



帝國金融

集團有限公司

帝國金融集團有限公司
IMPERIUM FINANCIAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability) | Stock Code: 8029

2022 Third Quarterly Report



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

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached other than 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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This report, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



FINANCIAL SUMMARY (UNAUDITED)

- Revenue of the Group was approximately HK\$23,227,000 for the nine months ended 31 December 2022, representing a decrease of approximately 50.42% from the corresponding period in the previous fiscal year.
- For the nine months ended 31 December 2022, gross profit of the Group was approximately HK\$12,411,000 as compared to the gross profit of approximately HK\$36,330,000 from the corresponding period in the previous fiscal year.
- Loss before taxation of the Group for the nine months ended 31 December 2022 amounted to approximately HK\$75,981,000 as compared to loss of approximately HK\$25,347,000 from the corresponding period in the previous fiscal year.
- Total comprehensive loss attributable to owners of the Company for the nine months ended 31 December 2022 amounted to approximately HK\$83,590,000 as compared to the loss of approximately HK\$19,986,000 from the corresponding period in the previous fiscal year.
- The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2022 (2021: Nil).

CONSOLIDATED THIRD QUARTERLY RESULTS FOR 2022 (UNAUDITED)

The board of Directors (the "Board") of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2022, together with the comparative unaudited figures for the corresponding period in 2021 were as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2022

	Note	For the three months ended 31 December		For the nine months ended 31 December	
		2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue	3	12,272	17,646	23,227	46,846
Direct cost		(10,021)	(3,607)	(10,816)	(10,516)
Gross profit		2,251	14,039	12,411	36,330
Other operating income		284	11	1,923	5,026
Reversal of allowance for expected credit loss, net		–	(1,127)	2,284	(2,485)
Other gains and losses		(29,072)	(4,798)	(56,549)	(6,001)
Administrative expenses		(6,971)	(11,327)	(23,995)	(44,767)
Finance costs	4	(3,606)	(4,531)	(12,055)	(13,450)
Loss before taxation	5	(37,114)	(7,733)	(75,981)	(25,347)
Income tax expense	6	–	–	–	–
Loss for the period		(37,114)	(7,733)	(75,981)	(25,347)
Other comprehensive loss:					
<i>Items that will not be reclassified subsequently to profit or loss:</i>					
Exchange differences arising on translation of financial statements of foreign operations		(791)	(10,347)	(7,609)	5,361
Other comprehensive loss for the year		(791)	(10,347)	(7,609)	5,361

CONSOLIDATED THIRD QUARTERLY RESULTS FOR 2022 (UNAUDITED)

	Note	For the three months ended 31 December		For the nine months ended 31 December	
		2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Total comprehensive loss for the year attributable to owners of the company		(37,905)	(18,080)	(83,590)	(19,986)
Dividend	7	-	-	-	-
Loss per share (HK cents)	8				
Basic and diluted		(1.62)	(0.34)	(3.33)	(1.12)

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

1. GENERAL INFORMATION

The Company is incorporated in the Cayman Islands on 11 July 2000 as an exempted company with limited liability under the Companies Law (Revised) of Cayman Islands. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). As at the reporting date, the ultimate and immediate holding company of the Company is Fresh Success Investments Limited (“Fresh Success”), a company incorporated in the British Virgin Islands, and is beneficially owned by Mr. Cheng Ting Kong (“Mr. Cheng”).

The unaudited consolidated financial statements are presented in Hong Kong dollars (“HK\$”) which is same as the functional currency of the Company and all amounts are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

During the period ended 31 December 2022, the Group was principally engaged in money lending, securities and futures brokerage, assets management services, properties investment, investment in stallions and cryptocurrency mining.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2022 have been prepared in accordance with the Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively, “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the GEM Listing Rules.

The unaudited consolidated results have been prepared under the historical cost convention except for certain properties, biological assets and certain financial instruments, which are measured at fair values. The accounting policies used in preparing the unaudited consolidated financial statements are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2022, except for the adoption of the new and amended HKFRSs that are first effective for the current reporting period.

The condensed consolidated financial statements of the Group for the nine months ended 31 December 2022 are unaudited but have been reviewed by the Company’s Audit Committee.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

3. REVENUE

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue within the scope of HKFRS15:				
Revenue from financial services	1,613	4,853	5,546	16,751
Revenue from equine services	2,777	6,973	4,467	10,897
Revenue from cryptocurrency business	6,503	3,477	6,503	8,991
	10,893	15,303	16,516	36,639
Revenue outside the scope of HKFRS15:				
Revenue from financial services	960	1,940	5,446	8,997
Revenue from rental income	419	403	1,265	1,210
	1,379	2,343	6,711	10,207
	12,272	17,646	23,227	46,846

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

4. FINANCE COSTS

	For the three months ended 30 June		For the nine months ended 31 December	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Effective interest expense on promissory notes	3,481	4,454	11,854	13,202
Interest on lease liabilities	125	77	201	248
	3,606	4,531	12,055	13,450

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

5. LOSS BEFORE TAXATION

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Employee benefit expenses (including directors' remuneration):				
– Directors' emoluments	1,326	1,326	3,977	3,730
– Salaries and other benefits	3,150	1,989	9,450	12,521
– Retirement benefit scheme contributions	128	286	385	656
Impairment loss of cryptocurrency	3,534	4,798	27,223	6,001
Loss on early redemption of promissory note	2,624	–	6,413	–
Loss in relation to stolen cryptocurrency mining machine (note)	22,632	–	22,632	–
	33,394	8,399	70,080	22,908

Note: Please refer to the announcement of the company dated 9 December 2022.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

6. INCOME TAX EXPENSE

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Current tax				
– Hong Kong Profits Tax	–	–	–	–
	–	–	–	–

Hong Kong and overseas profits tax has been provided at the rate of 16.5% (2021: 16.5%) and at the rates of taxation prevailing in the country in which the Group operates respectively.

7. DIVIDEND

No dividend was paid, declared or proposed by the board of directors of the Company for the nine months ended 31 December 2022 (2021: HK\$Nil).

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

8. LOSS PER SHARE

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

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Loss attributable to owners of the Company for the purpose of basic and diluted loss per share	(37,114)	(7,733)	(75,981)	(25,347)

	Number of shares		Number of shares	
	2022 (Unaudited) '000	2021 (Unaudited) '000	2022 (Unaudited) '000	2021 (Unaudited) '000
Number of shares Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	2,284,255	2,284,255	2,284,255	2,272,389

In calculated diluted loss per share, no adjustment was made in respect of the share options outstanding for both periods as these share options were anti-dilutive for both periods.

MANAGEMENT DISCUSSION AND ANALYSIS

REVIEW OF FINANCIAL PERFORMANCE

The Group recorded a revenue of approximately HK\$23,227,000 for the nine months ended 31 December 2022, representing a decrease of 50.42% when compared to the corresponding period in the last fiscal year. The decrease was mainly due to dropping in revenue generated from financial services as compared with last fiscal year.

The direct cost was slightly increased to approximately HK\$10,816,000 from approximately HK\$10,516,000 compared with the same period of last year.

Administrative expenses were recorded a decrease of 46.40% to approximately HK\$23,995,000 compared to approximately HK\$44,767,000 in the last fiscal year. The decrease was mainly due to the more effective internal control.

The loss after taxation for the three months period ended 31 December 2022 recorded as approximately HK\$37,114,000 as compared with approximately HK\$7,733,000 loss after taxation for the same period of last year.

The loss attributable to owners of the Company for the nine months ended 31 December 2022 was approximately HK\$75,981,000 as compared to loss of HK\$25,347,000 from the corresponding period in the previous fiscal year. Such increase was mainly affected by the impairment loss of cryptocurrency held by the Group as at 31 December 2022, and the loss in relation to stolen cryptocurrency mining machine.

BUSINESS REVIEW

The Group has been operating in the equine business for years and the result is disappointing. As a result, the Board disposed one of the subsidiaries in the equine segment (completed in July 2019).

On 31 March 2021 there was further restructure of the Group's equine segment.

On 30 April 2021, the Group completed the purchase of the equipment for cryptocurrency mining and started its crypto mining business.

EQUINE SERVICES

Following the disposal of Sun Kingdom Pty Ltd in July 2019, there was further restructure of the equine business. On 31 March 2021, the Group leased out certain land and farm in Australia, which was previously self-occupied and operated in the equine segment, to an independent third party. In addition, the independent third party will manage the Stallions held by the Group under certain profit share scheme. The Board believes after such restructure, both the performance and cash flow of the equine segment would be improved.



MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL SERVICES

Following the US-China trade dispute, rising of protectionism, worldwide political uncertainties (especially the Russian-Ukrainian conflict), continuous of COVID-19, increase in interest rate in the US and Hong Kong, high inflation rate in major markets and fluctuation of capital and stock market. The board was prudent on the financial services segment, especially the money lending business, to avoid any potential risks to the Group. As a result, the revenue and profit from the financial services decreased as compared from the corresponding period in the previous fiscal year. The management of the Group would review and adjust business strategies on a regular basis with a prudent and balanced risk management approach so as to cope with the current unpredictable economic situation.

INVESTMENT PROPERTIES

On 31 March 2021, the Group leased out certain land and farm in Australia under operating leases with rentals receivable of approximately HK\$1,700,000 per annum to a party which to the directors of the Company's best knowledge, information, believe and having made all reasonable enquires, was an independent third party to the Group. The leases run for a period of five years and do not contain the unilateral rights to extend the lease at the end of the leases.

CRYPTOCURRENCY BUSINESS

On 30 April 2021, Extra Blossom Holdings Limited ("Extra Blossom"), an indirect wholly owned subsidiary of the Group, has completed acquiring certain amount of digital currency mining machines. The consideration for the acquisition was satisfied by allotting and issuing 112,522,768 Consideration shares under General Mandate granted at the annual general meeting of the Group on 25 September 2020. By entering into the cryptocurrency/blockchain business, the Board believes it can provide a long term and stable income to the Group. In light of the statement made by the State Council's Financial Stability and Development Committee of the People's Republic of China (the "PRC") on 21 May 2021 on Bitcoin mining and trading activities. In order to support and follow the direction of the PRC Government, on 24 May 2021 the Group instructed the relevant service provider to suspend the cryptocurrency miner operating service. The operation of the cryptocurrency mining has relocated in Kazakhstan since July 2021. Given the electricity supply and political status in Kazakhstan is not stable since such relocation, the performance of cryptocurrency mining was affected on certain level. The management of the Group would pay attention to the operation and seek for opportunity to maximize the performance of cryptocurrency mining segment.

The Group has been informed by its service provider in Kazakhstan that certain cryptocurrency mining equipment belonging to the Group and kept by the Service Provider in Kazakhstan has been stolen at the end of November 2022. As at 30 November 2022, the book value of the stolen Equipment is approximately HK\$22.6 million. Further announcement(s) will be made to update the shareholders and the potential investors of the Company as and when appropriate.

MANAGEMENT DISCUSSION AND ANALYSIS

PROSPECTS

Following the US-China trade dispute, the outbreak of COVID-19, increase in inflation and interest rate, worldwide political uncertainties (especially the Russian-Ukrainian conflict) and US Federal Reserve beginning a tightening monetary policy throughout 2022, the global economy and consumer confidence have been adversely affected. These have an impact on our 2022 financial results and our development strategies. The management foresees that there is full of challenging in 2023. On the other hand, this presents both opportunities and challenges for the financial services segment. However, the results of the Group's financial services segment would be heavily influenced by the performance of the stock markets in China and Hong Kong. The Group would continue to use its best endeavor to improve the efficiency and effectiveness of the operation. Moreover, the Board would seek opportunities to establish strategic alliance to accelerate the growth of its businesses, to rebalance its business portfolio and to strengthen its financial position so as to create value for shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

As of 31 December 2022, the Group's net liabilities is approximately HK\$14,944,000 compared with the net assets of approximately HK\$68,667,000 as at 31 March 2022. The cash and bank balances as at 31 December 2022 was approximately HK\$60,003,000, representing a decrease of approximately 29.85% when compared with the balance as at 31 March 2022. During the nine months ended 31 December 2022, the Group's operation was mainly financed by internal fund.

CHARGES ON GROUP ASSETS

As at 31 December 2022, no plant and equipment of the Group was held under finance lease (2021: Nil).

FOREIGN EXCHANGE EXPOSURE

The income and expenditure of the Group are denominated in Hong Kong Dollars, US Dollars, Renminbi, Kazakhstan Tenge and Australian Dollars. The Company has not entered into any foreign exchange hedging arrangement. The management is required to monitor the Group's foreign exchange exposure by closely monitoring the movement of foreign currency rates. The Group may use financial tools such as foreign exchange forward contracts, dual currency options etc. to manage the foreign exchange risks.



MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEE INFORMATION

The total number of employees was 34 as at 31 December 2022 (2021: 43), and the total remuneration for the nine months ended 31 December 2022 was approximately HK\$13,812,000 (2021: HK\$16,907,000). The Group's remuneration policy for senior executives is basically performance-linked. Staff benefits, including medical coverage and mandatory provident fund, are also provided to employees where appropriate. Discretionary bonus is linked to performance of the individual specific to each case. The Group may offer options to reward employees who make significant contributions and to retain key staff pursuant to the share option scheme of the Group. The remuneration policy of the Group is reviewed and approved by the Remuneration Committee as well as by the Board.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

As at 31 December 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as required, pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(1) LONG POSITIONS IN THE SHARES OF THE COMPANY

Ordinary share of HK\$0.04 each of the Company

Name of Director	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
Mr. Cheng Ting Kong	Corporate <i>(Note)</i>	1,437,914,040	Interest of a controlled corporation	62.95%

Note: These ordinary shares are held by Fresh Success Investment Limited. Fresh Success Investment Limited is beneficially owned as to 100% by Mr. Cheng Ting Kong.

Save as disclosed above, as at 31 December 2022, so far as is known to any of the Directors or the chief executive of the Company, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 & 8 of part XV of the SFO (including interest and short positions which they were taken or deemed to have under such provisions of the SFO), or were required pursuant to section 352 of the SFO, to be entered in the register referred to therein or 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.



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

SHARE OPTION SCHEME

No share option has been granted or exercised under the Scheme during the nine months ended 31 December 2022. No share option was outstanding as at 30 September 2022.

PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares for the nine months ended 31 December 2022.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company, its holding companies or any of its subsidiaries was a party and in which a director of the Company or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as is known to any Directors or Chief Executives of the Company, as at 31 December 2022, the following person or corporations had equity interests or short positions 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 Part XV of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company:

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

Long positions in the shares of the Company

Ordinary share of HK\$0.04 each of the Company

Name of Shareholders	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
Fresh Success Investment Limited (Note 1)	Corporate	1,437,914,040	Beneficial owner	62.95%
Cheng Ting Kong (Note 1)	Corporate	1,437,914,040	Interest of a controlled corporation	62.95%
Raywell Holdings Limited (Note 2)	Corporate	135,430,000	Beneficial owner	5.93%
Yeung Hak Kan (Note 2)	Corporate	135,430,000	Interest of a controlled corporation	5.93%

Notes:

1. Fresh Success Investments Limited is beneficially owned as to 100% by Mr. Cheng Ting Kong. Accordingly, Mr. Cheng Ting Kong is deemed under the SFO to be interested in the 1,437,914,040 shares beneficial owned by Fresh Success Investments Limited.
2. Raywell Holdings Limited is wholly and beneficially owned by Mr. Yeung Hak Kan. Accordingly, Mr. Yeung Hak Kan is deemed under the SFO to be interested in the 135,430,000 shares beneficially owned by Raywell Holdings Limited.

Save as disclosed above, as at 31 December 2022, the Company was not notified of any other relevant interests or short positions in the shares or underlying shares in the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

PRE-EMPTIVE RIGHTS

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

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Mr. Cheng Tin Kong is the executive director of the Group and also is the shareholder of Imperium Credit Limited ("ICC"), a private company incorporate in Hong Kong and is a licensed money lender engaged in money lending business. ICC competes or may compete, either directly or indirectly, with the business of the Group.

The Board considers that, having considered the facts that:

- (i) the Group is capable of, and does carry on its business independently of, and on an arm's length basis with the competing business of the ICC;
- (ii) the Company has established corporate governance procedures to ensure business opportunities and performance are independently assessed and reviewed from time to time;
- (iii) Mr. Cheng Tin Kong is fully aware of their fiduciary duty to the Group, and will abstain from voting on any matter where there is or may be a conflict of interest; and
- (iv) The group have the first right of refusal in accepting or rejecting to provide services to the client, and Mr. Cheng Tin Kong only refer new clients to ICC after the group decide not to proceed with such client.

Since (i) all the major and important corporate actions of the Company are and will be fully deliberated and determined by the Board; and (ii) any director(s) who is/are or deemed to be interested in any proposed transaction(s) will have his/their interest fully disclosed and will abstain from voting at the relevant resolution(s) in accordance with the applicable requirements of the New Bye-laws of the Company, the Board is of the view that each of the Relevant Directors does not, by himself/herself or in an individual capacity, competes with the Company and/or the business of the Group. The Group's interest is adequately safeguarded.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

COMPETITION AND CONFLICT OF INTERESTS

Except of the above, as at 31 December 2022, none of the directors, the management shareholders (as defined in the GEM Listing Rules) or the substantial shareholders of the Company, or any of their respective associates, has engaged in any business that competes or may compete with the businesses of the Group or has any other conflict of interests with the Group.

AUDIT COMMITTEE

The Company set up an audit committee ("Audit Committee") on 29 November 2000 with written terms of reference in compliance with the GEM Listing Rules for the purpose of reviewing and providing supervision over the financial reporting process and internal controls of the Group. During the period under review, the Audit Committee comprised three members, Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor and Mr. Jim Ka Shun, all of them are independent non-executive Directors and Mr. Tou Kin Chuen was appointed as the chairman of the Audit Committee. The results for the nine months ended 31 December 2022 were reviewed by the Audit Committee.

REMUNERATION COMMITTEE

According to the Code on Corporate Governance Practices, the Company established its remuneration committee ("Remuneration Committee") on 18 March 2005. During the period under review, the Remuneration Committee comprised three members, Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor and Mr. Jim Ka Shun, all of them are independent non-executive Directors and Mr. Chan Tin Lup, Trevor was appointed as the Chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policy and structure in relation to the remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period under review.



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

CORPORATE GOVERNANCE PRACTICE

During the nine months ended 31 December 2021, the Company has applied the principles and complied with all the code provisions as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (the "CG Code"), save for the deviations discussed below:

Pursuant to E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting of the Company. Mr. Cheng Ting Kong (chairman of the Board) was unable to attend the 2021 AGM due to unexpected engagement. Mr. Lui Man Wah (executive Director and chief executive officer of the Company) was appointed as the chairman of the 2021 AGM in replying to questions raised by shareholders at the 2021 AGM.

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavours to take all necessary actions to ensure the compliance with the Code Provisions set out in the CG Code.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company continued to adopt a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises four executive Directors, namely, Mr. Cheng Ting Kong, Ms. Cheng Mei Ching, Mr. Lui Man Wah and Mr. Chim Tak Lai and three independent non- executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Jim Ka Shun.

By order of the Board
Imperium Financial Group Limited
Cheng Mei Ching
Executive Director

Hong Kong, 13 February 2023