

AMASSE CAPITAL
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AMASSE CAPITAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8168

ANNUAL REPORT
2024

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

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

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

*This annual report, for which the directors (the “**Directors**”) of Amasse Capital Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (together, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this annual 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 annual report misleading.*

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ms. Huang Min (*Chairman*)
(resigned on 15 July 2024)
Mr. Lam Ting Lok (*Chief Executive Officer*)
Mr. Lo Mun Lam Raymond
Ms. Tse Fung Sum Flora
Ms. Tsang Kwong Wan

Independent Non-executive Directors

Mr. Cheung Pak To, *BBS*
Mr. Li Wing Sum Steven
Dr. Yu Yuen Ping

BOARD COMMITTEES

Audit Committee

Mr. Li Wing Sum Steven (*Chairman*)
Mr. Cheung Pak To, *BBS*
Dr. Yu Yuen Ping

Remuneration Committee

Mr. Cheung Pak To, *BBS* (*Chairman*)
Mr. Li Wing Sum Steven
Ms. Tsang Kwong Wan

Nomination Committee

Mr. Cheung Pak To, *BBS* (*Chairman*)
Dr. Yu Yuen Ping
Ms. Tsang Kwong Wan

COMPLIANCE OFFICER

Mr. Lam Ting Lok

AUTHORISED REPRESENTATIVES

Mr. Lam Ting Lok
Ms. Tsang Kwong Wan

COMPANY SECRETARY

Ms. Ying Yuk Sim

AUDITOR

OOP CPA & Co
Certified Public Accountants
Unit A, 21/F, LL Tower
2-4 Shelley Street
Central
Hong Kong

LEGAL ADVISOR

Fairbairn Catley Low & Kong
23/F, Shui On Centre
6-8 Harbour Road
Wanchai, Hong Kong

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1201, 12/F
Prosperous Building
48-52 Des Voeux Road Central
Hong Kong

CORPORATE INFORMATION (Continued)

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor
Services Limited
Shops 1712-1716, 17/F
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

PRINCIPAL BANKERS

Industrial and Commercial Bank of
China (Asia) Limited

WEBSITE

www.amasse.com.hk

STOCK CODE

8168

CHIEF EXECUTIVE'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

The board (the “**Board**”) of directors (the “**Directors**”) of Amasse Capital Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) is pleased to present the audited consolidated financial results of the Group for the year ended 30 September 2024 to the shareholders of the Company (the “**Shareholders**”).

REVIEW OF RESULTS

For the financial year ended 30 September 2024, the Group's revenue was approximately HK10.0 million (2023: approximately HK\$12.3 million). A loss attributable to equity shareholders of the Company amounted to approximately HK\$8.9 million as compared with approximately HK\$1.9 million for the financial year ended 30 September 2023.

BUSINESS REVIEW AND PROSPECTS

The Group is a corporate finance advisory service provider and investment advisory service provider based in Hong Kong and licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), subject to the conditions that its operating subsidiary, Amasse Capital Limited, shall not (i) hold client assets; (ii) for Type 1 regulated activity, engage in dealing activities other than those relating to corporate finance; and (iii) for Type 6 regulated activity, act as sponsor in respect of an application for listing on a recognized stock market of any securities. Amasse Asset Management Limited shall not (i) hold client assets; and (ii) only provide services to professional investors.

The Group is principally engaged in providing corporate finance advisory services in Hong Kong including (i) acting as financial adviser to Hong Kong public listed companies and investors seeking to control or invest in public listed companies in Hong Kong regarding corporate transactions which mainly involve the compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the GEM Listing Rules and/or the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”); (ii) acting as independent financial adviser to independent board committees and/or independent shareholders of public listed companies in Hong Kong; (iii) acting as underwriter and/or placing agent not holding client assets in dealing activities for its clients; and (iv) providing investment advisory services.

The Group experienced a harsh business environment as well as high industry competition for the year ended 30 September 2024. Despite the positive news announced, such as the release of cross-border restrictions between Hong Kong and the People's Republic of China (the “**PRC**”) since February 2023 and the reduction of interest rate by the Federal Reserve of the United States of America in September 2024, the favorable impact they brought were temporary. In February 2023, the Hong Kong Hang Seng Index (“**HSI**”) reached 22,000 points, however since then the HSI demonstrated a downward trend for more than a year from February 2023 to April 2024. The HSI then fluctuated between 16,000 points to 19,000 points. Again, the HSI had only a short rebound between mid-September to early-October 2024 and reached 23,000 points, but dropped again and fluctuated around 20,000 points. The Directors believe that the market sentiment in Hong Kong is still weak, which is affecting our major customers, mainly the small to medium enterprises listed in Hong Kong, who are still conservative on carrying out transaction and corporate activity.

CHIEF EXECUTIVE'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

During the year ended 30 September 2024 (“**FY2024**”), the revenue of the Group had decreased by approximately 18.7% to approximately HK\$10.0 million and the loss for FY2024 had increased by approximately 368.4% to approximately HK\$8.9 million, when compared to that for the corresponding period in 2023 respectively.

Corporate Finance Advisory Services

The Directors observe there are severe price competition and unfavourable business environment in the Hong Kong corporate finance industry during the uncertain economic climate. As such, the Group has adopted a competitive price strategy while maintaining its high service quality for the clients.

The performance of the Group's corporate finance advisory services had deteriorated that revenue for FY2024 was decreased by approximately 18.7% to approximately HK\$10.0 million when compared to that for the corresponding period in 2023. Such decrease was mainly attributable to the decrease in number of total corporate finance advisory transactions, in particular lack of complex transactions that induced higher advisory fee.

Asset Management Advisory Services

Amasse Asset Management Limited, a wholly-owned subsidiary of the Group, was granted the licenses of Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO in May 2020.

For FY2024, no revenue was record from the asset management advisory services yet. The Group is proactively approaching new client and currently, the Group is in deep discussion with a potential client regarding the set-up of a fund for investment on financial assets.

Company Secretary Services

During FY2024, the Group has incorporated Amasse Company Services Limited, a wholly-owned subsidiary of the Group, and was granted a trust or company service provider license by Hong Kong Company Registry. The Group currently focuses on providing company secretary services for Hong Kong listed company and has successfully be engaged as company secretary for a Hong Kong listed company during FY2024.

As disclosed in the section headed “Risk Factors” under the Company's prospectus dated 8 March 2018, revenue of the Group's corporate finance activities is to a large extent derived from transactions for which the Group is engaged on a one-off basis. The nature of the corporate finance activities also means the demand and scope for our activities are dependent on an array of factors such as the conditions of the financial markets which is beyond our control. In addition, the nature of the Group's business is largely based on non-recurring projects and engagement terms may vary from project to project. As such, the Group is formulating different strategies, including but not limited to emphasising on material transactions pitching with the hope to generate higher fee income.

CHIEF EXECUTIVE'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

As a service company, the Directors believe that high quality advisory services and consistent management are a way to success of the Group. The Directors consider that the professional teams of the Group have continued to provide high quality services to customers which will continue to deliver value for our Shareholders. Most of the Directors have extensive experience and knowledge on Hong Kong financial market and/or listed companies' operation, rules and/or regulations. It is believed that the Directors will continuous to contribute to the Group's development and the Group's performance will continuous to improve as mentioned above.

Other Business

In addition to financial related business, which is and will continue to be the main focus of the Group, aiming the long lasting and uncertain economic climate over the world, the Group believes it is a strategic move to explore non-financial related business. The Group is exploring the forage and probiotics businesses in the PRC. For more details, please refer to the announcement of the Company dated 19 September 2024 and 16 December 2024.

FINANCIAL REVIEW

Revenue

Revenue for the year ended 30 September 2024 amounted to approximately HK\$10.0 million, representing a reduce of approximately HK\$2.3 million or approximately 18.7% as compared with that of approximately HK\$12.3 million for the corresponding period of last year. Such decrease was mainly caused by the decrease in number of total corporate finance advisory transactions, in particular complex transactions that induced higher advisory fee.

Other Income and Other Net (Loss)/Gain

The Group's other income for the year ended 30 September 2024 mainly included (i) bank interest income of approximately HK\$0.5 million (2023: approximately HK\$0.5 million); and (ii) gain on disposal of plant and equipment of HK\$0.2 million (2023: Nil).

The Group's other net loss for the year ended 30 September 2024 mainly included (i) net realised and unrealised loss on financial assets at fair value through profit or loss of approximately HK\$2.0 million (2023: approximately HK\$2.4 million); and (ii) foreign exchange loss of approximately HK\$0.2 million (2023: approximately HK\$0.06 million).

Employee Benefit Expenses

Employee benefit expenses primarily consist of salaries, bonus and allowances as well as contributions to the mandatory provident fund for the Directors and employees of the Group. Employee benefits expenses for the year ended 30 September 2024 were approximately HK\$11.0 million (2023: approximately HK\$9.4 million), representing an increase of approximately HK\$1.6 million as compared with the corresponding period of last year, primarily due to the increase of approximately HK\$1.0 million of salaries and welfare, and approximately HK\$0.5 million of performance related bonuses paid during the year.

CHIEF EXECUTIVE'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Other Operating Expenses

Other operating expenses for the year ended 30 September 2024 were approximately HK\$2.6 million when compared to approximately HK\$2.4 million for the corresponding period of last year. The increase in other operating expenses was mainly due to increase of office rent.

Income Tax Expense

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year (2023: Nil).

Loss for the Period

The Group incurred net loss of approximately HK\$8.9 million for the year ended 30 September 2024 as compared to approximately HK\$1.9 million for the year ended 30 September 2023. The increase of net loss for the year was mainly due to the net effect of (i) the decrease in revenue by approximately HK\$2.3 million; (ii) the increase in loss allowance on trade receivables of approximately HK\$2.7 million which is much higher than last year because customers delayed their repayments; and (iii) cost increased in employee benefit expenses of approximately HK\$1.6 million.

Dividend

The Board does not recommend the payment of a final dividend for the year ended 30 September 2024 (2023: Nil).

Liquidity and Financial Resources

As at 30 September 2024 and 2023, the Group had cash and cash equivalents of approximately HK\$17.7 million and HK\$24.0 million respectively. The Group's current ratio was approximately 14.4 times as compared to approximately 4.4 times as at 30 September 2023.

For the year ended 30 September 2024, the gearing ratio was approximately 7.5% (2023: 27.5%). Gearing ratio is calculated by dividing total debt by total equity. Total debt is defined to include all interest-bearing borrowings and lease liabilities.

The Directors are of the view that at the date hereof, the Group's financial resources are sufficient to support its business and operations.

CHIEF EXECUTIVE'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Treasury Policy

The Group adopts a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position throughout the reporting period. The management of the Group regularly reviews the recoverable amount of trade receivables by performing ongoing credit assessments and monitoring prompt recovery and if necessary to make adequate impairment losses for irrecoverable amounts. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally deposited with leading licensed banks in Hong Kong.

Capital Structure

The Directors monitor the Group's capital structure by reviewing cash flow requirements, taking into account of its future financial obligations and commitments. The capital structure of the Group comprises of issued share capital and reserves attributable to Shareholders. The Directors review the Group's capital structure regularly.

Charges on Group Assets

As at 30 September 2024, the Group did not have any pledged assets (2023: pledged listed stocks of approximately HK\$10.4 million).

Future Plans for Material Investments or Capital Assets

The Group did not have any specific plans for material investments and capital assets as at 30 September 2024.

Foreign Currency Exposure

The Group's exposures to foreign currencies mainly arises from USD deposits and USD equity investments. The Directors should be aware that foreign currency deposits and equity investments are subject to currency risks and there can be no assurance that any appreciation value of foreign currency dollar. In order to mitigate the potential impact of currency fluctuation, the Directors closely monitors its foreign currency exposures and cash is deposited with leading licensed banks and financial institutions with short maturities. No other foreign currency deposit was entered into by the Group during the year under review. As at 30 September 2024, the Group had USD deposits of approximately US\$1.9 million (2023: approximately US\$2.4 million) and US\$ equity investments of approximately US\$2.2 thousand (2023: approximately US\$0.1 million). The Group does not have foreign currency hedging arrangement but will closely monitor the exposure and take measures when necessary.

Capital Commitments and Contingent Liabilities

As at 30 September 2024, the Group did not have any significant capital commitments and contingent liabilities (2023: Nil).

CHIEF EXECUTIVE'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Capital Assets

The Group did not have any significant investments, material acquisitions and disposals of subsidiaries, associates, joint ventures and capital assets during the year ended 30 September 2024 (2023: a portfolio of equity investments with total carrying amount of approximately HK\$10.4 million).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2024, the Group employed 17 (2023: 17) staff (including executive Directors). The Group determines the employees' remuneration based on factors such as qualification, duty, contributions and years of experience. In addition, the Group provides comprehensive training programs to its employees or sponsors the employees to attend various job-related training courses.

PRINCIPAL RISKS AND UNCERTAINTIES

There are certain risks and uncertainties involved in the Group's current operations, many of such are market systemic financial risks and beyond the Group's control. The most significant risks relating to the business such as (i) business continuity depending on the reliance upon key authorised persons; (ii) withdrawals and terminations of transactions by customers; (iii) default or delays in payments by customers; (iv) potential exposures of reduced financial services transactions arising from unfavourable economic and financial market and (v) the Group's business operation is regulated by legislation and various regulatory authorities. Any changes of the relevant laws, rules and regulations will have potentially impact on the Group's business and operation as noted in the sub-section headed "Business Review" above. A detailed discussion of the risk factors is set out in the section headed "Risk Factors" in the prospectus of the Company dated 8 March 2018 (the "**Prospectus**").

GRANT OF SHARE OPTIONS

On 20 September 2024, the Company announced to grant a total of 100 million share options (the "**Share Options**") to 18 eligible participants (the "**Grantee(s)**"), who are the Directors, senior management and employees of the Group, under the Company's share option scheme adopted on 26 February 2018. Further details of this Share Options are available in the Company's announcement dated 20 September 2024.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board acknowledges the importance of good corporate governance practices and believes that maintaining a high standard of corporate governance practices is crucial to the development of the Company. The Board will continue to review its corporate governance practices in order to enhance its corporate governance standards, comply with the increasingly complicated regulatory requirements, and meet with the rising expectations of the shareholders and respective investors. The Company has complied with all the code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the GEM Listing Rules throughout the year, except for the deviation as specified and explained below with considered reasons for such deviation.

Code provision C.2.1 of CG Code stipulates that the roles of chairman and chief executive of a listed issuer should be separate and should not be performed by the same individual. Currently, no chairman has been elected for the Company. In accordance with article 132 of the memorandum and articles of association (the “Articles”) of the Company, the Directors may elect a chairman of the Board meetings and determine the period for which he/she is to hold office. If no such chairman is elected, the Directors present may choose one of their members to be chairman of the meeting. The Board considers this arrangement allows contributions from all Directors with different expertise and experience to manage the Group’s overall business development, implementation and management.

The key corporate governance principles and practices of the Company are summarised as follows:

BOARD OF DIRECTORS

The Board cultivates good governance as the cornerstone of the Group’s corporate culture. The Board is responsible for the leadership and control of the Company and is accountable to shareholders for the strategic development of the Group with a targeted goal in respect of maximising long-term shareholder value, while balancing stakeholders’ interests. The Board formulates the overall strategic direction, while the management is delegated with the power to implement policies and strategies as set out by the Board. The Board has also delegated the day-to-day responsibility to the executive Directors who will meet regularly to review the financial results and performance of the Group. The Board oversees the Group’s affairs in a responsible and effective manner. The Board has a balanced composition of executive and non-executive Directors. Currently, the Board comprises four executive Directors and three independent non-executive Directors. At all times during the year, the independent non-executive Directors represent at least one-third of the Board. Two independent non-executive Directors appointed on 26 February 2018 has entered into a service agreement with the Company for an initial term of three years commencing from 22 March 2018 while one independent non-executive Directors appointed on 1 July 2021 has entered into a service agreement with the Company for an initial term of three years commencing from 1 July 2021. The service agreement which shall continue thereafter unless and until terminated by not less than three months’ notice in writing. Their appointments are subject to retirement by rotation and re-election at the Company’s annual general meeting (“**AGM**”) in accordance with the Articles of the Company.

CORPORATE GOVERNANCE REPORT (Continued)

The composition of the Board is as follows:

Executive Directors

Mr. Lam Ting Lok (*Chief Executive Officer*)

Mr. Lo Mun Lam Raymond

Ms. Tse Fung Sum Flora

Ms. Tsang Kwong Wan

Independent non-executive Directors

Mr. Cheung Pak To, *BBS*

Mr. Li Wing Sum Steven

Dr. Yu Yuen Ping

The Company has throughout the year met the requirements of the GEM Listing Rules relating to the appointment of the independent non-executive Directors with at least one of them possessing appropriate accounting professional qualifications as required under rule 5.05(2) of the GEM Listing Rules. Mr. Li Wing Sum Steven is one of three independent non-executive Directors, possesses the appropriate professional qualifications, or accounting or related financial management expertise as required under rule 5.05(2) of the GEM Listing Rules. The Company has also received a written annual confirmation from each of the independent non-executive Directors in respect of their independence for the year. The Board considers that all independent non-executive Directors are being considered to be independent by reference to the factors stated in the GEM Listing Rules throughout the year.

The Board recognises and embraces the benefits of having a diverse Board to enhance the quality of the Company's performance as well as to achieve the business objectives and sustainable development. The Board has established a board diversity policy setting out the approach to achieve diversity on the Board including but not limited to gender, age, cultural and educational background, or professional experience with aims of enhancing its capability of decision making and effectiveness in dealing with organisational changes.

Any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after their appointment and 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 of the Company and shall then be eligible for re-election. Other matters reserved for the Board include consideration of dividend policy, approval of major investments and review of the corporate governance practices of the Group. Daily operations and administration are delegated to management teams.

The Company has arranged insurance cover in respect of legal action against its Directors. The insurance coverage is reviewed at least annually to ensure that the Directors and officers are adequately protected against potential liabilities.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

DIVIDEND POLICY

The Company has adopted a dividend policy. As a summary, in recommending or declaring dividends, the Company shall maintain adequate reserves for meeting its current and future operations, liquidity position and capital requirements. There is no pre-determined dividend distribution ratio. Dividends may be paid only out of the Company's reserves as determined by the Directors having regard to the above-mentioned factors and permitted under Companies Act of the Cayman Islands and the Articles of the Company. Final dividend for any financial year will in addition be subject to Shareholders' approval.

NOMINATION COMMITTEE

The Company has established the nomination committee on 26 February 2018 with specific written terms of reference in compliance with the CG Code as set out in Appendix C1 to the GEM Listing Rules. The terms of reference setting out the nomination committee's authority, duties and responsibilities are available on both the website of the Stock Exchange and the Company's website. The primary duties of the nomination committee are to review the structure, size and composition of the Board on a regular basis; identify qualified individuals to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors; and monitor the implementation of the board diversity policy on an ongoing basis.

The Company believes that the board diversity policy is a key element for the Company to maintain sound corporate governance, realise sustainable development, achieve strategic objectives and enhances decision-making capability. The Company considers that the concept of diversity incorporates a number of different aspects and measurable objectives, such as professional experience, business perspectives, independence, skills and knowledge, gender, age, cultural and educational background.

The Board has achieved most of the measurable objectives under board diversity policy during the year.

CORPORATE GOVERNANCE REPORT (Continued)

In accordance with the nomination policy which is applicable to both new appointments and re-appointments, the secretary of the nomination committee shall call a meeting of the nomination committee, and invite nominations of candidates from the Board members (if any), for consideration by the nomination committee prior to its meeting. The nomination committee may also put forward candidates who are not nominated by the Board members. The nomination committee shall make recommendations of the candidates for the Board's consideration and approval. For proposing candidates to stand for election/re-election at a general meeting, the nomination committee shall make nominations to the Board for its consideration and recommendation. In identifying and selecting suitable candidates for directorships, the nomination committee would consider the candidate's character, qualifications, experience, independence pursuant to Rule 5.09 of the GEM Listing Rules and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The nomination committee has comprised a total of three members, being Ms. Tsang Kwong Wan, the Company's executive Director, Mr. Cheung Pak To, *BBS* and Dr. Yu Yuen Ping, the Company's independent non-executive Directors.

The majority of the nomination committee members are independent non-executive Directors. The Chairman of the nomination committee is Mr. Cheung Pak To, *BBS*.

During the year ended 30 September 2024, the nomination committee held one meeting for, inter alia, considering the appointment of Directors, the retirement and re-election of the Directors at the annual general meeting and to assess, review and make recommendations on the structure, size and composition of the Board.

Details of the attendance records of each committee member at the nomination committee meeting are set out under the subheading "Practices and Conduct of Meetings" below.

REMUNERATION COMMITTEE

The Company has established the remuneration committee on 26 February 2018 with specific written terms of reference in compliance with the CG Code as set out in Appendix C1 to the GEM Listing Rules. The terms of reference setting out the remuneration committee's authority, duties and responsibilities are available on both the website of the Stock Exchange and the Company's website. The primary duties of the remuneration committee are to make recommendations to the Board on the overall remuneration policy and structure relating to the Directors and senior management of the Group; review performance-based remuneration; approving terms of executive Directors' service contracts; make recommendations to the Board on the remuneration packages of the Directors and senior management of the Group; and ensure none of the Directors determine their own remuneration. The remuneration committee has adopted the model as described in the Code Provision E.1.2(c)(ii) to make recommendations to the Board on the remuneration packages of individual executive Directors, including salaries, bonuses and benefits in kind.

The remuneration committee has comprised a total of three members, being Ms. Tsang Kwong Wan, the Company's executive Director, Mr. Cheung Pak To, *BBS* and Mr. Li Wing Sum Steven, the Company's independent non-executive Directors.

The majority of the remuneration committee members are independent non-executive Directors. The Chairman of the remuneration committee is Mr. Cheung Pak To, *BBS*.

For the financial year ended 30 September 2024, the remuneration of Directors was determined by their experience, responsibility, workload and the time devoted to the Group. Executive Directors and employees also participate in bonus arrangements determined in accordance with the performance of the Group and the individual's performance.

During the year ended 30 September 2024, the remuneration committee held three meetings for, inter alia, reviewing the remuneration policy of the Company, the Directors' fee of the independent non-executive Directors, remuneration packages of the Executive Directors and senior management and made recommendations on the grants of share options under the share option scheme of the Company.

Details of the attendance records of each committee member at the remuneration committee meeting are set out under the subheading "Practices and Conduct of Meetings" below.

AUDIT COMMITTEE

The Company has established the audit committee on 26 February 2018 with specific written terms of reference in compliance with Rule 5.28 to 5.29 of the GEM Listing Rules and the CG Code as set out in Appendix C1 to the GEM Listing Rules. The terms of reference setting out the audit committee's authority, duties and responsibilities are available on both the website of the Stock Exchange and the Company's website. The primary duties of the audit committee are mainly to make recommendation to the Board on the appointment and removal of external auditor; review financial statements and material advice in respect of financial reporting; and review risk management and internal control system of the Company. The audit committee shall consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the independent registered public accounting firm.

The audit committee has comprised a total of three members, being the three independent non-executive Directors, namely Mr. Li Wing Sum Steven, Mr. Cheung Pak To, *BBS* and Dr. Yu Yuen Ping. The Chairman of the audit committee is Mr. Li Wing Sum Steven who possesses the appropriate accounting and financial management experiences. None of the members of the audit committee is a former partner of the Company and its subsidiary's existing external auditor.

During the year ended 30 September 2024, the audit committee held three meetings for, inter alia, (1) re-appointment of external auditor; (2) assessment of independence of external auditor; (3) discussing with the external auditor to assess the impact on applying (i) new and amendments of accounting standard and (ii) update of Listing Rules; (4) reviewing and commenting the audited consolidated financial statements for the year ended 30 September 2023, the unaudited consolidated financial statements for the six months ended 31 March 2024; (5) reviewing risk management and internal control system in accordance with code provision D.3.3 of the CG Code and (6) improving current standard of financial, operational and compliance control.

CORPORATE GOVERNANCE REPORT (Continued)

Details of the attendance records of each committee member at the audit committee meeting are set out under the subheading “Practices and Conduct of Meetings” below.

PRACTICES AND CONDUCT OF MEETINGS

Schedules and agendas for regular Board meetings are normally agreed with the Directors in advance in order to facilitate them to attend. Notice of at least 14 days is given for a regular Board meeting. For other Board meetings, reasonable notice is given. Board papers together with appropriate, complete and reliable information are circulated to all Directors not less than 3 days before the date of the Board meetings to enable them to make informed decisions.

All Directors are supplied in a timely manner with all relevant documentation and financial information. The company secretary is responsible to keep minutes of all Board meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final version is open for their inspection.

The attendance records of each Director at the Board and the above committee meetings and the general meetings of the Company held during the year ended 30 September 2024:

Name of Director	Attendance/Number of Meetings					
	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Extraordinary General Meeting	General Meeting
Executive Directors:						
Ms. Huang Min (appointed on 24 April 2023, and resigned on 15 July 2024)	2/2	N/A	N/A	N/A	N/A	1/1
Mr. Lam Ting Lok	4/4	N/A	N/A	N/A	1/2	1/1
Mr. Lo Mun Lam Raymond	4/4	N/A	N/A	N/A	2/2	1/1
Ms. Tse Fung Sum Flora	4/4	N/A	N/A	N/A	2/2	1/1
Ms. Tsang Kwong Wan	4/4	N/A	3/3	1/1	2/2	1/1
Independent non-executive Directors:						
Mr. Cheung Pak To, <i>BBS</i>	4/4	3/3	3/3	1/1	2/2	1/1
Mr. Li Wing Sum Steven	4/4	3/3	3/3	N/A	2/2	1/1
Dr. Yu Yuen Ping	4/4	3/3	N/A	1/1	1/2	0/1

The Board was satisfied with the attendance of the Directors as they have committed sufficient time and attention to the affairs of the Company. Each Director shall disclose to the Company at the time of the materiality of interest and be required to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

CORPORATE GOVERNANCE FUNCTIONS

According to code provision A.2 of the CG Code, the Board is responsible for performing the duties relating to corporate governance functions. The Board has the following responsibilities in performing the corporate governance duties of the Company as follows: (i) developing and reviewing the Group's policies and practices on corporate governance and make recommendations to the Board; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management of the Group; (iii) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and (v) reviewing the Group's compliance with the CG Code and disclose in the corporate governance report.

AUDITOR'S REMUNERATION

During the year ended 30 September 2024, the fees of the external auditor in respect of audit services provided to the Group was HK\$250,000.

FINANCIAL REPORTING

The Board has acknowledged their responsibility for the preparation of the consolidated financial statements for the year ended 30 September 2024 which give a true and fair view of the state of affairs of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirement under the GEM Listing Rules. The management has provided sufficient explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group for the Board's approval. The statement by auditor about their reporting responsibilities is set out in the independent auditor's report on the consolidated financial statements.

REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

The remuneration policy of the Group is to ensure the fairness and competitiveness of total remuneration. The emoluments of executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration the Company's performance and prevailing market conditions. The remuneration of the executive Directors and senior management is subject to review and approval by the remuneration committee. The remuneration policy of independent non-executive Directors is to ensure that they are adequately compensated for their efforts and time dedicated to the Company's affairs. Their emoluments are determined with reference to their skills, experience, knowledge, duties and market trends. The remuneration of the independent non-executive Directors is subject to approval by the Board.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the Latest Practicable Date, the Company has maintained the prescribed public float under the GEM Listing Rules of at least 25% of the Company's total number of issued shares which was held by the public.

NON-COMPETITION UNDERTAKING

The controlling shareholders (as defined in the GEM Listing Rules) of the Company gave a non-competition undertaking in favour of the Company and confirm that they and their associates have not breached the terms of the undertaking contained in the deed of non-competition during the year. Details of the non-competition undertaking are set out in section headed "Underwriting – Further Undertaking by our Controlling Shareholders" in the Prospectus. All independent non-executive Directors have reviewed on an annual basis the compliance with the respective non-competition undertakings by our controlling shareholders. In view of this conclusion, the controlling shareholders have complied with all the undertakings under the deed of non-competition in favour of the Company during the year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code for securities transactions by directors of listed issuers set out in the rules 5.48 to 5.67 of the GEM Listing Rules, as its own code regarding directors' dealings in the securities of the Company (the "Own Code"). Having made specific enquiry, all Directors confirmed that they have complied with the required standard set out in the Own Code from the year under review to the date of this annual report.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES OF THE COMPANY

On 16 December 2024, the Company announced a subscription of new shares under general mandate, which the Company has conditionally agreed to allot and issue to three subscribers (“**Subscribers**”), and the Subscribers have conditionally agree to subscribe for, an aggregate of up to 104,700,000 subscription shares at HK\$0.057 per subscription share, raising a net proceeds of approximately HK\$5.97 million for general working capital of the Group in coming year. For details of this exercise is available in the Company’s announcement dated 16 December 2024.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed shares of the Company.

DIRECTORS’ TRAINING AND PROFESSIONAL DEVELOPMENT

The Directors understand the need to continue developing and refreshing their knowledge and skills for making contributions to the Company. The Company provides regular updates, changes and developments relating to the Group’s business and the legislative and obligations under the GEM Listing Rules and relevant statutory requirements.

During the year, the Directors have complied with the requirement of the code provision C.1.4 under Appendix C1 of the GEM Listing Rules and participated in appropriate professional development activities by ways of reading materials and attending seminars regarding their duties and responsibilities under the relevant legal and regulatory requirements.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility to maintain the Group’s risk management and internal control systems. With the support from the audit committee, the Board monitors the Group’s risk exposures, oversees the actions of management and reviews the overall effectiveness of the risk management system on an ongoing basis.

Risk Management System

Risk is an inherent part of the Group’s business activities. When the Group provides corporate advisory services to clients, the Group takes on some degree of risk. The Group’s overall objective is to manage the business, and associated risks, in a manner that balances serving the interests of customers and protects the safety and soundness of the Group. The Group’s approach to risk management covers a broad spectrum of economic and other core risk areas, such as credit, market, liquidity, country, operational, compliance, conduct, legal, capital and reputation risks, with controls and governance established for each area, as appropriate.

CORPORATE GOVERNANCE REPORT (Continued)

The Group believes that effective risk management requires:–

1. acceptance of responsibility, including identification and escalation of risk issues, by all individuals within the Group;
2. ownership of risk identification, assessment, management within the business and corporate functions;
3. structure for risk governance; and
4. implementation of risk strategies by avoiding, transferring, mitigating and accepting the risk.

The risk management system is designed to manage rather than eliminate the risk of failure to achieve business objectives. The senior management provides leadership and guideline for the balance of risk and opportunity. The Group's executive Directors review and report to the Board through the audit committee on the material risks affecting the Group as well as potential impact and mitigating measures. The senior management ensures that a review of the effectiveness of the risk management framework has been conducted at least annually and provide confirmation of this to the Board through the audit committee.

Internal Control System

Under Code Provision D.2.5, the Group should have an internal audit function. The Company has no internal audit function because the Company has delegated the internal audit function to an independent external assurance provider who has conducted a review on the adequacy and effectiveness of the Group's risk management and internal control systems. In addition, the Company has maintained an internal control system and its implementation has been considered effective by the audit committee and the Board. Meanwhile, the Group strives for continual improvement through efforts to enhance controls, ongoing employee training and development, talent retention, and other measures. The Group follows a disciplined and balanced compensation framework with strong internal governance and independent Board oversight. The impact of risk and control issues are carefully considered in the Group's performance evaluation and incentive compensation processes.

In order to enhance the Group's system of handling and dissemination of inside information, the Group maintains a framework for the handling and dissemination of inside information and the disclosure policy of the framework sets out the procedures and internal controls to ensure inside information remains confidential until such information is appropriately disclosed and the announcement of such information is made in a timely manner in compliance with the SFO and the GEM Listing Rules. In addition, the Group had, from time to time, reminded the management of the requirements of the GEM Listing Rules and guidelines on the inside information issued by the Stock Exchange and the SFC. The blackout notice period and Mode Code are sent to the Directors regularly to arouse their awareness to preserve the confidentiality of inside information. Inside information (if any) is only disseminated to specified persons on a need-to-know basis.

Effectiveness of the Risk Management and Internal Control Systems

The audit committee reviewed annually the risk management and internal control review report issued by the independent external assurance provider and the Company's risk management and internal control systems in respect of the year ended 30 September 2024 and considered that they are effective and adequate in financial controls, operational and compliance controls and risk management functions. The Board assessed the effectiveness of internal control systems by considering the risk management and internal control review report and reviews performed by the audit committee and concurred the same. In addition, the audit committee has communicated with external auditors of the Company to understand if there is any material control deficiency.

Based on the risk management and internal control reviews conducted in the year, no significant control deficiency was identified.

SHAREHOLDERS AND INVESTORS' RELATIONS

The Board has established shareholders communication policy and is dedicated to maintaining an on-going dialogue with the shareholders and the investment community. The policy is subject to review regularly to ensure its effectiveness. It aims to ensure the shareholders and the investment community are provided with ready and timely access to all publicly available information about the Company such as circulars and Company's financial reports (interim and annual reports) so as to enable the shareholders to exercise their rights in an informed manner and to allow the shareholders and investment community to engage actively with the Company. We welcome shareholders and the investment community to visit the Company's website at www.amasse.com.hk to obtain up-to-date information regarding the Company.

Constitutional Documents

On 3 January 2024, the Board proposed to make certain amendments to the existing amended and restated memorandum and articles of association (the "**Memorandum and Articles of Association**") of the Company to, inter alia, (i) updating and bringing the Articles of Association in line with the amendments to the GEM Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023 onwards; and (ii) incorporating certain housekeeping changes. Accordingly, the Board proposed to adopt a fourth amended and restated memorandum and articles of association in substitution for the Memorandum and Articles of Association subject to the approval of the shareholders by way of a special resolution.

The special resolution was duly passed by the shareholders at the extraordinary general meeting of the Company held on 7 February 2024 and the fourth amended and restated memorandum and articles of association has been adopted since then.

Save as disclosed above, there was no other change made to the fourth amended and restated memorandum and articles of association during the year ended 30 September 2024.

SHAREHOLDERS' RIGHTS

Convening an Extraordinary General Meeting of the Company and putting forward Proposals at General Meetings

In accordance with article 64 of the Articles of the Company, any one or more Shareholders holding at the date of deposit of the requisition, not less than one-tenth of the voting rights (on a one vote per share basis) in the capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board and adding resolutions to the agenda of the meeting for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

Putting forward Enquiries to the Board

Enquiries by Shareholders to be put to the Board can be sent in writing to the Directors or company secretary at the principal place of business in Hong Kong. The shareholders may make a request for information about the Company by sending an e-mail to co@amasse.com.hk.

For share registration related matters, such as share transfer and registration, change of name or address, loss of share certificates or dividend warrants, the Company's registered Shareholders can contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited.

COMPANY SECRETARY

Ms. Ying Yuk Sim was appointed as the company secretary of the Company on 1 December 2019. Her biographical detail is set out under the section headed "Biography of Directors and Company Secretary" of this annual report. She has complied with Rule 5.15 of GEM Listing Rules by taking no less than 15 hours of relevant professional training to update her skills and knowledge.

BIOGRAPHY OF DIRECTORS AND COMPANY SECRETARY

EXECUTIVE DIRECTORS

Mr. Lam Ting Lok, aged 51, is an executive Director and the chief executive officer of the Company. He was appointed as a director on 14 February 2017 and was re-designated as an executive director on 12 September 2017. Mr. Lam is responsible for formulating overall business strategies, cultivating long-term client relationship, leading execution of corporate finance projects and overseeing the investment portfolio of the Group. Mr. Lam has been a Responsible Officer for Type 1 (dealing in securities), Type 4 (Advising on Securities), Type 6 (advising on corporate finance) and Type 9 (Asset Management) regulated activities of the Group. Mr. Lam received a bachelor's degree in Business Administration from The Chinese University of Hong Kong in December 1995. Mr. Lam has been an Associate member of the Hong Kong Institute of Certified Public Accountants since October 1998, and a CFA® charterholder since December 1999. Mr. Lam has over 27 years of experience in the accounting and financial industry.

Mr. Lam is the spouse of Ms. Tse Fung Sum Flora, an executive Director and a controlling shareholder of the Company.

Mr. Lo Mun Lam Raymond, aged 71, is an executive Director of the Company. He was appointed as a director on 14 February 2017, re-designated as an executive director on 12 September 2017. Mr. Lo has been a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO for Amasse Capital.

Mr. Lo is a Chartered Accountant and Corporate Finance designate of the ICAEW (FCA, CF), a Chartered Surveyor (FRICS) and a Chartered Arbitrator (FCIArb.). He is also a Trust and Estate Practitioner (TEP). He has completed his Doctor of Business Administration, specializing in real estate finance at the Universidad Católica de Murcia, Spain in November 2024.

Mr. Lo held both directorate and executive positions with multinational corporations, advisory and financial institutions in the past. Mr. Lo is currently an independent non-executive director of China Datang Corporation Renewable Power Company Limited (Stock Code: 1798) from August 2013, Oriental Explorer Holdings Limited (Stock Code: 0430), Multifield Internationals Holdings Limited (Stock Code: 0898) from 27 May 2021 and China CITIC Financial Asset Management Company Limited (Stock Code: 2799) from 24 December 2023. All companies are listed on the Main Board of the Stock Exchange.

BIOGRAPHY OF DIRECTORS AND COMPANY SECRETARY (Continued)

Ms. Tse Fung Sum Flora, aged 51, is an executive Director of the Company. She was appointed as a director on 14 February 2017 and was re-designated as an executive director on 12 September 2017. She was appointed as the chief operating officer of Amasse Capital on 1 September 2014 and she is responsible for supervising and formulating business and corporate strategies and handling our Group's daily operations and back-office support functions. She has been an Associate member of The Hong Kong Institute of Company Secretaries (now known as The Hong Kong Institute of Chartered Secretaries) since September 2001. Ms. Tse received a Master of Business Administration (an on-line course) from The University of Newcastle in Australia in May 2006. She has over 27 years of experience in the financial and secretarial industry. She served as a vice president of Computershare Hong Kong Investor Services Limited from September 2000 to October 2013 and mainly responsible for providing share registry services to listed companies in Hong Kong.

Ms. Tse is the spouse of Mr. Lam Ting Lok, an executive Director and chief executive officer of the Group.

Ms. Tsang Kwong Wan, aged 51, is an executive Director, a member of both the remuneration and nomination committee of the Company. She was appointed as a director on 14 February 2017 and was re-designated as an executive director on 12 September 2017. She joined Amasse Capital on 13 July 2012 as Responsible Officer. She is responsible for supervising and leading execution of corporate finance projects. She has been a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities for Amasse Capital under the SFO. Ms. Tsang has over 22 years of experience in the financial industry and held senior positions in the corporate finance department of local securities firms.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Pak To, *BBS*, aged 75, is an independent non-executive Director, the Chairman of both the remuneration committee and the nomination committee and a member of the audit committee of the Company. He joined the Company in February 2018. Mr. Cheung obtained a Master's degree in Public Administration from The University of Hong Kong in November 2007. Mr. Cheung has extensive management and administrative experiences. From January 1969 to October 1989, Mr. Cheung served with the HQ British Forces Hong Kong with his final position as executive officer. Mr. Cheung had also worked with the SFC for about 20 years, with his final position as senior manager of the finance & administration department of the SFC.

On the social and community responsibilities front, Mr. Cheung was a devoted volunteer serving the Civil Aid Service of Hong Kong for about 30 years until May 2009; during which he was appointed as Honorary Aide-de-Camp to Governors Lord Wilson of Tillyorn and Mr. Christopher Patten, and Chief Executive Mr. Tung Chee-Hwa, and achieved the rank of Assistant Commissioner. Mr. Cheung was awarded the Bronze Bauhinia Star by the Hong Kong Government in July 2003.

Mr. Cheung is an independent non-executive director of Minshang Creative Technology Holdings Limited (Stock Code: 1632) from July 2018 and Greenheart Group Limited (Stock Code: 0094) from June 2019. All companies are listed on the Main Board of the Stock Exchange.

BIOGRAPHY OF DIRECTORS AND COMPANY SECRETARY (Continued)

Mr. Cheung has no relationship with any Directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Mr. Li Wing Sum Steven, aged 67, is an independent non-executive Director, the Chairman of the audit committee and a member of the remuneration committee of the Company. He joined the Company in July 2021.

Mr. Li is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Li is currently an independent non-executive director of Wang On Properties Limited (Stock Code: 1243), a company listed on the Main Board of the Stock Exchange. Mr. Li is also an independent non-executive director of Allied Sustainability and Environmental Consultants Group Limited (Stock Code: 8320), a company listed on the GEM of the Stock Exchange.

Mr. Li has no relationship with any Directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Dr. Yu Yuen Ping, aged 57, is an independent non-executive Director, a member of both the audit committee and nomination committee of the Company. He joined the Company in February 2018. Dr. Yu obtained a Bachelor of Arts (Honours) degree in International Business Studies from the City University of Hong Kong in November 1995 and a Master of Business Administration in International Management from the Thunderbird, The American Graduate School of International Management (now known as the Thunderbird School of Global Management) at the Arizona State University in the United States in December 2001. In September 2003, he obtained a Professional Diploma in Corporate Governance and Directorship, which was jointly organised by The Hong Kong Institute of Directors and the Hong Kong Productivity Council and the course was undertaken on a part-time basis. In February 2010, he obtained his Doctor of Philosophy (PhD) in Management Studies from the University of Cambridge in the United Kingdom. After graduating from the City University of Hong Kong in 1995, Dr. Yu later worked as a Marketing Analyst at 3M Hong Kong Limited from August 1995 to June 1996 and was later transferred to Imation Hong Kong Limited where he worked from July 1996 to April 2002 with his last position as business manager in the China new business development. He then returned to the City University of Hong Kong, where he was employed as an Instructor from July 2002 to August 2004 before pursuing his PhD programme at the University of Cambridge in the United Kingdom in October 2004.

BIOGRAPHY OF DIRECTORS AND COMPANY SECRETARY (Continued)

Dr. Yu has nearly 17 years of management experience, with a particular focus on energy, climate policy, environmental management and development of education. He was the former head of the climate programme of WWF-Hong Kong from November 2008 to August 2012. He is the founder and the current chief executive officer of the World Green Organisation, which was established in November 2012. He has been serving as Adjunct Professor at the City University of Hong Kong from October 2012 to September 2016 and from January 2017 onwards, and as Honorary Assistant Professor at The University of Hong Kong since May 2017 until April 2019. He has been appointed as a member of the School of Continuing Education – College of International Education Advisory Committee of the Hong Kong Baptist University from March 2014 to August 2017. He is a member of advisory committee on environmental science of the Chinese University of Hong Kong. He is also appointed by other different organisations to serve on their respective committees in relation to aspects such as environment, energy and technological innovation. Dr. Yu was a member of environmental campaign committee, energy advisory committee and energy & power generation sub-group of the air quality objectives review working group of Environment Bureau of the Hong Kong Government. He was a member of environmental and conservation fund waste recovery projects vetting subcommittee of Environmental Protection Department Community Relations Unit of the Hong Kong Government. He is a member of genetically modified organisms (control of release) ordinance expert group of Agriculture, Fisheries and Conservation Department, and Sustainable Development Council as well as Appeal Board Panel (Town Planning) of the Hong Kong Government.

Dr. Yu has no relationship with any Directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

COMPANY SECRETARY

Ms. Ying Yuk Sim, aged 58, joined Amasse Capital in November 2019 and is company secretary of the Company and financial controller of Amasse Capital. She is primarily responsible for overseeing company secretarial matters, as well as the financial management of our Group. She obtained a Master Degree in Business Administration from Manchester Business School, University of Manchester in June 2002. She is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. She has over 20 years of experience in accounting, financial control, corporate finance and personal financial planning. She had previously served in a number of Hong Kong listed companies and private companies with investment in China, in the fields of banking, construction, trading and manufacturing, property management and insurance company.

DIRECTORS' REPORT

The Directors are pleased to present Shareholders their report together with the audited consolidated financial statements of the Group for the year ended 30 September 2024.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group's principal activities during the year are provision of corporate finance advisory services and investment advisory services in Hong Kong. The principal activities of its subsidiaries are set out in Note 33 to the consolidated financial statements.

BUSINESS REVIEW

The business review and outlook of the Group during the year are set out in the section headed "Chief Executive's Statement and Management Discussion and Analysis" on pages 5 to 10 of this annual report. The Corporate Governance Report is set out on pages 11 to 22 of this annual report.

RESULTS AND DIVIDEND

The Group's result for the year ended 30 September 2024 and the financial position of the Group at that date are set out in the consolidated financial statements on pages 63 to 65.

The Board does not recommend the payment of any final dividend for the year as set out in Note 12 to the consolidated financial statements.

SEGMENT INFORMATION

An analysis of the Group's revenue and contribution to profit or loss for the year by its principal activities is set out in Note 7 to the consolidated financial statements.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last financial years is set out on page 122 of this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in Note 26 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 66 of this annual report.

DISTRIBUTABLE RESERVES

At 30 September 2024, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the Companies Act of the Cayman Islands, was approximately HK\$10.5 million (2023: approximately HK\$19.3 million).

DIRECTORS' REPORT (Continued)

PLANT AND EQUIPMENT

Details of movements in plant and equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

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

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed shares of the Company.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

DEBENTURES

The Company did not issue any debentures during the year ended 30 September 2024 (2023: Nil).

DONATIONS

Donations made by the Group during the year amounted to approximately HK\$0.2 million (2023: HK\$0.2 million).

MAJOR CUSTOMERS AND SUPPLIERS

The revenue generated by the five largest customers for the year ended 30 September 2024 and 30 September 2023 accounted for approximately 61.9% and 47.7% of the total revenue respectively. The largest customer for the year ended 30 September 2024 accounted for approximately 15.4% of the total revenue (2023: approximately 14.8%).

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

None of the Directors or any of their close associates, or any shareholder (which to the best knowledge of the Directors, owns 5% or more of the Company's issued shares) had any beneficial interest in the Group's above-mentioned customers.

PRINCIPAL RISKS AND UNCERTAINTIES AND FUTURE DEVELOPMENT OF THE BUSINESS

Principal risks and uncertainties of the Group are set out in the subsection headed "Principal Risks and Uncertainties" on page 10 and the future development of the business of the Group are set out in the subsection headed "Business Review and Prospects" in the section headed "Chief Executive's Statement and Management Discussion and Analysis" on page 5 to 10 of this annual report.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 11 to 22 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Board has overall responsibility for the Group's environmental, social and governance ("ESG") strategy and reporting. The Board is responsible for the Group's ESG risk management and internal control systems to ensure that the ESG strategies and reporting requirements are met. The details of ESG performance of the Group are set out in the ESG Report on pages 37 to 57 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 30 September 2024, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. There was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIPS WITH EMPLOYEES AND CUSTOMERS

The Group recognises employees as one of the valuable assets of the Group and the Group strictly complies with the labour laws and regulations in Hong Kong and regularly reviews the existing employee benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers good welfare benefits and continuous professional training. The Group provides good quality services to the customers and maintains a good relationship with them. Without good relationship with customers, the success of the Group's operation would be at risk.

DIRECTORS

The Directors of the Company during the year ended 30 September 2024 and up to the date of this annual report are as follow:

Executive directors

Ms. Huang Min (*Chairman*) (Appointed on 24 April 2023 and resigned on 15 July 2024)

Mr. Lam Ting Lok (*Chief Executive Officer*)

Mr. Lo Mun Lam Raymond

Ms. Tse Fung Sum Flora

Ms. Tsang Kwong Wan

Independent non-executive directors

Mr. Cheung Pak To, *BBS*

Mr. Li Wing Sum Steven

Dr. Yu Yuen Ping

DIRECTORS' REPORT (Continued)

Pursuant to the Articles of the Company, at each AGM, 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. Accordingly, Mr. Lam Ting Lok, Mr. Lo Mun Lam Raymond and Mr. Cheung Pak To, *BBS* will retire and, being eligible, will offer themselves for re-election at the Company's forthcoming annual general meeting.

The biographic details of Directors are set out on pages 23 to 26 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from listing date, which shall continue thereafter unless and until terminated by not less than three months' notice in writing served by either party on the other. Each of the independent non-executive Director has entered into a letter of appointment with the Company for a term of three years commencing from listing date for Mr. Cheung Pak To, *BBS* and Dr. Yu Yuen Ping, while Mr. Li Wing Sum Steven was commencing from 1 July 2021, which shall continue thereafter unless and until terminated by not less than three months' notice in writing served by either party on the other.

Save as disclosed above, none of the Directors, including those to be re-elected at the forthcoming AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

EMOLUMENT POLICY

The remuneration committee is responsible for reviewing emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and corporate market practices. The Company has adopted a share option scheme as incentive to Directors and eligible employees.

Share Option Scheme

The Company adopted the share option scheme on 26 February 2018, details of the scheme are set out in Note 32 to the consolidated financial statements. Total of 100 million share options has been granted under the share option scheme on 20 September 2024. Details are available in the Company's announcement dated 20 September 2024.

DIRECTORS' REPORT (Continued)

The particulars of the movements in the share options held by each of the Directors and the employees of the Group granted under the share option scheme of the Company during the year ended 30 September 2024 were as follows:

Grantees	Date of grant	Exercise price (HK\$)	Closing price of Shares before the date of grant (HK\$/share)	Fair value of options as at the date of grant ¹	Outstanding at 1 October 2023	Changes during the year			Outstanding at 30 September 2024	Vesting period	Exercise period
						Granted	Exercised	Lapsed			
1.Directors											
Mr. Lam Ting Lok	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.018	-	500,000 ²	-	-	500,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
Ms. Tse Fung Sum Flora	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.018	-	500,000 ²	-	-	500,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
Mr. Lo Mun Lam Raymond	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.018	-	10,000,000 ²	-	-	10,000,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
Ms. Tsang Kwong Wan	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.018	-	4,000,000 ²	-	-	4,000,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
Mr. Cheung Pak To	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.018	-	1,000,000 ²	-	-	1,000,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
Mr. Li Wing Sum Steven	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.018	-	1,000,000 ²	-	-	1,000,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
Dr. Yu Yuen Ping	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.018	-	1,000,000 ²	-	-	1,000,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
2.Employees	20 September 2024	HK\$0.10	HK\$0.036	HK\$0.016	-	82,000,000 ²	-	-	82,000,000	20 September 2024 to 19 September 2025	20 September 2024 to 19 September 2034
Total					-	100,000,000	-	-	100,000,000		

Note:

- The fair value of the share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. Details of the calculation are set out in the sub-section headed "(g) Subscription Price of Shares" in Note 32 to the consolidated financial statement.
- The vesting of the shares options is subject to satisfaction of performance targets as determined by the Board at its absolute discretion, either on a case-by-case or general basis. There is no clawback mechanism attached to the share options.

EQUITY-LINKED AGREEMENTS

For the year ended 30 September 2024, except for the above share option scheme the Company has not entered into any equity-linked agreement, and there did not subsist any equity-linked agreement entered into by the Company as at 30 September 2024.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in Note 31 to the consolidated financial statements, there were no transactions, arrangements or contracts of significance to which the Company, its holding company, fellow subsidiaries or any of its subsidiaries was a party and in which Directors and controlling shareholders had a material interest, whether directly or indirectly, subsisted at any time during the year.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme disclosed, at no time during the year was the Company, its holding company, fellow subsidiaries or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

Save for the Directors disclosed as below, none of Directors nor their respective close associates were considered to have interests in any business which is likely to compete directly or indirectly with the Group's business.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the significant related party transactions entered into by the Group during the year ended 30 September 2024 are set out in Note 31 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under GEM Listing Rules.

PERMITTED INDEMNITY PROVISIONS

The Company's Articles provide that every Directors shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has maintained appropriate directors' and officers' liability insurance and such permitted indemnity provision for the benefit of the Directors currently in force.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2024, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in Shares and underlying shares of the Company

Name	Capacity	Long Position	
		Number of Shares/ underlying Shares held	Approximate percentage of the issued share capital of the Company ⁴
Ms. Tse Fung Sum Flora	Interest in controlled corporation ¹	562,000,000	51.09%
	Beneficial owner ³	500,000	0.045%
	Interest of spouse ^{2,3}	500,000	0.045%
Mr. Lam Ting Lok	Interest of spouse ²	562,500,000	51.14%
	Beneficial owner ³	500,000	0.045%
Mr. Lo Mun Lam Raymond	Beneficial owner ³	10,000,000	0.91%
Ms. Tsang Kwong Wan	Beneficial owner ³	4,000,000	0.36%
Mr. Cheung Pak To	Beneficial owner ³	1,000,000	0.09%
Mr. Li Wing Sum Steven	Beneficial owner ³	1,000,000	0.09%
Dr. Yu Yuen Ping	Beneficial owner ³	1,000,000	0.09%

Notes

- Ms. Tse Fung Sum Flora ("**Ms. Tse**") is interested in the entire issued share capital of Access Cheer Limited ("**Access Cheer**") and she is therefore deemed to be interested in the shares held by Access Cheer by virtue of the SFO.
- Mr. Lam Ting Lok ("**Mr. Lam**") is the spouse of Ms. Tse and he is therefore deemed to be interested in the shares held by Ms. Tse by virtue of SFO.
- These underlying shares represent the maximum number of Shares that those Directors entitling to subscribe for based on the share options grant to them on 20 September 2024 under the Company's share option scheme adopted on 26 February 2018.
- These approximate percentage are calculated based on the issued Shares as at 30 September 2024.

DIRECTORS' REPORT (Continued)

Save as disclosed above, as at 30 September 2024, none of the Directors and chief executives of the Company had an interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she will be taken or deemed to have under the SFO), or was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which was required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2024, to the knowledge of the Directors, shareholders of the Company (other than the Directors or chief executives of the Company) who had interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company 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 under Section 336 of the SFO were as follow:

Long position in ordinary shares of associated corporation

Name	Capacity	Note	Long position	
			Number of ordinary shares	Percentage of total number of shares
Access Cheer	Beneficial owner	1	562,000,000	51.09%
Luo Lei	Beneficial owner		91,497,640	8.32%

Note:

1. The entire issued share capital of Access Cheer is legally and beneficially owned by Ms. Tse who is deemed to be interested in the shares held by Access Cheer by virtue of the SFO.

Save as disclosed above, as at 30 September 2024, none of the substantial shareholders or other persons, other than Directors and chief executives of the Company whose interests are set out in the section headed "Directors' and Chief Executives' Interests and/or Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation" above, had any interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

NON-COMPETITION UNDERTAKING

The Company confirmed that Ms. Tse and Access Cheer have been complied with all the undertakings under the deed of non-competition in favour of the Company during the year and up to the date of this annual report. Details of which are set out in Corporate Governance Report on page 18 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the Directors, the Company has maintained the sufficient public float as required under the GEM Listing Rules as at the date of this annual report.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The AGM will be held on Tuesday, 18 February 2025. A notice convening the meeting will be issued and sent to the shareholders in due course.

The register of members of the Company will be closed from Saturday, 15 February 2025 to Tuesday, 18 February 2025 (both days inclusive), during which period no transfer of shares will be registered, for purpose of determining the right to attend and vote at the AGM. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Friday, 14 February 2025 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

EVENT AFTER THE REPORTING PERIOD

Reference is made to the announcement of the Company dated 16 December 2024 in relation to the subscription of new shares of the Company under general mandate. On 16 December 2024, the Company entered into the three separate subscription agreements (the "**Subscription Agreements**") with Mr. Lee Kwok Wa, Mr. Chen Jianpeng and Ms. Fan Wen (collectively, the "**Subscribers**") respectively, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for, an aggregate of up to 104,700,000 subscription shares (the "**Subscription Shares**") at the subscription price of HK\$0.057 per Subscription Share (the "**Subscriptions**"). The aggregate nominal value of the Subscription Shares is HK\$1,047,000. The subscription price of HK\$0.057 per Subscription Share represented: (i) a discount of approximately 19.72% to the closing price of HK\$0.071 per Share as quoted on the Stock Exchange on 16 December 2024, being the date of the Subscription Agreements; and (ii) premium of approximately 15.38% over the average closing prices of approximately HK\$0.0494 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of Subscription Agreements. The net proceeds raised upon completion of the Subscriptions will be approximately HK\$0.057 per Subscription Share.

The net proceeds from the subscriptions is expected to be utilised for general working capital of the Group in the coming year.

DIRECTORS' REPORT (Continued)

AUDITOR

During the financial year ended 30 September 2023, Cheng & Cheng Limited resigned as auditor of the Company and CWK CPA Limited were appointed by the Directors to fill the casual vacancy so arising. CWK CPA Limited was appointed as auditor on 13 September 2023. During the year, CWK CPA LIMITED resigned as auditor of the Company and OOP CPA & Co. were appointed by the Directors to fill the casual vacancy so arising. OOP CPA & Co. was appointed as auditor on 3 October 2024. A resolution for the reappointment of OOP CPA & Co. as auditor of the Company will be proposed at the forthcoming AGM. Save for disclosed above, there have been no other changes of auditor in the past three years.

By order of the Board
Amasse Capital Holdings Limited

Lam Ting Lok
Executive Director and Chief Executive Officer

Hong Kong, 30 December 2024

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THIS REPORT

Amasse Capital Holdings Limited and its subsidiaries (the “**Company**”, the “**Group**”, “**we**” or “**our**”) is providing corporate finance advisory service and investment advisory services in Hong Kong. This report is prepared by the Group in compliance with the Environmental, Social and Governance (“**ESG**”) Report Guide (the “**ESG Reporting Guide**”) set out in Appendix C2 to the GEM Listing Rules by making general disclosures on environmental and social information.

The ESG Report discloses the Group’s performance and initiatives implemented regarding environmental, social and governance issues and relevant key performance indicators (“**KPIs**”) between 1 October 2023 to 30 September 2024 (the “**Reporting Period**”). The ESG Report demonstrates to both internal and external stakeholders its efforts on sustainable developments and is prepared based on the information available and the best knowledge of the Board of Directors (the “**Board**”).

This report has been approved by the Board of the Company.

REPORTING PRINCIPLES

The Group has prepared the ESG Report in accordance to the following reporting principles stated in the ESG Reporting Guide.

- **Materiality:** The Group communicates with our major stakeholders’ groups on a regular basis to identify and assess ESG-related issues that matter most from stakeholders’ perspectives. Key ESG issues identified through stakeholder engagement and materiality assessment.
- **Quantitative:** Quantitative information/KPI presented in this ESG Report is accompanied by narrative, explanation and comparison wherever applicable.
- **Balance:** The Report aims to disclose data in an objective way, which aims to provide stakeholders with a balance overview of the Group’s overall ESG performance.
- **Consistency:** Unless otherwise stated, the Group adopts consistent methodologies and retrieves social and environmental KPIs from the Group’s internal record system. The scope of reporting and KPIs are consistent with those of the previous report to allow meaningful comparison over time.

BOARD STATEMENT ON ESG GOVERNANCE

The Board takes the overall responsibility for the Group’s sustainability strategy and reporting, evaluation and determining the Group’s ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

The Board has established an ESG committee which comprises directors and senior management. The ESG committee evaluates, prioritizes and advises on the effectiveness of the Group’s sustainability strategy and policies and reports regularly to the Board for reviewing on its operations and the progress made against ESG-related goals and targets.

REPORTING BOUNDARY

In order to preserve a meaningful comparison, there was no material change to the methods or KPIs used by the Group in the years ended 30 September 2024 and 30 September 2023. The Group did not have any reporting boundaries of the ESG Report.

STAKEHOLDER ENGAGEMENT

The Group values our stakeholders and their views relating to its businesses and ESG issues. One of the key approaches is through stakeholder engagement, which enables two-way communication to receive valuable feedback and to act on improvement measures. The communication channels with respective stakeholder groups are highlighted as below:

Stakeholders	Communication channels	Possible concerned issues
Stock Exchange	<ul style="list-style-type: none"> • Seminars and training • Updating of website and announcements • Regulatory or voluntary disclosures 	<ul style="list-style-type: none"> • Compliance with the Listing Rules, publishing of announcements in a timely and accurate manner
Government and regulatory bodies	<ul style="list-style-type: none"> • Seminars for employees • Statutory filings • Regulatory or voluntary disclosures 	<ul style="list-style-type: none"> • Compliance with laws and regulations
Shareholders and Investors	<ul style="list-style-type: none"> • Shareholders' meetings • Financial reports, announcements and circulars • Company's website • Company's enquiry e-mail and phone 	<ul style="list-style-type: none"> • Business strategies and sustainability • Financial performance • Corporate governance
Customers	<ul style="list-style-type: none"> • Site visits • Business meetings • e-mail and phone 	<ul style="list-style-type: none"> • Services quality and reliability • Fair and reasonable pricing • Customer information security
Employees	<ul style="list-style-type: none"> • Employee activities • Training, seminars and workshops • Interviews • Internal memorandum 	<ul style="list-style-type: none"> • Training and development • Occupational health and safety • Employee remuneration • Working hours • Equal Opportunity
Suppliers and Business Partners	<ul style="list-style-type: none"> • Company's website • e-mail and phone 	<ul style="list-style-type: none"> • Payment schedule • Fair competition

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Stakeholders	Communication channels	Possible concerned issues
Local Communities and Society	<ul style="list-style-type: none"> • Company's website • Company's enquiry e-mail and phone • Community activities • Donations 	<ul style="list-style-type: none"> • Environmental protection • Employment • Social welfare

MATERIALITY ASSESSMENT

In formulating operational strategies and ESG measures, our employees were involved in helping us better understand our sustainability performance in those environmental and social issues.

The following table summaries the Group's material ESG issues identified by the Group:

The ESG Reporting Guide	Material ESG aspects of the Group	Materiality to the Group
A. Environment		
A1. Emissions	Air Emissions and Greenhouse Gas Emissions	Low
	Wastes Management	Low
A2. Use of Resources	Energy Consumption	Medium
	Water Consumption	Low
	Paper Consumption	Medium
A3. The Environment and Natural Resources	Environmental Impact Management	Low
A4. Climate Change	Climate Change	Low
B. Society		
B1. Employment	Employee Benefits and Career Development	High
B2. Health and Safety	Employees' Health and Workplace Safety	Medium
B3. Development and Training	Employee Development and Training	High
B4. Labour Standards	Prevention of Child Labour or Forced Labour	Medium
B5. Supply Chain Management	Supplier Practices	High
B6. Service Responsibility	Services Quality and Satisfaction	High
	Protection of Privacy	
B7. Anti-Corruption	Anti-corruption	High
B8. Community Involvement	Contributions to Society	Medium

Based on the material ESG issues, the Group shall strategize and plan resources accordingly to promote environmental and social issues, and address related concerns. Additionally, the Group continues to look for ways to engage in different stakeholders such as investors, customers or local communities, so as to gain a wider understanding of ESG material issues.

CONTACT US

We highly value any feedback regarding this ESG Report. Please feel free to direct your feedback and comments to: co@amasse.com.hk.

ENVIRONMENT

We pay close attention to the environmental responsibilities. As a corporate finance advisory service provider and investment advisory service provider, we focus on the conservation of energy, reduction of paper usage and reduction of waste by recycling and we have been devoted to protecting environment by seeking to reduce the impact to the environment by incorporating environmental-friendly measures into our business operations. In order to help our employees, understand the potential impact on the environment brought by each individual, we have taken various actions to facilitate behavioral changes, setting up related policies with an aim to reduce environmental footprint.

We monitor mainly Scope 1 and 2 greenhouse gas (“GHG”) emissions according to the international standard of Greenhouse Gas Protocol, and also make reference to guidelines published by Hong Kong’s Environmental Protection Department, Electrical and Mechanical Services Department and Hong Kong Exchanges and Clearing Limited.

We are not aware of any significant impacts of activities on the environment and natural resources.

Emissions

In the Group’s business activities, fuel consumption of vehicle (Scope 1 direct emissions), electricity consumption in office(s) (Scope 2 indirect emissions) and paper consumption (Scope 3 indirect emissions) are the major sources of all pollutants and GHG emissions of the Group.

Detailed summary of the GHG emissions were shown as below:

Scope of greenhouse gas emissions	Source of greenhouse gas emissions	2024 CO ₂ e emission (in tonnes)	2023 CO ₂ e emission (in tonnes)
Scope 1			
Direct emission	Local business travel	8.1	12.1
Scope 2			
Indirect emission	Purchased electricity	7.2	7.2
Scope 3			
Other indirect emission	Paper consumption	0.4	0.5
Total emission		15.7	19.8
Intensity (kg per employee)		957.32	1,261.15
Intensity (kg per sq.ft.)		7.16	9.02

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Note:

1. Scope 1 includes direct GHG emissions from the consumption of vehicle fuels of the Group.
2. Scope 2 includes indirect GHG emissions from consumption of purchased electricity, heat or steam.
3. Scope 3 includes other indirect emissions, such as the extraction and production of purchased materials and fuels, transport-related activities in vehicles not owned or controlled by the reporting entity, electricity-related activities (e.g. transmission and distribution losses) not covered in Scope 2, outsourced activities, waste disposal, etc.
4. The weighted average number of employees during the year was 16.4 (2023: 15.7).
5. During the Reporting Period, the Group's office area was approximately 2,194 square feet (2023: approximately 2,194 square feet).

As an environmental-friendly company, we have undertaken various energy saving measures (refer to section headed "Use of Resources" below for details) to reduce energy consumption, improve energy efficiency and reduce environmental impact associated with global warming, pollutions and environmental diversity. During the Reporting Period, the GHG of the Group is estimated to be 15.7 tonnes of carbon dioxide equivalent ("**CO₂e**") which has been decreased by approximately 20.7% with that of around 19.8 tonnes for the corresponding period of last year. The decrease was mainly attributed to decrease in local business travel during the Reporting Year.

The Group will monitor and document its greenhouse gas emissions and/or other environmental data annually and compare it with last year's data to aid the Group in further developing emission reduction targets in the future.

Wastes Management

Our operations are office-based and the amount of waste generated is not material. The Group takes action to reduce waste by encouraging waste reduction and recycling, keep educating our employees and provides relevant support in order to enhance their skills and knowledge on waste management.

Hazardous waste handling method

Due to the Group's business nature, no hazardous waste is generated during the Reporting Period.

Non-hazardous waste handling method

The non-hazardous wastes generated by the Group mainly comes from office wastes and other domestic wastes such as waste paper which will be discussed below in the section "Paper consumption".

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Emission Sources and Use of Resources

Direct Emissions

During the Reporting Period, the major source of air pollutants generated by the Group is the use of vehicles and the air pollutants emission is shown in the following table.

Air Pollutants	2024	2023
Fuels Consumption (liter)	3,446.1	5,140.3
Intensity (per employee)	210.1	327.4
NOx (g)	3,574.2	3,795.0
SOx (g)	50.7	75.6
PM (g)	263.2	279.4

The changes were due to a company car was bought which saved almost 70% in fuel consumption compared to the old car. The Group is aware of the air pollutants generated from vehicles usage and will consider to use a more environment-friendly fuel type, such as electricity or other biomass sources to reduce carbon footprint.

Indirect Emission

During the Reporting Period, the Group's major indirect emission was consumption in electricity:

Electricity	2024	2023
Consumption (Kwh)	9,166.0	9,073.0
Intensity (per sq.ft.)	4.2	4.1

The total electricity consumption per sq ft. is slightly increased by 2.4% during the Reporting Period, and the Company sticks to control the electricity consumption including but not limited to:

- 1) Procure energy-efficient appliances, with Grade 1 or 2 energy efficient labels;
- 2) Turn on the power saving mode for office equipment if not in use;
- 3) Switch off air conditioning and lighting systems after office hours;
- 4) Advise employees to put their computers in hibernation mode and turn off all other office equipment when not in use;
- 5) Keep all the doors and windows closed when the air conditioners are in operation;
- 6) Set the air conditioning at 25°C in the summer; and

Target

The Government of Hong Kong on 8 October 2021 announced Hong Kong Climate Action Plan 2050, setting out the vision of “Zero-Carbon Emission Livable City-Sustainable Development, and outlining the strategies and targets for combating climate change and achieving carbon neutrality. The Company, operating in Hong Kong as a Listed Enterprise and will be endeavor within our best of ability, to commit to set up Climate Action Plan to coincide with the Government directives in order to participate with the decarbonization target of reducing Hong Kong’s carbon intensity by 65% to 70% by 2030 using 2005 as the base.

Water consumption

Water is one of the most basic necessities in life. We encourage consumption of refillable potable water and reduce wasteful uses of water. For example, employees should finish drinking the water in their mugs and potable water is not used for other purposes. The Group’s water usage payment has been included in the management fee to the landlord, thus related consumption data cannot be obtained. We do not have any issue in sourcing water.

Paper consumption

During the Reporting Period, the Group’s paper usage was:

Paper	2024	2023
Consumption (kg)	85.0	95.0
Intensity (per employee)	5.2	6.1

The paper consumption was decreased by approximately 14.8% per employee.

In order to uphold our core value of environment protection, the Group has also implemented a number of resources saving and efficiency measures to promote paperless office, including but not limited to the below:

- 1) Provides two monitors to operational employees to perform duties electronically;
- 2) Advises employees to handle documents electronically;
- 3) Encourages to communicate electronically;
- 4) Setting default on printers, photocopies and/or fax machines (if applicable) to print in double-sided; and
- 5) Collect single-sided paper for reuse purpose.

Due to the nature of the Group’s business, the Group does not have physical products for sale and does not consume packaging materials during its operations. Therefore, the data on total amount of packaging materials does not apply to the Group.

Target

The Group targeted to reduce the paper consumption to 97.4 kg before 30 September 2025 as stated in 2022 annual report, but we were successfully out-performed to reduce to 85.0 kg in this Reporting Period.

The Environment and Natural Resources

Since our business is mainly office-based, the impact on the environment is minimal. The main environmental impact of the business is the impact of direct and indirect emissions generated by vehicle travel, electricity and paper usage in the daily activities of the business.

The Group has taken steps to reduce its impact on the environment by adopting energy saving measures as mentioned in Emission Sources and Use of Resources.

In this Reporting Period, the Group has complied with relevant laws and regulations and did not find any cases of breach of regulations relating to emissions and the environment. Going forward, the Group will continue to assess environmental risks in our business operations to formulate responsive measures as well as regularly review and update our environmental protection policies.

Climate Change

Global warming has been one of the utmost concerned issues in recent years, which might induce extreme weather conditions such as storms, flooding and earthquakes, etc.

During the Reporting Period, the Group has not been seriously affected by the extreme weather conditions as the Group adopted various emergency plans to prevent the disruption of our operation such as working arrangement in black rainstorm warning and/or typhoon signal 8 situation.

Even though the Group expected that potential extreme weather condition, sustained high temperature do not have a material impact on the Group's operations, the Group will continue to monitor the climate-related risks and implement relevant measures to minimize the potential impact of climate change.

SOCIETY

The Group is committed to endeavoring to enhance consideration towards the environment, social contributions and corporate governance to improve the sustainability of society. We recognise that this is an important social responsibility for a Hong Kong public listed company to assume.

Employment

Employees are the Group's most valuable assets and the success of the business depends on the Group's workforce. The Group highly appreciates the contributions from employees and are determined to reward and maintain our employees through provision of attractive remuneration package and a safe working environment. During the Reporting Period, we complied with the Employment Ordinance (Cap. 57), the Employee's Compensation Ordinance (Cap. 282), the Mandatory Provident Fund Schemes Ordinance (Cap. 485), the Minimum Wage Ordinance (Cap. 608) and did not find any violation of laws and regulations relating to employment.

The Group is also dedicated to implementing equal opportunity employment practices by maintaining a diverse workforce that includes age, gender, family status, sexual orientation, disability, ethnicity and religion, which are in compliance with the requirements of the legislation on anti-discrimination in Hong Kong, including Sex Discrimination Ordinance (Cap. 480), Disability Discrimination Ordinance (Cap. 487), Family Status Discrimination Ordinance (Cap. 527) and Race Discrimination Ordinance (Cap. 602).

As the main operation of the Group is in Hong Kong, as at 30 September 2024, all employees are located in Hong Kong and all are in full time service. The following table sets forth the number and breakdown of the Group's employees as at 30 September 2024 and 2023. Certain figures of 2023 have been re-classified to conform with the comparison to 2024.

Summary of Employee Data	Total number (approximate percentage) of employees	
	2024	2023
Gender		
Male	11(65%)	10(59%)
Female	6(35%)	7(41%)
Age distribution of present employees		
<40	4(24%)	5(29%)
41 – 50	1(5%)	5(29%)
51 – 60	8(47%)	3(18%)
>60	4(24%)	4(24%)
Employment Categories		
Front office	11(65%)	12(71%)
Back office	6(35%)	5(29%)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

During the Reporting Period, 2 (2023: 1) employee left the Group and the overall turnover rate (note 1) was approximately 11% (2023: approximately 5%). The breakdown of turnover rate distribution by gender and age group was summarised as follows:

Summary of Employee Data	Approximate Percentage	
	2024	2023
Gender (note 2)		
Male	50%	0%
Female	50%	100%
Age distribution (note 3)		
<40	–	–
41 – 50	–	–
51 – 60	5%	5%
>60	5%	–

Notes 1 Overall turnover rate is calculated by applying the following formula:

$$\frac{\text{total no. of employee left during the year}}{\text{total no. of employee at the end of the year} + \text{total no. of employee left during the year}} \times 100\%$$

Notes 2 Turnover rate by gender is calculated by applying the following formula:

$$\frac{\text{no. of employee left (in the specific category) during the year}}{\text{total no. of employee left during the year}} \times 100\%$$

Notes 3 Turnover rate for age distribution is calculated by applying the following formula:

$$\frac{\text{no. of employee left (in the specific category) during the year}}{\text{total no. of employee at the end of the year} + \text{total no. of employee left during the year}} \times 100\%$$

Employee remuneration and benefits

The management regularly reviews the Group's remuneration and benefits policies in reference to the market standards and is committed to safeguarding the rights and interests of the employee including but not limited to policies regarding compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. Remuneration and benefits have been adjusted in accordance with the employees' individual performance, contribution and market conditions. Remuneration packages include holidays, annual leave, medical scheme, group insurance, mandatory provident fund and discretionary bonus.

Promotion and Career Development

The promotion of the Group's employees is subject to review regularly. The Group has established objective performance indicators for annual performance evaluation.

Health and Safety

The business operation of the Group does not involve high-risk activities. The Group attaches great importance to occupational safety, hygiene and health of our employees and makes all efforts to build a safe and comfortable working environment for employees. We are not only upholding the Occupational Safety and Health Ordinance (Cap. 509) but also provide regular briefings for all employees, on occupational safety and health policy and workplace safety.

As for insurance, in addition to employee compensation insurance, the Group also provides medical insurance and other benefits such as purchasing air purifier to improve air quality and working environment for our employees. All employees and visitors are requested not to smoke in the office in order to achieve a healthier and pleasant work place, safeguard non-smokers from the risks to health of passive smoke and protect the office sites from increased risk of fire. The building management office also arranges rescue, fire and evacuation drills to improve staff safety awareness. In addition, we have enough first-aid supplies to be available to all employees in office for handling injuries. This first-aid kit is maintained in convenient and accessible locations. Supplies items are replenished as they become depleted. Refills are also available for all supplies.

During the past three years, the Group did not record any work-related injury or fatality of employees, nor any lost days due to work injury. We are not aware of any material non-compliance with Occupational Safety and Health Ordinance that have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards.

Development and Training

The Group firmly believes that trainings help improve competency, work skills, expertise and performance of employees and so that they can deliver the high quality of service that safeguards the public and meets the expectations of customers and the requirements of their profession. Trainings also help employees to raise environmental awareness and build capacity, as well as support a diverse human workforce and flexible work styles. Meanwhile, the Group is subject to various ordinances, rules and guidelines such as, but not limited to, the Securities and Futures Commission Ordinance, the Personal Data (Privacy) Ordinance, the GEM Listing Rules and the Hong Kong Securities and Futures Commission's Guideline on Anti-Money Laundering and Counter-Terrorist Financing. In addition, every licensed employee and professional employee must fulfill prescribed hours of continuous professional training relevant to their licensed regulated activities and/or professional body activities in each calendar year.

The Group supports employees to participate in personal and professional training and encourages the culture of sharing of knowledge and experience. The Group also provides our employees with training courses for upgrading skills and development as needed. For example, the Group provides licensed employees and professional employees with seminars and trainings organised by professional parties. There was an increase in number of hours in training received by employees. During the Reporting Period, the Group arranged 4 training sessions (2023: 2 training sessions), amounting to 11 training hours (2023: 4.5 training hours) for employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Statistics in respect of development and training for the Reporting Period is set out below:

Summary of Employee Data		2024	2023
Total workforce trained	no. of employees	13	14
Employees trained by gender			
Male	no. of employees	7	8
Female	no. of employees	6	6
Employees trained by employment category			
Senior management	no. of employees	4	4
Middle management	no. of employees	9	10
Entry level	no. of employees	0	0
Average training hours per employees by gender			
Male	hours/employees	19.0	12.3
Female	hours/employees	15.9	12.5
Average training hours per employees by employee category			
Senior management	hours/employees	21.3	15.9
Middle management	hours/employees	15.9	11.0
Entry level	hours/employees	0	0
Percentage of employees trained by gender (note 1)			
Male	%	64	80
Female	%	100	86
Percentage of employees trained by employment category (note 2)			
Senior management	%	100	80
Middle management	%	69	91
Entry level	%	0	0

note 1 Percentage of employees trained refers to total number of trained employees of the gender group divided by the total number of employees of the corresponding gender group at the end of the Reporting Period.

note 2 Percentage of employees trained refers to total number of trained employees of the corresponding employment category divided by the total number of employees of the corresponding employment category at the end of the Reporting Period.

Labour Standards

The Group strictly prohibits the use of child and forced labour. Through the well-established recruitment policies, including verifying the identity documents of all applicants by human resources department during the recruitment process to ensure that our employees are all above the minimum legal working age and no forced labour is hired. In case any irregularities in ages, identities and/or validities of employment status were found, employment will be terminated immediately and the Group will report the incident to relevant authorities. The Group has complied with relevant laws and regulations in Hong Kong relating to child and forced labour, including but not limited to the Employment of Children Regulations and the Employment Ordinance during the Reporting Period.

Supply Chain Management

Due to the nature of our principal business activities, the Group had no major suppliers during the year ended 30 September 2024 (2023: Nil). To integrate the environmental vision into the procurement of office supplies, the Group have a green procurement policy (i.e. reusable, repairable, durable) and make a conscious effort to not be wasteful when using or ordering supplies. With this in mind, we have purchased refillable pens, environment-friendly paper and refillable potable water. During the procurement process, the Group evaluates and assesses the suppliers' quality of services and products, their experience and track record, and review from public domain as to any reporting violation to ESG rules and regulations. In order to minimize the carbon emission, suppliers engaged by the Group are local suppliers.

Service Responsibility

The Group aims at delivering a high quality of services to its clients at all times. The Group believes that market reputation and clients' confidence in the services are critical to its success. As the Group with clients of Hong Kong public listed company, the Group is in a unique position to leverage our expertise to promote sustainable business practices and help customers capitalise on opportunities to a more sustainable economy. In achieving this aim, we are committed to providing them with prompt, competent and unbiased professional services who seeks for corporate financing strategies. This is guided by our services delivery process and services quality standards. This covers everything from assessing the suitability of services to ensuring we fulfil our duties. Engagement of regulated activities is not subject to any recall for safety and health reasons. Customers' opinion would be duly dealt with and valid complaints would be investigated before responses are made in a prompt and fair manner. There is no service-related complaints has been received by the Group during the Reporting Period. Meanwhile, the Group is regulated by the Securities and Futures Commission and is a licensed corporation under SFO. The professional employees were properly licensed and registered with the SFC. All Responsible Officers have extensive experience providing corporate finance advisory services and investment advisory services to customers listed in Hong Kong. The Group has been devoted to improving its management in every aspect of its operation to create greater value for our customers and the shareholders of the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

The Group is committed to protect intellectual property rights and not to infringe any third-party interests. We protect intellectual property rights by ensuring licensed software is used for our business operations.

During the Reporting Period, we are not aware of any incidents of non-compliance with regulations and/or voluntary codes concerning the Group's service information and labelling, as well as marketing communications including advertising.

Protection of Privacy

The Group places the highest priority on protecting the privacy of our customers and employees in the collection, processing and use of their personal data in compliance with Personal Data (Privacy) Ordinance (Cap. 486). The Group adheres to the applicable data protection regulations and ensures appropriate technical measures are in place to protect personal data against unauthorised use or access. The Group also ensures that customers' personal data are kept confidential and securely to prevent against loss, unauthorised access, use, modification or disclosure, and processed only for the purpose for which it has been collected. No non-compliance or complaints from customers regarding personal data privacy has been received during the Reporting Period.

Anti-corruption

The Group is committed to upholding the highest ethical standard. The Group has set forth in our staff's code for the required conducts of our employees as well as anti-fraud and whistleblowing policies to prevent, detect and report each and every form of bribery, extortion, fraud and money laundering. Any such kind of fraudulent acts is prohibited and the Group will not tolerate any fraudulent business activities. In particular, all directors and employees should avoid conflict of personal interest relating to their professional duties and are required to declare any conflict of interest by disclosure form to ensure appropriate assurance for the Group in matters of conflict of interest, professional and scientific integrity, and to protect the Group from avoiding regulatory and reputational risk.

The Group operate a whistleblowing policy, which allows employees to report matters of concern about privacy and confidentiality, conflicts of interest, bribery and anti-corruption to the financial controller. If it is a possible criminal offence case, financial controller will bring the case to the Group, who will refer to audit committee to decide further action with consultation from our legal advisers.

The Group promises that whistleblowers will not be dismissed or mistreated due to the reporting. Investigation work for whistleblowing reports will be handled with strict confidentiality under any circumstances to preserve anonymity.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

To ensure the staff is aware of the regulatory obligations and the possible consequences of breaching the obligations, the Group provides regular training to staff on anti-corruption. The Group also send notice to all staff in order to ensure they are fully aware with the compliance of law and regulations.

All staff members of the Group are required to comply with Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutes) Ordinance (Cap. 615) and follow the AML/CTF guideline laid down by the Group.

During the Reporting Period, no directors and employees obtained or provided benefits to customers, suppliers, or people with business relationship with the Group, no whistleblowing disclosures were received and no litigations relating to matters of bribery, extortion, fraud or money laundering were brought against the Group or our employees.

Community Investment

The Group aim to help the grassroots people such as the homeless, the illness, elderly and children. We keep on our best to contribute to the community to show our care by supporting charitable organizations. During the Reporting Period, we donated approximately HK\$0.2 million (2023: approximately HK\$0.3 million) to various charities for various focus areas such as education and health care.

Besides donations, we encouraged staff to participate in voluntary services in leisure time. During the Reporting Period, we had participated “Sunshine action” events to support and assist their charity work for needy families.

GOVERNANCE

Details on the Group’s corporate governance practices set out in the Corporate Governance Report of this annual report.

ESG REPORT INDEX

ENVIRONMENTAL		Section Reference
Aspect A1: Emissions		
A1	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	• Emissions
A1.1	The types of emissions and respective emissions data.	• Emissions
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	• Emissions
A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	• Wastes Management/not applicable as no hazardous waste was generated in the Group's operation
A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	• Wastes Management
A1.5	Description of emissions target(s) set and steps taken to achieve them.	• Emissions
A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve.	• Wastes Management

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

ENVIRONMENTAL		Section Reference
Aspect A2: Use of Resources		
A2	General Disclosure Information on: Policies on the efficient use of resources, including energy, water and other raw materials.	• Use of Resources
A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	• Use of Resources
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	• Use of Resources/ not applicable as no data available
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	• Use of Resources
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	• Use of Resources
A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	• Use of Resources/ not applicable as no packaging material was used in the Group's operation
Aspect A3: The Environment and Natural Resources		
A3	General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources.	• The Environment and Natural Resources
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	• Emissions • Use of Resources • The Environment and Natural Resources

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

SOCIAL		Section Reference
Aspect A4: Climate Change		
A4	General Disclosure Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	• Climate Change
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	• Climate Change
Aspect B1: Employment		
B1	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	• Employment
B1.1	Total workforce by gender, employment type, age group and geographical region.	• Employment
B1.2	Employee turnover rate by gender, age group and geographical region.	• Employment
Aspect B2: Health and Safety		
B2	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	• Health and Safety
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the Reporting Year.	• Health and Safety
B2.2	Lost days due to work injury.	• Health and Safety
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	• Health and Safety

SOCIAL		Section Reference
Aspect B3: Development and Training		
B3	<p>General Disclosure</p> <p>Policies on improving employees' knowledge and skills for discharging duties at work.</p> <p>Description of training activities.</p> <p>Note: Training refers to vocational training. It may include internal and external courses paid by the employer.</p>	<ul style="list-style-type: none"> Development and Training
B3.1	<p>The percentage of employees trained by gender and employee category (e.g. senior management, middle management).</p>	<ul style="list-style-type: none"> Development and Training
B3.2	<p>The average training hours completed per employee by gender and employee category.</p>	<ul style="list-style-type: none"> Development and Training
Aspect B4: Labour Standards		
B4	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.</p>	<ul style="list-style-type: none"> Labour Standards
B4.1	<p>Description of measures to review employment practices to avoid child and forced labour.</p>	<ul style="list-style-type: none"> Labour Standards
B4.2	<p>Description of steps taken to eliminate such practices when discovered.</p>	<ul style="list-style-type: none"> Labour Standards
Aspect B5: Supply Chain Management		
B5	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.</p>	<ul style="list-style-type: none"> Supply Chain Management
B5.1	<p>Number of suppliers by geographical region.</p>	<ul style="list-style-type: none"> Supply Chain Management

SOCIAL		Section Reference
Aspect B5: Supply Chain Management		
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	<ul style="list-style-type: none"> Supply Chain Management
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	<ul style="list-style-type: none"> Supply Chain Management
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	<ul style="list-style-type: none"> Supply Chain Management
Aspect B6: Service Responsibility		
B6	General Disclosure Information on: <ul style="list-style-type: none"> (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising labelling and privacy matters relating to products and services provided and methods of redress. 	<ul style="list-style-type: none"> Service Responsibility
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	<ul style="list-style-type: none"> Service Responsibility
B6.2	Number of products and service-related complaints received and how they are dealt with.	<ul style="list-style-type: none"> Service Responsibility
B6.3	Description of practices relating to observing and protecting intellectual property rights.	<ul style="list-style-type: none"> Service Responsibility
B6.4	Description of quality assurance process and recall procedures.	<ul style="list-style-type: none"> Service Responsibility
B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	<ul style="list-style-type: none"> Service Responsibility

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

SOCIAL		Section Reference
Aspect B7: Anti-corruption		
B7	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	• Anti-corruption
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	• Anti-corruption
B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	• Anti-corruption
B7.3	Description of anti-corruption training provided to directors and staff.	• Anti-corruption
Aspect B8: Community Investment		
B8	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	• Community Investment
B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	• Community Investment
B8.2	Resources contributed (e.g. money or time) to the focus area.	• Community Investment

INDEPENDENT AUDITOR'S REPORT



TO THE MEMBERS OF AMASSE CAPITAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Amasse Capital Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 63 to 121, which comprise the consolidated statement of financial position as at 30 September 2024, 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.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 September 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 judgement, 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.

KEY AUDIT MATTERS (Continued)

The Key Audit Matter	How the matter was addressed in our audit
<p>Revenue recognition of fee income from the provision of corporate finance advisory services</p> <p><i>Refer to notes 4(i) and 5 to the consolidated financial statements</i></p> <p>We identified the revenue recognition of fee income from the provision of corporate finance advisory services as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole and there are significant judgements exercised by the management of the Group in determining the progress towards complete satisfaction of the performance obligation and the amount of revenue recognised.</p> <p>As set out in note 5 to the consolidated financial statements, the fee income from the provision of corporate finance advisory services amounting to approximately HK\$9,827,000 was recognised over time for the year ended 30 September 2024.</p>	<p>Our procedures in relation to the revenue recognition of fee income from the provision of corporate finance advisory services included:</p> <ul style="list-style-type: none"> • Understanding the design and implementation of the key internal controls over the revenue recognition; • Discussing with the project managers and the management of the Group to understand the status of the projects, the key terms and conditions in mandates with customers, including but not limited to scope of services, fees, payment terms and right to termination, on a sample basis; and • Checking the progress of satisfaction of the performance obligation to evaluate the reasonableness of the revenue recognised, by referring to the underlying contract terms of mandates, correspondences with customers and other supporting documents; and when revenue is recognised over time and input method is adopted, by comparing the actual staff costs incurred up to date against the total expected staff costs, assessing the reasonableness of the total expected staff costs and examining relevant supporting documentation, on a sample basis.

INDEPENDENT AUDITOR'S REPORT (Continued)

OTHER MATTER

The consolidated financial statements of the Group for the year ended 30 September 2023, were audited by another auditor who expressed an unmodified opinion on those statements on 20 December 2023.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

INDEPENDENT AUDITOR'S REPORT (Continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Kwan Kai Chun.

OOP CPA & Co.

Certified Public Accountants

Kwan Kai Chun

Practising Certificate Number: P06957

Hong Kong

30 December 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 September 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	5	9,987	12,331
Other income and other net (loss)/gain	6	(1,484)	(1,876)
Loss allowance on trade receivables, net		(3,050)	(322)
Employee benefit expenses		(11,016)	(9,384)
Depreciation of plant and equipment		(269)	(115)
Depreciation of right-of-use assets		(368)	–
Other operating expenses		(2,578)	(2,423)
Finance costs	8	(73)	(152)
Loss before taxation	9	(8,851)	(1,941)
Income tax	10	(6)	–
Loss for the year and total comprehensive expense attributable to equity shareholders of the Company		(8,857)	(1,941)
Loss per share	13		
– Basic and diluted (HK cents)		(0.81)	(0.18)

The notes on pages 69 to 121 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

	Notes	2024 HK\$'000	2023 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Plant and equipment	14	892	69
Right-of-use assets	15	1,594	–
Deposits	18	327	–
		2,813	69
Current assets			
Contract assets	16	–	63
Trade receivables	17	3,084	4,433
Prepayments, deposits and other receivables	18	380	690
Financial assets at fair value through profit or loss	19	44	10,426
Cash and cash equivalents	20	17,665	23,967
		21,173	39,579
Current liabilities			
Other payables and accruals	21	485	501
Contract liabilities	22	–	217
Lease liabilities	23	975	724
Loans from securities brokers	24	–	7,619
Tax payable		6	–
		1,466	9,061
Net current assets		19,707	30,518
Total assets less current liabilities		22,520	30,587

The notes on pages 69 to 121 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 30 September 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Non-current liabilities			
Lease liabilities	23	642	–
Provision for long service payment	30	392	244
		1,034	244
Net assets			
		21,486	30,343
EQUITY			
Share capital	26	11,000	11,000
Reserves		10,486	19,343
		21,486	30,343

Approved and authorised for issue by the Board of Directors on 30 December 2024.

Lam Ting Lok
Director

Lo Mun Lam Raymond
Director

The notes on pages 69 to 121 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 September 2024

		Attributable to equity shareholders of the Company					
		Reserves					
Note	Share capital	Share premium	Other reserve*	Accumulated losses	Sub-total	Total	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	At 1 October 2022	10,000	27,299	4,000	(18,690)	12,609	22,609
	Issuance of shares upon placement and subscription	1,000	8,675	-	-	8,675	9,675
26	Loss for the year and total comprehensive expense	-	-	-	(1,941)	(1,941)	(1,941)
	At 30 September 2023 and 1 October 2023	11,000	35,974	4,000	(20,631)	19,343	30,343
	Loss for the year and total comprehensive expense	-	-	-	(8,857)	(8,857)	(8,857)
	At 30 September 2024	11,000	35,974	4,000	(29,488)	10,486	21,486

* It represents the difference between the nominal value of the shares of the subsidiaries acquired and the nominal value of the shares issued by the Company as consideration thereof pursuant to the exchange of shares on group reorganisation.

The notes on pages 69 to 121 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 September 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Operating activities			
Loss before taxation		(8,851)	(1,941)
Adjustments for:			
Depreciation of plant and equipment	14	269	115
Depreciation of right-of-use assets	15	368	–
Dividend income from investments in listed securities		–	(11)
Loss allowance on trade receivables, net	28(a)	3,050	322
Bank interest income		(481)	(517)
Interest on lease liabilities	8	66	76
Interest on loans from securities brokers	8	7	76
Gain in disposal of plant and equipment		(200)	76
Net realised loss on financial assets at fair value through profit or loss		2,034	2,462
Net unrealised loss/(gain) on financial assets at fair value through profit or loss		14	(44)
Provision for long service payment	30	148	107
Operating (loss)/profit before changes in working capital		(3,576)	645
Decrease in financial assets at fair value through profit or loss		8,334	1,475
Decrease in contract assets		63	158
Increase in trade receivables		(1,701)	(3,421)
Increase in prepayments, deposits and other receivables		(17)	(72)
Decrease in other payables and accruals		(16)	(29)
(Decrease)/increase in contract liabilities		(217)	195
Cash generated from/(used in) operations		2,870	(1,049)
Received dividend income from investments in listed securities		–	11
Net cash generated from/(used in) operating activities		2,870	(1,038)

The notes on pages 69 to 121 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

For the year ended 30 September 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Investing activities			
Purchase of plant and equipment		(1,092)	–
Proceed from sales of plant and equipment		200	–
Bank interest received		481	517
Net cash (used in)/generated from investing activities		(411)	517
Financing activities			
Repayment of lease liabilities	29	(1,069)	(1,108)
Net decrease in loans from securities brokers	29	(7,619)	(1,409)
Interest paid on lease liabilities	29	(66)	(76)
Interest paid on loans from securities brokers	29	(7)	(76)
Net proceeds from issue of shares	26	–	9,675
Net cash (used in)/generated from financing activities		(8,761)	7,006
(Decrease)/increase in cash and cash equivalents		(6,302)	6,485
Cash and cash equivalents at beginning of the year		23,967	17,482
Cash and cash equivalents at end of the year	20	17,665	23,967

The notes on pages 69 to 121 form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

1. GENERAL

Amasse Capital Holdings Limited (the “**Company**”) is a public limited company incorporated in the Cayman Islands and its shares are listed on the GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its ultimate parent is Access Cheer Limited (“**Access Cheer**”), a company incorporated in the British Virgin Islands. Its ultimate controlling party is Ms. Tse Fung Sum Flora, who is also the Executive Director of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are provision of corporate finance advisory services and investment advisory services. Particulars of the principal subsidiaries are set out in note 33. The Company and its subsidiaries are collectively referred to as the “**Group**”.

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 except when otherwise indicated.

2. BASIS OF PREPARATION

(a) Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

These consolidated financial statements have been prepared under the historical cost convention except for financial instruments that are measured at fair values.

(b) Application of amendments to HKFRSs

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group’s financial statements:

Amendments to HKAS 1 and HKFRS Practice Statements 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
HKFRS 17 (including the October 2020 and February 2023 Amendments to HKFRS 17)	Insurance Contracts

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

2. BASIS OF PREPARATION (Continued)

(b) Application of amendments to HKFRSs (Continued)

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

(c) 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 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ⁴
Annual Improvements to HKFRS HKFRS 18	Accounting Standards – Volume 11 ⁴
HKFRS 19	Presentation and Disclosure in Financial Statements ⁵
	Subsidiaries without Public Accountability: Disclosures ⁵

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

⁴ Effective for annual periods beginning on or after 1 January 2026.

⁵ Effective for annual periods beginning on or after 1 January 2027.

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

2. BASIS OF PREPARATION (Continued)

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

Amendments to HKFRS 9 Financial instruments and HKFRS 7 Financial instruments: disclosures “Amendments to the classification and measurement of financial instruments”

The amendments include requirements on:

- classification of financial assets with environmental, social or governance (ESG) targets and similar features;
- settlement of financial liabilities through electronic payment systems; and
- disclosures regarding investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent feature.

The directors of the Company will assess the impact on the application of the amendments. Based on preliminary review of the Group’s financial instruments, the application of the amendments is not expected to have impact on the financial position or performance of the Group but may affect the disclosures in the consolidated financial statements.

HKFRS 18 Presentation and disclosure in financial statements

HKFRS 18 will replace HKAS 1 and aims to improve the transparency and comparability of information about an entity’s financial performance. The main changes comprise a more structured income statement, an enhanced disclosure requirements on management-defined performance measures and enhanced requirements on aggregation and disaggregation of information.

The directors of the Company will assess the impact on the application of HKFRS 18. For the moment, it is not practicable to provide a reasonable estimate of the effect of HKFRS 18 on the presentation of the Group’s performance in the consolidated statement of profit or loss and other comprehensive income until the Group performs a detailed review.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s material accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION

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

(a) Basis of consolidation

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

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

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

(b) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less impairment losses. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(c) Plant and equipment

Plant and equipment are stated at cost, less accumulated depreciation and impairment losses, if any.

The cost of an item of plant and equipment comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the item has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in future economic benefits expected to be obtained from the use of the item, the expenditure is capitalised as an additional cost of the item. When an item of plant and equipment is sold, its cost and accumulated depreciation are derecognised and any gain or loss resulting from the disposal, being the difference between the net disposal proceeds and the carrying amount of the asset, is included in profit or loss.

Depreciation is provided on the straight-line method to allocate their cost over their estimated economic useful lives of the individual assets, as follows:

Leasehold improvements	Shorter of lease term or 5 years
Furniture and equipment	5 years
Motor vehicles	5 years

The assets' useful lives and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

(d) Leases

Definition of a lease

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

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(d) Leases (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

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

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of offices and a warehouse that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(d) Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

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

The lease payments include:

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

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

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

(e) Financial Instruments

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Financial Instruments (Continued)

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.

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

- the financial asset is held within a business model whose objective is achieved by both selling and collecting 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 FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is held for trading if:

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

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Financial Instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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

- (i) Amortised cost and interest income
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.
- (ii) Financial assets at FVTPL
Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade receivables and other receivables), and other items (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. Assessment 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Financial Instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when 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.

(i) Significant increase in credit risk

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

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

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

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.

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Financial Instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

In general, there is no credit period granted for corporate finance advisory services income, investment advisory services income and company secretary services income; however depending on project progress a discretionary credit period ranged between 30 days and 90 days may be granted to customers, i.e. the credit risk has increased significantly for these trade receivables that remained unpaid for more than 60 days and up to 120 days.

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when 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.

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Financial Instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is 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.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

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

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

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

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

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Financial Instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments 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 Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Impairment on plant and equipment and right-of-use assets

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Impairment on plant and equipment and right-of-use assets (Continued)

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

(g) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash at other financial institutions and cash on hand and at banks, including term deposits and assets similar in nature to cash, which are not restricted as to use.

(h) Income tax

Income tax for the year comprises current and deferred tax.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(h) Income tax (Continued)

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 profit will be available to allow all or part of the deferred tax asset to be utilised. 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to 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.

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(i) Government grants

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

Government grants 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".

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(j) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if 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 the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- i. The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - iii. Both entities 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 note 3(j)(a).
 - vii. A person identified in note 3(j)(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).
 - 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 Group's parent.

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 (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Revenue from contracts with customers

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

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

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

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

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

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

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

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Revenue from contracts with customers (Continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date for those general advisory services in which the Group bills a fixed amount each month, the Group recognises revenue in the amount to which the Group has the right to invoice.

Input method

The progress towards complete satisfaction of a performance obligation is measured based on 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 goods or services.

Income from provision of corporate finance advisory services, investment advisory services and company secretary services

Income from provision of corporate finance advisory services, investment advisory services and company secretary services is recognised over time or at a point in time with reference to the detailed terms of transactions as stipulated in the contracts entered into with its customers and counterparties.

For the contracts that the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs, the Group's performance obligations are satisfied over time. Invoices are issued upon the end of each month.

For the contracts that 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, the Group's performance obligations are satisfied over time. The Group is entitled to an amount that at least compensates the Group for performance completed to date if the contract is terminated by the customer or another party for reasons other than the Group's failure to perform as promised. Invoices are issued upon signing service contracts and when stated milestones in the contract are reached.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Revenue from contracts with customers (Continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation (Continued)

Income from provision of corporate finance advisory services, investment advisory services and company secretary services (Continued)

For the contracts with revenue recognised at point in time, the Group satisfied its performance obligations when the reports are issued under the terms of each engagement as only that time the Group has a present right to payment from the customer for the service performed. Invoices for the financial services are issued upon signing service contracts and when stated milestones in the contract are reached.

Costs to fulfil a contract

The Group incurs costs to fulfil a contract in its corporate finance advisory services. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant HKFRSs, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- (i) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- (ii) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (iii) the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

(l) Employee benefits

Share-based payments

The Company operates a share option scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(I) Employee benefits (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Pension scheme

The Group operates a mandatory provident fund scheme (the "**MPF Scheme**"; a defined contribution plan) under which the Group and its employees are required to contribute 5% (subject to an aggregate maximum of HK\$1,500 per month) of the employees' relevant income. Contributions from the employer are 100% vested in the employees as soon as they are paid to the MPF Scheme.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(l) Employee benefits (Continued)

Pension scheme (Continued)

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Payments to the mandatory provident fund scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Under the Hong Kong Employment Ordinance, the Group's net obligation in respect of lump sum long service amounts payable on cessation of employment in certain circumstances is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The Group's obligations to make such long service payments are recognised in the financial statements as long service payment liabilities at the present value (where the effect of discounting is material) of the long service payment obligations, which are estimated after deducting the entitlements accrued under the Group's defined contribution retirement scheme that are attributable to contributions made by the Group. Changes in carrying amount of the relevant net obligation are recognised in profit or loss.

(m) Provision

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and 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).

(n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. These significant accounting judgement and estimates have been consistently applied to all the years presented, unless otherwise stated.

(i) Revenue recognition

Under HKFRS 15, 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.

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.

The directors of the Company have considered the detailed criteria for recognition of revenue set out in HKFRS 15 and in particular, whether the Group has satisfied all the performance obligations over time or at a point in time with reference to the details terms of transaction as stipulated in the contracts entered into with its customers. Accounting policies for revenue recognition, including methods for measurement of progress towards complete satisfaction of a performance obligation, are disclosed in note 3(k) to the consolidated financial statements.

(ii) Provision of ECL for trade receivables and contract assets

The Group uses provision matrix to calculate ECL for the trade receivables and contract assets. The provision rates are based on debtors’ aging as groupings of various debtors that have same credit periods and similar payment patterns. The provision matrix is based on the Group’s historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables and contract assets with significant balances and credit-impaired are assessed for ECL individually.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

4. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

(ii) Provision of ECL for trade receivables and contract assets (Continued)

As at 30 September 2024, the aggregate carrying amount of trade receivables and contract assets is HK\$3,084,000 (2023: HK\$4,496,000) (net of loss allowance of HK\$4,725,000 (2023: HK\$1,813,000)).

The provision of ECL is sensitive to changes in estimates. The information about the Group's trade receivables and contract assets and the ECL are disclosed in notes 16, 17 and 28(a) to the consolidated financial statements respectively.

5. REVENUE

The principal activities of the Group are the provision of corporate finance advisory services and investment advisory services.

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	2024 HK\$'000	2023 HK\$'000
Corporate finance advisory fee income from acting as:		
Financial adviser	7,246	10,308
Independent financial adviser	2,581	1,823
	9,827	12,131
Investment advisory fee income	–	200
Company secretary services income	160	–
	9,987	12,331

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is as follows:

	2024 HK\$'000	2023 HK\$'000
Disaggregated by timing of revenue recognition		
Over time	9,987	12,331

Transaction price allocated to the remaining performance obligations for contracts with customers

All corporate finance advisory services, investment advisory services and company secretary services are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

6. OTHER INCOME AND OTHER NET (LOSS)/GAIN

	2024 HK\$'000	2023 HK\$'000
<i>Other income</i>		
Bank interest income	481	517
Dividend income	–	11
Government grants (note)	–	34
Gain on disposal of plant and equipment	200	–
Sundry income	37	38
Gain on disposal of a subsidiary	7	–
	<u>725</u>	<u>600</u>
<i>Other net (loss)/gain</i>		
Net realised loss on financial assets at FVTPL	(2,034)	(2,462)
Net unrealised (loss)/gain on financial assets at FVTPL	(14)	44
Net exchange losses	(161)	(58)
	<u>(2,209)</u>	<u>(2,476)</u>
	<u>(1,484)</u>	<u>(1,876)</u>

Note: For the year ended 30 September 2023, the Group recognised government grants of HK\$34,000 related to Employment Support Scheme provided by the Hong Kong government.

7. SEGMENT INFORMATION

Information reported to the board of directors (the “**Board**”) of the Company, being the chief operating decision maker (the “**CODM**”) for the purposes of resource allocation and assessment of segment performance focuses on advisory services provided. The CODM considers the Group’s operation, assets and revenue are located and derived in Hong Kong. The principal activity of the reportable and operating segment is the provision of corporate finance advisory services only. In addition to the provision of corporate finance advisory services, other operating segment includes the provision of investment advisory services which did not meet the quantitative thresholds for the reportable segment in both current and prior years. Accordingly, no segment and geographical information are presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

7. SEGMENT INFORMATION (Continued)

Information about major clients

Revenue from clients who individually contributed over 10% of the Group's total revenue during the years are as follows:

	2024 HK\$'000	2023 HK\$'000
Customer A	1,540	N/A
Customer B	1,200	N/A
Customer C	1,200	N/A
Customer D	1,200	N/A
Customer E	1,040	N/A
Customer F	N/A	1,822

N/A: The corresponding revenue did not contribute over 10% of total revenue of the Group.

8. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interests on:		
Lease liabilities	66	76
Loans from securities brokers	7	76
	73	152

9. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	2024 HK\$'000	2023 HK\$'000
Auditor's remuneration	250	250
Donation	220	194
Employee benefit expenses (including directors' remuneration)	11,016	9,384
Salaries and welfare	8,595	7,578
Performance related bonus	2,200	1,672
Retirement benefit scheme contributions	221	134
Expenses relating to short-term leases	193	20
Net exchange losses	161	58

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

10. INCOME TAX

	2024 HK\$'000	2023 HK\$'000
Provision for the year	6	–
Deferred taxation	–	–
	6	–

Hong Kong profits tax has been provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits arising in Hong Kong during the year (2023: Nil).

The income tax expense for the years can be reconciled to the results per the consolidated statement of profit or loss and other comprehensive income as follow:

	2024 HK\$'000	2023 HK\$'000
Loss before taxation	(8,851)	(1,941)
Tax at Hong Kong Profits Tax rate of 16.5% (2023: 16.5%)	(1,461)	(320)
Tax effect of expenses not deductible for tax purpose	361	391
Tax effect of income not taxable for tax purpose	(86)	(96)
Tax effect of unused tax losses not recognised	977	764
Tax effect of origination and reversal of temporary differences	323	(95)
Utilisation of tax losses previously not recognised	(108)	(644)
Income tax expense	6	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

11. DIRECTORS' AND MANAGEMENT EMOLUMENTS

(a) Directors' emoluments

Directors' emoluments disclosed pursuant to section 383 (1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	Directors' fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonus HK\$'000	Retirement benefit scheme contributions HK\$'000	Total HK\$'000
Year ended 30 September 2024					
Executive directors:					
Ms. Huang Min*	540	-	-	-	540
Mr. Lam Ting Lok	960	-	400	18	1,378
Mr. Lo Mun Lam Raymond	-	600	-	-	600
Ms. Tse Fung Sum Flora	-	400	400	18	818
Ms. Tsang Kwong Wan	-	600	300	18	918
	1,500	1,600	1,100	54	4,254
Independent non-executive directors:					
Mr. Cheung Pak To, <i>BBS</i>	240	-	-	-	240
Mr. Li Wing Sum	240	-	-	-	240
Dr. Yu Yuen Ping	240	-	-	-	240
	720	-	-	-	720

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

11. DIRECTORS' AND MANAGEMENT EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Year ended	Directors' fees	Salaries, allowances and benefits in kind	Performance related bonus	Retirement benefit scheme contributions	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
30 September 2023					
Executive directors:					
Dato' Lai Chai Suang [#]	93	-	-	-	93
Ms. Huang Min [*]	314	-	-	-	314
Mr. Lam Ting Lok	960	-	300	18	1,278
Mr. Lo Mun Lam Raymond	-	600	-	-	600
Ms. Tse Fung Sum Flora	-	360	300	18	678
Ms. Tsang Kwong Wan	-	600	250	18	868
	<u>1,367</u>	<u>1,560</u>	<u>850</u>	<u>54</u>	<u>3,831</u>
Independent non-executive directors:					
Mr. Cheung Pak To, <i>BBS</i>	240	-	-	-	240
Mr. Li Wing Sum	240	-	-	-	240
Dr. Yu Yuen Ping	240	-	-	-	240
	<u>720</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>720</u>

* Appointed on 24 April 2023 and resigned on 15 July 2024

Appointed on 28 November 2022 and resigned on 6 March 2023

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

On 20 September 2024, certain executive directors and independent non-executive directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 32 to the financial statements. The fair value of such option was determined as at the date of grant. No share option expense has been recognised in the profit or loss for the year ended 30 September 2024 because of its immaterial impact to the financial statements as a whole.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

11. DIRECTORS' AND MANAGEMENT EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) There was no arrangement under which the directors of the Company waived or agreed to waive any remuneration during the year and the prior year.
- (ii) Discretionary bonus was determined with reference to the operating results of the subsidiary and individual performance of the executive directors of the Company.
- (iii) During the year, no payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors of the Company; nor are any payable (2023: Nil). No consideration was provided to or receivable by third parties for making available directors' services (2023: Nil). There are no loans, quasi-loans or other dealings in favour of the directors of the Company, their controlled bodies corporate and connected entities (2023: Nil).
- (iv) No director of the Company had a material interest, directly or indirectly, in any significant transactions, arrangements and contracts in relation to the Company's business to which the Company was or is a party that subsisted at the end of the year or at any time during the year (2023: None).
- (v) No emoluments have been paid to the directors of the Company or the five highest individuals as an inducement to join or upon joining the Group, or as compensation of loss of office in any of the years ended 30 September 2024 and 2023.

(b) Individual with highest emoluments

Of the five individuals with the highest emoluments, three (2023: three) are directors of the Company whose emoluments are disclosed in note 11(a). The aggregate of the emoluments in respect of the other two (2023: two) individuals are as follow:

	2024 HK\$'000	2023 HK\$'000
Salaries, allowance and other benefits in kind	1,065	1,020
Performance related bonuses	600	500
Provident fund contributions	36	36
	<u>1,701</u>	<u>1,556</u>

The emoluments of the two (2023: two) individuals with the highest emoluments are within the following bands:

	2024	2023
Nil to HK\$1,000,000	<u>2</u>	<u>2</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

12. DIVIDEND

No dividend was declared during the year, nor has any dividend been proposed since the end of the reporting period (2023: Nil).

13. LOSS PER SHARE

The calculation of the basic loss per share attributable to ordinary equity shareholders of the Company is based on the following data:

	2024	2023
Loss for the year attributable to equity shareholders of the Company (HK\$'000)	(8,857)	(1,941)
Weighted average number of ordinary shares ('000)	1,100,000	1,082,192

No adjustment has been made to the basic loss per share amount presented for the year ended 30 September 2024 as there was neither dilutive nor anti-dilutive impact in respect of the share options issued on 20 September 2024 (note 32). For the year ended 30 September 2023, there were no potential ordinary shares in issue, thus no adjustment had been made to the basic loss per share amount presented in respect of dilution.

14. PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST				
At 1 October 2022, 30 September 2023 and 1 October 2023	164	120	1,213	1,497
Additions	–	–	1,092	1,092
Disposal	–	–	(678)	(678)
At 30 September 2024	164	120	1,627	1,911
ACCUMULATED DEPRECIATION				
At 1 October 2022	164	106	1,043	1,313
Charged for the year	–	8	107	115
At 30 September 2023 and 1 October 2023	164	114	1,150	1,428
Charged for the year	–	6	263	269
Eliminated in disposal	–	–	(678)	(678)
At 30 September 2024	164	120	735	1,019
NET BOOK VALUES				
At 30 September 2024	–	–	892	892
At 30 September 2023	–	6	63	69

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

15. RIGHT-OF-USE ASSETS

	Leased properties	
	HK\$'000	
As at 30 September 2024		
Carrying amount		1,594
As at 30 September 2023		
Carrying amount		–
For the year ended 30 September 2024		
Depreciation charge		(368)
Impairment loss		–
For the year ended 30 September 2023		
Depreciation charge		–
Impairment loss		–
	2024	2023
	HK\$'000	HK\$'000
Total cash outflow for leases, including short-term leases	1,328	1,204
Additions to right-of-use assets	1,962	–

For both years, the Group leases offices and a warehouse for its operations. Lease contracts are entered into for fixed term of one to three years. 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 Group regularly entered into short-term leases for a warehouse.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

16. CONTRACT ASSETS

	2024 HK\$'000	2023 HK\$'000
Corporate finance advisory services	–	63

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the rights become unconditional.

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

The Group typically receives a 50% deposit within three days upon commencement of the contract. The remaining consideration is payable when stated milestones in the contract are reached. If the contract is terminated, the Group is immediately entitled to receive payment for work done to date. When the Group's performance in relation to the contract 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, the Group recognised the contract assets when the portion of the contract sum according to progress exceeds the billed portion of the contract.

17. TRADE RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Trade receivables	7,809	6,246
Less: Loss allowance (note 28(a))	(4,725)	(1,813)
	3,084	4,433

The following is an aged analysis of trade receivables net of loss allowance presented based on the invoice date at the end of each reporting year.

	2024 HK\$'000	2023 HK\$'000
Within 1 month	273	1,662
1 to 3 months	620	1,203
Over 3 months	2,191	1,568
	3,084	4,433

Further details on the Group's credit period granted to customers; credit policy and credit risk arising from trade receivables are set out in note 3(e) and note 28(a) to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Prepayments	345	303
Deposits	333	360
Other receivables	29	27
	707	690
Deduct: Non-current portion	(327)	–
Current portion	380	690

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at FVTPL as at 30 September comprise:

	2024 HK\$'000	2023 HK\$'000
Listed securities held for trading:		
– Equity security listed in Hong Kong	27	9,595
– Equity security and equity option listed in the United States	17	831
	44	10,426

As at 30 September 2024, the Group did not have any pledged assets (2023: pledged listed stocks of approximately HK\$10.4 million) to secure the loans from securities brokers in note 24 to the consolidated financial statements.

20. CASH AND CASH EQUIVALENTS

	2024 HK\$'000	2023 HK\$'000
Cash at bank and on hand	9,214	10,087
Cash at other financial institutions	8,451	6,049
Short-term bank deposits	–	7,831
	17,665	23,967

Cash and cash equivalents include cash at bank and on hand, cash at other financial institutions and short-term bank deposits. For the year ended 30 September 2023, short-term bank deposits were made for varying periods of between one month to two months depending on the cash requirements of the Group, and earn interest rate at the respective short-term time deposit rates. The cash at bank and at other financial institutions are deposited with creditworthy banks and financial institutions with no recent history of default.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

21. OTHER PAYABLES AND ACCRUALS

	2024 HK\$'000	2023 HK\$'000
Other payables	130	154
Accruals	355	347
	485	501

All the other payables and accruals are expected to be settled within one year or are repayable on demand.

22. CONTRACT LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Corporate finance advisory services	–	217

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

When the Group receives a deposit in advance of provision of corporate finance advisory services to the customers, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the project exceeds the amount of the deposit. The Group typically receives a 50% deposit within three days upon commencement of the contract. The remaining consideration is payable when stated milestones in the contract are reached. If the contract is terminated, the Group is immediately entitled to receive payment for work done to date.

Movements in contract liabilities

	2024 HK\$'000	2023 HK\$'000
Balance at the beginning of the year	217	22
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(217)	(22)
Increase in contract liabilities as a result of billing in advance of provision of the corporate finance advisory service	–	217
Balance at the end of the year	–	217

The balance of the contract liabilities is expected to be recognised as income within one year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

23. LEASE LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Lease liabilities payable:		
Within one year	975	724
Within a period of more than one year but not more than two years	642	–
	1,617	724
Less: Amount due for settlement within 12 months shown under current liabilities	975	724
Amount due for settlement after 12 months shown under non-current liabilities	642	–

The weighted average incremental borrowing rate applied to lease liabilities is 6.625% (2023: 5.75%).

24. LOANS FROM SECURITIES BROKERS

	2024 HK\$'000	2023 HK\$'000
Loans from securities brokers	–	7,619

For the year ended 30 September 2023, the loans from securities brokers bore interest rates 1.5% to 6.8% per annum; were secured by the financial assets at FVTPL of HK\$10,426,000 (note 19) and were repayable on demand.

25. DEFERRED TAX ASSETS/LIABILITIES

At the end of the reporting period, the Group has unused tax losses of approximately HK\$19,236,000 (2023: approximately HK\$13,969,000) available for offset against future profits; and net deductible temporary differences of approximately HK\$4,393,000 (2023: approximately HK\$2,438,000). No deferred tax assets have been recognised in respect of these tax losses and deductible temporary differences due to the unpredictability of future profit streams.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

26. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary share of HK\$0.01 each		
Authorised:		
At 1 October 2022, 30 September 2023, 1 October 2023 and 30 September 2024	10,000,000,000	100,000
Issued and fully paid:		
At 1 October 2022	1,000,000,000	10,000
Issuance of share upon placement and subscription (note)	100,000,000	1,000
At 30 September 2023, 1 October 2023 and 30 September 2024	1,100,000,000	11,000

Note: On 5 December 2022, a total number of 100,000,000 new shares with par value of HK\$0.01 were issued at HK\$0.10 per share, raising a net proceeds of approximately HK\$9.7 million for general working capital of the Group.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

27. CAPITAL RISK MANAGEMENT

The Group defines "capital" as total equity.

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The directors of the Company regularly review and manage the Group's capital structure to maintain a sufficient cash level to meet its liquidity requirements. Neither the Company nor its subsidiaries, except for the subsidiaries, Amasse Capital Limited ("**Amasse Capital**") and Amasse Asset Management Limited ("**Amasse Asset**"), are subject to externally imposed capital requirements. Amasse Capital and Amasse Asset are regulated by the Securities and Futures Commission ("**SFC**") and are required to comply with certain minimum capital requirements according to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The management monitors liquid capital of Amasse Capital and Amasse Asset daily to ensure they meet the minimum liquid capital requirement in accordance with the Securities and Futures (Financial Resources) Rules ("**FRR**") adopted by the SFC. Under the FRR, Amasse Capital and Amasse Asset must maintain the liquid capital in excess of HK\$3,000,000 and HK\$100,000 respectively. The required information of Amasse Capital and Amasse Asset is filed with SFC on a monthly basis and semi-annually basis respectively. Amasse Capital and Amasse Asset were in compliance with the capital requirements imposed by FRR during the year ended 30 September 2024. Other than this, the Company and other subsidiaries are not subject to externally imposed capital requirements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, deposits and other receivables, cash at banks and other financial institutions, short-term bank deposits, financial assets at FVTPL, other payables and accruals, lease liabilities and loans from securities brokers. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, liquidity risk and market risk (currency risk, interest rate risk and other price risk). The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

In respect of trade receivables and contract assets, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. Consequently, individual credit evaluations are performed on all customers and counterparties. These evaluations focus on the counterparty's financial position, past history of making payments. The responsible officers of the Group are responsible for overall monitoring of the credit risk of their customers. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade receivable and contract assets balance at the end of each reporting period to ensure adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration risk as 25.6% (2023: 25.4%) and 92.4% (2023: 77.9%) of the total gross trade receivables and contract assets was due from the largest counterparty and the five largest counterparties respectively as at the end of the reporting period.

The credit risk on liquid funds is limited because the counterparties are reputable banks and financial institution with high credit ratings.

The Group performs impairment assessment under ECL model on trade balances and contract assets individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significant reduced. The Group does not hold any collaterals over these balances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(a) Credit risk (Continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its operation. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed based on provision matrix within lifetime ECL (not credit-impaired). Credit-impaired debtors with gross carrying amounts of HK\$7,629,000 as at 30 September 2024 (2023: HK\$3,216,000) were assessed individually.

	2024			2023		
	Expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000	Expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Within 1 month	0%	–	–	2%	1,530	24
1 to 3 months	9%	80	7	2%	900	15
Over 3 months	38%	100	38	13%	600	79
		180	45		3,030	118

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

As at 30 September 2024, the Group provided approximately HK\$45,000 (2023: HK\$118,000) loss allowance for trade receivable based on the provision matrix. Loss allowance of HK\$4,680,000 (2023: HK\$1,695,000) were made on credit impaired debtors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(a) Credit risk (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

	Lifetime ECL (Not credit- impaired) HK\$'000	Lifetime ECL (Credit- impaired) HK\$'000	Lifetime ECL Total HK\$'000
At 1 October 2022	1,375	2,201	3,576
Impairment losses recognised during the year	(1,257)	1,579	322
Written-off	–	(2,085)	(2,085)
As at 30 September 2023 and 1 October 2023	118	1,695	1,813
Impairment losses recognised during the year	(73)	3,123	3,050
Written-off	–	(138)	(138)
As at 30 September 2024	45	4,680	4,725

The following significant changes in the gross carrying amounts of trade receivables contributed to the net increase in the loss allowance balance:

- increase in credit-impaired trade receivables, including transferal of non-credit-impaired trade receivables with a gross carrying amount of HK\$2,565,000, resulted in an increase in credit-impaired loss allowance of HK\$1,138,000 when there is information indicating that those credit-impaired trade debtors are in severe financial difficulty or has breached the contract.
- after the above-mentioned transferal of non-credit-impaired trade receivables to credit-impaired trade receivables, the additions in new non-credit-impaired trade receivables during the year with a gross carrying amount of HK\$180,000 resulted in an addition in loss allowance of HK\$45,000.
- credit-impaired trade receivables with a gross carrying amount of HK\$138,000, and the corresponding loss allowance of the same amount, have been written-off during the year, resulted in an decrease in loss allowance balance of HK\$138,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(b) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates) and the earliest date the Group can be required to pay:

	Within one year or on demand HK\$'000	More than one year but less than two years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 30 September 2024				
Other payables and accruals	485	–	485	485
Lease liabilities	1,053	657	1,710	1,617
	1,538	657	2,195	2,102
At 30 September 2023				
Other payables and accruals	501	–	501	501
Lease liabilities	739	–	739	724
Loans from securities brokers	7,619	–	7,619	7,619
	8,859	–	8,859	8,844

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk arises primarily from cash and cash equivalents, lease liabilities and loans from securities brokers (see notes 20, 23 and 24 for details of these balances). Variable rate cash at bank and other financial institutions and loans from securities brokers expose the Group to cash flow interest rate risk; while fixed deposits at fixed rates expose the Group to fair value interest rate risk. The Group currently does not have any interest rate hedging policy in relation to fair value and cash flow interest rate risks. The directors monitor the Group's exposure on an ongoing basis and will consider hedging the interest rate should the need arises.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(c) Interest rate risk (Continued)

The directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances, cash at other financial institutions and loans from securities brokers is insignificant.

(d) Currency risk

The Group is exposed to currency risk primarily through ordinary business operations which give rise to financial assets at fair value through profit or loss and cash and cash equivalent that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States Dollars (“**US\$**”) and Renminbi (“**RMB**”).

Management considers that the Group’s exposure to foreign currency risk arising from US\$ denominated assets is minimal. As Hong Kong dollar is pegged to US\$, the directors of the Company consider that the currency risk of US\$ is insignificant.

Exposure to currency risk

The following table details the Group’s exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

	September 2024	
	US\$	HK\$’000
Financial assets at FVTPL		17
Cash and cash equivalents		14,828
Overall exposure arising from recognised assets and liabilities		14,845
	September 2023	
	US\$	RMB
	HK\$’000	HK\$’000
Financial assets at FVTPL	831	–
Cash and cash equivalents	18,826	4
Overall exposure arising from recognised assets and liabilities	19,657	4

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(d) Currency risk (Continued)

Exposure to currency risk (Continued)

Management closely monitors currency risk position to ensure that the net exposure is kept at an acceptable level.

Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit/(loss) after tax (and retained earnings/(accumulated losses)) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollars would be materially unaffected by any changes in movement in value of the United States dollars against other currencies.

	2024		2023	
	Increase/ (decrease) in foreign exchange rate HK\$'000	Effects on profit after tax and retained earnings HK\$'000	Increase/ (decrease) in foreign exchange rate HK\$'000	Effects on profit after tax and retained earnings HK\$'000
RMB	-	-	5%	-*
	-	-	(5%)	-*

* less than HK\$1,000

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' loss/profit after tax and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(e) Other price risk

The Group's financial assets at FVTPL are measured at fair value at end of the reporting period. Therefore, the Group is exposed to security price risk. Management manages this exposure by maintaining a portfolio of investments with different risk profiles.

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

In respect of financial assets at FVTPL, the following table demonstrates the impact on loss/profit after tax, other comprehensive expense/income and equity if the price had been 5% higher/lower.

	Carrying amount of equity investments HK\$'000	Increase/ decrease in profit after tax HK\$'000	Increase/ decrease in equity HK\$'000
2024			
Financial asset at FVTPL – Listed securities	44	2	2
2023			
Financial asset at FVTPL – Listed securities	10,426	435	435

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(f) Fair value measurement

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 30 September 2024 and 2023.

The following table presents the fair value of the group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

	2024	2023
	Level 1	Level 1
	and total	and total
	HK\$'000	HK\$'000
Financial asset at FVTPL		
– Listed securities	44	10,426

During the years ended 30 September 2024 and 2023, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities. Liabilities arising from financing activities are those for which cash flow were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

	Lease liabilities	Loans from securities brokers	Total
	HK\$'000	HK\$'000	HK\$'000
At 1 October 2023	724	7,619	8,343
Changes from financing cash flow:			
Repayment of lease liabilities	(1,069)	–	(1,069)
Net decrease in loans from securities brokers	–	(7,619)	(7,619)
Interest paid	(66)	(7)	(73)
Total changes from financing cash flows	(1,135)	(7,626)	(8,761)
Other changes			
Addition of lease liabilities	1,962	–	1,962
Interest on lease liabilities	66	–	66
Interest on loans from securities brokers	–	7	7
At 30 September 2024	1,617	–	1,617

	Lease liabilities	Loans from securities brokers	Total
	HK\$'000	HK\$'000	HK\$'000
At 1 October 2022	1,832	9,028	10,860
Changes from financing cash flow:			
Repayment of lease liabilities	(1,108)	–	(1,108)
Net decrease in loans from securities brokers	–	(1,409)	(1,409)
Interest paid	(76)	(76)	(152)
Total changes from financing cash flows	(1,184)	(1,485)	(2,669)
Other changes			
Interest on lease liabilities	76	–	76
Interest on loans from securities brokers	–	76	76
At 30 September 2023	724	7,619	8,343

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

30. PROVISION FOR LONG SERVICE PAYMENT

Under the Hong Kong Employment Ordinance, the Group is obligated to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations. The long service payments are paid out from the Group's cash at banks when such payments are required.

Details of the provision for long service payments of the Group are as follows:

	2024 HK\$'000	2023 HK\$'000
At beginning of the year	244	137
Charged/(credited) to profit or loss	148	107
At end of the year	392	244

31. RELATED PARTY TRANSACTIONS

Save as disclosed in notes 11(a) and 32 to these consolidated financial statements, the Group had the following material transactions with related parties.

(a) Compensation of key management personnel

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors of the Company.

Key management personnel remuneration was as follow:

	2024 HK\$'000	2023 HK\$'000
Short-term employee benefits	5,613	5,258
Post-employment benefits	98	98
	5,711	5,356

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

31. RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with related parties

During the year, the Group entered into the following transactions with its related parties:

	2024 HK\$'000	2023 HK\$'000
A beneficial owner: Luo Lei – Short-term employee benefits	420	95

The related party transactions did not constitute connected transactions (including continuing connected transactions) as defined in Chapter 20 of the GEM Listing Rules.

32. SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution passed on 26 February 2018 for the primary purpose of providing incentives or rewards to directors and eligible employees, and will expire on 26 February 2028. Under the Share Option Scheme, the Board of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares of the Company.

(a) Purpose

The purpose of the Share Option Scheme is to provide incentive or reward to the eligible participants for their contribution to, and continuing efforts to promote the interests of the Group.

(b) Eligible Participants

Eligible participants include employee, adviser, consultant, service provider, agent, client, 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, client, partner or joint-venture partner or any person who, in the absolute discretion of the Board of Director, has contributed or may contribute to the Group as incentive or reward for their contribution to the Group to subscribe for the shares thereby linking their interest with that of the Group. The basis of eligibility shall be determined by the Board from time to time.

(c) Total Number of Shares available for Issue

The maximum number of shares in respect of which options may be granted under the Share Option Scheme is 100,000,000 shares, representing 10% of the shares of the Company in issue immediately upon completion of the public share offering and the capitalisation issue.

32. SHARE OPTION SCHEME (Continued)

(d) Total Maximum Entitlement of each Eligible Participant

Unless approved by the shareholders in the manner set out below, the total number of shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Group (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares in issue. Where any further grant of options would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares in issue, such further grant must be separately approved by shareholders in general meeting with such Eligible Participant and his close associates (or his associates if the Eligible Participant is a connected person) abstaining from voting. The Company must send a circular to the shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the options to be granted (and options previously granted to such Eligible Participant). The number and terms (including the subscription price) of options to be granted to such Eligible Participant must be fixed before shareholders' approval and the date of meeting of our Board for proposing such further grant should be taken as the date of offer for the purpose of calculating the subscription price.

The exercise of any option shall be subject to the shareholders in general meeting approving any necessary increase in the authorised share capital of the Company. Subject thereto, the Board shall make available sufficient authorised but unissued share capital of our Company to allot the shares on the exercise of any option.

(e) Option period and Payment on Acceptance of the Option

Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 on acceptance of the offer. Options may be exercised at any time during a period commencing on or after the date on which the option is accepted and granted and expiring on a date to be notified by the Board to each grantee which shall not be more than 10 years from the date on which the option is accepted and granted.

(f) Minimum Period for which an Option must be Held before it can be Exercised

No minimum period for which an option must be held before it can be exercised unless otherwise determined by the Board at the time of grant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

32. SHARE OPTION SCHEME (Continued)

(g) Subscription Price of Shares

The subscription price for shares under the Share Option Scheme shall be determined at the absolute discretion of the Board 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 consecutive 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.

On 20 September 2024, 100,000,000 share options were granted to 18 eligible participants, who are the directors and employees of the Group. The exercise price is HK\$0.1 per share. All the share options will vest on the 1st anniversary of the date of grant if each grantee has met the conditions of vesting as stated in the letter of grant. The options can be exercised from 20 September 2024 to 19 September 2034.

No share options were forfeited, exercised, or expired during the year.

The fair value of the share options granted to directors during the year was HK\$329,000 (HK\$0.018 each) (2023: Nil), and to employees was HK\$1,343,000 (HK\$0.016 each) (2023: Nil). No share option expenses were recognised for the year ended 30 September 2024 due to their immaterial impact to the consolidated financial statements.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2024
Dividend yield (%)	0
Volatility (%)	90.13
Risk-free interest rate (%)	2.72
Contractual life of options (years)	9.995
Share price (HK\$ per share)	0.036

The dividend yield is with reference to the historical dividend payout of the Company. The volatility is calculated based on the historic volatility of share prices of the Company. The risk-free interest rate is determined with reference to the yields of Hong Kong government bonds.

At the date of approval of these financial statements, the number of share options granted and remained outstanding under the Share Option Scheme was 100,000,000 (2023: Nil), representing 9.1% (2023: Nil) of the total ordinary shares of the Company in issue at that date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

Name of subsidiary	Place of incorporation	Place of operation	Particulars of issued and paid-up share capital	Percentage of equity attributable to the Company as at 30 September		Principal activities
				2024	2023	
Merit Group Investment Limited	British Virgin Islands	Hong Kong	US\$1	100%	100%	Investment holding
Dragon Star Limited	British Virgin Islands	Hong Kong	US\$1	100%	–	Inactive
Amasse Capital Limited	Hong Kong	Hong Kong	HK\$13,500,000	100%	100%	Provision of corporate finance advisory services
Amasse Asset Management Limited	Hong Kong	Hong Kong	HK\$5,500,000	100%	100%	Provision of investment advisory services
Amasse G.P. Fund Limited	Hong Kong	Hong Kong	HK\$1	100%	100%	Inactive
Amasse Company Services Limited	Hong Kong	Hong Kong	HK\$1	100%	–	Provision of company secretary services
Amasse China Investment Limited	Hong Kong	Hong Kong	HK\$1	100%	–	Inactive
Amasse Corporate Services Limited*	Hong Kong	Hong Kong	–	–	100%	Inactive
寶積商業管理(四川)有限公司*	PRC	PRC	–	–	100%	Inactive

* Being the subsidiaries disposed on 14 August 2024.

None of the subsidiaries has issued any debt securities at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	Note	2024 HK\$'000	2023 HK\$'000
Non-current assets			
Investment in a subsidiary		–*	–*
Right-of-use assets		1,595	–
Deposits		322	–
		1,917	–
Current assets			
Prepayments, deposits and other receivables		129	131
Financial assets at fair value through profit or loss		17	10,426
Amounts due from subsidiaries		11,890	11,347
Cash and cash equivalents		12,377	18,513
		24,413	40,417
Current liabilities			
Other payables and accruals		280	172
Amounts due to subsidiaries		4,157	5,783
Lease liabilities		975	–
Loans from securities brokers		–	7,619
		5,412	13,574
Net current assets		19,001	26,843
Total assets less current liabilities		20,918	26,843
Non-current liabilities			
Lease liabilities		642	–
Provision for long service payment		4	8
		646	8
Net assets		20,272	26,835
EQUITY			
Share capital		11,000	11,000
Reserves	a	9,272	15,835
Total equity		20,272	26,835

* less than HK\$1,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2024

34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

a) Movement in reserves

	Share premium HK\$'000	Other reserve (note b) HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 October 2022	27,299	4,000	(18,691)	12,608
Loss for the year and total comprehensive expense	–	–	(5,448)	(5,448)
Issuance of shares upon placement and subscription (note)	8,675	–	–	8,675
At 30 September 2023 and 1 October 2023	35,974	4,000	(24,139)	15,835
Loss for the year and total comprehensive expense	–	–	(6,563)	(6,563)
At 30 September 2024	35,974	4,000	(30,702)	9,272

Note: On 5 December 2022, a total number of 100,000,000 new shares with par value of HK\$0.01 were issued at HK\$0.10 per share, raising a net proceeds of approximately HK\$9.7 million.

b) Other reserve

It represents the difference between the nominal value of the shares of the subsidiaries acquired and the nominal value of the shares issued by the Company as consideration thereof pursuant to the exchange of shares on group reorganisation.

35. EVENTS AFTER THE REPORTING PERIOD

On 16 December 2024, the Company entered into the three separate subscription agreements with three subscribers pursuant to which the Company has conditionally agreed to allot and issue, and the subscribers have conditionally agreed to subscribe for, an aggregate of up to 104,700,000 subscription shares at the subscription price of HK\$0.057 per subscription share. Further details of this subscription arrangement are available in the Company's announcement dated 16 December 2024.

FINANCIAL SUMMARY

RESULTS

	For the year ended 30 September				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Revenue	9,987	12,331	7,745	5,567	16,197
(Loss)/profit before tax	(8,851)	(1,941)	(9,285)	(9,553)	5,696
Income tax	(6)	–	–	123	(73)
(Loss)/profit for the year and total comprehensive (expense)/income	(8,857)	(1,941)	(9,285)	(9,430)	5,623

ASSETS AND LIABILITIES

	As at 30 September				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Total assets	23,986	39,648	34,158	42,872	49,772
Total liabilities	2,500	9,305	11,549	10,978	4,448
Total equity	21,486	30,343	22,609	31,894	45,324