

CHARACTERISTICS OF THE 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 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. 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.

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Cheng Ting Kong (*Chairman*)
Cheng Mei Ching
Lui Man Wah
Chim Tak Lai
Choi Hon Keung Simon (*resigned on 15 June 2022*)

Independent Non-Executive Directors

Chan Tin Lup, Trevor
Tou Kin Chuen
Jim Ka Shun (*resigned on 27 February 2023*)
Hong Haiji (*appointed on 27 February 2023*)

AUDIT COMMITTEE

Tou Kin Chuen (*Chairman*)
Chan Tin Lup, Trevor
Jim Ka Shun (*resigned on 27 February 2023*)
Hong Haiji (*appointed on 27 February 2023*)

REMUNERATION COMMITTEE

Chan Tin Lup, Trevor (*Chairman*)
Tou Kin Chuen
Jim Ka Shun (*resigned on 27 February 2023*)
Hong Haiji (*appointed on 27 February 2023*)

NOMINATION COMMITTEE

Tou Kin Chuen (*Chairman*)
Chan Tin Lup, Trevor
Jim Ka Shun (*resigned on 27 February 2023*)
Hong Haiji (*appointed on 27 February 2023*)

COMPANY SECRETARY

Yeung Man Wah

COMPLIANCE OFFICER

Cheng Mei Ching

AUTHORIZED REPRESENTATIVES

Cheng Ting Kong
Cheng Mei Ching

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 03, 26/F
One Harbour Square
No. 181 Hoi Bun Road
Kwun Tong
Hong Kong

AUDITORS

HLB Hodgson Impey Cheng Limited
31/F., Gloucester Tower, The Landmark
11 Pedder Street, Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3,
Building D, P.O. Box 1586,
Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

Bank of Communications (Hong Kong) Limited
National Australia Bank Limited
Bank of China (Hong Kong) Limited
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

STOCK CODE

8029

WEBSITE

www.8029.hk

Financial Highlights

- The Company and its subsidiaries (the “**Group**”) recorded a revenue of approximately HK\$30,273,000 for the year ended 31 March 2023.
- Gross profit was approximately HK\$17,807,000 for the year ended 31 March 2023.
- Loss attributable to owners of the Company was approximately HK\$117,622,000, for the year ended 31 March 2023.
- No final dividend was proposed by the directors of the Company (the “**Director**”) for the year ended 31 March 2023.
- As at 31 March 2023, the Group had bank balances and cash amounting to approximately HK\$66,249,000.

Chairman's Statement

For the year ended 31 March 2023, the Group recorded a revenue of approximately HK\$30,273,000 which was decreased by 43.6% compared to the revenue of approximately HK\$53,691,000 in the last financial year. The loss attributable to owners of the Company has been increased from approximately HK\$106,163,000 recorded in the year ended 31 March 2022 to a loss of approximately HK\$117,622,000 for the year ended 31 March 2023. The loss in this year was mainly due to losses generated from impairment loss of cryptocurrency mining equipment and cryptocurrencies held by the Group.

The Group has expanded its business into cryptocurrency business. Although it may suffer from market fluctuation in short and medium run, I have confidence about the growth of this new business in the future.

The Group is committed to bear its social responsibility and contribute to the weak and poor. The employees of the Group have actively participated in various charity activities involving cultural education, disaster relief, environmental protection, health and hygiene. The Group will continue to promote our corporate culture of dedicating sincerity and love to the community internally and bear our related social responsibility.

Finally, on behalf of the Directors of the Group, I would like to express our sincere appreciation to the management and staff of the company for their dedication and hard work throughout the year as well as to shareholders and business partners for their commitment and continuous support.

Cheng Ting Kong

Chairman

Hong Kong, 30 June 2023

Management Discussion and Analysis

REVIEW OF FINANCIAL PERFORMANCE

The Group recorded revenue of approximately HK\$30,273,000 for the year ended 31 March 2023 which was decreased 43.6% compared to revenue of approximately HK\$53,691,000 in the last financial year. The revenue was mainly generated from the subsidiaries engaging in money lending, securities, properties investment and cryptocurrency mining.

The direct costs were decreased to approximately HK\$12,466,000 from approximately HK\$15,896,000 recorded during last year. Administrative expenses made an decrease of 37.9% to approximately HK\$45,139,000 compared to HK\$72,741,000 in 2022.

The net loss of the Group for the year ended 31 March 2023 was approximately HK\$117,622,000 as compared with the net loss of approximately HK\$106,163,000 of the last financial year. The main reason for such loss is the impairment loss of cryptocurrency mining equipment and cryptocurrencies.

GEARING RATIO

The gearing ratio, is calculated as borrowings divided by total equity, was n/a (2022: approximately 246%).

CAPITAL STRUCTURE

As at 31 March 2023, the total number of issued ordinary shares of the Company was 2,284,254,768 shares (2022: 2,284,254,768 shares).

EMPLOYEE INFORMATION

The total number of employees was 31 as at 31 March 2023 (2022: 43), and the total remuneration for the year ended 31 March 2023 was approximately HK\$18,339,000 (2022: HK\$20,171,000). 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 on case by case basis. The Group may offer share options to reward employees who make significant contributions, in order to retain key and crucial staff. The remuneration policy of the Group is reviewed and approved by the Remuneration Committee as well as by the Board.

FOREIGN EXCHANGE EXPOSURE

The income and expenditure of the Group are denominated in Hong Kong Dollar, United States Dollar, Renminbi, Kazakhstan Tenge and Australian Dollar. 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

REVENUE

Revenue represents the net amounts in respect of equine services income, securities and future brokerage commission, asset management fee income, loan interest income, rental income from operating leases and disposal of cryptocurrency assets sales recognised by the Group during the year.

DIVIDEND

No final dividend was proposed by the Directors for the year ended 31 March 2023 (2022: HK\$Nil).

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, which was 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 cryptocurrency 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.

FINANCIAL SERVICES

Following the US-China trade dispute, rising of protectionism, worldwide political uncertainties, outbreak and continuous of COVID-19, 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.

Management Discussion and Analysis

Money lending business of the group

There are two wholly-owned subsidiaries under the Group which operate the money lending segment: (i) Imperium International Credit Limited; and (ii) Imperium Financial Limited.

There are two main categories of target clients, namely, (i) small loans (the “**Small Loans**”) to individual clients with focus on domestic helpers with loan amount smaller than HK\$50,000; and (ii) large loans (the “**Large Loans**”) to individual and corporate clients without specific target client group with loan amount usually larger than HK\$1,000,000. Clients are referred by third parties, directors and existing clients. The money lending segment of the Group are financed by loan from the Company and/or its subsidiaries and retained profit.

As at 31 March 2023, before taking into account the allowance for credit losses that has been recognised for loan receivables, the outstanding principal amount in relation to the loans receivable of the Group amounted to approximately HK\$14.7 million (2022: HK\$19.4 million), among which (i) approximately HK\$14.3 million (2022: HK\$18.7 million) is the outstanding principal amount in relation to 1 (2022: 2) secured Large Loans; and (ii) approximately HK\$0.4 million (2022: HK\$0.7 million) is the outstanding principal amount in relation to 56 (2022: 63) unsecured Small Loans.

Among the outstanding principal amount in relation to 1 secured Large Loans of approximately HK\$14.3 million as at 31 March 2023, approximately HK\$14.3 million (representing approximately 97.3% of the total outstanding principal amount owed to the Group) is the outstanding principal amount owed to the Group by the Borrower A, which is secured by share charges, interest bearing at 24% per annual and repayable by monthly installment, until 18 January 2024.

Based on the relevant audited accounts available before the advancement of the loan, the net assets value (without taking into account of deferred income tax assets) attributable to the shares under the share charge was approximately HK\$8.3 million. The loan was advanced to a borrower, which has been a client of the Group since 2012, (the “**Borrower A**”) in 2019 to settle the existing loan owed by the Borrower A to the Group having regard to the value of the security, the satisfactory past repayment record of the Borrower and the reputation of the Borrower. Based on the relevant audited financial statements for the year ended 30 April 2022, the net assets value (without taking into account of deferred income tax assets) attributable to the shares under the share charge reduced to approximately HK\$2.9 million. Part of the installment was overdue as at 31 March 2023 and 2022. The Group is in negotiations with the Borrower A for settlement of the loan.

Among the outstanding principal amount in relation to 56 (2022: 63) unsecured Small Loans of approximately HK\$0.4 million (2022: HK\$0.7 million) as at 31 March 2023, each of them is unsecured and interest bearing in the range of 42% to 48% (2022: 42% to 48%).

The Group recorded (i) interest income from loans receivable in relation to the secured loan of approximately HK\$2 million (2022: HK\$6.4 million) for the year ended 31 March 2023; and (ii) interest income from loans receivable in relation to the unsecured loan of approximately HK\$0.3 million (2022: HK\$0.4 million) for the year ended 31 March 2023.

Management Discussion and Analysis

During the preparation of the consolidated financial statements of the Group for the year ended 31 March 2023, the Directors have engaged an independent qualified valuer to determine the expected credit losses on the loans receivable. During assessing the expected credit loss, including but not limited to the following factors are considered by the Company: (i) credit rating of borrower; (ii) default risk having considered that the Borrower A has defaulted in repayment since October 2021; (iii) forward-looking adjustment; (iv) publications and research reports regarding the macro economy outlook; and (v) Bloomberg, the Stock Exchange and other reliable sources of market data.

Credit management

Regarding credit management, the Company will arrange for reminder calls and reminder letters and conduct visits to follow up on the customers' payments. Legal demand letters or deployment to external collection agencies will be arranged if the customer cannot be contacted or if their repayment is overdue for more than 60 days. If a customer has financial difficulties in meeting the minimum monthly repayment, the Company may enter into a restructuring arrangement with the customer to reduce their debt burden, depending on the circumstances.

The Group sent payment reminder to Borrower A before maturity date of each installment and further payment reminders were sent following the one month overdue. The Group also sent legal demand letter to Borrower A.

CRYPTOCURRENCY MINING

On 30 April 2021, Extra Blossom Holdings Limited ("**Extra Blossom**"), an indirect wholly owned subsidiary of the Group, has completed acquiring certain amount of cryptocurrency mining equipment. 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 cryptocurrency 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 business 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 business 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 business segment.

FINANCIAL REVIEW

Liquidity, Financial Resources and Capital Structure

As at 31 March 2023, the Group had current assets of approximately HK\$140,728,000 (2022: HK\$234,072,000). The Group's current ratio, calculated on the basis of current assets over current liabilities of approximately HK\$93,988,000 (2022: HK\$101,106,000) was at level of approximately 1.50:1 (2022: 2.32:1). The bank balances as at 31 March 2023 was approximately HK\$66,249,000 as compared to the balance of approximately HK\$85,535,000 as at 31 March 2022.

Management Discussion and Analysis

With the amount of liquid assets on hand, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

Results Analysis

During the financial year ended 31 March 2023, we continued our business on different categories such as development of financial services businesses including securities, assets management and money lending services, stallion breeding service, operating leases and cryptocurrency business.

Operation

Stable revenue will be expected from equine services, financial services, operating leases and cryptocurrency sales for the coming year as the Group will continue to take every effort on expanding potential market shares for the existing businesses.

The finance costs

The Group recorded finance costs of approximately HK\$15,366,000 (2022: HK\$18,192,000) for the year ended 31 March 2023, representing a decrease of 15.5% compared to that in the last financial year. The finance costs was mainly for effective interest expense on promissory notes.

Loss attributable to owners of the Company

For the current financial year, the Group recorded a loss attributable to owners of the Company of approximately HK\$117,622,000 (2022: HK\$106,163,000).

Prospects

Given the relaxation of the COVID-19 measures in China and Hong Kong, the reopening of the borders of China and Hong Kong, the expected end of the massive interest rate hikes and the recovery of the market sentiment in the stock market in Hong Kong in 2023, trading volume of the Hong Kong stock market and the number of IPOs will improve and the Securities Business will recover together with the market. The Group will adopt a more proactive approach and build on its ability to provide high quality services in the securities market to both individual and corporate clients for its Securities Business.

Furthermore, the Group was previously engaged in the investment immigration business until the suspension of the investment immigration scheme in January 2015. As announced by the Financial Secretary of the Hong Kong government in the 2023-2024 Budget, a new Capital Investment Entrant Scheme will be introduced. With the borders opening up across the world and the prevalence of investment immigration, the Group intends to resume its operations in this market and will leverage on its previous experience in order to diversify its income stream. This will allow the Group to widen its financial services business into advising potential clients on investment immigration schemes and broaden its customer base.

Management Discussion and Analysis

Following the grant of the licenses for virtual asset trading platforms, the Group is also considering cooperating with these platforms to leverage the strengths of the Group in the areas of financial services and cryptocurrencies.

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.

RISK FACTORS

Country Risk

The equine services business is mainly operated in Australia. Being one of the emerging markets, Australia's equine services definitely provide many potential opportunities to investors dedicating to equine industry. In the meantime, the uncertainties of their political, social and economic policies are considered to be relatively small. There is no assurance that the current favorable policies remain unchanged in the near future. The future changes at the country level probably may have adverse effect to our business.

The cryptocurrency business is currently operated in Kazakhstan. Given the cryptocurrency and energy market is changing rapidly, the board will closely monitor the cryptocurrency business operation in Kazakhstan.

Uncertainty on Volatility of Stock Market

Global stock market is still facing with various uncertainties of different political and economic circumstances. The expected return on the services of the securities trading and assets management will be greatly influenced by the volatility of the stock market which tends to be highly unpredictable.

Uncertainty on Volatility of cryptocurrency asset value

The group has entered the cryptocurrency business. However, the volatility of cryptocurrency asset value is huge and dominant by the market.

Management Discussion and Analysis

ADDITIONAL INFORMATION ON AUDITORS' DISCLAIMER OF OPINION AND THE COMPANY'S VIEW AND MEASURES TO ADDRESS THE DISCLAIMER OF OPINION

The Board wishes to draw the attention of the shareholders of the Company (the "**Shareholders**") to the section headed "Basis for Disclaimer of Opinion" as contained in the Independent Auditors' Report dated 30 June 2023 issued by the Company's auditors, HLB Hodgson Impey Cheng Limited (the "**Auditors**"), contained in pages 44 and 45 of this report. In respect of the basis for disclaimer of opinion as disclosed in the independent auditors' report for the year ended 31 March 2023 relating to the appropriateness of the assumption regarding the Company's ability to continue as a going concern (the "**Disclaimer Opinion**"), the Group has prepared a forecast covering a period of not less than twelve months from the end of the reporting period taking into account of a number of measures undertaking to improve its liquidity and financial position including but not limited to:

- I. the Directors will consider other financing arrangements and fund-raising alternatives with a view to increasing the Group's capitalisation/equity and supporting the continuing growth of the Group;
- II. the Directors will continue to implement stronger measures aiming at improving the working capital and cash flows of the Group, including closely monitoring its operating expenses, improving current business performance and seeking new business development; and
- III. the Directors will continue negotiations for the extension of its promissory note.

Taking into account the successful and continued implementation of such measures, the Directors are of the opinion that the Group will have sufficient working capital and hence it is appropriate to prepare the Group's consolidated financial statements on a going concern basis.

AUDIT COMMITTEE'S VIEW ON THE DISCLAIMER OF OPINION

The audit committee of the Company (the "**Audit Committee**") had critically reviewed the basis for disclaimer of opinion of the Auditors. The Audit Committee had also discussed with the Auditors regarding the financial position of the Group, the measures are taken and to be taken by the Group, and considered the Auditors' rationale and understood their consideration in arriving at the Disclaimer Opinion. The Audit Committee is in agreement with the management with respect to the Disclaimer Opinion and the Group's ability to continue as a going concern, and in particular the actions or measures to be implemented by the Group. The Audit Committee's views are based on (i) a critical review of the action plans to address the Disclaimer Opinion, (ii) discussions between the Audit Committee, the Auditors and the management regarding the Disclaimer Opinion and the proposed measures and action plans together with the timeline stated therein to address the Disclaimer Opinion. The Audit Committee requested the management to take all necessary actions to address the effect on the Disclaimer Opinion to procure no such disclaimer of opinion to be made in the next financial year.

Outlook and Development

The Board has always tried its best to improve the efficiency and effectiveness of the operation so as to enhance the Group's value.

BUSINESS DEVELOPMENT

Following the acquisition of Imperium International Securities Limited and Imperium International Asset Management Limited in February 2016, the Group had successfully diversify the business segments into the financial services including provision of type 1 (dealing in securities), type 2 (dealing in future contracts), type 4 (advising on securities), type 5 (advising on future contracts) and type 9 (asset management) regulated activities under the SFO in Hong Kong. The Group has successfully secured several mandates for placement, services of several seasoned investment manager and other corporate finance activities. Furthermore, in November 2015, the Group had acquired a money lending business with principal activities in equity financing, equity mortgage and corporate finance.

In light of the above acquisitions, the Group is able to diversify its business segments by entering into the financial services segment so as to further enhance its revenue sources as well as to bring positive return to the Group.

On 31 January 2018, the Company had completed the acquisition of Imperium Financial Limited which was a licensed money lender. The Board considered the proposed acquisition represents a good opportunity for the Group to strengthen the development of money lending business.

On 18 February 2021, the Group has published a memorandum of understanding announcement regarding the purchase of cryptocurrency mining equipment (which was revised later, together with another purchase of cryptocurrency mining equipment transaction completed on 30 April 2021). The Board believes that the entering into the cryptocurrency business can diversify the development of the group by investing in a new business.

Directors and Staff

EXECUTIVE DIRECTORS

Mr. Cheng Ting Kong, aged 48, was appointed as the Chairman and Executive Director on 5 July 2013. Mr. Cheng is also the chairman and Executive Director of Imperium Technology Group Limited (Stock code: 776), a company listed on the main board of the Stock Exchange. Mr. Cheng has extensive experience in corporate management and investment. Prior to his appointment as the Chairman and the Executive Director, Mr. Cheng was the senior manager of the Company.

Ms. Cheng Mei Ching, aged 41, holds a bachelors degree in commerce (marketing and advertising) from Curtin University of Technology in Perth, Western Australia. Ms. Cheng has over the past adopted a pragmatic and proactive management approach; and delivered solid performance in various areas, in particular corporate management and internal control.

Mr. Lui Man Wah, aged 40, is the Executive Director of the Company and the Non-executive Director of Winto Group (Holdings) Limited (Stock code: 8238). Mr. Lui has over 10 years of experience in financial institutions. He obtained a Bachelor of Arts degree in business studies from the Hong Kong Polytechnic University in 2004 and obtained a Master of Commerce degree from Macquarie University in 2005.

Mr. Chim Tak Lai, aged 40, obtained a Bachelor of Art degree of in Business Economics from the University of Hertfordshire in 2006. Mr. Chim joined the Group as senior accountant in March 2016. Since September 2020, Mr. Chim is the financial controller of the Group and his primary responsibilities is to oversee all financial accounting operations, including group reporting, budgeting, audit, treasury function, consolidation and financial reporting.

Directors and Staff

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tou Kin Chuen, aged 46, is the Independent Non-executive Director of the Company and Suncity Group Holdings Limited (Stock code: 1383), is the principal of Roger K.C. Tou & Co., Mr. Tou graduated from the Hong Kong Shue Yan University with a Honours Diploma in Accounting in 2001. He is experienced in audit, taxation, company secretarial, insolvency and finance for over 20 years. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Taxation Institute of Hong Kong.

Mr. Chan Tin Lup, Trevor, aged 63, has been in the legal field for over 26 years. He received his law degree from the University of London and his Postgraduate Diploma in Legal Practice from the University of Wolverhampton with commendation. Mr. Chan has been an Independent Non-executive Director of National Arts Group Holdings Limited (Stock Code: 8228), a company registered in Bermuda and the shares of which are listed on the GEM of The Stock Exchange of Hong Kong Limited, from 13 May 2009 to 1 July 2018.

Mr. Hong Haiji, aged 28, obtained a bachelor of science degree in management from Bayes Business School (formerly known as Cass Business School), City, University of London in the United Kingdom in July 2018 and a masters of science degree in finance from the University of Edinburgh in Scotland in November 2019. Prior to joining the Group, Mr. Hong worked as an operation specialist at Saiqun Network Technology Co., Ltd. from February 2020 to December 2020 and Boge Network Technology Co., Ltd. from January 2021 to December 2022, respectively.

Directors' Report

The Directors would like to present the annual report and the audited financial statements of the Company and its subsidiaries for the year ended 31 March 2023.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities and other details of its subsidiaries are set out in note 45 to the consolidated financial statements.

Detail of the analysis of the Group's performance for the year by operating segments are set out in note 8 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The financial performance of the Group for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 47.

The financial position of the Group and the Company as at 31 March 2023 is set out in the consolidated statement of financial position on pages 48 to 49 of this annual report and the Company statement of financial position in note 44 to the consolidated financial statement respectively.

No final dividends was proposed by the Directors for the reporting year (2022: Nil).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 162.

BUSINESS REVIEW

The business review of the Group for the year ended 31 March 2023 are provided in the Chairman's Statements, Management discussion and analysis of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group are set out in note 19 to the consolidated financial statements.

DONATIONS

No charitable and other donations were made by the Group during the year (2022: Nil).

SHARE CAPITAL AND SHARE OPTIONS

Details of the authorised and issued share capital and share options of the Company are set out in notes 37 and 39 respectively to the consolidated financial statements.

Directors' Report

RESERVES

Details of movements in reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on page 50 and in note 44 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution comprise share premium, capital reserves and accumulated losses. No reserve of the Company is available for distribution to shareholders as at 31 March 2023 (2022: HK\$Nil).

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Mr. Cheng Ting Kong (*Chairman*)
Ms. Cheng Mei Ching
Mr. Lui Man Wah
Mr. Chim Tak Lai
Mr. Choi Hon Keung Simon (*resigned on 15 June 2022*)

Independent non-executive directors:

Mr. Chan Tin Lup, Trevor
Mr. Tou Kin Chuen
Mr. Jim Ka Shun (*resigned on 27 February 2023*)
Mr. Hong Jaiji (*appointed on 27 February 2023*)

The biographical details of current Directors are set out on pages 14 to 15 of this annual report.

In accordance with Article 108 of the Company's Article of Association, Mr. Chan Tin Lup, Trevor and Mr. Tou Kin Chuen will retire by rotation. All of these retiring directors, being eligible, offer themselves for reelection.

Each executive director has entered into a service contract with the Company with effect from the date of appointment and will continue thereafter unless and until terminated by either party by giving not less than one-month prior written notice to the other.

Directors' Report

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2023, 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:

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 (Note)	1,437,914,040	Interest of a controlled corporation	62.95%

Note: These ordinary shares are held by Fresh Success Investments Limited. Fresh Success Investments Limited is beneficially owned as to 90% by Mr. Cheng Ting Kong.

During the year ended 31 March 2023, the Company grant no new share option for the Directors or their respective associates to subscribe for shares of the Company and had not been exercised such rights.

Save as disclosed above, during the year ended 31 March 2023, none of the Directors or Chief Executive of the Company has any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the section headed "Material Related Party Transactions and Continuing Connected Transactions" in this report and in note 41 to the consolidated financial statements, no other 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 year or at any time during the year.

Directors' Report

RELATED PARTY TRANSACTIONS, CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Details of the related party transactions undertaken by the Group are set out in note 41 to the consolidated financial statements. Those related party transactions which constitute connected transactions/continuing connected transactions under the GEM Listing Rules are set out in the paragraph headed "CONNECTED TRANSACTIONS/CONTINUING CONNECTED TRANSACTIONS" below. These continuing connected transactions have complied with the requirements under Chapter 20 of the GEM Listing Rules.

CONNECTED TRANSACTIONS/CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group conducted the following continuing connected transactions which are subject to the reporting, announcement, annual review and/or independent shareholders' approval requirements under the GEM listing Rules:

2020 Mr. Cheng Master Service Agreement (Note 1)

Transaction Date:	15 December 2020
Term:	15 December 2020 to 31 March 2023
Parties:	Imperium International Securities Limited ("IISL"), an indirect wholly-owned subsidiary of the Company and Mr. Cheng Ting Kong ("Mr. Cheng"), the chairman, an executive Director and a controlling shareholder of the Group, and his associates.
Description:	IISL as service provider and Mr. Cheng as customer entered into the Master Service Agreement in relation to the provision of the Brokerage Service and the Margin Financing Service.
Annual Caps:	

	For the financial year ended 31 March		
	2021	2022	2023
	HK\$'000	HK\$'000	HK\$'000
Margin loan maximum amount (Note 2)	8,000	8,000	8,000
Margin finance interest (Note 3)	500	500	500
Brokerage commission (Note 4)	9,000	9,000	9,000

Directors' Report

Notes:

1. *The 2020 Mr. Cheng Master Service Agreement superseded the Existing Mr. Cheng Master Service Agreement dated 1 January 2020. As all of the applicable percentage ratio(s) for the Existing Mr. Cheng Master Service Agreement was less than 5% and all the annual caps under the Existing Mr. Cheng Master Service Agreement was less than HK\$3,000,000, the Existing Mr. Cheng Master Service Agreement and the transactions contemplated thereunder was fully exempt from reporting, annual review, announcement, circular, independent financial advice and independent shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules.*
2. *Margin loan maximum amount Annual Cap is the annual cap of the daily maximum amounts of margin financing to be advanced to the connected party.*
3. *Margin finance interest Annual Cap is the annual cap of the interest to be received from the provision of margin financing service to the connected party for each financial year.*
4. *Brokerage commission Annual Cap is the Brokerage commission to be received from the provision of Brokerage Service to the connected party for each financial year.*

2020 Mr. Lui Master Service Agreement (Note 1, 2)

Transaction Date: 15 December 2020

Term: 15 December 2020 to 31 March 2023

Parties: Imperium International Securities Limited ("IISL"), an indirect wholly-owned subsidiary of the Company and Mr. Lui Man Wah ("Mr. Lui"), an Executive Director of the Group.

Description: IISL as service provider and Mr. Lui as customer entered into the Mr. Lui Master Service Agreement in relation to the provision of the Brokerage Service and the Margin Financing Service.

Mr. Lui Annual Caps:

	For the financial year ended 31 March		
	2021	2022	2023
	HK\$'000	HK\$'000	HK\$'000
Margin loan maximum amount (Note 3)	9,800	9,800	9,800
Margin finance interest (Note 4)	1,500	1,500	1,500
Brokerage commission (Note 5)	1,000	1,000	1,000

Directors' Report

Notes:

1. *The 2020 Mr. Lui Master Service Agreement superseded the Existing Mr. Lui Master Service Agreement dated 1 January 2020. As all of the applicable percentage ratio(s) for the Existing Mr. Lui Master Service Agreement was less than 5% and all the annual caps under the Existing Mr. Lui Master Service Agreement was less than HK\$3,000,000, the Existing Mr. Lui Master Service Agreement and the transactions contemplated thereunder was fully exempt from reporting, annual review, announcement, circular, independent financial advice and independent shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules.*
2. *The 2020 Mr. Lui Master Services Agreement was superseded by the 2021 Mr. Lui Master Service Agreement.*
3. *Margin loan maximum amount Annual Cap is the annual cap of the daily maximum amounts of margin financing to be advanced to the connected party.*
4. *Margin finance interest Annual Cap is the annual cap of the interest to be received from the provision of margin financing service to the connected party for each financial year.*
5. *Brokerage commission Annual Cap is the Brokerage commission to be received from the provision of Brokerage Service to the connected party for each financial year.*

2021 Mr. Lui Master Service Agreement (Note 1)

Transaction Date:	10 March 2021
Term:	10 March 2021 to 31 March 2023
Parties:	Imperium International Securities Limited ("IISL"), an indirect wholly-owned subsidiary of the Company and Mr. Lui Man Wah ("Mr. Lui"), an Executive Director of the Group.
Description:	IISL as service provider and Mr. Lui as customer entered into the Mr. Lui Master Service Agreement in relation to the provision of the Brokerage Service and the Margin Financing Service.

Directors' Report

Mr. Lui Annual Caps:

	For the financial year ended 31 March		
	2021	2022	2023
	HK\$'000	HK\$'000	HK\$'000
Margin loan maximum amount (Note 2)	9,800	9,800	9,800
Margin finance interest (Note 3)	1,500	1,500	1,500
Brokerage commission (Note 4)	7,500	7,500	7,500

Notes:

1. The 2021 Mr. Lui Master Service Agreement superseded the 2020 Mr. Lui Master Service Agreement.
2. Margin loan maximum amount Annual Cap is the annual cap of the daily maximum amounts of margin financing to be advanced to the connected party.
3. Margin finance interest Annual Cap is the annual cap of the interest to be received from the provision of margin financing service to the connected party for each financial year.
4. Brokerage commission Annual Cap is the Brokerage commission to be received from the provision of Brokerage Service to the connected party for each financial year.

GEM Listing Rule implications

As all of the applicable percentage ratio(s) for (i) 2020 Mr. Cheng Master Service Agreement (ii) 2020 Mr. Lui Master Service Agreement, and (iii) 2021 Mr. Lui Master Service Agreement is less than 25% and Annual Caps is less than HK\$10,000,000, the 3 Master service agreements and the transactions contemplated thereunder is subject to reporting, annual review and announcement requirements, but is exempt from circular, independent financial advice and independent shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules.

Auditors' letter on continuing connected transactions

The Company's auditors were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditors have issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group on pages 152 to 156 of this report in accordance with Rule 20.54 of the GEM Listing Rules.

Directors' Report

Confirmation of independent non-executive Directors

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that these transactions have been entered into: (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to independent third parties (as defined under the GEM Listing Rules); and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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 March 2023, 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 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:

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 Investments 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:

- Fresh Success Investments Limited is beneficially owned as to 90% 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 beneficially owned by Fresh Success Investments Limited.*
- 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.*

Directors' Report

Save as disclosed above, as at 31 March 2023, 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.

MANAGEMENT SHAREHOLDERS

Save for the directors, management shareholders and substantial shareholders as herein disclosed, the directors are not aware of any persons who as at 31 March 2023 were entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and who were able, as a practical matter, to direct or influence the management of the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Mr. Cheng Tin Kong is the executive director of the Group and also is the director 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' Report

COMPETITION AND CONFLICT OF INTERESTS

Except of the above, as at 31 March 2023, 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.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the directors nor the Chief Executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

The Company will comply with the disclosure requirements under Chapter 23 of the GEM Listing Rules, including without limitation disclosures in the annual and interim reports of the Company including details of the options granted to the following persons: (i) each of the connected person; (ii) each participant with options granted in excess of the limit; (iii) aggregate figures for the employees; (iv) aggregate figures for supplier of goods or services; and (v) all other participants as an aggregate whole.

Directors' Report

Category participants	Date of grant	2022 Exercise price HK\$	Exercise period	Number of share options				Outstanding at 31 March 2022 and 2023
				Outstanding at 1 April 2021	Grant during the year	Exercise during the year	Cancelled during the year	
Ms. Cheng Mei Ching	10.09.2014	0.315	10.09.2014-09.09.2024	1,391,400	-	-	(1,391,400)	-
				1,391,400	-	-	(1,391,400)	-
Mr. Lui Man Wah	10.09.2014	0.315	10.09.2014-09.09.2024	13,914,000	-	-	(13,914,000)	-
				13,914,000	-	-	(13,914,000)	-
Other employees in aggregate	10.09.2014	0.315	10.09.2014-09.09.2024	13,914,000	-	-	(13,914,000)	-
				13,914,000	-	-	(13,914,000)	-
				29,219,400	-	-	(29,219,400)	-
Weighted average exercise price				0.315				-

Notes:

- (1) The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- (2) The exercise price of the share option is subject to adjustment in the case of a capitalization issue, rights issue, sub-division or consolidation of the Company's shares or reduction of the Company's share capital.

Directors' Report

- (3) These fair values of the share options granted were calculated using the Black-Scholes pricing model. The inputs into the model were at the date of grant of options as follows:

Date of grant	The Group									
	13 August 2007	17 August 2007	21 August 2007	19 August 2008	27 August 2008	16 December 2009	9 February 2010	25 November 2010	7 December 2010	10 September 2014
Number of share option	19,200,000	14,400,000	14,500,000	74,200,000	9,600,000	58,100,000	24,900,000	56,720,000	9,150,000	14,609,700
Share price at grant date (HK\$)	0.38	0.28	0.34	1.11	1.16	0.74	0.89	1.54	1.74	0.63
Weighted average exercise price (HK\$)	0.38	0.36	0.35	1.14	1.16	0.74	0.90	1.54	1.74	0.63
Expected volatility (expressed as weighted average volatility)	61.97%	62.15%	62.15%	99.81%	96.08%	76.61%	75.08%	60.28%	59.75%	101.47%
No. of years for option life (expressed as weighted average life)	10	10	10	10	10	10	10	10	10	10
Expected dividends	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	3.96%	3.97%	3.88%	1.00%	1.15%	0.08%	0.18%	0.27%	0.35%	1.979%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 1 year. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

EQUITY-LINKED AGREEMENTS

Save for the share option scheme of the Company as disclosed in this section headed "Share Option Scheme", no equity-linked agreements were entered into by the Group, or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the services provided to the Group's largest client and five largest clients accounted for 5% and 14%, respectively of the total turnover for the year. The Group's largest supplier and five largest suppliers accounted for 28% and 79% purchases of the Group for the year ended 31 March 2023.

None of the Directors, their close associates or any shareholders, which to the knowledge of the Directors owned more than 5% of the Company's issued share capital, had a beneficial interest in any of the Group's five largest supplier and customers.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 March 2023.

Directors' Report

BOARD PRACTICES AND PROCEDURES

The Company has complied with Rules 5.34 to 5.45 of the GEM Listing Rules concerning board practices and procedures throughout the year ended 31 March 2023.

PRE-EMPTIVE RIGHTS

There is 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.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 March 2023.

EMOLUMENT POLICY

The Group's emolument policy for senior executives is basically performance-linked. Staff benefits, including medical coverage and mandatory provident funds are also provided to employees where appropriate.

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISION

The Articles provides that every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

The Group has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for legal actions brought against the Directors and directors of the subsidiaries of the Group. The level of the coverage is reviewed annually.

EVENTS AFTER REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 48 to the consolidated financial statements.

Directors' Report

AUDITORS

HLB Hodgson Impey Cheng Limited was appointed as auditor of the Company on 27 August 2018 following the resignation of Andes Glacier CPA Limited on 27 August 2018. Apart from this, there was no change in auditors of the Company in any of the preceding three years.

HLB Hodgson Impey Cheng Limited will retire as the Company's auditors at the end of the forthcoming annual general meeting of the Company and, being eligible, will offer themselves for re-appointment.

A resolution will be submitted to the annual general meeting of the Company to re-appoint HLB Hodgson Impey Cheng Limited, as auditor of the Company.

On behalf of the Board

Cheng Ting Kong

Chairman

Hong Kong, 30 June 2023

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Group is committed to promoting high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding the shareholders' interests and the Group's assets.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "**CG Code and Report**") in Appendix 15 of the GEM Listing Rules. Throughout the year ended 31 March 2023 and up to the date of this report to the best knowledge of the Board, the Company has complied with the code provisions set out in Appendix 15 of the GEM Listing Rules.

CODE OF BEST PRACTICE

The Company is committed to high standards of corporate governance for the enhancement of shareholder value. The Company believes that good corporate governance is not only in the interest of investors but also in the interest of the Company. It is also of the view that good corporate governance is a reflection of the standard and quality of the management and operations of the Company and it also helps sustain the long term support of shareholders upon which the Company's success depends.

The Company closely monitors corporate governance development in Hong Kong and it regularly reviews its corporate governance practices in light of experience and evolving regulatory requirements to ensure that the Company keeps abreast of shareholders' expectations. The principles of corporate governance adopted by the Company emphasize a quality board, sound internal control, and transparency and accountability to shareholders.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") in Appendix 15 of the GEM Listing Rules, 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 (the chairman of the Board) was unable to attend the 2022 AGM due to unexpected engagement. Mr. Lui Man Wah (an executive Director and the chief executive officer of the Company) was appointed as the chairman of the 2022 AGM in replying to questions raised by shareholders at the 2022 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.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings ("**Code of Conduct**") set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company.

Corporate Governance Report

BOARD OF DIRECTORS

Composition of the Board

As at 31 March 2023, the Board comprised 7 Directors, including the Chairman, 4 Executive Directors and 3 Independent Non-executive Directors. One of the Independent Non-executive Directors has appropriate professional qualifications in accounting. Biographical details of the Directors are set out on pages 14 and 15.

The updated list of Directors and their role and function are published at the Stock Exchange website and the Company's website (www.8029.hk).

Independent Non-executive Directors

In compliance with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules, the Company has appointed three Independent Non-executive Directors representing more than one-third of the Board, and with at least one of them possessing the appropriate professional qualifications or accounting or related financial management expertise. The Independent Non-executive Directors, together with the Executive Directors, ensure that the Board prepares its financial and other mandatory reports in strict compliance with the relevant standards. The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence and considers that their independence is in compliance the Rule 5.09 of the GEM Listing Rules.

The Board

The Board has the responsibility for leadership and control of the Group. They are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board is accountable to shareholders for the strategic development of the Group with the goal of maximizing long term shareholder value, while balancing broader stakeholder interests. The Board has delegated the day-to day responsibility to the Executive Directors and senior management of the Company who meet on a regular basis to review the financial results and performance of the Group and make financial and operational decisions for the implementation of strategies and plans approved by the Board. The Board also communicates with shareholders and regulatory bodies and makes recommendations to shareholders on final dividends and the declaration of any interim dividend.

Board Meetings and Attendance

The Board meets regularly, and at least 4 times a year, either in person or through other electronic means of communication to determine overall strategic direction, objectives and development of the businesses of the Group, approve quarterly, interim and annual results, and other significant matters Notice of at least 14 days is given to all Directors for a regular Board meeting.

Apart from the regular Board meetings of the year, the Board also meets on other occasions when a Board-level decision on a particular matter is required. For such, reasonable notice is generally given. All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, senior management and the Compliance Officer who are responsible for ensuring the compliance of the Company with the GEM Listing Rules and advising the Board on compliance matters. Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors. Any Directors and

Corporate Governance Report

their associates who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed in the Board meetings shall abstain from voting on the relevant resolutions and are not to be counted in the quorum at meetings.

At least 3 days (or such other period as agreed in advance) before each Board meeting, a draft agenda is sent out to all Directors in order to allow the Directors to include any other matters in the agenda that are required for discussion and resolution in the meeting. To enable the Directors to make informed decisions, Board papers together with all appropriate and relevant information in relation to the matters of the meeting are sent to all Directors 3 days or such other period as agreed before each Board meeting such that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

The Company Secretary is responsible to keep minutes of all Board meetings and committees meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final versions are open for Directors' inspection.

The Board held 9 meetings during the year ended 31 March 2023. Details of attendance of individual Directors at Board Meetings are presented below:

	Attended/ Eligible to attend
Chairman	
Mr. Cheng Ting Kong	8/9
Executive Directors	
Ms. Cheng Mei Ching	9/9
Mr. Lui Man Wah	9/9
Mr. Chim Tak Lai	9/9
Independent non-executive Directors	
Mr. Tou Kin Chuen	9/9
Mr. Chan Tin Lup, Trevor	9/9
Mr. Jim Ka Shun	8/9
Mr. Hong Haiji	1/9

Relationships between the Board

Save that one of the executive Directors, Ms. Cheng Mei Ching, is the sister of Mr. Cheng Ting Kong, the chairman and an executive Director of the Company as well, there was no direct or indirect financial, business, family or other material relationship among the Directors and with the Company and the Board follows the requirements set out in the GEM Listing Rules.

Corporate Governance Report

Directors' Continuing Professional Development Programme

Each Director receives comprehensive and formal induction and orientation to ensure he/she adequately understand the operations and business of the Group. The Company also provided detailed director's responsibilities and obligations statement pursuant to the GEM Listing Rules for the Director to review and study. In addition, materials in relation to regularly update on latest development in relation to the GEM Listing Rules, other applicable regulatory requirements and the Group's business and governance policies (the "**Reading Materials in relation to Continuous Professional Developments**") were circulated to the Directors. Continuing briefings and seminars for the Directors will be arranged as necessary. The Directors are encouraged to participate in continuous professional developments to develop and refresh their knowledge and skills periodically.

During the year ended 31 March 2023 the Directors participated in the continuous professional developments in the following manner:

Name	Reading Materials/ Attending seminars/ courses/conferences in relation to Continuous Professional Developments
<i>Executive Directors</i>	
Mr. Cheng Ting Kong	✓
Ms. Cheng Mei Ching	✓
Mr. Lui Man Wah	✓
Mr. Chim Tak Lai	✓
<i>Independent non-executive Directors</i>	
Mr. Chan Tin Lup, Trevor	✓
Mr. Tou Kin Chuen	✓
Mr. Jim Ka Shun	✓
Mr. Hong Haiji	✓

CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

The Board, led by the Chairman, is responsible for the formulation of Company-wide strategies and policies, including an oversight of the management. Management is responsible for the day-to-day operations of the Company under the leadership of the Chief Executive Officer.

The position of the Chairman and the Chief Executive Officer are held by separate individuals. The role of the Chairman is separated from that of the Chief Executive Officer. Such division of responsibilities helps to reinforce their independence and accountability.

Mr. Cheng Ting Kong is the Chairman of the Company and Mr. Lui Man Wah is the Chief Executive Officer of the Company.

Corporate Governance Report

The Chairman is responsible for providing leadership to, and overseeing the functioning of, the Board to ensure that the Board acts in the best interest of the Company. To ensure that Board meetings are planned and conducted effectively, the Chairman is primarily responsible for drawing up and approving the agenda for each Board meeting, taking into account, where appropriate, any matters proposed by other Directors for inclusion in the agenda. With the support of Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate and reliable information in a timely manner. The Chairman also actively encourages Directors to be fully engaged in the Board's affairs and make contribution to the Board's functions. With the support of all other members of the Board, the Chairman procures that good corporate governance practices and procedures are established and that appropriate steps are taken to provide effective communication with shareholders.

The Chief Executive Officer is responsible for managing the business of the entire Company, attending to the formulation and successful implementation of company policies and assuming full accountability to the Board for all Company operation. Acting as the principal navigator of the Company's businesses, the Chief Executive Officer attends to the developing strategic operation plans that reflect the longer term objectives and priorities established by the Board and is directly responsible for maintaining the operational performance of the Company. The Chief Executive Officer also maintains ongoing dialogue with the Chairman and all Directors to keep them fully informed of all major business development and issues.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Executive Directors

Each of Ms. Cheng Mei Ching, Mr. Lui Man Wah and Mr. Chim Tak Lai being all the executive Directors, except Mr. Cheng Ting Kong, has entered into a service agreement with the Company for an initial fixed term of one year and shall continue thereafter until terminated by either party by giving two months' notice in writing to the other. For Mr. Cheng Ting Kong, he has entered into a service agreement with the Company for an initial fixed term of three years.

Each of these executive Directors is entitled to the respective director's fee. In addition, each of the executive Directors is also entitled to a discretionary bonus determined by the Board.

Independent non-executive Directors

Each of Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen, and Mr. Hong Haiji, the independent non-executive Directors has entered into a letter of service with the Company for a term of one year, provided that either the Company or the independent non-executive Directors may terminate such appointment at any time by giving at least one month's notice in writing to the other. Each of the independent non-executive Directors is entitled to a director's fee.

Upon appointment, the Directors would receive an orientation review of the Company and its business from senior executives. Information are provided to the Directors regularly to ensure that the Directors keep up with the latest changes in the commercial and regulatory environment in which the Group conducts its businesses.

Corporate Governance Report

In accordance with the article 108 of the Articles, one-third of the Directors are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from the office and being eligible offer themselves for re-election at each annual general meeting of the Company.

BOARD COMMITTEES

The Board has established the Audit Committee (as defined below) and the Remuneration Committee (as defined below) in order to maintain high standard of corporate governance of the Company.

Audit Committee

The Company established an audit committee ("**Audit Committee**") on 29 November 2000 with written terms of reference in compliance with the GEM Listing Rules. During the year under review, the audit committee comprises three members, Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor, Mr. Jim Ka Shun (resigned on 27 February 2023) and Mr. Hong Haiji (appointed on 27 February 2023). All of them are Independent Non-executive Directors of the Company and Mr. Tou Kin Chuen was appointed as the Chairman of the Audit Committee.

The primary duties of the audit committee are to review and supervise the financial reporting process, risk management system and internal control systems of the Group so as to provide advice and comments thereon to the Board of Directors. 6 audit committee meetings were held during the year.

The Group's annual results for the year ended 31 March 2023 have been reviewed by the Audit Committee, which is of the opinion that the preparation of such consolidated financial statements complies with applicable accounting standards, the GEM Listing Rules, and that adequate disclosures have been made.

Name of Member	Attended/ Eligible to attend
Mr. Tou Kin Chuen (<i>Chairman</i>)	6/6
Mr. Chan Tin Lup, Trevor	6/6
Mr. Jim Ka Shun (<i>resigned on 27 February 2023</i>)	5/6
Mr. Hong Haiji (<i>appointed on 27 February 2023</i>)	1/6

For the year ended 31 March 2023, the Audit Committee reviewed with senior management and the external auditors of the Company their respective audit findings, the accounting principles and practices adopted by the Company, legal and regulatory compliance, and internal control, risk management and financial reporting matters (including the interim and annual financial statements for the year ended 31 March 2023 before recommending them to the Board for approval). In particular, the Audit Committee monitored the integrity of financial statements of the Company and the annual report and accounts and quarterly reports and accounts of the Company, discussed

Corporate Governance Report

with management and the external auditor, and reviewed significant financial reporting judgments contained in them. In this regard, in reviewing such reports and accounts of the Company before submission to the Board, the Audit Committee focused particularly on:

- (a) any changes in financial reporting and accounting policies and practices;
- (b) major judgmental areas;
- (c) significant adjustments resulting from audit;
- (d) the going concern assumption and any qualifications;
- (e) compliance with accounting standards; and
- (f) compliance with the GEM Listing Rules and any other legal requirements in relation to financial reporting.

The Audit Committee has met its responsibilities to review the audited consolidated results of the Group for the year ended 31 March 2023 and provided advice and comments thereon.

Remuneration Committee

The Company established a remuneration committee ("**Remuneration Committee**") on 18 March 2005. During the year under review, the Remuneration Committee comprised three members, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen, Mr. Jim Ka Shun (resigned on 27 February 2023) and Mr. Hong Haiji (appointed on 27 February 2023). 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 the 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.

Name of Member	Attended/Eligible to attend
Mr. Chan Tin Lup, Trevor (<i>Chairman</i>)	2/2
Mr. Tou Kin Chuen	2/2
Mr. Jim Ka Shun (<i>resigned on 27 February 2023</i>)	1/1
Mr. Hong Haiji (<i>appointed on 27 February 2023</i>)	1/1

Corporate Governance Report

The remuneration of the Directors and senior management was determined with reference to the performance and profitability of the Company as well as remuneration benchmarks from other local and international companies and the prevailing market conditions. Directors and employees also participate in bonus arrangements determined in accordance with the performance of the Group and the individual's performance.

For the year ended 31 March 2023, the Remuneration Committee determined the policy for the remuneration of the executive Directors, assessed the performance of the executive Directors and approved the terms of the executive Director's services contracts. The Remuneration Committee adopted the model which is described in the code provision B.1.2 (c)(ii) of the CG Code and Report, it makes recommendations to the Board on the remuneration packages of the individual executive Directors and senior management.

Details of the Directors' emoluments for the year ended 31 March 2023 are set out in note 15 to the consolidated financial statements.

Nomination Committee

The Company established a nomination committee ("**Nomination Committee**") on 1 December 2015. During the year under review, the Nomination Committee comprises three members, Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor and Mr. Jim Ka Shun (resigned on 27 February 2023) and Mr. Hong Haiji (appointed on 27 February 2023). All of them are independent non-executive Directors of the Company and Mr. Tou Kin Chuen was appointed as the Chairman of the Nomination Committee.

The Nomination Committee is responsible to make recommendation to the Board on the appointment of the Directors and the management of the Board's succession. Terms of reference of the Nomination Committee are approved by the Directors.

The principal functions of the committee include:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) to assess the independence of independent non-executive Directors; and
- (iv) to make recommendations to the Board on relevant matters relating to the appointment or reappointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.

Corporate Governance Report

The Nomination Committee held 1 meeting during the year ended 31 March 2023. The attendance records are presented below:

Name of Member	Attended/Eligible to attend
Mr. Tou Kin Chuen (<i>Chairman</i>)	1/1
Mr. Chan Tin Lup, Trevor	1/1
Mr. Jim Ka Shun	1/1
Mr. Hong Haiji	0/1

For the year ended 31 March 2023, the Nomination Committee reviewed the profile of current Directors and potential candidate of Director to ensure the appropriateness of the Board in performing their duties.

BOARD DIVERSITY POLICY

The Board has established a set of Board Diversity Policy setting out the approach to achieve diversity on the Board with the aims of enhancing Board effectiveness and corporate governance as well as achieving our business objectives and sustainable development. It endeavors to ensure that the Board has balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing the corporate governance duties in accordance with code provision D.3.1 to the CG Code which are included to develop and review the Company policies and practices on corporate governance, to review and monitor the training and continuous professional development of the Directors and senior management of the Company, the issuer's policies and practices on compliance with legal and regulatory requirements and reviewing the issuer's compliance with the CG Code and disclosure in the Corporate Governance Report.

For the year ended 31 March 2023, the Board has performed the corporate governance duties stated in code provision D.3.1 of the CG Code.

Corporate Governance Report

AUDITORS AND THEIR REMUNERATION

The amount of fees charged by the Auditors generally depends on the scope and volume of the auditors' work. During the year ended 31 March 2023, the independent auditors had been engaged in providing non-audit service in relation to annual review of continuing connected transactions at a fee of HK\$100,000. The audit fees of the independent auditors for auditing the consolidated financial statements of the Group for the year ended 31 March 2023 was HK\$800,000.

Directors' Acknowledgement

The Directors acknowledge their responsibility for preparing the consolidated financial statements which give a true and fair view of the financial position of the Group.

The Directors ensure the consolidated financial statements of the Group are prepared in accordance with the statutory requirements and applicable accounting standards. The Directors also ensure the publication of the consolidated financial statements of the Group is made in a timely manner. The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

Financial Reporting

The Management has provided to all Directors quarterly updates with quarterly consolidated financial statement of the Company's performance, position and prospects in sufficient details during the regular Board meetings. In addition, the Management has provided all members of the Board, in a timely manner, updates on any material changes to the performance, position and prospects of the Company and sufficient information for matters brought before the Board. The Management will spare no effort to provide all members of the board with more detailed and promptly monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail in coming future.

Compliance with Relevant Laws and Regulations

The Group recognises the importance of compliance with regulatory requirements and the risk of noncompliance with relevant requirements could lead to adverse impact on business operation and financial position of the Group. The Board as a whole is responsible to ensure the Group is in compliance with relevant laws and regulations that have a significant impact on the Group. To the best of knowledge of the Board, the Group has complied with relevant laws and regulations during the year ended 31 March 2023.

COMPANY SECRETARY

The company secretary of the Company (the "**Company Secretary**") is Ms. Yeung Man Wah. In accordance with the Rule 5.15 of the GEM Listing Rule, she has taken no less than 15 hours of relevant professional training during the year ended 31 March 2023. Ms. Yeung Man Wah is engaged and appointed by the Company from an external secretarial service provider as its company secretary. The primary corporate contact person of the Company is Chim Tak Lai, an Executive Director.

Corporate Governance Report

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhance investor relations. It is committed to providing clear and full information about the Company's performance to shareholders through the publication of quarterly reports and annual report. In addition to dispatching circulars, notices and financial reports to shareholders, additional information is also available to shareholders on the websites of the Group at www.8029.hk and the Stock Exchange.

The annual general meeting provides a useful forum for shareholders to raise comments and exchange views with the Board. Shareholders are encouraged to attend annual general meetings for which the Company gives at least 21 clear business days' notice. The Chairman and Directors and external auditors are available to answer questions on the Company's businesses at the meeting.

CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 17.10(2) of the GEM Listing Rules, the Company has published on the respective websites of the Stock Exchange and the Company its Memorandum and Articles of Association. During the year ended 31 March 2023, there had not been any changes in the Company's constitutional documents.

PUBLICATION OF ANNUAL REPORT ON THE STOCK EXCHANGE WEBSITE

The annual report of the Company contains all the information required by the GEM Listing Rules will be published on the Stock Exchange website in due course.

RISK MANAGEMENT AND INTERNAL CONTROL

Goals and Objectives

The Board is responsible for the risk management and internal control systems and reviewing their effectiveness. It is acknowledged that the risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

MAIN FEATURES OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Group's risk governance structure and the main responsibilities are summarized below:

Board

- evaluates and determines the nature and extent of significant risks it is willing to take in achieving the Group's strategic objections;
- ensures the implementation of an effective risk management and internal control systems;
- oversees the management in the design, implementation and monitoring of the risk management and internal control systems; and
- ensures the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions.

Corporate Governance Report

Management

- assists the Board to perform its responsibilities of risk management and internal control systems and ensure such review cover all material controls, including financial, operational and compliance controls;
- designs, implements and monitors the risk management and internal control systems
- identifies and assess the major and significant risks which threaten the achievement of the strategic objectives;
- summarizes the results of the risk assessment and evaluation into risk register;
- develops the internal control audit plan and effective control activities to mitigate risks; and
- communicates and reports to the Board periodically.

Legal and Compliance Department

- performs ongoing compliance review on the operation of the Securities, Futures and Asset Management Division of the Group;
- ensures compliance with, to review and recommend amendment to management policies and procedures, relevant provisions in the Securities and Futures Ordinance Cap. 571 (“SFO”) and other relevant regulations;
- ensures proper internal control procedures are in place to safeguard company’s and client’s assets; and
- prepares and submits the annual compliance review report to the Board for review.

PROCESS USED TO IDENTIFY, EVALUATE AND MANAGE SIGNIFICANT RISKS

Management, with the assistance of the external consultants, are responsible for designing, implementing and monitoring the risk management and internal control systems.

The processes used to identify, evaluate and manage significant risks by the Group are summarized as follows:

Risk identification

- identifies significant risks through interviewing with the management of major subsidiaries. Risk Assessment Evaluation Form are used to document the risk identified by the management of major subsidiaries.

Risk assessment

- analyses the risk identified by the major subsidiaries from the perspective of the Group level as a whole. The analysis considers the range of potential consequences and how likely those consequences to occur. Consequences and likelihood are combined to produce an estimated level of risk.

Risk response

- categorizes the risks into low risk, medium risk and high risk;
- determines the strategy to handle the risk; and
- develops the risk register and internal control audit plan and determines the frequency of review and control testing on key controls.

Corporate Governance Report

Risk monitoring and reporting

- performs ongoing communication of monitoring results to the Board which enables it to assess control of the Group and the effectiveness of risk management;
- presents the compliance review report performed by the Group's legal and compliance department to the Board for review; and
- delivers the fact-findings report with recommendations on the review and testing of internal controls on certain agreed operating cycles and areas performed by external consultant to the Audit Committee and the Board.

INTERNAL AUDIT FUNCTION

The Group's internal audit function is primarily performed by the management of the Company and the Legal and Compliance Department, including analyzing and appraising the adequacy and effectiveness of the Group's risk management and internal control systems. For enhancement of the quality of the internal audit, the Company has engaged an external consultant to assist the Management to:

- perform the risk assessment process;
- review the Group's internal audit function; and
- execute the internal audit plan, including performing test of control on selected cycles in accordance with agreed upon procedures determined by the Management.

During the year ended 31 March 2023, the Board conducted an annual review on the effectiveness of the Group's risk management and internal control systems and concluded that the risk management and internal control systems of the Group were adequate and effective during the year under review.

Whistleblowing Policy and Anti-Corruption Policy

The Board adopted a whistleblowing policy (the "**Whistleblowing Policy**") in June 2022. The purpose of the Whistleblowing Policy is to commit to the highest possible standards of openness, probity and accountability. It provides the employees of the Group with protection, support, reporting channels and guidance on whistleblowing. The nature, status and the results of the complaints received under the Whistleblowing Policy are reported to Executive Directors. No incident of fraud or misconduct that have material effect on the Group's financial statements or overall operations for the year ended 31 March 2023 has been discovered. The Whistleblowing Policy is reviewed annually by the Audit Committee to ensure its effectiveness.

Anti-corruption Policy

The Board adopted an Anti-corruption Policy (the "**Anti-corruption Policy**") in June 2022. The Group is committed to preventing, detecting and reporting fraud, including fraudulent financial reporting. The Anti-corruption Policy applies to the Directors, officers, and employees of the Group. The Group encourages all of its business partners, including joint venture partners, associated companies, contractors and suppliers to abide by the principles of the Anti-corruption Policy. In the Reporting Period, the Group was in compliance with the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) and no legal cases regarding corrupt practices was brought against the Group or its directors or employees.

Corporate Governance Report

INFORMATION DISCLOSURE POLICY

The Company has adopted its information disclosure policy and related procedures with regard to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission. The policy stipulates the responsibilities of the Group, key disclosure requirements under Part XIVA of the SFO and Rules 17.10, 17.11 and 17.11A of the GEM Listing Rules, control measures and reporting procedures of handling confidential information and monitoring information disclosure. The Group adopts an upward reporting approach within the Group for identifying and escalating any potential inside information to the Board. The policy is reviewed annually and all reasonable measures have to be taken from time to time to ensure proper safeguards to prevent any breach of disclosure requirements and to maintain strict confidentiality of information.

Independent Auditors' Report



31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF
IMPERIUM FINANCIAL GROUP LIMITED

(Incorporated in Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Imperium Financial Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 47 to 161, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Material uncertainties relating to the going concern basis

As explained in note 3(a) to the consolidated financial statements, the Group incurred a net loss of approximately HK\$117,622,000 for the year ended 31 March 2023 and, as of that date, the Group was in net liabilities position of approximately HK\$32,705,000. In addition, the Group had a promissory note with the principal amount of approximately HK\$143,767,000 due to a related company, which is beneficially owned and controlled by the substantial shareholder of the Company, which matured as at 31 January 2023 and was further extended to 31 January 2025.

The factors referred to above, along with other matters as described in note 3(a) to the consolidated financial statements, indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

Independent Auditors' Report

BASIS FOR DISCLAIMER OF OPINION (Continued)

Material uncertainties relating to the going concern basis (Continued)

The directors of the Company have been undertaking certain measures to improve the liquidity and financial position of the Group, which are set out in note 3 to the consolidated financial statements, and the consolidated financial statements have been prepared on a going concern basis, of which the validity is dependent on the outcomes of these measures which are inherently uncertain and subject to multiple uncertainties, including (i) whether the Group's debtors will timely settle their debts according to the agreed settlement schedules; (ii) whether the Group can successfully implement measures for cost control and business strategies to improve its business operations; and (iii) whether the Group can successfully negotiate with its creditors for extension of its debts when fall due and successfully obtain additional new sources of financing as and when needed.

We have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements because of the lack of detailed analyses provided by directors of the Company in relation to its plans and measures for future actions in its going concern assessment which take into account the uncertainty of the outcome of these plans and measures and how the variability of their outcome would affect the future cash flows of the Group.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying values of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements and we were unable to determine whether such adjustments might have been found necessary.

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

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

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

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

Independent Auditors' Report

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditors' report. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

The engagement director on the audit resulting in this independent auditors' report is Yu Chi Fat.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Yu Chi Fat

Practicing Certificate Number: P05467

Hong Kong, 30 June 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2023

	<i>notes</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Revenue	7	30,273	53,691
Direct costs		(12,466)	(15,896)
Gross profit		17,807	37,795
Other operating income	9	1,894	1,771
Impairment losses under expected credit loss model, net of reversal	10	(6,712)	(17,663)
Other gains and losses	11	(70,381)	(34,233)
Administrative expenses		(45,139)	(72,741)
Finance costs	12	(15,366)	(18,192)
Fair value change of biological assets, net		(1,562)	(1,991)
Loss before taxation	13	(119,459)	(105,254)
Income tax credit/(expense)	14	1,837	(909)
Loss for the year attributable to owners of the Company		(117,622)	(106,163)
Other comprehensive loss:			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of financial statements of foreign operations		(3,218)	(263)
Other comprehensive loss for the year		(3,218)	(263)
Total comprehensive loss for the year attributable to owners of the Company		(120,840)	(106,426)
Loss per share (HK cents)	17		
Basic and diluted		(5.15)	(4.67)

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 March 2023

	<i>notes</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
NON-CURRENT ASSETS			
Intangible assets	18	500	500
Property, plant and equipment	19	1,927	59,813
Right-of-use assets	20	–	1,063
Investment properties	21	41,351	45,464
Other assets	22	275	275
Deposit	28	39	–
Biological assets	23	584	2,388
		44,676	109,503
CURRENT ASSETS			
Loan receivables	24	305	4,559
Cryptocurrencies	25	5,193	20,542
Trade receivables	26	5,424	2,831
Advances to customers in margin financing	27	10,154	59,428
Prepayments, deposits and other receivables	28	2,451	6,966
Tax recoverable		–	578
Cash and cash equivalents	29	66,249	85,535
Cash held on behalf of customers	30	50,952	53,633
		140,728	234,072
CURRENT LIABILITIES			
Trade payables	31	57,468	58,887
Accruals and other payables	32	33,970	39,941
Amounts due to related companies	33	589	994
Lease liabilities	36	1,802	1,117
Income tax payable		159	167
		93,988	101,106

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 March 2023

	<i>notes</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
NET CURRENT ASSETS		46,740	132,966
TOTAL ASSETS LESS CURRENT LIABILITIES		91,416	242,469
NON-CURRENT LIABILITIES			
Promissory notes	<i>34</i>	115,523	167,382
Deferred tax liabilities	<i>35</i>	5,827	6,281
Lease liabilities	<i>36</i>	2,771	139
		124,121	173,802
NET (LIABILITIES)/ASSETS		(32,705)	68,667
EQUITY			
Share capital	<i>37</i>	91,370	91,370
Reserves		(124,075)	(22,703)
(CAPITAL DEFICIENCY)/TOTAL EQUITY		(32,705)	68,667

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 June 2023 and are signed on its behalf by:

Cheng Ting Kong
Director

Lui Man Wah
Director

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

	Attributable to owners of the Company									Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital contribution reserve HK\$'000	Capital redemption reserve HK\$'000	Property revaluation reserve HK\$'000	Merger reserve HK\$'000	Share option reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	
At 1 April 2021	86,869	1,012,660	98,060	255	4,412	370	1,659	36,463	(1,178,769)	61,979
Loss for the year	-	-	-	-	-	-	-	-	(106,163)	(106,163)
Other comprehensive loss:										
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	-	-	(263)	-	(263)
Total comprehensive loss for the year	-	-	-	-	-	-	-	(263)	(106,163)	(106,426)
Issuance of consideration shares (note 19)	4,501	95,761	-	-	-	-	-	-	-	100,262
Modification of promissory notes (note 34)	-	-	12,852	-	-	-	-	-	-	12,852
Cancellation of share options	-	-	-	-	-	-	(1,659)	-	1,659	-
At 31 March 2022 and 1 April 2022	91,370	1,108,421	110,912	255	4,412	370	-	36,200	(1,283,273)	68,667
Loss for the year	-	-	-	-	-	-	-	-	(117,622)	(117,622)
Other comprehensive loss:										
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	-	-	(3,218)	-	(3,218)
Total comprehensive loss for the year	-	-	-	-	-	-	-	(3,218)	(117,622)	(120,840)
Modification of promissory notes (note 34)	-	-	19,468	-	-	-	-	-	-	19,468
At 31 March 2023	91,370	1,108,421	130,380	255	4,412	370	-	32,982	(1,400,895)	(32,705)

Consolidated Statement of Cash Flows

For the year ended 31 March 2023

<i>notes</i>	2023 HK\$'000	2022 <i>HK\$'000</i>
Cash flows from operating activities		
Loss before taxation	(119,459)	(105,254)
Adjustments for:		
Amortisation of intangible assets	–	104
Depreciation of property, plant and equipment	5,989	1,944
Depreciation of right-of-use assets	1,910	1,955
Interest income	(474)	(2)
Finance costs	15,366	18,192
Impairment losses under expected credit loss model, net of reversal, in respect of advances to customers in margin financing	7,711	8,757
Impairment losses under expected credit loss model, net of reversal, in respect of trade receivables	(821)	285
Impairment losses under expected credit loss model, net of reversal, in respect of loan receivables	(178)	8,621
Impairment loss recognised in respect of property, plant and equipment	13,598	33,473
Impairment loss recognised in respect of intangible assets	–	312
Impairment loss recognised in respect of cryptocurrencies	25,219	6,850
Impairment loss recognised in respect of right-of-use assets	4,111	–
Fair value change of biological assets, net	1,562	1,991
Fair value change of investment properties	(725)	(2,474)
Loss on early redemption of promissory notes	5,678	–
Gain on disposal of biological assets	(56)	–
Loss on written off of property, plant and equipment	45	–
Loss on the Incident	22,412	–
Realised loss/(gain) on derecognition of cryptocurrencies	1	(2,930)
Reversal of provision for reinstatement cost	–	(906)
Provision for litigation claims	–	14,533
Operating cash flows before working capital changes	(18,111)	(14,549)
Increase in other assets	–	(45)
Decrease/(increase) in cryptocurrencies	6,035	(2,424)
Decrease in loan receivables	4,432	15,604
(Increase)/decrease in trade receivables	(1,772)	16,627
Decrease/(increase) in advances to customers in margin financing	41,563	(13,161)
Decrease/(increase) in prepayments, deposits and other receivables	4,378	(3,779)
Decrease in cash held on behalf of customer	2,681	65,693
Decrease in trade payables	(1,335)	(68,167)
(Decrease)/increase in accruals and other payables	(3,930)	5,067
Decrease in amounts due to related companies	(307)	(48)

Consolidated Statement of Cash Flows

For the year ended 31 March 2023

	<i>notes</i>	2023 HK\$'000	2022 <i>HK\$'000</i>
Cash generated from operations		33,634	818
Income tax refund/(paid)		2,632	(369)
Net cash generated from operating activities		36,266	449
Cash flows from investing activities			
Interest received		474	2
Proceeds from disposal of biological assets		58	–
Additions of property, plant and equipment		(88)	(19,069)
Net cash generated from/(used in) investing activities		444	(19,067)
Cash flows from financing activities			
Repayment of promissory notes		(53,000)	–
Repayment of lease liabilities and interest		(1,897)	(2,415)
Net cash used in financing activities		(54,897)	(2,415)
Net decrease in cash and cash equivalents		(18,187)	(21,033)
Cash and cash equivalents at the beginning of the year		85,535	106,926
Effect of changes in exchange rate, net		(1,099)	(358)
Cash and cash equivalents at the end of the year	<i>29</i>	66,249	85,535

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

1. GENERAL

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, a company incorporated in the British Virgin Islands, and is beneficially owned by Mr. Cheng Ting Kong (“**Mr. Cheng**”).

The 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 year ended 31 March 2023, the Group was principally engaged in money lending, securities and futures brokerage, assets management services, properties investment, investment in stallions and cryptocurrency mining.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) for the first time, which are mandatorily effective for the Group’s annual periods beginning on 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

HKFRS 17 (including the October 2020 Insurance Contracts¹

and February 2022 Amendments to

HKFRS 17)

Amendments to HKFRS 10 and HKAS
28

Sale or Contribution of Assets between an Investor and its
Associate or Joint Venture²

Amendments to HKFRS 16

Lease Liability in a Sale and Leaseback³

Amendments to HKAS 1

Classification of Liabilities as Current or Non-current and related
amendments to Hong Kong Interpretation 5 (2020)³

Amendments to HKAS 1

Non-current Liabilities with Covenants³

Amendments to HKAS 1 and HKFRS
Practice Statement 2

Disclosure of Accounting Policies¹

Amendments to HKAS 8

Definition of Accounting Estimates¹

Amendments to HKAS 12

Deferred Tax related to Assets and Liabilities arising from a Single
Transaction¹

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after a date to be determined

³ Effective for annual periods beginning on or after 1 January 2024

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for biological assets and investment properties which have been measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of consolidated financial statements *(Continued)*

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(a) *Going concern basis*

The Group incurred a net loss of approximately HK\$117,622,000 (2022: HK\$106,163,000) during the year ended 31 March 2023 and, as of that date, the Group recorded net liabilities of approximately HK\$32,705,000. The Group has sustained losses for eleven consecutive years. The cumulative losses incurred by the Group for the eleven years ended 31 March 2023 amounted to approximately HK\$2,219,357,000 (2022: ten years ended 31 March 2022 was approximately HK\$2,101,735,000).

Further, as at 31 March 2023, the Group had a promissory note with the principal amount of approximately HK\$143,767,000 due to a related company, which is beneficially owned and controlled by Mr. Cheng, which matured on 31 January 2023 and was further extended to 31 January 2025, while the Group recorded cash and cash equivalents of approximately HK\$66,249,000 as at 31 March 2023.

The conditions described above cast significant doubt on the Group's ability to continue as a going concern. In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will be able to finance its future working capital and fulfill its financial obligations and continue as a going concern. Certain plans and measures are being or will be taken to manage its liquidity needs and to improve its financial position, which include, but are not limited to, the following:

- (i) The Group will continuously adopt strict monitoring process on the repayment status of loan receivables, trade receivables and advances to customers in margin financing in order to ensure timely collection and improve its operating cash flows and financial position;

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of consolidated financial statements *(Continued)*

(a) Going concern basis (Continued)

- (ii) The Group will continuously take measures to tighten cost control over various costs to attain profit and operating cash inflows and implement various strategies to enhance the Group's revenue; and
- (iii) The Group will continue negotiations with its creditors for extension of its debts when fall due and seek alternative debt and/or equity financing to meet cash flow requirements.

The directors of the Company had reviewed the Group's cash flow forecast for a period of not less than twelve months from the date of the approval and authorisation to issue of the consolidated financial statements and are of the opinion that the Group will have sufficient cash resources to finance its working capital requirements and financial obligations during the forecast period, taking into account and assuming the above-mentioned plans and measures will enable the Group's operations to attain profitable and positive cash flows from operations and result in successful negotiation with the Group's creditors to extend the repayment date or obtain sufficient new financing. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 March 2023 on a going concern basis. However, the eventual outcome of these matters cannot be estimated with reasonable certainty, hence there exists material uncertainty related to the conditions described above which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the Group's consolidated financial statements as the consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern.

Significant accounting policies

(b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. 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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(b) Basis of consolidation (Continued)

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.

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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(c) 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 *Financial Instruments*. 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.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(c) *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.

Variable consideration

For contracts that contain variable consideration (mainly represents the performance income, as explained above), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

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

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

Further details of the Group's revenue and other income recognition policies are as follows:

(1) Brokerage

The Group provides brokering and dealing services for securities, futures and options contracts. Commission income is recognised at a point in time on the execution date of the trades at a certain percentage of the transaction value of the trades executed. Fee income is recognised when the transaction is executed and service is completed, except for custodian service fee which is recognised over time.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(c) Revenue from contracts with customers (Continued)

Variable consideration (Continued)

(2) Asset management

The Group provides asset management and advising on securities to customers. The customers simultaneously receive and consume the benefit provided by the Group, hence the revenue is recognised as a performance obligation satisfied over time. Asset management fee income is charged at a fixed percentage per month of the net asset value of the managed accounts under management of the Group.

The Group is also entitled to a performance fee when there is a positive performance for the relevant performance period and it is recognised at the end of the relevant performance period, when it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

(3) Stallions service

Service income is recognised at the point in time when a vet certificate is produced for confirming that a viable live foal was produced. Service income is recognised at the amount attributable to the Group's interests in the stallion.

(4) Sales of cryptocurrency

Revenue from sales of cryptocurrency is recognised at the point in time when control of the asset has transferred, being when the sales of cryptocurrency are executed in the trading and exchange platforms and ownership of the cryptocurrency has been transferred.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(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 or arising from business combinations on or after the date of initial application, 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.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contain 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.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office 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 over the lease term.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(d) Leases (Continued)

The Group as a lessee (Continued)

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 incentive 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 is 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.

Refundable rental deposits

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(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;
- amounts expected to be paid under residual value guarantees; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment; or
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(d) Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets. When the modified contract contains one or more additional lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component. The associated non-lease components are included in the respective lease components.

The Group as a lessor

Classification and measurement of leases

Lease for which the Group is a lessor is classified as operating lease.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary business are presented as revenue.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(e) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the exchange rate prevailing at the end of the reporting period. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(f) Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to accumulated losses.

Shares granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(g) Borrowing costs

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

(h) Employee benefits

(i) Retirement benefit scheme

Payments to the Mandatory Provident Fund Scheme (“**MPF Scheme**”) in Hong Kong and Superannuation Guarantee Contribution Scheme (“**SGC Scheme**”) in Australia are recognised as an expense when employees have rendered services entitling them to the contributions.

(ii) Short-term employee benefit obligations

Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. The expected cost of short-term employee benefits in the form of compensated absences such as annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

(iii) Long-term employee benefit obligations

Liabilities arising in respect of long service leave and annual leave which is not expected to be settled within twelve months of the reporting date are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date.

Employee benefit obligations are presented as current liabilities in the consolidated statement of financial position if the entity does not have an unconditional right to defer settlement for at least twelve months after the report date, regardless of when the actual settlement is expected to occur.

(i) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profits for the year. Taxable profit differs from loss before taxation as reported in the consolidated statement of profit or loss because it excludes items of income and expense that are taxable or deductible in other years and it further excludes 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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(i) Taxation (Continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases 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 differences 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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(i) **Taxation** *(Continued)*

Deferred tax (Continued)

The measurement of deferred tax assets and liabilities 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.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, which is always presumed to be recovered entirely through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(j) Property, plant and equipment

Property, plant and equipment are tangible assets that held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The principal annual rates of depreciation are as follows:

Cryptocurrency mining equipment	33.33%
Leasehold improvement	4% to 20%
Furniture, fixtures and office equipment	11.25% to 33.33%
Motor vehicles	8.3% to 20%
Yacht	20%

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(k) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

(l) Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses.

Intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see accounting policy in respect of impairment losses on intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(m) Cryptocurrency

The Group is engaged in the provision of transaction verification services within cryptocurrency networks, commonly termed “cryptocurrency mining”. Cryptocurrency consists of mined cryptocurrency, which have active markets where the cryptocurrency can be bought and sold and that provide pricing information on an ongoing basis, do not qualify for recognition as cash and cash equivalents or financial assets, and are intangible assets in nature.

The Group’s business model for holding cryptocurrency mined from the operations of its cryptocurrency mining equipment is to hold the cryptocurrency for sale in the ordinary course of business. Accordingly, cryptocurrency are intangible assets that are accounted for as inventories based on the requirements of HKAS 2.

Inventories of cryptocurrency are stated at the lower of cost and net realisable value. The cost of mined cryptocurrency comprises all costs of conversion and other costs incurred in bringing the cryptocurrency to their present location and condition. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

The costs of cryptocurrency mining services provided to the Group by service providers which were paid for by the Group in the form of cryptocurrency are recognised and determined based on the agreed cash amounts set out in the terms of the respective mining service agreements. The equivalent numbers of cryptocurrency used for settlement of the payables to the mining service providers are determined by mutual agreement of the Group and the respective mining service based on the quoted market prices of the cryptocurrency at the time of agreement of the settlement terms of the payables.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(n) Biological assets

Biological assets, including Stallions and Bloodstocks, are measured on initial recognition and at the end of the reporting period at their fair value less costs to sell, with any resulting gain or loss recognised in the profit or loss for the year in which it arises. Costs to sell are the incremental costs directly attributable to the disposal of an asset, mainly transportation cost and excluding finance costs and income taxes. The fair value of biological assets is determined based on their present location and condition and is determined independently by a professional valuer.

(o) Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets other than goodwill with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Intangible assets with indefinite useful lives are test for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets other than goodwill 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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(o) *Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)*

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

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 CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) 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 CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. 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 CGUs. 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 CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(p) Provisions

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.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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

(q) Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(r) Related parties

- (a) A person, or a closed member of that person's family, is related to the Group if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) the entity and 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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) the entity, or any member of a group of which it is apart, provides key management personnel services to the Group or to the parent of the Group.

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

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

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) 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 *Revenue from Contracts with Customers*. 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 fair value through profit or loss are recognised immediately in profit or loss.

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.

Interest income which is derived from the Group's ordinary course of business are presented as revenue.

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost on initial recognition.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) Financial instruments (Continued)

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 collecting contractual cash flows and selling; 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 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 (“**OCI**”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquire in a business combination to which HKFRS 3 *Business Combinations* applies.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) **Financial instruments** *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets *(Continued)*

A financial asset is classified as 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.

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.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments subsequently measured at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, 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.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, other asset, deposits and other receivables, loan receivables, advances to customers in margin financing, cash and bank balances and cash held on behalf of customers) 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. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) **Financial instruments** *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

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

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

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

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

(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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(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;
- (e) the disappearance of an active market for that financial asset because of financial difficulties; or
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit loss.

(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, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) **Financial instruments** *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(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 adjusted by 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. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

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.

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

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(v) Measurement and recognition of ECL (Continued)

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 advances to customers in margin financing where the corresponding adjustment is recognised through a loss allowance account.

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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) Financial instruments (Continued)

Financial liabilities and equity (Continued)

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.

Financial liabilities

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

Financial liabilities at amortised cost

Financial liabilities including trade payables, accruals and other payables, deposits received, amounts due to related companies, promissory notes and lease liabilities are subsequently measured at amortised cost, using the effective interest method.

Derecognition/modification 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.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. The above said fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(s) Financial instruments (Continued)

Offsetting of financial assets and financial liabilities

A financial asset and a financial liability are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(t) Cash and cash equivalents

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

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

(u) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

(v) **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 are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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 operating income".

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies which are described in note 3, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Going concern and liquidity

As explained in note 3(a), the Group incurred a net loss of approximately HK\$117,622,000 (2022: HK\$106,163,000) for the year ended 31 March 2023 and the Group had sustained losses for ten consecutive years and as of that date, the Group recorded net liabilities of approximately of HK\$32,705,000. These conditions, along with other matters as set forth in note 3(a) to the consolidated financial statements, indicate the existence of material uncertainties which may cast doubt on the Group's ability to continue as a going concern. The assessment of the going concern assumptions involves making judgment by the directors of the Company, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The directors of the Company consider that the Group has the ability to continue as a going concern notwithstanding the major conditions that may cast doubts about the going concern assumptions, which are set out in note 3(a) to the consolidated financial statements.

Deferred taxation on investment properties

In respect of the Group's investment properties located in Australia with carrying amount of approximately HK\$41,351,000 (2022: HK\$45,464,000), the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group has recognised deferred taxes of approximately HK\$5,827,000 (2022: HK\$6,281,000) as at 31 March 2023 as the Group is subject to Australian tax upon disposal of the relevant investment properties.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Critical judgments in applying accounting policies *(Continued)*

Revenue recognition of cryptocurrency mining

There is currently no specific definitive guidance in HKFRS or alternative accounting frameworks for accounting for the revenue recognition from cryptocurrency mining as well as subsequent measurement of cryptocurrency held.

Given the Group holding cryptocurrencies mined from the operation of its cryptocurrency mining equipment is to sell the cryptocurrencies in the ordinary course of business, the directors of the Company has determined that revenue should be recognised at the date of disposal. The directors of the Company has exercised significant judgment in determining the appropriate accounting treatment. In the event authoritative guidance is issued by the HKICPA, the Group may be required to change its accounting policies, which could have a material effect on the Group's consolidated financial statements.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision of ECL for loan receivables, trade receivables and advances to customers in margin financing

The Group makes loss allowances on loan receivables, trade receivables and advances to customers in margin financing based on various factors including the past due status of the receivables, past default experience, qualitative creditworthiness, collateral values and forward-looking macroeconomic scenarios and economic inputs. The assessment of ECL on receivables involves high degree of estimation uncertainty and is sensitive to changes in estimates. Where the expectations are different from the original estimates, such differences will impact the carrying amounts of receivables and the allowance for credit losses on receivables recognised in the years in which such estimates have been changed.

In addition, the Group uses practical expedient in estimating ECL on certain trade receivables which are not assessed individually using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and 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.

Further information is disclosed in note 5(b) to the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Useful life of cryptocurrency mining equipment

The cryptocurrency mining equipment is used to generate cryptocurrency. The rate at which the Group generates cryptocurrency and, therefore, consumes the economic benefits of its cryptocurrency mining equipment is influenced by several factors including, but not limited to, the following:

- The complexity of the cryptocurrency mining process which is driven by the algorithms contained within the cryptocurrency open source software; and
- Technological obsolescence reflecting rapid development in the mining equipment such that more recently developed hardware is more economically efficient to run in terms of cryptocurrency mined as a function of operating costs, primarily power costs (i.e., the speed of cryptocurrency mining equipment evolution in the industry) is such that later cryptocurrency mining equipment models generally have faster processing capacity combined with lower operating costs and a lower cost of purchase.

Based on the Group and the industry's limited history to date, the directors of the Company is limited by the market data available. Furthermore, the data available also includes data derived from the use of economic modelling to forecast future digital assets and the assumptions included in such forecasts, including digital asset's price and network difficulty, are derived from director's assumptions which are inherently judgmental. Based on current data available, the directors of the Company has determined that the straight-line method of amortisation best reflects the current expected useful life of cryptocurrency mining equipment. The directors of the Company will review their estimates at each reporting date and will revise such estimates as and when data become available. The directors of the Company will review the appropriateness of its assumption related to residual value at each reporting date.

Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Estimated impairment of property, plant and equipment and right-of-use assets *(Continued)*

As at 31 March 2023, the carrying amounts of property, plant and equipment and right-of-use asset subjected to impairment assessment were of approximately HK\$1,927,000 and HK\$Nil (2022: HK\$59,813,000 and HK\$1,063,000) respectively.

As at 31 March 2023, impairment losses of approximately HK\$13,598,000 and HK\$4,111,000 in respect of property, plant and equipment and right-of-use assets have been recognised respectively. Details of the impairment of property, plant and equipment and right-of-use assets are disclosed in notes 19 and 20 to the consolidated financial statements.

Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. As at 31 March 2023, the carrying amount of the Group's investment properties was approximately HK\$41,351,000 (2022: HK\$45,464,000). The determination of the fair value involves certain assumptions of market conditions which are set out in note 21 to the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 HK\$'000	2022 HK\$'000
Finance assets		
Amortised cost	134,466	212,280
Financial liabilities		
Amortised cost	212,123	268,460

(b) Financial risk management objectives and policies

The Group's major financial instruments include other assets, loan receivables, trade receivables, advances to customers in margin financing, deposits and other receivables, cash and cash equivalents, cash held on behalf of customers, trade payables, accruals and other payables, amounts due to related companies, promissory notes and lease liabilities. Details of these financial instruments are disclosed in respective notes to the consolidated financial statements. The risks associated with these financial instruments and cryptocurrencies include credit risk, market risk (interest rate risk, foreign currency risk and price risk) and liquidity risk. The policies on how to mitigate these risks are set out below. The directors of the Company manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's risk exposure relating to financial instruments and the manner in which it manages and measures the risks.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to other assets, loan receivables, trade receivables, advances to customers in margin financing, deposits and other receivables, cash and bank balances and cash held on behalf of customers. As at 31 March 2023 and 2022, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties, would be the carrying amount of the respective financial assets. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risk associated with loan receivables is mitigated by second legal charge on properties, share charges over issued share capital of private companies incorporated in Hong Kong and Cayman Islands and personal guarantees and advances to customers in margin financing is mitigated by collateral over securities held by margin customers.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk

Internal credit rating	Description	ECL treatment
Performing	The balances that have not had a significant increase in credit risk since initial recognition and 12-month ECL will be recognised	12-month ECL
Underperforming	The balances that have had a significant increase in credit risk since initial recognition and for which the lifetime ECL will be recognised	Lifetime (Not credit-impaired)
Not performing	The balances that have objective evidence of impairment and for which the lifetime ECL will be recognised	Lifetime (Credit-impaired)
Write-off	The balances that have evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk *(Continued)*

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount	
				2023 HK\$'000	2022 HK\$'000
Financial assets at amortised cost					
Loan receivables	24	Performing	12m ECL	361	657
		Underperforming	Lifetime ECL (not credit impaired)	97	4,267
		Not performing	Lifetime ECL (credit impaired)	15,811	15,840
Trade receivables	26	<i>(Note)</i>	Lifetime ECL (collective assessment)	766	198
		Performing	Lifetime ECL (not credit impaired)	5,254	2,721
		Not performing	Lifetime ECL (credit impaired)	1,139	3,997
Advances to customers in margin financing	27	Performing	12m ECL	5,446	22,321
		Underperforming	Lifetime ECL (not credit impaired)	123	41,347
		Not performing	Lifetime ECL (credit impaired)	22,555	6,019
Other assets	22	Performing	12m ECL	275	275
Deposits and other receivables	28	Performing	12m ECL	1,107	6,019
Cash and bank balance	29	Performing	12m ECL	66,249	85,535
Cash held on behalf of customers	30	Performing	12m ECL	50,952	53,633

Note: For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The group determines the ECL on these items on a collective basis, grouped by past due status.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk (Continued)

The Group has established credit policies and the exposures to these credit risks are monitored on an ongoing basis. Information about the Group's credit risk management, and the related impairment assessment, if applicable, are summarised as below:

Loan receivables

In order to minimise the credit risk, the directors of the Company have appointed a working team of authorised persons who are charged with the responsibility of accepting new borrowers, approving credit limit for each borrower and reviewing borrowers' repayment ability periodically.

The Group adopts a credit risk assessment procedure before the loan is granted as follow: (i) review application and verification of required documents, including but not limited to the identity proof (identity card, certificate of incorporation, business registration certificate and/or latest annual return), address proof, and such other documents obtained by conducting public searches; (ii) search its record to ascertain as to whether the loan applicants are on our blacklist; (iii) face to face interview; (iv) for secured loans, assess the market value of the collateral with reference to the financial report of the charged assets (if applicable); and (v) conduct litigation, bankruptcy, winding up and company search.

When conducting credit risk assessment for unsecured loans, instead of assessing the market value of the collateral, the Group would take a holistic approach to consider, among others, income/assets, repayment ability and/or the loan size of the relevant loan applicant in assessing the risk in granting the unsecured loans. As at 31 March 2023 and 2022, all the unsecured loans are small loans (i.e. with loan amount smaller than HK\$50,000).

The Group would perform annual review of the documents and searches of the borrowers, the security providers (if applicable) and/or the charged assets (if applicable), including but not limited to identity proof (identity card, certificate of incorporation business registration certificate and/or latest annual return), address proof, and such other documents obtained by conducting public searches, and the financial report of the charged assets. In additional, a monthly site visit would be performed to ensure the company is in normal operation. Reminder has been sent monthly for any overdue instalments.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk (Continued)

Loan receivables (Continued)

The Group assesses allowance for credit losses on loan receivables individually based on historical credit loss experience of the customers as well as fair value of the collateral pledged by the customers and adjusted for forward-looking information. As at 31 March 2023, the balance of allowance for credit losses in respect of loan receivables were approximately HK\$15,964,000 (2022: HK\$16,205,000). Movements in allowance for credit losses are disclosed in note 24 to the consolidated financial statements.

The Group has concentration of credit risk as 14% (2022: 87%) and 43% (2022: 90%) of the total loan receivables was due from the Group's largest customer and the five largest customers respectively.

Trade receivables

The Group's trade receivables are mainly due from brokers, dealers and clearing house and customer from equine business. The Group applies simplified approach under ECL model in assessing the lifetime ECL for trade receivables. The Group assesses trade receivables with shared credit risk characteristics with the use of provision matrix and assesses trade receivables with significant balances and credit-impaired individually.

For trade receivables due from reputable brokers, dealers and clearing houses, which are governed by regulators such as Hong Kong Securities and Futures Commission (the "SFC"), the directors consider the credit risk of these trade receivables to be low as the counterparties do not have defaults in the past and therefore the average expected credit loss rate is assessed to be immaterial and no provision was made for the reporting period.

For trade receivables due from customers of equine business, the Group assesses allowance for credit losses collectively based on provision matrix. The trade receivables are grouped based on shared credit risk characteristics by reference to past default experience and current past due exposure of the customer. The estimated loss rates are estimated based on historical observed default rates over the expected life of the customers and are adjusted for forward-looking information. The grouping is regularly reviewed by the directors of the Company to ensure relevant information about specific customers are updated. As at 31 March 2023, the balance of allowance for credit losses in respect of trade receivables were approximately HK\$1,735,000 (2022: HK\$4,085,000). Movements in allowance for credit losses are disclosed in note 26 to the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and average expected loss rate for trade receivables from equine business that are not credit-impaired under provision matrix for the year ended 31 March 2023 and 2022:

	2023		
	Average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
61-90 days past due	77.8	766	596

	2022		
	Average expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
0-30 days past due	44.4	198	88

The Group has concentration of credit risk as 41% (2022: 46%) and 100% (2022: 100%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

Trade receivables which were credit-impaired with gross carrying amount of approximately HK\$1,139,000 (2022: HK\$3,997,000) were assessed individually because there were breach of contract, such as a default or past due event.

Advances to customers in margin financing

In order to minimise the credit risk of advances to customers in margin financing, the directors of the Company have appointed a working team of authorised persons who are charged with the responsibility of accepting new customers, approving credit limit for each customer, approving shares acceptable for margin financing and setting stock margin ratio for each approved share.

The working team manages and analyses the credit risk for each of its new and existing clients before standard payment terms and conditions are offered. If there is no independent rating, the Group assesses the credit quality of the customer based on the customer's financial position, past experience and other factors.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk (Continued)

Advances to customers in margin financing (Continued)

For approving shares acceptable for margin financing, the working team will update the approved share list bimonthly, and will revise as and when deemed necessary. They will further prescribe from time to time lending limits on individual share or on any individual customer and his/her associates.

The working team is also responsible for overall monitoring of the credit risk of its customers and will make margin call to those customers who trade exceed their respective limits. Any such excess is required to be made good within two days for securities and the next day for futures of the deficiency report. The deficiency report will be monitored daily by the Group's compliance officer and responsible officers. Failure to meet margin calls may result in the liquidation of the customers' positions. For each individual other loans and advances, the working team will closely monitor financial position of the debtors and guarantors, and for the loans with collateral pledged to the Group, they will ensure sufficient collateral was received and to maintain an acceptable loan to collateral value ratio.

The Group assesses allowance for credit losses on advances to customers in margin financing individually based on historical credit loss experience of the customers as well as the fair value of the collateral pledged by the customers and adjusted for forward-looking information. As at 31 March 2023, the balance of allowance credit losses in respect of advances to customers in margin financing were approximately HK\$17,970,000 (2022: HK\$10,259,000). Movements in allowance for credit losses are disclosed in note 27 to the consolidated financial statements.

The Group has concentration of credit risk as 18% (2022: 12%) and 61% (2022: 51%) of the total advances to customers in margin financing was due from the Group's largest customer and the five largest customers respectively.

Other assets, deposits and other receivables

The credit quality of other assets, deposits and other receivables have been assessed with reference to historical information about the counterparties default rates of the counterparties. The directors are of the opinion that the credit risk of these amounts are low and therefore the average expected credit loss rate is assessed to be immaterial and no provision was made for the reporting period.

Cash and bank balances and cash held on behalf of customers

Credit risk on cash and bank balances and cash held on behalf of customers are limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies and the ECL on bank balances are considered to be insignificant.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate promissory notes and loan receivables. The Group is also exposed to cash flow interest rate risk in relation to variable-rate cash and cash equivalents, cash held on behalf of customers and advances to customers in margin financing.

In the case that the interest rates increase/decrease by 1% (2022: 1%), with all other variables held constant, loss for the year ended 31 March 2023 would have been decrease/increase by approximately HK\$1,213,000 (2022: HK\$1,744,000).

Foreign currency risk

The Group operates in Hong Kong and Australia. The Group is exposed to foreign currency risk from commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the Group entity's functional currency.

The Group engages in equine business in Australia through its local subsidiaries with Australian Dollars ("AUD") as their functional currency. At 31 March 2023, these Australia subsidiaries are not exposed to foreign currency risk as their monetary assets and liabilities are denominated in AUD.

The other entities within the Group with Hong Kong dollar as their functional currency have commercial transactions and monetary assets and liabilities that are denominated in United States Dollar ("US\$") and other foreign currencies. Since HK\$ is pegged to US\$, the Group does not expect any significant movement in HK\$/US\$ exchange rate and there is no significant foreign currency risk exposure with respect to US\$. Given that the aggregate amount monetary assets and liabilities denominated in other foreign currencies are minimal, the foreign currency risk exposure with respect to other foreign currencies is not significant.

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with its financial liabilities. As part of the measures to safeguard liquidity, the Group has diversified the funding sources and spacing out the maturity dates.

A number of the Group's activities in Hong Kong are subject to various statutory liquidity requirements as prescribed by the SFC in accordance with the Hong Kong Securities and Futures Ordinance (the "SFO").

The Group has also put in place a monitoring system to ensure that it maintains adequate liquid capital to fund its business commitments and to comply with relevant liquid capital requirements under the SFO.

The Group closely monitors its liquidity risk by performing periodic reviews and evaluations of its liquidity with regard to the industry characteristics, market conditions, business strategies and changes in the Group's state of affairs and adjusting the current and non-current portions of the Group's debt portfolio on a proper and timely basis. In addition, the Group aims to ensure continuity of funds and flexibility through the use of various means of financing and by keeping committed facilities available.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted cash flows, are as follows:

	Effective interest rate %	Within 1 year HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flow HK\$'000	Carrying amount HK\$'000
2023						
Non-derivative financial liabilities						
Trade payables		57,468	-	-	57,468	57,468
Accruals and other payables		33,970	-	-	33,970	33,970
Amounts due to related companies		589	-	-	589	589
Promissory notes	16.21	-	152,154	-	152,154	115,523
Lease liabilities	7.70-13.46	2,304	3,060	-	5,364	4,573
		94,331	155,214	-	249,545	212,123
2022						
Non-derivative financial liabilities						
Trade payables		58,887	-	-	58,887	58,887
Accruals and other payables		39,941	-	-	39,941	39,941
Amounts due to related companies		994	-	-	994	994
Promissory notes	10.38	-	200,703	-	200,703	167,382
Lease liabilities	7.70-12.34	1,168	144	-	1,312	1,256
		100,990	200,847	-	301,837	268,460

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

5. FINANCIAL INSTRUMENTS *(Continued)*

(c) Fair value of financial instruments

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis were not materially different from their carrying amounts which are carried at amortised cost as at 31 March 2023 and 2022.

6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The directors of the Company actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders through the optimisation of the debt afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from prior years.

The Group is not subject to any externally imposed capital requirements except for certain subsidiaries, which engaged in securities and futures dealings and broking, nominee and custodian services, leveraged foreign exchange trading, and fund management, are regulated entities under the SFO and are required to comply with certain capital requirement according to the SFO.

During the year, the subsidiaries of the Group which are subject to minimum capital requirements imposed by the SFO, complied with all the minimum capital requirements.

During the years ended 31 March 2023 and 2022, the capital structure of the Group mainly consists of debts, which include promissory notes and lease liabilities and equity attributable to owners of the Company, comprising issued capital and reserves. The directors of the Company consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The ratio is calculated as borrowings divided by total equity.

The Group aims to maintain the gearing ratio at a reasonable level.

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Borrowings	120,096	168,638
(Capital deficiency)/total equity	(32,705)	68,667
Gearing ratio	n/a	246%

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

7. REVENUE

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Revenue within the scope of HKFRS 15 (Note):		
<i>Revenue from financial services</i>		
Fees and commission income:		
– Securities	6,548	12,748
– Futures	5	293
– Fund and bond	100	76
– Asset management fee income	60	60
	6,713	13,177
<i>Revenue from equine services</i>		
Stallions service income	3,766	8,580
<i>Revenue from cryptocurrency business</i>		
Sales of cryptocurrency	10,552	12,854
	21,031	34,611
Revenue outside the scope of HKFRS 15:		
Interest income from cash and margin clients	5,204	10,558
Interest income from loan receivables	2,387	6,796
Rental income	1,651	1,726
	9,242	19,080
	30,273	53,691

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

7. REVENUE (Continued)

Note:

Revenue within the scope of HKFRS 15:

	2023 HK\$'000	2022 HK\$'000
Recognised at a point in time	20,971	34,551
Recognised over time	60	60
	21,031	34,611

8. SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the directors of the Company, being the chief operating decision maker (the “**CODM**”), for the purpose of monitoring segment performance and allocating resources between segments and that are used to make strategic decisions.

The Group has four operating and reportable segments – cryptocurrency business, financial service operations, equine service operations and properties investment operations. The segmentations are based on the information about the operations of the Group that the directors of the Company uses to make decisions.

The Group’s operating and reportable segments are strategic business units that operate different activities. They are managed separately because each business has different markets and requires different marketing strategies.

Particulars of the Group’s operating and reportable segments are summarised as follows:

Cryptocurrency business	– Mining and sales of cryptocurrency
Financial services	– provision of securities and futures brokerage, provision of margin financing, asset management services and custodian services to customers and engaging in money lending business
Equine services	– provision of stallion services and investment in stallions
Properties investment	– rental income from investment properties in Australia

No operating segments have been aggregated in arriving at the reportable segments of the Group. Segment revenue reported as follow represents revenue generated from external customers. There was no inter-segment revenue for both years.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

8. SEGMENT INFORMATION *(Continued)*

Segment results represent (loss incurred)/profit earned by each segment without allocation of central administrative expenses including directors' emoluments, certain other operating income, certain other gains and losses, certain administrative expenses and certain finance costs. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

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

- all assets are allocated to operating segments other than certain right-of-use assets, certain property, plant and equipment, certain prepayments, deposits and other receivables, certain cash and cash equivalents and tax recoverable that are not attributable to individual segments. Assets used jointly by individual segments are allocated on the basis of the revenues earned by individual segments; and
- all liabilities are allocated to operating segments other than promissory notes, certain accruals and other payables, certain lease liabilities that are not attributable to individual segments. Liabilities for which segments are jointly liable are allocated in proportion to segment assets.

For the year ended 31 March 2023

	Cryptocurrency business <i>HK\$'000</i>	Equine services <i>HK\$'000</i>	Financial services <i>HK\$'000</i>	Properties investment <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment revenue	10,552	3,766	14,304	1,651	30,273
Segment results	(65,902)	1,617	(15,479)	1,962	(77,802)
Unallocated corporate income					333
Unallocated finance costs					(15,333)
Unallocated corporate expenses					(26,657)
Loss before taxation					(119,459)

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

8. SEGMENT INFORMATION *(Continued)*

For the year ended 31 March 2023

Amounts included in the measurement of segment profit or loss or segment assets are as follows:

	Cryptocurrency business <i>HK\$'000</i>	Equine services <i>HK\$'000</i>	Financial services <i>HK\$'000</i>	Properties investment <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Impairment losses recognised in respect of						
– Cryptocurrency	(25,219)	-	-	-	-	(25,219)
– Property, plant and equipment	(11,296)	-	(998)	-	(1,304)	(13,598)
– Right-of-use assets	-	-	(118)	-	(3,993)	(4,111)
Impairment losses under expected credit loss model, net of reversal						
– advances to customers in margin financing	-	-	(7,711)	-	-	(7,711)
– trade receivables	-	821	-	-	-	821
– loan receivables	-	-	178	-	-	178
Loss on early redemption of promissory notes	-	-	-	-	(5,678)	(5,678)
Loss on the Incident <i>(note 19)</i>	(22,412)	-	-	-	-	(22,412)
Loss on written-off of property, plant and equipment	-	-	(45)	-	-	(45)
Realised loss on derecognition of cryptocurrencies	(1)	-	-	-	-	(1)
Depreciation of						
– property, plant and equipment	(4,120)	(184)	(1,030)	-	(655)	(5,989)
– right-of-use assets	-	-	(224)	-	(1,686)	(1,910)
Finance costs	-	-	(33)	-	(15,333)	(15,366)
Fair value change of biological assets	-	(1,562)	-	-	-	(1,562)
Fair value gain on investment property	-	-	-	725	-	725
Addition to property, plant and equipment	-	-	88	-	-	88
Addition to right-of-use assets	-	-	-	-	4,958	4,958

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

8. SEGMENT INFORMATION (Continued)

As at 31 March 2023

	Cryptocurrency business <i>HK\$'000</i>	Equine services <i>HK\$'000</i>	Financial services <i>HK\$'000</i>	Properties investment <i>HK\$'000</i>	Unallocated	Total <i>HK\$'000</i>
Segment assets	11,659	4,252	120,378	42,163	6,952	185,404
Segment liabilities	1,790	15,910	73,291	6,224	120,894	218,109

For the year ended 31 March 2022

	Cryptocurrency business <i>HK\$'000</i>	Equine services <i>HK\$'000</i>	Financial services <i>HK\$'000</i>	Properties investment <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment revenue	12,854	8,580	30,531	1,726	53,691
Segment results	(46,777)	617	(28,363)	3,575	(70,948)
Unallocated corporate income					326
Unallocated finance costs					(18,133)
Unallocated corporate expenses					(16,499)
Loss before taxation					(105,254)

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

8. SEGMENT INFORMATION (Continued)

	Cryptocurrency business HK\$'000	Equine services HK\$'000	Financial services HK\$'000	Properties investment HK\$'000	Unallocated HK\$'000	Total HK\$'000
Impairment losses recognised in respect of						
– Cryptocurrency	(6,850)	–	–	–	–	(6,850)
– Property, plant and equipment	(33,473)	–	–	–	–	(33,473)
– Intangible assets	–	(312)	–	–	–	(312)
Impairment losses under expected credit loss model, net of reversal						
– advances to customers in margin financing	–	–	(8,757)	–	–	(8,757)
– trade receivables	–	(285)	–	–	–	(285)
– loan receivables	–	–	(8,621)	–	–	(8,621)
Provision for litigation claims	–	–	(14,533)	–	–	(14,533)
Realised gain on derecognition of cryptocurrency	2,930	–	–	–	–	2,930
Depreciation of						
– property, plant and equipment	–	(199)	(764)	–	(981)	(1,944)
– right-of-use assets	–	–	(225)	–	(1,730)	(1,955)
Amortisation of intangible assets	–	(104)	–	–	–	(104)
Finance costs	–	–	(59)	–	(18,133)	(18,192)
Fair value change of biological assets	–	(1,991)	–	–	–	(1,991)
Fair value gain on investment property	–	–	–	2,474	–	2,474
Addition to property, plant and equipment	124,011	–	61	–	–	124,072

As at 31 March 2022

	Cryptocurrency business HK\$'000	Equine services HK\$'000	Financial services HK\$'000	Properties investment HK\$'000	Unallocated HK\$'000	Total HK\$'000
Segment assets	83,003	19,299	187,148	46,103	8,022	343,575
Segment liabilities	832	20,923	77,064	6,709	169,380	274,908

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

8. SEGMENT INFORMATION *(Continued)*

Segment revenue reported above represents revenue generated from external customers. There was no inter-segment revenue in the year.

Information about major customers

No revenues from transactions with external customers accounted for 10% or more of the Group's total revenue for the years ended 31 March 2023 and 2022.

Geographical analysis

The geographical location of revenue is based on the location of the operations:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Australia	5,417	10,306
Hong Kong	24,856	43,385
	30,273	53,691

The geographical location of non-current assets other than financial assets is based on the physical location of assets.

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Hong Kong	500	5,507
Australia	41,988	48,114
Kazakhstan	810	44,587
The PRC	1,064	11,020
	44,362	109,228

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

9. OTHER OPERATING INCOME

	2023 HK\$'000	2022 HK\$'000
Bank interest	474	2
Sundry income	329	1,639
Imputed interest income on rental deposit	64	66
Government grant (Note)	1,027	–
Bad debt recovered	–	64
	1,894	1,771

Note: During the year ended 31 March 2023, the Group recognised government grants of approximately HK\$1,027,000 (2022: HK\$Nil) in respect of COVID-19 related subsidies provided by Hong Kong government. There were no unfulfilled conditions or contingencies relating to these government grants.

10. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	2023 HK\$'000	2022 HK\$'000
Impairment losses under expected credit loss model, net of reversal		
– Advances to customers in margin financing	7,711	8,757
– Trade receivables	(821)	285
– Loan receivables	(178)	8,621
	6,712	17,663

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

11. OTHER GAINS AND LOSSES

	2023 HK\$'000	2022 HK\$'000
Impairment losses recognised in respect of:		
– Cryptocurrency	25,219	6,850
– Property, plant and equipment	13,598	33,473
– Intangible assets	–	312
– Right-of-use assets	4,111	–
Loss on early redemption of promissory notes (<i>note 34</i>)	5,678	–
Net foreign exchange loss/(gain)	98	(92)
Reversal in respect of provision of reinstatement cost	–	(906)
Realised loss/(gain) on derecognition of cryptocurrencies (<i>Note</i>)	1	(2,930)
Fair value gain on investment property	(725)	(2,474)
Loss on written-off of property plant and equipment	45	–
Gain on disposal of biological asset	(56)	–
Loss on the Incident (<i>note 19</i>)	22,412	–
	70,381	34,233

Note: During the year ended 31 March 2022, the Group entered into agreements with third parties (the “Former Service Providers”), which to the best of the Company’s directors’ knowledge, information and belief, having made all reasonable enquiries, the Former Service Providers are independent third parties, in relation to the acquisition of certain cryptocurrency mining equipment from and the provision of relocation service of the cryptocurrency mining equipment to Kazakhstan by and cryptocurrency miner operating services by the Former Service Providers.

During the year ended 31 March 2023, subsequent to the expiry of the agreements with the Former Service Providers, the Group entered into a new agreement with another third party (the “New Service Provider”), which to the best of the Company’s directors’ knowledge, information and belief, having made all reasonable enquiries, the New Service Provider is an independent third party, in relation to providing cryptocurrency miner operating services.

During the year ended 31 March 2023, the Group used cryptocurrency with the cost of approximately HK\$1,048,000 to settle certain of its accounts payable to the Former Service Providers and the New Service Provider amounted to approximately HK\$1,047,000 in aggregate, resulting a realised loss on derecognition of cryptocurrency of approximately HK\$1,000.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

11. OTHER GAINS AND LOSSES (Continued)

Note: (Continued)

During the year ended 31 March 2022, the Group used cryptocurrency with the cost of approximately HK\$6,396,000 to settle certain of its payables to one of the Former Service Providers for certain deposits paid, tariffs and transportation costs for relocating cryptocurrency mining equipment and cryptocurrency miner operating costs with amount of approximately HK\$8,152,000 in aggregate, resulted a realised gain on derecognition of cryptocurrency of approximately HK\$1,756,000.

During the year ended 31 March 2022, the Group used cryptocurrency with the cost of approximately HK\$3,567,000 to settle certain of its consideration payables to one of the Former Service Providers for the acquisition of certain cryptocurrency mining equipment amounted to approximately HK\$4,741,000, resulted a realised gain on derecognition of cryptocurrency of approximately HK\$1,174,000.

The realised gain on derecognition of cryptocurrency represented the difference between the Group's cost and the market value of the cryptocurrency at the time of settlement of the payables to both the New Service Provider and the Former Service Providers.

12. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Effective interest expense on promissory notes (note 34)	14,931	17,914
Interest on lease liabilities	435	278
	15,366	18,192

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

13. LOSS BEFORE TAXATION

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

	2023 HK\$'000	2022 HK\$'000
Direct costs:		
– Cost of stud farm	–	534
– Fee and charges of securities brokerage	1,960	3,248
– Cost of cryptocurrency sold (<i>note 25</i>)	10,506	12,114
Sub-total	12,466	15,896
Employee benefit expenses (including directors' remuneration):		
– Directors' emoluments (<i>note 15(a)</i>)	5,394	5,565
– Other staff's salaries and other benefits	12,514	14,075
– Other staff's retirement benefit scheme contributions	431	531
Sub-total	18,339	20,171
Auditors' remuneration for:		
– Audit services	800	950
– Non-audit services	100	320
Sub-total	900	1,270
Depreciation of property, plant and equipment (<i>note 19</i>)	21,895	36,875
Less: Depreciation expense capitalised in cryptocurrency	(15,906)	(34,931)
	5,989	1,944
Amortisation of intangible asset (<i>note 17</i>)	–	104
Provision for litigation claims (<i>note 32</i>)	–	14,533
Tariff and transportation cost for relocating of cryptocurrency mining equipment (<i>Note</i>)	–	7,085
Depreciation of right-of-use assets (<i>note 20</i>)	1,910	1,955
Gross rental income from investment properties	(1,651)	(1,726)
Less:		
Direct operating expenses incurred for investment properties that generated rental income during the year	321	619
	(1,330)	(1,107)

Note: Approximately HK\$6,971,000 of the tariff and transportation cost for relocation of cryptocurrency mining equipment was settled by cryptocurrency (*note 11*) and remaining settled by cash during the year ended 31 March 2022.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

14. INCOME TAX (CREDIT)/EXPENSE

	2023 HK\$'000	2022 HK\$'000
Current tax:		
– Other than Hong Kong	–	167
Over-provision in prior years:		
– Hong Kong Profits Tax	(2,054)	–
Deferred tax	217	742
Income tax (credit)/expense	(1,837)	909

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity are taxed at 8.25%, and profits above HK\$2,000,000 are taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime are taxed at a flat rate of 16.5%.

Taxation arising in other jurisdictions in which the Group operates is calculated on the estimated assessable profits for the year at the rates prevailing in the relevant jurisdictions.

The Group's cryptocurrency business is subject to Hong Kong Profits Tax for the years ended 31 March 2023 and 2022, of which the Group recorded a tax loss of approximately HK\$6,973,000 (2022: HK\$17,621,000). Accordingly, no tax expense and provision was made for the cryptocurrency business for the years ended 31 March 2023 and 2022. The tax loss is not yet agreed by the Hong Kong Inland Revenue Department up to the date of approval of the consolidated financial statements.

Income tax (credit)/expense for the years can be reconciled to the loss before taxation per the consolidated statement of profit or loss as follows:

	2023 HK\$'000	2022 HK\$'000
Loss before taxation	(119,459)	(105,254)
Tax credit at the Hong Kong Profits Tax rate of 16.5%	(19,711)	(17,367)
Tax effect of income not taxable for tax purposes	(312)	(730)
Tax effect of expenses not deductible for tax purposes	12,076	10,020
Tax effect of different tax rates for subsidiaries operating in other jurisdictions	323	1,100
Over-provision in prior years	(2,054)	–
Tax effect of tax losses not recognised	8,481	8,210
Utilisation of tax losses previously not recognised	(640)	(324)
Income tax (credit)/expense	(1,837)	909

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

(a) Directors' emoluments

The emoluments paid or payable to each director for the years ended 31 March 2023 and 2022 were as follows:

	Director fee		Salaries and other benefits		Retirement benefits scheme contributions		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Executive directors (Note)								
Mr. Cheng	-	-	430	430	18	18	448	448
Ms. Cheng Mei Ching	-	-	1,806	1,806	18	18	1,824	1,824
Mr. Lui Man Wah	-	-	1,872	1,872	18	18	1,890	1,890
Mr. Chim Tak Lai ¹	-	-	780	710	18	17	798	727
Mr. Choi Hon Keung ²	-	-	74	316	-	-	74	316
	-	-	4,962	5,134	72	71	5,034	5,205
Independent non-executive directors								
Mr. Chan Tin Lup, Trevor	120	120	-	-	-	-	120	120
Mr. Tou Kin Chuen	120	120	-	-	-	-	120	120
Mr. Jim Ka Shun ³	110	120	-	-	-	-	110	120
Mr. Hong Haiji ⁴	10	-	-	-	-	-	10	-
	360	360	-	-	-	-	360	360
Total	360	360	4,962	5,134	72	71	5,394	5,565

¹ Appointed as an executive director on 6 May 2021.

² Appointed as an executive director on 2 June 2021 and resigned as an executive director on 15 June 2022.

³ Resigned as an independent non-executive director on 27 February 2023.

⁴ Appointed as an independent non-executive director on 27 February 2023.

Note: The executive directors were also the key management personnel of the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

(Continued)

(b) Five highest paid employees

Of the five individuals with the highest emoluments in the Group, three (2022: three) were directors of the Company whose emoluments are included in (a) above. The emoluments of the remaining two (2022: two) individuals were as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries and other benefit	1,946	1,879
Retirement benefit scheme contributions	36	36
	1,982	1,915

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	2023	2022
Nil – HK\$1,000,000	1	1
HK\$1,000,001 – HK\$1,500,000	1	1
	2	2

During the years ended 31 March 2023 and 2022, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group.

There was no arrangement under which the directors and five highest paid individuals waived or agreed to waive any remuneration during both years.

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

16. DIVIDEND

No dividend was paid, declared or proposed by the board of directors of the Company for the year ended 31 March 2023 (2022: HK\$Nil).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

17. LOSS PER SHARE

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

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Loss for the year attributable to owners of the Company for the purposes of basic and diluted loss per share	(117,622)	(106,163)

	2023 <i>'000</i>	2022 <i>'000</i>
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	2,284,255	2,275,007

In calculating diluted loss per share, no adjustment was made in respect of the share options outstanding during the year ended 31 March 2022 as these share options were anti-dilutive during the year.

No diluted loss per share for the year ended 31 March 2023 were presented as there were no potential ordinary shares in issue.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

18. INTANGIBLE ASSETS

	Trading right (Note a) HK\$'000	Breeding right (Note b) HK\$'000	Total HK\$'000
Cost			
At 1 April 2021	500	2,531	3,031
Foreign currency realignment	–	(18)	(18)
At 31 March 2022 and 1 April 2022	500	2,513	3,013
Disposal	–	(2,293)	(2,293)
Foreign currency realignment	–	(220)	(220)
At 31 March 2023	500	–	500
Accumulated amortisation and impairment loss			
At 1 April 2021	–	2,103	2,103
Charge for the year	–	104	104
Impairment loss recognised during the year	–	312	312
Foreign currency realignment	–	(6)	(6)
At 31 March 2022 and 1 April 2022	–	2,513	2,513
Disposal	–	(2,293)	(2,293)
Foreign currency realignment	–	(220)	(220)
At 31 March 2023	–	–	–
Carrying amount			
At 31 March 2023	500	–	500
At 31 March 2022	500	–	500

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

18. INTANGIBLE ASSETS *(Continued)*

Notes:

- (a) *The Group's eligibility rights to trade on or through the Stock Exchange and the Hong Kong Futures Exchange Limited at carrying amount of HK\$500,000 is considered to have indefinite useful lives, accordingly it is not amortised.*

- (b) *Golden Horn (GB) – Syndicated Breeding Rights, were purchased on the 9 December 2015, at a price of GBP200,000, which amounted to approximately AUD427,000 at date of purchase. At the date of purchase the stallion was 4 years old and it was estimated that a stallion would serve until 20 years old. In prudence, the directors of the Company has estimated its useful life to be 10 years. Golden Horn (GB) was disposed by its owner during the year ended 31 March 2023 and the related syndicated breeding right was lost pursuant to the related terms of the purchase agreement of the syndicated breeding rights of Golden Horn (GB).*

Impairment testing of breeding rights

During the year ended 31 March 2022, the Group has fully impaired the carrying value of the breeding right of Golden Horn (GB) by approximately HK\$312,000 as there was no breeding by the Group or sales of the breeding right entitled by the Group in the market in the recent years. The directors of the Company was of the opinion that the recoverable amounts of this breeding right as at 31 March 2022 was insignificant.

The fair value of breeding right was measured based on Level 3 hierarchy by using income approach with reference to the service fee, progeny's sales, performance in the last 12 months and the exposure rate.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

19. PROPERTY, PLANT AND EQUIPMENT

	Cryptocurrency mining equipment (Note (i)) HK\$'000	Leasehold improvement HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Yacht HK\$'000	Total HK\$'000
Cost						
At 1 April 2021	–	11,520	4,307	3,165	30,128	49,120
Additions (Note (ii))	124,011	–	61	–	–	124,072
Foreign currency realignment	–	–	–	(15)	–	(15)
At 31 March 2022 and 1 April 2022	124,011	11,520	4,368	3,150	30,128	173,177
Additions	–	–	88	–	–	88
Written-off	–	(666)	(70)	–	–	(736)
Loss on the Incident (Note (iii))	(77,524)	–	–	–	–	(77,524)
Foreign currency realignment	–	–	–	(225)	–	(225)
At 31 March 2023	46,487	10,854	4,386	2,925	30,128	94,780
Accumulated depreciation and impairment loss						
At 1 April 2021	–	6,724	3,475	2,697	30,128	43,024
Charge for the year	34,931	1,424	321	199	–	36,875
Foreign currency realignment	–	–	–	(8)	–	(8)
Impairment loss recognised during the year	33,473	–	–	–	–	33,473
At 1 April 2022	68,404	8,148	3,796	2,888	30,128	113,364
Charge for the year	20,025	1,478	207	185	–	21,895
Written-off	–	(639)	(52)	–	–	(691)
Loss on the Incident (Note (iii))	(55,112)	–	–	–	–	(55,112)
Foreign currency realignment	–	–	–	(201)	–	(201)
Impairment loss recognised during the year	11,296	1,867	435	–	–	13,598
At 31 March 2023	44,613	10,854	4,386	2,872	30,128	92,853
Carrying amount						
At 31 March 2023	1,874	–	–	53	–	1,927
At 31 March 2022	55,607	3,372	572	262	–	59,813

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

19. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (i) As at 31 March 2023, cryptocurrency mining equipment with carrying amount of approximately HK\$562,000 (HK\$11,020,000) has not put into operation and pending to relocate to operation facility or under operation planning. Up to the date of the approval and authorisation to issue of the consolidated financial statements, all cryptocurrency mining equipment was moved to Kazakhstan and has been put into operation.
- (ii) During the year ended 31 March 2022, the Group acquired certain cryptocurrency mining equipment by allotting and issuing 112,522,768 new ordinary shares. The fair values of these equipment at the dates of acquisition by the Group amounted to approximately HK\$100,262,000 in aggregate, which were determined with reference to valuations performed by independent professional valuers. The fair values of the cryptocurrency mining equipment were arrived at by using direct comparison method, which was based on recent transaction prices for similar equipment and adjusted for configuration and condition of the equipment. The adjusted market value ranged from RMB24,644 to RMB64,641 per equipment (note 37).
- (iii) During the year ended 31 March 2023, the Group has been informed by one of the Former Service Providers that certain cryptocurrency mining equipment belonging to the Group and kept by that service provider has been stolen (the "Incident"). Details of the Incident were set out in the Company's announcement dated 9 December 2022. The Group had informed the relevant Kazakhstan law enforcement unit in December 2022 for the Incident. The related Kazakhstan law enforcement unit has completed the investigation of the Incident and is in the process of executing prosecution to the offender who has left Kazakhstan as reported by the Kazakhstan law enforcement unit. In preparing the consolidated financial statements of the Group, the directors of the Company have also sought legal opinions from a Kazakhstan legal advocate regarding the Incident (the "Legal Opinions"). According to the Legal Opinions, the Kazakhstan legal advocate is of the opinion that with reference to the Kazakhstan law enforcement unit, there is no information available for the whereabouts of the stolen cryptocurrency mining equipment and their current conditions. It is highly uncertain for the Group to recover the stolen cryptocurrency mining equipment up to the date of the approval and authorisation to issue of the consolidated financial statements. Having considered the Legal Opinions, the directors of the Company have recognised a loss from the Incident of approximately HK\$22,412,000 during the year ended 31 March 2023.

Impairment assessment

At the end of the reporting period, the directors of the Company reviewed the carrying amounts of its property, plant and equipment including the cryptocurrency mining equipment to determine whether there was any indication that those assets had suffered an impairment loss. The management of the Group has engaged a firm of independent professional valuers, to perform valuations on the cryptocurrency mining equipment as at 31 March 2023 and 2022. The valuers have adopted the market approach to perform the valuation which was based on the recent market prices of the cryptocurrency mining equipment and made adjustments in respect of, among others, the hash rate and depreciation to align with the Group's cryptocurrency mining equipment. The Group's impairment assessment on cryptocurrency mining equipment and the recognition of the impairment loss was made based on the valuation report prepared by the independent professional valuers. The adjusted market value used ranged from RMB1,261 to RMB5,585 (2022: RMB16,500 to RMB39,100) per equipment. The fair value measurement is categorised into Level 3 fair value hierarchy. The relevant assets were impaired to their recoverable amount of approximately HK\$1,874,000 (2022: HK\$55,607,000) which were their carrying values at 31 March 2023 and 2022 and impairment loss of approximately HK\$11,296,000 (2022: HK\$33,473,000) was recognised in consolidated profit or loss during the year ended 31 March 2023.

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For the year ended 31 March 2023

19. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Impairment assessment *(Continued)*

In addition, due to continued losses for different segments of the group, the Group conducted impairment assessment to compare the carrying amount of the corporate assets including leasehold improvement, furniture, fixtures and office equipment and right-of-use assets of approximately HK\$1,867,000, HK\$435,000 and HK\$4,111,000 to its recoverable amount. The recoverable amount has been determined based on its value-in-use. The Group determined there will be no recoverable amount for the corporate assets and recognised impairment loss on leasehold improvement, furniture, fixtures and office equipment and right-of-use assets of approximately HK\$1,867,000, HK\$435,000 and HK\$4,111,000 for the year ended 31 March 2023.

20. RIGHT-OF-USE ASSETS

	Leased properties	
	<i>HK\$'000</i>	
At 1 April 2021		
Carrying amount		3,018
Depreciation charge for the year		(1,955)
At 31 March 2022 and 1 April 2022		
Carrying amount		1,063
Additions		4,958
Depreciation charge for the year		(1,910)
Impairment loss recognised during the year <i>(note 19)</i>		(4,111)
At 31 March 2023		
Carrying amount		–
	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
Total cash outflows for leases	1,897	2,415

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. 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.

As at 31 March 2023 and 2022, the Group did not enter into new leases that have not yet commenced.

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21. INVESTMENT PROPERTIES

The Group leased out certain land and farm in Australia under operating leases with lease term until 2026. The lease with rentals receivable of approximately HK\$1,651,000 (2022: HK\$1,764,000) per annum is leased to a party which to the directors of the Company's best knowledge, information, belief and having made all reasonable enquires, was an independent third party to the Group.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities which contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

	<i>HK\$'000</i>
At 1 April 2021	43,240
Fair value gain	2,474
Foreign currency realignment	(250)
At 31 March 2022 and 1 April 2022	45,464
Fair value gain	725
Foreign currency realignment	(4,838)
At 31 March 2023	41,351

The Group's investment properties are situated on freehold land and located in Australia.

	Fair value measurement categorised into			Total
	Level 1	Level 2	Level 3	
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
At 31 March 2023				
<i>Recurring fair value measurement</i>				
Investment properties located				
outside Hong Kong	–	–	41,351	41,351
At 31 March 2022				
<i>Recurring fair value measurement</i>				
Investment properties located				
outside Hong Kong	–	–	45,464	45,464

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

21. INVESTMENT PROPERTIES *(Continued)*

During the years ended 31 March 2023 and 2022, there were no transfers between Levels 1 and 2, or transfers into or out of Level 3.

The fair values of the Group's investment properties as at 31 March 2023 and 2022 have been arrived at on the basis of a valuation carried out by Sutherland Farrelly Pty Ltd, who are members of Certified Practising Valuer and Certified Estate Agent member of the Real Estate of Victoria and a firm of independent qualified professional valuers not connected to the Group. The directors of the Company works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

At the end of the reporting period, the directors of the Company discussed with the independent qualified professional valuers about the appropriate valuation techniques and key inputs for Level 3 fair value measurements.

The fair value of the investment properties was determined at the end of each reporting period based on direct comparison method. Direct comparison method assumes the property is capable of being sold in its existing state with the benefit of vacant possession which include farm & vet equipment and by making reference to comparable property sales evidence as available in the relevant markets on a price per hectare basis. There has been no change from the valuation technique used in the prior year.

Investment properties held by the Group	Fair value 2023 <i>HK\$000</i>	Fair value 2022 <i>HK\$000</i>	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Sensitivity
Investment properties – Farmland and farm & vet equipment	41,351	45,464	Level 3	Direct comparison approach	Market price of AUD36,000/ hectare (2022: AUD35,000/ hectare)	The higher market price, the higher fair value, and vice versa

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22. OTHER ASSETS

	2023 HK\$'000	2022 HK\$'000
At cost:		
<i>Deposits with the Stock Exchange:</i>		
Compensation fund	50	50
Fidelity fund	50	50
Stamp duty	75	75
Contributions to the Central Clearing and Settlement System Guarantee Fund	50	50
Admission fees paid to Hong Kong Securities Clearing Company Limited	50	50
	275	275

23. BIOLOGICAL ASSETS

The Group is holding quality stallions and provides horse breeding services and is engaged in the rearing of bloodstocks for trading and racing in Australia. The quantity and value of stallions and bloodstocks owned by the Group at the end of the reporting period are shown below.

	2023		2022	
	<i>No. of horses</i>	<i>HK\$'000</i>	<i>No. of horses</i>	<i>HK\$'000</i>
Current assets				
Bloodstocks				
– Colts	–	–	1	–
Non-current assets				
Stallions	7	584	9	2,388
Total biological asset, at fair value	7	584	10	2,388

Stallions represent adult male horses that have not been castrated and are held for breeding purpose. Stallions are classified as non-current assets as the Group has no intention to sell these stallions in the foreseeable future.

Bloodstocks represent thoroughbred racing horses held primarily for trading purpose and are classified as current assets.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

23. BIOLOGICAL ASSETS (Continued)

No (2022: Nil) live foal was born during the year which would have been recognised as Bloodstocks and there is no other output of agricultural products (2022: Nil) during the year.

	2023 Bloodstocks <i>HK\$'000</i>	2022 Bloodstocks <i>HK\$'000</i>	2023 Stallions <i>HK\$'000</i>	2022 Stallions <i>HK\$'000</i>
At the beginning of the reporting period at fair value	–	–	2,388	4,454
Disposal	–	–	(21)	–
Net loss in fair value change	–	–	(1,562)	(1,991)
Foreign currency realignment	–	–	(221)	(75)
At the end of reporting period at fair value	–	–	584	2,388

Financial risk management strategies

The biological assets are exposed to domestic, disease and other nature risks, the Group engages an external veterinarian hospital to provide professional veterinarian services to the Group's biological assets to minimise the risk and take care on the health of horses. Depending on the emergency, the veterinarian arrives at the farm around 10–45 minutes, or delivery to veterinarian hospital within 15–30 minutes.

The biological insurance coverage for 7 stallions (2022: 9 stallions), for the year is approximately AUD4,145,000 (2022: AUD4,395,000), which is covered 3,734% (2022: 1,083%) of their book values.

In the opinion of directors, the above policies are effective and sufficient against the financial risk arising from biological assets. There is no restriction on the title of biological assets owned by the Group and there is no commitment for acquisition of additional biological assets at the end of reporting period. The directors of the Company is regularly reviewing the portfolio of biological assets to maximise the return. The fair value of the biological assets measured at the reporting date on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement*. The biological assets of the Group are classified as level 3 under the fair value hierarchy. During the years ended 31 March 2023 and 2022, there were no transfers between Levels 1 and 2, or transfers into or out of Level 3.

The level into which a fair value measurement classified is determined with reference to the observability and significance of the inputs used in the valuation technique, which are set out below:

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23. BIOLOGICAL ASSETS *(Continued)*

Stallions

The fair value of each stallions was individually determined at the end of each reporting period based on an income approach and used cash flow projections based on historical service fees income of the stallions and also takes into account the stallion's prior activity and its useful live and average live foal ratio. The directors of the Company with reliance on the valuation performed by an independent professional valuer depending on the age of the stallions and pre-tax discount rate of 48.06% (2022: 29.14%) per annum.

The following table sets forth the Group's shareholding of the stallions:

	2023	2022
	%	%
Stallion A	96.0	96.0
Stallion B	100.0	100.0
Stallion C	87.5	87.5
Stallion D	50.0	50.0
Stallion E	48.0	48.0
Stallion F	–	36.0
Stallion G	60.0	60.0
Stallion H	–	25.0
Stallion I	15.0	15.0

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24. LOAN RECEIVABLES

The exposure of the Group's loan receivables, net of impairment, to their contractual maturity dates are as follows:

	2023	2022
	HK\$'000	HK\$'000
Within one year	305	4,559

The grants of these loans were approved and monitored by the directors of the Company.

All loan receivables are denominated in HK\$. The loan receivables carry effective interest ranging from 24% to 48% per annum (2022: 12% to 48% per annum).

The carrying amount of loan receivables as at 31 March 2023 is arrived at after deducting accumulated impairment losses of approximately HK\$15,964,000 (2022: HK\$16,205,000).

As at 31 March 2023, included in the Group's loan receivables balance are debtors with aggregate carrying amount of which HK\$97,000 (2022: HK\$4,267,000) has been past due more than 30 days but less than 90 days. In the event that an instalment repayment of a loan receivable is past due, the entire outstanding balances of the loan receivables are deemed as past due.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

24. LOAN RECEIVABLES (Continued)

The following table shows the movement in allowance for credit losses that has been recognised for loan receivables.

	12m ECL <i>HK\$'000</i>	Lifetime ECL (not credit- impaired) <i>HK\$'000</i>	Lifetime ECL (credit- impaired) <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021	10	7,501	73	7,584
Movement during the year	34	321	8,266	8,621
Transfer	–	(7,501)	7,501	–
At 31 March 2022 and 1 April 2022	44	321	15,840	16,205
Movement during the year	78	(287)	31	(178)
Transfer	(1)	(2)	3	–
Written off	–	–	(63)	(63)
At 31 March 2023	121	32	15,811	15,964

As at 31 March 2023, the Group had loan and interest receivables from a customer (“**Borrower A**”) with gross carrying amount of approximately HK\$15,790,000 (2022: HK\$15,790,000) and loss allowance of approximately HK\$15,790,000 (2022: HK\$15,790,000). The amount is secured by share charges, interest bearing at 24% per annual and repayable by monthly installment, until 18 January 2024. The installment amount was overdue as at 31 March 2023 and 2022.

As at 31 March 2022, the Group had loan and interest receivables from a customer (“**Borrower B**”) with gross carrying amount of approximately HK\$4,267,000 and loss allowance of approximately HK\$321,000. The amount is secured by share charges, interest bearing at 12% per annual and repayable on 15 March 2023. The amount was settled during the year ended 31 March 2023.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

24. LOAN RECEIVABLES (Continued)

The Group writes off loan receivables when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the loan receivables are over two years past due, whichever occurs earlier.

	2023 HK\$'000	2022 HK\$'000
Analysis of loan receivables by types of collateral:		
Share charges	–	3,946
Unsecured	305	613
	305	4,559

25. CRYPTOCURRENCIES

	Total HK\$'000
At 1 April 2021	–
Additions	49,469
Disposal	(12,114)
Derecognised for settlement of payable (note 11)	(9,963)
Impairment loss	(6,850)
At 31 March 2022 and 1 April 2022	20,542
Additions	21,425
Disposal	(10,507)
Derecognised for settlement of payables (note 11)	(1,048)
Impairment loss	(25,219)
At 31 March 2023	5,193

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For the year ended 31 March 2023

25. CRYPTOCURRENCIES (Continued)

At 31 March 2023, the Group held cryptocurrencies with carrying amount of approximately HK\$5,193,000 (2022: HK\$20,542,000). The breakdown of which can be seen below:

	2023		2022	
	Coins	Total HK\$'000	Coins	Total HK\$'000
Bitcoins	22.50	5,027	57.73	20,542
Tether (USDT)	29,932.11	166	–	–
Total		5,193		20,542

The cryptocurrencies are traded in active markets (such as trading and exchange platforms) and their net realisable values are determined based on their fair values using their quoted market prices at the end of the reporting period. For the purpose of estimating the selling price, the relevant available markets are identified by the Group, and then the Group considers accessibility to, and activity within those markets in order to identify the principal cryptocurrency markets for the Group. For this purpose, a market is regarded as active if quoted prices are readily and regularly available from an exchange and those prices represent actual and regularly occurring market transactions on an arm's length basis. As at 31 March 2023, impairment loss of approximately HK\$25,219,000 (2022: HK\$6,850,000) was recognised in respect of the cryptocurrencies held by the Group as at that date because of the decrease in market value of cryptocurrencies up to 31 March 2023.

Further to note 11 to the consolidated financial statements, the fees in relation to cryptocurrency miner operating services by the Former Service Providers and the New Service Provider are calculated at the rate ranged from HK\$0.42 to HK\$0.52 (2022: HK\$0.47 to HK\$0.49) per kilowatt hour for the year ended 31 March 2023.

Notes to the Consolidated Financial Statements

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26. TRADE RECEIVABLES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Trade receivables	1,905	4,195
Less: allowance for expected credit losses	(1,735)	(4,085)
	170	110
Accounts receivables from brokers, dealers and clearing house	5,254	2,721
	5,424	2,831

Accounts receivables from brokers, dealers and clearing house are due and settled on two business days after the trade date and denominated in HK\$. Therefore, no aging analysis is disclosed.

The following is an aging analysis of trade receivables (excluding accounts receivables from brokers, dealers and clearing house) net of allowance for expected credit losses, presented based on invoice date, at the end of the reporting period:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Within 30 days	–	110
Over 90 days	170	–
	170	110

The average credit period on the trade receivables is 30 days. The carrying amounts of the trade receivables are mainly denominated in HK\$ and AUD. There were no trade receivables that was past due but not impaired as at 31 March 2023 and 2022.

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26. TRADE RECEIVABLES (Continued)

The following table shows the movement in allowance for credit losses that has been recognised for trade receivables under the simplified approach:

	Lifetime ECL (not credit-impaired) <i>HK\$'000</i>	Lifetime ECL (credit-impaired) <i>HK\$'000</i>	Total <i>HK\$'000</i>
As at 1 April 2021	277	3,544	3,821
Movement during the year	(441)	726	285
Foreign currency realignment	252	(273)	(21)
As at 31 March 2022 and 1 April 2022	88	3,997	4,085
Movement during the year	607	(1,428)	(821)
Transfer	(82)	82	–
Written-off	–	(1,137)	(1,137)
Foreign currency realignment	(17)	(375)	(392)
As at 31 March 2023	596	1,139	1,735

27. ADVANCES TO CUSTOMERS IN MARGIN FINANCING

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Advances to margin customers	28,124	69,687
Less: allowance for expected credit losses	(17,970)	(10,259)
	10,154	59,428

The credit facility limits to margin customers are determined by reference to the discounted market value of the collateral securities accepted by the Group.

All advances to margin customers are denominated in HK\$. The advances to customers in margin financing carry effective interest ranging from HK\$ Prime Rates (“P”) to P+31% per annum (2022: P to P+25% per annum).

The advances to margin customers are secured by the underlying pledged securities and interest bearing. The Group maintains a list of approved stocks for margin financing at a specified loan to collateral ratio. Any excess in the lending ratio will trigger a margin call which the customers have to make good the shortfall.

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For the year ended 31 March 2023

27. ADVANCES TO CUSTOMERS IN MARGIN FINANCING *(Continued)*

As at 31 March 2023, advances to customers of aggregate gross carrying amount of approximately HK\$28,124,000 (2022: HK\$69,687,000) were secured by securities pledged by the customers to the Group as collateral with undiscounted market value of approximately HK\$71,826,000 (2022: HK\$259,914,000).

	12m ECL <i>HK\$'000</i>	Lifetime ECL (not credit-impaired) <i>HK\$'000</i>	Lifetime ECL (credit-impaired) <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021	1,502	–	–	1,502
Movement during the year	(1,438)	4,176	6,019	8,757
At 31 March 2022 and 1 April 2022	64	4,176	6,019	10,259
Movement during the year	61	(4,158)	11,808	7,711
At 31 March 2023	125	18	17,827	17,970

The increase in the loss allowance for underperforming and not performing advances to customers in margin financing as at 31 March 2023 and 2022 were as a result of fluctuation in stock market which causing the increase in loan-to-collateral value and values of collateral fell short from margin clients.

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Prepayments	1,383	947
Deposits <i>(Note (i))</i>	917	4,809
Other receivables <i>(Note (ii))</i>	190	1,210
	2,490	6,966

Notes:

- (i) At 31 March 2023, amount of approximately HK\$358,000 represented deposit paid to the New Service Provider (2022: HK\$4,029,000 paid to the Former Service Providers).
- (ii) At 31 March 2023, the amount included proceeds from disposal of biological assets of approximately HK\$19,000.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(Continued)*

Analysed for reporting purpose as:

	2023 HK\$'000	2022 HK\$'000
Non-current	39	–
Current	2,451	6,966
	2,490	6,966

29. CASH AND CASH EQUIVALENTS

The carrying amounts of the Group's bank balances and cash are denominated in the following currencies:

	2023 HK\$'000	2022 HK\$'000
HK\$	49,086	55,212
AUD	7,649	16,602
US\$	9,068	13,251
Renminbi ("RMB")	79	85
British Pound ("GBP")	48	51
Others	319	334
	66,249	85,535

Bank balances carry interest at floating rates and placed with creditworthy banks and financial institution with no recent history of default.

RMB is not a freely convertible currency in the PRC and the remittance of funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group's cash and cash equivalents denominated in RMB are located in Hong Kong which are not subject to the foreign exchange control.

Notes to the Consolidated Financial Statements

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30. CASH HELD ON BEHALF OF CUSTOMERS

The Group maintains segregated trust accounts with authorised institutions to hold clients' monies arising from its normal course of business. The Group has classified the clients' monies as cash held on behalf of customers under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payable (*note 31*) to respective clients on the grounds that it is liable for any loss or misappropriation of clients' monies. The cash held on behalf of customers is restricted and governed by the Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance.

	2023 HK\$'000	2022 HK\$'000
Cash held on behalf of customers		
– HK\$	50,904	53,580
– RMB	29	34
– US\$	19	19
	50,952	53,633

31. TRADE PAYABLES

	2023 HK\$'000	2022 HK\$'000
Trade payables	3,126	1,072
Accounts payables to clients and clearing house	54,342	57,815
	57,468	58,887

Majority of the accounts payables to clients are repayable on demand except where certain accounts payables to clients represent deposits received from clients for their securities trading activities under normal course of business. Only the excess amounts over the required margin deposits are repayable on demand.

Accounts payables to clients and clearing house include those payables placed in trust accounts with authorised institutions of approximately HK\$50,952,000 (2022: HK\$53,633,000) and placed in securities and futures dealers of approximately HK\$2,395,000 (2022: HK\$2,538,000). Amount due to clearing house of approximately HK\$3,769,000 (2022: HK\$10,832,000) has been offset against a corresponding amount due from the clearing house.

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31. TRADE PAYABLES (Continued)

No aging analysis for accounts payables to clients and clearing house is disclosed as in the opinion of the directors of the Company, the aging analysis does not give additional value in view of the nature of the business.

The Group has a practice to satisfy all the requests for payments immediately within the credit period.

All the trade payables are non-interest bearing.

The following is an aging analysis of trade payables (excluding accounts payables to clients and clearing house), presented based on invoice date, at the end of reporting period:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Within 30 days	1,548	741
31–90 days	1,513	311
91–120 days	65	20
	3,126	1,072

The average credit period on trade payables is 90 days (2022: 90 days). The Group has financial risk management policies in place to ensure all payables are settled within the credit period.

32. ACCRUALS AND OTHER PAYABLES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Accruals	15,686	21,279
Other payables	2,446	2,678
Provision for litigation claims (<i>Note</i>)	14,533	14,533
Provision for long service payment and annual leave	1,305	1,451
	33,970	39,941

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32. ACCRUALS AND OTHER PAYABLES (Continued)

Note:

On 30 July 2021, the Group was served with a writ of summon issued by the Court of First Instance of the High Court of Hong Kong (the "High Court") and a statement of claim, pursuant to which the relevant plaintiff alleges, amongst others, the staff of Imperium International Securities Limited ("Imperium Securities") has not followed their instructions relating to a share transfer transaction of shares of a listed company processed by Imperium Securities and the plaintiff claims a sum of approximately HK\$10,574,000 for the damages.

On 25 May 2022, the Group was served with another writ of summon issued by the High Court and a statement of claim, pursuant to which the relevant plaintiff alleges, amongst others, the staff of Imperium Securities has not followed their instructions relating to a share transfer transaction of shares of a listed company processed by Imperium Securities and the plaintiff claims a sum of approximately HK\$3,959,000 for the damages.

Up to the date of the approval and authorisation to issue of the consolidated financial statements, these litigations were still in progress. The directors of the Company have sought legal advice and considers to make a full provision for these litigation claims for the years ended 31 March 2023 and 2022.

33. AMOUNTS DUE TO RELATED COMPANIES

The relationship with related parties are as follows:

	2023 HK\$'000	2022 HK\$'000
Amounts due to companies which are beneficially owned and controlled by Mr. Cheng	589	994

These amounts due are unsecured, non-interest bearing and repayable on demand.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

34. PROMISSORY NOTES

	2023 HK\$'000	2022 HK\$'000
At the beginning of the reporting period	167,382	162,320
Effective interest (<i>note 12</i>)	14,931	17,914
Gain on modification of terms	(19,468)	(12,852)
Early redemption	(53,000)	–
Loss on early redemption (<i>note 11</i>)	5,678	–
At the end of the reporting period	115,523	167,382

The promissory notes are repayable as follows:

	2023 HK\$'000	2022 HK\$'000
In the second to third year	115,523	167,382

On 31 January 2018, the Company issued promissory notes in aggregate principal amount of HK\$378,000,000 to the vendors, which are related companies wholly-owned by Mr. Cheng (the “Notes”), as consideration for the acquisition of Imperium Financial Limited (“Imperium Financial”). The Notes bear interest at 7% per annum and with maturity date on 31 January 2021, and freely transferable and assignable by the Company with five business days prior notice in writing. The principal amount of the Notes finally issued was HK\$378,000,000 as at the issue date and their fair value at initial recognition were determined by the directors of the Company by using the discounted cash flow approach. The Notes are carried at the amortised cost until settlement on the due date.

On 28 November 2018, the Company early redeemed a partial portion of the Notes of the carrying amount of approximately HK\$24,696,000 by repayment of the principal amount of HK\$25,000,000.

During the year ended 31 March 2020, partial portion of the Notes of aggregate principal amount of approximately HK\$106,233,000, which had aggregate carrying amount of approximately HK\$103,716,000, was set off against (1) the consideration of the disposal of a loan receivable and relevant interest receivable of the Group to Mr. Cheng; (2) the subscription monies in relation to the subscription of the Company’s shares; and (3) the amount due from Imperium Kingdom Pty Ltd (“Imperium Kingdom”) by the Group. The maturity date of the remaining Notes with aggregate principal amount of approximately HK\$246,767,000 was extended to 31 January 2023 and the related interest accrued and to be accrued up to the extended maturity date were waived (the “2020 Modification”). The remaining Notes is carried at amortised cost until settlement on the extended due date and the effective interest rate of the promissory notes after the 2020 modification was 11.04% per annum. During the year ended 31 March 2021, the Company early redeemed a partial portion of the Notes with the carrying amount of approximately HK\$39,819,000 by repayment of the principal amount of HK\$50,000,000.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

34. PROMISSORY NOTES *(Continued)*

During the year ended 31 March 2022, the Company entered into supplemental agreements pursuant to which the maturity dates of the Notes be extended to 31 January 2024 and effective from 1 February 2023 the coupon interest change to 2% per annum. Upon the modification, the Notes carried effective interest rate of 10.38% and a gain on the modification of terms of the Notes of approximately HK\$12,852,000 was recognised in the capital contribution reserve as it is deemed as the capital contribution from the Company's ultimate controlling shareholders.

During the year ended 31 March 2023, the Company early redeemed a partial portion of the Notes with carrying amount of approximately HK\$47,322,000 by repayment of the principal amount of HK\$53,000,000.

As at 31 March 2023, the Company entered into an supplemental agreement with the noteholder pursuant to which the maturity dates of the Notes be extended to 31 January 2025 and the coupon interest was changed from 2% per annum to 3% per annum from 1 April 2023. Upon the modification, the Notes carried effective interest rate of 16.21% and a gain on the modification of terms of the Notes of approximately HK\$19,468,000 was recognised in the capital contribution reserve as it is deemed as the capital contribution from the Company's ultimate controlling shareholders.

35. DEFERRED TAX LIABILITIES

The followings are the deferred tax balances recognised in the consolidated statement of financial position and the movements thereon during the current and prior years:

	Fair value adjustment on investment properties <i>HK\$'000</i>
At 1 April 2021	5,561
Charged to income tax expense	742
Foreign currency realignment	(22)
At 31 March 2022 and 1 April 2022	6,281
Charged to income tax expense	217
Foreign currency realignment	(671)
At 31 March 2023	5,827

At 31 March 2023, the Group has estimated unused tax losses of approximately HK\$397,962,000 (2022: HK\$350,433,000) available for offset against future profits. No deferred tax assets have been recognised in the consolidated financial statements due to the unpredictability of future profit streams. The losses may be carried forward indefinitely.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

36. LEASE LIABILITIES

	Minimum lease payments		Present value of minimum lease payments	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Lease liabilities payable:				
– within one year	2,304	1,168	1,802	1,117
– more than one year but not more than two years	2,160	144	1,901	139
– more than two years but not more than five years	900	–	870	–
	5,364	1,312	4,573	1,256
Less: Future finance costs	(791)	(56)	–	–
Present value of lease liabilities	4,573	1,256	4,573	1,256
Less: Amount due from settlement within 12 months shown under current liabilities			(1,802)	(1,117)
Amount due for settlement after 12 months shown under non-current liabilities			2,771	139

Lease liabilities are denominated in HK\$.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

37. SHARE CAPITAL

	2023		2022	
	No. of shares '000	Amount HK\$'000	No. of shares '000	Amount HK\$'000
Ordinary shares of HK\$0.04 each				
Authorised:				
At the beginning and the end of the reporting period	40,000,000	1,600,000	40,000,000	1,600,000
Issued and fully paid:				
At the beginning of the reporting period	2,284,255	91,370	2,171,732	86,869
Issuance of consideration shares (Note)	–	–	112,523	4,501
At the end of the reporting period	2,284,255	91,370	2,284,255	91,370

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.

Note: On 30 April 2021, the Company allotted and issued 112,522,768 shares in aggregate to two parties as consideration for acquiring certain cryptocurrency mining equipment with an aggregate fair value of approximately HK\$100,262,000, which was determined with reference to valuations performed by independent professional valuers. Difference between the fair value of the consideration for the share issuances and the nominal value of shares issued of approximately HK\$95,761,000 is recognised as a credit to the share premium. Details of these transactions were set out in the Company's announcements dated 26 March 2021, 22 April 2021 and 30 April 2021 (note 19).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

38. SHARE OPTION SCHEME

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the option scheme include the Company's directors, including independent non-executive directors, other employees of the Group, any person or entity providing research, development or other technological support to the Group, and any other person or entity determined by the directors as having contributed or may contribute to the development and growth of the Group. The Company has two share option schemes, one was adopted on 29 November 2000 and expired in 2010 (the "**2006 Share Option Scheme**") and another one was adopted on 5 December 2006 (the "**New Scheme**") and expired in 2016. Following the expiry of the New Scheme on 4 December 2016, no further share option can be granted, but the provisions of the New Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any share options granted prior thereto or otherwise as may be required in accordance with the provisions of the New Scheme.

New Scheme

On 5 December 2006, the Company adopted a new share option scheme. The New Scheme became valid and effective for a period of ten years commencing from the adoption of the New Scheme, after which period no further options will be granted but the provisions of the New Scheme shall remain in full force and effect in all other respects.

The participants of the New Scheme to whom options may be granted by the board of directors of the Company shall include any director, employee, consultant, adviser, agent, contractor, customer or supplier of any member of the Group whom the board of directors of the Company in its sole discretion considers eligible for the New Scheme on the basis of his/her contribution to the development and growth of the Group.

No participant shall be granted an option if the total number of Shares issued and to be issued upon exercise of the options granted and to be granted (including options exercised, cancelled and outstanding) in any 12 month period up to and including the date of grant to such participant would exceed 1% of the shares for the time being in issue unless the proposed grant has been approved by the shareholders in general meeting with the proposed grantee and his associates abstaining from voting. The number and terms of options to be granted to each grantee must be fixed before the shareholders' approval and the date of meeting of the Board for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

38. SHARE OPTION SCHEME *(Continued)*

New Scheme *(Continued)*

The total number of shares which may be issued upon exercise of all options to be granted under the New Scheme and all other share option schemes of the Company (the “**Scheme Mandate Limit**”) shall not exceed 10% of the total number of Shares in issue unless the Company obtains a fresh approval from its shareholders pursuant to the approval of the shareholders in general meetings. At 31 March 2022, the number of shares issuable under share options granted under the Share Option Scheme was nil, which represented approximately nil of the Company’s shares in issue as at that date. The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other schemes shall not exceed 30% of the shares of the Company from time to time.

The offer of a grant of share options may be accepted within 14 days after the date on which the offer becomes or is declared unconditional. The exercise period of the share options granted is determinable by the board of directors, and commences on any date after the date of grant and ends on a date which is not later than ten years from the date of offer of the share options or the expiry date of the New Scheme, if earlier.

The exercise price of share options is determined by the board of directors, but may not be less than the higher of (i) the closing price of the Company’s shares on the GEM of the Stock Exchange on the date of grant of the option; (ii) the average of the closing prices of the Company’s shares on the GEM of the Stock Exchange for the five trading days immediately preceding the date of grant of the option; and (iii) the nominal value of the shares of the Company.

The Company will comply with the disclosure requirements under Chapter 23 of the GEM Listing Rules, including without limitation disclosures in the annual and interim reports of the Company including details of the options granted to the following persons: (i) each of the connected person; (ii) each participant with options granted in excess of the limit; (iii) aggregate figures for the employees; (iv) aggregate figures for supplier of goods or services; and (v) all other participants as an aggregate whole.

All the share options granted have been lapsed during the year ended 31 March 2022 due to a general offer was made which details are set out in the Company’s circular dated 7 October 2021.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

38. SHARE OPTION SCHEME (Continued)

New Scheme (Continued)

Category participants	Date of grant	2022 Exercise price HK\$	Exercise period	Number of share options				Outstanding at 31 March 2022 and 2023
				Outstanding at 1 April 2021	Grant during the year	Exercise during the year	Cancelled during the year	
Ms. Cheng Mei Ching	10.09.2014	0.315	10.09.2014-09.09.2024	1,391,400	-	-	(1,391,400)	-
				1,391,400	-	-	(1,391,400)	-
Mr. Lui Man Wah	10.09.2014	0.315	10.09.2014-09.09.2024	13,914,000	-	-	(13,914,000)	-
				13,914,000	-	-	(13,914,000)	-
Other employees in aggregate	10.09.2014	0.315	10.09.2014-09.09.2024	13,914,000	-	-	(13,914,000)	-
				13,914,000	-	-	(13,914,000)	-
				29,219,400	-	-	(29,219,400)	-
Weighted average exercise price				0.315				-

Notes:

- (1) The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- (2) The exercise price of the share option is subject to adjustment in the case of a capitalisation issue, rights issue, sub-division or consolidation of the Company's shares or reduction of the Company's share capital.
- (3) No share options were granted during the year ended 31 March 2023 (2022: Nil).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

39. FINANCIAL ASSETS AND FINANCIAL LIABILITIES OFFSETTING

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are offset in the Group's consolidated statement of financial position; or
- are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited ("**HKSCC**"), and brokers, the Group has a legally enforceable right to set off the money obligation receivable and payable with HKSCC and brokers on the same settlement date and the Group intends to set off these balances on a net basis.

In addition, the Group has a legally enforceable right to set off the accounts receivable and payable with brokerage clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to HKSCC, brokers and brokerage clients that are not to be settled on the same date, financial collateral including cash and securities received by the Group, deposits placed with HKSCC and brokers do not meet the criteria for offsetting in the consolidated statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

39. FINANCIAL ASSETS AND FINANCIAL LIABILITIES OFFSETTING (Continued)

As at 31 March 2023

	Gross amounts of recognised financial assets/ liabilities after impairment <i>HK\$'000</i>	Gross amounts of recognised financial assets/ liabilities set off in the consolidated statement of financial position <i>HK\$'000</i>	Net amounts of financial assets/liabilities presented in the consolidated statement of financial position <i>HK\$'000</i>
Financial assets			
Advances to margin customers in margin financing	10,174	(20)	10,154
Accounts receivables from:			
– Securities and futures dealers	2,683	–	2,683
– Funds and bonds dealers	8	–	8
– Clearing house	6,332	(3,769)	2,563
	19,197	(3,789)	15,408
Financial liabilities			
Accounts payables to:			
– Securities – cash clients	8,247	–	8,247
– Securities – margin clients	43,694	(20)	43,674
– Futures clients	2,421	–	2,421
– Clearing house	3,769	(3,769)	–
	58,131	(3,789)	54,342

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

39. FINANCIAL ASSETS AND FINANCIAL LIABILITIES OFFSETTING (Continued)

As at 31 March 2022

	Gross amounts of recognised financial assets/ liabilities after impairment <i>HK\$'000</i>	Gross amounts of recognised financial assets/ liabilities set off in the consolidated statement of financial position <i>HK\$'000</i>	Net amounts of financial assets/ liabilities presented in the consolidated statement of financial position <i>HK\$'000</i>
Financial assets			
Accounts receivables from:			
– Securities and futures dealers	2,711	–	2,711
– Funds and bonds dealers	10	–	10
– Clearing house	10,832	(10,832)	–
	13,553	(10,832)	2,721
Financial liabilities			
Accounts payables to:			
– Securities – cash clients	17,279	–	17,279
– Securities – margin clients	35,479	–	35,479
– Futures clients	2,485	–	2,485
– Clearing house	13,404	(10,832)	2,572
	68,647	(10,832)	57,815

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

40. OPERATING LEASE ARRANGEMENTS

The Group as lessor

Investment properties held by the Group in Australia for rental purposes have committed lessee for the next 3 years (2022: 4 years).

Undiscounted lease payments receivable on the lease are as follows:

	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
Within one year	1,651	1,764
In the second year	1,651	1,764
In the third year	1,651	1,764
In the fourth year	–	1,764
	4,953	7,056

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For the year ended 31 March 2023

41. MATERIAL RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

(a) The name of and the relationship with related parties are as follows:

Name	Relationship
Mr. Cheng	Executive director and ultimate controlling shareholder of the Company
Mr. Chau Cheok Wa (“Mr Chau”)	Ultimate controlling shareholder until 29 August 2021
Mr. Lui Man Wah (“Mr Lui”)	Executive director of the Company

(b) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions and balances with related parties during the year:

	2023 HK\$'000	2022 HK\$'000
Included in revenue		
– Equine related income (bloodstock sale and service fee) from related companies which are beneficially owned and controlled by Mr. Cheng (<i>Note 1</i>)	277	1,097
– Fees and commission income received from Mr. Chau (<i>Note 2</i>)	–	319
– Fees and commission income received from Mr. Cheng (<i>Note 3</i>)	75	423
– Fees and commission income received from Mr. Lui (<i>Note 4</i>)	92	989
– Fees and commission income received from related companies which are beneficially owned and controlled by Mr. Cheng and/or Mr. Chau (<i>Note 5</i>)	60	3,530
– Margin interest income received from Mr. Lui (<i>Notes 6</i>)	362	–
Included in finance cost		
– Interest expenses on the Notes (<i>Note 7</i>)	14,931	17,914
Included in other gains and losses		
– Loss on early redemption for the Notes (<i>Note 11 and 34</i>)	5,678	–

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

41. MATERIAL RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS *(Continued)*

(b) *(Continued)*

Notes:

1. *The said related companies are Imperium Alliance Bloodstock Pty Ltd, Imperium Bloodstock Pty Ltd, Imperium Bloodstock SARL and Imperium Kingdom, which are beneficially owned and controlled by Mr. Cheng.*

During the year ended 31 March 2023, the provision of service to abovementioned related companies which are beneficially owned and controlled by Mr. Cheng constitutes connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As all the percentage ratios (other than the profit ratio) are less than 5% and the total consideration is less than HK\$3,000,000, the connected transaction is exempted from the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The provision of bloodstock service by the Group to abovementioned related companies pursuant to the master service agreement dated 31 July 2019 and entered into between the Group and Sun Kingdom with an annual cap of AUD3,000,000, AUD3,000,000 and AUD3,200,000 for the year ended 31 March 2020, 2021 and 2022 respectively and for a term ended 31 March 2022 constitutes continuing connected transactions on the part of the Company under Chapter 20 of the GEM Listing Rules. Details of which were disclosed in the announcements of the Company dated 14 February 2019, 28 March 2019, 24 May 2019, 24 June 2019 and 31 July 2019 and the circular of the Company dated 6 June 2019.

2. *The provision of service to Mr. Chau constitutes connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As all the percentage ratios (other than the profit ratio) are less than 5% and the total consideration is less than HK\$3,000,000, the connected transaction is exempted from the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.*
3. *The provision of brokerage service to Mr. Cheng pursuant to the master service agreement entered between the Group and Mr. Cheng dated 15 December 2020 with annual cap HK\$9,000,000 for the year ended 31 March 2020 and for a term ended 31 March 2023 constitutes continuing connected transactions in the part of the Company under Chapter 20 of the GEM Listing Rules. Details of which were disclosed in the announcement of the Company dated 15 December 2020.*

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

41. MATERIAL RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS *(Continued)*

(b) *(Continued)*

Notes: (Continued)

4. *The provision of brokerage service to Mr. Lui pursuant to the master service agreement entered between the Group and Mr. Lui dated 10 March 2021 with annual cap of HK\$7,500,000 for the year ended 31 March 2021 and for a term ended 31 March 2023 constitutes continuing connected transactions in the part of the Company under Chapter 20 of the GEM Listing Rules. Details of which were disclosed in the announcement of the Company dated 15 December 2020 and 10 March 2021.*
5. *During the year ended 31 March 2023, among which approximately of HK\$60,000 is in relation to the provision of service by the Group to a company wholly-owned by another company beneficially owned by Mr. Cheng and Mr. Chau. It constitutes connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As all the percentage ratios (other than the profit ratio) are less than 5% and the total consideration is less than HK\$3,000,000, the connected transaction is exempted from the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.*

During the year ended 31 March 2022, among which approximately of HK\$180,000 is in relation to the provision of service by the Group to a company wholly-owned by another company beneficially owned by Mr. Cheng and Mr. Chau. It constitutes connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As all the percentage ratios (other than the profit ratio) are less than 5% and the total consideration is less than HK\$3,000,000, the connected transaction is exempted from the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

During the year ended 31 March 2022, among which approximately of HK\$207,000 is in relation to the provision of service by the Group to a company wholly-owned by Mr. Cheng. It constitutes connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As all the percentage ratios (other than the profit ratio) are less than 5% and the total consideration is less than HK\$3,000,000, the connected transaction is exempted from the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

During the year ended 31 March 2022, among which approximately of HK\$2,979,000 is in relation to the provision of service by the Group to a company beneficially owned by Mr. Cheng. It constitutes connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As all the percentage ratios (other than the profit ratio) are less than 5% and the total consideration is less than HK\$3,000,000, the connected transaction is exempted from the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

41. MATERIAL RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS *(Continued)*

(b) *(Continued)*

Notes: (Continued)

6. *The provision of brokerage service to Mr. Lui pursuant to the master service agreement entered between the Group and Mr. Lui dated 10 March 2021 with annual cap of HK\$9,800,000 of margin loan and HK\$1,500,000 of margin finance interest for the year ended 31 March 2021 and for a term ended 31 March 2023 constitutes continuing connected transactions in the part of the Company under Chapter 20 of the GEM Listing Rules. Details of which were disclosed in the announcement of the Company dated 15 December 2020 and 10 March 2021.*
7. *The holders of the Notes are Eminent Crest Holdings Limited and Peak Stand Holdings Limited which are beneficially owned and controlled by Mr. Cheng.*

The Notes were issued by the Company as the consideration for the acquisition of the entire issued share capital of Imperium Financial, which constitutes a very substantial acquisition and connected transaction on the part of the Company under Chapter 19 and Chapter 20 of the GEM Listing Rules, and was approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 12 January 2018. Details of which were disclosed in the circular of the Company dated 22 December 2017. Completion of the acquisition took place on 31 January 2018. The maturity date of the Notes is subsequently extended to 31 January 2023. Details of which were disclosed in the circular of the Company dated 6 June 2019 and the announcement of the Company dated 28 June 2019. On 31 March 2022, the maturity date of the Note was further extended to 31 January 2024 and bearing interest at 2% per annum, effective from 1 February 2023. On 31 March 2023, the maturity date of the Note was further extended to 31 January 2025 and bearing interest at 3% per annum, effective from 1 April 2023.

The directors of the Company consider that the above transactions are conducted on normal commercial terms or better and in the ordinary and usual course of business of the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

41. MATERIAL RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS *(Continued)*

(c) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Salaries and other benefits	5,322	5,494
Retirement benefit scheme contributions	72	71
	5,394	5,565

42. RETIREMENT BENEFIT SCHEME

The Group operates MPF Scheme for all its qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes the lower of 5% of the relevant payroll costs or HK\$1,500 for each of its employees to the Scheme per month, which contribution is matched by employees.

The employees for the equine business are employed by the Australian subsidiaries. These employees are members of SGC Scheme. During the year ended 31 March 2023 and 2022, the Group is required to contribute 9.50% of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

At the end of the reporting period, there was no forfeited contribution, which arose upon employees leaving the retirement benefits scheme and which are available to reduce the contribution payable in the future years.

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For the year ended 31 March 2023

43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Promissory notes <i>HK\$'000</i>	Lease liabilities <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021	162,320	3,393	165,713
Non-cash changes			
Interest expenses on promissory notes	17,914	–	17,914
Interest expenses on lease liabilities	–	278	278
Gain on modification	(12,852)	–	(12,852)
Cash flows			
Outflow from financing activities	–	(2,415)	(2,415)
At 31 March 2022 and 1 April 2022	167,382	1,256	168,638
Non-cash changes			
Interest expenses on promissory notes	14,931	–	14,931
Interest expenses on lease liabilities	–	435	435
Increase in lease liabilities from entering in a new leases during the year	–	4,779	4,779
Loss on early redemption	5,678	–	5,678
Gain on modification	(19,468)	–	(19,468)
Cash flows			
Outflow from financing activities	(53,000)	(1,897)	(54,897)
At 31 March 2023	115,523	4,573	120,096

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Non-current assets		
Property, plant and equipment	–	1,851
Right-of-use assets	–	721
	–	2,572
Current assets		
Prepayments, deposits and other receivables	773	985
Amounts due from subsidiaries	1,143	44,953
Cash and cash equivalents	4,972	3,041
	6,888	48,979
Current liabilities		
Accruals and other payables	900	1,084
Amounts due to subsidiaries	371,921	327,704
Lease liabilities	1,663	882
	374,484	329,670
Net current liabilities	(367,596)	(280,691)
Non-current liabilities		
Promissory notes	115,523	167,382
Lease liabilities	2,772	–
	118,295	167,382
Net liabilities	(485,891)	(445,501)
Equity		
Share capital	91,370	91,370
Reserves	(577,261)	(536,871)
Capital deficiency	(485,891)	(445,501)

The financial statements were approved and authorised for issue by the board of directors on 30 June 2023 and are signed on its behalf by:

Cheng Ting Kong
Director

Lui Man Wah
Director

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

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

Movement in the Company's reserve

	Share premium <i>HK\$'000</i>	Capital contribution reserve <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Share option reserve <i>HK\$'000</i>	Accumulated loss <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021	1,012,660	84,013	368	255	1,659	(1,667,596)	(568,641)
Loss for the year	-	-	-	-	-	(76,843)	(76,843)
Issuance of consideration shares	95,761	-	-	-	-	-	95,761
Modification of promissory notes	-	12,852	-	-	-	-	12,852
Cancellation of share options	-	-	-	-	(1,659)	1,659	-
At 31 March 2022 and 1 April 2022	1,108,421	96,865	368	255	-	(1,742,780)	(536,871)
Loss for the year	-	-	-	-	-	(59,858)	(59,858)
Modification of promissory notes	-	19,468	-	-	-	-	19,468
At 31 March 2023	1,108,421	116,333	368	255	-	(1,802,638)	(577,261)

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Name of subsidiary	Place of incorporation	Principal country of operation	Form of legal entity	Issued and Fully paid up ordinary share capital	Proportion of ownership interest and voting power held				Principal activities
					Directly %		Indirectly %		
					2023	2022	2023	2022	
Golden Harvest Trading Limited	Hong Kong	Hong Kong	Limited company	HK\$2	-	-	100	100	Provision of administrative service for the Group
Kimbo Consultancy Pty Limited	Australia	Australia	Limited company	AUD100	-	-	100	100	Provision of human resources and administrative services for the subsidiaries
Imperium Farm Pty Limited	Australia	Australia	Limited company	AUD100	-	-	100	100	Property investment holding
Imperium Financial	Hong Kong	Hong Kong	Limited company	HK\$375,000,000	-	-	100	100	Provision for money lending business
Imperium International Asset Management Limited	Hong Kong	Hong Kong	Limited company	HK\$7,300,000	-	-	100	100	Provision of asset management and advising services on securities and futures contracts
Imperium International Credit Limited	Hong Kong	Hong Kong	Limited company	HK\$1	-	-	100	100	Provision for money lending business
Imperium Securities	Hong Kong	Hong Kong	Limited company	HK\$140,000,000	-	-	100	100	Provision of securities brokerage services
Imperium Stud Pty Limited	Australia	Australia	Limited company	AUD100	-	-	100	100	Provision of equine related services
Extra Blossom Holdings Limited	British Virgin Island	Hong Kong	Limited company	US\$1	-	-	100	100	Cryptocurrency mining

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

46. MAJOR NON-CASH TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following major non-cash transactions during the years ended 31 March 2023 and 2022:

- (i) During the year ended 31 March 2023, the Group entered into a new lease agreement for the use of leased properties for 3 years. On the lease commencement, the Group recognised approximately HK\$4,958,000 of right-of-use asset and approximately HK\$4,779,000 of lease liability for the year ended 31 March 2023.
- (ii) During the year ended 31 March 2023, the Group disposed of two stallions with consideration of approximately HK\$77,000 of which approximately HK\$19,000 was not yet received and recognised in other receivables (*note 28*).
- (iii) On 30 April 2021, the Company allotted and issued 112,522,768 shares in aggregate to two parties as consideration for acquiring cryptocurrency mining equipment with an aggregate fair value of approximately HK\$100,262,000, which was determined with reference to valuations performed by independent professional valuers. Difference between the fair value of the equipment acquired and nominal value of share issued of approximately HK\$95,761,000 is credited to the share premium. Details of these transactions were set out in the Company's announcements dated 26 March 2021, 22 April 2021 and 30 April 2021.

47. CONTINGENT LIABILITIES

Saved as disclosed elsewhere in the consolidated financial statements, the Group had no other contingent liabilities as at 31 March 2023 and 2022.

48. EVENTS AFTER REPORTING PERIOD

Saved as disclosed elsewhere in the consolidated financial statements, the Group had the following events after reporting period:

On 25 April 2023, the SFC has issued restriction notices to 10 brokers, prohibiting them from dealing with or processing certain assets held in 31 trading accounts which are related to a suspected social media ramp-and-dump scam involving the shares of a company listed on the Stock Exchange between November 2021 and June 2022. Imperium Securities is one of the brokers and 10 trading accounts have been restricted.

49. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 June 2023.

Five Year Financial Summary

For the year ended 31 March 2023

Summary of the results, assets and liabilities of the Group is as follows:

	For the year ended 31 March				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Results					
Revenue	30,273	53,691	63,724	98,073	119,216
Loss before taxation	(119,459)	(105,254)	(57,452)	(60,227)	(102,981)
Income tax credit/(expense)	1,837	(909)	(4,476)	(258)	(2,557)
Loss for the year	(117,622)	(106,163)	(61,928)	(60,485)	(105,538)
Loss attributable to owners of the Company	(117,622)	(106,163)	(61,928)	(60,485)	(105,538)
Loss per share attributable to owners of the Company					
Basic and diluted (HK cents)	(5.15)	(4.67)	(2.85)	(3.05)	(7.59)
Assets and liabilities					
Total assets	185,404	343,575	390,887	558,610	650,660
Total liabilities	(218,109)	(274,908)	(328,908)	(448,046)	(835,690)
Net (liabilities)/assets	(32,705)	68,667	61,979	110,564	(185,030)