當中已考慮已於政策中訂明之以下因素(其中包括)：(i)業務營運之現金流量需求；(ii)可用現金、金融負債及資本承擔；(iii)市場環境及挑戰；及(iv)未來發展及投資機遇。宣派股息或建議作出有關派付時須符合所有適用法律、規則及規例，包括但不限於上市規則、百慕達之適用法律及本公司之公司細則。

與股東之溝通

本公司的股東溝通政策(可於本公司網站查閱)載列與股東(包括個人及機構股東)，及在適當情況下包括廣大投資界維持持續有效溝通的策略、慣例及承諾，以確保彼等與本公司交流並以知情方式行使其股東權利。就此而言，本公司竭力確保所有股東均可隨時並適時獲得本集團的所有公開可得資料。為促進與股東及投資界的溝通，本公司已設立多個溝通渠道，包括(i)舉行股東週年大會及就特定目的召開之股東特別大會(「股東特別大會」)(如有)，藉以提供機會讓股東直接與董事會溝通；(ii)根據上市規則之規定刊發公告、年報、中期報告及／或通函及提供本集團最新資料之新聞稿；(iii)於本公司網站<https://www.EmperorCapital.com>提供本集團之最新資訊；(iv)不時舉行記者招待會；及(v)定期與投資者及分析師會面，及參加投資者路演及業界大會。

本集團於公佈財務業績時與機構股東定期對話及舉行全面發佈會。本公司歡迎股東及投資者瀏覽本公司網站及透過投資者關係部查詢，該部門之聯絡詳情可於本公司網站及本年報「公司資料及重要日期」一節查閱。



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Separate resolutions are proposed at the general meetings for substantially separate issues, including re-election of retiring Directors. The Company's notice to Shareholders for AGM is sent to Shareholders at least 21 clear days before the meeting and notices of other general meetings are sent to Shareholders at least 14 clear days before the meetings. The Chairperson of the Board and the chairperson/members of the Board Committees, appropriate management executives and the independent auditor are available to attend the general meetings to answer questions from the Shareholders. With the assistance of the Company Secretary, the Chairperson of the meeting explains the procedures for conducting a poll voting during the meeting.

The Company shall review the Shareholders' Communication Policy annually to ensure its implementation and effectiveness. Having considered the multiple channels of communication and engagement in place, the Board is satisfied that the Shareholders' Communication Policy has been properly in place during the Year and remains effective.

Shareholders' Rights

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the CG Code:

Right to Convene/Call a General Meeting

Pursuant to the Bermuda Companies Act 1981 and the Bye-laws of the Company, Shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring a SGM to be called by the Board. The written requisition (i) must state the purpose(s) of the meeting, and (ii) must be signed by the requisitionists and deposited at the registered office and principal place of business of the Company in Hong Kong for attention of the Company Secretary, and may consist of several documents in like form, each signed by one or more requisitionists. Such requisitions will be verified with the Company's Hong Kong Branch Share Registrar and upon its confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice to all Shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, the SGM will not be convened as requested.

各重大獨立的事項(包括重選退任董事)均會於股東大會上個別提呈決議案。本公司就股東週年大會致股東之通告會於大會舉行至少21整日前向股東發送，而其他股東大會之通告則在該等大會舉行至少14整日前向股東發送。董事會主席、董事委員會之主席／成員、適當的管理行政人員及獨立核數師均會出席股東大會以回答股東之提問。在公司秘書的協助下，大會主席已於大會上解釋以點票方式進行表決的程序。

本公司應每年檢討股東溝通政策以確保其實施及有效性。經考慮已設立多個溝通及交流渠道，董事會信納於本年度，股東溝通政策已妥善實施，並維持有效。

股東之權利

根據企業管治守則須予披露之若干股東權利概要載列如下：

召開／召集股東大會之權利

根據百慕達1981年公司法及本公司之公司細則，於遞呈請求日期持有本公司附帶權利可於本公司股東大會投票之已繳足股本不少於十分之一的一名或多名股東，將有權遞交書面請求，以請求董事會召開股東特別大會。書面請求(i)須列明大會的目的；及(ii)須由呈請人簽署並送交本公司之註冊辦事處及於香港之主要營業地點(註明收件人為公司秘書)，並可由數份同樣格式的文件組成，而每份由一名或多名呈請人簽署。有關請求將由本公司之香港股份過戶登記分處核實，倘請求獲其確認屬妥善及適宜，公司秘書將請求董事會給予全體股東足夠通知期，以召開股東特別大會。反之，倘有關請求經核實為不符合程序，則呈請人將獲通知有關結果，而股東特別大會將不會應要求召開。



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If the Directors do not within 21 days from the date of the deposit of a valid requisition proceed duly to convene a SGM for a day not more than 2 months after the date of deposit of a proper requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of 3 months from the said date of deposit of the requisition. In addition, such meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

Putting Forward Proposals at General Meetings

Pursuant to the Bermuda Companies Act 1981, either any number of the Shareholders holding not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at general meetings of the Company ("Requisitionist"), or not less than 100 of such Shareholders, can request the Company in writing to (a) give to the Shareholders entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists must be deposited at the principal place of business of the Company in Hong Kong with a sum reasonably sufficient to meet the Company's relevant expenses and not less than 6 weeks before the meeting in the case of a requisition requiring notice of a resolution or not less than 1 week before the meeting in the case of any other requisition. Provided that an AGM is called for a date 6 weeks or less after the requisition has been deposited, such requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

Proposing a Person for Election as a Director

The procedures for the Shareholders to propose a person for election as a Director are available for viewing on the Company's website.

Enquiries from Shareholders

Shareholders should direct their enquiries about their shareholdings to the Company's Hong Kong Branch Share Registrar. Other Shareholders' enquiries can be directed to the Investor Relations Department of the Company.

倘於遞交有效請求日期起計21日內，董事未作出妥善安排於正式遞交有效請求日期後不超過兩個月之日期內召開股東特別大會，則呈請人(或當中持有彼等全體總投票權一半以上之任何人士)可自發召開股東特別大會，惟任何據此召開之股東特別大會均不得於上述遞交請求日期起計3個月屆滿後舉行。此外，呈請人所召開之大會須盡量以與董事會召開大會相同之方式召開。

於股東大會上提出建議

根據百慕達1981年公司法，持有不少於提出請求當日可於本公司股東大會上有權投票的所有股東總投票權二十分之一之任何人數的股東(「呈請人」)，或不少於100名有關股東，可向本公司提交書面要求：(a)向有權接收下一屆股東大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上任何提呈之決議案所述事宜或將處理之事項。請求須經所有呈請人簽署，並連同足以應付本公司相關開支之合理款項於(倘為對決議案通知之要求)大會舉行不少於6個星期前或(倘為任何其他要求)大會舉行不少於1個星期前送達本公司之香港主要營業地點，惟倘於遞交請求後6個星期或較短期間內之日期召開股東週年大會，則該請求雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

提名人士參選董事

股東提名人士參選董事之程序可於本公司網站查閱。

股東查詢

股東可向本公司之香港股份過戶登記分處查詢彼等之持股情況。其他股東查詢可向本公司投資者關係部門作出。



CORPORATE GOVERNANCE REPORT

企業管治報告

Constitutional Documents

For the purpose of (i) conforming with the latest Listing Rules and the applicable laws of Bermuda; (ii) providing the flexibility to the Company in relation to the conduct of general meetings (including allowing the general meetings to be held as a hybrid meeting or an electronic meeting in addition to a physical meeting); and (iii) making other consequential and housekeeping amendments, the Company adopted a new bye-laws (“New Bye-laws”) during the Year. The adoption of the New Bye-laws was approved by the Shareholders at 2023 AGM. The New Bye-laws is available on the websites of the Stock Exchange and the Company.

Auditor’s Independence and Remuneration

The Audit Committee is mandated to review and monitor the independence of the auditor to ensure objectivity and the effectiveness of the audit process of the consolidated financial statements in accordance with applicable standards. Members of the Audit Committee were of the view that Messrs. Deloitte Touche Tohmatsu is independent and had recommended the Board to propose its re-appointment as the Company’s independent auditor at the 2024 AGM. During the Year, Messrs. Deloitte Touche Tohmatsu had rendered audit services and non-audit services to the Group and the remuneration paid/payable to it by the Group is set out as follows:

組織章程文件

為(i)符合上市規則及百慕達適用法例的最新版本；(ii)為本公司在舉行股東大會時提供靈活性(包括除實體會議外，容許股東大會以混合會議或電子會議方式舉行)；及(iii)作出其他相應及內務修訂，本公司於本年度已採納新公司細則(「新公司細則」)。股東於2023年股東週年大會上批准採納新公司細則。新公司細則於聯交所及本公司網站可供查閱。

核數師之獨立性及酬金

審核委員會獲授權根據適用之準則審閱及監督核數師之獨立性，以確保審核綜合財務報表過程之客觀性及有效性。審核委員會成員認為，德勤·關黃陳方會計師行屬獨立人士，並已向董事會作出推薦建議，提呈於2024年股東週年大會續聘其為本公司之獨立核數師。於本年度內，德勤·關黃陳方會計師行曾向本集團提供核數服務及非核數服務，而本集團向其已付／應付予之酬金載列如下：

Services rendered 所提供的服務	Fees paid/ payable 已付／應付費用 HK\$'000 千港元
Audit services 核數服務	2,715
Non-audit services: 非核數服務：	
- Agreed-upon procedures for continuing connected transactions - 對持續關連交易執行協定程序	60
- Review of preliminary results announcement - 審閱初步業績公告	60



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TO THE SHAREHOLDERS OF
EMPEROR CAPITAL GROUP LIMITED
(incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Emperor Capital Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 70 to 175, which comprise the consolidated statement of financial position as at 30 September 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 September 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

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

致英皇資本集團有限公司全體股東

(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第70至175頁的英皇資本集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於2023年9月30日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於2023年9月30日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項

How our audit addressed the key audit matter 我們之審計如何處理關鍵審計事項

Impairment of loans and advances and accounts receivable from secured margin clients (collectively referred to as the "advances to customers") at Stage 3 於第三階段之貸款及墊款及應收有抵押孖展客戶賬款(統稱為「向客戶墊款」)減值

We identified the impairment of advances to customers at stage 3 as a key audit matter due to the involvement of significant management judgement. 我們將於第三階段之向客戶墊款減值確認為一項關鍵審計事項，此乃由於涉及重大管理層判斷。

In determining the lifetime expected credit loss ("ECL") on advances to customers classified at stage 3, the Group performs the assessment based on the Group's historical credit loss experience, adjusting for factors that are specific to the borrowers, general economic conditions at the reporting date as well as the forecast of future conditions with significant judgement involved. The Group also reviews the fair value of the collateral received from the borrowers in determining the amount of ECL. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between estimated ECL amounts and actual loss experience.

於釐定分類為第三階段的向客戶墊款的全期預期信貸虧損時，貴集團根據貴集團的過往信貸虧損經驗進行評估，並按照借款人的特定因素、於報告日期的整體經濟狀況和未來狀況預測進行調整，當中涉及重大判斷。貴集團亦於釐定預期信貸虧損金額時審閱已收借款人的抵押品公平值。估計未來現金流量的金額及時間所用的方法及假設將獲定期審閱，以降低估計預期信貸虧損金額與實際虧損經驗的差異。

Our procedures in relation to the impairment of advances to customers at stage 3 included: 我們就有關於第三階段的向客戶墊款減值執行的程序包括：

- Understanding the Group's established credit risk policies and procedures for impairment assessment under HKFRS 9 including approval and selection and application of assumptions and key inputs;
- 了解貴集團既有信貸風險政策及香港財務報告準則第9號項下的減值評估程序，包括審批、選擇及應用假設及關鍵輸入數據；
- Understanding the key controls over ongoing monitoring processes, including:
- 了解持續監察過程的主要監控，包括：
 - (i) the process of margin call procedures for margin shortfall and actions taken by management for those accounts receivable from margin clients arising from the business of dealing in securities with margin call; and
 - (i) 保證金不足時進行的追收保證金程序及管理層就來自證券買賣業務附有追加保證金之應收孖展客戶賬款所採取行動的程序；及
 - (ii) the process of periodic reviews for identification of any indications of deterioration of the creditability of borrowers through searching of publicly available information and any delinquency in principal or interest repayment for advances to customers;
 - (ii) 就向客戶墊款透過搜尋公眾可得資料確定借款人信譽惡化及拖欠任何本金或利息還款的跡象之定期審閱程序；



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項(續)

Key audit matter (continued) 關鍵審計事項(續)

How our audit addressed the key audit matter (continued) 我們之審計如何處理關鍵審計事項(續)

Impairment of loans and advances and accounts receivable from secured margin clients (collectively referred to as the "advances to customers") at Stage 3 (continued) **於第三階段之貸款及墊款及應收有抵押孖展客戶賬款(統稱為「向客戶墊款」)減值(續)**

As set out in notes 21, 22, and 38 to the consolidated financial statements, the total gross carrying amounts of (i) loans and advances and (ii) accounts receivable from secured margin clients as at 30 September 2023 amounted to HK\$2,772,999,000 and HK\$2,006,820,000 respectively, of which HK\$1,232,221,000 and HK\$1,939,553,000 respectively are classified at stage 3. 誠如綜合財務報表附註21、22及38所載，於2023年9月30日，(i) 貸款及墊款及(ii) 應收有抵押孖展客戶賬款賬面總值分別為2,772,999,000港元及2,006,820,000港元，其中1,232,221,000港元及1,939,553,000港元分別分類為第三階段。

- Assessing the reasonableness and appropriateness of the management's judgement on staging criteria for determining if the significant increase in credit risk has occurred (stage 1 or 2) or the financial asset is credit-impaired (stage 3) and the basis for classification of exposures into the 3 stages as required by HKFRS 9 and examining supporting information on a sample basis to assess the appropriateness of the classification of exposures as at the end of the reporting period;
- 評估管理層對釐定是否出現信貸風險顯著增加(第一或第二階段)或金融資產是否已信貸減值(第三階段)的階段準則以及按香港財務報告準則第9號所規定將風險分類為三個階段的基準所作判斷的合理性及恰當性，以及抽樣核查證明資料以評估於報告期末的風險分類的恰當性；
- Corroborating and challenging management's assessment and key estimations used in determining expectation of reasonably possible outcomes on the recoverability of the advances to customers against our understanding of the situation and the industries of the borrowers or guarantor and collateral, if any, from reading public announcements and other externally available information;
- 就我們透過查閱公告及其他外部可得資料對借款人或擔保人以及抵押品(如有)的情況及所處行業的瞭解，證實及質疑管理層釐定就收回向客戶墊款的合理可能結果預期所用的評估及關鍵估計；
- Examining underlying documentation supporting the management's key estimations used in determining the present value of the estimated future cash flows, including the historical repayment records and expected repayment subsequent to the end of the reporting period, fair value of the collateral, if any, and other information available on the creditability of those borrowers;
- 核查支持管理層釐定估計未來現金流量現值所用關鍵估計的相關文件，包括歷史還款記錄及報告期末後的預期還款、抵押品(如有)的公平值以及就該等借款人信譽的其他可得資料；



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項(續)

Key audit matter (continued) 關鍵審計事項(續)

How our audit addressed the key audit matter (continued) 我們之審計如何處理關鍵審計事項(續)

Impairment of loans and advances and accounts receivable from secured margin clients (collectively referred to as the "advances to customers") at Stage 3 (continued)

於第三階段之貸款及墊款及應收有抵押孖展客戶賬款(統稱為「向客戶墊款」)減值(續)

As at 30 September 2023, impairment allowances of HK\$695,416,000 and HK\$1,634,577,000 have been provided in relation to (i) loans and advances and (ii) accounts receivable from secured margin clients classified at stage 3, respectively, as disclosed in note 38 to the consolidated financial statements.

誠如綜合財務報表附註38所披露，於2023年9月30日，已就分類為第三階段項下的(i)貸款及墊款及(ii)應收有抵押孖展客戶賬款計提減值撥備分別695,416,000港元及1,634,577,000港元。

- Reviewing the fair value of collateral together with our internal valuation specialists, where appropriate, including:
 - 與我們的內部估值專家核查抵押品的公平值(如適用)，包括：
 - Obtaining the appraisal reports and assessing the competence and independence of the third-party professional valuers and their experience in conducting valuation of similar assets;
 - 獲取評核報告並評估第三方專業估值師的能力及獨立性以及彼等為類似資產進行估值的經驗；
 - Assessing whether the selection of the valuation methodology is appropriate for the collateral; and
 - 評估就抵押品選擇的估值方法是否合適；及
 - Evaluating the appropriateness of key inputs used in the valuation of the collateral by independently checking to the external data and publicly available information.
 - 透過獨立檢查外部數據及公開可得資料，評估抵押品估值所用關鍵輸入數據的恰當性。
- Testing the accuracy and completeness of key data sources applied in the ECL computation on a sample basis by checking to the Group's supporting information, the relevant loan files and external data source, as applicable.
- 透過核查貴集團相關貸款檔案及外部數據來源(如適用)的證明資料，抽樣測試應用於預期信貸虧損計算的關鍵數據來源的準確性及完整性。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督貴集團的財務報告過程。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照《百慕達公司法》第90條的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。我們並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視為重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Cheuk Hoi Ho.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
19 December 2023

核數師就審計綜合財務報表承擔的責任 (續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及採取降低威脅的行動或應用的防範措施(若適用)。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是卓凱豪。

德勤·關黃陳方會計師行
執業會計師
香港
2023年12月19日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 30 September 2023 截至2023年9月30日止年度

		NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Revenue	收入			
Commission and fee income	佣金及費用收入	6	77,357	85,459
Interest income	利息收入	6	363,689	427,365
			441,046	512,824
Other income and gains or losses	其他收入及收益或虧損	7	9,249	5,408
Impairment allowances on financial assets, net of reversal	金融資產之減值撥備，扣除撥回	8	(403,638)	(590,095)
Impairment allowance on right-of-use assets	使用權資產之減值撥備	18	(15,753)	-
Staff costs	員工成本	9	(71,982)	(72,912)
Commission and fee expenses	佣金及手續費支出		(30,848)	(36,488)
Other expenses	其他支出	13	(73,998)	(82,473)
Finance costs	財務費用	10	(14,871)	(26,845)
Loss before tax	除稅前虧損	13	(160,795)	(290,581)
Income tax credit (expense)	所得稅抵免(開支)	14	157	(8,653)
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損		(160,638)	(299,234)
<i>Other comprehensive expense</i>	<i>其他全面開支</i>			
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：			
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額		(158)	(67)
Total comprehensive expense for the year attributable to owners of the Company	本公司擁有人應佔年度全面開支總額		(160,796)	(299,301)
Loss per share	每股虧損			
Basic	基本	15	HK(2.38) cents 港仙	HK(4.44) cents 港仙



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 September 2023 於2023年9月30日

		NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Non-current assets	非流動資產			
Property and equipment	物業及設備	17	6,498	6,893
Right-of-use assets	使用權資產	18	5,753	1,670
Intangible assets	無形資產	19	–	–
Other assets	其他資產	20	7,695	5,189
Loans and advances	貸款及墊款	21	461,219	686,871
Deferred tax assets	遞延稅項資產	26	590	590
			481,755	701,213
Current assets	流動資產			
Accounts receivable	應收賬款	22	511,917	691,807
Loans and advances	貸款及墊款	21	1,615,488	1,669,893
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項		12,511	14,361
Tax recoverable	可回收稅項		3,447	15,004
Pledged bank deposits – general accounts	已抵押銀行存款 – 一般賬戶	23	160,000	160,000
Bank balances and cash – general accounts	銀行結餘及現金 – 一般賬戶	24	1,002,263	860,796
Bank balances and cash – segregated accounts	銀行結餘及現金 – 獨立賬戶	24	1,406,891	1,573,074
			4,712,517	4,984,935



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 September 2023 於2023年9月30日

		NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Current liabilities	流動負債			
Accounts payable	應付賬款	25	1,537,710	1,653,186
Other creditors and accrued charges	其他應付賬款及應計費用		33,137	32,575
Tax liabilities	稅項負債		1,804	12,260
Lease liabilities	租賃負債	27	9,320	6,464
Short-term bank borrowings	短期銀行借款	28	210,000	430,000
			1,791,971	2,134,485
Net current assets	流動資產淨值		2,920,546	2,850,450
Total assets less current liabilities	總資產減流動負債		3,402,301	3,551,663
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	27	12,756	1,322
Net assets	資產淨值		3,389,545	3,550,341
Capital and reserves	資本及儲備			
Share capital	股本	29	67,408	67,408
Reserves	儲備		3,322,137	3,482,933
Total equity	權益總額		3,389,545	3,550,341

The consolidated financial statements on pages 70 to 175 were approved and authorised for issue by the Board of Directors on 19 December 2023 and are signed on its behalf by:

董事會於2023年12月19日批准及授權刊印第70至第175頁之綜合財務報表，並由下列董事代表董事會簽署：

WONG CHI FAI
黃志輝
DIRECTOR
董事

FAN MAN SEUNG, VANESSA
范敏嫦
DIRECTOR
董事



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 30 September 2023 截至2023年9月30日止年度

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Special reserve	Capital contribution reserve	Translation reserve	Retained profits	Total
		股本	股份溢價	特別儲備	資本繳入儲備	換算儲備	保留溢利	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 October 2021	於2021年10月1日	67,408	3,199,289	9,950	2,004	(70)	571,061	3,849,642
Loss for the year	年度虧損	-	-	-	-	-	(299,234)	(299,234)
Other comprehensive expense for the year	年度其他全面開支	-	-	-	-	(67)	-	(67)
At 30 September 2022	於2022年9月30日	67,408	3,199,289	9,950	2,004	(137)	271,827	3,550,341
Loss for the year	年度虧損	-	-	-	-	-	(160,638)	(160,638)
Other comprehensive expense for the year	年度其他全面開支	-	-	-	-	(158)	-	(158)
At 30 September 2023	於2023年9月30日	67,408	3,199,289	9,950	2,004	(295)	111,189	3,389,545

Special reserve represents the difference between the nominal value of the ordinary shares of a subsidiary of the Company in issue and the nominal value of the shares issued by the Company for acquisition of a subsidiary pursuant to a group reorganisation on 2 April 2007.

特別儲備指本公司一間附屬公司已發行普通股之面值與本公司根據於2007年4月2日之集團重組收購一間附屬公司而發行之股份之面值間之差額。

Capital contribution reserve represents the deemed contribution arising from a fellow subsidiary waiving certain amount of management fee in previous years.

資本繳入儲備指因豁免過往年度若干數額管理費而由一間同系附屬公司當作繳入之款項。



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 September 2023 截至2023年9月30日止年度

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Loss before tax	除稅前虧損	(160,795)	(290,581)
Adjustments for:	調整：		
Finance costs	財務費用	14,871	26,845
Interest income	利息收入	(363,689)	(427,365)
Depreciation of property and equipment	物業及設備之折舊	3,827	3,105
Depreciation for right-of-use assets	使用權資產之折舊	4,692	10,877
Loss on disposal of an associate	出售一間聯營公司之虧損	-	111
Impairment allowances on financial assets, net of reversal	金融資產之減值撥備，扣除撥回	403,638	590,095
Impairment allowance on right-of-use assets	使用權資產之減值撥備	15,753	-
Gain on early termination of a lease	提早終止租賃之收益	(18)	-
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(81,721)	(86,913)
(Increase) decrease in accounts receivable	應收賬款之(增加)減少	(26,244)	835,356
(Increase) decrease in other assets	其他資產之(增加)減少	(2,506)	4,937
Decrease (increase) in loans and advances	貸款及墊款之減少(增加)	107,330	(546,825)
Decrease (increase) in other debtors, deposits and prepayments	其他應收賬款、按金及預付款項之減少(增加)	1,850	(5,254)
Decrease in bank balances and cash – segregated accounts	銀行結餘及現金－獨立賬戶之減少	166,183	261,524
Decrease in accounts payable	應付賬款之減少	(115,476)	(340,276)
Increase (decrease) in other creditors and accrued charges	其他應付賬款及應計費用之增加(減少)	404	(18,104)
Cash generated from operations	來自營運之現金	49,820	104,445
Hong Kong Profits Tax refund (paid)	已退(付)香港利得稅	1,275	(24,439)
PRC Tax paid	已付中國稅項	(17)	(19)
Interest paid	已付利息	(14,295)	(11,306)
Interest received	已收利息	338,912	402,649
NET CASH FROM OPERATING ACTIVITIES	來自經營活動之現金淨額	375,695	471,330



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 September 2023 截至2023年9月30日止年度

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Purchase of property and equipment	購買物業及設備	(3,432)	(7,692)
Proceeds on disposal of an associate	出售一間聯營公司之所得款項	–	3,527
NET CASH USED IN INVESTING ACTIVITIES	用於投資活動之現金淨額	(3,432)	(4,165)
FINANCING ACTIVITIES	融資活動		
Drawdown on bank borrowings	提取銀行借款	3,210,000	5,360,000
Repayment of bank borrowings	償還銀行借款	(3,430,000)	(5,300,000)
Redemption of bonds issued	贖回已發行債券	–	(500,000)
Interest paid on bonds issued	已發行債券之已付利息	–	(19,038)
Repayment of lease liabilities	償還租賃負債	(10,796)	(11,393)
NET CASH USED IN FINANCING ACTIVITIES	用於融資活動之現金淨額	(230,796)	(470,431)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物之增加(減少)淨額	141,467	(3,266)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等價物	860,796	864,062
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年終之現金及現金等價物	1,002,263	860,796
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物之結餘分析		
Bank balances and cash – general accounts	銀行結餘及現金 – 一般賬戶	1,002,263	860,796

Disclosure in relation to the changes in liabilities arising from financing activities are detailed in note 32 to the consolidated financial statements.

有關融資活動所產生的負債變動之披露於綜合財務報表附註32中詳述。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

1. GENERAL

Emperor Capital Group Limited (the “Company”) is incorporated and registered as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended). The immediate holding company is Emperor Capital Group Holdings Limited which is a limited liability company incorporated in the British Virgin Islands (the “BVI”). The ultimate holding company is Albert Yeung Capital Holdings Limited, a limited liability company incorporated in the BVI. The entire issued share capital of Albert Yeung Capital Holdings Limited is in turn held by CDM Trust & Board Services AG, being the trustee of Albert Yeung Capital Discretionary Trust, a discretionary trust set up by Dr. Yeung Sau Shing, Albert.

Shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 24 April 2007. The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information and Key Dates” section of the annual report.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 34.

The consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is also the functional currency of the Company.

1. 一般資料

英皇資本集團有限公司(「本公司」)乃根據百慕達1981年公司法(經修訂)註冊成立及登記為獲豁免有限公司。直接控股公司為英皇資本集團控股有限公司，於英屬處女群島註冊成立之有限公司。最終控股公司為楊受成資本控股有限公司，於英屬處女群島註冊成立之有限公司。楊受成資本控股有限公司之全部已發行股本由楊受成博士創立的一項酌情信託Albert Yeung Capital Discretionary Trust之受託人CDM Trust & Board Services AG持有。

本公司之股份自2007年4月24日起已在香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處及主要營業地點之地址披露於年報「公司資料及重要日期」一節。

本公司為投資控股公司。本公司主要附屬公司之主要業務載於附註34。

綜合財務報表乃以港元(「港元」)呈列，其亦為本公司之功能貨幣。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

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

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 October 2022 for the preparation of the consolidated financial statements:

Amendment to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendment to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendment to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendment to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020

The application of the amendments to HKFRSs 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. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

本年度強制生效之經修訂香港財務報告準則

於本年度，本集團於編製綜合財務報表時已首次應用由香港會計師公會(「香港會計師公會」)頒佈之下列經修訂香港財務報告準則，該等準則於2022年10月1日或之後開始之年度期間強制生效：

香港財務報告準則第3號之修訂本	概念框架指引
香港財務報告準則第16號之修訂本	2021年6月30日後 2019冠狀病毒病相關租金優惠
香港會計準則第16號之修訂本	物業、廠房及設備—擬定用途前之所得款項
香港會計準則第37號之修訂本	有償合約—履行一份合約之成本
香港財務報告準則之修訂本	香港財務報告準則2018年至2020年之年度改進

於本年度應用經修訂香港財務報告準則對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載之披露並無重大影響。



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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendment to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ³
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to HKAS 21	Lack of Exchangeability ⁴

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or after 1 January 2024.

⁴ Effective for annual periods beginning on or after 1 January 2025.

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業間出售或注入資產 ²
香港財務報告準則第16號之修訂本	售後租回之租賃負債 ³
香港會計準則第1號之修訂本	將負債分類為流動或非流動以及香港詮釋第5號(2020年)之有關修訂 ¹
香港會計準則第1號之修訂本	附帶契諾的非流動負債 ³
香港會計準則第1號及香港財務報告準則實務聲明第2號之修訂本	會計政策披露 ¹
香港會計準則第7號及香港財務報告準則第7號之修訂本	供應商融資協議 ³
香港會計準則第8號之修訂本	會計估計之定義 ¹
香港會計準則第12號之修訂本	單一交易中產生的資產及負債相關的遞延稅項 ¹
香港會計準則第21號之修訂本	缺乏可交換性 ⁴

¹ 於2023年1月1日或之後開始之年度期間生效。

² 於將予釐定之日期或之後開始之年度期間生效。

³ 於2024年1月1日或之後開始之年度期間生效。

⁴ 於2025年1月1日或之後開始之年度期間生效。

除下述經修訂香港財務報告準則外，本公司董事預期，應用所有其他新訂及經修訂香港財務報告準則於可預見將來不會對綜合財務報表造成重大影響。



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綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港會計準則第1號之修訂本將負債分類為流動或非流動以及香港詮釋第5號(2020年)之有關修訂(「2020年修訂本」)及香港會計準則第1號之修訂本附帶契諾的非流動負債(「2022年修訂本」)

2020年修訂本為評估將結算期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中：

- 澄清倘若負債具有條款，可由對手方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用香港會計準則第32號金融工具：呈列將選擇權單獨確認為權益工具時，該等條款方不會對其分類為流動或非流動造成影響。
- 訂明負債應基於報告期末存在的權利而分類為流動或非流動。具體而言，該等修訂澄清該分類不受管理層在12個月內結算負債的意圖或預期所影響。

對於以遵守契諾為條件的自報告日期起至少延後十二個月結算的權利，2020年修訂本引入的要求已被2022年修訂本修改。2022年修訂本訂明，實體須於報告期末或之前遵守的契諾方會影響實體於報告日期後至少十二個月內延遲結清負債的權利。僅須於報告期後遵守的契諾對該權利於報告期末是否存在並無影響。



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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (continued)

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 30 September 2023, including bank borrowings, and the related terms and conditions stipulated in the agreements between the Group and the relevant lenders, the application of the amendments will not result in reclassification of the Group’s liabilities.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港會計準則第1號之修訂本將負債分類為流動或非流動以及香港詮釋第5號(2020年)之有關修訂(「2020年修訂本」)及香港會計準則第1號之修訂本附帶契諾的非流動負債(「2022年修訂本」)(續)

此外，2022年修訂本訂明有關資料的披露要求，使財務報表使用者了解在該實體將貸款安排產生的負債分類為非流動負債，而實體延遲結清該等負債的權利視乎實體於報告期後十二個月內是否遵守契諾的情況下，則負債可能須於報告期後十二個月內償還的風險。

2022年修訂本亦將應用2020年修訂本的生效日期推遲到2024年1月1日或之後開始之年度報告期間。2022年修訂本與2020年修訂本於2024年1月1日或之後開始之年度報告期間生效，並允許提早應用。倘實體在頒佈2022年修訂本後的早期應用2020年修訂本，該實體亦應在該期間應用2022年修訂本。

根據本集團於2023年9月30日的未償還負債(包括銀行借款)以及本集團與相關貸款人訂立協議所列有關條款及條件，應用該等修訂本將不會導致本集團負債重新分類。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with HKFRS 16 “Leases”, measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 “Impairment of Assets”.

3. 綜合財務報表之編製基準及重大會計政策

綜合財務報表之編製基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。就編製綜合財務報表而言，倘信息合理預期會影響主要用戶作出的決定，則有關信息被視為重大。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露資料。

綜合財務報表乃按歷史成本基準編製，惟若干金融工具於各報告期末按公平值計量除外（於下文所載之會計政策中解釋）。

歷史成本一般基於就交換貨品及服務所給出之代價之公平值。

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債之公平值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮之資產或負債特徵。在該等綜合財務報表中作計量及／或披露用途之公平值均在此基礎上予以確定，惟香港財務報告準則第2號「以股份為基礎之付款」範圍內之以股份為基礎之付款交易、根據香港財務報告準則第16號「租賃」入賬之租賃交易、與公平值類似但並非公平值（例如香港會計準則第36號「資產減值」中之使用價值）的計量除外。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies

Basis of consolidation

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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

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

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

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策

綜合基準

綜合財務報表包括本公司及本公司所控制實體及其附屬公司之財務報表。擁有控制權指本公司：

- 有權控制被投資方；
- 承擔或享有參與被投資方所得可變回報的風險或權利；及
- 有能力行使其權力影響其回報金額。

倘事實及情況表明上列三項控制因素中有一項或多項出現變動，則本集團會重估是否依然對被投資方持有控制權。

附屬公司的綜合入賬於本集團獲得對附屬公司之控制權時開始，並於本集團失去對附屬公司之控制權時終止。具體而言，於年內收購或出售之附屬公司之收入及開支計入自本集團獲得控制權之日直至本集團不再控制附屬公司之日之綜合損益及其他全面收益表。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

與本集團成員間之交易有關之所有集團內資產及負債、權益、收入、開支及現金流量於綜合入賬時悉數對銷。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

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

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

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

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

來自客戶合約之收入

本集團於完成履約責任時(或就此)確認收入，即於特定履約責任相關貨品或服務之「控制權」轉移至客戶時。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同之明確貨品或服務。

控制權隨時間轉移，如滿足以下其中一項標準，則收入會按照完全滿足相關履約責任的進展情況而隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供之利益；
- 本集團履約產生了或強化了資產，而該資產的控制權在本集團履約時是屬於客戶的；或
- 本集團履約未創建對本集團具有替代用途之資產，而本集團擁有可強制執行權利收取迄今已履約部分之款項。

否則，收入會在客戶獲得明確貨品或服務的控制權時確認。

合約資產指本集團以貨品或服務換取代價的權利，而本集團已轉讓給客戶的貨品或服務仍不是無條件的。合約資產是根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價僅隨時間推移即會成為到期支付。

合約負債指本集團就已收客戶代價(或到期代價款項)向客戶轉移貨品或服務之責任。

與相同合約有關的合約資產及合約負債以淨額列賬並呈列。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Revenue from contracts with customers (continued)

Variable consideration

For contracts that contain variable consideration, such as sponsoring service fee and performance fee from asset management services, the Group estimates the amount of consideration to which it will be entitled using the most likely amount, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Description of the Group's performance obligation of main source of income under the scope of HKFRS 15 are as follows:

Brokerage

The Group provides broking and dealing services for securities, futures and options contracts. Commission income is recognised at a point in time on the execution date of the trades at a certain percentage of the transaction value of the trades executed. The Group provides custodian and handling services for securities, futures and options customer accounts. Fee income is recognised when the transaction is executed and service is completed (i.e. at a point in time), except for custodian service fee which is recognised over time.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

來自客戶合約之收入 (續)

可變代價

就包含可變代價(例如贊助服務費及來自資產管理服務的表現費收入)之合約而言,本集團採用最可能金額估計其將有權獲得之代價金額,以更有效反映本集團有權獲得之代價金額。

可變代價之估計金額僅計入交易價內,惟以此舉很大可能不會於與可變代價相關之不明朗因素其後解決時導致日後撥回重大收入為限。

於各報告期末,本集團更新估計交易價(包括更新其對可變代價估計是否受限之評估),以真實反映於報告期末存在之情況以及於報告期內之情況變動。

本集團根據香港財務報告準則第15號範圍內主要收入來源的履約責任描述如下:

經紀

本集團提供證券、期貨及期權合約經紀及買賣服務。佣金收入於訂立買賣當日按所訂立買賣交易價值的一定百分比確認。本集團為證券、期貨及期權客戶賬戶提供託管人及處理服務。費用收入於訂立交易及服務完成時(即於某一時間點)確認,惟託管人服務費隨時間確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Revenue from contracts with customers (continued)

Corporate finance

The Group provides placing, underwriting or sub-underwriting services to customers for their fund raising activities in equity and debt capital markets. Revenue is recognised when the relevant placing, underwriting, sub-underwriting services are completed. Accordingly, the revenue is recognised at a point in time.

The Group also provides sponsoring services to clients for their fund raising activities and corporate advisory services to corporate clients for their corporate actions. The Group considers that all the services promised in a particular contract of being a sponsor or corporate advisor are interdependent and interrelated and should be therefore accounted for as a single performance obligation. As there is enforceable right to payment for the Group for the performance of services completed up to date based on the contracts with customers regarding sponsor or corporate advisory services, the revenue is recognised over time based on the stage of completion of the contract, the services transferred to customers up to date.

Wealth management

The Group provides wealth management services to customers. The customers simultaneously receives and consumes the benefit provided by the Group, hence the revenue is recognised as a performance obligation satisfied over time. Wealth management fee income is charged at a fixed percentage per month of the net asset value of the managed accounts under management of the Group.

The Group is also entitled to a performance fee when the performance meets certain levels in accordance with Private Placement Memorandum for the relevant performance period and it is recognised at the end of the relevant performance period, when it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

來自客戶合約之收入 (續)

企業融資

本集團為客戶提供股權資本市場和債券資本市場融資活動的配售、包銷或分包銷服務。收入於有關配售、包銷、分包銷服務完成時確認。因此，收入於某一時間點獲確認。

本集團亦為客戶提供融資活動保薦服務及為企業客戶提供公司行動的企業顧問服務。本集團認為，於特定保薦或企業顧問合約的所有已承諾服務均為互相依存及互相關聯，因而應入賬為單一履約責任。由於本集團根據與客戶有關保薦或企業顧問服務合約就履行迄今已完成服務擁有收款的可執行權利，收入根據迄今完成合約及向客戶轉讓服務的階段隨時間確認。

財富管理

本集團為客戶提供財富管理服務。客戶同時收取及使用本集團提供的利益，故收入於履約責任隨時間達成時確認。財富管理費收入按本集團管理層的管理賬戶資產淨值的固定百分比每月收取。

於相關表現期根據私人配售備忘錄表現達致若干水平時，本集團亦有權收取表現費。當可變代價相關的不確定性於其後解決，而已確認累計收入金額將不大可能大幅撥回時，其將於相關表現期末確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Leases

Definition of a lease

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

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

租賃

租賃之定義

倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約屬於或包含租賃。

就於初始應用香港財務報告準則第16號日期或之後訂立或修訂或因業務合併而產生之合約而言，本集團根據香港財務報告準則第16號的定義於開始、修訂日期或收購日期(視何者合適而定)評估該合約是否屬於或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分之相對獨立價格基準及非租賃組成部分之合計獨立價格基準將合約代價分配至各項租賃組成部分。

非租賃組成部分與租賃組成部分分開，並透過應用其他適用準則入賬。

使用權資產

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初步直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定之狀況之過程中所產生的估計成本。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

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

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產 (續)

使用權資產按成本計量，減去任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。使用權資產在估計可使用年期與租期兩者孰短的期間內按直線法計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退回之租賃按金

已支付的可退回租賃按金乃根據香港財務報告準則第9號入賬，並初步按公平值計量。初始確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按該日未支付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款(包括實質上是固定之付款)減任何應收租賃優惠；
- 取決於指數或比率的可變租賃付款額，最初使用開始日期的指數或比率計算；
- 剩餘價值擔保下本集團預期應付之金額；
- 倘本集團合理肯定會行使選擇權，則為購買選擇權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則為終止租賃而支付之罰款。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities (continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

於開始日期後，租賃負債透過增加利息及租賃付款作出調整。

本集團於下列情況重新計量租賃負債 (並就有關使用權資產作相應調整):

- 該租期已改變，在此情況下，相關租賃負債於重新評估日期以經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金審閱後市場租金有變而出現變動，於此情況下，相關租賃負債以初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

租賃修改

倘出現以下情況，本集團將租賃修改作為一項單獨的租賃進行入賬:

- 該項修改通過增加使用一項或多項相關資產的權利擴大租賃範圍; 及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的獨立價格，加上按照特定合約的實際情況對獨立價格進行的任何適當調整。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications (continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Property and equipment

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

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

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修改 (續)

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債減任何應收租賃優惠。

本集團透過對相關使用權資產作出相應調整而重新計量租賃負債。當修改後的合約包含租賃組成部分和一個或多個額外租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格將修改後的合約代價分配至各項租賃組成部分。

物業及設備

物業及設備按成本減去其後之累計折舊及累計減值虧損(如有)於綜合財務狀況表內入賬。

物業及設備折舊乃以直線法按估計可使用年期撇銷其項目成本值減其剩餘價值確認。估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱，而任何估計變動之影響按前瞻基準入賬。

當出售物業及設備項目時或繼續使用物業及設備項目預期不會產生日後經濟利益時，該項資產予以撇除確認。出售或棄用一項物業及設備項目產生之任何收益或虧損釐定為資產銷售所得款項與賬面值之差額，並於損益內確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

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

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

外幣

在編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）計價之交易乃按交易日期之現行匯率確認。在報告期末，以外幣為單位之貨幣性項目均按該日之現行匯率重新換算。按外幣之歷史成本計量之非貨幣項目不予以重新換算。

由結算貨幣性項目及重新換算貨幣性項目而產生之匯兌差額，於彼等產生期間在損益中確認。

列報綜合財務報表時，本集團海外業務之資產及負債，按各報告期末之現行匯率換算為本集團之列報貨幣（即港元）。收入及支出項目則按年內之平均匯率換算。所產生之匯兌差額（如有）於其他全面收益內確認，並於換算儲備項下之權益累計。

出售海外業務時（即出售本集團於海外業務之全部權益，或出售涉及失去對包含海外業務的附屬公司之控制權），於權益中累計並與該業務相關之歸屬於本公司擁有人之所有匯兌差額重新分類至損益。

此外，就不導致本集團失去對附屬公司控制權之部分出售附屬公司而言，按比例計算之應佔累計匯兌差額部分重新歸屬於非控股權益，而並非於損益內確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Share options granted to directors and employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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

Employment benefit

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Bonus plans

The Group recognises a liability and an expense for bonuses, where appropriate, based on approved formulas that take into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

授予董事及僱員之購股權

向僱員及提供類似服務的其他人士作出的按權益結算以股份為基礎之付款乃按授出日期權益工具的公平值計量。

未計及所有非市場歸屬條件的於授出日期釐定的按權益結算以股份為基礎之付款的公平值乃根據本集團對將最終歸屬的權益工具的估計，按直線基準於歸屬期內列作開支，並對權益(以股份為基礎付款儲備)作相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估，修訂其對預計將歸屬的權益工具數目的估計。修訂原有估計之影響(如有)於損益中確認，從而令累計開支反映經修訂估計，並對以股份為基礎付款儲備作出相應調整。

就於授出日期即時歸屬之購股權而言，所授出購股權之公平值即時於損益中支銷。

於購股權獲行使時，原先於購股權儲備內確認之款項將轉撥至股份溢價。倘若購股權於歸屬日期後被沒收或於屆滿日期仍未行使，則原先於購股權儲備內確認之款項將轉撥至保留溢利。

僱員福利

退休福利成本

向定額供款退休福利計劃之付款於僱員已提供使彼等有權享受供款之服務時確認為開支。

花紅計劃

本集團按照認可計算公式就花紅確認負債及開支(如適用)，該公式已計及本集團應佔溢利(作出若干調整後)。本集團就合約責任或據過往經驗已產生推定責任而確認撥備。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Employment benefit (continued)

All other short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset. A liability is recognised for benefits accruing to employees (such as wages and salaries, and annual leave) after deducting any amount already paid.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are recognised as other income and presented under "other income and gains or losses".

Borrowing costs

All borrowing costs, that are not directly attributable to the acquisition, construction or production of qualifying assets, are recognised in profit or loss in the period in which they are incurred.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

僱員福利 (續)

所有其他短期僱員福利

短期僱員福利於僱員提供服務時按預期獲支付的福利未貼現款項確認。所有短期僱員福利均確認為開支，惟另一項香港財務報告準則規定或允許將該項福利於資產成本入賬者則除外。負債乃按扣減任何已付款項後僱員應佔福利(例如工資及薪金以及年假)確認。

政府補助

除非本集團能合理保證本集團將遵守政府補助所附帶之條件及將可收取有關補助，否則不確認相關政府補助。

政府補助於本集團將擬補償補助的相關成本確認為開支的期間內有系統地於損益中確認。具體而言，主要條件為本集團應購買、建造或以其他方式收購非流動資產之政府補助於綜合財務狀況表確認為相關資產之賬面值扣減，並按系統及合理基準於相關資產之可用年限轉撥至損益。

與收入有關的政府補助，乃作為補償已產生開支或虧損而應收或旨在為本集團提供即時財務支援(而無未來相關成本)，於應收期間在損益內確認。有關補助於「其他收入及收益或虧損」呈列確認為其他收入。

借款成本

收購、建設或生產合資格資產間接應佔之所有借款成本於產生期間的損益中確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/(loss) before tax because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary differences arises from the initial recognition of goodwill.

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

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

稅項

所得稅開支指本期應付稅項及遞延稅項之總和。

本期應付稅項乃根據本年度應課稅溢利計算。因於其他年度應課稅或可扣減之收支項目及永遠毋須課稅或不可扣減之項目，應課稅溢利與除稅前溢利／(虧損)有所不同。本集團之本期稅項負債乃按報告期末前已制定或實質上已制定之稅率計算。

本公司乃就綜合財務報表中資產及負債之賬面值與計算應課稅溢利所用相應稅基間之暫時差額確認遞延稅項。本公司一般就所有應課稅暫時差額確認遞延稅項負債。本公司一般就所有可扣減暫時差額確認遞延稅項資產，惟以可能用作抵銷應課稅溢利之可扣減暫時差額為限。倘暫時差額產生自初步確認(業務合併除外)一項不會影響應課稅溢利，亦不會影響會計溢利之交易中之資產或負債，則該等遞延稅項資產及負債不予確認。此外，倘商譽初步確認產生暫時差額，則不確認遞延稅項負債。

就與於附屬公司之投資有關之應課稅暫時差額確認遞延稅項負債，惟倘若本集團能夠控制暫時差額之撥回及暫時差額很有可能於可見將來不會撥回則除外。與有關投資有關之可扣減暫時差額產生之遞延稅項資產僅於很有可能將有充足應課稅溢利抵銷可動用暫時差額之利益及彼等預期於可見將來撥回時確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Taxation (continued)

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be use by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

稅項 (續)

遞延稅項資產之賬面值於報告期末予以檢討，並以不再可能獲得足夠應課稅溢利以收回全部或部分資產為限予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間內應用之稅率予以計量，而稅率乃基於報告期末前已制定或實質上已制定之稅率(及稅法)。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還其資產及負債之賬面值後之稅項後果。

倘有可依法強制執行權利將本期稅項資產與本期稅項負債抵銷，且有關資產與負債與同一稅務機關向同一應課稅實體徵收之所得稅有關時，遞延稅項資產與負債可互相抵銷。

本期及遞延稅項乃於損益內確認，惟倘若其與於其他全面收益內或直接於權益內確認之項目有關則除外，於此情況下，本期及遞延稅項亦分別於其他全面收益或直接於權益內確認。就因對業務合併進行初步會計處理而產生之本期稅項或遞延稅項而言，稅務影響乃計入業務合併之會計處理內。

於評估所得稅處理之不確定性時，本集團考慮相關稅務機關是否可能接受個別集團實體在其所得稅申報中使用或擬使用的不確定稅務處理。如果可能，本期及遞延稅項釐定與所得稅申報中的稅務處理一致。倘相關稅務機關不太可能接受不確定的稅務處理，則使用最可能的金額或預期值來反映每個不確定性的影響。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Impairment losses on property and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property and equipment and right-of-use assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

無形資產

具備有限使用年期且個別收購之無形資產按成本扣除累計攤銷及任何累計減值虧損列賬。使用年限有限之無形資產會於其估計使用年限內按直線法作攤銷撥備。於各報告期末檢討估計可使用年期及攤銷方法，而估計之任何變動之影響按前瞻性基準入賬。具備無限使用年期且個別收購之無形資產按成本扣除任何其後累計減值虧損列賬。

物業及設備以及使用權資產之減值虧損

於報告期末，本集團會檢討其物業及設備以及具有有限可使用年期之使用權資產之賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損。倘若存在任何相關跡象，則會估計相關資產之可收回金額以釐定減值虧損(如有)之程度。

物業及設備以及使用權資產之可收回金額乃分別估計，倘無法分別估計資產之可收回金額，則本集團估計該項資產所屬之現金產生單位之可收回金額。

於測試現金產生單位是否減值時，當可建立合理及一致之分配基準時，企業資產會分配至相關現金產生單位，否則會分配至能建立合理及一致分配基準之最小現金產生單位組別。可收回金額按企業資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別之賬面值作比較。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Impairment losses on property and equipment and right-of-use assets (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

物業及設備以及使用權資產之減值虧損 (續)

可收回金額為公平值減出售成本及使用價值兩者之較高者。於評估使用價值時，估計未來現金流量利用稅前貼現率貼現至其現值，以反映當前市場對貨幣時間價值及估計未來現金流量未經調整之資產(或現金產生單位)之特定風險之評估。

倘一項資產(或現金產生單位)之可收回金額估計低於其賬面值，則該資產(或現金產生單位)之賬面值扣減至其可收回金額。由於企業資產或部分企業資產不能合理一致地分配至一個現金產生單位內，本集團比較一組現金產生單位的賬面值(包括企業資產賬面值，或部分已分配至該組現金產生單位的企業資產賬面值)與該組現金產生單位之可收回金額。分配減值虧損時，該減值虧損首先分配以降低任何商譽的賬面值(倘適用)，而後基於該單位內或該組現金產生單位各項資產之賬面值按比例分配至其他資產。一項資產的賬面值不會減至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零當中的最高者。本將分配至該資產的減值虧損之金額按比例分配至該單位或該組現金產生單位的其他資產。減值虧損即時於損益內確認。

倘減值虧損其後撥回，則該資產(或現金產生單位或一組現金產生單位)之賬面值須增加至其經修訂之估計可收回金額，惟增加後之賬面值數額不得超過倘若於過往年度未有就該項資產(或現金產生單位或一組現金產生單位)確認減值虧損之原有賬面值。減值虧損撥回即時於損益確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

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

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具

當集團實體成為工具合約條文的一名訂約方時，本公司會在綜合財務狀況表上確認金融資產及金融負債。所有以常規方式購買或出售之金融資產均按交易日基準進行確認及撇除確認。以常規方式購買或出售是指購買或出售要求按相關市場中之規則或慣例設定之期限內交付資產之金融資產。

金融資產及金融負債初步按公平值計量，惟客戶合約所產生的貿易應收款項除外，其初始根據香港財務報告準則第15號計量。收購或發行金融資產及金融負債(透過損益按公平值列賬(「透過損益按公平值列賬」)之金融資產或金融負債除外)直接應佔之交易成本乃於初步確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值內扣除(視乎合適情況而定)。收購透過損益按公平值列賬之金融資產及金融負債直接應佔之交易成本即時於損益內確認。

實際利率法為計算一項金融資產或金融負債之攤銷成本及按有關期間分配利息收入及利息費用之方法。實際利率為按金融資產或金融負債之預期年期或(如適用)較短期間，將估計未來現金收入及付款(包括已支付或收取之構成實際利率之一部分之所有費用及費率、交易成本及其他溢價或折讓)準確貼現至於初步確認時之賬面淨值之比率。

在本集團日常業務過程中獲取的利息收入呈列為收入。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in the fair value of an equity investment (that is not held for trading and is not contingent consideration of an acquirer in a business combination) in other comprehensive income with only dividend income generally recognised in profit or loss.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產

金融資產分類及其後計量

符合下列條件之金融資產其後按攤銷成本計量：

- 業務模式的目的為持有金融資產以收取合約現金流量；及
- 合約條款規定在指定日期時會產生現金流量，而該等現金流量僅用作支付本金及尚未償還本金之利息。

符合以下條件的金融資產其後按透過其他全面收益按公平值列賬（「透過其他全面收益按公平值列賬」）之方式計量：

- 業務模式的目的為持有金融資產以收取合約現金流量及出售；及
- 合約條款規定在指定日期時會產生現金流量，而該等現金流量僅用作支付本金及尚未償還本金之利息。

所有其他金融資產其後均透過損益按公平值列賬計量，惟於初始確認金融資產，本集團可不可撤回地選擇於其他全面收益呈列股本投資（並非持作買賣用途，亦非收購方於業務合併中之或然代價）公平值之其後變動，僅有股息收入一般會於損益內確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period (with the amortised cost being the gross carrying amount less the impairment allowance). If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及其後計量 (續)

倘屬以下情況，金融資產被分類為持作買賣用途：

- 其獲收購主要目的為在短期內出售；或
- 在初步確認時，其為本集團所管理的可識別金融工具組合的一部分且近期實際存在短期獲利模式；或
- 其為並非指定及有效作對沖的衍生工具。

此外，本集團可不可撤回地將須按攤銷成本或透過其他全面收益按公平值列賬之金融資產指定為透過損益按公平值列賬計量，前提是採取此種計量方法可消除或大幅減少會計錯配。

攤銷成本及利息收入

就其後按攤銷成本計量的金融資產，採用實際利率法確認利息收入。利息收入透過實際利率應用於金融資產賬面總值來計算，惟其後已變為信貸減值的金融資產(見下文)除外。就其後已變為信貸減值的金融資產而言，利息收入透過將實際利率應用於自下個報告期起計的金融資產攤銷成本(攤銷成本指賬面總值減去減值撥備)確認。倘已信貸減值的金融工具之信貸風險改善，致使有關金融資產不再出現信貸減值，利息收入乃透過對金融資產於有關資產獲確定不再出現信貸減值後之報告期開始起之賬面總值應用實際利率而確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets including other debtors and deposits, loans and advances, accounts receivable, pledged bank deposits and bank balances which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivable that result from transactions within the scope of HKFRS 15 and the ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with debtors having similar credit ratings.

For all other instruments, the Group applies the general approach to measure ECL for all financial assets, if any, which are subject to impairment under HKFRS 9. On this basis, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值

本集團就根據香港財務報告準則第9號須作減值之金融資產(包括其他應收賬款及按金、貸款及墊款、應收賬款、已抵押銀行存款以及銀行結餘)之預期信貸虧損(「預期信貸虧損」)進行減值評估。預期信貸虧損金額於各報告日期更新,以反映自初始確認後信貸風險的變化。

全期預期信貸虧損指相關工具於預期年期內所有可能的違約事件將產生之預期信貸虧損。相反,12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期於報告日期後12個月內可能發生的違約事件導致的部份全期預期信貸虧損。評估乃根據本集團的歷史信貸虧損經驗進行,並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團一貫會對香港財務報告準則第15號範圍內交易所產生的應收賬款的全期預期信貸虧損進行確認,並會針對有巨額結欠債務人的資產個別進行預期信貸虧損評估及/或針對具有類似信貸評級的債務人使用提列矩陣進行集體預期信貸虧損評估。

對於所有其他工具,本集團會採用一般性的方法來計量所有金融資產的預期信貸虧損(如有)並須根據香港財務報告準則第9號進行減值。在以此為基礎情況下,本集團會以12個月預期信貸虧損來計量虧損撥備,除非在首次確認後,信貸風險大幅增加,在此情況下,本集團會確認全期預期信貸虧損。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information, if applicable, that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加

為評估信貸風險在首次確認後有否大幅增加，本集團會將金融工具在報告日發生的違約風險與金融工具在首次確認日發生的違約風險相比較。本集團進行評估時，會考慮合理並有充分支持的定量及定性資料(如適用，包括參考過往經驗及無須耗費龐大人力物力而取得的前瞻性信息)。

特別是，本集團在評估信貸風險有否大幅增加時，會將下列信息納入考慮範圍：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 外部市場信貸風險指標的顯著惡化，例如信貸息差大幅增加及債務人的信貸違約掉期價格；
- 導致債務人履行其償債義務的能力大幅下降的業務、財務或經濟狀況出現現有或預測不利變化；
- 債務人經營業績實際或預期顯著惡化；
- 導致債務人履行其償債義務的能力大幅下降的債務人監管、經濟或技術環境出現實際或預測顯著不利變化。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due (except for accounts receivable from secured margin clients where a shorter period of "past due" has been applied by the directors in view of the nature of business operation and practice in managing the credit risk), unless the Group has reasonable and supportable information that demonstrates otherwise. Information that will be taken into account when assessing significant increase in credit risk are also set out in note 38.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers the event of default occurs when the information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

In respect of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加 (續)

如不考慮上述的評估結果，除非本集團有合理及可提供充分證據的信息另作說明，否則如合約付款逾期超過30日(鑒於業務經營的性質及管理信貸風險的實踐，董事已應用較短「逾期」期間的應收有抵押孖展客戶賬款除外)，本集團會推定信貸風險在首次確認後已大幅增加。在評估信貸風險顯著增加時將考慮的資料亦載於附註38。

本集團定期監控用以識別信貸風險有否大幅增加的標準之有效性，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險大幅增加。

(ii) 違約定義

就內部信貸風險管理而言，倘內部編製或從外部來源獲取的資料表明債務人難以向包括本集團在內之債權人悉數還款(不計及本集團持有之任何抵押品)，則本集團認為發生違約事件。

不論上述情況，除非本集團有合理及可提供充分證據的信息說明更寬鬆之違約標準更為合適，否則如金融資產逾期超過90日，本集團會將其視為已發生違約。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iii) 信貸減值金融資產

如發生一項或多項違約事件預期會對金融資產估計未來現金流量造成不利的影響，則有關金融資產會被評定為出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人面臨重大財務困難；
- (b) 違反合約，例如違約或逾期事件；
- (c) 借款人的貸款人因有關借款人關於經濟或合約理由上的財務困難，而向借款人批出貸款人不會另行考慮的特許權；或
- (d) 借款人將可能陷入破產或其他財務重組。

(iv) 撇銷政策

當有資料顯示對手方處於嚴重財務困難及無實際收回可能(例如對手方已處於清盤狀態或已進行破產程序)，則本集團撇銷金融資產。經考慮法律意見後(倘合適)，遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事件。任何其後收回在損益中確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default are based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size, background and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損率(即違約虧損程度)及違約風險之函數。違約概率及違約虧損率之評估乃基於歷史數據及前瞻性信息。預期信貸虧損的預估乃無偏概率加權平均金額，以權重確定發生違約的風險。

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之實際利率貼現)作出估計。

就集體評估而言，本集團將於制定組別時考慮以下特徵：

- 逾期狀況；
- 債務人之性質、規模及行業；及
- 可用之外部信貸評級。

管理層定期檢討分組方法，以確保各組別之組成項目繼續具有相似之信貸風險特徵。

利息收入乃根據金融資產之賬面總值計算，除非金融資產作出信貸減值，在此情況下，利息收入按金融資產之攤銷成本計算。



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For the year ended 30 September 2023 截至2023年9月30日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable from secured margin clients and loans and advances where the corresponding adjustment is recognised through a loss allowance account.

In assessing the ECL for financial assets, the Group performs the assessment based on the Group's historical credit loss experience, adjusted for factors specific to the borrowers and the current conditions at the reporting date as well as the forecast of future conditions. The Group also reviews the value of collateral received from the customers in measuring impairment. The methodology and assumptions used for estimating the impairment amount are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

本集團透過調整賬面值於損益中就所有金融工具確認減值收益或虧損，惟應收有抵押孖展客戶賬款以及貸款及墊款除外，其相應調整透過虧損撥備賬確認。

在評估金融資產的預期信貸虧損時，本集團根據本集團過往的信貸虧損經驗進行評估，並按照報告當日借款人的特定因素及當時狀況以及未來狀況的預測作出調整。本集團亦會檢討自客戶收取的抵押品價值以計量減值。估計減值金額的方法及假設將作定期評估，以減少預期虧損及實際虧損經驗之間之差異。

金融資產撇除確認

僅當從資產收取現金流量之合約權利屆滿，或本集團已向另一實體轉移金融資產及與該資產所有權有關之絕大部分風險及回報時，本集團撇除確認該金融資產。

於撇除確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價的總和的差額乃於損益確認。

金融負債及權益

分類為債務或權益

集團實體發行之債務及權益工具乃根據合約安排之內容及金融負債及權益工具之定義分類為金融負債或權益。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including accounts payable, other creditors and short-term bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Financial assets and financial liabilities offsetting

A financial asset and a financial liability are offset and the net amount is presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

3. 綜合財務報表之編製基準及重大會計政策 (續)

重大會計政策 (續)

金融工具 (續)

金融負債及權益 (續)

權益工具

權益工具指證明實體資產在扣除其所有負債後之剩餘權益之任何合約。本公司所發行之股本工具按已收所得款項扣除直接發行成本後確認。

按攤銷成本計量之金融負債

金融負債(包括應付賬款、其他應付賬款及短期銀行借款)其後均使用實際利率法按攤銷成本計量。

撇除確認金融負債

當且僅當本集團的責任獲解除、取消或屆滿時，本集團撇除確認金融負債。撇除確認之金融負債之賬面值與已付及應付代價間之差額乃於損益中確認。

金融資產與金融負債之抵銷

當或僅當本集團目前具有法律上可強制執行的權利以抵銷已確認金額；及擬以淨額基準結算，或在變現資產時同時結清負債，金融資產與金融負債可互相抵銷，並於綜合財務狀況表內呈列淨額。

4. 重大會計判斷及估計不明朗因素的主要來源

於應用附註3所述的本集團會計政策時，本公司董事須就未能於其他來源取得的資產及負債之賬面值作出判斷、估計及假設。

估計及相關假設乃根據過往經驗及其他被認為屬相關之因素作出。實際結果可能與該等估計有異。

本集團會持續檢討該等估計及相關假設。倘會計估計之修訂僅影響修訂估計的期間，則有關估計修訂將於作出修訂之期間確認，或倘修訂對本期及未來期間均會構成影響，則會於作出修訂之期間及未來期間確認。

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

Key sources of estimation uncertainty

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

The application of ECL Model

The directors of the Company estimate the amount of loss allowance for ECL on financial assets at amortised cost based on the credit risk of the respective financial instrument. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk and expected cash flows of the respective financial instrument involves a high degree of estimation and uncertainty. The provision of ECL is sensitive to changes in estimates. The estimates would include the amount and timing of future cash flows and collateral value when determining impairment allowances. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly. The information about the ECL on financial assets at amortised cost are disclosed in note 38 to the consolidated financial statements.

The Risk Management Department is responsible for developing and maintaining the processes for measuring ECL including monitoring of credit risk, incorporation of forward-looking information and the method used to measure ECL, and ensuring that the Group has policies and procedures in place to appropriately maintain and validate models used to assess and measure ECL.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素之主要來源

以下為於報告期末可能有重大風險導致就下個財政年度資產與負債賬面值作出重大調整而有關日後之主要假設及估計不明朗因素之其他主要來源。

應用預期信貸虧損模式

本公司董事根據相關金融工具之信貸風險估計按攤銷成本列賬之金融資產之預期信貸虧損之虧損撥備金額。虧損撥備金額乃按資產賬面值與估計未來現金流量現值之間差額計量，並考慮各金融工具之預期未來信貸虧損。對各項金融工具之信貸風險及預期現金流量所作評估涉及高度估計及不確定性。預期信貸虧損撥備對估計之變動敏感。於釐定減值撥備時，估計將包括未來現金流量及抵押品價值的金額及時間。倘實際未來現金流量低於預期或超出預期，則可能出現重大減值虧損或重大減值虧損撥回。有關按攤銷成本列賬之金融資產之預期信貸虧損資料於綜合財務報表附註38披露。

風險管理部負責制定及維持預期信貸虧損之計量程序，包括監察信貸風險、納入前瞻性資料及計量預期信貸虧損所用方法；並確保本集團訂有政策及程序，以適當維護及驗證用於評估及計量預期信貸虧損之模型。



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

Key sources of estimation uncertainty (continued)

The application of ECL Model (continued)

Incorporation of forward-looking information

The Group employs experts who use external and internal information to generate scenarios of future forecasts of relevant economic variables. The internal and external information used includes the historical data of the Group and economic data and forecasts published by governmental bodies, monetary authorities or other financial institutions. Accordingly, when measuring ECL, the Group selects and uses reasonable and supportable forward-looking information without undue cost or effort in its assessment, which is based on assumptions and estimates for the future movement of different economic drivers and how these drivers will affect each other as well as the correlation between historical default rate and macro-economic factors. Management estimates these forward-looking economic factors, such as GDP growth, unemployment rate, interest rate and inflation etc. under different scenario and analyse the impact on probability of default ("PD") and loss given default ("LGD") for different financial assets.

Measurement of ECL

PD constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon and the calculation is based on reasonable and appropriate statistical rating models selected by the management. These statistical models are based on market data (where available), as well as internal data comprising both quantitative and qualitative factors, if applicable, which includes historical data, assumptions and expectations of future conditions. The management gathers this information and adjusts the data to reflect probability-weighted forward looking information that is reasonable and supportable and available without undue cost or effort.

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素之主要來源 (續)

應用預期信貸虧損模式 (續)

納入前瞻性資料

本集團聘請專家，運用外部及內部資料得出相關經濟變量之未來預測狀況。所採用內部及外部資料包括本集團歷史數據以及分別由政府機構、貨幣機關或其他金融機構公佈之經濟數據及預測。因此，計量預期信貸虧損時，本集團就評估選擇並採用毋須付出不必要成本或精力即可獲得之合理可作為依據之前瞻性資料，此乃基於對不同經濟驅動因素未來變動之假設及估計以及該等驅動因素如何相互影響及歷史違約率及宏觀經濟因素的相關性。管理層估計該等前瞻性經濟因素(如不同情況下的國內生產總值增長、失業率、利率及通脹等)，並分析不同金融資產違約概率及違約虧損率的影響。

計量預期信貸虧損

違約概率構成計量預期信貸虧損之關鍵輸入數據。違約概率是對一定時期內違約可能性之估計，並按管理層選擇合理恰當之統計評級模型而計算。該等統計模型基於市場數據(如有)以及包含定量及定性因素(如適用，包括歷史數據及未來狀況假設與預測)之內部數據。管理層收集有關資料並調整數據以反映毋須付出不必要成本或精力即可獲得之合理可作為依據之概率加權前瞻性資料。



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

Key sources of estimation uncertainty (continued)

The application of ECL Model (continued)

Measurement of ECL (continued)

LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements with estimation involved. The LGD models for secured assets consider forecasts of future collateral valuation taking into account sale discounts, transaction volume of the secured assets and seniority of claim. For unsecured loans, the calculation of LGD includes the judgments in determining the proportion of loan recovered after default and the duration of recovery.

In assessing the lifetime ECL on credit-impaired financial assets classified as stage 3, the Group performs the assessment based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors or borrowers, which include any (i) significant financial difficulty of the debtors or borrowers, (ii) the status and progress of financial restructuring, general economic conditions and both the current conditions at the reporting date as well as the forecast of future conditions with significant judgments involved. Moreover, the Group also reviews and assesses the fair value of the collateral received from the customers in determining the impairment.

Relevant information with regard to the exposure of credit risk and expected credit losses are set out in note 38 to the consolidated financial statements.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素之主要來源(續)

應用預期信貸虧損模式(續)

計量預期信貸虧損(續)

違約虧損率是對違約虧損的估計。其基於到期合約現金流量與貸款人預期收到的合約現金流量之間的差額，同時會考慮涉及估計之抵押品產生的現金流量和整體信貸增級。已抵押資產的違約虧損率模型考慮未來抵押品估值的預測，以及已抵押資產之銷售折扣、交易量及申索之優先次序。就無抵押貸款而言，違約虧損率的計算包括釐定違約後收回的貸款比例及收回期限的判斷。

評估分類為第三階段之信貸減值金融資產之全期預期信貸虧損時，本集團根據本集團過往信貸虧損經驗進行評估，並按債務人或借款人特定因素，其中包括(i)債務人或借款人陷入嚴重財困，(ii)財務重組狀況及進度、整體經濟狀況及於報告日期的目前狀況以及涉及重大判斷之未來狀況預測作調整。此外，於釐定減值時，本集團亦會審閱及評估收取客戶抵押品之公平值。

有關面對的信貸風險及預期信貸虧損之有關資料載於綜合財務報表附註38。



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

Key sources of estimation uncertainty (continued)

Estimated impairment of property and equipment and right-of-use assets

Property and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key inputs to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs including allocation of corporate assets when a reasonable and consistent basis of allocation can be established. Changing the inputs and estimates including the discount rates or the growth rates in the cash flow projections could materially affect the recoverable amounts of the various cash-generating units.

As at 30 September 2023, in view of impairment indicators, the Group performed impairment assessment on property and equipment and right-of-use assets of carrying amounts (before impairment allowance) of HK\$6,498,000 (2022: HK\$6,893,000) and HK\$21,506,000 (2022: HK\$7,247,000) respectively. Impairment losses of HK\$Nil (2022: HK\$2,833,000) and HK\$15,753,000 (2022: HK\$5,577,000) have been recognised on property and equipment and right-of-use assets as at 30 September 2023, respectively. Details of the impairment of property and equipment and right-of-use assets are disclosed in notes 17 and 18.

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素之主要來源 (續)

物業及設備以及使用權資產之估計減值

物業及設備以及使用權資產按成本減去累計折舊及減值(如有)列值。於釐定資產是否減值時，本集團須進行判斷及作出估計，尤其評估：(1) 是否有事件已發生或有任何跡象可能影響資產價值；(2) 資產賬面值是否能夠以可收回金額支持，如為使用價值，即按照持續使用資產估計的未來現金流量的淨現值；及(3) 將應用於估計可收回金額的適當關鍵輸入數據(包括現金流量預測及適當的貼現率)。倘不大可能估計個別資產(包括使用權資產)之可收回金額時，本集團估計該資產所屬之現金產生單位之可收回金額(當可設立合理及一致的分配基準時，則包括分配公司資產)。更改輸入數據及估計(包括於現金流量預測內的貼現率或增長率)可能會對各現金產生單位之可回收金額產生重大影響。

於2023年9月30日，鑒於減值指標，本集團分別對賬面值(除減值撥備前)為6,498,000港元(2022年：6,893,000港元)的物業及設備以及21,506,000港元(2022年：7,247,000港元)的使用權資產進行減值評估。於2023年9月30日，物業及設備以及使用權資產分別確認減值虧損零港元(2022年：2,833,000港元)及15,753,000港元(2022年：5,577,000港元)。物業及設備以及使用權資產減值之詳情披露於附註17及18。

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For the year ended 30 September 2023 截至2023年9月30日止年度

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

Key sources of estimation uncertainty (continued)

Income taxes

As at 30 September 2023, tax losses of HK\$3,400,371,000 (2022: HK\$3,209,370,000) have not been recognised as deferred tax asset due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In case where the actual future taxable profits generated are more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material recognition of deferred tax asset may arise, which would be recognised in profit or loss for the period in which such a recognition takes place.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see above), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Significant increase in credit risk in measurement of ECL

As explained in note 3, the Group monitors all financial assets that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Company will measure the loss allowance based on lifetime rather than 12m ECL. Certain loans and advances and accounts receivable from margin clients are measured on lifetime ECL basis as for those credit risk had increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative information, if applicable, that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Information that will be taken into account when assessing significant increase in credit risk are also set out in "Impairment of financial assets" in notes 3 and 38.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素之主要來源(續)

所得稅

於2023年9月30日，基於未來溢利來源之不可預測性，稅項虧損3,400,371,000港元(2022年：3,209,370,000港元)並無確認為遞延稅項資產。遞延稅項資產能否變現主要取決於日後是否有足夠之未來溢利或應課稅暫時差額。倘所產生之實際未來應課稅溢利高於預期，或事實及情況出現變動，導致修訂未來應課稅溢利估計，則可能出現遞延稅項資產之重大確認，將於有關確認之期內於損益確認。

應用會計政策時之關鍵判斷

除涉及估計的關鍵判斷(見上文)外，以下為本公司董事在應用本集團會計政策時所作出的關鍵判斷，該等關鍵判斷會對綜合財務報表確認的金額產生最重大影響。

計量預期信貸虧損之信貸風險顯著增加

如附註3所闡述，本集團監控須遵守減值規定的所有金融資產，以評估自初次確認起信貸風險是否已顯著增加。如信貸風險顯著增加，本公司將基於全期而非12個月預期信貸虧損計量虧損撥備。而就自初次確認起信貸風險顯著增加者，若干貸款及墊款以及應收孖展客戶賬款則以全期預期信貸虧損基準計量。香港財務報告準則第9號並未界定信貸風險顯著增加的原因。評估一項資產的信貸風險是否顯著增加時，本集團考慮合理及可靠的定性及定量資料(如適用)，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。於評估信貸風險顯著增加時將考慮的資料亦載於附註3及38「金融資產減值」。



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綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

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

Critical judgements in applying accounting policies (continued)

Determination of consolidation scope of certain pledged securities in money lending

The Group entered into secured loan arrangements with customers that contain several covenants such that the Group may have the voting rights on certain relevant activities of the pledged company and/or seize and enforce the pledged company if a covenant is breached. When these protective rights become exercisable and/or the Group seizes and enforces the pledged companies, there is a change in facts and circumstances and the control assessment is required to be performed.

All facts and circumstances must be taken into consideration in the assessment of whether these rights are substantive and whether the Group, as lender, has practical ability to exercise these rights as power to direct the relevant activities of the pledged company. The principle of control sets out the following three elements of control: (a) power over the pledged company; (b) exposure, or rights, to variable returns from involvement with the pledged company; and (c) the ability to use power over the pledged company to affect the amount of the lender's returns.

In conducting the assessment to determine this consolidation scope, the directors of the Company considers whether the rights held by the Group are substantive and whether are there any barriers (economic or otherwise) that prevent or deter the Group from exercising its rights based on all facts and circumstances. The management assessed and determined that there are financial disincentives and/or legal or regulatory requirements that prevent or deter the Group from exercising its rights based on all facts and circumstances for all relevant cases of pledged companies in current year.

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

應用會計政策時之關鍵判斷 (續)

確定若干貸款抵押證券之合併範圍

本集團與客戶訂立抵押貸款安排(包含若干契約)，倘違反契約，本集團可於抵押公司若干相關活動中擁有投票權及／或沒收及強制執行抵押公司。當行使該等保護權及／或本集團沒收及強制執行抵押公司時，事實及情況產生變動，並須進行控制評估。

評估該等權利是否具有實質性及本集團作為貸款人是否具有行使該等權利的實際能力，以指導抵押公司的相關活動，須考慮一切事實及情況。控制原則包括三個控制權要素：(a)對抵押公司的權力；(b)因參與抵押公司而承擔或享有可變回報的風險或權利；及(c)運用對抵押公司的權力影響貸款人的回報金額的能力。

於進行評估以確定此合併範圍時，本公司董事基於一切事實及情況，考慮本集團所持有之權利是否具有實質性，是否存在任何障礙(經濟或其他方面)防止或制止本集團行使權利。管理層基於一切事實及情況評估及釐定就本年度抵押公司的所有相關狀況而言存在防止或制止本集團行使權利之財務抑制及／或法律或監管規定。

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For the year ended 30 September 2023 截至2023年9月30日止年度

5. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers, for the purposes of resources allocation and assessment of segment performance focuses on types of services provided.

According to HKFRS 8, the Group has the following operating and reportable segments:

- | | | | |
|-----|--------------------------|---|--|
| (a) | Financing | - | Provision of margin financing and money lending services |
| (b) | Brokerage services | - | Provision of securities, options, futures, insurance, other assets and wealth management products broking services and related handling services |
| (c) | Placing and underwriting | - | Provision of placing and underwriting services |
| (d) | Corporate finance | - | Provision of corporate finance advisory services |

Segment revenue and results

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

For the year ended 30 September 2023

		Financing 貸款 HK\$'000 千港元	Brokerage services 經紀服務 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Elimination 撇銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
REVENUE	收入						
Segment revenue - external customers	分部收入—外部客戶						
Commission and fee income	佣金及費用收入	-	57,610	6,472	13,275	-	77,357
Interest income	利息收入	323,071	40,618	-	-	-	363,689
Inter-segment sales	分部間銷售	310,323	-	-	-	(310,323)	-
		633,394	98,228	6,472	13,275	(310,323)	441,046

5. 分部資料

呈報本公司執行董事(主要經營決策人)以分配資源及評估分部表現之資料乃集中於所提供服務之類別。

根據香港財務報告準則第8號，本集團有以下經營及可呈報分部：

- | | | | |
|-----|-------|---|---------------------------------------|
| (a) | 貸款 | - | 提供孖展融資及貸款服務 |
| (b) | 經紀服務 | - | 提供證券、期權、期貨、保險、其他資產及財富管理產品之經紀服務及相關手續服務 |
| (c) | 配售與包銷 | - | 提供配售與包銷服務 |
| (d) | 企業融資 | - | 提供企業融資顧問服務 |

分部收入及業績

以下為本集團之收入及業績按經營及可呈報分部之分析：

截至2023年9月30日止年度



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For the year ended 30 September 2023 截至2023年9月30日止年度

5. SEGMENT INFORMATION (continued)

Segment revenue and results (continued)

Inter-segment sales are charged at prevailing market rates.

5. 分部資料 (續)

分部收入及業績 (續)

分部間銷售乃按現行市場價格收費。

		Financing 貸款	Brokerage services 經紀服務	Placing and underwriting 配售與包銷	Corporate finance 企業融資	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
RESULTS	業績					
Segment results	分部業績	(145,575)	14,468	5,129	(4,028)	(130,006)
Unallocated other income and gains or losses	未分配其他收入及收益或虧損					3,426
Unallocated corporate expenses	未分配企業費用					
- staff costs (including directors' remuneration but excluding staff commission expenses)	- 員工成本(包括董事之酬金, 但不包括員工佣金支出)					(4,585)
- service charge to related companies (note 33(a)(ii))	- 給予關連公司之服務費 (附註33(a)(ii))					(22,168)
- others	- 其他					(7,462)
Loss before tax	除稅前虧損					(160,795)
Income tax credit	所得稅抵免					157
Loss for the year	年度虧損					(160,638)

For the year ended 30 September 2022

截至2022年9月30日止年度

		Financing 貸款	Brokerage services 經紀服務	Placing and underwriting 配售與包銷	Corporate finance 企業融資	Elimination 撇銷	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
REVENUE	收入						
Segment revenue - external customers	分部收入-外部客戶						
Commission and fee income	佣金及費用收入	-	67,496	6,823	11,140	-	85,459
Interest income	利息收入	418,503	8,862	-	-	-	427,365
Inter-segment sales	分部間銷售	320,153	-	-	-	(320,153)	-
		738,656	76,358	6,823	11,140	(320,153)	512,824

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

5. SEGMENT INFORMATION (continued) Segment revenue and results (continued)

Inter-segment sales are charged at prevailing market rates.

5. 分部資料(續) 分部收入及業績(續)

分部間銷售乃按現行市場價格收費。

		Financing 貸款	Brokerage services 經紀服務	Placing and underwriting 配售與包銷	Corporate finance 企業融資	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
RESULTS	業績					
Segment results	分部業績	(257,760)	1,914	1,236	(370)	(254,980)
Unallocated other income and gains or losses	未分配其他收入及收益或虧損					2,276
Unallocated corporate expenses	未分配企業費用					
- staff costs (including directors' remuneration but excluding staff commission expenses)	- 員工成本(包括董事之酬金，但不包括員工佣金支出)					(1,500)
- service charge to related companies (note 33(a)(ii))	- 給予關連公司之服務費(附註33(a)(ii))					(19,536)
- others	- 其他					(16,841)
Loss before tax	除稅前虧損					(290,581)
Income tax expense	所得稅開支					(8,653)
Loss for the year	年度虧損					(299,234)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment results represents the profit (loss) earned by each segment without allocation of central administration costs (including directors' remuneration but excluding staff commission expenses), unallocated other income and gains or losses and service charge to related companies. This is the measure reported to the executive directors of the Company for the purpose of resources allocation and performance assessment. No analysis of segment asset and segment liability is presented as the chief operating decision maker does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

可呈報分部之會計政策與附註3所述之本集團會計政策相同。分部業績指各分部所賺取之溢利(虧損)，而未分配中央行政費用(包括董事之酬金，惟員工佣金支出除外)、未分配其他收入及收益或虧損以及給予關連公司之服務費。此為向本公司執行董事呈報以供分配資源及評估表現之措施。因主要經營決策人並非定期審視有關資料以分配資源及評估表現，故無呈列分部資產及分部負債之分析。因此，僅呈列分部收入及分部業績。



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5. SEGMENT INFORMATION (continued)

Other segment information

For the year ended 30 September 2023

5. 分部資料 (續)

其他分部資料

截至2023年9月30日止年度

		Financing 貸款 HK\$'000 千港元	Brokerage services 經紀服務 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions of property and equipment	添置物業及設備	-	3,432	-	-	3,432
Addition of right-of-use assets	添置使用權資產	14,995	6,354	-	4,066	25,415
Depreciation of property and equipment	物業及設備之折舊	572	3,248	-	7	3,827
Depreciation of right-of-use assets	使用權資產之折舊	2,603	1,384	-	705	4,692
Impairment allowance on right-of-use assets	使用權資產之減值撥備	12,392	-	-	3,361	15,753
Impairment allowances on accounts receivable, net of reversal	應收賬款之減值撥備，扣除撥回	204,407	182	-	1,545	206,134
Impairment allowances on loans and advances, net of reversal	貸款及墊款之減值撥備，扣除撥回	197,504	-	-	-	197,504
Finance costs	財務費用	14,295	576	-	-	14,871

For the year ended 30 September 2022

截至2022年9月30日止年度

		Financing 貸款 HK\$'000 千港元	Brokerage services 經紀服務 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions of property and equipment	添置物業及設備	-	7,692	-	-	7,692
Depreciation of property and equipment	物業及設備之折舊	-	3,098	-	7	3,105
Depreciation of right-of-use assets	使用權資產之折舊	-	10,877	-	-	10,877
Impairment allowances on accounts receivable, net of reversal	應收賬款之減值撥備，扣除撥回	269,807	-	-	2,215	272,022
Impairment allowances on loans and advances, net of reversal	貸款及墊款之減值撥備，扣除撥回	318,073	-	-	-	318,073
Finance costs	財務費用	26,464	381	-	-	26,845

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For the year ended 30 September 2023 截至2023年9月30日止年度

5. SEGMENT INFORMATION (continued)

Geographical information

The following illustrates the geographical analysis of (i) the Group's revenue from its external customers, based on the country from which the trades are derived in relation to brokerage revenue from overseas products trading and/or based on the country in which the customers are located in relation to financing, brokerage, placing and underwriting and corporate finance revenue, and (ii) the Group's non-current assets, based on the geographical location of the assets:

		Revenue 收入		Non-current assets 非流動資產	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	436,686	507,088	18,553	12,258
United States	美國	4,358	5,732	–	–
Others	其他	2	4	1,393	1,494
		441,046	512,824	19,946	13,752

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註：非流動資產不包括金融工具及遞延稅項資產。

Information about major customer

For the years ended 30 September 2023 and 30 September 2022, there was no single customer who contributed 10% or more of the Group's revenue.

有關主要客戶的資料

截至2023年9月30日及2022年9月30日止年度，並無單一客戶帶來的收入佔本集團收入的10%或以上。

5. 分部資料(續)

地區資料

以下說明(i)本集團來自其外部客戶之收入(就來自海外產品買賣之經紀收入而言，乃基於交易來源國及/或就貸款、經紀、配售與包銷及企業融資收入而言，乃基於客戶所在之國家)，及(ii)本集團非流動資產(乃基於資產之地理位置)之地區分析：



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綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

6. REVENUE

6. 收入

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Revenue	收入		
Commission and fee income (<i>Note (i)</i>):	佣金及費用收入 (<i>附註(i)</i>):		
Commission and fees income on dealing in securities (<i>Note (ii)</i>)	買賣證券之佣金及費用收入(<i>附註(ii)</i>)	49,491	57,305
Commission and fees income on dealing in futures and options contracts (<i>Note (ii)</i>)	買賣期貨及期權合約之佣金及費用收入(<i>附註(ii)</i>)	7,240	9,594
Commission from insurance brokerage and wealth management (<i>Note (ii)</i>)	保險經紀及財富管理之佣金(<i>附註(ii)</i>)	879	597
Corporate finance advisory services fee income (<i>Note (iii)</i>)	企業融資顧問服務費收入(<i>附註(iii)</i>)	13,275	11,140
Placing and underwriting commission (<i>Note (iv)</i>)	配售與包銷佣金(<i>附註(iv)</i>)	6,472	6,823
		77,357	85,459
Interest income:	利息收入:		
Interest income from margin and initial public offer ("IPO") financing (<i>Note (v)</i>)	孖展及首次公開發售(「首次公開發售」)融資的利息收入(<i>附註(v)</i>)	72,444	132,693
Interest income from loans and advances (<i>Note (v)</i>)	貸款及墊款之利息收入(<i>附註(v)</i>)	250,627	285,810
Interest income from bank deposits (<i>Note (ii)</i>)	銀行存款之利息收入(<i>附註(ii)</i>)	39,905	8,817
Others (<i>Note (ii)</i>)	其他(<i>附註(ii)</i>)	713	45
		363,689	427,365
		441,046	512,824

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For the year ended 30 September 2023 截至2023年9月30日止年度

6. REVENUE (continued)

Notes:

- (i) The commission and fee income is the only revenue arising under the scope of HKFRS 15, while interest income is under the scope of HKFRS 9.

Included in revenue, revenue arising from contracts with customers recognised at a point in time and over time were HK\$64,082,000 (2022: HK\$73,982,000) and HK\$13,275,000 (2022: HK\$11,477,000), respectively.

All services provided to customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

- (ii) Amounts are reported under brokerage services segment as set out in Note 5.
- (iii) Amounts are reported under corporate finance segment set out in Note 5.
- (iv) Amounts are reported under placing and underwriting segment set out in Note 5.
- (v) Amounts are reported under financing segment set out in Note 5.

6. 收入(續)

附註：

- (i) 佣金及費用收入乃根據香港財務報告準則第15號項下產生的唯一收入，而利息收入是屬於香港財務報告準則第9號的範圍。

收入包括於某個時間點及一段時間後確認之客戶合約收入分別為64,082,000港元(2022年：73,982,000港元)及13,275,000港元(2022年：11,477,000港元)。

提供給客戶之所有服務期限為一年或更短。根據香港財務報告準則第15號項下規定，分配於該等未完成合約之交易價格尚未披露。

- (ii) 經紀服務分部項下之呈報金額載於附註5。
- (iii) 企業融資分部項下之呈報金額載於附註5。
- (iv) 配售與包銷分部項下之呈報金額載於附註5。
- (v) 貸款分部項下之呈報金額載於附註5。

7. OTHER INCOME AND GAINS OR LOSSES

7. 其他收入及收益或虧損

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Other income (Note (i))	其他收入(附註(i))	8,472	5,157
Exchange gains or losses, net	匯兌收益或虧損，淨額	777	362
Loss on disposal of an associate (Note (ii))	出售一間聯營公司虧損(附註(ii))	-	(111)
		9,249	5,408

Notes:

- (i) During the year ended 30 September 2022, the Group recognised Covid-19 related government grants of HK\$2,255,000 as included in other income in connection with the Employment Support Scheme provided by the Hong Kong SAR Government.
- (ii) In May 2022, the Group disposed of the entire interest in the associate to an independent third party at a consideration of HK\$3,527,000, resulting in the recognition of a loss on disposal of HK\$111,000.

附註：

- (i) 截至2022年9月30日止年度，本集團確認2019冠狀病毒病相關政府補助2,255,000港元，並計入與香港特區政府提供的「保就業」計劃有關的其他收入。
- (ii) 於2022年5月，本集團向一名獨立第三方出售於該聯營公司的全部股權，代價為3,527,000港元，導致確認出售虧損111,000港元。



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8. IMPAIRMENT ALLOWANCES ON FINANCIAL ASSETS, NET OF REVERSAL

8. 金融資產之減值撥備，扣除撥回

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Net impairment allowances on:	下列項目之減值撥備淨額：		
Accounts receivable	應收賬款	206,134	272,022
Loans and advances	貸款及墊款	197,504	318,073
		403,638	590,095

9. STAFF COSTS

9. 員工成本

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Staff costs represent the amounts paid and payable to the directors and employees and comprise:	員工成本指已付及應付予董事及僱員之金額，包括：		
Salaries, bonus and allowances	薪金、花紅及津貼	68,829	69,438
Contributions to retirement benefits scheme	退休福利計劃供款	3,153	3,474
		71,982	72,912

10. FINANCE COSTS

10. 財務費用

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Interest on:	下列項目之利息：		
Bank borrowings	銀行借款	14,279	11,275
Bonds issued (Note)	已發行債券(附註)	–	15,189
Lease liabilities	租賃負債	576	350
Others	其他	16	31
		14,871	26,845

Note: During the year ended 30 September 2022, the principal amount of corporate bonds of approximately HK\$499.1 million with interest accrued up to date of redemption were fully repaid.

附註：截至2022年9月30日止年度，公司債券本金額約499.1百萬港元連同直至贖回日期應計之利息已悉數償還。

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11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 8 (2022: 7) directors and the chief executive were as follows:

For the year ended 30 September 2023

		Executive directors 執行董事				Independent non-executive directors 獨立非執行董事				
		Daisy Yeung 楊玳詩 HK\$'000 千港元 (Note (b), (d)) (附註 (b)、(d))	Choi Suk Hing, Louisa 蔡淑卿 HK\$'000 千港元 (Note (b), (e)) (附註 (b)、(e))	Wong Chi Fai 黃志輝 HK\$'000 千港元 (Note (b), (h)) (附註 (b)、(h))	Fan Man Seung, Vanessa 范敏嫦 HK\$'000 千港元 (Note (b), (h)) (附註 (b)、(h))	Poon Yan Wai 潘仁偉 HK\$'000 千港元 (Note (c), (i)) (附註 (c)、(i))	Wan Choi Ha 溫彩霞 HK\$'000 千港元 (Note (c)) (附註(c))	Wong Tak Ming, Gary 黃德明 HK\$'000 千港元 (Note (c)) (附註(c))	Yu King Tin 余擎天 HK\$'000 千港元 (Note (c), (j)) (附註 (c)、(j))	Total 總計 HK\$'000 千港元
Fees	袍金	250	63	208	208	104	250	250	147	1,480
Other remuneration	其他酬金									
Salaries and allowances	薪金及津貼	2,360	791	-	-	-	-	-	-	3,151
Discretionary bonus (Note (a))	酌情花紅(附註(a))	-	-	-	-	-	-	-	-	-
Contributions to retirement Benefits scheme	退休福利計劃供款	60	46	-	-	-	-	-	-	106
Total remuneration	酬金總額	2,670	900	208	208	104	250	250	147	4,737

11. 董事及最高行政人員之酬金

已付或應付予8名(2022年: 7名)董事及最高行政人員之酬金如下:

截至2023年9月30日止年度



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11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

For the year ended 30 September 2022

11. 董事及最高行政人員之酬金 (續)

截至2022年9月30日止年度

		Executive directors 執行董事			Independent non-executive directors 獨立非執行董事				Total 總計
		Daisy Yeung 楊妣詩 HK\$'000 千港元 (Note (b), (d)) (附註 (b)、(d))	Choi Suk Hing, Louisa 蔡淑卿 HK\$'000 千港元 (Note (b), (e)) (附註 (b)、(e))	Pearl, Chan 陳佩斯 HK\$'000 千港元 (Note (b), (f)) (附註 (b)、(f))	Chu Kar Wing 朱嘉榮 HK\$'000 千港元 (Note (c), (g)) (附註 (c)、(g))	Poon Yan Wai 潘仁偉 HK\$'000 千港元 (Note (c)) (附註(c))	Wan Choi Ha 溫彩霞 HK\$'000 千港元 (Note (c)) (附註(c))	Wong Tak Ming, Gary 黃德明 HK\$'000 千港元 (Note (c)) (附註(c))	
Fees	袍金	250	250	250	101	250	250	149	1,500
Other remuneration	其他酬金								
Salaries and allowances	薪金及津貼	2,081	2,544	2,293	-	-	-	-	6,918
Discretionary bonus (Note (a))	酌情花紅(附註(a))	-	-	-	-	-	-	-	-
Contributions to retirement Benefits scheme	退休福利計劃供款	60	178	115	-	-	-	-	353
Total remuneration	酬金總額	2,391	2,972	2,658	101	250	250	149	8,771

Notes:

- (a) Discretionary bonus is determined as regard to the Group's operating results, individual performance and comparable market statistics.
- (b) The executive directors' emoluments shown above were for their services rendered in connection with the management of the affairs of the Company and its subsidiaries. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

附註：

- (a) 酌情花紅乃視乎本集團經營業績、個人表現及市場統計可比較數字而定。
- (b) 上表所列執行董事的酬金為彼等就本公司及其附屬公司管理事宜提供服務的報酬。於本年度內，董事概無根據任何安排放棄或同意放棄領取任何酬金。



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For the year ended 30 September 2023 截至2023年9月30日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Notes: (continued)

- (c) The independent non-executive directors' emoluments shown above were for their services rendered as directors of the Company. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- (d) Ms. Daisy Yeung is also the Chief Executive of the Company and her emoluments disclosed above include those for services rendered by her as Chief Executive. No apportionment has been made as it is impracticable to apportion this amount among her services to the Company and its subsidiaries.
- (e) Ms. Choi Suk Hing, Louisa retired as executive director with effect on 1 January 2023.
- (f) Ms. Pearl, Chan resigned as executive director with effect on 30 September 2022.
- (g) Mr. Chu Kar Wing retired as independent non-executive director with effect on 25 February 2022.
- (h) Mr. Wong Chi Fai and Ms. Fan Man Seung, Vanessa were appointed as executive directors with effect on 1 December 2022.
- (i) Mr. Poon Yan Wai retired as independent non-executive director with effect on 28 February 2023.
- (j) Mr. Yu King Tin was appointed as independent non-executive director with effect on 28 February 2023.

11. 董事及最高行政人員之酬金 (續)

附註：(續)

- (c) 上表所列獨立非執行董事的酬金乃為彼等擔任本公司董事提供服務的報酬。於本年度內，董事概無根據任何安排放棄或同意放棄領取任何酬金。
- (d) 楊玳詩女士亦為本公司最高行政人員以及上表所披露之酬金包括彼作為最高行政人員所提供之服務而獲得之酬金。由於無法將彼向本公司及其附屬公司提供服務所得酬金進行按比例分開，故並無作出任何分攤。
- (e) 蔡淑卿女士退任執行董事，於2023年1月1日生效。
- (f) 陳佩斯女士辭任執行董事，於2022年9月30日生效。
- (g) 朱嘉榮先生退任獨立非執行董事，於2022年2月25日生效。
- (h) 黃志輝先生及范敏嫦女士獲委任為執行董事，於2022年12月1日生效。
- (i) 潘仁偉先生退任獨立非執行董事，於2023年2月28日生效。
- (j) 余擎天先生獲委任為獨立非執行董事，於2023年2月28日生效。



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For the year ended 30 September 2023 截至2023年9月30日止年度

12. EMPLOYEES' REMUNERATION

The five individuals with the highest emoluments in the Group included one (2022: two) director of the Company for the year ended 30 September 2023, details of whose emoluments are included in the disclosures in note 11 above. The emoluments of the remaining four (2022: three) individuals for the year were as follows:

12. 僱員酬金

於截至2023年9月30日止年度，本集團之五名最高薪酬人士包括本公司一名(2022年：兩名)董事，彼之酬金詳情於上文附註11披露。於本年度，其餘四名(2022年：三名)人士之酬金如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	8,512	3,642
Bonus	花紅	790	5,016
Contributions to retirement benefits scheme	退休福利計劃供款	200	180
		9,502	8,838

The remunerations were within the following bands:

酬金介乎下列範圍：

		Number of employees 僱員人數	
		2023	2022
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至 2,500,000港元	3	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至 3,000,000港元	1	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至 3,500,000港元	-	2

During the year, no remuneration has been paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

於本年度，本集團並無支付酬金予任何董事或五名最高薪酬人士，作為彼等加入本集團或加入本集團時之獎勵或作為彼等離職之補償。

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For the year ended 30 September 2023 截至2023年9月30日止年度

13. LOSS BEFORE TAX

13. 除稅前虧損

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Loss before tax has been arrived at after charging:	除稅前虧損已扣除：		
Other expenses:	其他支出：		
Auditor's remuneration	核數師酬金	2,835	2,700
Legal and professional fees	法律及專業費用	3,657	7,616
Advertising and promotion expenses	廣告及宣傳支出	2,805	1,967
Information technology services and communication expenses	資訊技術服務及通訊支出	26,233	25,301
Depreciation of property and equipment	物業及設備之折舊	3,827	3,105
Depreciation of right-of-use assets	使用權資產之折舊	4,692	10,877
General and administrative expenses	一般及行政支出	15,466	14,036
Rates and building management fee	差餉及樓宇管理費	2,494	2,705
Settlement expenses	結算費用	2,195	2,540
Miscellaneous expenses	雜項支出	9,794	11,626
		73,998	82,473



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For the year ended 30 September 2023 截至2023年9月30日止年度

14. INCOME TAX (CREDIT) EXPENSE

14. 所得稅(抵免)/開支

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Current year:	本年度：		
Hong Kong Profits Tax	香港利得稅	278	8,948
PRC Enterprise Income Tax	中國企業所得稅	17	19
(Over) under provision in prior year:	過往年度(超額撥備) 撥備不足：		
Hong Kong	香港	(452)	276
Deferred tax:	遞延稅項：		
Current year (Note 26)	本年度(附註26)	-	(590)
		(157)	8,653

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

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

根據香港利得稅的利得稅兩級制，合資格集團實體之首2,000,000港元溢利將按8.25%之稅率徵稅，而超過2,000,000港元之溢利則按16.5%之稅率徵稅。不符合利得稅兩級制的集團實體之溢利將繼續按16.5%之統一稅率徵稅。因此，合資格集團實體之香港利得稅就首2,000,000港元之估計應課稅溢利按8.25%之稅率計算，並就超過2,000,000港元之估計應課稅溢利按16.5%之稅率計算。

根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司兩個年度之稅率均為25%。

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14. INCOME TAX (CREDIT) EXPENSE (continued)

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

14. 所得稅(抵免)／開支(續)

本年度稅項與綜合損益及其他全面收益表所載除稅前虧損對賬如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Loss before tax	除稅前虧損	(160,795)	(290,581)
Income tax at applicable rate of 16.5% (2022: 16.5%)	按16.5% (2022年：16.5%)之適用稅率計算之所得稅	(26,531)	(47,946)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	2,908	1,597
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	(6,578)	(2,662)
(Over) under provision in respect of prior years	過往年度(超額撥備)撥備不足	(452)	276
Utilisation of tax losses previously not recognised	運用過往未有確認之稅項虧損	(18,195)	(723)
Tax effect of tax losses not recognised	未有確認稅項虧損之稅務影響	49,721	58,656
Income tax at concessionary rate	按優惠稅率繳納所得稅	-	(165)
Others	其他	(1,030)	(380)
Income tax (credit) expense for the year	年度所得稅(抵免)開支	(157)	8,653

As at 30 September 2023, the Group had unused estimated tax losses of approximately HK\$3,400,371,000 (2022: HK\$3,209,370,000) available for offset against future profits of the respective companies in which the losses arose. The unused tax losses can be carried forward indefinitely with no expiry date but subject to the approval of the Hong Kong Inland Revenue Department. As at 30 September 2023 and 2022, no tax loss have been recognised as deferred tax assets due to the unpredictability of future profit streams, of which approximately HK\$730,685,000 (2022: HK\$788,789,000) arose from the impairment of amounts due from subsidiaries and was eliminated in the consolidated financial statements.

於2023年9月30日，本集團可用作抵銷產生有關虧損之相關公司之未來溢利之未動用估計稅項虧損約為3,400,371,000港元(2022年：3,209,370,000港元)。未使用之稅項虧損並無屆滿日期而可無限期結轉，惟須待香港稅務局批准後，方始作實。於2023年及2022年9月30日，基於未來溢利來源之不可預測性，稅項虧損並無確認為遞延稅項資產，其中約730,685,000港元(2022年：788,789,000港元)來自應收附屬公司之款項減值，並於綜合財務報表抵銷。



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15. LOSS PER SHARE

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Loss	虧損		
Loss for the purpose of basic loss per share	用於計算每股基本虧損之虧損	(160,638)	(299,234)

		2023 '000 千股	2022 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purposes of basic loss per share	用於計算每股基本虧損之普通股加權平均數	6,740,846	6,740,846
Basic loss per share	每股基本虧損	HK(2.38) cents 港仙	HK(4.44) cents 港仙

No diluted loss per share for the years ended 30 September 2023 and 30 September 2022 were presented as there were no potential ordinary shares outstanding during the years.

16. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during 2023, nor has any dividend been proposed since the end of the reporting period (2022: HK\$Nil).

15. 每股虧損

本公司擁有人應佔每股基本虧損乃根據下列數據計算：

由於本公司在截至2023年9月30日及2022年9月30日止年度均無任何發行在外潛在攤薄普通股，因此並無呈列該等年度之每股攤薄虧損。

16. 股息

於2023年，概無向本公司普通股股東派付或建議任何股息，且自報告期末以來亦無建議任何股息(2022年：零港元)。

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17. PROPERTY AND EQUIPMENT

17. 物業及設備

		Leasehold improvements	Furniture and fixtures	Office equipment	Computer and other equipment	Motor vehicle	Total
		物業裝修	傢俬及裝置	辦公室設備	電腦及其他設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
COST	成本						
At 1 October 2021	於2021年10月1日	16,417	2,295	6,730	23,472	673	49,587
Additions	添置	832	185	259	5,606	810	7,692
Disposals	出售	-	-	-	-	(673)	(673)
At 30 September 2022	於2022年9月30日	17,249	2,480	6,989	29,078	810	56,606
Additions	添置	973	6	-	2,453	-	3,432
Written off	撇銷	(14,563)	(1,540)	(6,349)	(12,868)	-	(35,320)
At 30 September 2023	於2023年9月30日	3,659	946	640	18,663	810	24,718
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值						
At 1 October 2021	於2021年10月1日	15,815	2,225	6,730	21,838	673	47,281
Provided for the year	本年度撥備	720	59	90	2,101	135	3,105
Eliminated on disposal	出售時抵銷	-	-	-	-	(673)	(673)
At 30 September 2022	於2022年9月30日	16,535	2,284	6,820	23,939	135	49,713
Provided for the year	本年度撥備	562	68	89	2,946	162	3,827
Written off	撇銷	(14,563)	(1,540)	(6,349)	(12,868)	-	(35,320)
At 30 September 2023	於2023年9月30日	2,534	812	560	14,017	297	18,220
CARRYING VALUES	賬面值						
At 30 September 2023	於2023年9月30日	1,125	134	80	4,646	513	6,498
At 30 September 2022	於2022年9月30日	714	196	169	5,139	675	6,893

All the above items of property and equipment are depreciated on a straight-line basis at the rate of 20% per annum, except that leasehold improvements are depreciated over the shorter of the lease terms or 5 years.

所有上述之物業及設備項目均以直線法按20%之年率予以折舊，惟物業裝修按租期或5年(以較短者為準)予以折舊。



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17. PROPERTY AND EQUIPMENT (continued) Impairment assessment

During the year ended 30 September 2023, as a result of the recurring losses of the Group and significant uncertainty on global and local economic environment, the management of the Group concluded there was indicator for impairment and conducted impairment assessment on property and equipment, and right-of-use assets of carrying amounts (before impairment allowance) of HK\$6,498,000 and HK\$21,506,000 (2022: HK\$6,893,000 and HK\$7,247,000), respectively. The Group estimates the recoverable amount of the cash-generating units of financing, brokerage services and corporate finance to which the assets belong when it is not possible to estimate the recoverable amount individually, including allocation of corporate assets when reasonable and consistent basis can be established.

Financing

The recoverable amount of cash-generating unit has been determined based on a value in use calculation. That calculation uses cash flow projection based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate of 18% (2022: 16%) as at 30 September 2023.

Based on the result of the assessment, the management of the Group determined that the recoverable amount of cash-generating unit is lower than the carrying amount. The impairment amount has been allocated to each category of property and equipment and right-of-use assets such that the carrying amount of each category of asset is not reduced below the highest of its fair value less cost of disposal, its value in use and zero. Based on the value in use calculation and the allocation, impairment losses of HK\$Nil and HK\$12,392,000 (2022: HK\$2,833,000 and HK\$5,577,000) has been recognised against the carrying amount of property and equipment and right-of-use assets as at 30 September 2023, respectively.

17. 物業及設備(續) 減值評估

截至2023年9月30日止年度，由於本集團錄得經常性虧損，加上全球及本地經濟環境存在重大不明朗因素，本集團管理層認為賬面值（除減值撥備前）分別為6,498,000港元及21,506,000港元（2022年：6,893,000港元及7,247,000港元）的物業及設備以及使用權資產已出現減值跡象，並對該物業及設備以及使用權資產進行減值評估。倘不大可能分別估計可收回金額時，本集團估計該資產所屬之融資、經紀服務及企業融資現金產生單位之可收回金額（當可設立合理及一致的基準時，則包括分配公司資產之可收回金額）。

貸款

現金產生單位之可收回金額乃根據使用價值計算而釐定。該計算使用基於本集團管理層於2023年9月30日所批准涵蓋未來五年之財務預算之現金流量預測，稅前貼現率為18%（2022年：16%）。

根據評估結果，本集團管理層釐定現金產生單位之可收回金額低於賬面值。減值金額已分配至各類物業及設備以及使用權資產，以使各類資產的賬面值不會減至低於其公平值減出售成本、其使用價值及零當中的最高者。根據使用價值計算及分配，於2023年9月30日，物業及設備以及使用權資產之賬面值分別確認減值虧損零港元及12,392,000港元（2022年：2,833,000港元及5,577,000港元）。



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綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

17. PROPERTY AND EQUIPMENT (continued) Impairment assessment (continued)

Brokerage services

The recoverable amount of cash-generating unit has been determined based on a value in use calculation. That calculation uses cash flow projection based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate of 18% (2022: 16%) as at 30 September 2023.

Based on the result of the assessment, the management of the Group determined that the recoverable amount of cash-generating unit is above the carrying amount. Management believes that any reasonably possible change in any of these assumptions would not result in impairment.

Corporate finance

The recoverable amount of cash-generating unit has been determined based on a value in use calculation. That calculation uses cash flow projection based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate of 18% as at 30 September 2023.

Based on the result of the assessment, the management of the Group determined that the recoverable amount of cash-generating unit is lower than the carrying amount. The impairment amount has been allocated to each category of property and equipment and right-of-use assets such that the carrying amount of each category of asset is not reduced below the highest of its fair value less cost of disposal, its value in use and zero. Based on the value in use calculation and the allocation, impairment losses of HK\$Nil and HK\$3,361,000 has been recognised against the carrying amount of property and equipment and right-of-use assets as at 30 September 2023, respectively.

17. 物業及設備(續) 減值評估(續)

經紀服務

現金產生單位之可收回金額乃根據使用價值計算而釐定。該計算使用基於本集團管理層於2023年9月30日所批准涵蓋未來五年之財務預算之現金流量預測，稅前貼現率為18% (2022年：16%)。

根據評估結果，本集團管理層釐定現金產生單位之可收回金額高於賬面值。管理層相信任何該等假設之任何合理可能變動將不會導致減值。

企業融資

現金產生單位之可收回金額乃根據使用價值計算而釐定。該計算使用基於本集團管理層於2023年9月30日所批准涵蓋未來五年之財務預算之現金流量預測，稅前貼現率為18%。

根據評估結果，本集團管理層釐定現金產生單位之可收回金額低於賬面值。減值金額已分配至各類物業及設備以及使用權資產，以使各類資產的賬面值不會減至低於其公平值減出售成本、其使用價值及零當中的最高者。根據使用價值計算及分配，於2023年9月30日，物業及設備以及使用權資產之賬面值分別確認減值虧損零港元及3,361,000港元。



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For the year ended 30 September 2023 截至2023年9月30日止年度

18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元
As at 30 September 2023	於2023年9月30日	
Carrying amount	賬面值	5,753
As at 30 September 2022	於2022年9月30日	
Carrying amount	賬面值	1,670
For the year ended 30 September 2023	截至2023年9月30日止年度	
Depreciation for the year	本年度折舊	(4,692)
Impairment for the year	本年度減值	(15,753)
Additions	添置	25,415
Early termination of a lease	提早終止租賃	(887)
Total cash outflow for leases	租賃之現金流出總額	(10,796)
For the year ended 30 September 2022	截至2022年9月30日止年度	
Depreciation for the year	本年度折舊	(10,877)
Additions	添置	3,251
Total cash outflow for leases	租賃之現金流出總額	(11,393)

No expenses relating to short-term leases incurred for the years ended 30 September 2023 and 2022.

截至2023年及2022年9月30日止年度，概無產生短期租賃相關費用。

For both years, the Group leases various offices, an advertising billboard and server center for its operations. Lease contracts are entered into for fixed term of 24 months to 36 months (2022: 24 months to 61 months). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度，本集團租賃多間辦公室、廣告牌及伺服器中心以供營運之用。租賃合約之固定年期為24個月至36個月(2022年：24個月至61個月)。租賃條款乃根據單獨基礎進行協商及包含大範圍不同條款及條件。於釐定租期及估計不可撤銷期間的長度時，本集團應用合約的定義及釐定合約強制生效的期間。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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18. RIGHT-OF-USE ASSETS (continued)

Lease liabilities of HK\$22,076,000 (2022: HK\$7,786,000) are recognised with related right-of-use assets of HK\$5,753,000 (2022: HK\$1,670,000) as at 30 September 2023. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Details of maturity analysis of lease liabilities are set out in notes 27 and 38.

Impairment assessment

Details of the impairment assessment of right-of-use assets are disclosed in note 17.

19. INTANGIBLE ASSETS

		HK\$'000 千港元
COST	成本	
At 1 October 2021, 30 September 2022 and 30 September 2023	於2021年10月1日、2022年9月30日及2023年9月30日	9,802
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 October 2021, 30 September 2022 and 30 September 2023	於2021年10月1日、2022年9月30日及2023年9月30日	9,802
CARRYING VALUES	賬面值	
At 30 September 2023	於2023年9月30日	-
At 30 September 2022	於2022年9月30日	-

Trading rights were fully amortised over 10 years from the effective day of the merger of the Stock Exchange, the Hong Kong Futures Exchange and the Hong Kong Securities Clearing Company Limited to year of 2000.

18. 使用權資產 (續)

於2023年9月30日，已確認22,076,000港元(2022年：7,786,000港元)租賃負債，相關使用權資產為5,753,000港元(2022年：1,670,000港元)。租賃協議除出租人持有之租賃資產之擔保權益外，並無附加任何契諾。租賃資產不得用作借貸的抵押。

租賃負債到期分析之詳情載於附註27及38。

減值評估

使用權資產之減值評估之詳情披露於附註17。

19. 無形資產

交易權自2000年聯交所、香港期交所及香港中央結算有限公司之合併生效日期起按10年予以悉數攤銷。



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For the year ended 30 September 2023 截至2023年9月30日止年度

20. OTHER ASSETS

20. 其他資產

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Statutory and other deposits	法定及其他按金	7,695	5,189

Statutory and other deposits primarily represent deposits with various exchanges and clearing houses. They are non-interest bearing.

法定及其他按金主要指存於不同交易所及結算所之按金。該等按金為免息。

21. LOANS AND ADVANCES

21. 貸款及墊款

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Fixed-rate loans receivable	應收固定利率貸款	2,575,923	2,776,406
Variable-rate loans receivable	應收浮息貸款	197,076	239,784
		2,772,999	3,016,190
Less: Provision for impairment	減：減值撥備	(696,292)	(659,426)
		2,076,707	2,356,764
Analysed as:	分析為：		
Current	流動部分	1,615,488	1,669,893
Non-current	非流動部分	461,219	686,871
		2,076,707	2,356,764

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21. LOANS AND ADVANCES (continued)

The carrying amounts of the Group's fixed-rate and variable-rate loans receivable together with their remaining contractual maturity dates are as follows:

21. 貸款及墊款(續)

本集團之應收固定利率及浮息貸款之賬面值連同剩餘合約到期日呈列如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Fixed-rate loans receivable:	應收固定利率貸款：		
Within one year	一年內	1,071,674	1,379,586
In more than one year but no more than five years	一年後但五年內	174,334	126,481
Over five years	五年後	150,376	342,656
		1,396,384	1,848,723
Past due	已逾期	493,958	268,387
		1,890,342	2,117,110
Variable-rate loans receivable:	應收浮息貸款：		
Within one year	一年內	4,612	8,794
In more than one year but no more than five years	一年後但五年內	21,069	47,811
Over five years	五年後	115,440	169,923
		141,121	226,528
Past due	已逾期	45,244	13,126
		186,365	239,654

Details of movements in provision for impairment of loans and advances are set out in note 38.

貸款及墊款減值撥備變動之詳情載於附註38。



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綜合財務報表附註

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21. LOANS AND ADVANCES (continued)

The effective interest rates of the Group's loans receivable are as follows:

	2023	2022
Effective interest rates:		
實際利率：		
Fixed-rate loans receivable	0.67% per month to 3.83% per month	0.67% per month to 3.83% per month
應收固定利率貸款	每月0.67%至每月3.83%	每月0.67%至每月3.83%
Variable-rate loans receivable	Prime rate – 2.5% per annum to prime rate per annum	Prime rate – 2.75% per annum to prime rate per annum
應收浮息貸款	每年最優惠利率 – 2.5%至每年最優惠利率	每年最優惠利率 – 2.75%至每年最優惠利率

As at 30 September 2023, 241 (2022: 239) secured loans with the aggregate gross amount of approximately HK\$1,596,228,000 (2022: HK\$1,596,182,000) were secured by first legal charges in respect of respective properties located in Hong Kong and Canada. They were advanced to various independent borrowers and will be due for repayment within 1 to 30 years (2022: 1 to 30 years).

As at 30 September 2023, loans receivable amounting to approximately HK\$738,581,000 (2022: HK\$787,450,000) provided to independent third parties of the Group, were with second or third legal charges in respect of properties located in Hong Kong and Canada and will be due for repayment within 1 to 30 years (2022: 1 to 30 years) from the respective loans' date of advance.

As at 30 September 2023, there are 2 (2022: 14) secured term loans with the aggregate gross amount of approximately HK\$93,085,000 (2022: HK\$376,185,000). The borrowers hold Hong Kong listed marketable securities under the securities account in one of the Group entities. The Group has the right to sell or require a sale of all these securities and use the proceeds to repay the outstanding loans in the event that the borrowers fail to pay the amount due on due date when the value of marketable securities is sufficient to cover the margin loan amount under the securities account. The remaining gross balance of loans of approximately HK\$345,105,000 (2022: HK\$256,374,000) were unsecured.

21. 貸款及墊款(續)

本集團應收貸款之實際利率如下：

於2023年9月30日，241項(2022年：239項)總額約為1,596,228,000港元(2022年：1,596,182,000港元)之有抵押貸款乃以香港及加拿大各物業之第一法定押記作抵押。該等貸款乃墊付予多名獨立借款人，並將於1至30年(2022年：1至30年)內到期償還。

於2023年9月30日，提供予本集團獨立第三方的應收貸款約738,581,000港元(2022年：787,450,000港元)乃以香港及加拿大物業之第二或第三法定押記作抵押，並將於由各有關貸款之墊付日期起計1至30年(2022年：1至30年)內到期償還。

於2023年9月30日，有總額約為93,085,000港元(2022年：376,185,000港元)之2項(2022年：14項)有抵押定期貸款。該等借款人於本集團一間實體之證券賬戶內持有香港上市可售證券。倘該等借款人於到期日未能償還到期款項，而可售證券的價值不足以補足證券賬戶下的孖展貸款額，則本集團有權出售或要求出售所有該等證券並使用所得款項以償還未償還貸款。餘下貸款結餘總額約345,105,000港元(2022年：256,374,000港元)為無抵押。

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For the year ended 30 September 2023 截至2023年9月30日止年度

21. LOANS AND ADVANCES (continued)

As at 30 September 2023 and 30 September 2022, there are no individual loans with net carrying amount, on an individual basis, being more than 10% of the net carrying amount of the total loans and advances.

Details of credit risk profile disclosure are set out in "credit risk and impairment assessment" in note 38.

21. 貸款及墊款(續)

於2023年9月30日及2022年9月30日，概無賬面淨額單獨超過總貸款及墊款賬面淨額10%的個別貸款。

信貸風險情況之詳情披露載於附註38之「信貸風險及減值評估」。

22. ACCOUNTS RECEIVABLE

22. 應收賬款

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Accounts receivable from the business of dealing in securities:	來自證券買賣業務之應收賬款：		
Clearing houses, dealers, brokers and cash clients	結算所、交易商、經紀及現金客戶	65,133	42,038
Secured margin loans	有抵押孖展貸款	2,006,820	2,031,389
IPO margin loans	首次公開發售孖展貸款	1,110	2,408
Accounts receivable from the business of dealing in futures contracts:	來自期貨合約買賣業務之應收賬款：		
Clearing houses, brokers and margin clients	結算所、經紀及孖展客戶	74,045	48,522
Accounts receivable from the business of corporate finance	來自企業融資業務之應收賬款	6,173	2,860
		2,153,281	2,127,217
Less: provision for impairment	減：減值撥備	(1,641,364)	(1,435,410)
		511,917	691,807

The settlement terms of accounts receivable, except for secured margin loans and IPO margin loans, arising from the business of dealing in securities are two days after trade date, and of accounts receivable arising from the business of dealing in futures contracts are one day after trade date.

Normal settlement terms of accounts receivable from the business of corporate finance and placing and underwriting are determined in accordance with the contractual terms. The Group seeks to maintain tight control over its outstanding accounts receivable from the business of corporate finance in order to minimise the credit risk.

證券買賣業務所產生之應收賬款(有抵押孖展貸款及首次公開發售孖展貸款除外)之結算期限為交易日後兩日，而期貨合約買賣業務所產生之應收賬款之結算期限為交易日後一日。

來自企業融資及配售與包銷業務之應收賬款的正常結算期乃根據合約條款釐定。為降低信貸風險，本集團力求對其尚未償還來自企業融資業務之應收賬款保持嚴密監控。



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22. ACCOUNTS RECEIVABLE (continued)

Details of credit risk profile disclosure are set out in “credit risk and impairment assessment” in note 38.

As at 30 September 2023, accounts receivable from foreign brokers denominated in Australian dollar, Renminbi, Singapore dollar, British Pound, Euro and United States dollar were approximately HK\$199,000 (2022: HK\$201,000), HK\$1,000 (2022: HK\$6,000), HK\$14,000 (2022: HK\$29,000), HK\$43,000 (2022: HK\$39,000), HK\$84,000 (2022: HK\$Nil) and HK\$50,846,000 (2022: HK\$33,211,000) respectively.

As at 30 September 2023 and 30 September 2022, no individual account represented more than 10% of the total balance of accounts receivable.

No ageing analysis of secured margin loans and IPO margin loans is disclosed as in the opinion of the executive directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

The ageing analysis of the remaining balance of the accounts receivable (before impairment) are as follows:

22. 應收賬款 (續)

信貸風險情況之詳情披露載於附註38之「信貸風險及減值評估」。

於2023年9月30日，應收境外經紀賬款以澳元、人民幣、新加坡元、英鎊、歐元及美元計值，分別約為199,000港元(2022年：201,000港元)、1,000港元(2022年：6,000港元)、14,000港元(2022年：29,000港元)、43,000港元(2022年：39,000港元)、84,000港元(2022年：零港元)及50,846,000港元(2022年：33,211,000港元)。

於2023年9月30日及2022年9月30日，並無個別賬項佔應收賬款結餘總額超過10%。

本公司執行董事認為，鑒於此項業務性質，賬齡分析並無產生附加價值，故並無披露有抵押孖展貸款及首次公開發售孖展貸款之賬齡分析。

應收賬款餘下餘額(減值前)之賬齡分析如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Past due:	逾期：		
0-30 days	0至30日	1,395	882
31-60 days	31至60日	988	2
61-90 days	61至90日	620	4
Over 90 days	超過90日	3,386	2,708
Accounts receivable which were past due	已逾期之應收賬款	6,389	3,596
Accounts receivable which were not past due	未逾期之應收賬款	138,962	89,824
		145,351	93,420

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23. PLEDGED BANK DEPOSITS – GENERAL ACCOUNTS

23. 已抵押銀行存款—一般賬戶

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Pledged bank deposits	已抵押銀行存款	160,000	160,000

The deposits of HK\$160,000,000 (2022: HK\$160,000,000) with a bank were to secure the banking facilities granted to the Group to the extent of HK\$160,000,000 (2022: HK\$160,000,000), of which HK\$Nil (2022: HK\$Nil) was utilised as at 30 September 2023.

銀行存款160,000,000港元(2022年: 160,000,000港元)已作為本集團獲授銀行融資最多160,000,000港元(2022年: 160,000,000港元)之抵押,其於2023年9月30日及2022年9月30日未獲動用。

24. BANK BALANCES AND CASH

24. 銀行結餘及現金

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Bank balances	銀行結餘		
– segregated accounts (<i>Note</i>)	– 獨立賬戶 (<i>附註</i>)	1,406,891	1,573,074
– general accounts and cash	– 一般賬戶及現金	1,002,263	860,796
		2,409,154	2,433,870

Note: The Group receives and holds money deposited by clients and other institutions in the course of the conduct of the regulated activities. These clients' money are maintained in one or more segregated bank accounts and bear interest at commercial rates. The Group has recognised the corresponding accounts payable to respective clients and other institutions. However, the Group currently does not have an enforceable right to offset those payables with the deposits placed.

附註: 在進行受規管業務過程中,本集團收取及持有客戶及其他機構存放之款項。該等客戶款項存置於一個或多個獨立銀行賬戶內及按商業利率計息。本集團已確認應付予有關客戶及其他機構之相關賬款。然而,本集團現時並無以所存放之按金抵銷該等應付賬款之可強制執行權。

As at 30 September 2023, bank balances and cash denominated in Australian dollar, Canadian dollar, Japanese Yen, United States dollar, Renminbi, British Pound and Singapore dollar, are approximately HK\$76,000 (2022: HK\$77,000), HK\$84,000 (2022: HK\$149,000), HK\$3,000 (2022: HK\$8,000), HK\$281,593,000 (2022: HK\$251,957,000), HK\$14,493,000 (2022: HK\$34,200,000), HK\$10,000 (2022: HK\$7,025,000) and HK\$5,807,000 (2022: HK\$5,985,000) respectively.

於2023年9月30日,以澳元、加拿大元、日圓、美元、人民幣、英鎊及新加坡元計值之銀行結餘及現金分別約為76,000港元(2022年: 77,000港元)、84,000港元(2022年: 149,000港元)、3,000港元(2022年: 8,000港元)、281,593,000港元(2022年: 251,957,000港元)、14,493,000港元(2022年: 34,200,000港元)、10,000港元(2022年: 7,025,000港元)及5,807,000港元(2022年: 5,985,000港元)。



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25. ACCOUNTS PAYABLE

25. 應付賬款

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Accounts payable from the business of dealing in securities:	證券買賣業務之應付賬款：		
Clearing houses and brokers	結算所及經紀	20,345	8,033
Margin and cash clients	孖展及現金客戶	1,330,000	1,484,312
Accounts payable from the business of dealing in futures contracts:	期貨合約買賣業務之應付賬款：		
Margin clients	孖展客戶	187,365	160,841
		1,537,710	1,653,186

The settlement terms of accounts payable, except for margin clients, arising from the business of dealing in securities are two days after trade date and accounts payable arising from the business of dealing in futures contracts are one day after trade date. No ageing analysis is disclosed as in the opinion of the executive directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

Accounts payable to margin and cash clients arising from the business of dealing in securities and dealing in futures bear interest at commercial rates, and are repayable on demand subsequent to settlement date.

Included in accounts payable, amounts of approximately HK\$1,406,891,000 and HK\$1,573,074,000 as at 30 September 2023 and 30 September 2022 respectively were payable to clients and other institutions in respect of the segregated bank balances received and held for clients and other institutions in the course of conducting the regulated activities. However, the Group currently does not have an enforceable right to offset these accounts payable with the deposits placed.

As at 30 September 2023, accounts payable denominated in Australian dollar, Japanese Yen, United States dollar, Singapore dollar, British Pound and Renminbi were approximately HK\$71,000 (2022: HK\$72,000), HK\$3,000 (2022: HK\$8,000), HK\$222,945,000 (2022: HK\$185,540,000), HK\$162,000 (2022: HK\$458,000), HK\$Nil (2022: HK\$7,016,000) and HK\$4,460,000 (2022: HK\$21,382,000) respectively.

證券買賣業務所產生之應付賬款(孖展客戶除外)之結算期限為交易日後兩日，而期貨合約買賣業務所產生之應付賬款之結算期限為交易日後一日。本公司執行董事認為，鑒於此項業務性質，賬齡分析並無產生附加價值，故並無披露任何賬齡分析。

因證券買賣及期貨買賣業務而產生之應付孖展及現金客戶之賬款乃按商業利率計息，並須於結算日後按要求償還。

就在進行受規管業務過程中為客戶及其他機構收取及持有之獨立銀行結餘而言，於2023年9月30日及2022年9月30日之應付賬款包括須向客戶及其他機構支付之款項分別約為1,406,891,000港元及1,573,074,000港元。然而，本集團現時並無以所存放之金額抵銷該等應付賬款之強制執行權利。

於2023年9月30日，以澳元、日圓、美元、新加坡元、英鎊及人民幣計值之應付賬款分別約為71,000港元(2022年：72,000港元)、3,000港元(2022年：8,000港元)、222,945,000港元(2022年：185,540,000港元)、162,000港元(2022年：458,000港元)、零港元(2022年：7,016,000港元)及4,460,000港元(2022年：21,382,000港元)。

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26. DEFERRED TAX ASSETS

26. 遞延稅項資產

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	590	590

The following are the deferred tax assets recognised and movements thereon during the current and prior years:

以下是本年度及過往年度確認之遞延稅項資產及其變動情況：

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	ECL provision 預期信貸 虧損撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 October 2022	於2022年10月1日	-	-	-
Credit to profit or loss (Note 14)	扣除自損益(附註14)	177	413	590
At 30 September 2022 and 30 September 2023	於2022年9月30日及 2023年9月30日	177	413	590

27. LEASE LIABILITIES

27. 租賃負債

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	9,320	6,464
Within a period of more than one year but not more than two years	超過一年但不超過兩年	12,756	1,322
		22,076	7,786
Less: Amount due for settlement within 12 months shown under current liabilities	減：列為流動負債之 12個月內到期 結算之款項	(9,320)	(6,464)
Amount due for settlement after 12 months shown under non-current liabilities	列為非流動負債之12個 月後到期結算之款項	12,756	1,322



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28. SHORT-TERM BANK BORROWINGS

As at 30 September 2023 and 30 September 2022, no short-term bank borrowings utilised were secured by bank deposits of the Group (note 23). The remaining balance as at 30 September 2023 represented unsecured bank borrowings. The bank borrowings carried interest at HIBOR+2% p.a. (2022: with a range of HIBOR+2% p.a. to HIBOR+2.5% p.a.).

28. 短期銀行借款

於2023年9月30日及2022年9月30日，概無短期銀行借款由本集團之銀行存款作抵押(附註23)。於2023年9月30日之餘下結餘指無抵押銀行借款。銀行借款按香港銀行同業拆息加2%計息(2022年：香港銀行同業拆息加2%至香港銀行同業拆息加2.5%之間)。

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
The carrying amounts of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable:	載有須按要求償還條款但須於以下期間償還之銀行貸款(列入流動負債)之賬面值：		
On demand due to breach of loan covenants	因違反貸款契諾按要 求償還	210,000	–
Within one year	一年內	–	430,000
		210,000	430,000

29. SHARE CAPITAL

29. 股本

		Number of ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股股份數目		Nominal value of ordinary shares 普通股股份之面值	
		2023	2022	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Authorised:	法定：				
At beginning of year	年初	500,000,000,000	500,000,000,000	5,000,000	5,000,000
At end of year	年終	500,000,000,000	500,000,000,000	5,000,000	5,000,000
Issued and fully paid:	已發行及繳足：				
At beginning of year	年初	6,740,845,724	6,740,845,724	67,408	67,408
At end of year	年終	6,740,845,724	6,740,845,724	67,408	67,408

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30. SHARE OPTIONS

The shareholders of the Company passed an ordinary resolution at the annual general meeting of the Company held on 26 January 2017 to approve the adoption of a share option scheme of the Company which became effective on 27 January 2017 ("2017 Share Option Scheme"). A summary of the 2017 Share Option Scheme is set out as follows:

1. Purpose of the 2017 Share Option Scheme

To enable the Group to attract, retain and motivate talented eligible participants to strive for future developments and expansion of the Group.

2. Eligibility

Eligible participants include employees (whether full-time or part-time, including Non-executive Directors) and such other eligible participants.

3. Shares available for issue under the 2017 Share Option Scheme

(i) Total number of shares as at 19 December 2023 (i.e. the date of approval of these financial statements): 674,084,572 shares.

(ii) Percentage of the issued shares that it represents: 10%.

4. Maximum entitlement of each eligible participant under the 2017 Share Option Scheme

(i) in aggregate not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders; and

(ii) options granted to substantial shareholders or Independent Non-executive Directors or their respective associates in any 12-month period exceeding the higher of 0.1% of the shares in issue and with an aggregate value in excess of HK\$5,000,000 must be approved by the shareholders of the Company.

30. 購股權

本公司股東已於2017年1月26日舉行之本公司股東週年大會上通過一項普通決議案，批准採納本公司一項購股權計劃（其於2017年1月27日生效）（「2017年購股權計劃」）。2017年購股權計劃之概要載列如下：

1. 2017年購股權計劃之目的

讓本集團能夠吸引、挽留及激勵卓越之合資格參與者為本集團之日後發展及擴張而努力。

2. 合資格人士

合資格參與者包括僱員（不論全職或兼職，包括非執行董事）及有關其他合資格參與者。

3. 2017年購股權計劃項下可供發行股份

(i) 於2023年12月19日（即審批該等財務報表之日期）之股份總數：674,084,572股股份。

(ii) 佔已發行股份百分比：10%。

4. 根據2017年購股權計劃每名合資格參與者享有之最大配額

(i) 除非獲得股東批准，合共不得超過於任何12個月期間已發行股份之1%；及

(ii) 於任何12個月期間授予主要股東或獨立非執行董事或彼等各自的聯繫人的購股權若超逾已發行股份的0.1%及總價值超過5,000,000港元，必須獲本公司股東批准。



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30. SHARE OPTIONS (continued)

5. Period within which the shares must be taken up under an option

At any time from the date of grant of the option to such a date determined by the Board but in any event not exceeding 10 years from the date of grant.

6. Minimum period for which an option must be held before it can be exercised

No minimum period unless otherwise determined by the Board.

7. (i) Price payable on application or acceptance of the option: HK\$1.00;

(ii) The period within which **payments or calls** must or may be made: Within 28 days from the date of grant;

(iii) Period within which **loans** for such purposes of the payments or calls must be **repaid**: Not applicable.

8. Basis for determining the exercise price:

The exercise price is determined by the Board (subject to adjustment) and will not be less than the highest of (i) the closing price of the share as stated in the daily quotation sheet of the Stock Exchange on the date of grant; (ii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

9. The remaining life of the 2017 Share Option Scheme:

Approximately 4 years (expiring on 26 January 2027).

During the years ended 30 September 2023 and 2022, no option was granted, exercised, cancelled, lapsed or remained outstanding under the 2017 Share Option Scheme and no share-based payment expenses have been recognised in both current and prior years.

30. 購股權 (續)

5. 須認購購股權下股份之期間

自購股權授出日期起至董事會釐定之有關日期止期間內任何時間，惟無論如何不超過授出日期起計10年。

6. 於可行使購股權之前須持有購股權的最短期間

除非董事會另行決定，否則概無最短期間。

7. (i) 於申請或接納購股權時應付之價格：1.00港元；

(ii) 必須或可能作出**付款或通知付款**的期限：自授出日期起計28日內；

(iii) 必須**償還**就付款或通知付款目的**貸款**的期限：不適用。

8. 行使價之釐定基準：

行使價由董事會釐定(可予調整)，並將不低於(i)股份於授出日期於聯交所每日報價表所示之收市價；(ii)股份於緊接授出日期前五個營業日於聯交所每日報價表所示之平均收市價；及(iii)股份之面值(以最高者為準)。

9. 2017年購股權計劃之餘下年期：

約4年(於2027年1月26日屆滿)。

於截至2023年及2022年9月30日止年度，概無購股權為根據2017年購股權計劃授出、行使、註銷、失效或仍未行使，以及並無於本年度及過往年度確認以股份為基礎之付款開支。



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31. RETIREMENT BENEFITS SCHEME

The Group participates in both a defined contribution scheme which is registered under the Hong Kong Occupational Retirement Schemes Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Hong Kong Mandatory Provident Fund Scheme Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

The retirement benefit costs charged to the profit or loss represent contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At 30 September 2022 and 30 September 2023, no forfeited contributions arose upon employees leaving the ORSO Scheme.

31. 退休福利計劃

本集團同時參與根據香港職業退休計劃條例註冊之定額供款計劃（「職業退休計劃」）及於2000年12月根據香港強制性公積金計劃條例設立之強制性公積金計劃（「強積金計劃」）。該等計劃之資產與本集團之資產分開，並以獨立託管人管理之基金形式持有。於強積金計劃設立前屬職業退休計劃成員之僱員均可選擇繼續參加職業退休計劃或轉為參加強積金計劃，惟於2000年12月1日或以後所有本集團之新入職僱員均須參加強積金計劃。

於損益中扣除之退休福利成本乃本集團按有關計劃規則指定之比率須應付該等基金之供款。倘若有僱員於獲悉數授予供款前退出職業退休計劃，則本集團應付供款乃減去被沒收供款額。

於2022年9月30日及2023年9月30日，並無因僱員退出職業退休計劃而產生之被沒收供款。



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32. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

32. 融資活動產生的負債的對賬

下表詳述本集團融資活動產生的貸款及借款變動，包括現金及非現金變動。融資活動產生的負債為相關現金流量或相關的未來現金流量將在本集團的綜合現金流量表中分類為融資活動現金流量的負債。

		Bond interest payable (included in other creditors) 應付債券利息 (計入其他應付賬款) HK\$'000 千港元	Short-term bank borrowings 短期銀行借款 HK\$'000 千港元	Bonds issued 已發行債券 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 October 2021	於2021年10月1日	4,769	370,000	499,080	15,578	889,427
Financing cash flows	融資現金流量	(19,038)	60,000	(500,000)	(11,393)	(470,431)
Interest expense	利息支出	14,269	-	920	350	15,539
New leases entered	新訂租約	-	-	-	3,251	3,251
At 30 September 2022	於2022年9月30日	-	430,000	-	7,786	437,786
Financing cash flows	融資現金流量	-	(220,000)	-	(10,796)	(230,796)
Interest expense	利息支出	-	-	-	576	576
Early termination of a lease	提早終止租賃	-	-	-	(905)	(905)
New leases entered	新訂租約	-	-	-	25,415	25,415
At 30 September 2023	於2023年9月30日	-	210,000	-	22,076	232,076

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33. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following significant transactions with related parties:

33. 關連人士交易

- (a) 除於該等綜合財務報表其他部分所詳述之交易外，本集團與關連人士進行下列重大交易：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
(i) Corporate finance advisory services fee income from related companies (note 3 & 5)	(i) 向關連公司收取之企業融資顧問服務費收入(附註3及5)	4,635	3,850
(ii) Sharing of information technology services and administrative expenses paid and payable to related companies (note 2 & 5)	(ii) 分佔已付及應付予關連公司之資訊科技服務及行政費用(附註2及5)	22,168	19,536
(iii) Commission and brokerage income from - a related company (note 3 & 5) - directors of the Company (note 1 & 3)	(iii) 向下列收取佣金及經紀費收入 - 一間關連公司(附註3及5) - 本公司之董事(附註1及3)	- 2	6 -
(iv) Interest income from directors of the Company (note 1 & 3)	(iv) 來自本公司董事之利息收入(附註1及3)	41	-
(v) Printing, advertising and promotion expenses to related companies (note 2 & 5)	(v) 向關連公司支付印刷、廣告及宣傳費用(附註2及5)	866	1,507
(vi) Accounts payable to margin and cash clients arising from business of dealing in securities by - directors of the Company (note 1 & 2)	(vi) 證券買賣業務所產生之應付孖展及現金客戶之賬款 - 本公司之董事(附註1及2)	541	2,463
(vii) Rental and other deposits paid to related companies (note 2, 4 & 5)	(vii) 向關連公司支付租金及其他按金(附註2、4及5)	3,236	3,216
(viii) Interest expense from lease payable to related companies (note 3, 5 & 6)	(viii) 應付關連公司租金之利息支出(附註3、5及6)	517	309
(ix) Lease liabilities payable to related companies (note 3, 5 & 6)	(ix) 應付關連公司之租賃負債(附註3、5及6)	21,204	4,968



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33. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

Notes:

- (1) For the transactions with the director(s) of the Company, the directors include a director who is one of the eligible beneficiaries of the relevant private discretionary trusts set up by Dr. Albert Yeung who is the deemed controlling shareholder of the Company.
- (2) These transactions are connected transactions exempted from reporting, announcement and independent shareholders' approval requirements under Rule 14A.33 of the Listing Rules.
- (3) These or some of these transactions are disclosable continuing connected transactions (as defined under Chapter 14A of the Listing Rules) of the Company of which details have been set out in the section headed "Continuing Connected Transactions" under "Directors' Material Interests in Transactions, Arrangements, Contracts and Connected Transactions" of the Directors' Report. The directors confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.
- (4) This amount represents refundable rental deposits and other deposits paid for the continuing connected transactions as set out in item 1 of the section headed "Continuing Connected Transactions" under "Directors' Material Interests in Transactions, Arrangements, Contracts and Connected Transactions" of the Director's Report.
- (5) The related companies are ultimately controlled by the relevant private discretionary trusts set up by Dr. Albert Yeung who is the deemed controlling shareholder of the Company.
- (6) During the current year, interest expenses of HK\$517,000 (2022: HK\$309,000) was incurred in relation to lease payable to related companies. As at 30 September 2023, lease liabilities payable to related companies was HK\$21,204,000 (2022: HK\$4,968,000) and the corresponding carrying amount (before impairment allowances) of the right-of-use assets was HK\$20,622,000 (2022: HK\$4,551,000). The total cash outflow for leases with related companies for the year ended 30 September 2023 was HK\$9,517,000 (2022: HK\$9,903,000) in accordance with the relevant rental agreements.

(b) The compensation to directors and key management personnel was disclosed in notes 11 and 12.

33. 關連人士交易 (續)

(a) (續)

附註：

- (1) 就該等與本公司董事進行之交易而言，董事包括一名董事，其為由楊博士創立之相關私人酌情信託合資格受益人之一，而楊博士被視為本公司之控股股東。
- (2) 依照上市規則第14A.33條，該等交易屬關連交易，獲豁免遵守申報、公告及獨立股東批准之規定。
- (3) 該等交易或部分該等交易屬本公司之須予披露持續關連交易（定義見上市規則第14A章），詳情載於董事會報告內「董事於交易、安排、合約及關連交易中之重大權益」下「持續關連交易」一節內。董事確認本公司已根據上市規則第14A章遵守披露規定。
- (4) 該金額指就董事會報告內「董事於交易、安排、合約及關連交易中之重大權益」下「持續關連交易」一節內項目1所載持續關連交易支付之可退回租賃按金及其他按金。
- (5) 關連公司由楊博士（被視為本公司之控股股東）創立之相關私人酌情信託最終控制。
- (6) 於本年度，應付關連公司租金已產生利息開支517,000港元（2022年：309,000港元）。於2023年9月30日，應付關連公司之租賃負債為21,204,000港元（2022年：4,968,000港元）及使用權資產相應賬面值（除減值撥備前）為20,622,000港元（2022年：4,551,000港元）。根據相關租賃協議，截至2023年9月30日止年度，與關連公司訂立之租賃之現金流出總額為9,517,000港元（2022年：9,903,000港元）。

(b) 董事及主要管理人員之酬金於附註11及12內披露。

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34. PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 30 September 2023 and 2022 are as follows:

34. 主要附屬公司

於2023年及2022年9月30日，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Issued and fully paid capital/ registered capital 已發行及繳足 資本/註冊資本	Proportion of nominal value of issued share capital directly held by the Company 本公司持有之已發行 股本面值比例		Principal activities 主要業務
			30.9.2023 %	30.9.2022 %	
Easy Facility Limited 易融貸有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Provision of money lending services 提供貸款服務
Emperor Asset Management Limited 英皇資產管理有限公司	Hong Kong 香港	HK\$7,000,000 7,000,000港元	100	100	Provision of asset management services 提供資產管理服務
Emperor Corporate Finance Limited (formerly known as Emperor Capital Limited) 英皇企業融資有限公司 (前稱英皇融資有限公司)	Hong Kong 香港	HK\$10,000,000 10,000,000港元	100	100	Provision of corporate finance advisory services 提供企業融資顧問服務
Emperor Capital (China) Limited	Hong Kong	HK\$100,000	100	100	Provision of promotion and marketing services in the PRC 於中國提供宣傳及市場推廣服務
英皇證券中國業務有限公司	香港	100,000港元			
Emperor Finance Limited 英皇財務有限公司	Hong Kong 香港	HK\$2 2港元	100	100	Provision of money lending services 提供貸款服務
Emperor Futures Limited 英皇期貨有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000港元	100	100	Provision of futures brokerage services 提供期貨經紀服務
Emperor Prestige Credit Limited 英皇卓越信貸有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	100	100	Provision of money lending services 提供貸款服務
Emperor Securities Limited	Hong Kong	HK\$900,000,000	100	100	Provision of securities brokerage services and margin financing services 提供證券經紀服務及孖展融資服務
英皇證券有限公司(前稱英皇證券 (香港)有限公司)	香港	900,000,000港元			
Emperor Wealth Management Limited	Hong Kong	HK\$6,500,000	100	100	Provision of insurance and other brokerage Services 提供保險及其他經紀服務
英皇財富管理有限公司	香港	6,500,000港元			
Honour Fine Limited	Hong Kong	HK\$1	100	100	Provision of online platform media services 提供線上平台媒體服務
亮鴻有限公司	香港	1港元			
Super Team (Hong Kong) Limited 優盟(香港)有限公司	Hong Kong 香港	HK\$100 100港元	100	-	Provision of business advisory services 提供商業諮詢服務
英証管理諮詢(上海)有限公司#	PRC 中國	HK\$1,000,000 1,000,000港元	100	100	Business development in the PRC 於中國進行業務發展
英皇投資諮詢(北京)有限公司#	PRC 中國	HK\$1,000,000 1,000,000港元	100	100	Business development in the PRC 於中國進行業務發展
英皇投資諮詢(深圳)有限公司#	PRC 中國	HK\$500,000 500,000港元	100	100	Business development in the PRC 於中國進行業務發展

The subsidiary is a wholly foreign owned enterprise.

The above table lists the subsidiaries of the Company which, in the opinion of the executive directors, principally affected the results or net assets of the Group.

To give details of all subsidiaries would, in the opinion of the executive directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

該附屬公司乃外商獨資企業。

上表載列執行董事認為主要影響本集團業績或資產淨值之本公司附屬公司。

執行董事認為，詳細載列所有附屬公司會導致篇幅過於冗長。

於本年度末或本年度內之任何時間，該等附屬公司概無任何未償還之債務證券。



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35. SUMMARY FINANCIAL INFORMATION OF THE COMPANY 35. 本公司財務資料概要

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in a subsidiary	於一間附屬公司之投資	219,003	219,003
Subordinated loan due from a subsidiary	應收一間附屬公司之後償貸款	2,150,000	2,150,000
		2,369,003	2,369,003
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司之款項	2,871,481	2,917,825
Tax recoverable	可回收稅項	–	14,944
Other assets	其他資產	222	220
Bank balances and cash	銀行結餘及現金	28,629	18,549
		2,900,332	2,951,538
Current liabilities	流動負債		
Other creditors and accrued charges	其他應付賬款及應計費用	1,078	1,497
Amount due to a subsidiary	應付一間附屬公司之款項	2,007,968	1,995,953
Short-term bank borrowings	短期銀行借款	210,000	430,000
		2,219,046	2,427,450
Net current assets	流動資產淨值	681,286	524,088
Total assets less current liabilities	總資產減流動負債	3,050,289	2,893,091
Net assets	資產淨值	3,050,289	2,893,091
Capital and reserves	資本及儲備		
Share capital	股本	67,408	67,408
Reserves	儲備	2,982,881	2,825,683
Total equity (Note)	權益總額(附註)	3,050,289	2,893,091

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35. SUMMARY FINANCIAL INFORMATION OF THE COMPANY (continued) 35. 本公司財務資料概要(續)

Note:

附註：

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 October 2021	於2021年10月1日	67,408	3,184,623	101,953	(442,146)	2,911,838
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	(18,747)	(18,747)
At 30 September 2022	於2022年9月30日	67,408	3,184,623	101,953	(460,893)	2,893,091
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	-	-	157,198	157,198
At 30 September 2023	於2023年9月30日	67,408	3,184,623	101,953	(303,695)	3,050,289

Special reserve represents the difference between nominal value of the ordinary shares of the subsidiaries of the Company in issue and the nominal value of the shares issued by the Company for acquisition of a subsidiary pursuant to a group reorganisation on 2 April 2007.

特別儲備指本公司附屬公司已發行普通股之面值與本公司根據於2007年4月2日之集團重組就收購一間附屬公司而發行之股份面值間之差額。

36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debts, which include short-term bank borrowings as disclosed in respective note, and equity attributable to owners of the Company, comprising issued share capital and reserves as set out on the consolidated statement of financial position, consolidated statement of changes in equity and respective notes. The Group's overall strategy remains unchanged from the prior year.

The management reviews the capital structure by considering the cost of capital and the risks associated with the share capital. In view of this, the Group manages its overall capital structure through the drawdown and repayment of bank borrowings, issue of bonds, payment of dividends and issue of share capital.

36. 資本風險管理

本集團管理其資本，以確保本集團之實體將能夠繼續按持續經營基準經營，同時透過優化債務及權益結餘將給予股東之回報最大化。本集團之資本架構包括債務(包括短期銀行借款(誠如相關附註所披露))及本公司擁有人應佔權益(包括綜合財務狀況表、綜合權益變動表及各自附註所載之已發行股本及儲備)。本集團之整體策略自上年起維持不變。

管理層透過考慮資本成本及股本相關風險檢討資本架構。有鑒於此，本集團透過提取及償還銀行借款、發行債券、支付股息及發行股本管理其整體資本架構。



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36. CAPITAL RISK MANAGEMENT (continued)

Several subsidiaries of the Group (the “Regulated Subsidiaries”) are registered with Securities and Futures Commission (“SFC”) for the business they operate in. The Regulated Subsidiaries are subject to liquid capital requirements under Securities and Futures (Financial Resources) Rules (“SF(FR)R”) adopted by the SFC. Under the SF(FR)R, the Regulated Subsidiaries must maintain their liquid capital in excess of HK\$3 million or 5% of their total adjusted liabilities, whichever is higher. The required information is filed with SFC on a monthly basis.

Another subsidiary of the Group is licensed with the Insurance Authority. It is required to maintain a minimum net asset value of HK\$100,000 at all times.

37. FINANCIAL ASSETS AND FINANCIAL LIABILITIES OFFSETTING

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments that are either:

- offset in the Group’s consolidated statement of financial position; or
- not offset in the consolidated statement of financial position as the offsetting criteria are not met.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited (“HKSCC”) and brokers, the Group has a legally enforceable right to set off the money obligations receivable and payable with HKSCC and brokers on the same settlement date and the Group intends to settle on a net basis.

In addition, the Group has a legally enforceable right to set off the accounts receivable and payable with brokerage clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to HKSCC, dealers, brokers and brokerage clients that are not to be settled on the same date, financial collateral including cash and securities received by the Group, deposit placed with HKSCC and brokers do not meet the criteria for offsetting in the consolidated statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

36. 資本風險管理(續)

本集團若干附屬公司(「受規管附屬公司」)就彼等營運之業務向證券及期貨事務監察委員會(「證監會」)領牌。受規管附屬公司須遵守證監會所採納之證券及期貨(財政資源)規則(「SF(FR)R」)之流動資本規定。根據SF(FR)R, 受規管附屬公司須維持彼等之流動資本超過3,000,000港元或彼等之經調整負債總額之5% (以較高者為準)。所規定資料按月向證監會提交。

本集團另一間附屬公司持有保險業監管局之牌照。其須一直維持最低資產淨值100,000港元。

37. 金融資產與金融負債之抵銷

下表所載之披露包括受可強制執行總淨額結算安排或類似協議所規限之金融資產及金融負債, 涵蓋:

- 於本集團綜合財務狀況表內抵銷之類似金融工具; 或
- 因不符合抵銷標準而並無於綜合財務狀況表內抵銷之類似金融工具。

根據本集團與香港中央結算有限公司(「香港結算」)及經紀人間作出之持續淨額結算協議, 本集團擁有合法可強制執行權利, 以在相同結算日與香港結算及經紀人抵銷應收及應付貨幣責任, 而本集團有意按淨額基準結算。

此外, 本集團擁有合法可強制執行權利, 以與經紀業務客戶抵銷於相同日期須予以結算之應收及應付賬款, 而本集團有意按淨額基準結算此等結餘。

除於相同日期須予以結算且被抵銷之結餘外, 應收/應付香港結算、交易商、經紀人及經紀業務客戶且並無於相同日期予以結算之款項、金融抵押品(包括本集團所收取之現金及證券)、存放於香港結算及經紀人之按金並不符合於綜合財務狀況表內抵銷之標準, 此乃由於已確認金額之抵銷權利僅於發生違約事件後方可強制執行。

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37. FINANCIAL ASSETS AND FINANCIAL LIABILITIES OFFSETTING (continued)

As at 30 September 2023

37. 金融資產與金融負債之抵銷 (續)

於2023年9月30日

		Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
		set off in the consolidated statement of financial position	set off in the consolidated statement of financial position	in the consolidated statement of financial position	Financial instruments	Collateral received	
		於綜合財務狀況表內抵銷之已確認金融負債之總額	於綜合財務狀況表內抵銷之已確認金融資產之總額	於綜合財務狀況表內呈列之金融資產之淨額	金融工具	已收抵押品	淨額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets	金融資產						
Amounts due from clearing house, dealers, brokers and brokerage clients	應收結算所、交易商、經紀人及經紀業務客戶之款項	652,799	(140,882)	511,917	(38,182)	(376,288)	97,448
Deposits placed with clearing house	存放於結算所之按金	7,695	-	7,695	-	-	7,695

		Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
		set off in the consolidated statement of financial position	set off in the consolidated statement of financial position	in the consolidated statement of financial position	Financial instruments	Collateral pledged	
		於綜合財務狀況表內抵銷之已確認金融資產之總額	於綜合財務狀況表內抵銷之已確認金融負債之總額	於綜合財務狀況表內呈列之金融負債之淨額	金融工具	已收抵押品	淨額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial liabilities	金融負債						
Amounts due to clearing house, dealers, brokers and brokerage clients	應付結算所、交易商、經紀人及經紀業務客戶之款項	1,678,592	(140,882)	1,537,710	(38,182)	-	1,499,528



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37. FINANCIAL ASSETS AND FINANCIAL LIABILITIES OFFSETTING (continued)

As at 30 September 2022

37. 金融資產與金融負債之抵銷 (續)

於2022年9月30日

	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets	Gross set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
	於綜合財務狀況表內抵銷之已確認金融負債之總額	於綜合財務狀況表內抵銷之已確認金融資產之總額	於綜合財務狀況表內抵銷之已確認金融負債之總額	於綜合財務狀況表內呈列之金融資產之淨額	Financial instruments	Collateral received	淨額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Financial assets	金融資產						
Amounts due from clearing house, dealers, brokers and brokerage clients	應收結算所、交易商、經紀人及經紀業務客戶之款項	776,450	(84,643)	691,807	(14,831)	(602,123)	74,853
Deposits placed with clearing house	存放於結算所之按金	5,189	-	5,189	-	-	5,189

	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets	Gross set off in the consolidated statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
	於綜合財務狀況表內抵銷之已確認金融負債之總額	於綜合財務狀況表內抵銷之已確認金融資產之總額	於綜合財務狀況表內抵銷之已確認金融負債之總額	於綜合財務狀況表內呈列之金融負債之淨額	Financial instruments	Collateral pledged	淨額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Financial liabilities	金融負債						
Amounts due to clearing house, dealers, brokers and brokerage clients	應付結算所、交易商、經紀人及經紀業務客戶之款項	1,737,829	(84,643)	(1,653,186)	(14,831)	-	1,638,355

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include other debtors and deposits, accounts receivable, loans and advances, bank balances and cash, pledged bank deposits, accounts payable, short-term bank borrowings, lease liabilities and other creditors. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

Currency risk is the risk of loss due to adverse movements in foreign exchange rates relating to receivables from and payables to foreign brokers and foreign currency deposits with banks. The management monitors foreign exchange exposures and will consider hedging significant foreign exchange exposures should the need arise.

It is the Group's policy for each operating entity to operate in local currencies as far as possible to minimise currency risks. Most of the Group's principal businesses are conducted and recorded in Hong Kong dollar, the functional currency of respective group entities, except for certain receivables from and payables to foreign brokers and bank deposits which are denominated in Australian dollar, Canadian dollar, United States dollar, Renminbi, Japanese Yen, British Pound and Singapore dollar (see notes 22, 24 and 25 for details). The executive directors of the Company considered that the effect of currency risk is insignificant as the Group has minimal exposure in Australian dollar, Renminbi, Japanese Yen, Euro, British Pound and Singapore dollar and there is the linked exchange rate system of Hong Kong dollar against United States dollar. Accordingly, no sensitivity analysis in relation to foreign currency exposure has been carried out by the management.

38. 金融風險管理目標及政策

本集團主要金融工具包括其他應收賬款及存款、應收賬款、貸款及墊款、銀行結餘及現金、已抵押銀行存款、應付賬款、短期銀行借款、租賃負債及其他應付賬款。該等金融工具之詳情披露於各自之附註。與該等金融工具有關之風險及如何減輕該等風險之政策載列如下。管理層管理及監察該等風險，以確保適時以有效方式採取適當措施。

市場風險

貨幣風險

貨幣風險為因與應收及應付予境外經紀之賬款及外幣銀行存款有關之外匯匯率不利變動所致之虧損風險。管理層監察外匯風險，並於必要時考慮對沖重大外匯風險。

本集團就各個經營實體採取之政策為盡可能以當地貨幣經營，將外幣風險最小化。本集團之大多數主要業務以港元(各自集團實體之功能貨幣)進行及入賬，惟若干應收及應付境外經紀之賬款及銀行存款以澳元、加拿大元、美元、人民幣、日圓、英鎊及新加坡元計值除外(詳情見附註22、24及25)。本公司執行董事認為，由於本集團以澳元、人民幣、日圓、歐羅、英鎊及新加坡元進行之交易較少以及港元與美元掛鈎之匯率制度，外幣風險並無造成重大影響，因此，管理層並無就外幣風險進行任何敏感度分析。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate accounts receivable, bank balances, loans and advances, accounts payable and short-term bank borrowings.

The Group's cash flow interest rate risk is mainly related to the fluctuation of Prime Rate arising from the Group's accounts receivable and loans and advances, market savings interest rate arising from the Group's bank balances and HIBOR arising from Group's short-term bank borrowings. The Group's exposure to interest rates on financial assets and financial liabilities are detailed below.

Financial instruments bearing variable interest rates in nature

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Assets	資產		
Accounts receivable	應收賬款	358,037	584,230
Loans and advances	貸款及墊款	186,365	239,654
Bank balances	銀行結餘	447,755	101,979
Liabilities	負債		
Short-term bank borrowings	短期銀行借款	210,000	430,000

Interest rate sensitivity

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period and it is assumed that the amount of the above assets and liabilities at the end of the reporting period was in existence for the whole year and all other variables were held constant throughout the respective year. A 50 basis point (2022: 50 basis point) change represents management's assessment of the reasonably possible change in interest rates in respect of variable rate accounts receivable, loans and advances, bank balances and short-term bank borrowings.

38. 金融風險管理目標及政策 (續)

現金流量利率風險

本集團面臨與浮動利率應收賬款、銀行結餘、貸款及墊款、應付賬款及短期銀行借款有關之現金流量利率風險。

本集團之現金流量利率風險主要與本集團之應收賬款及貸款及墊款所產生之最優惠利率波動、本集團銀行結餘所產生之市場儲蓄利率及本集團短期銀行借款所產生之香港銀行同業拆息有關。本集團所面臨之金融資產及金融負債之利率風險詳述如下。

具有浮動利率性質之金融工具

利率敏感度

下文之敏感度分析乃根據於報告期末之利率風險予以釐定，並假設於報告期末上述資產及負債金額於全年一直存在及所有其他變量於各自年度一直維持不變。50個基點(2022年：50個基點)變動指管理層就浮動利率之應收賬款、貸款及墊款、銀行結餘及短期銀行借款對利率合理可能變動之評估。

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cash flow interest rate risk (continued)

Interest rate sensitivity (continued)

		2023		2022	
		Change in basis points		Change in basis points	
		基點變動		基點變動	
		+50	-50	+50	-50
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Decrease (increase) in loss after tax for the year	本年度除稅後虧損減少(增加)	3,266	(1,396)	2,070	(1,664)

In management's opinion, the sensitivity analysis is unrepresentative of the market interest rate risk as the year end exposure does not reflect the exposure during the year.

Interest rate benchmark reform

The short-term bank borrowings of the Group will be subject to the interest rate benchmark reform. The Company is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant Interbank Offered Rate ("IBOR") regulators.

HIBOR

As at 30 September 2023, the Group's bank borrowings of HK\$210,000,000 are bearing interest indexed to HIBOR. Based on the assessment of the management, the bank borrowings are not subject to the reform and HIBOR will continue to be used until maturity of the terms.

Credit risk and impairment assessment

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has a delegated team to compile the credit and risk management policies, to approve credit limits and to determine any debt recovery action on those delinquent receivables. In addition, the Group reviews the recoverable amount of each individual receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

38. 金融風險管理目標及政策 (續)

現金流量利率風險 (續)

利率敏感度 (續)

管理層認為，由於年末所面對之風險並不反映年內所面對之風險，故市場利率風險之敏感度分析不具代表性。

利率基準改革

本集團的短期銀行借款將受到利率基準改革所規限。本公司現正密切監察市場並管理向新基準利率的過渡情況，包括相關銀行同業拆息（「銀行同業拆息」）監管機構發佈的公告。

香港銀行同業拆息

於2023年9月30日，本集團的銀行借款210,000,000港元按香港銀行同業拆息計息。根據管理層的評估，銀行借款不受改革影響，將繼續使用香港銀行同業拆息直至條款到期。

信貸風險及減值評估

倘若對手方未能履行彼等之責任，本集團就各類已確認金融資產所面臨之最大信貸風險為綜合財務狀況表所載之該等資產之賬面值。為將信貸風險最小化，本集團管理層委派一支團隊，負責編撰信貸及風險管理政策，以批准信貸限額及釐定對該等拖欠應收賬款採取任何收賬行動。此外，本集團於報告期末檢討各個別應收賬款之可收回金額，以確保就無法收回款項作出足夠減值虧損準備。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong. The Group has no significant concentration of credit risk by any single debtor as the exposure is spread over a number of individual and institutional customers, except for the loans and advances and accounts receivable as disclosed in notes 21 and 22.

The credit risks on bank balances are limited because the counterparties are financial institutions with high credit ratings assigned by international credit-rating agencies.

The Group's internal credit risk grading assessment comprises the following categories:

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團按地域劃分之集中信貸風險主要位於香港。本集團並無於任何單一應收賬款重大集中信貸風險，此乃由於風險分散多個個人及機構客戶，惟附註21及22披露之貸款及墊款及應收賬款除外。

由於對手方為由國際信貸評級機構評為高信貸評級之金融機構，該銀行結餘之信貸風險有限。

本集團的內部信貸風險評級包括以下類別：

Internal credit rating 內部信貸評級	Description 描述	ECL categories 預期信貸虧損類別
Low risk	The counterparty has a low risk of default and does not have any past-due amounts or debtor frequently repays after due dates in full	12m ECL
低風險	對手方的違約風險較低且無任何逾期款項，債務人經常在到期日後悉數償還	12個月預期信貸虧損
Medium risk	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired
中度風險	根據內部資料或外部資源，信貸風險自初始確認起大幅增加	全期預期信貸虧損—並未發生信貸減值
High risk	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired
高風險	有證據顯示資產出現信貸減值	全期預期信貸虧損—已發生信貸減值

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment as at 30 September 2023 and 30 September 2022:

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列於2023年9月30日及2022年9月30日本集團金融資產根據預期信貸虧損評估之信貸風險詳情：

	Notes 附註	Internal credit rating 內部信貸評級	12m or lifetime ECL 12個月或全期預期信貸虧損	2023 Gross carrying amount 2023年賬面總值		2022 Gross carrying amount 2022年賬面總值	
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at amortised cost 按攤銷成本計量之金融資產							
Other debtors, deposits and prepayments (notes (i) & (ii)) 其他應收賬款、按金及預付款項(附註(i)及(ii))		Low risk 低風險	12m ECL 12個月預期信貸虧損	10,983		12,650	
Loans and advances 貸款及墊款	21	Low risk 低風險	12m ECL 12個月預期信貸虧損	1,392,040		1,446,459	
		Medium risk 中度風險	Lifetime ECL - not credit-impaired 全期預期信貸虧損—並未發生信貸減值	148,738		256,177	
		High risk 高風險	Lifetime ECL - credit-impaired 全期預期信貸虧損—已發生信貸減值	1,232,221	2,772,999	1,313,554	3,016,190
Accounts receivable - secured margin loans 應收賬款—有抵押孖展貸款	22	Low risk 低風險	12m ECL 12個月預期信貸虧損	59,459		260,749	
		Medium risk 中度風險	Lifetime ECL - not credit-impaired 全期預期信貸虧損—並未發生信貸減值	7,808		2,055	
		High risk 高風險	Lifetime ECL - credit-impaired 全期預期信貸虧損—已發生信貸減值	1,939,553	2,006,820	1,768,585	2,031,389
Accounts receivable - others (Note (iii)) 應收賬款—其他(附註(iii))	22	Low/Medium risk 低/中度風險	Lifetime ECL - not credit-impaired 全期預期信貸虧損—並未發生信貸減值	137,367		92,968	
		High risk 高風險	Lifetime ECL - credit-impaired 全期預期信貸虧損—已發生信貸減值	9,094	146,461	2,860	95,828
Pledged bank deposits - general accounts (note (ii)) 已抵押銀行存款—一般賬戶(附註(ii))	23	Low risk 低風險	12m ECL 12個月預期信貸虧損	160,000		160,000	
Bank balances and cash - segregated accounts (note (ii)) 銀行結餘及現金—獨立賬戶(附註(ii))	24	Low risk 低風險	12m ECL 12個月預期信貸虧損	1,406,891		1,573,074	
Bank balances and cash - general accounts (note (ii)) 銀行結餘及現金—一般賬戶(附註(ii))	24	Low risk 低風險	12m ECL 12個月預期信貸虧損	1,002,263		860,796	

Notes:

- (i) Prepayments of HK\$1,528,000 (2022: HK\$1,711,000) under other debtors, deposits and prepayments were not classified as financial assets at amortised cost.
- (ii) The directors of the Company consider the impacts of the ECL are immaterial to the Group and no reconciliation loss allowances have been prepared.

附註：

- (i) 其他應收賬款、按金及預付款項項下之預付款項1,528,000港元(2022年：1,711,000港元)並未分類為按攤銷成本計量之金融資產。
- (ii) 本公司董事認為，預期信貸虧損之影響對本集團而言並不重大，故並無編製對賬虧損撥備。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The estimated default rates for each class of financial assets are estimated based on historical observed default rates over the expected life of the respective class of financial assets and are adjusted for forward-looking information that is available without undue cost or effort, including macroeconomic data such as GDP growth, unemployment, benchmark interest rates and house prices. The identification of internal credit rating for individual financial assets is regularly reviewed by management to ensure relevant information about specific financial assets is updated.

Definition of 12m ECL, Lifetime ECL (not credit-impaired) and Lifetime ECL (credit-impaired) are as below:

12m ECL (stage 1): Exposures where there have not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

Lifetime ECL (not credit-impaired) (stage 2): Exposures where there have been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

Lifetime ECL (credit-impaired) (stage 3): Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit-impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (gross carrying amount net of provision) rather than the gross carrying amount from the beginning of the subsequent reporting period.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

各類金融資產之估計違約率乃根據各金融資產類別之預計年期內之過往觀察違約率估計，並就可獲得而無須耗費龐大人力物力之前瞻性資料作出調整，包括國內生產總值增長、失業率、基準利率及樓價等宏觀經濟資料。管理層定期檢討個別金融資產內部信貸評級之識別，以確保更新有關特定金融資產之相關資料。

12個月預期信貸虧損、全期預期信貸虧損(並未發生信貸減值)及全期預期信貸虧損(已發生信貸減值)之定義如下：

12個月預期信貸虧損(第一階段)：倘自初步確認以來並無重大信貸風險增加且於產生時並無信貸減值，則與未來12個月內發生違約事件之可能性有關之全期預期信貸虧損部分會予以確認。

全期預期信貸虧損(並未發生信貸減值)(第二階段)：倘自初步確認以來信貸風險大幅增加但並無信貸減值，則須確認全期預期信貸虧損(即反映金融資產之剩餘年期)。

全期預期信貸虧損(已發生信貸減值)(第三階段)：如發生一項或多項事件預期會對資產估計未來現金流量造成不利的影響，該風險會被評定為出現信貸減值。就已發生信貸減值之風險而言，確認全期預期信貸虧損，對攤銷成本(扣除撥備後之賬面總值)而非其後報告期初之賬面總值以實際利率計算利息收入。

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For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

The management determines staging of financial assets subject to ECL assessment based on qualitative and quantitative factors, if applicable, including overdue period of interest and principal, change in fair value of pledged listed securities or properties that triggered the margin calls for additional collateral or constituted events of breach of contracts respectively, and status of margin calls.

The following tables show reconciliation of gross carrying amount and loss allowances that has been recognised for loans and advances and accounts receivable from margin client.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

管理層根據定性及定量因素(如適用)確定需進行預期信貸虧損評估的金融資產的階段，該等因素包括利息及本金逾期期間、分別觸發追加保證金通知要求提供額外抵押品或構成違約事件之已抵押上市證券或物業之公平值變動以及追加保證金通知的狀態。

下表列示就貸款及墊款以及應收孖展客戶賬款確認賬面總值與虧損撥備之對賬。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Loans and advances – loss allowance

30 September 2023

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貸款及墊款－虧損撥備

2023年9月30日

		12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
		12個月預期信貸虧損	全期預期信貸虧損 (並未發生信貸減值)	全期預期信貸虧損 (已發生信貸減值)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
				(Note (i))	
				(附註 (i))	
Loss allowance as at 1 October 2022	於2022年10月1日之虧損撥備	2,298	556	656,572	659,426
Changes in the loss allowance due to financial assets as at 1 October 2022	於2022年10月1日因金融資產產生之虧損撥備變動				
- Transfer from 12m ECL to lifetime ECL (not credit-impaired)	- 由12個月預期信貸虧損轉撥至全期預期信貸虧損 (並未發生信貸減值)	(115)	115	-	-
- Transfer from 12m ECL to lifetime ECL (credit-impaired) (Note (i))	- 由12個月預期信貸虧損轉撥至全期預期信貸虧損 (已發生信貸減值) (附註 (i))	(149)	-	149	-
- Transfer from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至全期預期信貸虧損 (已發生信貸減值) (附註 (ii))	-	(228)	228	-
- Transfer from lifetime ECL (not credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至12個月預期信貸虧損	98	(98)	-	-
- Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL (not credit-impaired)	- 由12個月預期信貸虧損轉撥至全期預期信貸虧損 (並未發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額	-	(36)	-	(36)
- Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL (credit-impaired) (Note (i))	- 由12個月預期信貸虧損轉撥至全期預期信貸虧損 (已發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額 (附註 (i))	-	-	16,799	16,799
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至全期預期信貸虧損 (已發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額 (附註 (ii))	-	-	32,245	32,245
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至12個月預期信貸虧損之金融資產所產生之預期信貸虧損之重新計量淨額	(76)	-	-	(76)
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (已發生信貸減值) 轉撥至12個月預期信貸虧損之金融資產所產生之預期信貸虧損之重新計量淨額	3	-	-	3
- Net remeasurement of ECL due to change in credit risk without transfer of stage (Note (iv))	- 因信貸風險變動而無階段轉移之預期信貸虧損之重新計量淨額 (附註 (iv))	(686)	(166)	132,090	131,238
New financial assets originated or purchased (Note (iii))	產生或購入之新金融資產 (附註 (iii))	124	-	17,981	18,105
Financial assets that have been derecognised	已終止確認之金融資產	(751)	(13)	(10)	(774)
Written off of financial assets (Note (vi))	撇銷金融資產 (附註 (vi))	-	-	(160,638)	(160,638)
As at 30 September 2023	於2023年9月30日	746	130	695,416	696,292

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Loans and advances – loss allowance (continued)

30 September 2022

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貸款及墊款 – 虧損撥備 (續)

2022年9月30日

	12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total	
	12個月預期信貸虧損	全期預期信貸虧損 (並未發生信貸減值)	全期預期信貸虧損 (已發生信貸減值)	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
			(Note (i))	(附註 (i))	
Loss allowance as at 1 October 2021		5,745	474	1,020,230	1,026,449
Changes in the loss allowance due to financial assets as at 1 October 2021					
– Transfer from 12m ECL to lifetime ECL (not credit-impaired)		(99)	99	–	–
– Transfer from 12m ECL to lifetime ECL (credit-impaired) (Note (i))		(4,763)	–	4,763	–
– Transfer from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))		–	(319)	319	–
– Transfer from lifetime ECL (not credit-impaired) to 12m ECL		37	(37)	–	–
– Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL (not credit-impaired)		–	218	–	218
– Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL (credit-impaired) (Note (i))		–	–	73,061	73,061
– Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))		–	–	33,037	33,037
– Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to 12m ECL		50	–	–	50
– Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (credit-impaired) to 12m ECL		9	–	–	9
– Net remeasurement of ECL due to change in credit risk without transfer of stage (Note (iv))		839	102	208,469	209,410
New financial assets originated or purchased (Note (iii))		888	95	3,853	4,836
Financial assets that have been derecognised		(408)	(76)	(2,064)	(2,548)
Transferred to accounts receivable from Secured margin clients (Note (v))		–	–	(264,074)	(264,074)
Written off of financial assets (Note (vi))		–	–	(421,022)	(421,022)
As at 30 September 2022		2,298	556	656,572	659,426



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For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Loans and advances – loss allowance (continued)

Notes:

- (i) During the year ended 30 September 2023, loans and advances with a gross carrying amount of approximately HK\$82 million (2022: HK\$179 million), which were classified as stage 1 as at beginning of the reporting period, were assessed as credit-impaired and were transferred to stage 3. Accordingly, the impairment allowance of approximately HK\$149,000 (2022: HK\$5 million) made under 12m ECL was transferred to lifetime ECL (credit-impaired). Additional re-measurement of impairment allowance of approximately HK\$17 million (2022: HK\$73 million) was made under lifetime ECL (credit impaired) by the management under the individual assessment.

As at 30 September 2023, included in these exposures of approximately HK\$82 million (2022: HK\$179 million) was loans and advances with gross carrying amounts of approximately HK\$80 million (2022: HK\$36 million) which were partially supported by secured properties held by the borrowers in Hong Kong with an impairment allowance of approximately HK\$15 million (2022: HK\$Nil) made during the year. The Group has the rights on these secured properties in Hong Kong held by the borrowers to repay the outstanding loans and advances of approximately HK\$65 million (2022: HK\$36 million).

As at 30 September 2023, included in these exposures of approximately HK\$82 million (2022: HK\$179 million) was unsecured loans and advances with gross carrying amounts of approximately HK\$2 million (2022: HK\$37 million) and an impairment allowance of approximately HK\$2 million (2022: HK\$16 million) was made during the year.

As at 30 September 2022, included in these exposures of approximately HK\$179 million was loans and advances with gross carrying amount of approximately HK\$106 million supported by listed securities of the borrowers held in custody by a wholly owned subsidiary of the Company, and an impairment allowance of approximately HK\$57 million was made during the year due to a decrease in the fair value of these listed securities caused by market fluctuations. The Group has the rights on these listed securities to repay these remaining outstanding exposures of approximately HK\$45 million.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貸款及墊款 – 虧損撥備 (續)

附註：

- (i) 截至2023年9月30日止年度，於報告期初分類為第一階段賬面總值約82,000,000港元(2022年：179,000,000港元)之貸款及墊款獲評估為已發生信貸減值，並已轉撥至第三階段。因此，於12個月預期信貸虧損項下作出之減值撥備約149,000港元(2022年：5,000,000港元)已轉撥至全期預期信貸虧損(已發生信貸減值)。管理層根據個別評估已於全期預期信貸虧損(已發生信貸減值)項下作出額外重新計量減值撥備約17,000,000港元(2022年：73,000,000港元)。

於2023年9月30日，約82,000,000港元(2022年：179,000,000港元)之該等款項中包括賬面總值約80,000,000港元(2022年：36,000,000港元)之貸款及墊款，部分以借款人於香港持有之有抵押物業擔保，並且年內作出減值撥備約15,000,000港元(2022年：零港元)。本集團有權使用借款人在香港持有的該等有抵押物業償還未償還貸款及墊款約65,000,000港元(2022年：36,000,000港元)。

於2023年9月30日，約82,000,000港元(2022年：179,000,000港元)之該等款項中包括賬面總值約2,000,000港元(2022年：37,000,000港元)之無抵押貸款及墊款，並且年內作出減值撥備約2,000,000港元(2022年：16,000,000港元)。

於2022年9月30日，約179,000,000港元之該等款項中包括賬面總值約106,000,000港元之貸款及墊款，以借款人的由本公司一間全資附屬公司保管持有之上市證券擔保，並且年內因市場波動導致該等上市證券之公平值下降而作出減值撥備約57,000,000港元。本集團有權使用該等上市證券償還該等餘下未償還承擔約45,000,000港元。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Loans and advances – loss allowance (continued)

Notes: (continued)

(i) (continued)

The fair values of the properties in Canada were arrived at on the basis of a valuation carried out by an independent qualified professional valuer not connected to the Group. The fair value was based on the market approach, by comparing recent market transactions of similar interests located in the surrounding area and then making adjustments to the transaction prices of the comparables based on elements of comparison. In determining the fair value of the relevant properties, the management work closely with the qualified external valuer to determine appropriate valuation techniques and inputs for fair value measurements. The management considered that the major adjustment on the fair value of these properties related to the adjustment relating to size, view, location and relative quality.

As at 30 September 2023 and 2022, the fair value of the property in Hong Kong was determined by the management under the market approach which was based on market observable transactions of similar interests located in the same building, estate or village with reference to an indicative offering price from an interested buyer. The management considered that the major adjustment on the fair value of these properties related to the floor level adjustment on individual floors of the property and that a higher level would have a higher fair value.

In determining the allowances for credit-impaired loans and advances with the pledged properties as mentioned above, the management takes into account the fair value of collateral and the outstanding balance of loans receivable individually taking into account any executable settlement plan and realisation arrangements.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貸款及墊款－虧損撥備 (續)

附註：(續)

(i) (續)

加拿大物業之公平值依據一名與本集團並無關連之獨立合資格專業估值師進行之估值而達致。公平值乃基於市場法，通過比較近期鄰近地區類似權益的市場交易，隨後基於比較部分對可資比較交易的交易價格作出調整而釐定。於釐定相關物業之公平值時，管理層與合資格外部估值師緊密合作，以就公平值計量釐定適當的估值技術及輸入數據。管理層認為，該等物業公平值之主要調整與關於面積、景觀、位置及相對質素之調整有關。

於2023年及2022年9月30日，香港物業之公平值由管理層按市場法釐定，乃基於相同樓棟、房產或村內類似權益之市場可觀察交易並參考一名有興趣買家之指示性報價。管理層認為，該等物業公平值之主要調整與物業之個別樓層調整有關，樓層愈高則公平值愈高。

於釐定上述附帶已抵押物業之已信貸減值貸款及墊款之撥備時，管理層會考慮抵押品之公平值以及應收貸款之未償還結餘(個別計及可執行之任何還款計劃及變現安排)。



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Loans and advances – loss allowance (continued)

Notes: (continued)

(ii) During the year ended 30 September 2023, loans and advances with gross carrying amount of approximately HK\$95 million (2022: HK\$54 million), which were classified as stage 2 as at beginning of the reporting period, were assessed as credit-impaired and were transferred to stage 3. Accordingly, the impairment allowance of approximately HK\$0.2 million (2022: HK\$0.3 million) made under lifetime ECL (not credit-impaired) was transferred to lifetime ECL (credit-impaired). Additional re-measurement of impairment allowance of approximately HK\$32 million (2022: HK\$33 million) was made under lifetime ECL (credit impaired) by the management under the individual assessment. The remaining loans and advances of gross carrying amount of approximately HK\$62.8 million (2022: HK\$20.7 million) was supported by secured properties held by the borrowers in Hong Kong.

(iii) During the year ended 30 September 2023, impairment allowances HK\$0.1 million (2022: HK\$0.9 million) was made against new financial assets originated or purchased under 12m ECL with the gross carrying amount of HK\$596 million (2022: HK\$671 million), which included newly granted mortgage loans and unsecured loans of gross carrying amount of HK\$595 million (2022: HK\$662 million) and HK\$1 million (2022: HK\$9 million) respectively. The 12m ECL has taken into account the fair value of the related properties in Hong Kong or pledged securities, if any, under the ECL model.

During the year ended 30 September 2023, impairment allowances of HK\$Nil million (2022: HK\$0.1 million) was made against new financial assets originated or purchased under lifetime ECL (not credit-impaired) with the gross carrying amount of HK\$3 million (2022: HK\$80 million), which included newly granted mortgage loans and newly granted unsecured loans of gross carrying amount of HK\$3 million (2022: HK\$77 million) and HK\$Nil million (2022: HK\$3 million) respectively. The lifetime ECL (not-credit-impaired) has taken into account the fair value of the related properties in Hong Kong or pledged securities, if any, under the ECL model.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貸款及墊款 – 虧損撥備 (續)

附註：(續)

(ii) 截至2023年9月30日止年度，於報告期初分類為第二階段賬面總值約95,000,000港元(2022年：54,000,000港元)之貸款及墊款獲評估為已發生信貸減值，並已轉撥至第三階段。因此，於全期預期信貸虧損(並未發生信貸減值)項下作出之減值撥備約200,000港元(2022年：300,000港元)已轉撥至全期預期信貸虧損(已發生信貸減值)。管理層根據個別評估已於全期預期信貸虧損(已發生信貸減值)項下作出額外重新計量減值撥備約32,000,000港元(2022年：33,000,000港元)。餘下賬面總值約62,800,000港元(2022年：20,700,000港元)之貸款及墊款由借款人在香港持有之有抵押物業擔保。

(iii) 截至2023年9月30日止年度，於12個月預期信貸虧損項下就賬面總值596,000,000港元(2022年：671,000,000港元)之產生或購入之新金融資產作出減值撥備100,000港元(2022年：900,000港元)，其包括賬面總值分別為595,000,000港元(2022年：662,000,000港元)及1,000,000港元(2022年：9,000,000港元)新授出的按揭貸款及無抵押貸款。根據預期信貸虧損模式，12個月預期信貸虧損已計及香港有關物業或抵押證券(如有)之公平值。

截至2023年9月30日止年度，於全期預期信貸虧損(並未發生信貸減值)項下就賬面總值3,000,000港元(2022年：80,000,000港元)之產生或購入之新金融資產作出減值撥備零百萬港元(2022年：100,000港元)，其包括賬面總值分別為3,000,000港元(2022年：77,000,000港元)及零百萬港元(2022年：3,000,000港元)新授出的按揭貸款及新授出的無抵押貸款。根據預期信貸虧損模式，全期預期信貸虧損(並未發生信貸減值)已計及香港有關物業或抵押證券(如有)之公平值。



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For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Loans and advances – loss allowance (continued)

Notes: (continued)

(iii) (continued)

During the year ended 30 September 2023, included in the impairment allowance of approximately HK\$18 million (2022: HK\$4 million) from new financial assets originated or purchased under lifetime ECL (credit-impaired) was mainly related to the gross carrying amount of approximately HK\$22 million (2022: HK\$87 million). The loans and advances of HK\$22 million as at 30 September 2023 were mainly mortgage loans of HK\$6 million granted during the year with interest and principal overdue for more than 90 days and were partially supported by secured properties held by the borrowers with impairment allowance of approximately HK\$2 million made during the year. The remaining gross carrying amount of approximately HK\$16 million was unsecured loans overdue for more than 90 days as at year end and impairment allowance of approximately HK\$16 million was made for the year.

(iv) Included in impairment allowance of approximately HK\$132 million (2022: HK\$208 million) recognised for those remaining under lifetime ECL (credit-impaired) are mainly due to reversal of impairment allowance of term loans approximately HK\$14 million and impairment allowance of mortgage loans approximately HK\$146 million respectively, in respect of gross carrying amount of approximately HK\$159 million and HK\$432 million respectively as at 30 September 2023. Included in the term loan reversal of impairment allowance are impairment of approximately HK\$25 million as a result of further decrease in fair value of pledged listed securities and deterioration of financial ability of the borrowers of gross carrying amount of approximately HK\$93 million, and a reversal of impairment allowance of approximately HK\$39 million of gross carrying amount of HK\$66 million as at 30 September 2023 based on actual repayments during the year and expected repayments from the borrowers received subsequent to year end.

(v) During the year ended 30 September 2022, the Group executed an account combination by transferring 16 stage 3 term loans from Emperor Prestige Credit Limited ("EPCL") to Emperor Securities Limited ("ESL"), both of which are wholly-owned subsidiaries of the Group, to combine with the margin loans of the same borrowers in ESL. Based on account opening agreement, all the assets held in the margin accounts are charged to the margin loan by way of first fixed charge and the Group shall be entitled at any time without notice to combine and/or consolidate all or any of the client's accounts and exposures within the Group.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貸款及墊款－虧損撥備 (續)

附註：(續)

(iii) (續)

截至2023年9月30日止年度，全期預期信貸虧損（已發生信貸減值）項下產生或購入之新金融資產之減值撥備約18,000,000港元（2022年：4,000,000港元）主要與賬面總值約22,000,000港元（2022年：87,000,000港元）有關。於2023年9月30日之貸款及墊款22,000,000港元主要為年內授出的利息及本金逾期超過90日的按揭貸款6,000,000港元，並部分以借款人持有之有抵押物業擔保，且年內作出減值撥備約2,000,000港元。餘下賬面總值約16,000,000港元為於年末逾期超過90日之無抵押貸款，且年內作出減值撥備約16,000,000港元。

(iv) 減值撥備中就全期預期信貸虧損（已發生信貸減值）項下該等結餘確認為約132,000,000港元（2022年：208,000,000港元）乃主要由於定期貸款減值撥備撥回約14,000,000港元及按揭貸款減值撥備約146,000,000港元（於2023年9月30日的賬面總值分別約為159,000,000港元及432,000,000港元）。定期貸款減值撥備撥回包括因已抵押上市證券之公平值進一步下降及借款人之財政能力轉差而計提之減值約25,000,000港元（賬面總值為約93,000,000港元），以及基於年內實際還款及借款人於年末後收到的預期還款的減值撥備撥回約39,000,000港元（於2023年9月30日的賬面總值為66,000,000港元）。

(v) 截至2022年9月30日止年度，本集團通過將英皇卓越信貸有限公司（「EPCL」）的16筆第三階段定期貸款轉讓予英皇證券有限公司（「ESL」）（兩者均為本集團之全資附屬公司）而進行賬戶合併，以合併ESL相同借款人的孖展貸款。根據開戶協議，孖展賬戶持有之全部資產均以第一固定押記形式計入孖展貸款，且本集團有權隨時合併及／或綜合本集團內全部或任何客戶賬戶及風險，而毋須另行通知。



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綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Loans and advances – loss allowance (continued)

Notes: (continued)

(v) (continued)

The loan combination is performed through the settlement of term loan in EPCL with additional margin loan from ESL. Through the account combination, loans and advances of gross carrying amount and impairment allowance of approximately HK\$372 million and HK\$264 million are merged with the amount receivable of the respective margin clients.

(vi) The Group writes off loans and advances of gross carrying amount of approximately HK\$161 million (2022: HK\$421 million) which has been fully impaired during the year when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the loans and advances are over two years past due, whichever occurs earlier.

(vii) The Group has established credit policies to ensure all loans and advances are subject to credit risk assessment and ongoing monitoring, including evaluation of customers' credit ratings (if publicly available), financial background and repayment abilities. ECL assessment is carried out based on a close monitoring and evaluation of the collectability of individual account and on management's judgement, including the current creditworthiness of the borrowers, collateral value, the past collection history and available forward-looking information. The Group had commenced legal proceedings against borrowers of impaired loans with the gross carrying amount totaling to approximately HK\$524 million (2022: HK\$336 million), on which provision for impairment of approximately HK\$203 million (2022: HK\$47 million) was made as at 30 September 2023. As at the reporting date legal proceedings are still in progress.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貸款及墊款－虧損撥備 (續)

附註：(續)

(v) (續)

貸款合併是通過以ESL的額外孖展貸款結算EPCL的定期貸款進行。通過賬戶合併，賬面總值及減值撥備分別約為372,000,000港元及264,000,000港元的貸款及墊款與有關孖展客戶的應收金額合併。

(vi) 當有資料顯示債務人處於嚴重財務困難及無實際收回可能(即債務人已處於清盤狀態或已進行破產程序)或當貸款及墊款逾期超過兩年(以較早發生者為準)，則本集團撇銷賬面總值約161,000,000港元(2022年：421,000,000港元)的貸款及墊款(有關款項於年內已悉數減值)。

(vii) 本集團已制定信貸政策，以確保所有貸款及墊款均受信貸風險評估及持續監控(包括評估客戶之信貸評級(如公開可得)、財務背景及償還能力)所規限。預期信貸虧損評估乃基於緊密監督、對個別賬目可收回性之估算以及管理層之判斷(包括借款人之現有信譽、抵押品價值、過往還款記錄及可取得之前瞻性資料)。本集團已向賬面總值合共約524,000,000港元(2022年：336,000,000港元)(於2023年9月30日已作出減值撥備約203,000,000港元(2022年：47,000,000港元))之減值貸款之借款人展開法律訴訟。於呈報日期，法律訴訟仍在進行中。



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綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Accounts receivable from secured margin client – loss allowance

30 September 2023

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收有抵押孖展客戶賬款 – 虧損撥備

2023年9月30日

		12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
		12個月預期信貸虧損	全期預期信貸虧損 (並未發生信貸減值)	全期預期信貸虧損 (已發生信貸減值)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
				(Note (ii)) (附註(ii))	
Loss allowance as at 1 October 2022	於2022年10月1日之虧損撥備	196	2	1,429,975	1,430,173
Changes in the loss allowance due to financial assets as at 1 October 2022	於2022年10月1日因金融資產產生之虧損撥備變動				
- Transfer from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至全期預期信貸虧損 (已發生信貸減值) (附註(ii))	-	-	-	-
- Transfer from lifetime ECL (not credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至12個月預期信貸虧損	(177)	-	177	-
- Transfer from lifetime ECL (credit-impaired) to 12m ECL (Note (vii))	- 由全期預期信貸虧損 (已發生信貸減值) 轉撥至12個月預期信貸虧損 (附註(vii))	-	-	-	-
- Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL (not credit-impaired)	- 由12個月預期信貸虧損轉撥至全期預期信貸虧損 (並未發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額	-	2	-	2
- Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL (credit-impaired) (Note (i))	- 由12個月預期信貸虧損轉撥至全期預期信貸虧損 (已發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額 (附註(i))	-	-	71,995	71,995
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至全期預期信貸虧損 (已發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額 (附註(ii))	-	-	-	-
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至12個月預期信貸虧損之金融資產所產生之預期信貸虧損之重新計量淨額	-	-	-	-
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (已發生信貸減值) 轉撥至12個月預期信貸虧損之金融資產所產生之預期信貸虧損之重新計量淨額	-	-	-	-
- Net remeasurement of ECL due to change in credit risk without transfer of stage (Note (iii))	- 因信貸風險變動而無階段轉移之預期信貸虧損之重新計量淨額 (附註(iii))	(2)	-	86,520	86,518
New financial assets originated or purchased (Note (iv))	產生或購入之新金融資產 (附註(iv))	-	-	45,910	45,910
New financial assets from account combination (Note (vii))	賬戶合併產生之新金融資產 (附註(vii))	-	-	-	-
Financial assets that have been derecognised	已終止確認之金融資產	(17)	(1)	-	(18)
Written off of financial assets (Note (vi))	撇銷金融資產 (附註(vi))	-	-	-	-
As at 30 September 2023	於2023年9月30日	-	3	1,634,577	1,634,580



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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Accounts receivable from secured margin client – loss allowance (continued)

30 September 2022

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收有抵押孖展客戶賬款 – 虧損撥備 (續)

2022年9月30日

		12m ECL	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (並未發生信貸減值)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (已發生信貸減值)	Total 總計
		HKS' 000 千港元	HKS' 000 千港元	HKS' 000 千港元 (Note (ii)) (附註(ii))	HKS' 000 千港元
Loss allowance as at 1 October 2021	於2021年10月1日之虧損撥備	20	3,757	2,379,213	2,382,990
Changes in the loss allowance due to financial assets as at 1 October 2021	於2021年10月1日因金融資產產生之虧損撥備變動				
- Transfer from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至全期預期信貸虧損 (已發生信貸減值) (附註(ii))	-	(691)	691	-
- Transfer from lifetime ECL (not credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至12個月預期信貸虧損	2,535	(2,535)	-	-
- Transfer from lifetime ECL (credit-impaired) to 12m ECL (Note (vii))	- 由全期預期信貸虧損 (已發生信貸減值) 轉撥至12個月預期信貸虧損 (附註(vii))	59,271	-	(59,271)	-
- Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL (credit-impaired) (Note (i))	- 由12個月預期信貸虧損轉撥至全期預期信貸虧損 (已發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額 (附註(i))	-	-	640	640
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) (Note (ii))	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至全期預期信貸虧損 (已發生信貸減值) 之金融資產所產生之預期信貸虧損之重新計量淨額 (附註(ii))	-	-	52,859	52,859
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (not credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (並未發生信貸減值) 轉撥至12個月預期信貸虧損之金融資產所產生之預期信貸虧損之重新計量淨額	(2,433)	-	-	(2,433)
- Net remeasurement of ECL arising from financial assets transferred from lifetime ECL (credit-impaired) to 12m ECL	- 由全期預期信貸虧損 (已發生信貸減值) 轉撥至12個月預期信貸虧損之金融資產所產生之預期信貸虧損之重新計量淨額	(59,271)	-	-	(59,271)
- Net remeasurement of ECL due to change in credit risk without transfer of stage (Note (iii))	- 因信貸風險變動而無階段轉移之預期信貸虧損之重新計量淨額 (附註(iii))	3	(107)	278,470	278,366
New financial assets originated or purchased (Note (iv))	產生或購入之新金融資產 (附註(iv))	84	-	7	91
New financial assets from account combination (Note (vii))	賬戶合併產生之新金融資產 (附註(vii))	-	-	264,074	264,074
Financial assets that have been derecognised	已終止確認之金融資產	(13)	(422)	(10)	(445)
Written off of financial assets (Note vi)	撇銷金融資產 (附註(vi))	-	-	(1,486,698)	(1,486,698)
As at 30 September 2022	於2022年9月30日	196	2	1,429,975	1,430,173



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Accounts receivable from secured margin client – loss allowance (continued)

Notes:

- (i) During the year ended 30 September 2023, accounts receivable from secured margin clients with a gross carrying amount of HK\$179 million (2022: HK\$120 million), which were classified as stage 1 as at beginning of the reporting period, were assessed as credit-impaired and were transferred to stage 3. Accordingly, 12m ECL of HK\$0.18 million (2022: HK\$Nil) was transferred to lifetime ECL (credit-impaired) during the year ended 30 September 2023. Additional re-measurement of impairment allowance of HK\$72 million (2022: HK\$0.6 million) made under lifetime ECL (credit-impaired) was provided by the management under the individual assessment. Additional disclosures for the stage 3 exposures and individual assessment are detailed in footnote (viii) in this note.
- (ii) During the year ended 30 September 2023, accounts receivable from secured margin clients with a gross carrying amount of approximately HK\$3,000 (2022: HK\$371 million), which were classified as stage 2 as at beginning of the reporting period, were assessed as credit-impaired and transferred to stage 3. Accordingly, lifetime ECL (not credit-impaired) of HK\$Nil (2022: HK\$0.7 million) was transferred to lifetime ECL (credit-impaired) during the year ended 30 September 2023. Additional re-measurement of impairment allowance of HK\$Nil (2022: HK\$53 million) made under lifetime ECL (credit-impaired) was provided by the management under the individual assessment. Additional disclosure for the stage 3 exposure and individual assessment are detailed in footnote (viii) in this note.
- (iii) Impairment allowance of HK\$87 million (2022: impairment allowance of HK\$278 million) was made under lifetime ECL (credit-impaired) related to accounts receivable from secured margin clients with a gross carrying amount of HK\$1,675 million (2022: HK\$1,414 million) due to a decrease in fair value of the pledged listed securities during the year ended 30 September 2023. Additional disclosures for the stage 3 exposure and individual assessment are detailed in footnote (viii) in this note.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收有抵押孖展客戶賬款 – 虧損撥備 (續)

附註:

- (i) 於截至2023年9月30日止年度，於報告期初分類為第一階段賬面總值為179,000,000港元(2022年: 120,000,000港元)之應收有抵押孖展客戶賬款獲評估為已發生信貸減值，並已轉撥至第三階段。因此，於截至2023年9月30日止年度，180,000港元(2022年: 零港元)之12個月預期信貸虧損已轉撥至全期預期信貸虧損(已發生信貸減值)。根據個別評估，管理層已計提全期預期信貸虧損(已發生信貸減值)項下作出之額外重新計量減值撥備72,000,000港元(2022年: 600,000港元)。第三階段風險及個別評估之更多披露於本附註之附註(viii)中詳述。
- (ii) 於截至2023年9月30日止年度，於報告期初分類為第二階段賬面總值為約3,000港元(2022年: 371,000,000港元)之應收有抵押孖展客戶賬款獲評估為已發生信貸減值，並已轉撥至第三階段。因此，零港元(2022年: 700,000港元)之全期預期信貸虧損(並未發生信貸減值)已於截至2023年9月30日止年度內轉撥至全期預期信貸虧損(已發生信貸減值)。根據個別評估，管理層已計提全期預期信貸虧損(已發生信貸減值)項下作出之額外重新計量減值撥備零港元(2022年: 53,000,000港元)。第三階段風險及個別評估之更多披露於本附註之附註(viii)中詳述。
- (iii) 全期預期信貸虧損(已發生信貸減值)項下作出之減值撥備87,000,000港元(2022年: 減值撥備278,000,000港元)與賬面總值為1,675,000,000港元(2022年: 1,414,000,000港元)之應收有抵押孖展客戶賬款有關，乃因截至2023年9月30日止年度已抵押上市證券之公平值下降所致。第三階段風險及個別評估之更多披露於本附註之附註(viii)中詳述。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Accounts receivable from secured margin client – loss allowance (continued)

Notes: (continued)

- (iv) During the year ended 30 September 2023, new advances to secured margin clients with gross carrying amount of HK\$85 million (2022: HK\$17 million) were assessed as credit-impaired under Stage 3 due to the decrease in fair value of the pledged listed securities after the new advances with outstanding margin call more than 30 days. Accordingly, an impairment allowance of HK\$46 million (2022: HK\$7,000) was made under lifetime ECL (credit-impaired) by individual assessments. Additional disclosure for the stage 3 exposure and individual assessment are detailed in footnote (viii) in this note.
- (v) During the year ended 30 September 2023, accounts receivables from secured margin clients with a gross carrying amount of HK\$Nil (2022: HK\$55 million), which were classified as stage 3 as the beginning of the reporting period, were assessed and transferred to stage 1 due to no shortfall as at year ended.
- (vi) The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. The Group has taken legal action against the debtors to recover the amount due.
- (vii) Details are set out in note (v) under the reconciliation of loss allowance of loans and advances.
- (viii) As at 30 September 2023, 100% (2022: 100%), 100% (2022: 100%), 16% (2022: 19%) of the outstanding balances in gross carrying amount were secured by sufficient collateral for stage 1, 2 and 3 respectively. In determining the allowances for credit impaired loans to margin clients, the management of the Group also takes into account shortfall by comparing the fair value of listed securities pledged as collateral and the outstanding balance of accounts receivable from margin client individually, subsequent settlement, executable settlement plan and restructuring arrangements with available forward-looking information.

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收有抵押孖展客戶賬款 – 虧損撥備 (續)

附註：(續)

- (iv) 於截至2023年9月30日止年度，由於追加保證金超過30日未結算的新墊款後已抵押上市證券之公平值減少，賬面總值85,000,000港元(2022年：17,000,000港元)的有抵押孖展客戶之新墊款在第三階段評估為信貸減值。因此，根據個別評估於全期預期信貸虧損(已發生信貸減值)項下作出減值撥備46,000,000港元(2022年：7,000港元)。第三階段風險及個別評估之更多披露於本附註之附註(viii)中詳述。
- (v) 截至2023年9月30日止年度，於報告期初分類為第三階段賬面總值為零港元(2022年：55,000,000港元)之應收有抵押孖展客戶賬款因於年末並無短欠之情況而獲評估並已轉撥至第一階段。
- (vi) 當有資料顯示債務人處於嚴重財務困難及無實際收回可能(即債務人已處於清盤狀態或已進行破產程序)或當貿易應收款項逾期超過兩年(以較早發生者為準)，則本集團撤銷貿易應收款項。本集團已對債務人採取法律措施以收回到期款項。
- (vii) 詳情載於貸款及墊款虧損撥備之對賬項下附註(v)。
- (viii) 於2023年9月30日，100%(2022年：100%)、100%(2022年：100%)及16%(2022年：19%)賬面總值之尚未償還結餘以足夠的抵押品分別作第一、第二及第三階段抵押。於釐定提供予孖展客戶之已信貸減值貸款撥備時，本集團管理層亦考慮透過個別對比質押為抵押品之上市證券公平值與應收孖展客戶賬款之未償還結餘所得悉之短欠情況、後續還款、可執行還款計劃以及重組安排可取得之前瞻性資料。

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綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk and impairment assessment (continued)

Accounts receivable from secured margin client – loss allowance (continued)

Notes: (continued)

(viii) (continued)

To minimise the Group's exposure to credit risk, the Group has a policy for reviewing and monitoring accounts receivable without sufficient collateral and those with default or delinquency in interest or principal payment. ECL assessment is carried out based on an evaluation of the collectability and ageing analysis of the accounts and on management's judgement including the current creditworthiness, collateral value, the past collection history and available forward-looking information.

Management had set up the credit limits for each individual customer which are subject to regular reviews by management. Any extension of credit beyond these approval limits has to be approved by relevant level of management on an individual basis according to the exceeded amount. Impairments are also made for those clients with shortfall as at the year end and with no settlement or executable settlement plan and arrangement after the year end. The Group has commenced legal proceedings against the borrowers of these credit-impaired loans with the gross carrying amount totalling to approximately HK\$728 million (2022: HK\$102 million), on which provision for impairment of HK\$676 million (2022: HK\$96 million) was made as at 30 September 2023. As at the reporting date, the legal proceedings are still in progress.

Liquidity risk

Internally generated cash flow, bank borrowings are the sources of funds to finance the operations of the Group. The majority of the Group's banking facilities are subject to floating rate and are renewable annually. The Group's liquidity risk management includes making available standby banking facilities and diversifying the funding sources. The Group regularly reviews the major funding positions to ensure adequate financial resources are available to meet their respective financial obligations.

As at 30 September 2023, the Group has available unutilised banking facilities of approximately HK\$1,765 million (2022: HK\$2,049 million).

38. 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收有抵押孖展客戶賬款 – 虧損撥備 (續)

附註：(續)

(viii) (續)

為減低本集團信貸風險，本集團就無足夠抵押品及因拖欠或逾期繳付利息或本金付款之應收賬款訂有檢討及監察之政策。預期信貸虧損評估乃基於對可收回性之估算及賬目之賬齡分析以及管理層之判斷(包括現有信譽、抵押品價值、過往還款記錄及可取得之前瞻性資料)。

管理層針對各個別客戶設定將由管理層定期檢討的信貸限額。任何超逾此等信貸核准限額之額度須個別地經相應級別的管理層批准。就於年末出現短欠之情況而於年末後並無還款或可執行的還款計劃及安排之該等客戶亦已作出減值。本集團已向賬面總值合共約728,000,000港元(2022年：102,000,000港元)(於2023年9月30日已作出減值撥備676,000,000港元(2022年：96,000,000港元))之已信貸減值貸款的借款人展開法律訴訟。於呈報日期，法律訴訟仍在進行中。

流動資金風險

內部產生現金流量、銀行借款為撥付本集團經營所需之資金來源。本集團之大多數銀行融資為受浮動利率所規限並於每年予以重續。本集團之流動資金風險管理包括取得可動用之備用銀行融資及將資金來源多樣化。本集團定期檢討主要資金狀況，以確保可獲得足夠財政資源，以應付彼等各自之財務責任。

於2023年9月30日，本集團有可動用而尚未使用之銀行融資約1,765,000,000港元(2022年：2,049,000,000港元)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The amounts disclosed in the table below are the contractual undiscounted cash flows. The table includes both interest and principal cash flows.

Liquidity table

		Repayable on demand or less than 3 months 須按 要求或 三個月 內償還 HK\$'000 千港元	Over 3 months to 1 year 三個月 以上 至一年 HK\$'000 千港元	Over 1 year to 5 years 一年 以上 至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
30 September 2023	2023年9月30日				
Accounts payable	應付賬款	1,537,710	-	-	1,537,710
Other creditors	其他應付賬款	707	-	-	707
Lease liabilities	租賃負債	2,669	7,377	13,214	23,260
Short-term bank borrowings (note)	短期銀行借款(附註)	210,000	-	-	210,000
		1,751,086	7,377	13,214	1,771,677

38. 金融風險管理目標及政策 (續)

流動資金風險 (續)

下表披露之金額為合約未貼現現金流量。該表包括利息及本金現金流量。

流動資金表

		Repayable on demand or less than 3 months 須按 要求或 三個月 內償還 HK\$'000 千港元	Over 3 months to 1 year 三個月 以上 至一年 HK\$'000 千港元	Over 1 year to 5 years 一年 以上 至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
30 September 2022	2022年9月30日				
Accounts payable	應付賬款	1,653,186	-	-	1,653,186
Other creditors	其他應付賬款	915	-	-	915
Lease liabilities	租賃負債	3,220	4,040	1,349	8,609
Short-term bank borrowings (note)	短期銀行借款(附註)	430,000	-	-	430,000
		2,087,321	4,040	1,349	2,092,710

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2023 截至2023年9月30日止年度

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Liquidity table (continued)

Note: Bank borrowings with a repayment on demand clause are included in the 'repayable on demand or less than 3 months' time band in the maturity analysis. As at 30 September 2023, the aggregate undiscounted principal amounts of these bank borrowings amounted to HK\$210,000,000 (2022: HK\$430,000,000). As at 30 September 2023, the aggregate principal and interest cash outflows will amount to HK\$210,375,000 (2022: HK\$431,601,000).

As at 30 September 2023, in respect of the bank borrowing with a carrying amount of HK\$210,000,000, the Group breached one of the terms of the bank borrowings. The bank had not requested early repayment of the borrowings as of the date when the financial statements were approved by the Board of Directors. The directors have reviewed the Group's cash flow projections prepared by management for a period of not less than 15 months from 30 September 2023. In the opinion of the directors, the Group has sufficient equity base and working capital to secure continuous banking financing and to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from 30 September 2023. Subsequent to the year end, the outstanding bank borrowings have been fully repaid.

Fair value

The executive directors of the Company consider that the carrying amounts of financial assets and liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values as at 30 September 2023 and 2022.

38. 金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

附註：載有須按要求償還條款之銀行借款乃計入到期分析之「須按要求或三個月內償還」時間組別。於2023年9月30日，該等銀行借款之未貼現本金總額為210,000,000港元(2022年：430,000,000港元)。於2023年9月30日，本金及利息之現金流出總額將為210,375,000港元(2022年：431,601,000港元)。

於2023年9月30日，本集團就賬面金額為210,000,000港元的銀行借款違反一項銀行借款條款。截至董事會批准財務報表之日，該銀行尚未要求提前償還借款。董事已審閱本集團管理層編製的自2023年9月30日起不少於15個月的現金流量預測。董事認為，本集團擁有充足的股本基礎及營運資金，以確保持續的銀行融資及為其業務提供資金，並足以履行其於2023年9月30日起計的未來十二個月內到期的財務責任。於年末後，尚未償還的銀行借款已悉數償還。

公平值

本公司執行董事認為於綜合財務報表內按攤銷成本入賬之金融資產及負債之賬面值與彼等於2023年及2022年9月30日的公平值相若。



FINANCIAL SUMMARY

財務概要

		Year ended 30 September 截至9月30日止年度				
		2019	2020	2021	2022	2023
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
RESULT	業績					
Revenue	收入	1,082,854	917,407	676,812	512,824	441,046
Loss before taxation	除稅前虧損	(230,219)	(679,607)	(541,560)	(290,581)	(160,795)
Taxation	稅項	(28,487)	(10,140)	(34,534)	(8,653)	157
Loss for the year	年度虧損	(258,706)	(689,747)	(576,094)	(299,234)	(160,638)

		As at 30 September 於9月30日				
		2019	2020	2021	2022	2023
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	9,887,174	10,016,872	6,797,000	5,686,148	5,194,272
Total liabilities	總負債	(4,771,038)	(5,591,259)	(2,947,358)	(2,135,807)	(1,804,727)
Net assets	資產淨值	5,116,136	4,425,613	3,849,642	3,550,341	3,389,545

