

EDICO Holdings Limited

鉅京控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8450

STRESS,  
FEAR NOT

Annual Report 年報

23

24



\* For identification purpose only 僅供識別

# CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND THE “GEM”, RESPECTIVELY)

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

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





Cover Story

## "STRESS, FEAR NOT"

HAS MAGICALLY CONDENSED EDICO'S MESSAGE OF THE YEAR. WE PLAY MANY ROLES IN LIFE, DO MANY THINGS A DAY, WHICH THUS LEAVE US NO TIME TO OURSELVES. WHAT TO DO WHEN CONFRONTED WITH STRESS? "FEAR NOT" IS OUR WAY TO SHOW CARE FOR EVERYONE AROUND US, THAT WE SHOULD TAKE SMALL STEPS, AND LIVE HAPPILY. IT'S BASICALLY IN YOUR HANDS, SO "FEAR NOT".



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Corporate Governance  
Report

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

Mr. Chan Tsang Tieh (*Chairman*)  
Mrs. Donati Chan Yi Mei Amy (*Chief Executive Officer*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Wai Ming  
Mr. Wan Chun Wai Andrew  
Ms. Chan Chiu Yee Natalie

## BOARD COMMITTEES

### AUDIT COMMITTEE AND RISK MANAGEMENT COMMITTEE

Mr. Li Wai Ming (*Chairperson*)  
Mr. Wan Chun Wai Andrew  
Ms. Chan Chiu Yee Natalie

### REMUNERATION COMMITTEE

Mr. Wan Chun Wai Andrew (*Chairperson*)  
Mrs. Donati Chan Yi Mei Amy  
Ms. Chan Chiu Yee Natalie

### NOMINATION COMMITTEE

Ms. Chan Chiu Yee Natalie (*Chairperson*)  
Mr. Chan Tsang Tieh  
Mr. Wan Chun Wai Andrew

## COMPANY SECRETARY

Ms. Cheng Kwai Yee *FCCA*

## AUTHORISED REPRESENTATIVES

Mrs. Donati Chan Yi Mei Amy  
Ms. Cheng Kwai Yee

## COMPANY'S WEBSITE

[www.edico.com.hk](http://www.edico.com.hk)

## INDEPENDENT AUDITOR

PKF Hong Kong Limited  
26/F, Citicorp Centre  
18 Whitefield Road  
Causeway Bay  
Hong Kong

## COMPLIANCE OFFICER

Mrs. Donati Chan Yi Mei Amy

## REGISTERED OFFICE

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

# CORPORATE INFORMATION

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8/F., Wheelock House  
20 Pedder Street  
Central  
Hong Kong

## PRINCIPAL BANKERS

Hang Seng Bank Limited  
Bank of Communications (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## LISTING INFORMATION

### PLACE OF LISTING

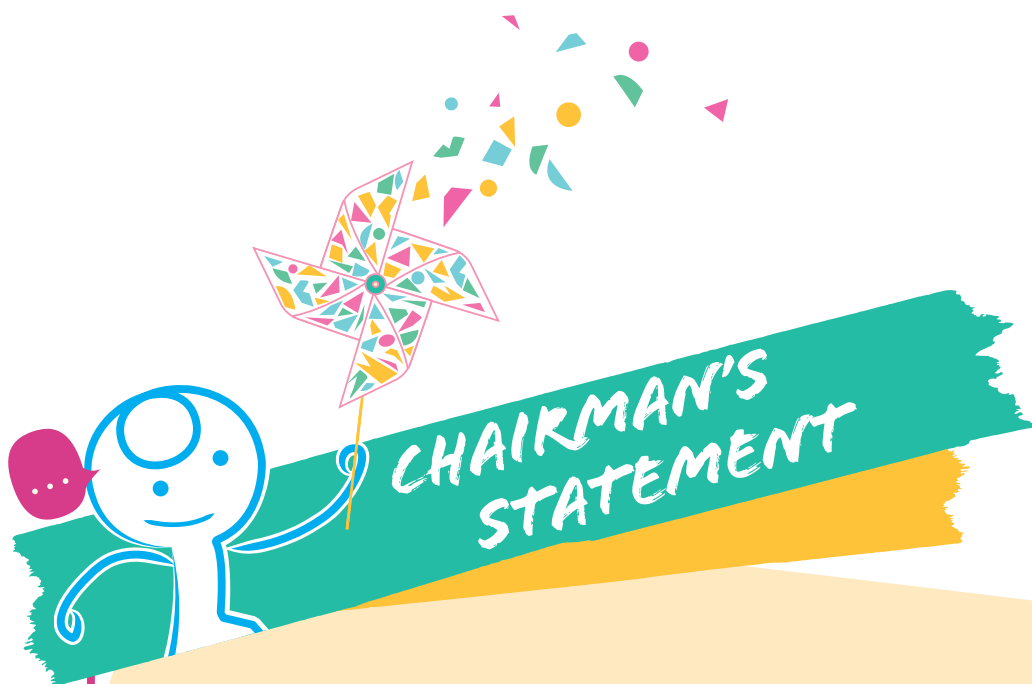
GEM of The Stock Exchange of Hong Kong Limited

### STOCK CODE

8450

### BOARD LOT

10,000 shares



*DEAR SHAREHOLDERS,  
ON BEHALF OF THE BOARD OF DIRECTORS OF EDICO  
HOLDINGS LIMITED ("EDICO" OR THE "COMPANY"),  
I AM PLEASED TO PRESENT THE FINANCIAL RESULTS OF  
THE COMPANY AND ITS SUBSIDIARIES (COLLECTIVELY  
THE "GROUP") FOR THE FINANCIAL YEAR ENDED 30TH  
SEPTEMBER 2024 (THE "YEAR").*

Capital market activities in China and Hong Kong stayed weak for most of the Year, not until investor sentiment turned favourable following the announcement of economic stimulus measures in China, as well as the monetary easing policies adopted by major central banks in late September 2024. Meanwhile, the Stock Exchange expanded its paperless listing regime during the Year dampened the demand for printing paper documents by the listed issuers in Hong Kong. Thus it affected the financial performance of our core financial printing business. However, we will continue to maintain prudent cost control and strengthened operational capabilities in the difficult times, and proactively exploring new business opportunities.

Once again, I would like to express my deepest gratitude to my fellow Directors, the management team, staff, shareholders, customers, suppliers and business partners for their continued support especially in the challenging times.

**Chan Tsang Tieh**

*Chairman and Executive Director*

Hong Kong, 15th December 2024





# CEO'S MESSAGE

Despite the COVID-19 pandemic has been ended, the overall strength and pace of the Hong Kong economy recovery were well below expectations during the Year. The challenging external environment and high interest rates continued to impact the investment sentiment of the China and Hong Kong capital market. Fund raising activities remained sluggish for both IPO and secondary markets amid low equity valuations.

The theme of this annual report “Stress, Fear Not” fully reflects our determination during this challenging period. EDICO is never fear of challenges. Under the market headwinds, we keep moving forward and strengthen our core competitiveness, and not let the stress and fear hold us back. With the right mindset and the solid foundation being laid over the years as a premier financial printer, we can overcome any challenges ahead and create long-term values to our shareholders.

While climate change has led to the frequency and severity of extreme weather events becoming more prevalent and damaging, EDICO is fully committed to advancing sustainability and integrating sustainability principles into business operations. With the continuous support from our staff and customers in reducing consumption of various resources such as paper and electricity, our overall greenhouse gas emission has been lowered by about 20% for the Year. Notwithstanding we strictly comply the ESG Reporting Guide of the Stock Exchange, we also commit to integrate the international well-recognized sustainability measures “Sustainable Development Goals” into our business operations.

Looking ahead, the recent global interest rate cuts and Chinese government’s stimulus measures will definitely support the recovery of the China and Hong Kong capital market. The recent completion of the largest IPO in the last three years for the Stock Exchange signals the return of confidence and interests of investors. Meanwhile, the liquidity of the secondary market has also been improved with the equity market turnover topped a new record high. As always, EDICO is well equipped and positioned to capitalize the opportunities.

**Donati Chan Yi Mei Amy**


*Chief Executive Officer*

Hong Kong, 15th December 2024





# MISSION



WE ARE A TRUSTED PROVIDER OF FINANCIAL PRINTING SERVICES. WE CONTINUE TO PURSUE EXCELLENCE THROUGH IMPROVEMENTS IN TECHNOLOGY AND PEOPLE, NEVER UNDERESTIMATE THE ROLE THAT WE HAVE IN CAPITAL MARKETS.



# VISION

TO BE A LEADING PROVIDER OF FINANCIAL PRINTING SERVICES IN THE REGION.

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW AND OUTLOOK

We remain confident in the Hong Kong capital market, as well as our business. Investment sentiment in Hong Kong has already been vibrant once again amid global interest rates cuts and economic stimulus policies of the Chinese government. Hong Kong has already regained its position among the top five global Initial Public Offering (“**IPO**”) venues, driven by the recent listing of several large-scale IPOs. We believe the demand for the premium financial printing services in Hong Kong will be resumed and EDICO is always well positioned to capitalize the opportunities.

“Stress, Fear Not”. The theme of this annual report, fully reflects our determination during this challenging period. Under the market headwinds, we keep moving forward and strengthen our core competitiveness, and not let the stress and fear hold us back.

The Group focuses on operating 24/7 integrated pre- and post-printing services with customers mainly from financial and capital markets. We offer a wide range of comprehensive pre- and post-printing services, namely typesetting, proofreading, translation, design, printing and binding, distribution and media placement. The printed documents we produce cover a vast array of corporate financial-related printed materials, including:

- (i) Listing-related Documents;
- (ii) Periodical Reporting Documents;
- (iii) Compliance Documents; and
- (iv) Miscellaneous and Marketing Collaterals.

Set out below is the revenue attributable to each category of documents and their percentage to the total revenue we handled during the year ended 30th September 2024 (“**Year 2024**”) and year ended 30th September 2023 (“**Year 2023**”):

	2024		2023	
	HK\$'000	%	HK\$'000	%
Listing-related documents	10,745	26.8	4,959	10.7
Periodical reporting documents	20,181	50.4	27,574	59.3
Compliance documents	7,327	18.3	12,244	26.3
Miscellaneous and marketing collaterals	1,815	4.5	1,722	3.7
	40,068	100	46,499	100

For the Year 2023 and Year 2024, revenue attributable to the top five customers amounted to approximately 16.9% and 22.3% of our total revenue respectively. The Group did not over-rely on any major customer. All of the top five customers during the reporting years were independent third parties.

The Group’s suppliers are the subcontractors. During the Year 2023 and Year 2024, the Group subcontracted some of the translation works to independent translation companies and printing and binding works to independent printing factories and incurred approximately HK\$10.7 million and HK\$8.9 million of translation and printing subcontracting costs respectively, representing approximately 44.6% and 42.8% of our total cost of services respectively.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

The following table extracts certain major items of the consolidated financial information of the Group during the Year 2024:

	2024 HK\$'000	2023 HK\$'000
Revenue	40,068	46,499
Cost of services	(20,821)	(23,944)
Gross profit	19,247	22,555
Gross profit margin	48.0%	48.5%
Loss before tax	(6,252)	(7,721)
Loss for the year	(7,298)	(7,680)

## REVENUE

For the Year 2023 and Year 2024, the Group's revenue was approximately HK\$46.5 million and HK\$40.1 million respectively. The decrease was mainly due to the further expand of paperless listing regime and the uncertainties in the financial market during the Year 2024.

## COST OF SERVICES

The Group's cost of services mainly represents (i) the subcontractor costs which comprise translation costs and printing costs; (ii) direct labour costs; (iii) in-house translation costs; (iv) design costs; (v) advertising costs; and (vi) other costs such as photocopiers' rental, stock photo purchasing and customers' catering costs. For the Year 2023 and Year 2024, cost of services amounted to approximately HK\$23.9 million and HK\$20.8 million respectively. The decrease in cost of services was generally in line with the decrease of the Group's revenue during the Year 2024.



# MANAGEMENT DISCUSSION AND ANALYSIS

## GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's gross profit was relatively stable for the Year 2023 and Year 2024. Gross profit margins for the Year 2023 and Year 2024 were approximately 48.5% and 48.0%, respectively.

## SELLING EXPENSES

The Group's selling expenses increased by approximately HK\$0.3 million, or 9.6%, from approximately HK\$2.6 million for the Year 2023 to approximately HK\$2.9 million for the Year 2024. The increase was mainly due to the increase in staff costs.

## ADMINISTRATIVE AND OTHER OPERATING EXPENSES

The Group's administrative and other operating expenses increased by approximately HK\$3.6 million, or 14.9%, from approximately HK\$24.6 million for the Year 2023 to approximately HK\$28.2 million for the Year 2024. The increase was mainly due to the increase in impairment losses on non-current assets.



## FINANCE COSTS

The Group's finance costs represented interest on lease liabilities under Hong Kong Financial Reporting Standard 16.

## INCOME TAX

There was no current tax for the Group for the Year 2024 and Year 2023 as the Group had no assessable profits for the year. The income tax expense for the Year 2024 represented deferred tax.

## LOSS FOR THE YEAR

The Group recorded a net loss after tax of approximately HK\$7.3 million for the Year 2024 as compared with that of approximately HK\$7.7 million for Year 2023. The change was primarily due to the decrease in revenue and gross profit, and the increase in administrative and other operating expenses for reasons mentioned in the paragraphs above, partially offset by the reversal of impairment losses under expected credit loss model.

# MANAGEMENT DISCUSSION AND ANALYSIS

## INTEREST COVERAGE RATIO

Interest coverage ratio was not applicable to the Group as the Group did not have any borrowings and therefore, had not incurred any interest expenses from borrowings during the respective years.

## RETURN ON TOTAL ASSETS

The negative return on total assets was approximately 8.5% and 10.2% for the Year 2023 and Year 2024, respectively.

## RETURN ON EQUITY

The negative return on equity was approximately 13.4% and 14.5% for the Year 2023 and Year 2024, respectively.

## DIVIDEND

The board of directors of the Company (the “**Directors**” and the “**Board**”, respectively) has resolved not to recommend the payment of a final dividend in respect of the Year 2024 (2023: Nil).

# MANAGEMENT DISCUSSION AND ANALYSIS

## KEY PERFORMANCE INDICATORS (“KPIs”) WITH THE STRATEGIES OF THE GROUP

The Group sets a number of KPIs to support the delivery of its strategies with its performance as below:

Objective	KPIs	Strategies
Maximise value for the shareholders	<p>Gross profit margin<sup>(1)</sup> = 48.0% (2023: 48.5%)</p> <p>Return on total assets<sup>(2)</sup> = (10.2%) (2023: (8.5%))</p> <p>Return on equity<sup>(3)</sup> = (14.5%) (2023: (13.4%))</p>	The Group has implemented effective cost control measures, pricing arrangement and capital expenditure.
Maintain the Group’s liquidity and monitor capital structure	<p>Cash and cash equivalents and fixed deposits = approximately HK\$60.2 million (2023: approximately HK\$60.6 million)</p> <p>Current ratio<sup>(4)</sup> = 3.5 times (2023: 2.6 times)</p> <p>Gearing ratio<sup>(5)</sup> = N/A (2023: N/A)</p> <p>Net debt to equity ratio<sup>(6)</sup> = Net cash position (2023: Net cash position)</p>	The Group adopts a prudent financial management policy to regularly monitor its liquidity requirements and compliance with facilities arrangement so as to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet the liquidity requirements of the Group in the short and long term.

Notes:

- Gross profit margin is calculated by dividing the gross profit for the year by revenue and then multiplied by 100%.
- Return on total assets is calculated by dividing the net loss for the year by the total assets as at the respective year end and then multiplied by 100%.
- Return on equity is calculated by dividing the net loss for the year by the total equity as at the respective year end and then multiplied by 100%.
- Current ratio is calculated by dividing the total current assets by the total current liabilities as at the respective year end.
- Gearing ratio is calculated by dividing the total borrowings by the total equity as at the respective year end and then multiplied by 100%.
- Net debt to equity ratio is calculated by dividing the net debt (all borrowings net of cash and cash equivalents) by the total equity as at the respective year end and then multiplied by 100%.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FOREIGN CURRENCY EXPOSURE

The Group's businesses are located in Hong Kong and most transactions are conducted in Hong Kong dollars ("HK\$") except for certain contract sum denominated in United States dollars ("USD"). Most of the Group's assets and liabilities are denominated in HK\$, except for certain cash on hand and bank deposits which were denominated in USD, Taiwan Dollar, Renminbi and Sterling Pound.

The Directors are of the view that the Group's operating cash flow and liquidity are not subject to significant foreign exchange rate risks and therefore, no hedging arrangements were made during the Year 2024. However, the Group will review and monitor the relevant foreign exchange risk from time to time based on its business development requirements and may enter into foreign exchange hedging arrangements when applicable.

## PRINCIPAL RISKS AND UNCERTAINTIES

Our Group generally do not enter into long-term agreements with our customers and may not be able to retain existing customers or secure new customers. We engage our subcontractors on a project-by-project basis for some of our translation works and printing works to our subcontractors and their failure to meet our requirements may affect the quality of our services. However, customer satisfaction and quality services are the cornerstones of the Group's long-term sustainable growth. Thus, the Group will continue to invest in our facilities and our staff to further enhance our service standard and competitiveness.

## LIQUIDITY, FINANCIAL RESOURCES, BORROWING AND GEARING RATIO

The Group's primary use of cash is to satisfy the working capital and capital expenditure needs. Historically, the Group's use of cash has mainly been financed through a combination of cash received from the provision of services and financial support from the shareholders.

As at 30th September 2024, the Group had cash and cash equivalents and fixed deposits of approximately HK\$60.2 million (2023: HK\$60.6 million) and did not have any bank borrowings. Our Directors believe that the Group's operation will be funded by internally generated cash flows and, if necessary, additional equity and/or debt financing.

As at 30th September 2024, the Group's current assets amounted to approximately HK\$71.5 million (2023: HK\$77.4 million) and current liabilities amounted to approximately HK\$20.3 million (2023: HK\$29.9 million). Current ratio was 3.5 times as at 30th September 2024 (2023: 2.6 times).

The gearing ratio was not applicable to the Group as at 30th September 2023 and 2024 as the Group did not have any outstanding debt.



# MANAGEMENT DISCUSSION AND ANALYSIS

## CAPITAL STRUCTURE

There was no change in the Company's capital structure during the Year 2024. Considering the current financial position of the Group and provided that there is no unforeseeable adverse circumstance, the management does not anticipate the need to change the capital structure. The Board believes that the Group is in a healthy financial position and has sufficient resources to support its operations and meet its foreseeable capital expenditures.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

The Group had no acquisitions and disposals of subsidiaries, associates or joint ventures for the Year 2024.

## SEGMENTAL INFORMATION

Segmental information has been set out in note 7 to the consolidated financial statements of this annual report.

## NUMBER AND REMUNERATION OF EMPLOYEES, REMUNERATION POLICIES, BONUS AND SHARE OPTION SCHEMES AS WELL AS TRAINING SCHEMES

As at 30th September 2024, the Group had 58 (2023: 69) employees. The total remuneration (including salaries and allowances, discretionary bonuses and contributions to pension schemes) paid by the Group to the Directors for the Year was approximately HK\$2.4 million (2023: HK\$2.2 million).

The staff costs of the Group (including salaries, allowances and benefits, and contributions to defined contribution retirement plans) for the Year amounted to approximately HK\$22.9 million (2023: HK\$22.2 million).

The Group's principal policies concerning remuneration of the Directors and senior management are determined based on the duties, responsibilities, experience, skills and time commitment of the relevant Director or member of senior management, as well as the performance of the Group.

The Group determines the employees' remuneration based on factors such as market competitive salaries and their previous work experience. One of the key principles of the remuneration policy is to remunerate employees in a manner that is market competitive. The Group also regularly evaluates the employees to assess their performance.

The Company has adopted a share option scheme to reward the eligible participants for their contribution to the Group. The Group also provides continuous trainings to the employees to improve their skills and develop their potential. It provides mandatory trainings to the new staff based on the tasks they perform in the course of its business. The Group also provides departmental and office-wide trainings to the staff in relation to business and the financial printing industry, such as site visits to printing factories and seminars about paper characteristics and printing.

## CHARGES ON THE GROUP'S ASSETS

As at 30th September 2024 and 2023, the Group did not have any loans and banking facility and therefore, no asset had been pledged to any parties.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND THE EXPECTED SOURCES OF FUNDING

The Group did not have any significant investments or any other plans for material investments or capital assets as at 30th September 2024.

## CONTINGENT LIABILITIES

As at 30th September 2024 and 2023, the Group had no significant contingent liabilities.

# DIRECTORS AND SENIOR MANAGEMENT PROFILES

## DIRECTORS

### Mr. Chan Tsang Tieh (陳增鈇)

*Executive Director and Chairman*

**Mr. Chan**, aged 74, is the chairman of the board of directors of the Company (the “**Directors**”, the “**Board**” and the “**Chairman**”, respectively) and an executive Director, responsible for providing strategic advice to our Company and its subsidiaries (the “**Group**”). Mr. Chan was appointed as a Director on 20th May 2016 and was re-designated as an executive Director and appointed as the Chairman on 22nd June 2017. Mr. Chan is also a member of the nomination committee of the Board (the “**Nomination Committee**”) and the sole director of all the subsidiaries of the Company. He established our Group in October 2009 and is the controlling shareholder of our Company through his beneficially 100%-owned Achiever Choice Limited, of which he is the sole director. During the period from 2004 to 2006, Mr. Chan had investment in the business of digital control and automation system in Fujian, the People’s Republic of China (the “**PRC**”). During the period from 1986 to 2004, Mr. Chan set up and operated the business of various industries in Hong Kong, including the distribution of household goods, production of belts and shoulder pads. He engaged in these businesses both in a management role and as an investor. From 1973 to 1986, Mr. Chan was a factory worker in different industries in Hong Kong, including bicycle manufacturing and garment production. Mr. Chan received his secondary education in the PRC during 1965 to 1968.

### Mrs. Donati Chan Yi Mei Amy (陳綺媚)

*Executive Director and Chief Executive Officer*

**Mrs. Donati**, aged 50, is the Chief Executive Officer, an executive Director and the compliance officer of our Company and is responsible for overseeing the daily operations, general management and strategic planning of our Group, and ensuring the Group’s compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and other relevant laws and regulations. Mrs. Donati is also a member of the remuneration committee of the Board. She was appointed as an executive Director on 22nd June 2017 and as the Chief Executive Officer on 30th June 2017. She joined our Group on 1st August 2010 and has held the position of managing director prior to her appointment as the Chief Executive Officer. Mrs. Donati is also the Chief Executive Officer of EDICO Financial Press Services Limited (“**EDICO**”), an indirect wholly-owned subsidiary of the Company. Mrs. Donati has over 2 decades of experience in the financial printing industry. Prior to joining our Group, she was a general manager and sales director of iOne (Regional) Financial Press Limited from November 2005 to December 2009, responsible for the sales and marketing activities and general management of the company. From June 2001 to October 2005, Mrs. Donati worked at Donnelley Financial Solutions Hong Kong Limited (formerly known as Roman Financial Press Limited), and her last position held was an associate sales director primarily responsible for overseeing the sales and marketing activities of the company. She was also the sales trainee of RR Donnelley Financial Asia Limited from April 2000 to May 2001, responsible for project management. Mrs. Donati graduated from the University of Keele in England with a Bachelor of Laws (LLB) and a Bachelor of Business Administration in July 1996.

# DIRECTORS AND SENIOR MANAGEMENT PROFILES

## Mr. Li Wai Ming (李威明)

*Independent Non-executive Director*

**Mr. Li**, aged 54, was appointed as an independent non-executive Director (the “**INED**”) on 15th November 2017. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Li is also the chairperson of each of our Board’s audit committee (the “**Audit Committee**”) and risk management committee (the “**Risk Management Committee**”).

Mr. Li has about 20 years of experience in the finance industry. From March 1997 to March 1999, Mr. Li worked in leading accounting firms. He held the position of senior finance manager in a company listed on the Stock Exchange before his retirement. Mr. Li also served as an independent non-executive director of China International Development Corporation Limited, a company listed on the Stock Exchange (stock code: 264) from September 2015 to December 2015.

Mr. Li is a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants in the United Kingdom (the “**UK**”), an associate member of The Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) in the UK, a member of The Hong Kong Institute of Chartered Secretaries. Mr. Li obtained his master of professional accounting degree in November 2004 from the Hong Kong Polytechnic University.

## Mr. Wan Chun Wai Andrew (尹振偉)

*Independent Non-executive Director*

**Mr. Wan**, aged 69, was appointed as an INED on 15th November 2017. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Wan is also the chairperson of our Board’s remuneration committee (the “**Remuneration Committee**”) and a member of each of our Audit Committee, Nomination Committee and Risk Management Committee.

Mr. Wan has over 20 years of experience in business administration and finance. Mr. Wan is now a School Manager of a kindergarten.

Mr. Wan is a fellow member of the Association of Chartered Certified Accountants in the UK and a member of each of Certified General Accountants of Ontario, Canada, Chartered Professional Accountants, Canada and the Hong Kong Institute of Certified Public Accountants. Mr. Wan obtained his master of business administration degree from the University of South Australia in October 2009.

## DIRECTORS AND SENIOR MANAGEMENT PROFILES

### Ms. Chan Chiu Yee Natalie (曾昭怡)

*Independent Non-executive Director*

**Ms. Chan**, aged 38, was appointed as an INED on 15th November 2017. She is primarily responsible for supervising and providing independent judgment to the Board. Ms. Chan is also the chairperson of our Nomination Committee and a member of each of our Audit Committee, Remuneration Committee and Risk Management Committee.

Ms. Chan has over 10 years of experience in the legal industry and is now working as a legal consultant, primarily responsible for providing legal advice.

Ms. Chan was admitted a solicitor in Hong Kong in November 2013. Ms. Chan obtained her bachelor of science in corporate finance and accounting degree from Bentley University in the United States in May 2008 as well as her juris doctor degree in December 2010 and her postgraduate certificate in laws in July 2011, both from the Chinese University of Hong Kong.

## COMPANY SECRETARY

### Ms. Cheng Kwai Yee (鄭桂儀)

*Chief Financial Officer and Company Secretary*

**Ms. Cheng**, aged 48, is the company secretary and the Chief Financial Officer of our Company. Ms. Cheng joined the Group in April 2010 and is responsible for overseeing the Group's daily accounting operation and financial management. Ms. Cheng has over 20 years of experience in the accounting industry. Prior to joining the Group, Ms. Cheng was the accounting and human resources manager of EVI Services Limited, an educational software service company, from March 2008 to March 2010 mainly responsible for handling accounting matters. Between January 2004 and March 2008, Ms. Cheng served as an account officer in Thing On Securities Limited, and was mainly responsible for handling accounting matters. Between July 2001 and November 2003, Ms. Cheng worked as an audit semi-senior at Andrew Ma DFK (CPA) Ltd. From March 2000 to July 2001, Ms. Cheng worked as an audit junior and audit assistant in Gregory K.S. Tsang & Co. From December 1998 to March 2000, Ms. Cheng was an accounting clerk at China Shipping (Hong Kong) Agency Co., Ltd.

Ms. Cheng was admitted as a member of the Association of Chartered Certified Accountants in the UK in 2003 and was advanced to fellowship status in 2008. She was also admitted as a member of the Hong Kong Institute of Certified Public Accountants in July 2017. She obtained a Bachelor of Business Administration degree from the Hong Kong Baptist University in December 1998.

# DIRECTORS AND SENIOR MANAGEMENT PROFILES

## SENIOR MANAGEMENT

Members of our Group's senior management team, in addition to the Directors listed above, are as follows:

### Ms. Cheng Kwai Yee (鄭桂儀)

Chief Financial Officer and Company Secretary

**Ms. Cheng Kwai Yee (鄭桂儀)** is the company secretary and the Chief Financial Officer of our Company.

For the biography of Ms. Cheng, please see the subsection headed "Senior Management" above.

### Ms. Lok Yuen Yu Izabel (駱婉如)

Chief Operations Officer

**Ms. Lok**, aged 52, joined our Group in January 2010, and is the Chief Operations Officer of our Group. She is responsible for managing the operations in providing our services to clients. Ms. Lok has over 18 years of experience in the financial printing industry. Ms. Lok was an account servicing director of iOne (Regional) Financial Press Limited from November 2005 to December 2009, mainly responsible for customer services. She served as a customer service executive in Donnelley Financial Solutions Hong Kong Limited (formerly known as Roman Financial Press Limited) from July 2001 to October 2005, and was mainly responsible for customer service. Ms. Lok graduated from the University of Lethbridge, Canada with a degree of Bachelor of Arts in May 1997.

### Ms. Lee Shuk Yee (李淑儀)

Sales Director

**Ms. Lee**, aged 58, joined our Group in August 2012 and is a Sales Director of EDICO primarily responsible for managing client relationship and expanding our Group's network for potential business. Ms. Lee worked as a senior account manager in Speedy Design Communications Limited, a company engaging in brand management and event management business, from May 2011 to August 2012, and was primarily responsible for customer account management. She served as an account director in The Design Associates Limited between September 2002 and April 2011, and was primarily responsible for managing customer relationship.

Ms. Lee graduated from the Hong Kong Shue Yan College (currently known as the Hong Kong Shue Yan University) with a diploma from the Department of Journalism in July 1990. In addition, Ms. Lee obtained a McDonald's International Communications diploma from McDonald's Communications University in February 1997. She also obtained a bachelor of management studies from the University of Hong Kong in December 2004. Ms. Lee has completed the Six Sigma Green Belt Certificate Programme provided by AC&A Consultancy & Training Co. Ltd. in March 2011.

# DIRECTORS' REPORT

The directors of the Company (the “**Directors**”) are pleased to present their report together with the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 30th September 2024 (the “**Year**”).

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the provision of financial printing services in Hong Kong. The principal activities of the Company’s subsidiaries are set out in note 29 to the Consolidated Financial Statements of this annual report.

## BUSINESS REVIEW

Further discussion and analysis of the performance of the Group, including a fair review of the business of the Group, an analysis using financial key performance indicators, a discussion of the principal risks and uncertainties faced by the Group and an indication of likely future developments in the Group’s business, can be found in the sections headed “Chairman’s Statement”, “CEO’s Message” and “Management Discussion and Analysis” of this annual report. The financial risk management objectives and policies of the Group are set out in note 34 to the Consolidated Financial Statements of this annual report. Those discussions form part of this report.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to maintaining the long-term sustainability of the environment and devoted to building an environmentally friendly corporation. The Group implements policies and practices to achieve resources conservation, energy saving and waste reduction so as to minimise its impact on the environment. Due to the nature of its business, the Group does not produce, emit or discharge any pollutant during the course of the business. Accordingly, the Group is not subject to any specific rules or regulations in relation to the environmental protection matters.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group and its activities are subject to requirements under various laws in Hong Kong. The Group has put in place in-house rules containing measures and work procedures to ensure that the Group’s operation is in compliance with the applicable laws and regulations that have a significant impact on the Group.

The Group maintains employees’ compensation insurance for all of the employees as required under the Employees’ Compensation Ordinance and other applicable laws and regulations in Hong Kong. The Group also participates in the mandatory provident fund scheme registered under the Mandatory Provident Fund Schemes Ordinance for the employees in Hong Kong. The Directors consider that the employees’ compensation insurance coverage is sufficient and in line with the normal commercial practice in Hong Kong.

The Group follows the health and safety-related rules and regulations in accordance with the Occupational Safety and Health Ordinance of Hong Kong and sets the requirements for workplace environmental control and hygiene at workplaces pursuant to the above ordinance.

# DIRECTORS' REPORT

## RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are key to its sustainable development. The Group is committed to establishing a close and caring relationship with its customers and enhancing co-operation with its business partners.

The Group maintains a very stable and experienced management team and places great emphasis on training its employees by providing orientation training for new employees and on-the-job training and organising team building events.

The Group also organises various social activities occasionally to create a harmonious working environment for the employees.

During the Year, the Group maintained good relationship with its customers and generally maintained a high retention rate with the existing customers to keep abreast of market development and potential business opportunities.

The Group has maintained stable and long-established business relationships with its major suppliers. It does not foresee any difficulty in procurement nor has it experienced any production disruption.

## IMPORTANT EVENT AFTER THE REPORTING PERIOD

On 8th October 2024, the Board was notified by the Achiever Choice Limited (the “**Vendor**”, whose sole director and sole shareholder is Mr. Chan Tsang Tieh (“**Mr. Chan**”), an executive Director and the chairman of the Board) that, Mr. Chan and Jantix Management Limited (the “**Offeror**”, whose sole director and sole shareholder is Mr. Lui Yu Kin) entered into a sale and purchase agreement (the “**Share Purchase Agreement**”) pursuant to which the Vendor agreed to sell, and the Offeror agreed to purchase, 560,000,000 ordinary shares in the share capital of the Company (representing 56.0% of the total issued share capital of the Company).

Immediately following the completion of the Share Purchase Agreement, the Offeror and parties acting in concert with it hold in aggregate 560,000,000 Shares, representing 56.0% of the total issued share capital of the Company. The Offeror was therefore required under Rule 26.1 of the Takeovers Code to make a mandatory unconditional cash offer (the “**Offer**”) to acquire all the issued ordinary shares in the share capital of the Company not already owned or agreed to be acquired by the Offeror and parties acting in concert with it. The Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee in relation to the Offer; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Offer and as to the acceptance of the Offer; and (iv) the relevant form(s) of acceptance and transfer, has been despatched to the shareholders on 5th November 2024.

Immediately after the close of the Offer and as of 26th November 2024, taking into account the valid acceptances in respect of a total of 470,000 Offer Shares under the Offer, the Offeror and parties acting in concert with it were interested in an aggregate of 560,470,000 Shares, representing 56.0% of the issued share capital of the Company as of 26th November 2024.

During the period from 4th December 2024 to 6th December 2024, the Offeror has disposed of 2,670,000 Shares held by it and the Offeror and parties acting in concert with it were interested in an aggregate of 557,800,000 Shares, representing 55.8% of the issued share capital of the Company as of 6th December 2024.



# DIRECTORS' REPORT

For details, please refer to the joint announcements jointly issued by the Offeror and the Company dated 15th October 2024, 5th November 2024 and 26th November 2024 (collectively, the “**Joint Announcements**”), the announcement issued by the Company dated 6th December 2024 and the Composite Document dated 5th November 2024. Unless otherwise defined, capitalised terms used in this section shall have the same meanings as those defined in the Joint Announcements.

Save as disclosed above, the board of Directors (the “**Board**”) is not aware of other important event affecting the Group that has taken place subsequent to 30th September 2024 and up to the date of this report.

## RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 59 of this annual report.

## FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for each of the last five financial years is set out on page 108 of this annual report.

## DIVIDEND

The Board has resolved not to recommend the payment of a final dividend for the Year.

## ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company is scheduled to be held on 18th February 2025 (the “**2025 AGM**”). For the purpose of determining those shareholders of the Company (the “**Shareholders**”) who are entitled to attend and vote at the 2025 AGM, the register of members of the Company will be closed from 13th February 2025 to 18th February 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2025 AGM, the non-registered Shareholders must lodge all completed share transfer instruments accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on 12th February 2025.

# DIRECTORS' REPORT

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the Consolidated Financial Statements of this annual report.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 26 to the Consolidated Financial Statements of this annual report.

## RESERVES

Details of the movements in the reserves of the Group and the Company during the Year are set out in page 61 and page 106 of this annual report, respectively.

## DISTRIBUTABLE RESERVES

As at 30th September 2024, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law of the Cayman Islands, amounted to approximately HK\$32.9 million.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company (the "**Articles of Association**") or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

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

During the Year, the Company did not redeem any of its listed securities, nor did the Company and any of its subsidiaries purchase or sell such securities.

# DIRECTORS' REPORT

## DIRECTORS

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

### EXECUTIVE DIRECTORS

Mr. Chan Tsang Tieh (*Chairman*)

Mrs. Donati Chan Yi Mei Amy (*Chief Executive Officer*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS (THE “INEDS”)

Mr. Li Wai Ming

Mr. Wan Chun Wai Andrew

Ms. Chan Chiu Yee Natalie

In accordance with article 84(1) of the Articles of Association, Mr. Chan Tsang Tieh and Mr. Wan Chun Wai Andrew shall retire at the 2025 AGM and, being eligible, offered themselves for re-election.

The Company has received annual confirmation in writing from each of the INEDs in regard to their independence to the Company pursuant to Rule 5.09 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). The Company considers that each of the INEDs is independent to the Company.

The biographical details of the Directors and the senior management of the Group are set out in the section headed “Directors and Senior Management Profiles” of this annual report.

Information regarding Directors’ emoluments and the five highest paid individuals in the Group are set out in notes 11 and 12 to the Consolidated Financial Statements of this annual report, respectively.

## DIRECTORS’ SERVICE CONTRACTS

Mr. Chan Tsang Tieh, an executive Director and the chairman of the Board (the “**Chairman**”) has entered into a service contract and Mrs. Donati Chan Yi Mei Amy, an executive Director and the chief executive officer of the Company, has entered into a letter of appointment with the Company on 16th January 2018 for an initial term of three years commencing on the Listing Date and were automatically renewed upon their expiry on 16th January 2021 and 16th January 2024 for another three years, unless terminated by not less than three months’ notice in writing served by either party on the other.

Each of the INEDs has entered into a letter of appointment with the Company for a term of three years unless terminated by at least three months’ notice in writing served by either party on the other.

None of the Directors proposed for re-election at the 2025 AGM has an unexpired service contract or letter of appointment with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

# DIRECTORS' REPORT

## EQUITY-LINKED AGREEMENTS

No equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Group during the Year or existed as at 30th September 2024.

## ARRANGEMENTS FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year or as at 30th September 2024 was the Company, or its holding company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30th September 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO"), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

### LONG POSITION IN THE SHARES

Name of Director	Capacity	Nature of interests	Number of Shares held	Percentage of interest in the Company
Mr. Chan Tsang Tieh ("Mr. Chan") (Note)	Interest in a controlled corporation	Corporate interest	560,000,000	56.0%

Note: The Company is owned as to 56% by Achiever Choice Limited ("Achiever Choice") which is wholly owned by Mr. Chan, the Chairman and an executive Director. Under the SFO, Mr. Chan is deemed to be interested in the same parcel of Shares held by Achiever Choice.

# DIRECTORS' REPORT

## LONG POSITION IN THE ORDINARY SHARES OF ASSOCIATED CORPORATION

Name of Director	Name of associated corporation	Capacity	Nature of interests	Number of Shares held	Percentage of interest in the Company
Mr. Chan	Achiever Choice	Beneficial owner	Personal interest	1	100%

Save as disclosed above and so far as is known to the Directors, as at 30th September 2024, none of the Directors nor the chief executive of the Company had or was deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which had been (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, entered in the register referred to therein; or (c) notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

As at 30th September 2024, so far as is known to the Directors, the following entity (not being a Director or the chief executive of the Company) had, or was deemed to have, interests or short positions (directly or indirectly) in the Shares or underlying Shares that would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

## LONG POSITION IN THE SHARES

Name of Shareholder	Capacity	Nature of interests	Number of Shares held	Percentage of interest in the Company
Achiever Choice (Note)	Beneficial owner	Personal interest	560,000,000	56.0%
Yuen Sin Yee Claudia	Beneficial owner	Personal interest	192,200,000	19.2%

Note: Achiever Choice is the beneficial owner of 560,000,000 Shares, representing 56% of the Company's issued share capital. Achiever Choice is wholly owned by Mr. Chan.

Save as disclosed above and so far as is known to the Directors, as at 30th September 2024, the Directors were not aware of any other entity which or person (other than a Director or the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares that had been disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

# DIRECTORS' REPORT

## SHARE OPTION SCHEME

A share option scheme (the “**Share Option Scheme**”) was approved and conditionally adopted by the then sole shareholder of the Company by way of written resolutions on 16th January 2018. The Share Option Scheme became effective on the Listing Date.

No options were granted, exercised, cancelled or lapsed by the Company under the Share Option Scheme during the year ended 30th September 2024 and there were no outstanding share options under the Share Option Scheme during the period from the Listing Date to 30th September 2024. The number of options available for grant under the Share Option Scheme was 100,000,000 as at 1st October 2023 and as at 30th September 2024.

The principal terms of the Share Option Scheme are set out as follows:

### (1) PURPOSE

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants (as stated below) as incentive or reward for their contribution to the Group to subscribe for the Shares, thereby linking their interest with that of the Group.

### (2) ELIGIBLE PARTICIPANTS

The eligible participants include employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any subsidiary (including any director of the Company or any subsidiary) who is in full-time or part-time employment with or otherwise engaged by the Company or any subsidiary at the time when an option is granted to such employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the Board, has contributed or may contribute to the Group.

### (3) MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE

The maximum number of Shares in respect of which options may be granted at any time under the Share Option Scheme shall not exceed 100,000,000 Shares.

### (4) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Unless approved by the Shareholders in general meeting and subject to the following paragraph, the total number of Shares issued and to be issued upon exercise of the options granted to each grantee (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue.

# DIRECTORS' REPORT

Where any grant of options to a substantial Shareholder or an INED, or any of his/her/its associates (as defined in the GEM Listing Rules), would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares on the Stock Exchange at the date of each grant, in excess of HK\$5 million,

such further grant of options must be approved by the Shareholders.

## (5) PERIOD WITHIN WHICH THE SHARES MUST BE TAKEN UP UNDER AN OPTION

An option may be exercised at any time during the period to be determined and identified by the Board to each grantee at the time of making an offer for the grant of an option, but in any event no later than 10 years from the date of grant but subject to the early termination of the Share Option Scheme.

## (6) MINIMUM PERIOD FOR WHICH AN OPTION MUST BE HELD BEFORE IT CAN BE EXERCISED

Though there is no specified minimum period under the Share Option Scheme for which an option must be held or the performance target which must be achieved before an option can be exercised under the terms and conditions of the Share Option Scheme, the Directors may make such grant of options, subject to such terms and conditions in relation to the minimum period of such options to be held and/or the performance targets to be achieved as the Directors may determine in their absolute discretion.

## (7) PERIOD FOR AND CONSIDERATION PAYABLE ON ACCEPTANCE OF AN OPTION

An offer shall be deemed to have been accepted by an eligible participant concerned in respect of all Shares which are offered to such eligible participant when the duplicate letter comprising acceptance of the offer duly signed by the eligible participant, together with a non-refundable remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer (which shall not be later than 21 days from, and inclusive of, the date of offer).

## (8) BASIS OF DETERMINING THE EXERCISE PRICE

The subscription price for Shares under the Share Option Scheme shall be determined at the discretion of the Directors but in any event will not be less than the highest of: (a) the closing price of the Shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date of the particular option, which must be a business day; (b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the offer date of that particular option; and (c) the nominal value of a Share on the offer date of the particular option.

# DIRECTORS' REPORT

## (9) REMAINING LIFE

The Share Option Scheme shall be valid and effective commencing on the adoption date of the Share Option Scheme until the termination date as provided therein (which being the close of business of the Company on the date which falls ten years from the date of the adoption of the Share Option Scheme), after which period no further options will be granted but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted or exercised prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

## CONNECTED AND RELATED PARTY TRANSACTIONS

During the Year, there was no connected transaction or continuing connected transaction of the Company under Chapter 20 of the GEM Listing Rules, which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements.

## COMPETING INTERESTS

None of the Directors or the controlling shareholders (as defined in the GEM Listing Rules) of the Company or any of their respective close associates (as defined in the GEM Listing Rules) had (a) any business or interest in a business that competed or might compete with the business of the Group and (b) any other conflicts of interest with the Group for the Year.

## MAJOR CUSTOMERS AND SUPPLIERS

The Group's top five customers are mainly from listing applicants and listed companies in Hong Kong. The Group's top five customers collectively accounted for approximately 22.3% of the total revenue of the Group for the Year (2023: approximately 16.9%) and the Group's largest customer accounted for approximately 6.3% of the total revenue of the Group for the Year (2023: approximately 5.7%).

The Group's top five suppliers are the Group's subcontractors which provide translation as well as printing and binding works to the Group. The Group's top five suppliers collectively accounted for approximately 27.3% of the total cost of services of the Group for the Year (2023: approximately 27.8%) and the Group's largest supplier accounted for approximately 7.6% of the total cost of services of the Group for the Year (2023: approximately 8.7%).

None of the Directors, their close associates (as defined in the GEM Listing Rules) or any Shareholders (which to the knowledge of the Directors own more than 5% of the number of the issued Shares) had any interest in the top five customers nor suppliers of the Group during the Year.



# DIRECTORS' REPORT

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

There was no contract of significance (whether for the provision of services to the Group or not) between the Company or any of its subsidiaries and a controlling shareholder (as defined in the GEM Listing Rules) of the Company or any of its subsidiaries subsisted as at 30th September 2024 or at any time during the Year.

## DEED OF NON-COMPETITION

The Company has received an annual written confirmation from each of the controlling shareholders (as defined in the GEM Listing Rules) of the Company, namely Mr. Chan and Achiever Choice in respect of him/it and his/its close associates (as defined in the GEM Listing Rules) in compliance with the undertakings given under the deed of non-competition dated 16th January 2018 and signed by Mr. Chan and Achiever Choice in favour of the Company (the “**Deed of Non-competition**”). Details of the Deed of Non-competition are set out in the section headed “Deed of Non-competition” of “Relationship with Our Controlling Shareholders” in the prospectus of the Company dated 23rd January 2018. The audit committee of the Board (the “**Audit Committee**”) comprising all the INEDs had reviewed the confirmations and did not notice any incident of non-compliance with the Deed of Non-competition.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance in relation to the Group's business, to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or a connected entity of a Director had a material interest, whether directly or indirectly, subsisted as at 30th September 2024 or at any time during the Year.

## CHANGE IN DIRECTORS' INFORMATION

The Company is not aware of any change in the Directors' information, which is required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

## TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in or exercising any rights in relation to the Shares, they are advised to consult their professional advisers.

# DIRECTORS' REPORT

## PERMITTED INDEMNITY

The Articles of Association provide that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices. Such provisions were in force during the course of the Year and remained in force as of the date of this report.

## MANAGEMENT CONTRACTS

No contracts, other than employment contracts of the Directors and senior management members, concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed for the Year.

## DIRECTORS' REMUNERATIONS

The Directors' remuneration is determined by the Board upon the recommendation of its remuneration committee by reference to the Directors' duties, responsibilities and performance and the results of the Group. Details of the remuneration of the Directors are set out in note 11 to the Consolidated Financial Statements of this annual report.

## EMOLUMENT POLICY

The remuneration committee is set up by the Board to formulate a remuneration policy for approval by the Board, which will take into consideration factors such as salaries paid by comparable companies, employment conditions, responsibilities and individual performance of the Directors, senior management and the general staff of the Company.

The Company has adopted the Share Option Scheme as an incentive to eligible participants.

## DONATIONS

During the Year, HK\$10,000 charitable donations were made by the Group (2023: HK\$Nil).

## SUFFICIENCY OF PUBLIC FLOAT

Immediately after the close of Offer on 26th November 2024, an aggregate of 247,330,000 Shares, representing approximately 24.7% of the total issued Shares as at 26th November 2024, were held by the public. Accordingly, the Company could not satisfy the minimum public float requirement of 25% as set out in Rule 11.23(7) of the GEM Listing Rules.

# DIRECTORS' REPORT

The Offeror intended to dispose of 2,670,000 Shares (the “**Subject Shares**”) held by it (representing approximately 0.3% of the total issued Shares as at 26th November 2024) on the open market to restore the minimum public float of the Shares as soon as practicable and by no later than the end of December 2024.

The Company has been informed by the Offeror on 6th December 2024 that the Offeror has disposed of the Subject Shares, representing approximately 0.3% of the total issued Shares as at 6th December 2024, during the period from 4th December 2024 to 6th December 2024 on the open market (the “**On-Market Disposal**”). Immediately upon completion of the On-Market Disposal, 250,000,000 Shares were held by the public, representing 25% of the total issued Shares on 6th December 2024. Accordingly, the minimum public float of the Company of 25% as required under Rule 11.23(7) of the GEM Listing Rules has been restored.

For details, please refer to the announcements of the Company dated 26th November 2024 and 6th December 2024.

## CORPORATE GOVERNANCE

Save as disclosed in this annual report, the Company had complied with all the applicable code provisions as set out in the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules during the Year.

Details of the principal corporate governance practices of the Group are set out in the section headed “Corporate Governance Report” on pages 35 to 51 of this annual report.

The compliance officer of the Company is Mrs. Donati Chan Yi Mei Amy whose biographical details are set out on page 17 of this annual report. The company secretary of the Company is Ms. Cheng Kwai Yee (who is also the Company’s Chief Financial Officer). Her biographical details is set out on page 19 of this annual report.

## REVIEW BY AUDIT COMMITTEE

The audited consolidated financial statements of the Group for the Year and this annual report have been reviewed by the Audit Committee.

# DIRECTORS' REPORT

## INDEPENDENT AUDITOR

The consolidated financial statements of the Group for the Year have been audited by PKF Hong Kong Limited (“**PKF**”) and PKF will retire and, being eligible, offer themselves for re-appointment at the forthcoming 2025 AGM. A resolution for the re-appointment of PKF as the independent auditor of the Company will be proposed at the forthcoming 2025 AGM.

On behalf of the Board

**Chan Tsang Tieh**

*Chairman and Executive Director*  
Hong Kong, 17th December 2024



# CORPORATE GOVERNANCE REPORT

The Company is committed to fulfilling its responsibilities to its shareholders (the “**Shareholders**”) and protecting and enhancing Shareholders’ value through good corporate governance.

The directors of the Company (the “**Directors**”) recognise the importance of incorporating elements of good corporate governance in the management structures, internal control and risk management procedures of the Company and its subsidiaries (the “**Group**”) so as to achieve effective accountability.

## CORPORATE GOVERNANCE PRACTICES

The Company has complied with all applicable code provisions as set out in the Corporate Governance Code as contained in Appendix C1 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”, the “**GEM Listing Rules**” and the “**CG Code**”, respectively) during the year ended 30th September 2024 (the “**Year**”).

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings in the securities as contained in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Required Standard of Dealings**”) as its own code of conduct governing the securities transactions by the Directors. Following a specific enquiry made by the Company on each of the Directors, all Directors have confirmed that they had complied with the Required Standard of Dealings during the Year.

# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS

### RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD

The board of Directors (the “**Board**”) is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group’s values and standards and ensures that the requisite financial and human resources support is in place for the Group to achieve its objectives. The functions performed by the Board include but are not limited to formulating the Group’s business and investment plans and strategies, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group’s corporate governance practices and all other functions reserved to the Board under the Company’s articles of association (the “**Articles of Association**”). The Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. The Board may from time to time delegate certain functions to management of the Group (the “**Management**”) if and when considered appropriate. The management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and other duties assigned to it from time to time.

The Directors have full access to information of the Group and the Management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities. The Directors are entitled to seek independent professional advice in appropriate circumstances at the Company’s expense.

### COMPOSITION

The Company is committed to holding the view that the Board should include a balanced composition of executive Directors and independent non-executive Directors (the “**INEDs**”) so that there is a strong independent element on the Board, which can effectively exercise independent judgment.

As at the date of this annual report, the Board comprises the following five Directors, of which the INEDs in aggregate represent 60% of the Board members:

### EXECUTIVE DIRECTORS

Mr. Chan Tsang Tieh (*Chairman*)  
Mrs. Donati Chan Yi Mei Amy (*Chief Executive Officer*)

### INEDS

Mr. Li Wai Ming  
Mr. Wan Chun Wai Andrew  
Ms. Chan Chiu Yee Natalie

The biographical details of each of the Directors are set out in the section headed “Directors and Senior Management Profiles” of this annual report.

# CORPORATE GOVERNANCE REPORT

There was no financial, business, family or other material relationship among the Directors during the Year and up to the date of this annual report.

The INEDs have brought in a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all INEDs will continue to make various contributions to the Company.

Throughout the Year, the Company had three INEDs, and has met the requirements of the GEM Listing Rules and that one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

During the Year, the chairman of the Board (the “**Chairman**”), being an executive Director, had held a meeting with the INEDs without the presence of the other executive Director.

## DIRECTORS’ INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT

Each of the Directors has received a formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure that he/she has a proper understanding of the Company’s operations and business and is fully aware of the director’s responsibilities under statute and common law, the GEM Listing Rules, other legal and regulatory requirements and the Company’s business and governance policies.

The Company will from time to time provide briefings to all Directors to develop and refresh their duties and responsibilities. All Directors are also encouraged to attend relevant training courses at the Company’s expense and they have been requested to provide the Company with their training records. According to the training records maintained by the Company, the continuing professional development programmes received by each of the Directors during the Year are summarised as follows:

<b>Name of Directors</b>	<b>Type of trainings</b>
Mr. Chan Tsang Tieh	B
Mrs. Donati Chan Yi Mei Amy	A and B
Mr. Li Wai Ming	A and B
Mr. Wan Chun Wai Andrew	A and B
Ms. Chan Chiu Yee Natalie	A and B

A: attending seminars/conferences/forums

B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors’ duties and responsibilities

# CORPORATE GOVERNANCE REPORT

## MEETINGS OF THE BOARD AND DIRECTORS' ATTENDANCE RECORDS

The Board is scheduled to meet at least four times a year at approximately quarterly intervals with notice given to the Directors at least 14 days in advance. For all other Board meetings, notice will be given in a reasonable time in advance. The Directors are allowed to include any matter in the agenda that is required for discussion and resolution at the meeting. To enable the Directors to be properly briefed on issues arising at each of the Board meetings and to make informed decisions, an agenda and the accompanying Board papers will be sent to all Directors at least three days before the intended date of the Board meeting, or such other period as agreed. The company secretary of the Company (the “**Company Secretary**”) is responsible for keeping all Board meetings’ minutes. Draft and final versions of the minutes will be circulated to the Directors for comments and record respectively within a reasonable time after each meeting and the final version thereof is open for the Directors’ inspection.

During the Year, four regular Board meetings were held and, amongst other matters, considered and approved the audited consolidated financial statements of the Group for the year ended 30th September 2023 (the “**Year 2023**”) as well as the unaudited condensed consolidated financial statements of the Group for the three months ended 31st December 2023, for the six months ended 31st March 2024 and for the nine months ended 30th June 2024, respectively.

The attendance of each Director at the Board meetings during the Year is as follows:

<b>Name of Directors</b>	<b>No. of Attendance/ No. of Meetings</b>
Mr. Chan Tsang Tieh	4/4
Mrs. Donati Chan Yi Mei Amy	4/4
Mr. Li Wai Ming	4/4
Mr. Wan Chun Wai Andrew	4/4
Ms. Chan Chiu Yee Natalie	4/4

During the Year, the Company held an annual general meeting (the “**AGM**”) of the Shareholders on 29th February 2024 (the “**2024 AGM**”) and was attended by all Directors in person or through video conferencing. Mrs. Donati Chan Yi Mei Amy, an executive Director and the chief executive officer of the Company (the “**CEO**”), took the chair of the 2024 AGM in accordance with the Articles of Association to ensure an effective communication with the Shareholders.

## BOARD DIVERSITY POLICY

The Board has adopted a policy of the Board diversity and discussed all measurable objectives set for implementing the same.



# CORPORATE GOVERNANCE REPORT

The Company recognises and embraces the benefits of a diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge.

## CHAIRMAN AND CHIEF EXECUTIVE

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the Year and up to the date of this annual report, Mr. Chan Tsang Tieh acted as the Chairman and Mrs. Donati Chan Yi Mei Amy acted as the CEO. The roles of the Chairman and the CEO have been separated and assumed by different individuals to ensure a balance of power and authority so that power is not concentrated in any member of the Board.

## BOARD COMMITTEES

The Board has established four Board committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee, to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties.

### AUDIT COMMITTEE

The Audit Committee was established on 16th January 2018 with written terms of reference in compliance with the CG Code. Such terms of reference were amended on 28th December 2018. The written terms of reference of the Audit Committee are published on the respective websites of the Stock Exchange and the Company. The Audit Committee comprises all the INEDs, namely Mr. Li Wai Ming, Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie. Mr. Li Wai Ming is the chairperson of the Audit Committee.

The principal roles and functions of the Audit Committee include but are not limited to:

- making recommendation to the Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and handling any questions of resignation or dismissal of that auditor;
- reviewing the financial reporting principles and practices applied by the Group in preparing its financial statements;

# CORPORATE GOVERNANCE REPORT

- before audit commencement, reviewing external auditor's independence, objectivity and effectiveness of the audit process and the scope of the external audit, including the engagement letter;
- monitoring the integrity of the Group's financial statements and the annual, quarterly and interim financial reports and reviewing significant financial reporting judgments contained in them;
- seeking from the external auditor, on an annual basis, information about the policies and processes for maintaining independence and monitoring the compliance with relevant requirements, including the provision of non-audit services and requirements regarding rotation of audit partners and staff;
- discussing with the external auditor any recommendations arising from the audit (if necessary in the absence of the Management); and reviewing the draft management letter, any material queries raised by the auditor to the Management in respect of the accounting records, financial accounts or systems of control including the Management's response to the points raised;
- ensuring that the Board will provide a timely response to issues raised in the external auditor's management letter;
- reviewing and monitoring the scope, effectiveness and results of review performed by the Board, ensuring coordination between the Board and external auditors and ensuring that the Board is adequately resourced and has appropriate standing within the Group;
- developing and implementing a policy on engaging an external auditor to supply non-audit services;
- discussing with the Management the scope and quality of systems of risk management and internal control and ensuring that the Management has discharged its duty to have an effective risk management and internal control systems, including the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programmes and budget;
- reviewing the findings of internal investigations and the Management's response into any suspected frauds or irregularities or failures of risk management and internal controls or infringements of laws, rules and regulations;
- reviewing arrangements by which employees, in confidence, can raise concerns about possible improprieties in financial reporting, internal control or other matters; and
- considering other topics as requested by the Board.

During the Year, four Audit Committee meetings were held and the Audit Committee, amongst other matters, considered, reviewed and approved (i) for presentation to the Board for consideration and approval of (a) the draft audited consolidated financial statements of the Group for the Year 2023, unaudited condensed consolidated financial statements of the Group for the three months ended 31st December 2023, for the six months ended 31st March 2024 and for the nine months ended 30th June 2024, respectively; (b) the recommendation of the re-appointment of auditor at the 2024 AGM; and (ii) audit-related matters.

# CORPORATE GOVERNANCE REPORT

The attendance of each INED at the Audit Committee meetings during the Year is as follows:

Name of Directors	No. of Attendance/ No. of Meetings
Mr. Li Wai Ming	4/4
Mr. Wan Chun Wai Andrew	4/4
Ms. Chan Chiu Yee Natalie	4/4

## REMUNERATION COMMITTEE

The Remuneration Committee was established on 16th January 2018 with written terms of reference in compliance with the CG Code. Such terms of reference were amended on 28th December 2022. The written terms of reference of the Remuneration Committee are published on the respective websites of the Stock Exchange and the Company. The Remuneration Committee comprises an executive Director, Mrs. Donati Chan Yi Mei Amy, and two INEDs, namely Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie. Mr. Wan Chun Wai Andrew is the chairperson of the Remuneration Committee.

The principal roles and functions of the Remuneration Committee include but are not limited to:

- formulating a remuneration policy for approval by the Board, which shall take into consideration factors such as salaries paid by comparable companies as well as employment conditions, responsibilities and individual performance of the Directors, senior management and the general staff of the Group. Performance shall be measured against the corporate goals and objectives resolved by the Board from time to time; and implementing the remuneration policy laid down by the Board;
- recommending to the Board on the policy and structure for the remuneration of the Directors and senior management of the Company (the “**Senior Management**”) formal and transparent procedure for developing a remuneration policy;
- making recommendations to the Board on the remuneration packages of individual executive Directors and the Senior Management, including benefits in kind, pension rights, compensation payments (including compensation payable for the loss or termination of office or appointment etc.) if considered appropriate;
- making recommendations to the Board on the remuneration of non-executive Directors (including the INEDs);
- considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- reviewing and approving the compensation payable to executive Directors and the Senior Management for any loss or termination of the office or appointment to ensure that it is consistent with the contractual terms and is otherwise fair and not excessive;

# CORPORATE GOVERNANCE REPORT

- reviewing and approving compensation arrangements relating to the dismissal or removal of Directors for misconduct to ensure that they are consistent with the contractual terms and are otherwise reasonable and appropriate;
- ensuring that no Director or member of the Senior Management or any of their respective associates (as defined in the GEM Listing Rules) is involved in deciding his/her own remuneration;
- determining the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
- considering the annual performance bonus for Directors, senior management and the general staff of the Group, having regard to their respective achievements against the performance criteria and by reference to market norms, and making recommendation to the Board accordingly; and
- to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules.

During the Year, one Remuneration Committee meeting was held, which, amongst other matters, determined the remuneration of the Directors and the Senior Management as well as reviewed and recommended to the Board for consideration the annual performance bonus for the Directors, senior management and the general staff of the Group.

The attendance of each Director in the capacity of a member of the Remuneration Committee at the meeting during the Year is as follows:

<b>Name of Directors</b>	<b>No. of Attendance/ No. of Meetings</b>
Mr. Wan Chun Wai Andrew	1/1
Mrs. Donati Chan Yi Mei Amy	1/1
Ms. Chan Chiu Yee Natalie	1/1

## NOMINATION COMMITTEE

The Nomination Committee was established on 16th January 2018 with written terms of reference in compliance with the CG Code. The written terms of reference of the Nomination Committee are published on the respective websites of the Stock Exchange and the Company. The Nomination Committee comprises an executive Director, Mr. Chan Tsang Tieh, and two INEDs, namely Ms. Chan Chiu Yee Natalie and Mr. Wan Chun Wai Andrew. Ms. Chan Chiu Yee Natalie is the chairperson of the Nomination Committee.

# CORPORATE GOVERNANCE REPORT

The principal roles and functions of the Nomination Committee include but are not limited to:

- reviewing the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually; and making recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
- identifying and nominating appropriate candidates to fill casual vacancies of the Directors for the Board's approval;
- assessing the independence of the INEDs and reviewing the INEDs' annual confirmations on their independence;
- reviewing the Board diversity policy, as appropriate; and reviewing the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives; and
- reviewing the succession planning for the Chairman, the chief executive as well as the Senior Management, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

During the Year, one Nomination Committee meeting was held, which, amongst other matters, reviewed the structure, size and diversity of the Board, assessed the independence of the INEDs and recommended to the Board for consideration the re-appointment of the retiring Directors at the 2024 AGM.

The attendance of each Director in the capacity of a member of the Nomination Committee at the meeting during the Year is as follows:

<b>Name of Directors</b>	<b>No. of Attendance/ No. of Meetings</b>
Mr. Chan Tsang Tieh	1/1
Ms. Chan Chiu Yee Natalie	1/1
Mr. Wan Chun Wai Andrew	1/1

# CORPORATE GOVERNANCE REPORT

The Company has adopted a nomination policy with the following details:

## ***Objective***

The Nomination Committee shall nominate suitable candidates to the Board to consider and make recommendations to Shareholders for election as a Director at general meeting or appoint as a Director to fill casual vacancy.

## ***Selection Criteria***

The factors listed below would be considered by the Nomination Committee in assessing the proposed candidate:

- Reputation
- Experience in the industry
- Commitment in respect of available time and interest
- Diversity, including but not limited to gender, age (18 years or above), cultural, educational background, professional experience.

The above factors are for reference only; the Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Proposed candidates will need to submit the necessary personal information, together with the written consent to be appointed as a Director.

The Nomination Committee may request candidates to provide additional information and documents, if necessary.

The Board currently comprises of five Directors, two of which are female. As our diversity philosophy is to avoid a single gender Board, the Board has achieved gender diversity. Two of our Directors are in the age group of 30–59 and three in the age group of 60–80. The Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors have a mix of finance, academic and management backgrounds that taken together provide the Company with considerable experience in a range of activities. In view of these, the Nomination Committee was of the opinion that the Board consisted of members with diversified gender, age, cultural and education background, professional/business experience, skills and knowledge. No new Director had been appointed during the year.

## ***Nomination Procedures***

The Nomination Committee shall make recommendations for the Board's consideration and approval. The nominated persons shall not assume that they have been proposed by the Board for election not until the issue of the shareholder circular.

A circular, with the information of the candidates nominated by the Board and invitation of nominations from Shareholders, will then be sent to Shareholders.

The circular will set out the period for Shareholders to make the nominations. The names, independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to Shareholders.

# CORPORATE GOVERNANCE REPORT

Shareholders can serve a notice to the Company Secretary within the period of his/her/its intention to propose a resolution to elect a certain person as a Director, without the Board's recommendation or the Nomination Committee's nomination, other than those candidates set out in the shareholder circular. The particulars of the candidates so proposed will be sent to all Shareholders for information by a supplementary circular.

A candidate is allowed to withdraw his/her candidature at any time before the general meeting at which his/her proposed directorship will be considered by the Shareholders, by serving a written notice to the Company Secretary.

The Board shall have the final decision on all matters relating to its recommendation of candidates.

## RISK MANAGEMENT COMMITTEE

The Risk Management Committee was established on 16th January 2018 with written terms of reference. The written terms of reference of the Risk Management Committee are published on the respective websites of the Stock Exchange and the Company. The Risk Management Committee comprises all the INEDs, namely Mr. Li Wai Ming, Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie. Mr. Li Wai Ming is the chairperson of the Risk Management Committee.

The principal roles and functions of the Risk Management Committee include but are not limited to:

- considering and formulating risk management framework and providing guidelines to the management on risk management by setting up procedures to identify, assess and manage material risks faced by the Group;
- reviewing and assessing regularly the adequacy and effectiveness of the Group's risk management framework, internal control systems relating to risk management (other than internal financial control systems) and risk management policies and procedures in order to identify, assess and manage risks, and overseeing their effective operation, implementation and maintenance;
- overseeing the Group's risk management and internal control systems on an ongoing basis, and ensuring that a review of the effectiveness of the Group's risk management and internal control systems is conducted at least annually; and
- reviewing the changes in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and external environment.

During the Year, one Risk Management Committee meeting was held, which, amongst other matters, reviewed the risk management and internal control systems and discussed risk management-related matters.

# CORPORATE GOVERNANCE REPORT

The attendance of each Director in the capacity of a member of the Risk Management Committee at the meeting during the Year is as follows:

<b>Name of Directors</b>	<b>No. of Attendance/ No. of Meetings</b>
Mr. Li Wai Ming	1/1
Mr. Wan Chun Wai Andrew	1/1
Ms. Chan Chiu Yee Natalie	1/1

## CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions as set out in code provision A.2.1 of the CG Code, which include:

- developing and reviewing the Company's policies and practices on corporate governance and make recommendations to the Board;
- reviewing and monitoring the training and CPD of the Directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- reviewing the Company's compliance with the CG Code and disclosure in this report.

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

All the Directors, including the INEDs, are subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association. At each AGM of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at the AGM at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and does not offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.



# CORPORATE GOVERNANCE REPORT

Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his/her appointment and shall be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

## REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the Directors' remuneration for the Year are set out in note 11 to the consolidated financial statements.

Pursuant to code provision E.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Directors and Senior Management Profiles" of this annual report for the Year by band is set out below:

Remuneration band (in HK\$)	Number of individuals
Nil to 1,000,000	4

## INDEPENDENT AUDITOR'S REMUNERATION

For the Year, PKF Hong Kong Limited ("PKF") was engaged as the independent auditor of the Company.

The remuneration paid/payable to PKF in respect of the Year is set out below:

Services	Fee paid/payable HK\$'000
Audit services	780
Other services	91
Total	871

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group for the Year.

The Directors were not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

# CORPORATE GOVERNANCE REPORT

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The Board acknowledges that such risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Company does not have an internal audit department. The Board currently takes the view that there is no immediate need to set up an internal audit function in light of the size, nature and complexity of the Group's business. The need for an internal audit function will be reviewed from time to time.

The Board, through the Audit Committee and the Risk Management Committee, has conducted a review of the effectiveness of the risk management and internal control systems of the Group covering all material controls, including financial, operational and compliance controls. The Board considers that the Group's risk management and internal control systems are adequate and effective. The Board expects that a review of the risk management and internal control systems will be performed annually.

## DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong and the GEM Listing Rules and the overriding principle that inside information should be announced promptly when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirements under the GEM Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and the Company's website;

# CORPORATE GOVERNANCE REPORT

- the Group has strictly prohibited unauthorised use of confidential or inside information; and
- the Group has established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the executive Directors and the Company Secretary are authorised to communicate with parties outside the Group.

## COMPANY SECRETARY

Company Secretary supports the Board by ensuring good information flow within the Board and that the Board policy and procedures are followed. The Company Secretary is responsible for advising the Board on corporate governance matters and facilitating induction and professional development of the Directors. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws, rules and regulations are followed.

Ms. Cheng Kwai Yee ("**Ms. Cheng**") is the Company Secretary of the Company under the GEM Listing Rules. She meets the qualification requirements for company secretary under Rule 5.14 of the GEM Listing Rules and has taken no less than 15 hours of relevant professional training during the Year pursuant to Rule 5.15 of the GEM Listing Rules.

## SHAREHOLDERS' RIGHTS

### PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Shareholders are welcome to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at Shareholders' meeting. Proposals may be sent to the Board or the Company Secretary by written requisition. Shareholders who wish to make proposals or move a resolution may, however, convene an extraordinary general meeting (the "**EGM**") in accordance with the "Procedures for Shareholders to Convene an EGM" set out below.

### PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EGM

Pursuant to the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition not less than 10% of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the "**Eligible Shareholder(s)**") shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition, including making proposals or moving a resolution at the EGM.

# CORPORATE GOVERNANCE REPORT

Eligible Shareholder(s) who wish(es) to convene an EGM for the purpose of making proposals or moving a resolution at the EGM must deposit a written requisition (the “**Requisition**”) signed by the Eligible Shareholder(s) concerned (the “**Requisitionist(s)**”) at the principal place of business of the Company in Hong Kong for the attention of the Company Secretary.

The Requisition must state clearly the name(s) of the Requisitionist(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM and the proposed agenda.

The Company will check the Requisition and the identity and shareholding of the Requisitionist(s) will be verified with the Company’s branch share registrar in Hong Kong. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM and/or include the proposal(s) made or the resolution(s) proposed by the Requisitionist(s) at the EGM within two months after the deposit of the Requisition. On the contrary, if the Requisition has been verified as not in order, the Requisitionist(s) will be advised of the outcome and accordingly, the Board or the Company Secretary will not call for an EGM nor include the proposal(s) made or the resolution(s) proposed by the Requisitionist(s) at the EGM.

If within 21 days of the deposit of the Requisition the Board or the Company Secretary fails to proceed to convene an EGM, the Requisitionist(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board or the Company Secretary to convene the EGM shall be reimbursed to the Requisitionist(s) by the Company.

## PROCEDURES FOR SHAREHOLDERS TO SEND ENQUIRIES TO THE BOARD

Shareholders may direct their enquiries about their shareholdings or their notification of change of correspondence address or their dividend/distribution instructions to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.

Shareholders may send their enquiries and concerns to the Board by post to the headquarters and principal place of business of the Company in Hong Kong at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong for the attention of the Company Secretary.

Upon receipt of the enquiries, the Company Secretary will forward the communications relating to:

1. the matters within the Board’s purview to the executive Directors;
2. the matters within a Board committee’s area of responsibility to the chairperson of the appropriate committee; and
3. ordinary business matters, such as suggestions, enquiries and client complaints to the appropriate management of the Company.

# CORPORATE GOVERNANCE REPORT

## DIVIDEND POLICY

The Board has approved and modified the dividend policy to provide Shareholders with regular dividends (the “**Dividend Policy**”). The Company endeavors to deliver sustainable expectation to the Shareholders and to maintain a prudent capital management.

Under the Dividend Policy, the Board shall take into account the following factors:

- the Company’s actual and expected financial performance;
- the retained earnings and distributable reserves of the Company and each of the members of the Group;
- the level of the Group’s debts to equity ratio and the return on equity ratio;
- the Group’s expected working capital requirements and future expansion plans;
- general economic conditions, business cycle of the Group’s business and other internal and external factors that may have impact on the business or financial performance and position of the Company; and
- any other factors that the Board consider appropriate.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend and/or in no way obligate the Company to declare a dividend at any time or from time to time.

Any final dividend declared by the Company must be approved by an ordinary resolution of Shareholders at an AGM and must not exceed the amount recommended by the Board.

## COMMUNICATION WITH THE SHAREHOLDERS

The Company has adopted a Shareholders’ communication policy with the objective of ensuring that the Shareholders will have equal and timely access to information about the Company in order to enable the Shareholders to exercise their rights in an informed manner and allow them to engage actively with the Company.

Information will be communicated to the Shareholders through the Company’s financial reports, circulars, AGMs and EGMs that may be convened as well as all the published disclosures submitted to the Stock Exchange.



FINANCIAL  
STATEMENTS

# INDEPENDENT AUDITOR'S REPORT



**To the Shareholders of EDICO Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of EDICO Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 59 to 107, which comprise the consolidated statement of financial position as at 30th September 2024; and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended; and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30th September 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

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

# INDEPENDENT AUDITOR'S REPORT

Key audit matters identified in our audit are summarised as follows:

- Revenue recognition
- Impairment assessment of trade receivables
- Impairment assessment of non-financial assets

## Key Audit Matter

## How our audit addressed the Key Audit Matter

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### Revenue recognition

Refer to Note 6(a) (significant accounting judgments and estimates) and Note 8 (revenue) to the consolidated financial statements.

The Group recognised revenue of HK\$40,068,000 from provision of financial printing services for the year ended 30th September 2024.

Revenue from provision of financial printing services is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation at reporting date using input method as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. We identified the recognition of revenue from provision of financial printing services as a key audit matter due to the financial significance of revenue to the consolidated financial statements and the significant management's judgements required in determining the earliest time at which the Group can reasonably measure the outcome of the performance obligation and estimation required for measuring the progress and variable consideration.

Our procedures in relation to revenue recognition mainly included:

- Obtaining an understanding of the processes and testing the Group's internal controls over the recognition of revenue;
- Reviewing signed fee proposals on a sample basis with customers to understand the terms of the provision of financial printing services to assess if the revenue recognition policy applied by the Group is in compliance with HKFRS 15 *Revenue from Contracts with Customers*;
- Assessing the reasonableness of management's judgement applied in determining the earliest time at which the Group can reasonably measure the outcome of the performance obligation and estimation required for measuring the progress and variable consideration;
- Checking the mathematical accuracy of and examining the incurred costs to date by tracing to source documentation on a sample basis and evaluating their recoverability; and
- Examining the supporting documents on a sample basis including the invoices and the correspondences confirming the progress of performance obligation.



# INDEPENDENT AUDITOR'S REPORT

## Key Audit Matter

## How our audit addressed the Key Audit Matter

### Impairment assessment of trade receivables

Refer to Note 6(b) (significant accounting judgments and estimates) and Note 18 (trade receivables) to the consolidated financial statements.

As at 30th September 2024, trade receivables recognised by the Group amounted to HK\$15,289,000. The related provision for expected credit losses recognised by the Group amounted to HK\$7,126,000.

Management's judgement is involved in assessing the appropriateness of forward-looking information used for estimating expected credit losses. Management estimated the expected credit losses, based on historical credit loss experience by customers as adjusted for forward-looking information. The impact of economic factors, both current and future, is considered in assessing the likelihood of recovery from customer, where applicable.

We focus on the area due to the financial significance of trade receivables to the consolidated financial statements and the significant management's judgement and estimation involved in assessing the expected credit losses.

Our procedures in relation to impairment assessment of trade receivables mainly included:

- Reviewing management's assessment of the overall policies and procedures in relation to expected credit losses model for estimating impairment provisions and assessing the appropriateness of the model applied by the management;
- Assessing the reasonableness of management's judgement and estimates for expected credit losses by examining the information used by management, including testing accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information; and
- Checking the subsequent settlements made by customers to relevant bank records on a sample basis.

# INDEPENDENT AUDITOR'S REPORT

## Key Audit Matter

## How our audit addressed the Key Audit Matter

### Impairment assessment of non-financial assets

Refer to Note 6(d) (significant accounting judgments and estimates), Note 16 (property, plant and equipment) and Note 17(i) (right-of-use assets) to the consolidated financial statements.

We identified the impairment assessment of non-financial assets as a key audit matter owing to the significance of the carrying amounts and the significant estimates made by the management in determining the recoverable amounts of the cash-generating-unit ("CGU"), including the cash flows projections and discount rate as disclosed in Note 16 to the consolidated financial statements. During the year, an impairment loss of HK\$2,806,000 was made by the management.

The accounting policies, accounting judgements and estimates and the related disclosures are included in Notes 5, 6 and 16 to the consolidated financial statements.

Our audit procedures included:

- Evaluating management's methodology for impairment assessment of non-financial assets and corroborating the projected future cash flows, discount rate and growth rate used based on the market information;
- Evaluating the discounted cash flows prepared by the management in deriving the recoverable amounts of the CGU for the impairment assessment by checking the mathematical accuracy of discounted cash flow calculation, assessing the reasonableness of the key assumptions adopted by the management in the model with reference to the Group's historical performances and external market data; and
- Performing sensitivity analysis.

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# INDEPENDENT AUDITOR'S REPORT

## RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

# INDEPENDENT AUDITOR'S REPORT

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wan Tak Shing (Practising Certificate Number: P04844).

**PKF Hong Kong Limited**  
*Certified Public Accountants*

Hong Kong, 17th December 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30th September 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	8	40,068	46,499
Cost of services		(20,821)	(23,944)
Gross profit		19,247	22,555
Other income	9	2,916	1,623
Impairment losses reversed/(recognised) under expected credit loss model		3,043	(3,937)
Selling expenses		(2,854)	(2,604)
Administrative and other operating expenses		(28,237)	(24,574)
Finance costs		(367)	(784)
Loss before tax	10	(6,252)	(7,721)
Income tax (expense)/credit	13	(1,046)	41
Loss and total comprehensive expense for the year attributable to owners of the Company		(7,298)	(7,680)
		HK cents	HK cents
<b>Loss per share</b>			
Basic and diluted	15	(0.73)	(0.77)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30th September 2024

	Notes	As at 30th September	
		2024 HK\$'000	2023 HK\$'000
<b>Non-current Assets</b>			
Property, plant and equipment	16	—	574
Right-of-use assets	17	—	11,062
Deferred tax assets	24	—	1,046
<b>Total Non-current Assets</b>		<b>—</b>	<b>12,682</b>
<b>Current Assets</b>			
Trade receivables	18	<b>8,163</b>	14,018
Contract assets	19	<b>411</b>	217
Prepayments and deposits	20	<b>2,749</b>	2,574
Fixed deposits	21	<b>31,638</b>	49,001
Cash and cash equivalents	21	<b>28,564</b>	11,562
<b>Total Current Assets</b>		<b>71,525</b>	<b>77,372</b>
<b>Current Liabilities</b>			
Trade payables	22	<b>5,006</b>	6,339
Contract liabilities	19	<b>9,474</b>	11,158
Accruals and provisions	23	<b>3,515</b>	3,387
Lease liabilities	17	<b>2,343</b>	8,976
<b>Total Current Liabilities</b>		<b>20,338</b>	<b>29,860</b>
<b>Net Current Assets</b>		<b>51,187</b>	<b>47,512</b>
<b>Total Assets less Current Liabilities</b>		<b>51,187</b>	<b>60,194</b>
<b>Non-current Liabilities</b>			
Lease liabilities	17	<b>393</b>	2,737
Provision for long service payments	25	<b>635</b>	—
		<b>1,028</b>	2,737
<b>Net Assets</b>		<b>50,159</b>	<b>57,457</b>
<b>Capital and Reserves</b>			
Share capital	26	<b>10,000</b>	10,000
Reserves	27	<b>40,159</b>	47,457
<b>Total Equity</b>		<b>50,159</b>	<b>57,457</b>

The consolidated financial statements were approved and authorised for issue by the board of directors on 17th December 2024 and were signed on its behalf by:

**Mr. Chan Tsang Tieh**  
Director

**Mrs. Donati Chan Yi Mei Amy**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30th September 2024

	<b>Share capital</b> HK\$'000 (Note 26)	<b>Share premium</b> HK\$'000 (Note 27(i))	<b>Capital reserve</b> HK\$'000 (Note 27(ii))	<b>Merger reserve</b> HK\$'000 (Note 27(iii))	<b>Retained profits/ losses (Accumulated)</b> HK\$'000	<b>Total</b> HK\$'000
At 1st October 2022	10,000	36,735	5,074	16	13,312	65,137
Loss and total comprehensive expense for the year	—	—	—	—	(7,680)	(7,680)
At 30th September 2023 and 1st October 2023	10,000	36,735	5,074	16	5,632	57,457
Loss and total comprehensive expense for the year	—	—	—	—	(7,298)	(7,298)
<b>At 30th September 2024</b>	<b>10,000</b>	<b>36,735</b>	<b>5,074</b>	<b>16</b>	<b>(1,666)</b>	<b>50,159</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30th September 2024

	Notes	2024 HK\$'000	2023 HK\$'000
<b>Cash Flows from Operating Activities</b>			
Loss before tax		(6,252)	(7,721)
Adjustments for:			
Interest income		(2,824)	(1,410)
Interest expenses		412	830
Depreciation of property, plant and equipment		309	866
Depreciation of right-of-use assets		8,521	8,616
Losses on written off of property, plant and equipment		—	101
Written off of trade receivables		2,044	—
Impairment losses (reversed)/recognised on trade receivables		(3,043)	3,937
Impairment losses on non-financial assets		2,806	—
Gain on lease termination		—	(3)
<b>Operating cash flows before movements in working capital</b>		<b>1,973</b>	5,216
Decrease/(increase) in:			
— trade receivables		6,854	(4,793)
— contract assets		(194)	(177)
— prepayments and deposits		(52)	317
(Decrease)/increase in:			
— trade payables		(1,333)	1,289
— contract liabilities		(1,684)	(710)
— accruals and provisions		712	(169)
Cash generated from operations		6,276	973
Income tax paid		—	(617)
<b>Net cash from operating activities</b>		<b>6,276</b>	356
<b>Cash Flows from investing Activities</b>			
Placement of fixed deposits		(82,162)	(52,177)
Withdrawal of fixed deposits		99,525	47,844
Interest received		2,701	1,293
Purchases of property, plant and equipment		—	(174)
<b>Net cash from/(used in) investing activities</b>		<b>20,064</b>	(3,214)
<b>Cash Flows from Financing Activities</b>			
Interest paid	28	(361)	(777)
Repayments of principal portion of lease liabilities	28	(8,977)	(8,613)
<b>Net cash used in financing activities</b>		<b>(9,338)</b>	(9,390)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>17,002</b>	(12,248)
<b>Cash and cash equivalents, at beginning of year</b>		<b>11,562</b>	23,810
<b>Cash and cash equivalents, at end of year</b>	21	<b>28,564</b>	11,562



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL

EDICO Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 20th May 2016 under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”). The shares of the Company are listed on the GEM (“Listing”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 2nd February 2018.

The Company’s registered office is at the Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company has established its principal place of business in Hong Kong at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong.

As at 30th September 2024, the Company’s immediate and ultimate holding company is Achiever Choice Limited, a company incorporated in the British Virgin Islands (the “BVI”) whose sole director and shareholder is Mr. Chan Tsang Tieh (“Mr. Chan”), an executive director and the Chairman of the board of directors of the Company. On 8th October 2024, Achiever Choice Limited and Jantix Management Limited (the “Offeror”, whose sole director and sole shareholder is Mr. Lui Yu Kin) and Mr. Chan entered into a sale and purchase agreement (the “Share Purchase Agreement”) pursuant to which Achiever Choice Limited agreed to sell, and the Offeror agreed to purchase, 560,000,000 ordinary shares in the share capital of the Company (representing 56.0% of the total issued share capital of the Company). Immediately following the completion of the Share Purchase Agreement, the Offeror and parties acting in concert with it hold in aggregate 560,000,000 Shares, representing 56.0% of the total issued share capital of the Company. The Offeror was therefore required under Rule 26.1 of the Takeovers Code to make a mandatory unconditional cash offer (the “Offer”) to acquire all the issued ordinary shares in the share capital of the Company not already owned or agreed to be acquired by the Offeror and parties acting in concert with it.

Following the completion of the Offer and the restoration of public float of the Company as detailed in the Company’s announcement on 26th November 2024 and 6th December 2024, respectively, 557,800,000 shares are held by the Offeror.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 29.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) which is also the functional currency of the Company and all values are rounded to the nearest thousand (“HK\$’000”) unless otherwise stated.

## 2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3. BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries. A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control over the subsidiaries, and continue to be consolidated until the date that such control ceases.

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

## 4. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

### AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the Group's annual periods beginning on or after 1st October 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax Related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules

The application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial position and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

### CHANGE IN ACCOUNTING POLICY AS A RESULT OF APPLICATION OF THE HKICPA GUIDANCE ON THE ACCOUNTING IMPLICATIONS OF THE ABOLITION OF THE MANDATORY PROVIDENT FUND (“MPF”) – LONG SERVICE PAYMENT (“LSP”) OFFSETTING MECHANISM IN HONG KONG

As disclosed in note 25, the Group has two subsidiaries operating in Hong Kong which are obliged to pay LSP to employees under certain circumstances. Meanwhile, the Group makes mandatory MPF contributions to the trustee who administers the assets held in a trust solely for the retirement benefits of each individual employee. Offsetting of LSP against an employee’s accrued retirement benefits derived from employers’ MPF contributions was allowed under the Employment Ordinance (Cap.57). In June 2022, the Government of the HKSAR gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”) which abolishes the use of the accrued benefits derived from employers’ mandatory MPF contributions to offset severance payment and LSP (the “Abolition”). The Abolition will officially take effect on 1st May 2025 (the “Transition Date”). In addition, under the Amendment Ordinance, the last month’s salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” which provides guidance for the accounting for the offsetting mechanism and the impact arising from abolition of the MPF-LSP offsetting mechanism in Hong Kong. In light of this, the Group has implemented the guidance published by the HKICPA in connection with the LSP obligation so as to provide more reliable and more relevant information about the effects of the offsetting mechanism and the Abolition.

The Group considered the accrued benefits arising from employer MPF contributions that have been vested with the employee and which could be used to offset the employee’s LSP benefits as a deemed contribution by the employee towards the LSP. Historically, the Group has been applying the practical expedient in paragraph 93(b) of HKAS 19 to account for the deemed employee contributions as a reduction of the service cost in the period in which the related service is rendered.

Based on the HKICPA’s guidance, as a result of the Abolition, these contributions are no longer considered “linked solely to the employee’s service in that period” since the mandatory employer MPF contributions after the Transition Date can still be used to offset the pre-transition LSP obligation. Therefore, it would not be appropriate to view the contributions as “independent of the number of years of service” and the practical expedient in paragraph 93(b) of HKAS 19 is no longer applicable. Instead, these deemed contributions should be attributed to periods of service in the same manner as the gross LSP benefit applying paragraph 93(a) of HKAS 19.

Accordingly, the Group has recognised a cumulative catch-up adjustment in profit or loss for the service cost, interest expense and remeasurement effect from changes in actuarial assumptions for the year ended 30th September 2024, with corresponding adjustment to the LSP obligation. The cumulative catch-up adjustment is calculated as the difference at the enactment date (16th June 2022) between the carrying amount of the LSP liability calculated under paragraph 93(b) of HKAS 19 before the Abolition and the carrying amount of the LSP liability calculated under paragraph 93(a) of HKAS 19 after the Abolition.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

### CHANGE IN ACCOUNTING POLICY AS A RESULT OF APPLICATION OF THE HKICPA GUIDANCE ON THE ACCOUNTING IMPLICATIONS OF THE ABOLITION OF THE MANDATORY PROVIDENT FUND (“MPF”) – LONG SERVICE PAYMENT (“LSP”) OFFSETTING MECHANISM IN HONG KONG (Continued)

This change in accounting policy did not have material impact on the statement of financial position as at 30th September 2023, and the beginning of the comparative period as at 1st October 2022, statement of profit or loss and other comprehensive income, and the statement of cash flows for the year ended 30th September 2023.

### NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

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

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>1</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 <sup>1</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>1</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>1</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKFRS 9 and HKFRS 7: Disclosures	Classification and Measurement of Financial Instruments <sup>4</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>5</sup>
HKFRS 19	Subsidiaries without Public Accountability <sup>5</sup>
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 1 <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January 2024.

<sup>2</sup> Effective for annual periods beginning on or after 1st January 2025.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>4</sup> Effective for annual periods beginning on or after 1st January 2026.

<sup>5</sup> Effective for annual periods beginning on or after 1st January 2027.

The directors of the Company anticipate that the application of all the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES

### IMPAIRMENT OF NON-FINANCIAL ASSETS

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset (or a CGU) exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU). An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure is capitalised in the carrying amount of the asset as a replacement.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful lives. The principal annual rates used for this purpose are as follows:

Leasehold improvements	20%
Furniture and fixtures	20%
Office equipment	20%
Computer equipment	20%

Residual values, useful lives and the depreciation method are reviewed, and adjusted prospectively if appropriate, at least at each financial year end.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue from contracts with customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets or financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

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

#### *Financial assets*

##### *Classification and subsequent measurement of financial assets*

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

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

All other financial assets are subsequently measured at fair value.

##### *Amortised cost and effective interest rate*

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### FINANCIAL INSTRUMENTS (Continued)

#### *Financial assets (Continued)*

##### *Impairment of financial assets and contract assets*

The Group performs impairment assessment under expected credit loss (“ECL”) model on trade receivables, rental deposits, bank balances and cash, fixed deposits and contract assets which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables and contract assets without significant financing component. For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

##### *Significant increase in credit risk*

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### FINANCIAL INSTRUMENTS (Continued)

#### *Financial assets (Continued)*

#### *Impairment of financial assets and contract assets (Continued)*

#### *Significant increase in credit risk (Continued)*

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default; (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

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

#### *Definition of default*

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

#### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### FINANCIAL INSTRUMENTS (Continued)

#### *Financial assets (Continued)*

##### *Credit-impaired financial assets (Continued)*

- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

##### *Write-off policy*

The Group writes off a financial asset when there is information indicating that there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

##### *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exceptions of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

Where ECL is measured on a collective basis to cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### FINANCIAL INSTRUMENTS (Continued)

#### *Financial assets (Continued)*

##### *Measurement and recognition of ECL (Continued)*

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

#### *Financial liabilities and equity*

##### *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recognised at the proceeds received, net of direct issue costs.

##### *Financial liabilities at amortised cost*

Financial liabilities including trade and other payables and accruals are subsequently measured at amortised cost, using the effective interest method.

##### *Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### CASH AND CASH EQUIVALENTS

Cash and cash equivalents presented on the consolidated statement of financial position and cash flows include:

- (a) cash, which comprises of cash on hand and demand deposits; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### LEASES

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

#### *The Group as lessee*

The Group recognises a right-of-use asset and a corresponding lease liability in which it is the lessee, except for a lease that has lease term of 12 months or less from the commencement date and does not contain a purchase option. For these leases, the Group recognises the lease payments as expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

#### *Right-of-use assets*

Right-of-use assets should be recognised at cost and comprise the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the Group; and an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease. If the Group has an obligation for costs to dismantle, remove or restore the underlying asset to the condition required by the terms and conditions of the lease, provision is recognised and measured under HKAS 37 Provision, Contingent Liabilities and Contingent Assets.

Right-of-use assets are depreciated over the shorter of the lease term and its useful life of the underlying asset. The depreciation starts at the commencement date of the lease. The right-of-use assets are presented as a separate line in the consolidated statement of financial position. The Group applies HKAS 36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Impairment of non-financial assets” policy.

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

#### *Lease liabilities*

Lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If the rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of lease liability comprise fixed lease payments less any lease incentives receivable.

Lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, using the effective interest method, and by reducing the carrying amount to reflect the lease payments made.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### PROVISIONS

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation by the Group, provided that a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

### REVENUE FROM CONTRACTS WITH CUSTOMERS

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

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

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

#### *Provision of financial printing services*

The Group provides financial printing services under contracts with customers. Such contracts are entered into before the services begin. Revenue from provision of financial printing services is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation using cost-to-cost input method as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

Contract assets arise when the Group has right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. They are assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration.

Contract liabilities arise when the Group has obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

The progress towards complete satisfaction of a performance obligation is measured based on cost-to-cost input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of services.

#### *Variable consideration*

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using the expected value method/the most likely amount, which better predicts the amount of consideration to which the Group will be entitled.

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

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

#### *Principal versus agent*

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### GOVERNMENT GRANTS

Grants from government are recognised where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs for which the grants are intended to compensate are recognised in profit or loss as income over the period necessary to match them with the costs they are intended to compensate.

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

### EMPLOYEE BENEFITS

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

The Group operates a defined contribution scheme, the MPF retirement benefits scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s contributions vest fully with the employees when contributed into the MPF Scheme, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measure on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group’s MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

### INCOME TAX

Income tax comprises current and deferred tax and are recognised in profit or loss.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### INCOME TAX (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets and liabilities in a transaction that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

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

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

For leasing transactions in which the tax deductions are attributable to the right-of-use assets, and no temporary differences arise on initial recognition of the lease liability and the related component of the right-of-use asset's cost.

### FOREIGN CURRENCIES

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are translated into the functional currency at the rates of exchange prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions and not retranslated.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5. MATERIAL ACCOUNTING POLICIES (Continued)

### RELATED PARTIES

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person,
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 6. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

### (a) REVENUE RECOGNITION

The Group recognised revenue from provision of financial printing services only to the extent of the recoverable costs incurred until the Group can reasonably measure the variable consideration and its progress towards complete satisfaction of the performance obligation. Thereafter the revenue is recognised over time by reference to the progress towards complete satisfaction of the performance obligation at the reporting date. Variable consideration is estimated based on the Group's efforts or inputs to the satisfaction of performance obligation according to the contract terms.

Significant judgement and estimates are required in determining whether the Group can measure reasonably the outcome of its performance obligation and the uncertainty associated with the estimation of the progress and variable consideration. Incorrect judgement and estimates would affect the Group's operating performance in future years.

### (b) IMPAIRMENT ASSESSMENT OF TRADE RECEIVABLES

The Group makes allowances on trade receivables based on assumptions about risk of default and expected loss rates. The allowance for trade receivables reflects lifetime ECL i.e. possible default events over the expected life of the trade receivables, weighted by the probability of that default occurring. Judgement has been applied in determining the level of ECL, taking into account the future cash flow for trade receivables including a probability weighted amount determined by evaluating a range of possible outcomes based on the historical credit losses experience by customers, economic factors as well as forward looking estimates in assessing the likelihood of recovery from customer at the end of each reporting period. While the allowance is considered appropriate, changes in estimation basis or in economic conditions could lead to a change in the level of allowance recorded and consequently on the charge or credit to profit or loss.

### (c) DEFERRED TAX ASSET

During the year ended 30th September 2023, the carrying amount of deferred tax asset of HK\$1,046,000 in relation to unused tax losses and deductible temporary difference for an operating subsidiary has been reduced to HK\$Nil due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 6. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

(Continued)

### (d) IMPAIRMENT OF NON-FINANCIAL ASSETS

Non-financial assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount or, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rate or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

Details of the impairment of non-financial assets are disclosed in note 16 to the consolidated financial statements.

### (e) PROVISION FOR LONG SERVICE PAYMENT

The present value of the long service payment depends on a number of factors that are determined on an actuarial basis using a number of assumptions. Any changes in these assumptions will impact the carrying amount of long service payment.

## 7. OPERATING SEGMENT INFORMATION

From the perspective of the Group's senior management, it is considered that assessment of operating performance is focused on the Group as a whole for the purposes of resource allocation and performance assessment. Therefore, management considers the Group has one reporting segment i.e. provisions of financial printing services. Accordingly, only entity-wide disclosures, major customers and geographic information are presented.

### GEOGRAPHICAL INFORMATION

The Group's operations are located in Hong Kong and no non-current assets of the Group are located outside Hong Kong.

### INFORMATION ABOUT MAJOR CUSTOMERS

For the year ended 30th September 2024, there is no revenue from customers (2023: Nil) contributing over 10% of the total revenue of the Group. Revenue derived from the top 5 customers contributed 22.3% (2023: 16.9%) of the total revenue of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 8. REVENUE

An analysis of revenue from external customers is as follows:

	2024 HK\$'000	2023 HK\$'000
Revenue from contracts with customers and recognised over time		
Provision of financial printing services in Hong Kong	40,068	46,499

The Group elected to apply the practical expedient permitted under HKFRS 15 and not disclose about revenue that the Group will be entitled to when it satisfies the remaining unsatisfied performance obligations as at the end of the reporting period under the contracts that had an original expected duration of one year or less.

The following table shows the amount of revenue from the provision of financial printing services recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2024 HK\$'000	2023 HK\$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period	2,728	3,183

## 9. OTHER INCOME

	2024 HK\$'000	2023 HK\$'000
Interest income	2,824	1,410
Government grants under Employment Support Scheme	—	129
Gain on lease termination	—	3
Sundry income	92	81
	2,916	1,623

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 10. LOSS BEFORE TAX

Loss for the year from continuing operations has been arrived at after charging:

	2024 HK\$'000	2023 HK\$'000
Auditor's remuneration	780	750
Depreciation of property, plant and equipment	309	866
Depreciation of right-of-use assets	8,521	8,616
Impairment losses recognised on non-financial assets	2,806	—
Salaries and allowances (excluding directors' remuneration)	19,739	19,180
Contributions to MPF Scheme (Note 1)	779	810
	20,518	19,990
Interest on lease liabilities included in:		
— cost of services	45	46
— finance costs	316	685
	361	731
Written off of trade receivables	2,044	—
Loss on written off of property, plant and equipment	—	101
Expenses relating to short-term leases	—	495

Note 1: The Group contributes 5% of relevant payroll costs to the MPF Scheme, contribution of which is matched by employees. The maximum monthly amount of contribution is limited to HK\$1,500 per employee. During the years ended 30th September 2024 and 2023, the Group had no forfeited contributions under the MPF Scheme which may be used by the Group to reduce existing level of contributions as described in paragraph 18.34(2) of the Listing Rules. No forfeited contributions were also available at 30th September 2024 and 2023 for the Group to reduce contribution payables in future years, if applicable.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance is as follows:

	Year ended 30th September 2024				
	Fees HK\$'000	Salaries, allowances, and benefits in kind HK\$'000	Performance related bonuses HK\$'000	MPF Scheme contributions HK\$'000	Total HK\$'000
<b>Executive directors</b>					
Mr. Chan Tsang Tieh	240	—	—	—	240
Mrs. Donati Chan Yi Mei Amy (also as chief executive)	120	1,808	—	18	1,946
	360	1,808	—	18	2,186
<b>Independent non-executive directors</b>					
Mr. Li Wai Ming	60	—	—	—	60
Mr. Wan Chun Wai Andrew	60	—	—	—	60
Ms. Chan Chiu Yee Natalie	60	—	—	—	60
	180	—	—	—	180
	540	1,808	—	18	2,366

	Year ended 30th September 2023				
	Fees HK\$'000	Salaries, allowances, and benefits in kind HK\$'000	Performance related bonuses HK\$'000	MPF Scheme contributions HK\$'000	Total HK\$'000
<b>Executive directors</b>					
Mr. Chan Tsang Tieh	240	—	—	—	240
Mrs. Donati Chan Yi Mei Amy (also as chief executive)	120	1,650	—	18	1,788
	360	1,650	—	18	2,028
<b>Independent non-executive directors</b>					
Mr. Li Wai Ming	60	—	—	—	60
Mr. Wan Chun Wai Andrew	60	—	—	—	60
Ms. Chan Chiu Yee Natalie	60	—	—	—	60
	180	—	—	—	180
	540	1,650	—	18	2,208

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(Continued)

Other than the independent non-executive directors' emoluments shown above which were for their services as director of the Company, the emoluments shown above were for their services in connection with the management of the affairs and as directors of the Company and its subsidiaries, if applicable.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

During the year, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

## 12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included one (2023: one) director who is also the chief executive, details of whose remuneration are set out in Note 11 above. Details of the remuneration for the year of the remaining 4 (2023: 4) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries, allowances and benefits in kind	2,792	2,689
Contributions to MPF Scheme	71	71
	<b>2,863</b>	2,760

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

	2024	2023
Nil to HK\$1,000,000	4	4

During the year, no remuneration was paid by the Group to the non-director and non-chief executive highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 13. INCOME TAX EXPENSE/(CREDIT)

No provision for Hong Kong profits tax has been made as the Group has available tax losses brought forward from prior years to offset the assessable profits generated in preceding year and did not have any estimated assessable profits generated for the current year.

	2024 HK\$'000	2023 HK\$'000
Current — Hong Kong		
Charge for the year	—	—
Over-provision in previous years	—	(41)
	—	(41)
Deferred tax (Note 24)		
Current year	1,046	—
	1,046	(41)

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

	2024 HK\$'000	2023 HK\$'000
Loss before tax	(6,252)	(7,721)
Tax at Hong Kong profits tax rate of 16.5% (2023: 16.5%)	(1,032)	(1,274)
Income not subject to tax	(445)	(234)
Expenses not deductible for tax purpose	24	—
Unrecognised temporary differences	47	881
Temporary differences previously not recognised	—	(13)
Tax losses not recognised	2,567	779
Tax losses utilised	(115)	(139)
Over-provision in previous years	—	(41)
Income tax expense/(credit)	1,046	(41)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 14.DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 30th September 2024 (2023: Nil) nor has any dividend been proposed since the end of the reporting period (2023: Nil).

## 15.LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	2024 HK\$'000	2023 HK\$'000
Loss:		
Loss for the year attributable to owners of the Company	(7,298)	(7,680)
	2024 '000	2023 '000
Number of shares:		
Weighted average number of ordinary shares	1,000,000	1,000,000
	HK cents	HK cents
Basic and diluted loss per share	(0.73)	(0.77)

The diluted loss per share is equal to the basic loss per share as the Group had no potentially dilutive ordinary shares in issue during the years ended 30th September 2024 and 2023.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Furniture and fixtures HK\$'000	Office equipment HK\$'000	Computer equipment HK\$'000	Total HK\$'000
<b>Cost:</b>					
At 1st October 2022	6,821	619	875	3,858	12,173
Additions	—	—	58	116	174
Written off	(195)	(69)	(28)	(10)	(302)
<b>At 30th September 2023, 1st October 2023 and 30th September 2024</b>	<b>6,626</b>	<b>550</b>	<b>905</b>	<b>3,964</b>	<b>12,045</b>
<b>Accumulated depreciation and impairment:</b>					
At 1st October 2022	6,081	511	711	3,503	10,806
Charge for the year	532	91	105	138	866
Written back	(114)	(64)	(17)	(6)	(201)
At 30th September 2023 and 1st October 2023	6,499	538	799	3,635	11,471
Charge for the year	127	12	47	123	309
Impairment loss recognised	—	—	59	206	265
<b>At 30th September 2024</b>	<b>6,626</b>	<b>550</b>	<b>905</b>	<b>3,964</b>	<b>12,045</b>
<b>Net carrying value:</b>					
<b>At 30th September 2024</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
At 30th September 2023	127	12	106	329	574

### IMPAIRMENT ASSESSMENT

As at 30th September 2024, the management of the Group identified the overall operations of financial printing services underperformed and concluded there was indication for impairment and conducted impairment assessment on its property, plant and equipment and right-of-use assets, which belong to the same cash-generating unit.

The recoverable amount of cash-generating unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate of 16.75% (2023: 15.57%) as at 30th September 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

### IMPAIRMENT ASSESSMENT (Continued)

Based on the result of the assessment, management of the Group determined that the recoverable amount of the cash-generating unit is lower than the carrying amount. The impairment amount has been allocated to each category of property, plant and equipment and right-of-use assets such that the carrying amount of each category of asset is not reduced below the highest of its fair value less cost of disposal, its value in use and zero. Based on the value in use calculation and the allocation, impairment loss of HK\$265,000 and HK\$2,541,000 has been recognised against the carrying amount of property, plant and equipment and right-of-use assets, respectively within the relevant functions to which these assets relate.

## 17. LEASES

### (i) RIGHT-OF-USE ASSETS

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	<b>Leased premises</b> HK\$'000	<b>Office equipment</b> HK\$'000	<b>Total</b> HK\$'000
At 1st October 2022	17,608	1,030	18,638
Additions	439	632	1,071
Depreciation charge for the year	(8,043)	(573)	(8,616)
Termination	—	(31)	(31)
At 30th September 2023 and 1st October 2023	10,004	1,058	11,062
Depreciation charge for the year	(8,003)	(518)	(8,521)
Impairment loss recognised	(2,001)	(540)	(2,541)
<b>At 30th September 2024</b>	<b>—</b>	<b>—</b>	<b>—</b>

For the current year, the Group leases an office and equipment (2023: an office, warehouse and equipment) for its operations. Lease contracts for leased premises are entered into for a fixed term of 3 years (2023: 1 to 3 years) while lease of equipment generally have lease terms of 5 years. Lease terms are negotiated on an individual basis and contain different terms and conditions. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The total cash outflow for leases was HK\$9,338,000 (2023: HK\$9,885,000).

The impairment assessment of right-of-use assets is set out in Note 16.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 17. LEASES (Continued)

### LEASES COMMITTED

As at 30th September 2024, the Group entered into a new lease for its office with a term of 3 years commencing from 2nd January 2025 to 31st December 2027 for its use as office and principal place of business. The total future undiscounted cash flows over the non-cancellable period amounted to HK\$16,083,000.

### (ii) LEASE LIABILITIES

The lease liabilities are payable:

	2024 HK\$'000	2023 HK\$'000
<b>Current</b>		
Within one year	2,343	8,976
<b>Non-current</b>		
More than one year but not later than two years	131	2,343
More than two years but not later than five years	262	394
	393	2,737
	2,736	11,713

The maturity analysis of lease liabilities is disclosed in Note 33 to the financial statements.

(iii) The incremental borrowing rate applied to lease liabilities was 5.25% (2023: 5.25%).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 18. TRADE RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Trade receivables		
— contract with customers	15,289	24,187
Less: Allowance for credit losses	(7,126)	(10,169)
	<b>8,163</b>	14,018

The Group's trading terms with its customers are mainly on credit. The credit period is generally 45–60 days. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of trade receivables as at the end of the reporting period, based on the invoice date and net of allowance for credit losses, is as follows:

	2024 HK\$'000	2023 HK\$'000
0 – 30 days	3,645	5,910
31 to 60 days	1,025	4,094
61 to 90 days	589	1,061
91 to 180 days	2,537	2,366
181 days to 1 year	217	480
Over 1 year	150	107
	<b>8,163</b>	14,018

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 18. TRADE RECEIVABLES (Continued)

The movements in the lifetime ECL for trade receivables are as follows:

	2024 HK\$'000	2023 HK\$'000
At beginning of year	10,169	6,550
Impairment losses recognised	—	3,619
Impairment losses reversed	(3,043)	—
At end of year	7,126	10,169

As at 1st October 2022, trade receivables, net of allowance for credit losses amounted to HK\$12,844,000.

As at 30th September 2024, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$1,278,000 (2023: HK\$1,256,000) which are past due 90 days at the end of the reporting period and is not considered as in default because the Group has assessed the historical payment pattern of the debtors and the credit quality of these customers.

An amount outstanding on trade receivables that were written off during the period but are still subject to enforcement activities was HK\$2,044,000 (2023: HK\$Nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 19.CONTRACT ASSETS/CONTRACT LIABILITIES

### CONTRACT ASSETS

	2024 HK\$'000	2023 HK\$'000
Contract assets	3,748	3,554
Less: allowance for credit losses	(3,337)	(3,337)
Contract assets, net	411	217

As at 1st October 2022, contract assets amounted to HK\$358,000.

Contract assets are initially recognised for revenue earned from the provision of financial printing services as the receipt of consideration is conditional on the Group's future performance. Upon the rights to consideration become unconditional, the amounts recognised as contract assets are reclassified to trade receivables.

Typical payment terms which impact on the amount of contract assets recognised are as follows:

The Group's provision of financial printing service contracts include payment schedules which require stage payments over the service period once certain specified milestones are reached. The Group requires certain customers to provide upfront payment range from 10% to 40% (2023: 10% to 40%) of total contract sum as part of its credit risk management policies and this has resulted in a contract liability at early stage of the services.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

The Group's trading terms and credit policy with customers are disclosed in Note 18 to the financial statements.

The movements in the lifetime ECL contract assets are as follows:

	2024 HK\$'000	2023 HK\$'000
At beginning of year	3,337	3,019
Impairment losses recognised	—	318
At end of year	3,337	3,337

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 19.CONTRACT ASSETS/CONTRACT LIABILITIES (Continued)

### CONTRACT LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Provision for financial printing services		
Billings in advance of performance	9,474	11,158

As at 1st October 2022, contract liabilities amounted to HK\$11,868,000.

All contract liabilities are expected to be settled within the Group's normal operating cycle, and are classified as current liabilities.

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

When the Group receives an advance payment before the financial printing services commence, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the advance payment.

## 20.PREPAYMENTS AND DEPOSITS

	2024 HK\$'000	2023 HK\$'000
Prepayments	237	185
Rental and other deposits	2,512	2,389
	2,749	2,574

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 21. BANK BALANCES AND CASH/FIXED DEPOSITS

	2024 HK\$'000	2023 HK\$'000
Cash and bank balances	9,152	6,882
Fixed deposits	51,050	53,681
	<b>60,202</b>	60,563

Cash and bank balances earn interests at floating rates based on daily bank deposit rates. Time deposits of HK\$31,638,000 (2023: HK\$49,001,000) carry fixed interest rate of 3.2%–4.85% (2023: 3.45%–5.05%) and are made for a maturity period of more than 3 months when placed. The remaining time deposits HK\$19,412,000 (2023: HK\$4,680,000) carries fixed interest rate of 3.85%–4.2% (2023: 4.7%–4.73%) and are made for periods of not more than 3 months.

## 22. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2024 HK\$'000	2023 HK\$'000
0 – 30 days	1,131	2,014
31 to 60 days	232	952
61 to 90 days	282	385
91 to 180 days	1,138	284
181 days to 1 year	34	35
Over 1 year	2,189	2,669
	<b>5,006</b>	6,339

The trade payables are non-interest-bearing and are normally settled on 30–60 days terms.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 23. ACCRUALS AND PROVISIONS

	2024 HK\$'000	2023 HK\$'000
Accrued commission	900	800
Accrued auditor's remuneration	780	750
Provision — Note	1,569	1,518
Others	266	319
	<b>3,515</b>	3,387

Note: Movement of provision during the year:

	Reinstatement cost related to leased premises
At 1st October 2023	1,518
Unwinding of discount	51
Closing unfunded obligation as at 30th September 2024	1,569

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 24. DEFERRED TAX

The following are the major deferred tax assets recognised and movement thereon during the current and prior years.

	<b>Decelerated depreciation allowance</b> HK\$'000	<b>Tax loss</b> HK\$'000	<b>Total</b> HK\$'000
<b>At 30th September 2022, 30th September 2023 and 1st October 2023</b>	505	541	1,046
Charge for the year — Note 13	(505)	(541)	(1,046)
<b>At 30th September 2024</b>	—	—	—

At the end of the reporting period, the Group has unused tax losses of approximately HK\$27,014,000 (2023: HK\$15,433,000) available indefinitely for offset against future profits of the companies in which the losses arose. No deferred tax asset (2023: HK\$3,277,000) has been recognised in respect of such losses as at the year end due to the unpredictability of future profit streams.

At the end of the reporting period, the Group has deductible temporary differences of HK\$10,983,000 (2023: HK\$13,761,000). No deferred tax asset (2023: Nil) has been recognised in relation to such deductible temporary difference during the year due to the unpredictability of future profit streams.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 25. PROVISION FOR LSP

For the Group's subsidiaries operating in Hong Kong, pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof, for the purpose of offsetting LSP payable to an employee (the "Offsetting Arrangement").

The Amendment Ordinance was gazetted on 17th June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1st May 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date and the years of service up to that date. The Amendment Ordinance has impact on the Group's LSP liability with respect to employees that participate in MPF Scheme and the Group has accounted for the offsetting mechanism and its abolition as disclosed in Note 4.

### LSP OBLIGATION

Movements in the present value of unfunded LSP obligation in the current year were as follows:

	2024 HK\$'000	2023 HK\$'000
Opening unfunded obligation	—	—
Current service cost	59	—
Interest cost	18	—
Past service cost	558	—
Closing unfunded obligation	635	—

The average duration of the benefit obligation at 30th September 2024 is 10.59 years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 25. PROVISION FOR LSP (Continued)

### LSP OBLIGATION (Continued)

The service cost and the interest expense for the year are included in the employee benefits expenses in profit or loss and other comprehensive income. Of the expenses for the year, HK\$421,000 has been included in cost of sales, HK\$48,000 has been included in selling expenses and HK\$166,000 has been included in administrative expenses.

Significant actuarial assumptions for the determination of the LSP obligation are discount rate of 3%, expected salary increase of 3% and expected investment return on offsetable MPF accrued benefits of 3%. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is 100 basis points higher (lower), the LSP obligation would decrease by HK\$90,000 (increase by HK\$90,000).
- If the expected salary increases (decreases) by 1%, the LSP obligation would increase by HK\$1,000 (decrease by HK\$1,000).

The sensitivity analysis presented above may not be representative of the actual change in the LSP obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

## 26. SHARE CAPITAL

	Number of ordinary shares '000	Share capital HK\$'000
Authorised: Ordinary shares of HK\$0.01 each		
<b>At 1st October 2022, 30th September 2023 and 2024</b>	<b>5,000,000</b>	<b>50,000</b>
Issued and fully paid: <b>At 1st October 2022, 30th September 2023 and 2024</b>	<b>1,000,000</b>	<b>10,000</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 27. RESERVES

### (I) SHARE PREMIUM

The share premium represents the excess of the proceeds received from the capitalisation issue and the initial public offering over the nominal value of the Company's shares issued.

### (II) CAPITAL RESERVE

The capital reserve represents the difference between the cost of investment and the issued share capital of a subsidiary.

### (III) MERGER RESERVE

The merger reserve represents the difference between the nominal value of new shares of the Company issued for the exchange of the issued shares of the subsidiary under a reorganisation and the carrying amount of its share of the subsidiary's own equity items.

## 28. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (A) MAJOR NON-CASH TRANSACTIONS

During the year ended 30th September 2023, the Group recognised right-of-use assets and lease liabilities of HK\$1,071,000 and HK\$737,000, respectively, in respect of new lease arrangements for leased premises and office equipment.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 28. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### (B) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Lease liabilities	
	2024 HK\$'000	2023 HK\$'000
At 1st October	11,713	19,623
Changes from financing cash flows	(9,338)	(9,390)
New leases entered	—	737
Termination	—	(34)
Interest expenses	361	777
At 30th September	2,736	11,713

## 29. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Name	Place of incorporation/ operation	Issued/ registered capital	Percentage of equity interest attributable to the Company		Principal activities
			2024	2023	
<b>Directly held:</b>					
Top Achiever Global Limited	British Virgin Islands (“BVI”)	United States dollars (“US\$”) 1	100%	100%	Investment holding
<b>Indirectly held:</b>					
High Strength Limited	BVI	US\$1,000	100%	100%	Investment holding
High Data Limited	BVI	US\$1,000	100%	100%	Investments holding
EDICO Financial Press Services Limited	Hong Kong (“HK”)	HK\$11,080,000	100%	100%	Provision of financial printing services and investment holding
TOD Translation Services Limited	HK	HK\$10,000	100%	100%	Provision of translation services to the Group
Huge Alliance Limited	HK	HK\$500,000	100%	100%	Provision of management service to the Group
ORTUS Solutions Limited	HK	HK\$1	100%	100%	Inactive

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 30. CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30th September 2024 and 2023.

## 31. RELATED PARTIES TRANSACTIONS

- (a) The Group had no transactions with related parties during the years ended 30th September 2024 and 2023.
- (b) Compensation of key management personnel of the Group.

The remuneration of directors and other members of key management during the year are set out in Notes 11 and 12 to the consolidated financial statements.

## 32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

	2024 HK\$'000	2023 HK\$'000
<b>Financial assets</b>		
At amortised cost	70,877	76,970
<b>Financial liabilities</b>		
At amortised cost	6,952	8,208

## 33. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial instruments were reasonably approximate to their fair values as at 30th September 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise trade receivables, contract assets, rental deposits, cash and bank balance, fixed deposits, trade payables, accruals and lease liabilities.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The directors of the Company review policies for managing and monitoring each of these risks and they are summarised below.

### INTEREST RATE RISK

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank balances with floating interest rates. The Group's fixed deposits and lease liabilities carry fixed rates. The Group has not used any interest rate swaps to hedge its interest rate risk.

The directors consider there is no expected significant exposure to interest rate risk and hence, no sensitivity analysis is presented.

### FOREIGN CURRENCY RISK

The Group's businesses are located in Hong Kong and most of the transactions are denominated in HK\$ except for certain contract sum denominated in US\$. Most of the Group's assets and liabilities are denominated in HK\$, except for certain cash on hand and bank balances which were denominated in US\$, Taiwan Dollar, Renminbi and Sterling Pound.

Since HK\$ is pegged to US\$ and bank balances denominated in other foreign currencies were insignificant, the directors consider there is no significant exposure expected on foreign currency transactions and balances and hence, no sensitivity analysis is presented.

### CREDIT RISK

The Group's credit risk is primarily attributable to trade receivables, contract assets, rental deposits, and cash and bank balances and fixed deposits. The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge a contractual obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position at the end of each of the reporting period.

The credit risk for cash and bank balances and fixed deposits is considered limited as such amounts are placed in reputable banks with high credit rating assigned by international credit rating agencies.

Rental deposits are available for netting off its leases payment in case of default by the counterparty. The Group assessed the ECL for rental deposits are insignificant.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### CREDIT RISK (Continued)

#### Trade receivables and contract assets

In order to minimise the credit risk on trade receivables and contract assets, the management of the Group has delegated a team responsible for determination of credit limits and assessing credit quality of the customers. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. The credit quality of the debtors is assessed based on their financial position, past experience and other factors. The Group has policies in place to ensure credit terms are granted to reliable debtors. In addition, the Group performs impairment assessment at the end of each of the reporting period to ensure that adequate impairment losses are made on trade receivables and contract assets. As at 30th September 2024, the Group reversed HK\$3,043,000 (2023: provided HK\$3,619,000) and HK\$Nil (2023: HK\$318,000) impairment allowance for trade receivables and contract assets respectively, based on the provision matrix.

An impairment analysis is performed at each reporting date using a provision matrix within lifetime ECL. The provision rates for the measurement of lifetime ECL of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customers base. The provision rates of trade receivables are based on days past due of trade receivables. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than two years.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix.

#### Trade receivables

	Past due						Total
	Current	1-90 days	91-180 days	181-279 days	280-365 days	Over 1 year	
<b>As at 30th September 2024</b>							
<b>Expected credit loss rate</b>	1%	5%	13%	49%	75%	100%	
<b>Gross carrying amount (HK\$'000)</b>	4,716	1,961	1,647	101	594	6,270	15,289
<b>Expected credit losses (HK\$'000)</b>	45	101	217	49	444	6,270	7,126
<b>As at 30th September 2023</b>							
Expected credit loss rate	10%	38%	38%	74%	74%	100%	
Gross carrying amount (HK\$'000)	11,156	4,423	1,385	897	691	5,635	24,187
Expected credit losses (HK\$'000)	1,158	1,665	532	666	513	5,635	10,169

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### LIQUIDITY RISK

In the management of liquidity risk, the Group's policy is to regularly monitor current and expected liquidity requirements on the basis of the maturity of both its financial assets and liabilities and to ensure that it maintains sufficient reserves of cash.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on its remaining contractual undiscounted cash flows and the earliest date on which the Group can be required to pay, was as follows:

	2024 HK\$'000	2023 HK\$'000
Within 1 year		
Trade payables	5,006	6,339
Accruals	1,946	1,869
Lease liabilities	2,377	9,331
	<b>9,329</b>	17,539
More than 1 year but less than 2 years		
Lease liabilities	149	2,377
More than 2 years but less than 5 years		
Lease liabilities	276	425
	<b>9,754</b>	20,341

## 35. CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value. The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, share buy-backs or issue new shares.

The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 30th September 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2024 HK\$'000	2023 HK\$'000
<b>Non-current Asset</b>		
Investment in a subsidiary	—	—
<b>Current Assets</b>		
Prepayments	72	72
Amounts due from subsidiaries	37,987	21,350
Fixed deposits	5,000	20,000
Bank balances	601	1,371
	<b>43,660</b>	42,793
<b>Current Liability</b>		
Accruals	757	652
<b>Net Current Assets</b>	<b>42,903</b>	42,141
<b>Net Assets</b>	<b>42,903</b>	42,141
<b>Capital and Reserves</b>		
Share capital	10,000	10,000
Reserves	32,903	32,141
<b>Total Equity</b>	<b>42,903</b>	42,141

The Company's statement of financial position was approved and authorised for issue by the board of directors on 17th December 2024 and were signed on its behalf by:

**Mr. Chan Tsang Tieh**  
Director

**Mrs. Donati Chan Yi Mei Amy**  
Director

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Movement in the Company's reserves is as follows:

	<b>Share premium</b> HK\$'000 (Note 26(i))	<b>Retained profits/ (accumulated losses)</b> HK\$'000	<b>Total</b> HK\$'000
At 1st October 2022	36,735	44	36,779
Loss and total comprehensive expense for the year	—	(4,638)	(4,638)
At 30th September 2023 and 1st October 2023	36,735	(4,594)	32,141
Profit and total comprehensive income for the year	—	762	762
<b>At 30th September 2024</b>	<b>36,735</b>	<b>(3,832)</b>	<b>32,903</b>

## 37. EQUITY-SETTLED SHARE OPTION SCHEME OF THE COMPANY

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 16th January 2018 for the primary purpose of providing incentives to directors and eligible employees, and will expire in ten years.

Under the Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the board of directors, has contributed or may contribute to the Group.

The total number of shares in respect of which options may be granted under the Scheme and any other share option schemes of the Group is not permitted to exceed 100,000,000 shares of the Company. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 37. EQUITY-SETTLED SHARE OPTION SCHEME OF THE COMPANY (Continued)

Options granted to substantial shareholders or independent non-executive directors or his/her/its associates (as defined in the Listing Rule), in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5,000,000 based on the closing price of the shares of the Company at the date of grant, must be approved in advance by the Company's shareholders.

Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 per option. Options may be exercised at any time during the period determined by the directors of the Company at the time of grant but no later than the 10 anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share on the date of grant.

There is no option granted since adoption of the Scheme.

# FINANCIAL SUMMARY

## RESULTS

	For the year ended 30th September				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Revenue	40,068	46,499	45,395	57,532	81,971
Cost of services	(20,821)	(23,944)	(22,704)	(27,944)	(37,634)
Gross profit	19,247	22,555	22,691	29,588	44,337
Other income	2,916	1,623	1,715	2,058	2,619
Impairment losses reversed/(recognised) under expected credit loss model	3,043	(3,937)	—	(2,559)	(3,629)
Selling expenses	(2,854)	(2,604)	(3,271)	(3,625)	(2,690)
Administrative and other operating expenses	(28,237)	(24,574)	(25,263)	(26,760)	(28,324)
Finance costs	(367)	(784)	(904)	(511)	(1,051)
(Loss)/profit before tax	(6,252)	(7,721)	(5,032)	(1,809)	11,262
Income tax (expense)/credit	(1,046)	41	2,251	80	—
(Loss)/profit and total comprehensive (expense)/income for the year attributable to owners of the Company	(7,298)	(7,680)	(2,781)	(1,729)	11,262

	As at 30th September				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
<b>Assets and Liabilities</b>					
Total assets	71,525	90,054	105,777	91,411	105,776
Total liabilities	21,366	32,597	40,640	23,493	36,129
Total capital and reserves	50,159	57,457	65,137	67,918	69,647

The summary of the consolidated results and the assets and the liabilities of the Group for the last five financial years is extracted from the published audited consolidated financial statements.



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