**LFG Investment Holdings Limited**
**LFG投資控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 3938)**

# ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2026

The board (the "**Board**") of directors (the "**Directors**") of LFG Investment Holdings Limited (the "**Company**") is pleased to announce the audited consolidated annual results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2026 (the "**Fiscal Year**") together with the comparative figures for the year ended 31 March 2025 as set out below:

## FINANCIAL PERFORMANCE HIGHLIGHTS

| | **Year ended 31 March** | |
|---|---|---|
| | **2026** | 2025 |
| | ***HK$'000*** | *HK$'000* |
| Total revenue | **79,664** | 25,171 |
| Profit/(loss) before income tax expenses | **8,069** | (35,114) |
| Profit/(loss) for the year | **8,059** | (35,140) |
| Total comprehensive income/(expense) for the year | **8,059** | (35,140) |
| Earnings/(loss) per share from profit/(loss) for the year attributable to owners of the Company | | |
| – Basic | **1.8 HK cents** | (8.6 HK cents) |
| – Diluted | **1.7 HK cents** | (8.6 HK cents) |

| | **As at 31 March** | |
|---|---|---|
| | **2026** | 2025 |
| | ***HK$'000*** | *HK$'000* |
| Net assets | **140,029** | 98,421 |
| Total assets | **419,372** | 254,049 |

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**
*For the year ended 31 March 2026*

| | Notes | **2026** *HK$'000* | 2025 *HK$'000* |
|---|---|---|---|
| Revenue | 3 | | |
| Corporate finance advisory services | | **36,687** | 21,478 |
| Securities and underwriting services | | **28,174** | 4,041 |
| Interest income from margin financing services | | **4,331** | 7,117 |
| Asset management services | | **824** | 288 |
| Net gain/(loss) from financial assets at fair value through profit or loss | | **9,648** | (7,753) |
| Total revenue | | **79,664** | 25,171 |
| Other income and gains or losses, net | 4 | **(2,424)** | 5,185 |
| Staff costs | 5 | **(37,026)** | (35,217) |
| Other expenses | | **(25,940)** | (21,126) |
| Bad debt expenses | | **(2,437)** | (24) |
| Expected credit loss on accounts receivable | | **(2,559)** | (7,225) |
| Reversal of expected credit loss on other receivables | | **232** | 438 |
| Finance costs | 6 | **(1,441)** | (2,316) |
| **Profit/(loss) before income tax** | 5 | **8,069** | (35,114) |
| Income tax expenses | 7 | **(10)** | (26) |
| **Profit/(loss) for the year** | | **8,059** | (35,140) |
| **Other comprehensive expense for the year** | | **–** | – |
| **Total comprehensive income/(expense) for the year** | | **8,059** | (35,140) |

| | Notes | **2026** | 2025 |
|---|---|---|---|
| | | ***HK$'000*** | *HK$'000* |
| **Profit/(loss) for the year attributable to:** | | | |
| Owners of the Company | | **8,059** | (34,997) |
| Non-controlling interests | | **–** | (143) |
| | | **8,059** | (35,140) |
| **Total comprehensive income/(expense) for the year attributable to:** | | | |
| Owners of the Company | | **8,059** | (34,997) |
| Non-controlling interests | | **–** | (143) |
| | | **8,059** | (35,140) |
| **Earnings/(loss) per share from profit/(loss) for the year attributable to owners of the Company:** | 9 | | |
| – Basic | | **1.8 HK cents** | (8.6 HK cents) |
| – Diluted | | **1.7 HK cents** | (8.6 HK cents) |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 31 March 2026*

| | Notes | **2026** | 2025 |
|---|---|---|---|
| | | ***HK$'000*** | *HK$'000* |
| **Non-current assets** | | | |
| Property, plant and equipment | | **2,819** | 2,326 |
| Intangible asset | | **500** | 500 |
| Deposits and prepayments | | **2,077** | 1,511 |
| Right-of-use assets | | **16,123** | 15,338 |
| Investment in life insurance policy | | **3,835** | 3,720 |
| Deferred tax asset | 12 | **147** | 147 |
| Financial assets at fair value through profit or loss | | **–** | 36 |
| | | **25,501** | 23,578 |
| **Current assets** | | | |
| Financial assets at fair value through profit or loss | | **29,986** | 26,991 |
| Accounts receivable | 10 | **34,685** | 39,711 |
| Other receivables, deposits and prepayments | | **3,365** | 1,772 |
| Current tax recoverable | | **2,026** | 2,026 |
| Pledged bank deposit | | **–** | 10,000 |
| Cash and bank balances – held on behalf of customers | | **230,455** | 103,910 |
| Cash and bank balances | | **93,354** | 46,061 |
| | | **393,871** | 230,471 |
| **Current liabilities** | | | |
| Accounts payable | 11 | **233,578** | 110,322 |
| Accruals and other payables | | **8,558** | 6,795 |
| Other financial liabilities | | **14,365** | 9,890 |
| Lease liabilities | | **4,996** | 2,966 |
| Deferred revenue | | **3,969** | 920 |
| Bank and other borrowings | | **1,000** | 5,490 |
| Financial liabilities at fair value through profit or loss | | **167** | 5,919 |
| | | **266,633** | 142,302 |
| **Net current assets** | | **127,238** | 88,169 |

| | Notes | **2026** | 2025 |
|---|---|---|---|
| | | ***HK$'000*** | *HK$'000* |
| **Total asset less current liabilities** | | **152,739** | 111,747 |
| **Non-current liabilities** | | | |
| Accruals and other payables | | **192** | 192 |
| Lease liabilities | | **12,518** | 13,134 |
| | | **12,710** | 13,326 |
| **Net assets** | | **140,029** | 98,421 |
| **Equity** | | | |
| Share capital | | **4,901** | 4,060 |
| Share premium | | **143,605** | 110,371 |
| Reserves | | **(8,477)** | (16,010) |
| Equity attributable to owners of the Company | | **140,029** | 98,421 |
| Non-controlling interests | | **–** | – |
| **Total equity** | | **140,029** | 98,421 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*For the year ended 31 March 2026*

## 1. GENERAL INFORMATION

LFG Investment Holdings Limited (the "**Company**") is an exempted company with limited liability incorporated in the Cayman Islands. Its issued shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The Company's registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and its principal place of business in Hong Kong is located at Room 1505, 15/F, Wheelock House, 20 Pedder Street, Central, Hong Kong with effect from 2 April 2024.

The Company is an investment holding company and, together with its subsidiaries (collectively referred to as the "**Group**"), are principally engaged in corporate finance advisory services, securities and underwriting services, margin financing services, asset management services and investment fund.

In the opinion of the directors, the Company's ultimate parent is Lego Financial Group Limited, a company incorporated in the British Virgin Islands.

## 2. CHANGE IN ACCOUNTING POLICIES

### (a) New standards, interpretations and amendments – effective on or after 1 April 2025

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing on 1 April 2025:

| | |
|---|---|
| Amendments to HKAS 21 | Lack of Exchangeability |

The application of the amendments to an HKFRS Accounting Standard 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.

### (b) New standards, interpretations and amendments that have been issued but are not yet effective

The following new standards, interpretation and amendments have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

| | |
|---|---|
| HKFRS 18 | Presentation and Disclosure in Financial Statements[2] |
| HKFRS 19 and its amendments | Subsidiaries without Public Accountability: Disclosures[2] |
| Amendments to HKFRS 9 and HKFRS 7 | Amendments to the Classification and Measurement of Financial Instruments[1] |
| Amendments to HKFRS 9 and HKFRS 7 | Contracts Referencing Nature-dependent Electricity[1] |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3] |
| Amendments to Hong Kong Interpretation 5 | Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[2] |
| Annual Improvements to HKFRS Accounting Standards – Volume 11 | Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7[1] |

[1] Effective for annual periods beginning on or after 1 January 2026
[2] Effective for annual periods beginning on or after 1 January 2027
[3] Effective for annual periods beginning on or after a date to be determined

The Group is currently assessing the impact of these new accounting standards and amendments. Except for the new standard mentioned below, the Group does not expect any new or amendments to standard and interpretation issued by Hong Kong Institute of Certified Public Accountants, but are yet to be effective, to have a material impact on the Group.

***HKFRS 18 Presentation and Disclosure in Financial Statements***

HKFRS 18 replaces HKAS 1 Presentation of Financial Statements. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, which is renamed as HKAS 8 Basis of Preparation of Financial Statements. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 Statement of Cash Flows, HKAS 33 Earnings per Share and HKAS 34 Interim Financial Reporting. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently assessing the impact of HKFRS 18 on the presentation and disclosure of its financial statements, particularly the categorisation of income and expenses and the presentation of new subtotals in the statement of profit or loss. Based on the preliminary assessment, HKFRS 18 is not expected to have a material impact on the Group's financial performance or financial position.

## 3. REVENUE AND SEGMENT INFORMATION

Revenue represents consideration expected to be entitled by the Group in respect of service rendered.

Information reported to the executive directors, being the chief operating decision maker (the "**CODM**"), for the purposes of resource allocation and assessment of segment performance focuses on revenue for each type of services provided. CODM considers the business from service perspectives whereby the performance of the segment is assessed based on revenue generated in the course of the ordinary activities of a recurring nature of the Group.

The CODM considers the businesses of the Group as a whole which engaged in financial services. Therefore, the management of the Group considers that the Group only has one single operating segment.

As no discrete financial information is available for identifying operating segments among different services, no further analysis of segment information is presented.

**Geographical information**

No geographical segment information is presented as the Group's revenue are all derived from Hong Kong based on the location of services delivered and the Group's non-current assets (excluding financial assets) are all located in Hong Kong.

**Information about major customers**

During the years ended 31 March 2026 and 2025, revenue from major customers who contributed over 10% of the total revenue of the Group is as follows:

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Customer A | **18,562** | N/A* |

* The corresponding revenue did not contribute over 10% of total revenue of the Group

Revenue contributed from customer A is derived from securities and underwriting services.

**(a) Nature of services**

| **Services** | **Nature, timing of satisfaction of performance obligation and significant payment terms** |
|---|---|
| (i) Corporate finance advisory services | Acting as a sponsor to companies seeking to list their shares on the Stock Exchange, advising and guiding them and their directors throughout the listing process. Sponsor fee income are recognised over time during the initial public offering ("**IPO**") process;<br><br>Acting as a financial adviser to companies listed in Hong Kong as well as their shareholders and investors and advising them on transactions involving the Listing Rules, GEM Listing Rules or Takeovers Code. Financial advisory fee income are recognised over time during the service period;<br><br>Acting as an independent financial adviser to independent board committees and independent shareholders of companies listed in Hong Kong and rendering recommendations and opinions. Independent advisory fee income are recognised over time during the service period; and<br><br>Acting as a compliance adviser to companies listed in Hong Kong and advising them on post-listing matter. Compliance advisory fee income are recognised over time during the compliance service period. |
| (ii) Securities and underwriting services | |
| (1) Placing and underwriting services | Acting as a global coordinator, a bookrunner, a lead manager or an underwriter for listing applicants in IPOs and acting as an underwriter or a placing agent for secondary market transactions. Income is recognised at point in time and billed when the service obligation is completed (e.g. when the listing approval is obtained and the shares are listed on the Stock Exchange). |

| **Services** | | | **Nature, timing of satisfaction of performance obligation and significant payment terms** |
|---|---|---|---|
| | (2) | Securities dealing and brokerage services | Providing securities dealing and brokerage services for trading of securities on the Stock Exchange (including equities, exchange traded products, derivative warrants, callable bull/bear contracts, real estate investment trusts and debt securities) and securities on the major exchanges in the United States. Commission income is recognised as income on a trade date basis when the services are rendered. Service fee is billed when the service obligation is completed (e.g. when the trading of securities is executed). |
| (iii) | Asset management services | | Providing investment advisory and asset management services.<br><br>The asset management income is charged at a fixed percentage per annum of the asset value of the funds under management of the Group. The Group is also entitled to a performance fee for certain accounts when pre-set performance target for the relevant performance period is met. Performance target is evaluated on an annual basis for each of the account. The performance fee is recognised when it is highly probable that a significant reversal in the cumulative revenue recognised will not occur. |

The Group's revenue recognised during the year is as follows:

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Corporate finance advisory services | | |
| Sponsor fee income | **10,446** | 3,199 |
| Advisory fee income | | |
| – financial and independent financial advisory | **26,113** | 17,919 |
| – compliance advisory | **128** | 360 |
| | **36,687** | 21,478 |
| Securities and underwriting services | **28,174** | 4,041 |
| Interest income from margin financing services | **4,331** | 7,117 |
| Asset management services | **824** | 288 |
| Net gain/(loss) from financial assets at fair value through profit or loss | **9,648** | (7,753) |
| Total | **79,664** | 25,171 |

| | 2026 | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| **Revenue from contracts with customers:** | | |
| Corporate finance advisory services | **36,687** | 21,478 |
| Securities and underwriting services | **28,174** | 4,041 |
| Asset management services | **824** | 288 |
| | **65,685** | 25,807 |
| **Revenue from other sources:** | | |
| Interest income from margin financing services | **4,331** | 7,117 |
| Dividend income from financial assets at fair value through profit or loss | **47** | 232 |
| Net changes in fair value on financial assets at fair value through profit or loss | **9,601** | (7,985) |
| | **13,979** | (636) |
| | **79,664** | 25,171 |

**(b) Timing of revenue recognition from contracts with customers**

| | 2026 | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Services transferred at a point in time | **28,174** | 4,041 |
| Services transferred over time | **37,511** | 21,766 |
| Total | **65,685** | 25,807 |

**(c) Contract balances**

The following table provides information about accounts receivable and contract liabilities from contracts with customers at the end of the year.

| | 2026 | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Accounts receivable *(note 10)* | **34,685** | 39,711 |
| Deferred revenue | **3,969** | 920 |

*Movements in deferred revenue*

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Balance as at beginning of the year | **920** | 970 |
| Decrease in deferred revenue as a result of recognising revenue during the year that was included in deferred revenue at the beginning of the year | **(830)** | (863) |
| Increase in deferred revenue as a result of billing in advance of corporate finance advisory services | **3,879** | 813 |
| Balance as at end of the year | **3,969** | 920 |

Sponsor fee income is generally received in advance prior to the beginning of each project and is initially recorded as deferred revenue in the consolidated statement of financial position. The portion of consideration received from customers but not yet recognised as revenue is recorded as deferred revenue in the consolidated statement of financial position and included in current liability if such amount represents revenue that the Group expects to be recognised within one year from each reporting date or within the normal operating cycle.

**(d) Transaction price allocated to the remaining performance obligations**

As at 31 March 2026 and 2025, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts are approximately HK$23,836,000 and HK$18,635,000 respectively. This amount represents revenue expected to be recognised in the future from partially completed long-term service contracts. The Group will recognise the expected revenue in future when or as the promised services has been provided, which is expected to occur in the next 1 to 20 months (2025: 1 to 11 months).

## 4. OTHER INCOME AND GAINS OR LOSSES, NET

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Interest income | **1,076** | 757 |
| Exchange gain/(loss), net | **18** | (43) |
| Gain on fair value change of investment in life insurance policy | **116** | 111 |
| Loss on fair value change of financial assets at fair value through profit or loss | **(36)** | – |
| Gain on disposal of subsidiary | **–** | 314 |
| Gain on fair value change of convertible bonds | **–** | 116 |
| Others | **138** | – |
| Change in net assets attributable to other holders of consolidated investment fund | **(3,736)** | 3,930 |
| | **(2,424)** | 5,185 |

## 5. PROFIT/(LOSS) BEFORE INCOME TAX

The Group's profit/(loss) before income tax is arrived at after charging:

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Auditor's remuneration | **770** | 770 |
| Depreciation of property, plant and equipment | **1,098** | 1,085 |
| Depreciation of right-of-use assets | | |
| – Leased properties | **4,095** | 3,360 |
| – Office equipment | **115** | 115 |
| | **4,210** | 3,475 |
| Staff costs (including directors' remuneration): | | |
| – Salaries, allowances and other benefits | **36,383** | 34,143 |
| – Equity settled share-based payment expenses | **30** | 478 |
| – Contributions to retirement benefits schemes | **613** | 596 |
| Total staff costs | **37,026** | 35,217 |

## 6. FINANCE COSTS

The Group's finance costs are recognised as follows:

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Interest on bank and other borrowings | **220** | 722 |
| Interest on margin financing | **–** | 129 |
| Interest on lease liabilities | **1,221** | 1,465 |
| | **1,441** | 2,316 |

## 7. INCOME TAX EXPENSES

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Current tax – Hong Kong profits tax | | |
| – Charged for the year | **–** | – |
| Withholding tax on dividend income | **10** | 26 |
| Deferred tax – credited for the year | **–** | – |
| Income tax expenses | **10** | 26 |

Hong Kong profits tax was provided at a rate of 16.5% on the estimated assessable profits for the years ended 31 March 2026 and 2025, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. Under the two-tiered profits tax rate regime, the first HK$2 million of profits of qualifying entities are taxed at 8.25%, and the profits above HK$2 million are taxed at 16.5%.

Dividend income received from listed equity investments in the United States is subject to withholding tax imposed in the country of origin. During the year ended 31 March 2026, the withholding tax rate was 15% to 30% (2025: 21% to 30%).

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

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Profit/(loss) before income tax | **8,069** | (35,114) |
| Tax calculated at the applicable tax rates | **1,331** | (5,794) |
| Tax effect of non-taxable income | **(2,693)** | (2,070) |
| Tax effect of non-deductible expenses | **2,071** | 3,119 |
| Tax effect of deductible temporary differences not recognised | **476** | 768 |
| Tax effect of tax losses not recognised | **549** | 3,977 |
| Tax effect of utilisation of tax losses not recognised | **(1,734)** | – |
| Withholding tax on dividend income | **10** | 26 |
| Income tax expenses | **10** | 26 |

As at 31 March 2026, the Group has estimated unused tax losses of approximately HK$54,453,000 (2025: HK$61,637,000) which were available for offset against future taxable profits. No deferred tax asset has been recognised in respect of the estimated tax losses as it is not probable that taxable profit will be available against which the tax losses can be utilised. The estimated tax losses have no expiry date.

As at 31 March 2026, the Group has deductible temporary differences of approximately HK$39,997,000 (2025: HK$37,113,000). No deferred tax asset has been recognised in relation to such deductible temporary difference because, in the opinion of the directors, it is not probable that taxable profits will be available against which those deductible temporary differences can be utilised.

## 8. DIVIDENDS

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Dividend of HK$nil per ordinary share paid during the year | **–** | – |

## 9. EARNINGS/(LOSS) PER SHARE

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

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Profit/(loss) for the year attributable to owners of the Company | **8,059** | (34,997) |

| | **2026** | 2025 |
|---|---|---|
| Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share | **459,806,522** | 405,962,965 |
| Effect of dilutive potential ordinary shares in respect of the Company's share option schemes and convertible bonds issued by a subsidiary *(note (ii))* | **12,808,350** | – |
| Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share | **472,614,872** | 405,962,965 |

*Notes:*

(i) Basic earnings/(loss) per share is calculated by dividing profit/(loss) for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue of the Company during the year.

(ii) The calculation of diluted earnings/(loss) per share is based on profit/(loss) for the year attributable to owners of the Company and the weighted average number of ordinary shares after adjustment for the effect of the exercise of the Company's outstanding share options under the Pre-IPO share option and share option scheme, and assuming the exercise is made at no consideration at the beginning of the year or the grant date, whichever is the later.

The Company's share options outstanding for the year ended 31 March 2026 have dilutive effect (2025: do not have dilutive effect) to the earnings/(loss) per share because the sum of exercise price and fair value of services yet to be rendered per option were lower than the average market price of the Company's shares during the year ended 31 March 2026 (2025: higher than the average market price of the Company's shares during the year ended 31 March 2025).

## 10. ACCOUNTS RECEIVABLE

| | *Notes* | **2026** **HK$'000** | 2025 *HK$'000* |
|---|---|---|---|
| Accounts receivable arising from: | | | |
| – Securities margin financing services | (i) | **24,087** | 35,660 |
| – Securities dealing and brokerage services from cash client | (ii) | **2,312** | – |
| – Corporate advisory and other services | (iii) | **5,465** | 2,258 |
| – Asset management services | (iii) | **97** | 2 |
| Accounts receivable from brokers | (iv) | **2,724** | 1,791 |
| | | **34,685** | 39,711 |

*Notes:*

(i) Advances to margin clients in margin financing are repayable within one year or on demand and carry interest at Hong Kong Dollar Prime Rate plus a spread. Credit facility limits for margin clients are determined by discounted market value of securities collateral accepted by the Group. Fair values of these securities at 31 March 2026 and 2025 were approximately HK$134,345,000 and HK$42,205,000, respectively. Based on agreement terms with margin clients, the Group is permitted to sell or repledge securities in securities account in the absence of default by margin clients.

No ageing analysis is disclosed as, in the opinion of the directors, an ageing analysis does not give additional value to users of these financial statements in view of the business nature of securities margin financing services.

The Group evaluates the collectability of loans based on management's judgement regarding the change in credit quality, collateral value and past collection history of each margin client. At 31 March 2026 and 2025, the Group has a concentration of credit risk on accounts receivable arising from margin clients. The top five accounts receivable of the Group from margin clients constituted approximately 49.7% of total accounts receivable from margin clients at 31 March 2026 (2025: 72.9%).

Details of margin loan granted to Mr. Mui, a director of the Company, are as follows:

| Name of the director | Outstanding balance at the beginning of the year<br>*HK$'000* | Outstanding balance at the end of the year<br>*HK$'000* | Maximum outstanding balance during the year<br>*HK$'000* | Margin finance facilities approved<br>*HK$'000* |
|---|---|---|---|---|
| **At 31 March 2026** | | | | |
| Mr. Mui | **1,002** | **–** | **1,023** | **2,000** |
| **At 31 March 2025** | | | | |
| Mr. Mui | 1,537 | 1,002 | 1,537 | 2,000 |

The margin loan granted to Mr. Mui were secured by securities, bearing interest at Hong Kong Dollar Prime Rate plus a spread and repayable on demand.

(ii) The settlement of accounts receivable from the clearing house are 2 days after the trade date. The balance is not yet past due at the reporting date.

(iii) In respect of accounts receivable arising from corporate advisory, asset management and other services, the ageing analysis based on invoice date (net of impairment loss) is as follows:

| | **2026**<br>***HK$'000*** | 2025<br>*HK$'000* |
|---|---|---|
| Less than 30 days | **2,479** | 974 |
| 31–90 days | **2,631** | 31 |
| 91–365 days | **450** | 1,254 |
| Over 365 days | **2** | 1 |
| | **5,562** | 2,260 |

Movements in the provision for impairment of accounts receivable are as follows:

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Opening balance | **20,414** | 14,618 |
| Impairment losses recognised | **2,559** | 7,225 |
| Written off against receivables | **(470)** | (1,629) |
| Recovered during the year | **–** | 200 |
| Closing balance | **22,503** | 20,414 |

(iv) The Group has no credit terms for the accounts receivable from broker. The balance is not yet past due at the reporting date.

## 11. ACCOUNTS PAYABLE

| | | **2026** | 2025 |
|---|---|---|---|
| | *Notes* | ***HK$'000*** | *HK$'000* |
| Accounts payable arising from securities dealing and brokerage services | (i) | | |
| – Cash clients | | **192,292** | 105,280 |
| – Margin clients | | **36,718** | 4,662 |
| – Clearing house | | **3,558** | 4 |
| Accounts payable to broker | (ii) | **1,010** | 376 |
| | | **233,578** | 110,322 |

*Notes:*

(i) The settlement terms of accounts payable attributable to securities dealing and brokerage services are two days after the trade date.

No ageing analysis is disclosed as, in the opinion of the directors, an ageing analysis does not give additional value to users of these financial statements in view of the business nature of securities dealing and brokerage services.

As at 31 March 2026, included in accounts payable arising from securities dealing and brokerage services was an amount of approximately HK$230,422,000 (2025: HK$107,860,000) payable to clients in respect of segregated account balances received and held for clients in the course of conducting the regulated activities.

(ii) As at 31 March 2026, amounts payable to broker are secured by securities held by the Group with amount of approximately HK$14,800,000 (2025: HK$15,336,000) which are now or which shall at any time hereafter be deposited with, transferred to or held by the brokers for the Group's obligations under the relevant agreements.

The Group had unutilised credit limit of approximately HK$20,586,000 from margin finance facilities as at 31 March 2026 (2025: HK$9,108,000).

## 12. DEFERRED TAX ASSET

The deferred tax balances recognised by the Group and the movement therein during the year are as follows:

| | **Tax losses** | **Total** |
|---|---|---|
| | *HK$'000* | *HK$'000* |
| **At 1 April 2024** | 147 | 147 |
| Credited to profit or loss for the year | – | – |
| **At 31 March 2025, 1 April 2025 and 31 March 2026** | 147 | 147 |

## 13. SUBSEQUENT EVENTS

There is no significant subsequent event after the year ended 31 March 2026.

## MANAGEMENT DISCUSSION AND ANALYSIS

## OVERVIEW

The Group is an active financial services provider in Hong Kong licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The Group principally engages in the provision of (i) corporate finance advisory services; (ii) securities and financing services; and (iii) asset management services through its main operating subsidiaries, namely Lego Corporate Finance Limited, Lego Securities Limited and Lego Asset Management Limited.

The Group provides corporate finance advisory services including (i) acting as sponsor to companies seeking to list on the Main Board or GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"); (ii) acting as financial adviser and independent financial adviser; and (iii) acting as compliance adviser. On the other hand, the Group also provides placing and underwriting services, securities dealing and brokerage services, margin financing services as well as asset management services to its clients.

Corporate finance advisory business remains as the key business driver while the securities business is also emerging along with the resurgence of the Hong Kong stock market. The Group will continue to explore business opportunities in securities business with the support of the foundations built by the corporate finance advisory capabilities. The Group also strives to expand the securities and financing services. During the Fiscal Year, the Group has completed nine underwriting and placing projects. During the Fiscal Year, the corporate finance advisory services and securities and financing services, respectively, have contributed approximately 46.1% and 40.8% of the revenue of the Group.

Regarding the asset management services, the net assets of the funds under management and/or investment advisory increased to approximately US$9.3 million (equivalent to approximately HK$72.5 million) as at 31 March 2026 (2025: approximately US$2.9 million (equivalent to approximately HK$22.5 million)).

## REVIEW

### Market Review

During the Fiscal Year, the Hong Kong stock market experienced a structural resurgence, cementing its position as a top-tier global financial hub through a massive surge in primary fundraising and highly resilient secondary market liquidity. The Hang Seng Index (HSI) started the period on 1 April 2025 at 23,206.84 points. It navigated mid-year volatility to hit local peaks above 27,300 points in January 2026, before closing the financial cycle on 31 March 2026 at 24,788.14 points.

Trading volumes experienced explosive growth. Average daily turnover in the cash equities market routinely outpaced previous cycles, with March 2026 alone averaging a robust HK$304.0 billion per day.

The Group adopts prudent risk management and cost control under this challenging business environment. The Group maintains a strong reputable team of professionals to provide one-stop services to recurring clients and auxiliary business to tackle their needs. The Group maintains sufficient financial resources and strong balance sheet to fund its ongoing business requirements, operational and financial obligations. The Group has adopted conservative credit control approach to monitor the outstanding receivable in order to control potential credit risks and manage liquidity risks. While the demand for corporate finance advisory and underwriting services in the industry and its business is dependable on market conditions and potential interest rate and geopolitical risks, the Group's project pipeline remains solid.

**Business Review**

Looking back on the past financial year, the Group has been recovering from the challenging environment and broadening its income stream for its securities services and recorded significant increase in revenue and a turnaround of net profit. The Group leverages its reputation and continues to diversify its income source and maintain a prudent cost and capital management strategy.

The Group derived a majority of its revenue from its corporate finance advisory services and securities and financing services, respectively during the Fiscal Year, which accounted for approximately 46.1% and 40.8% (2025: approximately 85.3% and 44.3%) of the Group's total revenue. The asset management services and net gain/(loss) from financial assets at fair value through profit or loss, accounted for approximately 13.1% (2025: approximately negative 29.7%) of its total revenue during the Fiscal Year.

***Corporate Finance Advisory Services***

The Group's corporate finance advisory services include (i) IPO sponsorship services; (ii) financial and independent financial advisory services; and (iii) compliance advisory services.

The Group's corporate finance advisory business recognised an increase in revenue of approximately 70.7%, from approximately HK$21.5 million for the year ended 31 March 2025 to approximately HK$36.7 million during the Fiscal Year. Such increase was mainly as a result of increase in financial advisory projects undertaken in the Fiscal Year when compared with prior year.

During the Fiscal Year, the Group was engaged in a total of 138 corporate finance advisory projects, which included 6 IPO sponsorship projects, 129 financial and independent financial advisory projects and 3 compliance advisory projects, while the Group was engaged in a total of 109 corporate finance advisory projects, which included 7 IPO sponsorship projects, 100 financial and independent financial advisory projects and 2 compliance advisory projects during the year ended 31 March 2025.

*(i) IPO sponsorship services*

During the Fiscal Year, the Group was engaged in 6 IPO sponsorship projects (2025: 7 projects).

Revenue generated from IPO sponsorship services was approximately HK$10.4 million during the Fiscal Year (2025: approximately HK$3.2 million).

*(ii) Financial and independent financial advisory services*

The Group acts as (i) financial advisers to clients to advise them on the terms and structures of the proposed transactions, and the relevant implications and compliance matters under the Hong Kong regulatory framework including, among others, the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission (the "**Takeovers Code**"); or (ii) independent financial advisers to independent board committees and/or independent shareholders of listed companies in Hong Kong rendering recommendations and opinions.

Revenue generated from financial and independent financial advisory services was approximately HK$26.2 million during the Fiscal Year (2025: approximately HK$17.9 million). During the Fiscal Year, the Group was engaged in 90 financial advisory projects and 39 independent financial advisory projects (2025: 62 and 38, respectively).

*(iii) Compliance advisory services*

The Group acts as compliance advisers to listed companies in Hong Kong advising them on post-listing compliance matters in return for advisory fee.

Revenue generated from compliance advisory services was approximately HK$0.1 million during the Fiscal Year (2025: approximately HK$0.4 million). During the Fiscal Year, the Group was engaged in 3 compliance advisory projects (2025: 2 projects).

***Securities and Financing Services***

The Group provides (i) placing and underwriting services by acting as global coordinator, bookrunner, lead manager or underwriter for listing applicants in IPOs and underwriter or placing agent for secondary market transactions, in return for placing and/or underwriting commission income; (ii) securities dealing and brokerage services for trading in securities on the Stock Exchange and in other overseas markets; and (iii) securities financing services to its clients by providing margin financing for securities purchases on the secondary market and IPO financing for new share subscriptions in IPOs.

During the Fiscal Year, the Group recorded revenue from placing and underwriting business of approximately HK$4.6 million (2025: approximately HK$1.8 million). The Group completed two transactions as underwriter for IPOs and seven transactions as underwriters and/or placing agents for secondary market fund raising exercise (2025: one and four, respectively).

The revenue generated from securities dealing and brokerage was approximately HK$23.5 million during the Fiscal Year (2025: approximately HK$2.3 million), which was mainly due to the securities trading activities by the clients increased during the Fiscal Year.

As at 31 March 2026, the total outstanding balance of margin loans amounted to approximately HK$24.1 million (31 March 2025: approximately HK$35.7 million) and the interest income generated from securities financing services was approximately HK$4.3 million during the Fiscal Year (2025: approximately HK$7.1 million). The Group is in the process of replacing margin loans with lower quality of collaterals with an aim to provide margin financing services to clients with better quality of collaterals which resulted in decrease in margin loan balance as at 31 March 2026 as compared with prior year.

***Asset Management Services and Investment Fund***

The Group provides asset management services to its clients.

As at 31 March 2026, the net assets of the funds under management and/or investment advisory by the Group was approximately US$9.3 million (equivalent to approximately HK$72.5 million) (31 March 2025: approximately US$2.9 million, or equivalent to approximately HK$22.5 million). The revenue generated from asset management services was approximately HK$0.8 million during the Fiscal Year (2025: approximately HK$0.3 million).

The investment fund generated revenue of approximately HK$9.6 million during the Fiscal Year (2025: approximately negative HK$7.8 million) arising from interest income from listed bonds, dividend income from listed securities and net change in financial assets at fair value through profit or loss. Such gain was mainly due to the fund outperformed the market during the Fiscal Year.

## Financial Review

***Revenue***

The total revenue of the Group increased from approximately HK$25.2 million for the year ended 31 March 2025 to approximately HK$79.7 million for the Fiscal Year, representing an increase of approximately 216.4%, mainly as a result of increase in revenue of the corporate finance advisory services, securities and financing services and gain from investment fund.

***Other income and gains or losses, net***

Other income and gains or losses, net decreased from approximately HK$5.2 million for the year ended 31 March 2025 to approximately negative HK$2.4 million for the Fiscal Year, representing a decrease of approximately HK$7.6 million. Other income and gains or losses, net mainly includes interest income from bank deposits, foreign currency translation differences, gain or loss on fair value change of investment and share of results of consolidated investment fund attributable to other redeemable participating shareholders.

***Other expenses***

The Group's other expenses increased by approximately 22.8% from approximately HK$21.1 million for the year ended 31 March 2025 to approximately HK$25.9 million for the Fiscal Year, primarily due to increase in depreciation of rights-in-use assets and securities trading related expense as a result of increase of the securities trading activities by the clients.

***Staff costs***

Staff costs increased by approximately 5.1% from approximately HK$35.2 million for the year ended 31 March 2025 to approximately HK$37.0 million for the Fiscal Year. Such increase was primarily due to increase in average headcount and discretionary bonus during the Fiscal Year.

***Expected credit loss on accounts and other receivables and bad debt expenses***

During the Fiscal Year, the Group recorded expected credit loss on accounts receivable of approximately HK$2.6 million (2025: approximately HK$7.2 million) and reversal of expected credit loss on other receivables of approximately HK$0.2 million (2025: reversal of approximately HK$0.4 million). The Group also recorded bad debt expenses of approximately HK$2.4 million (2025: approximately HK$24,000). The recognition of expected credit loss was mainly due to the prolonged ageing of the receivables from certain debtors arising from corporate advisory and other services and the decline in valuation of collateral due to market volatility held by certain debtors arising from securities margin financing services.

The Group applies the simplified approach to providing expected credit loss prescribed by HKFRS 9 for accounts receivable arising from corporate advisory services. The Group performs impairment assessment by applying the HKFRS 9 general approach for all accounts receivable arising from securities margin financing services on the basis of allowance of 12-month expected credit losses ("**ECL**") for items without significant increase in credit risk and lifetime ECL for items with increase in credit risk with reference to ECL valuation prepared by Vincorn Consulting and Appraisal Limited. Certain accounts receivable arising from securities margin financing service were considered as significant increase in credit risk due to the decline in market value of securities collateral during the Fiscal Year. As a result, the assessment of the expected credit losses of these accounts receivable were based on lifetime ECL. The credit rating of each of these debtors is estimated with reference to the following factors: (1) gross credit exposure; (2) overdue dates; (3) repayment schedule and repayment track record; and (4) capability of settlement. The expected credit loss rates are calculated by assigning the credit rating based on factors above and adjusted with forward-looking economic adjustment, proxied by the real growth domestic product (GDP) percentage change in Hong Kong. The calculation reflects the probability-weighted outcome, the time value of money and the best available forward looking information. Details of the expected credit loss on accounts receivables are set out in note 10 to the consolidated financial statements of this announcement.

The Group performed periodic assessment on the recoverability of the accounts and other receivable and the sufficiency of impairment based on information including credit profile of difference customers, historical settlement records, expected timing and amount realisation of outstanding balances. The Group has also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit loss.

***Finance costs***

Finance costs represented interest expense recognised on right-of-use assets and interest expense payable for bank and other borrowings and margin financing incurred by the fund under management by the Group. The Group recorded finance costs of approximately HK$1.4 million during the Fiscal Year (2025: approximately HK$2.3 million). The decrease in finance costs was mainly due to decrease in borrowings during the Fiscal Year.

***Profit attributable to the owners of the Company***

Profit for the Fiscal Year attributable to the owners of the Company was approximately HK$8.1 million (2025: loss of approximately HK$35.0 million) primarily due to increase in revenue from the corporate finance advisory and securities and financing services and outperform of the investment fund, partially offset by decrease in other income and gains or losses, net and increase in staff costs and other expenses.

**Liquidity, Financial Resources and Capital Structure**

During the Fiscal Year, the Group's working capital and other capital requirements were principally satisfied by cash generated from the Group's operations, borrowings, margin financing and capital.

As at 31 March 2026, the Group's net current assets amounted to approximately HK$127.2 million (31 March 2025: approximately HK$88.2 million), and its liquidity as represented by current ratio (current assets/current liabilities) was approximately 1.5 times (31 March 2025: approximately 1.6 times). Cash and bank balances and pledged bank deposit in aggregate amounted to approximately HK$93.4 million (31 March 2025: approximately HK$56.1 million). As at 31 March 2026, the Group has borrowings, accounts payable to broker and lease liabilities of approximately HK$1.0 million, HK$1.0 million and HK$17.5 million, respectively (31 March 2025: approximately HK$5.5 million, HK$0.4 million and HK$16.1 million, respectively). As at 31 March 2026, the Group's total debt incurred (including borrowings, accounts payable to broker and lease liabilities) were approximately HK$19.5 million (31 March 2025: approximately HK$22.0 million), representing a gearing ratio of approximately 13.9% (31 March 2025: approximately 22.4%).

Gearing ratio is calculated based on total borrowings divided by the total equity as at the end of the Fiscal Year.

As at 31 March 2026, the right-of-use assets of leased properties amounted to HK$16.1 million.

**Pledge of Assets**

As at 31 March 2026, the Group (i) had pledged bank deposit of HK$nil (31 March 2025: HK$10.0 million); (ii) assigned the life insurance policy valued at HK$nil to a bank as a security for a bank and other borrowing (31 March 2025: HK$3.7 million); and (iii) listed equity securities with a market value of approximately HK$1.5 million (31 March 2025: HK$nil).

**Foreign Currency Exposure**

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

**Capital Commitments and Contingent Liabilities**

As at 31 March 2026, the Group did not have any significant capital commitment and contingent liabilities (31 March 2025: nil).

**Employees and Remuneration Policies**

As at 31 March 2026, the Group employed 44 staff (including executive Directors) (31 March 2025: 39). The remuneration of the Group's employees generally consists of monthly salary, which is determined based on, among other things, the employees' experience, qualification, position and responsibilities and bonus which is determined at the management's sole discretion based on, among other things, the relevant employee's performance and the Group's financial performance. Moreover, the Group provides employees training programs or subsidies employees to attend various job related training courses. Employee benefit expenses primarily consist of salaries, bonus and allowance as well as contributions to the mandatory provident fund for the executive Directors and employees of the Group.

Apart from basic remuneration, share options may be granted under the share option scheme of the Company to eligible employees by reference to the Group's performance as well as the individual's contribution. The Company adopted the 2024 share scheme on 13 August 2024 to incentivise and retain staff members who have made contributions to the success of the Group. The Directors believe that the compensation packages offered by the Group to its staff are competitive in comparison with market standards and practices.

**Material Acquisitions and Disposals of Subsidiaries, Associates, Joint Ventures and Capital Assets**

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

**Significant Investments Held by the Group**

Up to 31 March 2026, the Group has invested US$3.0 million (equivalent to approximately HK$23.4 million) into Lego Vision Fund SP ("**LVF**"), a fund under management by the Group, as seed money. LVF focuses to invest in a portfolio consisting primarily of equities, bonds and other securities of companies in promising industries with excellent management, business model, products and sound financials for the long-term sustainable growth.

As at 31 March 2026, the Group held 28,807.172 non-voting shares in LVF (which represented approximately 55.6% of total non-voting shares of LVF) with aggregate value of approximately US$2.3 million (equivalent to approximately HK$18.0 million), which represented 4.3% of the total assets of the Group. The net asset value per share in respect of LVF was increased from US$55.3 (equivalent to approximately HK$431.2) on 31 March 2025, to US$80.1 (equivalent to approximately HK$624.8) on 31 March 2026, representing an overall positive return of 44.8%.

Despite short-term volatility triggered by geopolitical conflicts, the global market experienced robust growth this fiscal year, driven primarily by sustained investment in the artificial intelligence ("**AI**") revolution. AI agents emerged as a pivotal catalyst for enterprise and consumer adoption as users increasingly realised the efficiency gains of automated workflows. Consequently, the AI semiconductor sector remained a primary beneficiary of this major inflow of capital. Furthermore, escalating technical complexity and more demanding hardware requirements spurred growth across critical sectors, including high-speed networking, advanced memory, specialised cooling, and power management. Looking ahead, the fund manager anticipates a continued buildup of infrastructure. The rise of autonomous AI agents ensures that the global demand for compute will keep accelerating, positioning AI as one of the most promising and pervasive long-term investment opportunities of our time.

**Investment Policies and Control Mechanisms**

The financial assets at fair value through profit or loss recorded in the current assets of the consolidated statement of financial position represent listed securities, bonds and other financial derivatives invested by LVF. The LVF is managed by Lego Asset Management Limited ("**LAM**"), a corporation licensed to carry out type 4 (advising on securities) and type 9 (asset management) regulated activity as defined under the SFO and a wholly-owned subsidiary of the Company. The Group invested US$1.5 million into the LVF as seed money when the LVF was launched in March 2019 and further invested US$1.5 million as seed money from the net proceeds of the share offer of the Company during the financial year ended 31 March 2020. The LVF is treated as a non-wholly owned subsidiary of the Company as at 31 March 2026 and its financial results were consolidated into the Group's financial statements.

The investment objective of the LVF is to achieve long-term capital growth through investment in equity and fixed income securities while minimising volatility of the portfolio. The investment strategy of the LVF is to invest in a portfolio consisting primarily of equities, bonds and other securities of companies in promising industries with excellent management, business model, products and sound financials for the long-term sustainable growth. Each investment must go through stringent due diligence, research and analysis, including site visit, management meeting, industry research and financial analysis.

The second fund, namely Global Strategy Opportunity Fund SP ("**GSOF**"), was launched in 2024. GSOF was also managed by LAM. The Group did not invest any seed money into GSOF. The investment objective of GSOF is looking for long term capital gain through a concentrated investment portfolio. The investment strategy of GSOF is to identify some high convicted financial assets, such as equities, bonds and hedge funds in an investment horizon of 2–5 years to achieve attractive risk adjusted absolute return.

Mr. Choy Kwong Wa Christopher is the chief investment officer of LAM and is responsible for managing the asset management business of the Group including the LVF. His biography is set out in the section headed "Directors and Senior Management" in the 2025/2026 Annual Report. LAM has set up an investment committee comprising responsible officers and board of directors of LAM with the objective of overseeing the investment management strategies and key investment policies used in managing the investment portfolios of the funds and discretionary accounts. The investment committee is also responsible for ensuring that client assets are well managed within appropriate risk boundaries and the portfolios would meet the long-term performance objectives of LAM.

**Use of Net Proceeds from the Placing**

On 25 July 2025, the Company entered into the placing agreement with Glory Sun Securities Limited (the "**Placing Agent**") pursuant to which the Company conditionally agreed to place, through the Placing Agent on a best-effort basis, a maximum of 81,192,593 placing shares (the "**Placing Shares**") at the placing price of HK$0.40 per Placing Share (the "**Placing**") to not less than six placees, who and whose ultimate beneficial owner(s) (where applicable) shall be independent third party(ies) (as defined under the Listing Rules). The aggregate nominal value of the maximum number of the Placing Shares under the Placing will be HK$811,925.93. On 25 July 2025, the closing price of the Shares as quoted on the Stock Exchange was HK$0.40 per Shares. The completion of the Placing took place on 5 August 2025.

The Hong Kong financial market is very competitive and challenging in the past few years. The general operating environment of Hong Kong capital market is also facing uncertainties, largely caused by the ongoing macroeconomic volatility and global trade war. Thus, a strong capital base is especially important to enhance the competitiveness for financial market participants. Considering that the Placing represents an opportunity for the Company to broaden its shareholder base, raise additional funds and strengthen the liquid capital of the Group, the Directors are of the view that the terms of the Placing Agreement and the transactions contemplated thereunder, including the Placing Price and the commission payable to the Placing Agent, are fair and reasonable and on normal commercial terms, and the entering into of the placing agreement is in the interests of the Company and the shareholders of the Company (the "**Shareholders**") as a whole.

The net proceeds (after deducting commission and other relevant costs and expenses) from the Placing amounted to approximately HK$32.3 million. The net placing price (after deducting commission and other relevant costs and expenses) of the Placing was approximately HK$0.40 per Share.

The details of application of the net proceeds from the Placing are set out as follows:

| Item | Approximate % of total net proceeds | Net proceeds from the Placing *(HK$ million)* | Utilised during the Fiscal Year *(HK$ million)* | Unutilised as at 31 March 2026 *(HK$ million)* | Expected timeline of full utilisation of the unutilised proceeds |
|---|---|---|---|---|---|
| Increase the capital base for the expansion of securities financing business | 90% | 29.07 | 29.07 | – | Fully utilised |
| General working capital | 10% | 3.23 | 3.23 | – | Fully utilised |
| Total | 100% | 32.30 | 32.30 | – | |

**Future Plans for Material Investments or Capital Assets**

The Group did not have any plan for material investments and capital assets as at 31 March 2026.

**Risk Management**

The objective of the Group's risk management is to achieve an appropriate balance between risk and return, and reduce the negative impact on its operating results and maximise shareholder's value. The Group's risk management strategy is to identify and analyse the various risks faced by the Group, establish appropriate risk tolerance level, and reliably measure and monitor the risks on a timely and effective manner to ensure the risks are controlled within the tolerance level.

**Compliance with Laws and Regulations**

During the Fiscal Year, as far as the Board is aware, the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material aspects.

## SIGNIFICANT EVENT DURING THE FISCAL YEAR

### Possible Mandatory Unconditional Cash Offer

The Board was notified by Lego Financial Group Limited (the "**Seller**") and Fortune Origin International Capital (Holdings) Limited (the "**Offeror**") that on 19 December 2025 (after trading hours), the Seller (as vendor) and the Offeror (as purchaser) entered into the share purchase agreement (the "**Share Purchase Agreement**"), pursuant to which the Seller has conditionally agreed to sell and the Offeror has conditionally agreed to acquire 299,492,188 Shares (the "**Sale Shares**"), representing approximately 61.43% of the total issued Shares and the Seller's entire shareholding in the Company as at the date of the Share Purchase Agreement, for a total cash consideration of HK$179,695,312.80 (equivalent to HK$0.60 per Sale Share) (the "**Consideration**"), free from all encumbrances and together with all rights attaching thereto, including the right to receive all and any dividends, distributions and other rights declared, made, distributed or paid in respect of the Sale Shares, the record date for which falls on a date which is on or after the completion date. The aggregate Consideration was determined after arm's length negotiation between the Seller and the Offeror, after taking into account, among others, (i) the business and the historical financial performance and financial position of the Group; and (ii) the historical liquidity in the trading of the Shares and share price performance traded on the Stock Exchange. The Share Purchase Agreement was yet to complete as of the date of this announcement.

For details of the Share Purchase Agreement and the possible mandatory unconditional cash offer, please refer to the joint announcement issued by the Offeror and the Company dated 9 January 2026.

### Outlook and Prospect

As a financial group based in Hong Kong, our business is inherently linked to global macroeconomic trends. Fragmented supply chains, shifting international trade policies, and persistent geopolitical tensions can instantly disrupt merger and acquisition plans and delay listing timelines. Any adverse market conditions may also increase volatility of the stock market and may affect the investment decisions of institutional and retail investors.

By identifying these risks early, the Group is actively strengthening its internal risk controls, diversifying into a comprehensive range of income streams, and focusing strictly on high-quality deal mandates to protect our shareholders' capital.

With the Group's diversified business portfolio which creates synergies between its business lines and the Group's experiences to advise on broad spectrum of corporate transactions which covers not only fund raising activities, but also mergers and acquisitions, resumption, restructuring and other corporate actions, the Group remains capable to secure new mandates and maintaining a healthy project pipeline. The Group will also focus on expanding the active securities trading client base in a legal compliant manner, with a view to capitalise the increasing trading volume and demand on margin financing and provide value added services to clients.

Looking ahead, the Group enters the upcoming financial year with strategic optimism, supported by structural changes in the Hong Kong capital markets and the robust advisory pipeline. The Group will continue to adhere to its strict and prudent risk management and compliance strategy, and take a strategic approach on its business development. The Group will also enhance its marketing efforts to solicit cross border opportunities targeting not only Hong Kong, but also the PRC, Singapore, the North America and elsewhere in the world. The Group will aim to cement its strong reputation as an integrated platform for providing financial and securities services, and leverage its market position to diversify income stream and expand its client base.

## FINAL DIVIDEND

The Board has resolved not to declare any final dividend for the year ended 31 March 2026 (2025: nil).

## CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company (the "**AGM**") is scheduled to be held on Tuesday, 25 August 2026. The register of members of the Company will be closed from Thursday, 20 August 2026 to Tuesday, 25 August 2026, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Wednesday, 19 August 2026. The record date for determining the entitlement to attend and vote at the AGM is Tuesday, 25 August 2026.

## CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Part 2 of Appendix C1 to the Listing Rules as its own code of corporate governance.

As of 31 March 2026, the Company has complied with all applicable code provisions under the CG Code except for the following provision.

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

Mr. Mui Ho Cheung Gary currently holds both positions. Mr. Mui, an executive Director and controlling Shareholder, has held key leadership position of the Group since March 2016 and has been responsible for overall strategic planning, management, operation and business development of the Group. The Directors (including the independent non-executive Directors) consider that Mr. Mui is the best candidate for both positions and the present arrangements are beneficial and in the interest of the Group and the Shareholders as a whole.

The Directors will review the corporate governance policies and compliance with the CG Code each financial year and apply the "comply or explain" principle in the corporate governance report which will be included in the annual reports.

The Directors have a balanced mix of experience and industry background, including but not limited to experience in the corporate finance, legal, business advisory and accounting industries. The three independent non-executive Directors who have different industry backgrounds, represent more than one-third of the Board members.

## PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES

During the Fiscal Year, there is no treasury shares held by the Company.

During the Fiscal Year, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities (including sale of treasury shares).

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions since the Listing Date. Having made specific enquiry with the Directors, all of the Directors confirmed that he/she has complied with the required standards as set out in the Model Code during the Fiscal Year.

## AUDIT COMMITTEE

The Board has established an audit committee (the "**Audit Committee**"), which comprises three independent non-executive Directors, namely Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki. The Audit Committee has also adopted written terms of reference which clearly set out its duties and obligations (the terms of reference are available on the websites of the Company and the Stock Exchange).

The Audit Committee has reviewed the accounting principles and practices adopted by the Group as well as the audited consolidated financial statements of the Group for the year ended 31 March 2026.

## SCOPE OF WORK OF AUDITOR

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2026 as set out in this preliminary announcement have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by BDO Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by BDO Limited on this preliminary announcement.

## PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This annual results announcement is published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.legogroup.hk. The annual report of the Company for the year ended 31 March 2026 containing all the information required by the Listing Rules will be published on the respective websites of the Stock Exchange and the Company in accordance with the requirements under the Listing Rules.

By order of the Board
**LFG Investment Holdings Limited**
**Mui Ho Cheung Gary**
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 26 June 2026

*As at the date of this announcement, the Board of the Company comprises Mr. Mui Ho Cheung Gary, Mr. Liu Chi Wai, Mr. Ng Siu Hin Stanley, Ms. Ho Sze Man Kristie and Mr. Tang Chun Fai Billy as executive Directors; and Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki as independent non-executive Directors.*