STYLAND HOLDINGS LIMITED
大凌集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 211)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2025

The board of directors (the "**Directors**" or the "**Board**") of Styland Holdings Limited (the "**Company**") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "**Group**") for the year ended 31 March 2025 ("**FY2025**") together with the comparative figures for the year ended 31 March 2024 ("**FY2024**") as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March

	Note	2025 HK$'000	2024 HK$'000 (Re-presented)
Turnover		**191,314**	205,664
Revenue	4	**64,719**	22,573
Costs of brokerage services		**(2,935)**	(2,064)
Other income		**4,248**	2,808
Administrative expenses		**(49,185)**	(50,658)
Selling and distribution expenses		**(14,893)**	(4,104)
Change in fair value of investment property		**(37,000)**	(21,500)

	Notes	2025 HK$'000	2024 HK$'000 (Re-presented)
Change in fair value of financial assets at fair value through profit or loss ("**FVTPL**")		**768**	(2,862)
Loss on disposal of a subsidiary	*11(b)*	**–**	(783)
Gain/(loss) on disposal of financial assets at FVTPL		**694**	(458)
Impairment loss on right-of-use assets		**–**	(283)
Expected credit losses ("**ECL**") recognised in respect of loans receivable		**(6,048)**	(4,713)
ECL recognised in respect of accounts receivable		**(268)**	(306)
ECL recognised in respect of other receivables		**(663)**	(1,263)
Reversal of ECL recognised in respect of loans receivable		**1,843**	4,038
Reversal of ECL recognised in respect of accounts receivable		**333**	18
Reversal of ECL recognised in respect of other receivables		**449**	624
Fine	*5*	**(3,000)**	–
Finance costs		**(17,359)**	(17,864)
Loss before taxation	*5*	**(58,297)**	(76,797)
Income tax expense	*6*	**–**	–
Loss and total comprehensive expenses for the year		**(58,297)**	(76,797)
Loss per share (HK cents)	*8*		
– Basic		**8.10 cents**	10.82 cents
– Diluted		**8.10 cents**	10.82 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March

	Notes	2025 HK$'000	2024 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		**7,623**	3,656
Investment property		**383,000**	420,000
Intangible assets		**–**	–
Financial asset at FVTPL		**7,143**	6,983
Other receivables, deposits and prepayments		**608**	–
Loans receivable	*9*	**16,758**	16,169
		415,132	446,808
Current assets			
Loans receivable	*9*	**57,285**	72,325
Accounts receivable	*10*	**15,578**	336
Other receivables, deposits and prepayments		**4,799**	10,133
Financial asset at fair value through other comprehensive income ("**FVOCI**")		**–**	–
Financial assets at FVTPL		**3,200**	1,101
Client trust funds		**134,002**	–
Cash and cash equivalents		**26,663**	18,218
		241,527	102,113
Assets held for sale	*11(a)*	**–**	112,003
		241,527	214,116
Total assets		**656,659**	660,924

	Notes	2025 HK$'000	2024 HK$'000
Current liabilities			
Accounts payable	*12*	**138,286**	276
Convertible bonds		**–**	–
Other payables and accruals		**10,814**	8,547
Promissory notes payable	*13*	**36,333**	30,000
Loans		**161,836**	170,991
Lease liabilities		**1,543**	442
		348,812	210,256
Liabilities directly associated with assets classified as held for sale	*11(a)*	**–**	79,240
		348,812	289,496
Net current liabilities		**(107,285)**	(75,380)
Total assets less current liabilities		**307,847**	371,428
Non-current liabilities			
Promissory notes payable	*13*	**23,200**	36,333
Lease liabilities		**4,665**	324
Long service payment obligation		**670**	203
		28,535	36,860
Net assets		**279,312**	334,568
EQUITY			
Share capital		**73,305**	71,101
Reserves		**206,007**	263,467
Total equity		**279,312**	334,568

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in Bermuda on 31 July 1991 as an exempted company with limited liability under the Companies Act of Bermuda. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The address of the registered office of the Company is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda, and principal place of business of the Company is Suites 301-3, 3rd Floor, 12 Taikoo Wan Road, Taikoo Shing, Hong Kong SAR.

As at 31 March 2025, the Directors consider Kenvonia Family Limited, a company incorporated in Hong Kong, is the Company's immediate and ultimate holding company.

The consolidated financial statements are presented in Hong Kong dollar ("**HK$**"), which is also the functional currency of the Company. All figures are rounded up to the nearest thousand unless otherwise specified.

The Company acts as an investment holding company. The principal activities of its subsidiaries are provision of financial services, mortgage financing, insurance brokerage, property investment and securities trading.

2. BASIS OF PREPARATION

These annual consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") as issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), which collective term includes all applicable individual HKFRS accounting standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations ("**HKFRS Accounting Standards**") and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

In preparing the consolidated financial statements of the Group, the Directors have given consideration to the future liquidity of the Group in light of the facts that it incurred a net loss of approximately HK$58,297,000 for the year ended 31 March 2025 and, as of that date, it had net current liabilities of approximately HK$107,285,000. These conditions indicate the existence of material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

The Directors have reviewed the current performance and cash flows forecast prepared by the management, covering a period of not less than twelve months from 31 March 2025, as part of their assessment of the Group's ability to continue as a going concern, and after carefully considering the matters described below, the Directors have a reasonable expectation that the Group is able to continue as a going concern and to meet its obligations, as and when they fall due:

(i) the Group expects to continue generating sufficient cash flows to meet its liabilities as and when they fall due in the next twelve months;

(ii) as at 31 March 2025, included in the loans classified as current liabilities of HK$161,836,000, HK$109,963,000 represented the amount repayable after one year in accordance with scheduled repayment terms as set out in the loan agreements pursuant to which the lenders have the discretionary rights to demand for immediate repayment from the Group. Having taken into account of the Group's financial position, the Directors believe that it is not probable that the lenders will exercise their discretionary rights to demand for immediate repayment;

(iii) the proceeds from possible issuance of new shares; and

(iv) the Group has the ability to obtain new financing facilities, to renew its existing financing facilities upon maturity, or to refinance the financing facilities when necessary.

Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the management of the Company will be able to achieve its plans and measures as described above. Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

The material accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The adoption of new and amended HKFRS Accounting Standards and the impacts on the Group's consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared on the historical cost basis except for the following items which are stated at fair value:

– investment property;

– financial asset at FVOCI; and

– financial assets at FVTPL.

Non-current assets held for sale are stated at the lower of carrying amount and fair value less cost to sell. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements.

3. ADOPTION OF NEW AND AMENDED HKFRS ACCOUNTING STANDARDS

3.1 Amended HKFRS Accounting Standards that are effective on the Group's consolidated financial statements for annual periods beginning on 1 April 2024

In the current year, the Group has applied for the first time the following amended HKFRS Accounting Standards as issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 April 2024:

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

The adoption of the amended HKFRS Accounting Standards had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

3.2 Issued but not yet effective HKFRS Accounting Standards

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRS Accounting Standards have been published but are not yet effective, and have not been adopted early by the Group.

Amendments to HKAS 21	Lack of Exchangeability[1]
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[2]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures[3]
Amendments to Hong Kong Interpretation 5	Presentation of Financial Statements – Classification by Borrower of a Term Loan that Contains a Repayment on Demand Clause[3]

1 Effective for annual periods beginning on or after 1 January 2025
2 Effective for annual periods beginning on or after 1 January 2026
3 Effective for annual periods beginning on or after 1 January 2027
4 Effective date not yet determined

The Directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. Information on new and amended HKFRS Accounting Standards that are expected to have impact on the Group's accounting policies is provided below. Other new and amended HKFRS Accounting Standards are not expected to have a material impact on the Group's consolidated financial statements.

HKFRS 18 Presentation and Disclosure in Financial Statements

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

4. SEGMENTAL INFORMATION

Information reported to the executive Directors, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance, focuses on types of services provided or products traded. The Group's reportable segments under HKFRS 8 are as follows:

– the financial services segment provides securities and futures dealing, brokerage financing, corporate finance, asset management and other financing services;

– the mortgage financing segment provides corporate and personal financing that are secured by real properties;

– the insurance brokerage segment engages in insurance brokerage services and acting as a mandatory provident fund ("**MPF**") intermediary;

– the property investment segment engages in letting of properties; and

– the securities trading segment engages in trading of securities and derivative products.

As disclosed in note 11(a), the entire equity interest of Ever-long Holdings Limited, representing the Group's financial services business segment, was expected to be disposed within twelve months from 31 March 2024 (the "**Disposal of EL Group**"). Therefore, the financial services business segment was presented as the discontinued operations during the year ended 31 March 2024. As a result of the termination of the Disposal of EL Group on 3 September 2024, the financial services business segment is re-presented as the continuing operations during the year ended 31 March 2025. The segment information for the year ended 31 March 2024 was re-presented on the basis of the year ended 31 March 2025.

Segment revenues and results

The following is an analysis of the Group's revenues and results by reportable segments.

For the year ended 31 March 2025

	Financial services *HK$'000*	**Mortgage financing** *HK$'000*	**Insurance brokerage** *HK$'000*	**Property investment** *HK$'000*	**Securities trading** *HK$'000*	**Eliminations** *HK$'000*	**Total** *HK$'000*
Segment revenues:							
Revenue from external customers	**48,457**	**9,193**	**917**	**6,000**	**152**	**–**	**64,719**
Inter-segment revenue	**256**	**–**	**–**	**–**	**–**	**(256)**	**–**
	48,713	**9,193**	**917**	**6,000**	**152**	**(256)**	**64,719**
Segment results	**11,233**	**(5,024)**	**(383)**	**(33,654)**	**978**	**–**	**(26,850)**
Unallocated income							**1,719**
Unallocated expenses							**(33,166)**
Loss before taxation							**(58,297)**

For the year ended 31 March 2024 (Re-presented)

	Financial services *HK$'000*	Mortgage financing *HK$'000*	Insurance brokerage *HK$'000*	Property investment *HK$'000*	Securities trading *HK$'000*	Eliminations *HK$'000*	Total *HK$'000*
Segment revenues:							
Revenue from external customers	7,127	12,820	568	1,500	558	–	22,573
Inter-segment revenue	376	–	–	–	–	(376)	–
	7,503	12,820	568	1,500	558	(376)	22,573
Segment results	(15,812)	1,918	(689)	(24,047)	(3,430)	–	(42,060)
Unallocated income							352
Unallocated expenses							(35,089)
Loss before taxation							(76,797)

Segment assets and liabilities

The following is an analysis of the Group's assets (including assets held for sale) and liabilities by reportable segments:

As at 31 March 2025

	Financial services *HK$'000*	**Mortgage financing** *HK$'000*	**Insurance brokerage** *HK$'000*	**Property investment** *HK$'000*	**Securities trading** *HK$'000*	**Unallocated** *HK$'000*	**Total** *HK$'000*
Segment assets	**164,099**	**63,593**	**47**	**384,291**	**3,211**	**41,418**	**656,659**
Segment liabilities	**141,243**	**23,734**	**87**	**121,567**	**8,037**	**82,679**	**377,347**

As at 31 March 2024 (Re-presented)

	Financial services *HK$'000*	Mortgage financing *HK$'000*	Insurance brokerage *HK$'000*	Property investment *HK$'000*	Securities trading *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*
Segment assets	98,436	98,206	356	421,892	6,085	35,949	660,924
Segment liabilities	71,161	36,001	307	124,596	10,037	84,254	326,356

For the purposes of monitoring segment performances and allocating resources between segments:

– all assets are allocated to reportable segments other than cash and cash equivalents, unallocated property, plant and equipment, and unallocated other receivables, deposits and prepayments; and

– all liabilities are allocated to reportable segments other than unallocated lease liabilities, unallocated other payables and accruals and unallocated loans.

Information about major customers

For the year ended 31 March 2025, revenues from customers which individually contributed over 10% of the Group's revenue are as follow:

	2025 *HK$'000*	2024 *HK$'000*
Customer A	**14,346**	–
Customer B	**19,431**	–
Customer C	**6,833**	–

Other segment information

For the year ended 31 March 2025

	Financial services HK$'000	Mortgage financing HK$'000	Insurance brokerage HK$'000	Property investment HK$'000	Securities trading HK$'000	Unallocated HK$'000	Total HK$'000
Amounts included in the measurement of segment profit or loss or segment assets:							
Change in fair value of investment property	–	–	–	(37,000)	–	–	(37,000)
Change in fair value of financial assets at FVTPL	–	–	–	–	567	201	768
Gain on disposal of financial assets at FVTPL	–	–	–	–	694	–	694
ECL recognised in respect of loans receivable	(1,241)	(4,807)	–	–	–	–	(6,048)
ECL recognised in respect of accounts receivable	(268)	–	–	–	–	–	(268)
ECL recognised in respect of other receivables	(296)	(367)	–	–	–	–	(663)
Reversal of ECL recognised in respect of loans receivable	1,246	597	–	–	–	–	1,843
Reversal of ECL recognised in respect of accounts receivable	333	–	–	–	–	–	333
Reversal of ECL recognised in respect of other receivables	449	–	–	–	–	–	449
Bad debt recovery	48	–	–	–	–	–	48
Bad debt written-off	–	(3,660)	–	–	–	–	(3,660)
Depreciation – owned assets	(118)	(8)	(3)	(442)	–	(655)	(1,226)
Depreciation – right-of-use assets	(535)	(249)	–	–	–	(731)	(1,515)
Loss on written-off of property, plant and equipment	(7)	–	–	–	–	–	(7)
Loss on exchange difference, net	(141)	–	–	–	–	(22)	(163)
Fine	(3,000)	–	–	–	–	–	(3,000)
Additions to non-current assets *(note)*	67	–	–	–	–	5,996	6,063
Amounts regularly provided to the chief operating decision makers but not included in the measurement of segment profit or loss or segment assets:							
Interest income	–	–	–	–	–	1,505	1,505
Finance costs	(22)	(23)	–	–	–	(17,314)	(17,359)

Note: The amounts exclude the additions to loans receivable and financial assets at FVTPL.

For the year ended 31 March 2024 (Re-presented)

	Financial services *HK$'000*	Mortgage financing *HK$'000*	Insurance brokerage *HK$'000*	Property investment *HK$'000*	Securities trading *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*
Amounts included in the measurement of segment profit or loss or segment assets:							
Change in fair value of investment property	–	–	–	(21,500)	–	–	(21,500)
Change in fair value of financial assets at FVTPL	–	–	–	–	(3,022)	160	(2,862)
Loss on disposal of a subsidiary	–	–	–	(783)	–	–	(783)
Loss on disposal of financial assets at FVTPL	–	–	–	–	(458)	–	(458)
ECL recognised in respect of loans receivable	(499)	(4,214)	–	–	–	–	(4,713)
ECL recognised in respect of accounts receivable	(306)	–	–	–	–	–	(306)
ECL recognised in respect of other receivables	(1,231)	(32)	–	–	–	–	(1,263)
Reversal of ECL recognised in respect of loans receivable	1,638	2,400	–	–	–	–	4,038
Reversal of ECL recognised in respect of accounts receivable	18	–	–	–	–	–	18
Reversal of ECL recognised in respect of other receivables	588	36	–	–	–	–	624
Impairment loss on right-of-use assets	–	–	–	–	–	(283)	(283)
Bad debt recovery	201	356	–	–	–	–	557
Depreciation – owned assets	(181)	(8)	(3)	(414)	–	(642)	(1,248)
Depreciation – right-of-use assets	(914)	(277)	–	–	–	(204)	(1,395)
Loss on disposal of property, plant and equipment	(8)	–	(3)	(38)	–	–	(49)
Loss on exchange difference, net	(42)	–	–	–	–	(11)	(53)
Additions to non-current assets *(note)*	–	498	–	419	–	413	1,330
Amounts regularly provided to the chief operating decision makers but not included in the measurement of segment profit or loss or segment assets:							
Interest income	–	–	–	–	–	352	352
Finance costs	(131)	(7)	–	–	–	(17,726)	(17,864)

Note: The amounts exclude the additions to loans receivable and financial assets at FVTPL.

5. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

	2025	2024
	HK$'000	*HK$'000*
		(Re-presented)
Staff costs (including Directors' emolument):		
– salaries, allowances and other benefits	**26,903**	29,224
– retirement benefit scheme contributions	**778**	943
Auditor's remuneration	**1,000**	980
Depreciation of property, plant and equipment		
– owned assets	**1,226**	1,248
– right-of-use assets	**1,515**	1,395
Loss on exchange difference, net	**163**	53
Loss on disposal of property, plant and equipment	**–**	49
Loss on written-off of property, plant and equipment	**7**	–
Written off of long-aged payables	**–**	(96)
Bad debt written-off	**3,660**	–
Lease payments for short-term leases	**–**	134
Fine (note a)	**3,000**	–
Referral fee arising from fund management	**13,891**	–
Subsidy (note b)	**(359)**	–

Note a: Amount represented a fine of HK$3,000,000 (the "**Fine**") by the Securities and Futures Commission in relation to a listing application where Ever-Long Securities Company Limited, a wholly owned subsidiary of the Company, acted as the sole sponsor and was publicly reprimanded and fined for its failure in discharging its duties. Details of the Fine were set out in the announcement of the Company on 27 December 2024.

Note b: Amount represented government subsidy received from the Government of the Hong Kong Special Administrative Region for qualified open-ended fund companies (the "**OFCs**") to set up in Hong Kong. The grant scheme covers eligible expenses incurred in relation to the incorporation or re-domiciliation of an OFC and paid to Hong Kong-bases service providers.

6. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been provided in the consolidated financial statements for the years ended 31 March 2025 and 2024 as the Company and its subsidiaries either have available losses brought forward from prior years to offset the assessable profits generated during the year or did not generate any assessable profits arising in Hong Kong during the year.

7. DIVIDENDS

The Directors did not recommend the payment of a dividend for the years ended 31 March 2025 and 2024.

8. LOSS PER SHARE

The calculation of basic loss per share was based on the loss for the year of attributable to the owner of the Company HK$58,297,000 (2024: HK$76,797,000 (re-presented)) and the weighted average number of 720,158,532 ordinary shares (2024: 710,161,609 ordinary shares) in issue during the year ended 31 March 2025.

Diluted loss per share for the year ended 31 March 2025 was the same as the basic loss per share. The computation of diluted loss per share had not assumed the conversion of the outstanding warrants of the Company since the conversion would result in a decrease in loss per share.

Diluted loss per share for the year ended 31 March 2024 was the same as the basic loss per share. The computation of diluted loss per share has not assumed the conversion of the outstanding warrants and convertible bonds since the conversion would result in a decrease in loss per share.

9. LOANS RECEIVABLE

	2025	2024
	HK$'000	*HK$'000*
Securities dealing and brokerage services:		
– Secured margin loans *(note 1)*	**9,049**	–
– Unsecured margin loans	**1,474**	–
Less: ECL allowance	**(1,861)**	–
	8,662	–
Financing business:		
– Secured mortgage loans *(note 2)*	**67,765**	90,863
– Unsecured loans	**12,626**	1,432
Less: ECL allowance	**(15,010)**	(3,801)
	65,381	88,494
	74,043	88,494
The Group's loans receivable (net of ECL allowance) are analysed into:		
– Non-current assets	**16,758**	16,169
– Current assets	**57,285**	72,325
	74,043	88,494

Notes:

1. Secured loans to margin clients are secured by the underlying securities and are interest-bearing. No aging analysis is disclosed in relation to securities dealing and brokerage services as in the opinion of the Directors, aging analysis does not give additional value in view of the nature of the business of securities dealing and brokerage services.

2. Secured mortgage loans to mortgage loan clients are secured by the clients' properties located in Hong Kong and are interest-bearing.

The aging analysis of the Group's loans receivable for the financing business (net of ECL allowance), based on the loan release dates at the end of the reporting period, is as follows:

	2025 *HK$'000*	2024 *HK$'000*
Financing business:		
Within 6 months	**15,126**	38,489
Over 6 months but not more than 1 year	**29,741**	30,303
Over 1 year	**20,514**	19,702
	65,381	88,494

10. ACCOUNTS RECEIVABLE

	2025 *HK$'000*	2024 *HK$'000*
Accounts receivable	**16,907**	336
Less: ECL allowance	**(1,329)**	–
Total	**15,578**	336
Balance in relation to:		
– Securities and futures dealing and brokerage services	**12,732**	–
– Financial services	**2,819**	–
– Insurance brokerage	**27**	336
	15,578	336

An aging analysis of the Group's accounts receivable (net of ECL allowance) based on the trade dates/invoice dates at the end of the reporting period, is as follows:

	2025 *HK$'000*	2024 *HK$'000*
Within 6 months	**14,492**	224
Over 6 months but not more than 1 year	**68**	–
Over 1 year	**1,018**	112
	15,578	336

11. ASSETS CLASSIFIED AS HELD FOR SALE AND DISPOSAL OF A SUBSIDIARY

(a) Disposal of EL Group

On 22 March 2024, the Company entered into a non-legally binding letter of intent with an independent third party (the "**Purchaser**") in relation to the possible disposal of the entire issued share capital (the "**Sale Share**") of Ever-Long Holdings Limited, a company incorporated in the British Virgin Islands with limited liabilities and a direct wholly-owned subsidiary of the Company (the "**EL**" together with its subsidiaries referred to as the "**EL Group**") at a consideration of HK$40,000,000 (the "**Consideration**") to be settled by (i) HK$10,000,000 in cash upon signing of the formal and binding sale and purchase agreement (the "**Deposit**"); and (ii) the Purchaser's issue of promissory notes (the "**Proposed Disposal of EL Group**"). EL is principally engaged in investment holding. EL Group is principally engaged in the provision of financial services.

As at 31 March 2024, as the Proposed Disposal of EL Group is expected to be completed within twelve months, the assets and liabilities attributable to EL Group have been classified as a disposal group held for sale measured at the lower of their carrying amounts and fair values less costs to sell and presented separately in the consolidated statement of financial position.

On 21 June 2024, the Company and the Purchaser entered into the sales and purchase agreement (the "**SPA**"), pursuant to which the Purchaser has conditionally agreed to purchase, and the Company has conditionally agreed to sell, the Sale Share. Following the parties' negotiation, the parties agreed the Consideration shall be HK$40,000,000 to be settled by cash (instead of promissory notes) to the Company in four instalments.

On 3 September 2024, the Company and the Purchaser entered into a termination agreement (the "**Termination Agreement**"), pursuant to which it was mutually agreed that the SPA shall be terminated with effect from 3 September 2024. The Deposit shall be refunded to the Purchaser in accordance with the terms of the Termination Agreement, provided that the Company shall be entitled to deduct HK$400,000, which is the amount of expenses reasonably incurred by the Company for the performance of the SPA.

Upon the termination of the SPA, the assets and liabilities attributable to EL Group have been reclassified from assets held for sale and not presented separately in the consolidated statement of financial position.

	2024
	HK$'000
Property, plant and equipment	652
Intangible assets	–
Loans receivable (note (i))	13,313
Accounts receivable (note (ii))	18,563
Other receivables, deposit and prepayments	3,683
Financial asset at fair value	4,975
Client trust funds	62,227
Cash and cash equivalents	8,590
Assets of EL Group classified as held for sale	112,003
Accounts payable	67,553
Other payables and accruals	784
Lease liabilities	2,363
Bank overdraft	8,073
Long service payment obligations	467
Liabilities of EL Group associated with assets classified as held for sale	79,240
Net assets of EL Group classified as held for sale	32,763

The net assets excludes the aggregate shareholder's loan owed by EL Group, which shall be waived by the date of completion of the Disposal of EL Group. Details were set out in the Company's announcements dated 22 March 2024, 21 June 2024 and 3 September 2024.

Notes:

(i)

	2024
	HK$'000
Securities dealing and brokerage services	
– Secured margin loans	9,561
– Unsecured margin loans	1,488
Less: ECL allowance	(1,866)
	9,183
Financing business	
– Unsecured loan	12,626
Less: ECL allowance	(8,496)
	4,130
	13,313

Securities dealing and brokerage services

Loans receivable under secured margin loans and unsecured margin loans of approximately HK$9,561,000 and HK$1,488,000 respectively are repayable on demand and bear interests at interest rates with reference to prime rate plus a spread for the year ended 31 March 2024.

No aging analysis is disclosed in relation to securities dealing and brokerage services as in the opinion of the Directors, aging analysis does not give additional value in view of the nature of the business of securities dealing and brokerage services.

Financing business

The aging analysis of EL Group's loans receivable for the financing business (net of ECL allowance) and based on loan release dates at the end of the reporting period, is as follows:

	2024
	HK$'000
Financing business:	
Over 1 year	4,130

(ii)

	2024
	HK$'000
Accounts receivable	19,957
Less: ECL allowance	(1,394)
	18,563

An aging analysis of EL Group's accounts receivable, net of the ECL allowance, based on the trade dates/invoice dates at the end of the reporting period is as follows:

	2024
	HK$'000
Within 6 months	15,097
Over 6 months but not more than 1 year	1,887
Over 1 year	1,579
	18,563

(b) Disposal of Ocean View

On 3 April 2023, the Group entered into a conditional provisional agreement with an independent third party to dispose of the entire issued share capital in Ocean View Villa Limited (formerly known as Hoowin Limited) (the "**Ocean View**"), an indirect wholly owned subsidiary of the Company which carries on property investment business in Hong Kong (the "**Disposal of Ocean View**").

On 30 June 2023, the Group completed the Disposal of Ocean View for a consideration of HK$30,000,000. The net assets of Ocean View at the date of disposal were as follows:

	As at 30 June 2023 *HK$'000*
Consideration received:	
Total consideration received	30,000
Net assets disposed of:	
Investment property	30,000
Loss on disposal of a subsidiary:	
Consideration received	30,000
Net assets disposed of	(30,000)
Transaction costs	(783)
Loss on disposal	(783)
Net cash flow arising on disposal:	
Consideration received	30,000
Transaction costs	(783)
	29,217

12. ACCOUNTS PAYABLE

Accounts payable (including accounts payable reclassified as liabilities associated with assets held for sale as at 31 March 2024) are mainly in relation to the securities and futures dealing and brokerage services. Including HK$138,233,000 (2024: HK$67,553,000) are interest-bearing at 0.01% (2024: 0.01%) per annum and are repayable on demand for the year ended 31 March 2025. The remaining amounts are non-interest bearing and repayable on demand. No aging analysis is disclosed as, in the opinion of the Directors, an aging analysis does not give additional value in view of the nature of the business of securities and futures dealing and brokerage services.

As at 31 March 2025 and 2024, the Group's accounts payable that are not denominated in the functional currency of the respective group entities are as follows:

	2025	2024
	HK$'000	*HK$'000*
United States dollars	**59,521**	7,780
New Taiwanese dollars	**28,993**	20,019
Renminbi	**120**	227
Great British Pound	**167**	163

As at 31 March 2024, the accounts payable attributable to EL Group was classified as liabilities associated with assets held for sale, while such payable was reclassified from assets held for sales subsequent to the termination of Disposal of EL Group on 3 September 2024. Details were set out in note 11(a).

13. PROMISSORY NOTES PAYABLE

As at 31 March 2025, the promissory notes bore interest 8% (2024: 8%) per annum and were repayable as follows:

	2025	2024
	HK$'000	*HK$'000*
Within one year	**36,333**	30,000
After one year but within two years	**23,200**	36,333
	59,533	66,333
Less: Repayable within one year	**(36,333)**	(30,000)
Carrying amount shown under non-current liabilities	**23,200**	36,333

14. CONTINGENT LIABILITIES

As at 31 March 2025, the Group had no material contingent liabilities (FY2024: nil).

15. EVENT AFTER THE REPORTING PERIOD

Except as disclosed elsewhere in this announcement, the Group have no significant events took place subsequent to the end of the reporting period.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

FY2025 Results

In FY2025, the Group achieved a turnover of approximately HK$191,314,000 (FY2024: approximately HK$205,664,000 (represented)), and recorded a loss of approximately HK$58,297,000 for FY2025 (FY2024: approximately HK$76,797,000).

Review of Operations

Financial Services

The Group is a reputable financial services provider. To offer our clients a wide range of financial products and services, we hold a total of five licenses granted by the Securities and Futures Commission (the "**SFC**"), namely Type 1 (Dealing in Securities), Type 2 (Dealing in Futures Contracts), Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management).

- *Brokerage*

  The Hong Kong stock market has been very volatile in FY2025 due to two main factors. One of these factors was the geopolitical tension, such as the Russia-Ukraine Conflict, the on-going confrontation between Israel and Palestine, and tense bilateral relationship between China and the United States. Also, the potential high tariffs by the Trump administration resulted in severe trade tensions around the global markets. The other factor was the interest rate adjustments. The Federal Reserve has kept interest rates at more than 5% until September 2024 and lowered interest rates three times by 100 basis points in total. In Hong Kong, the prime rate quoted by the Hong Kong and Shanghai Banking Corporation Limited adjusted downward by less than 100 basis points in total. The Hang Seng Index exhibited high volatility in FY2025 with the wide range of changes of over 8,000 points. The average daily turnover of the market for FY2025 was approximately HK$243 billion, an increase of 144% when compared to FY2024.

  We provide our clients brokerage service in stock investments as well as subscribing for new shares in initial public offerings ("**IPOs**"). To accommodate to our clients' growing interest in investing in the global market, we are able to offer clients brokerage services for investing in shares that are listed in the Chinese mainland markets and overseas markets including Australia, Canada, Euronext, Germany, Switzerland, the United Kingdom, the United Sates and most of the Asian markets.

To facilitate clients' need to hedge against their stock market investments, we offer brokerage service for futures investment products during FY2025. In conjunction with our brokerage service to allow our clients to invest in China A-shares through the Stock Connects, we also offered clients brokerage service to invest in MSCI China A 50 Connect Index Futures contracts, providing an efficient risk management tool for investors to manage their Stock Connect China A-shares equity exposure.

During FY2025, although we have taken extra effort in maintaining our client base, the number of our active clients has decreased by 5% when compared to FY2024. Facing with the reduced activities in the IPO market, the increase of average daily turnover and increased volatility in the Hong Kong stock market in FY2025, our performance in the brokerage business was below our expectation.

During FY2025, we managed the securities dealing turnover of HK$2.3 billion.

- *Brokerage Financing and Other Financing*

We offer our clients brokerage financing services for investment in stocks as well as for subscribing for new shares in IPOs. To facilitate our clients' placement of their orders through our online trading platform, our brokerage financing service has been extended to our selected online margin and cash clients. We are committed to implementing effective credit control procedures and have complied with the tightened margin-financing rules required by the SFC.

As at 31 March 2025, the net balance of the brokerage financing loans stood at approximately HK$14,963,000. In light of the inactivity of the IPO market in Hong Kong in FY2025, the Group did not record significant interest income from the IPO financing. In FY2025, we managed to maintain a healthy brokerage loan portfolio. Thanks to such effective credit policy, the bad debt provision for our brokerage financing business was kept at an immaterial level.

In addition to the brokerage financing services, our financial services segment also includes other financing service to clients pursuant to the Money Lenders Ordinance. As at 31 March 2025, the net balance of loans receivable for the other financing service was HK$4,130,000, which involved one client, to whom the loans were granted in the financial year ended 31 March 2020. The loan was secured by personal guarantees given by third parties. Because of its long-overdue status, the Group was in the legal process against the client and/or the guarantors with a view to recover such debt. No new loans under the other financing service were granted after the financial year ended 31 March 2020.

The Group engaged an independent professional valuer to conduct impairment assessment on the outstanding loans for each year ended, the expected credit loss of approximately HK$11,686,000 were provided on the outstanding loans receivable and accounts receivable as at 31 March 2025 (31 March 2024: approximately HK$11,756,000).

- *Corporate Finance*

The Group's corporate finance services comprise acting as a sponsor for IPOs, acting as a financial adviser and compliance adviser for listed companies, and assisting clients to raise funds in the equity and debt capital markets.

Throughout FY2025, global IPO activities were impacted by increased market volatility and other unfavorable market conditions, along with the rising interest rate environment. The Group has worked as a financial adviser for a GEM Board company to advise on the Listing Rule's requirement for its intention to transfer its listing from GEM Board to Main Board. The Group is also the sponsor by that GEM Board company to handle such transfer.

In addition to the provision of sponsor and financial adviser services, the Group has also participated in certain placing, underwriting and sub-underwriting activities for our clients in the equity capital market.

On 27 December 2024, Ever-Long Securities Company Limited ("**ELS**"), a subsidiary of the Company which is licensed under the Securities and Futures Ordinance (the "**SFO**") to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities, was publicly reprimanded and fined HK$3,000,000 (the "**Fine**") in relation to a listing application where ELS acted as the sole sponsor for its failure in discharging its duties. Details of the Fine were set out in the announcement of the Company dated 27 December 2024. Upon request by ELS and confirmed by the SFC, ELS surrendered its Type 6 (Advising on Corporate Finance) effective from 27 March 2025.

- *Asset Management*

Hong Kong has long been a preferred regional hub for asset management because of its proximity to Mainland China and its tax incentive policy for fund management companies. Hong Kong itself is also a member of Greater Bay Area ("**GBA**"), which provides great opportunity for its development of wealth management service. With the Wealth Management Connect, either the mainland clients in the GBA or Hong Kong customers may access to various investment products of each other's markets.

The Group, as an asset management service provider under the license granted by the SFC, may set up a fund investing in the market or industry specified by the clients based on each client's own unique investment needs and goals. As a fund manager, the Group may also provide our clients attractive, tailor-made investment solutions, which would allow the clients to diversify their investments, minimise their investment risks, and gain a competitive return on their investments.

Up to 31 March 2025, the Group set up two funds. As at 31 March 2025, the total assets under management by the Group amounted to approximately HK$1.7 billion. During FY2025, the Group recorded revenue of approximately HK$40,610,000 generated from asset management business from two new investment management agreements signed during FY2025.

On 22 March 2024, the Company entered into a non-legally binding letter of intent with an independent third party (the "**Purchaser**") in relation to the possible disposal of the entire issued share capital (the "**Sale Share**") of Ever-Long Holdings Limited, a company incorporated in the British Virgin Islands with limited liabilities and a direct wholly-owned subsidiary of the Company (the "**EL**" together with its subsidiaries referred to as the "**EL Group**") at a consideration of HK$40,000,000 (the "**Consideration**") to be settled by (i) HK$10,000,000 in cash upon signing of the formal and binding sale and purchase agreement; and (ii) the Purchaser's issue of promissory notes. EL is principally engaged in investment holding. EL Group is principally engaged in the provision of financial services.

On 21 June 2024, the Company and the Purchaser entered into the sales and purchase agreement (the "**SPA**"), pursuant to which the Purchaser has conditionally agreed to purchase, and the Company has conditionally agreed to sell, the Sale Share. Following the parties' negotiation, the parties agreed the Consideration shall be HK$40,000,000 to be settled by cash (instead of promissory notes) to the Company in four instalments (the "**Disposal of EL Group**").

Subject to the fulfillment of the conditions precedent of the SPA, upon completion of the Disposal of EL Group, EL Group will cease to be subsidiaries of the Company and its financial results will no longer be consolidated into the consolidated financial statements of the Group. Accordingly, the financial services business segment is presented as the discontinued operations during FY2024. The assets and liabilities attributable to EL Group were presented separately in the consolidated statement of financial position of the Group as at 31 March 2024.

On 3 September 2024, the Company entered into a termination agreement with the Purchaser, pursuant to which it was mutually agreed that the SPA shall be terminated with effect from 3 September 2024. Therefore, the assets and liabilities attributable to EL Group are not presented separately in the consolidated statement of financial position as at 31 March 2025. The results attributable to EL Group are not presented as the discontinued operations for the year ended 31 March 2025 and the comparative information for the preceding year have been re-presented accordingly.

Please refer to the announcements of the Company dated 22 March 2024, 21 June 2024 and 3 September 2024 for more details about the Disposal of EL Group.

Mortgage Financing

Other than the other financing service we provided under the financial services segment, the Group has also carried on its mortgage financing business under the Money Lenders Ordinance since 2011.

To enhance our competitive edge in the marketplace and to provide our clients greater flexibility, we offer three classes of loans, namely first, second and third mortgage loans. Usually, a client is required to offer his/her residential property in Hong Kong as collateral for the mortgage loan. As at 31 March 2025, the Group had 41 individual loans which were referred to it by its registered referral agents. The clients are Hong Kong residents of different background and education levels.

During FY2025, the geopolitical tension and/or interest rate hikes continued to bring hurdles and uncertainties to the global economy as well as the market sentiment in Hong Kong. Customer sentiment remained soft in Hong Kong and the property market has not recovered. Facing such market volatility, the Group continued its strategy of maintaining a healthy portfolio as its first priority with a view to preserve its financial strength aiming for long-term profitability when the economy recovers. By maintaining a relatively lower size of its loan portfolio at HK$61,251,000 as at 31 March 2025, the Group did not relax its efforts in complying with the relevant ordinance and guidelines.

The loan sizes contained in the portfolio as at 31 March 2025 ranged from HK$186,000 to HK$5,526,000, and the single largest and the five largest loans were respectively HK$5,526,000 and HK$22,947,000, representing approximately 8.2% and 33.9% of such loan portfolio. We continued to adopt a prudent and cautious approach in running our mortgage financing business by maintaining the loan-to-value ("**LTV**") ratio for new loan drawdowns at a conservative level.

The interest rates offered to clients ranged from 7.2% to 24% per annum for the mortgage loan portfolio as at 31 March 2025. They were fixed based on the classes and tenors of the mortgage loans, the backgrounds, financial position, source and stability of income of the clients. The interest income for FY2025 was HK$9,193,000.

The Group engaged an independent professional valuer to conduct impairment assessment on the outstanding loans for each year end, the expected credit loss of approximately HK$6,514,000 were provided on the outstanding loans receivable as at 31 March 2025 (31 March 2024: approximately HK$3,801,000).

Insurance Brokerage

The Group engages in the distribution of insurance products to corporate and individual clients as well as acting as an MPF intermediary.

During FY2025, our insurance brokerage business has slightly improved in terms of its profitability. Also, the Group has reactivated business relationships with certain top reputable insurance companies in Hong Kong, and is currently in discussions with certain reputable companies with business opportunities on the engagement of the Group as an introducing broker for the subscription of different insurance products and/or solutions in Hong Kong. The Group would continue to review the development direction of its insurance brokerage business including the possibility of realisation of such investment, which would allow the Group to reallocate its resources for other developments.

Property Investment

As at 31 March 2025, the Group held one investment property, which is located at Fei Ngo Shan Road, Hong Kong (the "**Fei Ngo Shan Property**").

The Fei Ngo Shan Property has a gross site area of more than 16,000 square feet and is located at the low-density luxury section. As at 31 March 2025, the market value of the Fei Ngo Shan Property was HK$383,000,000. On 29 December 2023, the Group entered into a tenancy agreement (the "**Tenancy Agreement**") with a tenant in relation to the Fei Ngo Shan Property for a term of three years commencing from 1 January 2024 at a monthly rental of HK$500,000. The tenant is a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by the father of Mr. Cheung Hoo Win, the executive Director, and is accordingly a connected person of the Company as defined by the Listing Rules. The transactions contemplated under the Tenancy Agreement constitute continuing connected transaction on the part of the Company under Chapter 14A of the Listing Rules. The rental income for the FY2025 was HK$6,000,000.

Securities Trading

As at 31 March 2025, the Group held a portfolio of listed securities investments consisting of 14 securities, which were engaged in the sectors of (i) consumer discretionary; (ii) healthcare; (iii) properties and construction; (iv) financials; (v) industrials; and (vi) others. The net realised gains were HK$694,000 and the net unrealised gains were HK$567,000.

Prospects

The Board consider that the general economic conditions in Hong Kong would still be challenging and uncertain. We have not seen any certain sign of ceasing nor any concession or ceasefire agreements likely to be reached between Russia and Ukraine. The tense bilateral relationship between China and the United States and potential high tariffs by the Trump administration have brought additional uncertainties to global markets. Should any of such conflict or confrontation escalate into broader regional conflicts, implications could be significant. The Federal Reserve lowered interest rates by 100 basis points in total since September 2024, however, the prime rate quoted by The Hong Kong and Shanghai Banking Corporation Limited was adjusted downward by less than 100 basis points in total. The pace of interest rate cuts by the Federal Reserve is expected to have significant geopolitical and fiscal implications. The Board would continue to pay attention to the development in external macroeconomic and political factors, and respond accordingly.

The Board consider that Hong Kong would continue to be regarded as an important component in the development of China. The rapid development in scientific research and growing economic strength in China have injected new momentum to the enterprises in Hong Kong and would positively impact the long-term development of the financial industry in Hong Kong. The Group would continue to adopt a prudent operating strategy, consolidate the existing businesses, remain cautious on new investment opportunities, and endeavor to contribute to the rapid progress of the scientific research in China and look forward to contributing to the innovation and technology business in Hong Kong, so as to enhance the values to the shareholders of the Company.

FINANCIAL REVIEW ON LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2025, the Group's net asset value was approximately HK$279,312,000 (FY2024: approximately HK$334,568,000), and the cash at bank and in hand were approximately HK$26,663,000 of which approximately 94% was held in Hong Kong dollar, approximately 3% in U.S. dollar, approximately 1% in Renminbi, and approximately 2% in New Taiwan dollar.

As at 31 March 2025, the Group had bank overdraft of approximately HK$7,255,000 (31 March 2024: 8,073,000), bank loans of approximately HK$131,281,000 (31 March 2024: HK$135,992,000), other loans of approximately HK$23,300,000 (31 March 2024: HK$34,999,000), promissory notes payable of approximately HK$59,533,000 (31 March 2024: HK$66,333,000) and lease liabilities of approximately HK$6,208,000 (31 March 2024: HK$3,129,000). The gearing ratio, calculated on the basis of the Group's total borrowings to the shareholders' fund, was about 0.81 (31 March 2024: 0.74).

As at 31 March 2025,

(i) bank loans of approximately HK$127,110,000 (31 March 2024: HK$131,641,000) were interest-bearing at 1.9% (31 March 2024: 1.9%) per annum over Hong Kong Interbank Offered Rate ("**HIBOR**"), and were secured by the Fei Ngo Shan Property with a carrying value of approximately HK$383,000,000 (31 March 2024: HK$420,000,000);

(ii) bank loans of approximately HK$4,171,000 (31 March 2024: HK$4,351,000) were interest bearing at 1.26% (31 March 2024: 1.26%) per annum over Secured Overnight Financing Rate, were secured by the Fei Ngo Shan Property with a carrying value of approximately HK$383,000,000 (31 March 2024: HK$420,000,000), rental proceeds in respect of the Fei Ngo Shan Property, and an investment in a life insurance policy of the Group with a carrying amount of approximately HK$7,143,000 (31 March 2024: HK$6,983,000), and were guaranteed by the Company;

(iii) other loans of approximately HK$10,300,000 (31 March 2024: HK$18,999,000) were interest bearing at 5.125% (31 March 2024: 5.125%) above the Hong Kong Dollar Best Lending Rate per annum and secured by sub-charges/sub-mortgages on the first legal charges/mortgages of properties charged/mortgaged to the loans receivable of the Group with carrying amount of approximately HK$10,921,000 (31 March 2024: HK$21,808,000) and jointly guaranteed by the Company and an entity within the Group;

(iv) other loans of approximately HK$6,000,000 (31 March 2024: HK$6,000,000) were interest-bearing at 12% per annum (31 March 2024: 12%) and secured by sub-charges/sub-mortgages on the second/third legal charges/mortgages of properties charged/mortgaged to the loans receivable of the Group with carrying amount of approximately HK$9,258,000 (31 March 2024: 15,097,000);

(v) other loans of approximately HK$7,000,000 (31 March 2024: HK$10,000,000) were interest-bearing at 12% per annum (31 March 2024: 12%) and secured by sub-charges/sub-mortgages on the first/second legal charges/mortgages of properties charged/mortgaged to the loans receivable of the Group with carrying amount of approximately HK$8,028,000 (31 March 2024: 13,255,000) and guaranteed by an entity within the Group;

(vi) promissory notes payable bore interest at 8% (31 March 2024: 8%) per annum;

(vii) bank overdraft amounted to HK$7,255,000 (31 March 2024: HK$8,073,000) was interest bearing at higher of the bank's prime lending rate per annum and 2.5% per annum over 3-month HIBOR, and is secured by certain securities of margin clients' charged to the loans receivable of the Group with carrying amount of HK$14,809,000 (31 March 2024: HK$13,978,000) and guaranteed by the Company; and

(viii) the applicable interest rates for lease liabilities ranged from 5.90% to 6.56% (31 March 2024: 2.79% to 6.89%).

Investments in Financial Assets

As at 31 March 2025, the Group held a portfolio of listed securities with fair value of approximately HK$3,200,000 (31 March 2024: HK$6,076,000) and an investment in a life insurance policy of approximately HK$7,143,000 (31 March 2024: HK$6,983,000).

The Group entered into a life insurance policy with an insurance company to insure the chief executive officer of the Company during the year ended 31 March 2020. The total sum insured is approximately US$3,876,000 (equivalent to approximately HK$30,233,000 (the "**Sum Assured**"). The Group is the policy holder and the beneficiary of the policy. The Group has paid one-off premium of US$1,000,000 (equivalent to approximately HK$7,800,000). The Group can terminate the policy at any time and receive cash back based on the cash value of the policy at the date of termination. The cash value is determined by the premium paid plus accumulated interest earned minus the accumulated insurance policy charges and any applicable surrender charge (the "**Cash Value**").

In addition, if the termination and withdrawal of the policy are made between the 1st to 15th policy years, there is a specified amount of surrender charge. The surrender charge in full or partial termination would be calculated based on the number of years the policy has been in force and charged at the range from 0.23% to 3.28% of Sum Assured. The insurance company will pay the Group an interest on the outstanding Cash Value of the policy at the prevailing interest rate fixed by the insurance company and a minimum interest of 2% per annum is guaranteed by the insurance company.

The entire balance of such investment in a life insurance policy has been pledged to a bank security for the banking facilities granted to the Group.

The Group will continue to adopt a prudent approach for its investments in financial assets.

Charges on Group Assets

As at 31 March 2025,

(i) the Group's investment property of approximately HK$383,000,000 (31 March 2024: HK$420,000,000) and an investment in a life insurance policy of approximately HK$7,143,000 (31 March 2024: HK$6,983,000) were pledged to banks to secure the banking facilities granted to the Group; and

(ii) the Group's loans receivable of approximately HK$28,207,000 (31 March 2024: HK$50,160,000) were pledged to secure other loans granted to the Group.

Credit Risk

For the financial services businesses, the Group is strictly in compliance with the SFO. Margin financing loans are granted to customers based on their individual assessment of financial status, repayment records and the liquidity of collaterals placed by them. The applicable interest rate charged to the customer will be determined based on these factors. Generally, margin loans will be demanded for repayment once a customer fails to maintain the maintenance margin, or fails to repay the loan or any sum that is due to the Group.

For the Group's other financing service under its financial services segment, a loan may be secured by listed securities or a personal guarantee given by a third party. The market value of a client's listed securities as collaterals or the financial ability of the guarantor will be assessed before a loan drawdown.

Under the Group's mortgage financing business, the loans are usually secured by residential properties in Hong Kong. To lower the Group's exposure to the credit risk, the percentage of LTV for the new drawdown in general will be within 80%. To have a more reliable market value of a client's property, the Group will obtain two verbal valuations from two reputable appraisers while the lower one, the written report of which will be issued prior to the loan drawdown, will be used as the current market value in the calculation of LTV. The chief executive officer's additional approval is required for a drawdown with the LTV exceeding 80%. Onsite inspection of the proposed mortgaged property will be conducted by our loan managers if the credit manager thinks it necessary before loan disbursement.

For the Group's financing businesses, the management will from time to time assess whether the credit risk of the loans receivable has increased significantly since their initial recognition. The factors to be considered for possible loan impairment including the clients' repayment track record and updated financial position, the changes in market value of the clients' collaterals, and financial ability of their guarantors. After a drawdown, the management team will closely monitor the client's repayment status. When there is any default in repayment, the Group will contact such client via phone to urge him/her to settle the overdue amounts without further delay. In case the default in repayment persists, legal demand letters will be sent to the client through our lawyer(s). Accounts will be passed to debt collection agent(s) if a client does not give a positive response about the repayment plan or scheme such as loan restructuring or providing additional collateral. The Group will then take legal action against the client or his/her guarantor for recovery of debt. The Group will also take legal actions to enforce the possession of the defaulted client's property for auction if the loan is secured by a property.

For the insurance brokerage business, for clients who pay premiums or fees to insurance companies directly, and the technical representatives of the Group would follow up clients' payment status to ensure that their payments are made on time to the insurance companies.

Compliance and Operational Risks

The Group has put in place effective internal control systems for its operations. Under the financial services businesses, the relevant monitoring teams comprised licensed responsible officers registered under the SFO and the management, who have acted in compliance with the SFO, have been set up to monitor the operations, the settlement matters of traded financial products and cash, and to provide clients services of the regulated activities. As at 31 March 2025, the number of responsible officers of the Group registered under the SFO for each regulated activity under the financial services segment were as follows:

Type of License	Regulated activity	Number of responsible officers
Type 1	Dealing in securities	4
Type 2	Dealing in futures contracts	2
Type 4	Advising on securities	4
Type 6	Advising on corporate finance	Note
Type 9	Asset management	2

Note: Upon request by the Group and confirmed by the SFC, the Group surrendered its Type 6 (Advising on Corporate Finance) effective from 27 March 2025.

In order to safeguard clients' interests and comply with the requirements of the SFO, our monitoring teams have carried out ongoing checks and verifications so that we are able to maintain our service standard at a satisfactory level. During FY2025, the financial services operation of the Group had complied with the SFO. Clients were satisfied with our services.

For the Group's other financing service under its financial services segment, in addition to the review on clients' personal information, such as copies of their identity cards and residential address proof, the clients' listed securities that are used as collateral must be under the Group's custody. In the case of a provision of personal guarantee, the Group will also review the guarantor's financial position. If the guarantor owns a property, land search will be made for the proof of property ownership.

The Group has its internal assessment and work procedure in granting a mortgage loan. When a client is referred to the Group by its registered referral agent, a loan application form setting out the potential client's personal information and financial position, including his/her source of income and amount of income, the market value of the property as collateral, and details of the outstanding mortgage (if any) with banks or other financing company will be submitted to the director who is responsible for the mortgage financing business for approval. Together with the loan application form, the following documents will be verified or reviewed: (i) copy of identity card or passport;

(ii) copy of income proof, such as tax demand note, salary payroll receipt, employment contract or tenancy agreement; (iii) copy of residential address proof of the latest three months, such as utility bills, tax return or bank statement; (iv) legal search for the credit worthiness assessment; and (v) land search report for the proof of property ownership.

In addition to the know-your-client procedure, the Group will also observe the requirement to comply with the anti-money laundering and counter terrorist financing regulations for its financing businesses. For our mortgage financing business, to promote clients' awareness of the requirements of the Money Lenders Ordinance, a Summary of Provisions of the Money Lenders Ordinance will also be attached, for client's reference, to the loan agreement to be entered between the Group and its client. For FY2025, our operation had complied with the Money Lenders Ordinance and the applicable guidelines.

Under the insurance brokerage business, the responsible officer and the technical representatives are registered under the Insurance Ordinance, and they are required to act in compliance with that ordinance.

Interest Rate Risk

During FY2025, the Group's borrowings bore interest at either fixed interest rates or floating interest rates. Its risk arises from the interest payments which were charged according to floating interest rates. The Group monitors its interest rate exposure regularly to ensure that the underlying risk is within an acceptable range.

Liquidity Risk

The Group's policy is to regularly assess current and expected liquidity requirements of the Group and to ensure that it maintains reserves of cash, readily realisable marketable securities and adequate committed lines of funding from financial institutions to meet its liquidity requirements. As at 31 March 2025, the amount of undrawn banking facilities of the Group was approximately HK$5,198,000.

Price Risk

The Group is exposed to listed equity price risk arising from individual securities investments classified as financial assets at fair value through profit and loss. This risk results from the decrease in the levels of equity indices and the value of the individual securities. The Group's investments in listed shares are valued at the quoted market prices. The Group continues to monitor the movements in equity prices and will consider hedging the risk exposure should the need arise.

Foreign Exchange Exposure

During FY2025, the Group's business activities as well as its assets and liabilities were mainly denominated in Hong Kong dollar, New Taiwan dollar, U.S. dollar and Renminbi. In light of (i) the offset each other for assets and liabilities that were denominated in New Taiwan dollar; (ii) the exchange rate peg between the Hong Kong dollar and U.S. dollar; and (iii) the immaterial balance of assets or liabilities that were denominated in Renminbi when compared to the Group's total assets or liabilities, the Group considers its foreign exchange risk immaterial for FY2025. It is the Group's treasury policy to manage its foreign currency exposure to minimise any material financial impact to the Group.

Cyber Security Risk

The Group defines its cyber security risk as the risk to the Group's assets and operations due to the potential unauthorised access, use, disruption, modification or destruction of its operation systems.

In addition to the designated information technology ("**IT**") employee who is responsible for overseeing the operation of the Group's server and online trading systems, the Group also engages an external IT consultancy company which advises the Group on maintaining a high level of risk control with respect to cyber security risk. This external IT consultancy company also provides us advanced IT support and useful suggestions for the improvement or enhancement of our internal computer system to reduce the probability of cyber security risk.

The Group subscribes its trading operation systems from outside system service providers, and backs up the transaction records and clients' information on a daily basis. A back-up restoration test will be carried out as the management may from time to time determine. Also, we will assess the access right to operation systems by the management on a regular basis with a view to prevent unauthorised access or use of the systems.

The IT employee will perform the cyber security risk evaluation and report it to the management for review. To promote the awareness of the cyber security risk surrounding our operation systems, we provide our staff the latest cyber security risk information and relevant training from time to time.

STAFF

As at 31 March 2025, the Group had 47 employees. During FY2025, the Group's remuneration packages were generally structured with reference to prevailing market practice and individual merits. Salaries have been reviewed periodically based on the employee performance appraisal or other relevant factors. The Group also maintains certain staff benefit plans including medical insurance, hospitalisation scheme and mandatory provident fund scheme.

The emoluments of the Directors are determined by the Remuneration Committee as delegated by the Board with reference to market rates and respective Directors' experience, duties and responsibilities in the Group. None of the Directors are involved in deciding their own remuneration. The Group maintains the continued learning sponsorship scheme to sponsor the continuous professional development of the members of the Group including the Directors.

BONUS ISSUE OF WARRANTS

On 18 August 2023, the Board proposed an issue of bonus warrants to the shareholders of the Company (the "**Shareholders**") on the basis of 1 warrant for every 5 shares (the "**Bonus Issue of Warrants**"). For details of the Bonus Issue of Warrants, please refer to the announcement of the Company dated 18 August 2023 and the circular of the Company dated 31 August 2023 (the "**Warrant Circular**"). On 15 September 2023, the Shareholders approved the Bonus Issue of Warrants, pursuant to which 141,863,002 warrants were issued. The initial subscription price was HK$0.138 and the subscription period was from 5 October 2023 to 4 October 2024 (both days inclusive). Full exercise of the subscription rights attaching to the 141,863,002 warrants would result in the issue of 141,863,002 new shares. Details of the exercise of Bonus Issue of Warrants are set out as follows:

	Number of warrants	**Amount** *HK$'000*
Warrants issued	141,863,002	19,577
Warrants exercised during FY2024	(1,695,186)	(234)
At 31 March 2024	140,167,816	19,343
Warrants exercised during FY2025	(22,036,342)	(3,041)
Balance of warrants lapsed	118,131,474	16,302

As disclosed in the Warrant Circular, the Group would apply any subscription monies received as and when the subscription rights were exercised (the "**Subscription Monies**") for the general working capital of the Group, including administrative expenses, and financing or funding principal activities of the Group. As at 31 March 2025, all Subscription Monies has been applied as intended for the general working capital of the Group.

MATERIAL ACQUISITION AND DISPOSAL

Except as disclosed elsewhere in this announcement, the Group did not make any material acquisitions or disposals during FY2025.

CORPORATE GOVERNANCE

During FY2025, the Company has complied with all the code provisions of the Corporate Governance Code contained in Appendix C1 of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Board has adopted the Model Code (the "**Model Code**") for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 the Listing Rules as its own code for securities transactions by Directors.

The Directors have confirmed, following specific enquiry by the Company, that in FY2025, they have complied with the required standard as set out in the Model Code.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during FY2025.

EXTRACT FROM INDEPENDENT AUDITOR'S REPORT

The following is an extract from the independent auditor's report on the Group's audited consolidated financial statements for the year ended 31 March 2025. The report includes an emphasis of matter, without qualification.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2.1 to the consolidated financial statements, which indicate that the Group's a net loss of approximately HK$58,297,000 for the year ended 31 March 2025 and, as of that date, the Group had net current liabilities of approximately HK$107,285,000. These conditions, along with other matters as set forth in Note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

SCOPE OF WORK OF GRANT THORNTON HONG KONG LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto as set out in this preliminary announcement have been agreed by the Group's auditor, Grant Thornton Hong Kong Limited ("**Grant Thornton**"), and were consistent with the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Grant Thornton in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagement issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressly by Grant Thornton on this preliminary announcement.

REVIEW OF ACCOUNTS

The Company has the Audit Committee comprising three independent non-executive Directors ("**INEDs**"), namely, Mr. Lo Tsz Fung Philip, Mr. Li Hancheng and Ms. Ling Sui Ngor. The Audit Committee has reviewed the Group's annual results for FY2025.

PUBLICATION OF THIS ANNOUNCEMENT AND ANNUAL REPORT

This announcement will be published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://www.irasia.com/listco/hk/styland/). The annual report for FY2025 containing all the information required by the Listing Rules will be published on the websites of the Company and the Stock Exchange and despatched to the shareholders of the Company in due course.

On behalf of the Board
Styland Holdings Limited
Li Hancheng
Non-executive Chairman

Hong Kong, 27 June 2025

As at the date of this announcement, the Board comprises two executive Directors Mr. Cheung Hoo Win and Mr. Ng Yiu Chuen and three INEDs Mr. Li Hancheng, Mr. Lo Tsz Fung Philip and Ms. Ling Sui Ngor.

* *For identification purpose only*