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ANNUAL REPORT 2025

世紀娛樂國際控股有限公司

CENTURY ENTERTAINMENT INTERNATIONAL HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 959)



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# Corporate Information

## BOARD OF DIRECTORS

### Executive

Mr. Tang Ho Ka (*Chairman and Chief Executive Officer*)  
Mr. Zeng Zhibo

### Independent Non-executive

Mr. Michael Tan Defensor  
Mr. Wong Yun Pun  
Ms. Xiong Daikun

## AUDIT COMMITTEE

Mr. Wong Yun Pun (*Chairman*)  
Mr. Michael Tan Defensor  
Ms. Xiong Daikun

## COMPLIANCE COMMITTEE

Mr. Tang Ho Ka (*Chairman*)  
Mr. Michael Tan Defensor  
Mr. Man Yun Wah

## REMUNERATION COMMITTEE

Mr. Wong Yun Pun (*Chairman*)  
Mr. Michael Tan Defensor  
Ms. Xiong Daikun

## NOMINATION COMMITTEE

Mr. Tang Ho Ka (*Chairman*)  
Mr. Michael Tan Defensor  
Mr. Wong Yun Pun  
Ms. Xiong Daikun

## COMPANY SECRETARY

Mr. Man Yun Wah

## AUDITOR

Fan, Chan & Co. Limited

## LEGAL ADVISER

Hastings & Co.

## INVESTOR RELATIONS CONSULTANT

DLK Advisory Limited

## STOCK CODE

959

## BRANCH SHARE REGISTRAR

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

## REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
PO Box HM 1179  
Hamilton HM EX  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2818, 28/F  
Metropolis Tower  
10 Metropolis Road  
Hung Hom  
Hong Kong



Dear Shareholders,

On behalf of the Board of Directors (the "**Board**") of Century Entertainment International Holdings Limited ("**Century Entertainment**" or the "**Company**"; Stock Code: 959) and its subsidiaries (collectively, the "**Group**"), I am pleased to present the audited consolidated results for the year ended 31 March 2025 (the "**Reporting Year**").

## STRATEGIC OVERVIEW

The Cambodian government has implemented robust measures to revitalize its tourism sector, including financial incentives, targeted promotional campaigns, and infrastructure enhancements. These initiatives have driven increased visitor traffic, creating a favorable environment for the recovery and growth of the local gaming industry.

While our gaming collaboration with LongBay Entertainment did not achieve the anticipated results in the prior year, management has proactively adjusted its strategies to optimize revenue generation.

Reference is made to the announcement of the Company dated 10 June 2025. The Company entered into a non-binding memorandum of understanding (the "**MOU**"), with a company incorporated (the "**JV Partner**") in the Republic of the Philippines and licensed by the Philippine Amusement and Gaming Corporation ("**PAGCOR**") as a gaming system service and gaming contents provider, to establish a joint venture (the "**Joint Venture**") with the intention to market and further develop on the JV Partner's existing gaming system platform and content development capabilities.

The Joint Venture will be established as a limited liability company in Hong Kong and the Group will hold a 51% equity interest, and the JV Partner will hold a 49% equity interest in the Joint Venture. The parties will use their best endeavours to enter into a definitive joint venture agreement (the "**JV Agreement**") to formalise the corporate structure, governance, and operational framework.

Pursuant to the MOU, the Group will provide technical support for research and development, ongoing platform maintenance, market access through its distribution channels, marketing teams, and business development resources, as well as administrative support including financial management, legal compliance, and human resources services. The JV Partner will contribute its proprietary gaming system platform, content, software, source code, and associated intellectual property rights.

The board of the Joint Venture will comprise five directors, with three appointed by the Company and two by the JV Partner. Profits and losses will be shared in proportion to the parties' equity interests with revenue calculated based on the Gross Gaming Revenue of the gaming platforms, and further details, including revenue from third-party platforms, to be determined in the JV Agreement.

## Camellia Oil Industry Highlights

Camellia oil, extracted from the seeds of *Camellia oleifera*, is a premium edible oil renowned for its nutritional benefits and often referred to as the "oil of longevity." China dominates global production, accounting for over 90% of supply, with key cultivation regions including Hunan, Jiangxi, and Guangdong. Notably, camellia oil production supports sustainable agriculture, as it does not compete with traditional food crops for arable land.



# Chairman's Statement

## OUTLOOK AND GROWTH STRATEGY

Moving forward, the Board will continue to explore opportunities to strengthen our gaming operations across Asia while rapidly developing our camellia oil business. This strategic diversification is designed to:

- Deliver stable returns to shareholders,
- Reduce reliance on the entertainment sector, and
- Position the Group for resilient growth in dynamic market conditions.

We are confident that this expansion will unlock significant value for the Company and contribute positively to the broader community.

## GRATITUDE AND COMMITMENT

On behalf of the Board, I extend our deepest appreciation to our management team and employees for their unwavering dedication and resilience. Their efforts have been pivotal in navigating the challenges of the past year.

We also express our sincere gratitude to our shareholders for their continued trust and support. Your partnership is instrumental as we pursue sustainable growth and long-term value creation. The Board remains steadfast in upholding the highest standards of corporate governance while adapting nimbly to evolving market demands.

**Tang Ho Ka**

*Chairman*

Hong Kong, 25 June 2025

# Management Discussion and Analysis

The Directors hereby report the audited consolidated annual results of the Group for the year ended 31 March 2025. The 2025 Annual Results have been reviewed by the audit committee of the Company (the “**Audit Committee**”).

## FINANCIAL REVIEW

The principal activities of the Group are investment holdings, operating the gaming tables in Cambodia, the development of innovative intellectual properties and technological solutions in connection with AR/VR applications to clients.

The Group recorded no revenue for the years ended 31 March 2025 and 2024. Net loss for the year ended 31 March 2025 was approximately HK\$45.7 million, decreasing approximately 88.8% as compared to approximately HK\$24.2 million last year. The change in net loss for the year ended 31 March 2025 was mainly because there are increase in cost of sales, financial costs and impairment loss on other receivables, net of reversal, with net effect increased approximately by HK\$25.4 million.

## Capital Structure

As at 31 March 2025, the Company's total number of issued shares was 128,247,561 at HK\$0.01 each (31 March 2024: 128,247,561 at HK\$0.01 each). The Group's consolidated net liabilities totalled approximately HK\$125.5 million, representing an increase of approximately HK\$45.7 million as compared to net liabilities of approximately HK\$79.8 million as at 31 March 2024.

## Liquidity and Financial Resources

The Group adopts a prudent treasury policy. It finances its operations and investments with internal resources, cash revenues generated from operating activities and proceeds from equity fundraising activities.

As at 31 March 2025, the Group had total assets and net liabilities of approximately HK\$46.5 million (2024: approximately HK\$90.4 million) and HK\$125.5 million (2024 approximately HK\$79.8 million), respectively, comprising non-current assets of approximately HK\$4.9 million (2024: approximately HK\$0.04 million) and current assets of approximately HK\$41.7 million (2024: approximately HK\$90.4 million). The Group also did not have any non-controlling interests (2024: Nil), but had current liabilities of approximately HK\$144.2 million (2024: approximately HK\$112.0 million) and non-current liabilities of HK\$27.9 million (2024: approximately HK\$58.2 million).

The Group's gearing ratio as at 31 March 2025, calculated as a ratio of total debt to total assets, was approximately 369.7% (2024: 188.3%). As at 31 March 2025, the Group had cash and cash equivalents of approximately HK\$4.1 million (2024: approximately HK\$3.9 million).

## Foreign Exchange and Currency Risks

It is the Group's policy for its operating entities to operate in their corresponding local currencies to minimize currency risks. The principal businesses of the Group are conducted and recorded in Hong Kong dollars and United States dollars. As its exposure to foreign exchange fluctuation is minimal, the Group does not see the need for using any hedging tools.

# Management Discussion and Analysis

## BUSINESS OVERVIEW

Cambodia has shown promising signs of recovery during the Reporting Year, fuelled by the resurgence of the tourism industry. Q1 air arrivals in 2024 were 641,713, reflecting a continued upward trend compared to previous years but still below pre-pandemic levels. The Cambodian government's proactive measures, such as implementing rigorous health protocols and launching marketing campaigns, have played a crucial role in reviving tourist confidence. Moving forward, continued focus on enhancing safety, promoting the country's attractions, and supporting the tourism infrastructure will be essential to achieving full recovery and sustained growth in Cambodia's tourism sector. The Group believes this will create a healthier market environment for casino operators with the necessary operating licenses, affiliated services, and extensive market experience, as there will be less competition and potentially attract more gamers due to better user experience.

During the Reporting Year, the Group strived to resume its gambling operations by expediting the launch of its gaming table business in the mass gaming area in Dara Sakor. Unfortunately, the Gaming Table Business Rights agreements were ultimately terminated under fair and reasonable terms, despite notable efforts in finding various solutions. After the termination, the Group has swiftly entered into a new casino agreement in May 2024 for the lease and operation of the higher-margin VIP rooms for a period of three years, effective upon the approval at the special general meeting ("**SGM**"), aiming to capture the potential opportunities from the growing tourism sector. With the VIP rooms opened in early September 2024, the Group is cautiously optimistic about its revenue contribution. The Group will keep a keen eye on the latest market development, and will maintain its proactive communication with shareholders and other stakeholders should further development and opportunities arise.

## GAMING TABLE BUSINESS IN CAMBODIA

Victor Mind Global Limited ("**VMG**"), a wholly-owned subsidiary of the Company, had filed a "Termination Agreement" (the "**Termination Agreement**") on 31 December 2023 with Lion King Entertainment Company Limited ("**Lion King**") to terminate a deal to operate eight gaming tables at a casino in controversial Chinese-backed investment zone Dara Sakor, Cambodia. As no compensation is required for the termination, the Group does not anticipate any material impact on its operation and finances, and believes the termination terms are fair and reasonable under the circumstances.

Under the terms of the agreement, the company's wholly-owned subsidiary Wisdom Ocean Group Limited ("**Wisdom Ocean**") since early September 2024, operated all seven tables at the casino in Dara Sakor for an initial three-year term, for which it will pay the owner, LongBay Entertainment, US\$35,000 a month. For this, Century Entertainment will be entitled to 100% of winnings and responsible for 100% of house losses as well as paying relevant staff costs.



# Management Discussion and Analysis

## OUTLOOK

The Group is also actively considering other business opportunities that would further diversify business risk and bring new revenue streams. The Group will establish a new business line focused on the sourcing and distribution of premium Camellia oil, leveraging on the growing demand for nutritious edible oils and favorable fiscal policies in the People's Republic of China (the "**PRC**" or "**China**"). Camellia oil, a high-quality, natural edible plant oil, is renowned for its health benefits and is primarily produced in China, which accounts for over 90% of global output. The Camellia oil industry has shown significant growth over the years, driven by increasing consumer demand for healthy, natural products and robust Chinese government policy support targeted at the cultivation of Camellia, such as the "Three-Year Action Plan for Accelerating Camellia Industry Development (2023-2025)" in China aims to significantly expand the camellia oil industry. In 2023, China's camellia oil production surpassed 800,000 tons, making it a major edible oil. The plan also includes increasing the planting area and upgrading existing low-yield forests. The Group is actively forming strategic partnerships with leading suppliers and distributors to secure a stable supply chain and capitalize on this high-growth market. This new business line will align with the Company's sustainability goals by promoting eco-friendly practices and benefitting local farming communities. It will also diversify the Group's business portfolio beyond the entertainment industry. The Board believes this strategic expansion will enhance revenue streams and profitability and contribute positively to community development. Supported by the efficient operations of the VIP rooms, the improving macroeconomic landscape as well as the new business opportunity, the Group is confident to deliver sustainable returns to its shareholders in the near future.

## Environmental Policy

The Group has devoted its greatest efforts in promoting conservation and environmental sustainability. Our environmental strategy is to achieve a balance between the quality and efficiency of our services and the minimization of greenhouse gas emissions and environmental degradation. Accordingly, energy efficient lightings have been installed in the office to reduce energy consumption and the Group has also continuously monitored its waste and paper consumption such as use of recycled paper and double-sided printing.

Details of the environmental, social and governance practices adopted by the Group are set out in the Environmental, Social and Governance Report which will be published as a separate report on the websites of the Company and the Stock Exchange at the same time of publication of the annual report of the Company for the year ended 31 March 2025.

## Compliance with Laws and Regulations

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations. The work of our Board and the Board committees, in particular the compliance committee of the Company (the "**Compliance Committee**"), contributes to our commitment to compliance efforts. During the year ended 31 March 2025, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

## Relationship with Employees

The Group actively manages its employee relations on which its success depends. The Group believes that developing superior human resources with knowledge, skill and experience is essential to the achievement of its objectives. Specifically, the Group provides in-house training, subsidy for attending seminars and encourages sharing of ideas through employees' meeting. These training and development enable the Group to enhance improvement in the knowledge and skills needed from the employees as they become one of the key strengths of the Group.

# Corporate Governance Report

The Group continues to commit itself to maintaining a high standard of corporate governance with emphases on enhancing transparency and accountability and assuring of good application of practices and procedures within the Group and enhancing performance thereby, augmenting Shareholders' value and benefiting our stakeholders at large.

## CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of, and complied with all applicable code provisions as set out in the Corporate Governance Code (the "**CG Code**") in Appendix C1 to the Listing Rules throughout the year ended 31 March 2025 with the exception of certain deviations as further explained below.

Code provision C.1.7 of the CG Code provides that an issuer should arrange appropriate insurance cover in respect of legal action against its directors.

Code provision C.2.1 of the CG Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Ng Man Sun ("**Mr. Ng**") was both the chairman of the Board (the "**Chairman**") and the chief executive officer of the Company (the "**Chief Executive Officer**"). Mr. Ng resigned as an executive Director, the Chairman and the Chief Executive Officer on 31 May 2025. Following the resignation of Mr. Ng, Mr. Tang Ho Ka ("**Mr. Tang**"), an executive Director, has been appointed as the Chairman and the Chief Executive Officer on 31 May 2025. The Board believes that the roles of Chairman and Chief Executive Officer performed by Mr. Tang provide the Group with strong and consistent leadership and are beneficial to the Group especially in planning and implementation of the Company's business strategies. The Board will regularly review the effectiveness of such arrangement.

Code provision F.1.3 of the CG Code provides that the chairman of the board should attend the annual general meeting.

Due to other business commitments, Mr. Ng, being the former Chairman, was unable to attend the AGM held on 29 September 2024. He had arranged Mr. Yuen Sing Wai Lester, who was an independent non-executive Director, to attend and chair the AGM.

The Company periodically reviews its corporate governance practices and policy to ensure that they continue to meet the requirements of the CG Code, and acknowledges the important role of the Board in providing effective leadership and direction to the Company's business, and ensuring transparency and accountability of the Company's operations.

As such, the Company considers that sufficient measures have been in place to ensure that the Company's corporate governance practices and policy are no less exacting than the CG Code.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as its code of conduct for securities transactions by the Directors and has adopted written guidelines no less exacting than the Model Code for the relevant employees in respect of their dealings in the Company's securities.

# Corporate Governance Report

Reference was made to the announcement of the Company dated 3 March 2025. The Company has been notified by Mr. Ng, a former executive director and the former Chairman, that on 4 November 2024, he as seller, and Ms. Ho Tsz Ying ("**Ms. Ho**"), an independent third party, as purchaser (the "**Purchaser**"), entered into a sale and purchase agreement in relation to the sale and purchase of the convertible bonds issued by the Company in the principal amount of HK\$32 million and due in December 2026 (the "**Convertible Bonds**") (the "**CB Agreement**"); and on the same date, Mr. Ng also entered into a placement agreement with SBI EZ-Capital Securities Limited (the "**Placement Agent**"), for the placement of 35,980,459 shares of the Company owned by Mr. Ng (the "**Placement Agreement**") to independent third parties. (The CB Agreement and the Placement Agreement are collectively referred to as the "**Transfer**"). The Placement Agreement was completed by the Placement Agent in favour of Ms. Ho on or about 8 November 2024. Completion of the CB Agreement has been extended to 14 March 2025 at the request of the Purchaser for extension of time to pay the balance of the sale consideration.

Pursuant to paragraph A.3 of Appendix C3 to the Listing Rules, the Directors are prohibited from dealing in any securities of the Company on any day on which its financial results are published and during the period of 30 days immediately preceding the publication date of the half-year results (the "**Black-out Period**"). As disclosed in the announcement of the Company dated 19 November 2024, the meeting of the Board for the publication of the interim results for the six months ended 30 September 2024 was held on 29 November 2024 and the Transfer therefore fell within the Black-out Period and constituted a dealing of Shares by Mr. Ng and constituted a non-compliance incident of paragraph A.3 of Appendix C3 to the Listing Rules (the "**Non-compliance Incident**").

The Non-compliance Incident occurred due to Mr. Ng's inadvertent oversight of the commencement of the Black-out Period as the negotiation for the Transfer was commenced from about September 2024, which was before the Black-out Period. The formal signing of the Placement Agreement and the CB Agreement were originally scheduled on 26 October 2024, which was before the Black-out Period but was delayed to 4 November 2024 due to the request of the Placement Agent and the Purchaser.

Under Rule B.8 of Appendix C3 to the Listing Rules, a Director must not deal in any securities of the issuer without first notifying in writing the Chairman or a Director (otherwise than himself) designated by the board for the specific purpose and receiving a dated written acknowledgement. As Mr. Ng was the only executive Director designated by the Board for the specific purpose to receive a dated written acknowledgment as required under Rule B.8 of Appendix C3 to the Listing Rules, Mr. Ng did not inform any other directors about the Transfer until 4 November 2024.

The Company was of the view that the reliance on the sole executive Director as recipient of the relevant notice was unsatisfactory and the Company has nominated another Director in addition to Mr. Ng for receiving the relevant notice and to adopt a policy requiring all such notice including (i) the black-out period notification and (ii) the notification as mentioned in Code B.8 of Appendix C to the Listing Rules to be circulated amongst all Directors.

In addition, the Company has taken steps to enhance its internal control. During the Reporting Year, the Company also organized trainings for the Directors in respect of the requirements under the Listing Rules, in particular the requirements under Rules 3.08 and 3.09 therein in relation to directors' duties and Appendix C3 to the Listing Rules in relation to securities transactions by directors and circulated statements of disciplinary action published by the Stock Exchange to the Directors and discussed during the training sessions such that the Directors shall be made sufficiently aware of the consequences for breaching the Listing Rules.

Saved as disclosed above, having made specific enquiries to all Directors, all Directors confirm that they have complied with the required standard as stated in the Model Code regarding securities transactions throughout the year ended 31 March 2025.

# Corporate Governance Report

## BOARD OF DIRECTORS

### Responsibilities

The Board, led by the Chairman, provides leadership, devises and approves policies, strategies and plans, and oversees their implementation to further the healthy growth of the Company in the interests of the Shareholders. The day-to-day management, administration and operations of the Company and implementation of the Board's decisions are delegated to the Chief Executive Officer and the executive Directors as appropriate.

### Board Diversity Policy

Recognizing and embracing the benefits of having a diverse member of the Board to uphold corporate governance, the Company announced the board diversity policy (the "**Board Diversity Policy**") to set out clear guidelines in designing the Board's composition, in terms of but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. 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. The Board may seek to improve one or more aspects of its diversity at any given time, and measure its progress accordingly.

Currently, the Board consists of five members who have accounting or financial expertise, professional qualifications, management and business development experience, or experience related to the industry where the Company operates, one of whom is a female Director. The nomination committee of the Company (the "**Nomination Committee**") has reviewed the policy concerning the diversity of Board members and believes that the Board has already had a diverse mix of gender, skills, knowledge and experience. The Company will strive to achieve gender balance of the Board through the following measures to be implemented by the Nomination Committee in accordance with the Board Diversity Policy. The Company will actively identify female individuals suitably qualified to become the Board members. To further ensure gender diversity of the Board in the long run, the Group will take opportunities to increase the proportion of female members of the Board, identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such female individuals who possess qualities to become the Board members, which will be reviewed by the Nomination Committee periodically in order to develop a pipeline of potential successors to the Board to promote gender diversity of the Board.

### Nomination Policy

The Board has adopted a nomination policy (the "**Nomination Policy**") which aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirement of the Company's businesses. In determining the suitability of a candidate, the Nomination Committee and the Board shall consider the following criteria:

- the candidate's personal ethics, reputation, character and integrity;
- the candidate's qualifications, skills, knowledge, business judgment and experience that are relevant to the operations of the Group;
- willingness to devote adequate time to discharge duties as a member of the Board;



- the Board Diversity Policy for achieving diversity on the Board;
- the candidate for the position of an independent non-executive Director must comply with the independence criteria as prescribed under the Listing Rules; and
- any other factors that the Nomination Committee and/or the Board may consider appropriate.

These factors are for reference only, and not meant to be exhaustive and decisive.

The Nomination Committee identifies individual(s) suitably qualified to become board members, having due regard to the Nomination Policy and the Board Diversity Policy, and assesses the independence of the proposed independent non-executive Director(s) as appropriate. The Nomination Committee also considers each retiring Director, having due regard to the Nomination Policy and the Board Diversity Policy, and assesses the independence of each retiring independent non-executive Director. In recommending candidates for appointment to the Board or re-appointment of retiring Directors to the Board, the Nomination Committee will convene a meeting to evaluate each proposed Director on merit against objective criteria and with due regards to the benefits of the Board. The Nomination Committee shall make recommendations by submitting the proposed Director's personal profile to the Board for its consideration.

For each proposed new appointment or re-appointment of a Director, the Nomination Committee shall obtain all applicable declarations and undertaking as required under the laws of Bermuda and the Listing Rules. The Board shall have the final decision on all matters relating to the recommendation of candidates to stand for election (and re-election) at a general meeting. The ultimate responsibility for the selection and appointment of Directors rests with the entire Board.

## Directors Remuneration Policy

The Company has adopted a director remuneration policy, it sets out the general principles which guide the Group to deal with the remuneration matters. This remuneration policy aims to provide a fair market level of remuneration to retain and motivate high quality directors, senior management of the Group and attract experienced people of high calibre to oversee the business and development of the Group.

## Board Composition

The Board currently consists of five members, including two executive Directors, namely Mr. Tang Ho Ka and Mr. Zeng Zhibo; and three independent non-executive Directors, namely Mr. Michael Tan Defensor, Mr. Wong Yun Pun and Ms. Xiong Daikun. Their biographical details are set out on pages 44 to 45 of this report and are posted on the Company's website. The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules.

## Chairman and Chief Executive Officer

The roles and responsibilities respectively of the Chairman and the Chief Executive Officer are clearly defined and set out in writing, and are now both exercised by Mr. Tang Ho Ka.

# Corporate Governance Report

The Chairman provides leadership and is responsible for effective functioning of the Board in accordance with good corporate governance practices and standard. With the full support of the management of the Company, the Chairman is principally responsible for determining the overall strategy and corporate development and ensuring the business operations are properly monitored.

The Chief Executive Officer, with the full support of the management of the Company, focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. He is also responsible for developing strategic plans and formulating the Company practices and procedures, business objectives, and risk assessment for the Board's approval.

The functions reserved to the Board and those delegated to the management have been formalized in writing and are periodically reviewed by the Board to ensure that they remain appropriate to the Company's needs.

## Independence of Independent Non-executive Directors

Composition of the independent non-executive Directors reflects the necessary balance of skills and varied business experiences of different geographical regions and independence in their decision making for effective and constructive contribution to the Board for governance of the Company. The Board currently has three independent non-executive Directors representing more than one-third of the Board and one of them possessing appropriate professional qualification in accounting or related financial management expertise.

During the Reporting Period, two independent non-executive Directors, namely Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia, had served for more than 9 years. During their tenure of office, Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia had been able to fulfill all the requirements regarding independence of independent non-executive Director and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. The Board was not aware of any foreseeable events that may occur and affect the independence of Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia and considered each of Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia to be independent of the Company. During their years of appointment, they have demonstrated their ability to provide an independent view to the Company's matters. Their wealth of skills, knowledge and experience have enabled them to contribute meaningfully and objectively to the Board as independent non-executive Directors and their independence from management was not considered to have been diminished by their years of service.

The Nomination Committee had taken into account the respective contributions of Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia to the Board and their commitment to their roles. The Nomination Committee was satisfied that each of Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia has the required integrity, skills and experience to continue fulfilling the role of an independent non-executive Director, and that Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia's long service on the Board would not affect their exercise of independent judgement. Through exercising the scrutinizing and monitoring function of independent non-executive director, they had contributed to the effectiveness of the Board for the interest of the Shareholders.

The Company has received written annual confirmation of independence from each independent non-executive Director pursuant to Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

After the Reporting Period, each of Ms. Yeung Pui Han, Regina and Mr. Yuen Sing Wai Lester has resigned as an independent non-executive Director on 1 May 2025 and Ms. Sie Nien Che, Celia has resigned as an independent non-executive Director on 16 May 2025.

# Corporate Governance Report

The Company recognizes the importance of the Board independence to corporate governance. In particular, in order to ensure the strong independence of the Board and make ensure that the Board can obtain independent views and opinions, the following mechanisms are required: 1) in assessing the qualification of potential candidates to become independent Directors, the Nomination Committee and the Board will consider, among others, whether the candidates are able to dedicate sufficient time to fulfill their duties as independent Directors and the candidates' backgrounds and qualifications, in order to assess whether such candidates are able to bring an independent view to the Board; and 2) the Nomination Committee is authorized to assess the independence of all independent non-executive Directors on an annual basis with reference to the independence criteria set out in the Listing Rules so as to ensure that they can continue to exercise independent judgment.

## Board Meetings

All the Directors have full and timely access to the management for any information to enable them to make informed decisions, as well as the advice and services of the company secretary of the Company (the "**Company Secretary**") with a view of ensuring that Board procedures and all applicable rules and regulations are followed. The Board has agreed procedures to enable each Director to seek independent professional advice in appropriate circumstances at the Company's expenses.

Each Director has given sufficient time and attention to the affairs of the Company. Owing to the Chairman's encouragement to the Directors to make full and active contribution to the affairs of the Board, a culture of openness and debate is developing among the Directors to ensure Board decisions fairly reflected consensus. Four Board meetings and two general meetings of the Company were held during the year ended 31 March 2025 and the attendances of each Board member are set out below:

	<b>Number of meetings attended/eligible to attend</b>	
	<b>Board meetings</b>	<b>General meetings</b>
<b>Executive Directors</b>		
Mr. Ng Man Sun ( <i>Chairman and Chief Executive Officer</i> <i>(resigned on 31 May 2025)</i> )	0/4	0/2
Ms. Ng Wai Yee ( <i>resigned on 5 June 2024</i> )	1/1	N/A
Mr. Tang Ho Ka ( <i>Chairman and Chief Executive Officer</i> <i>(appointed as non-executive Director on 19 March 2025,</i> <i>re-designated as executive Director on 1 May 2025 and</i> <i>appointed as Chairman and Chief Executive Officer</i> <i>on 31 May 2025)</i> )	N/A	N/A
Mr. Zeng Zhibo ( <i>appointed as non-executive Director on 9 December 2024</i> <i>and re-designated as executive Director on 1 May 2025)</i>	0/1	N/A
<b>Independent Non-executive Directors</b>		
Ms. Yeung Pui Han, Regina ( <i>resigned on 1 May 2025</i> )	4/4	2/2
Ms. Sie Nien Che, Celia ( <i>resigned on 16 May 2025</i> )	4/4	2/2
Mr. Yuen Sing Wai Lester ( <i>resigned on 1 May 2025</i> )	4/4	2/2
Mr. Wong Yun Pun ( <i>appointed on 1 May 2025</i> )	N/A	N/A
Mr. Michael Tan Defensor ( <i>appointed on 1 May 2025</i> )	N/A	N/A
Ms. Xiong Daikun ( <i>appointed on 16 May 2025</i> )	N/A	N/A

# Corporate Governance Report

Board meeting schedules and draft agendas of each meeting are made available to the Directors in advance. Notice of each regular Board meeting is served to all Directors at least 14 days before the meeting. For other Board or Board committee meeting, reasonable notice is generally given. Board papers together with all adequate, accurate, appropriate, clear, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or Board committee meeting or promptly upon request by the Directors to keep the Directors apprised of the latest developments and financial position of the Company. With the full support of the management of the Company, such Board papers and materials are provided in a timely manner and in a form and quality sufficient with appropriate explanation to enable the Board to make informed decisions.

The Company Secretary is responsible for keeping minutes of all Board meetings and Board committee meetings. Draft minutes are normally circulated to the Directors for comments within a reasonable time after each meeting and the final version is open for the Directors' inspection. According to the current Board practices, any material transaction, which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's Bye-laws (the "**Bye-laws**") also contain provisions requiring Director(s) to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Director(s) or any of his/her/their associates have a material interest.

## Appointment and re-election of Directors

The Company has established formal, considered and transparent procedures for the appointment of the Directors. The Nomination Committee is responsible for considering the suitability of individual to act as a Director and to make recommendations to the Board on appointment or re-election of Directors.

All the Directors entered into letters of appointment with the Company without specific term of office. However, their term of office each is the period up to his/her retirement by rotation or retirement, but eligible for re-election at general meetings of the Company in accordance with the Bye-laws. In accordance with the Bye-laws, the Company may from time to time in general meeting elect any person to be a Director to fill a casual vacancy or as an addition to the Board. The Directors shall have power from time to time to appoint any person as a Director either to fill a casual vacancy or, subject to the authorization by Shareholders in general meeting, as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting (in the case of filling a casual vacancy) or until the next following AGM (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting. At each AGM, one-third of the Directors for the time being shall retire from office by rotation provided that each Director shall be subject to retirement by rotation at least once every three years at the AGM.

Each Director has disclosed to the Company at the time of his/her appointment or election, and in a timely manner of any changes in number of offices held in public companies or organizations and other significant commitments. A list of the Directors identifying their roles and functions is available on the websites of Company and the Stock Exchange. The Directors and their biographical details as at the date of this report are set out on pages 44 to 45 of this report.



## Directors' Training and Continuous Professional Development

Every newly appointed Director will be arranged a comprehensive, formal and tailored induction at the time of his/her appointment or election, so as to ensure that he/she has appropriate understanding of the operations and business of the Company, and that he/she is fully aware of his/her responsibilities under the Listing Rules and relevant other regulatory requirements and the Company's business and governance policies.

Directors are continually updated on the latest development of the Listing Rules, legal and other regulatory requirements to ensure compliance and upkeep of good corporate governance practice. The Company encourages all Directors to participate in continuous professional development to develop and refresh their knowledge and skill. During the Reporting Year and up to the date of this report, all Directors have provided their records of training they received to the Company for record and a summary of which is as follows:

	<b>Forms of continuous training and professional development (Notes)</b>		
<b>Directors</b>			
<b>Executive Directors</b>	A	B	C
Mr. Ng Man Sun ( <i>Chairman and Chief Executive Officer</i> ) (resigned on 31 May 2025)	√	√	–
Ms. Ng Wai Yee ( <i>resigned on 5 June 2024</i> )	√	√	–
Mr. Tang Ho Ka ( <i>Chairman and Chief Executive Officer</i> ) (appointed as non-executive Director on 19 March 2025, re-designated as executive Director on 1 May 2025 and appointed as Chairman and Chief Executive Officer on 31 May 2025)	√	√	–
Mr. Zeng Zhibo ( <i>appointed as non-executive Director on 9 December 2024 and re-designated as executive Director on 1 May 2025</i> )	√	√	–
<b>Independent Non-executive Directors</b>			
Ms. Yeung Pui Han, Regina ( <i>resigned on 1 May 2025</i> )	√	√	–
Ms. Sie Nien Che, Celia ( <i>resigned on 16 May 2025</i> )	√	√	–
Mr. Yuen Sing Wai Lester ( <i>resigned on 1 May 2025</i> )	√	√	√
Mr. Michael Tan Defensor ( <i>appointed on 1 May 2025</i> )	√	√	√
Mr. Wong Yun Pun ( <i>appointed on 1 May 2025</i> )	√	√	√
Ms. Xiong Daikun ( <i>appointed on 16 May 2025</i> )	√	√	√

Notes:

- Reading new/journal/magazine/other reading materials and/or attending in-house training as regards legal and regulatory changes and matters of relevance in the discharge of the duties as a listed company director. Each of the Directors has attended the training session arranged by the Company on the updates on ESG matters.
- Reading memoranda issued or information and materials provided from time to time by the Company regarding the business of the Group, legal and regulatory changes and matters of relevance in the discharge of the duties as a listed company director.
- Participation in continuous professional training and seminars/conferences/courses/workshops on subjects relating to directors' duties, corporate governance and other matters of relevance.

# Corporate Governance Report

## BOARD COMMITTEES

Four Board committees, namely Audit Committee, Compliance Committee, the remuneration committee of the Company (the “**Remuneration Committee**”) and the Nomination Committee were established under the Board to oversee their respective functions set out below, and to report to the Board on their decisions or recommendations. Each committee or each committee member is allowed to obtain independent professional advice and services at the Company’s expenses.

### Audit Committee

As at 31 March 2025, the Audit Committee comprised three independent non-executive Directors, namely Mr. Yuen Sing Wai Lester, Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia, and was chaired by Mr. Yuen Sing Wai Lester who has substantial accounting and related financial management expertise. Up to the date of this report, the Audit Committee comprised three independent non-executive Directors, namely Mr. Wong Yun Pun, Mr. Michael Tan Defensor and Ms. Xiong Daikun, and is chaired by Mr. Wong Yun Pun who has substantial accounting and related financial management expertise.

The main duties of the Audit Committee are to, among others, review, monitor and provide supervision over the Company’s financial reporting process, risk management and internal control system, perform corporate governance duties delegated by the Board and maintain an appropriate relationship with the Company’s auditor. The roles and functions of the Audit Committee are clearly set out in terms of reference which are no less exacting than the CG Code and are available on the websites of the Company and the Stock Exchange.

Three Audit Committee meetings were held during the year ended 31 March 2025. The attendances of each Audit Committee member are set out as follows:

	Number of meetings attended/ eligible to attend
<b>Independent Non-executive Directors</b>	
Ms. Yeung Pui Han, Regina ( <i>resigned on 1 May 2025</i> )	3/3
Ms. Sie Nien Che, Celia ( <i>resigned on 16 May 2025</i> )	1/3
Mr. Yuen Sing Wai Lester ( <i>resigned on 1 May 2025</i> )	3/3

The major works performed by the Audit Committee during the Reporting Year and up to the date of this report include the following:

- reviewed and recommended for the Board's approval the draft audited consolidated financial statements of the Reporting Year together with the auditor's report attached thereto and the draft announcement of the 2024 Annual Results, and the draft unaudited consolidated financial statements and announcement of the interim result for the six months ended 30 September 2024 (the "**2024 Interim Results**").
- reviewed tax issues, compliance and salient features of 2024 Annual Results and 2024 Interim Results.
- discussed with the auditor the nature and scope of the audit and reporting obligations.
- considered and recommended to the Board for the terms of engagement and fee proposals provided by the auditor.
- reviewed the appointment of the auditor.
- recommended to the Board for the proposal for the re-appointment of Fan, Chan & Co. Limited as the auditor of the Company at the forthcoming AGM.
- reviewed the appointment of the internal auditor and the internal audit plan.
- reviewed the effectiveness of the financial controls, risk management and internal control system of the Company.
- reviewed the Company's application of its policy and practices of corporate governance and disclosures in this report.
- reviewed the training and continuous professional development of the Directors and senior management.
- reviewed arrangements for employees of the Group to raise concerns about possible improprieties in financial reporting, internal control or other matters.

The chairman of the Audit Committee will report the findings and recommendations, if any, to the Board after each meeting. During the year ended 31 March 2025, the Board had no disagreement with the Audit Committee's view on the selection and appointment of the external auditor.

# Corporate Governance Report

## Compliance Committee

As at 31 March 2025, the Compliance Committee comprised one executive Director, namely Mr. Ng Man Sun, one independent non-executive Director, namely Mr. Yuen Sing Wai Lester, and the Company Secretary, namely Mr. Man Yun Wah, and was chaired by Mr. Ng Man Sun. Up to the date of this report, the Compliance Committee comprised one executive Director, namely Mr. Tang Ho Ka, one independent non-executive Director, namely Mr. Michael Tan Defensor and the Company Secretary, namely Mr. Man Yun Wah, and is chaired by Mr. Tang Ho Ka.

The main duties of the Compliance Committee are to, among others, formulate, review, approve, and monitor the Company's policies and practices on compliance with legal and regulatory requirements, supervise the implementation and monitor the efficiency and effectiveness of the compliance management system. The roles and functions of the Compliance Committee are clearly set out in terms of reference which are no less exacting than the CG Code and are available on the websites of the Company and the Stock Exchange.

One Compliance Committee meeting was held during the year ended 31 March 2025. The attendances of each Compliance Committee member are set out as follows:

	<b>Number of meetings attended/ eligible to attend</b>
Mr. Ng Man Sun ( <i>appointed on 5 June 2024 and resigned on 31 May 2025</i> )	0/1
Ms. Ng Wai Yee ( <i>resigned on 5 June 2024</i> )	N/A
Mr. Man Yun Wah	1/1
Mr. Yuen Sing Wai Lester ( <i>resigned on 1 May 2025</i> )	1/1

The major works performed by the Compliance Committee during the Reporting Year and up to the date of this report include the following:

- reviewed the Company's compliance with the CG code and disclosure in the CG Report.
- reviewed the Company's compliance with legal and regulatory requirements.
- monitored the training and continuous professional development of the Directors and senior management.
- prepared and submitted summary reports to the Board on the overall compliance performance and corporate governance practices of the Company.

## Remuneration Committee

As at 31 March 2025, the Remuneration Committee comprised two independent non-executive Directors, namely Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia, and was chaired by Ms. Yeung Pui Han, Regina. Up to the date of this report, the Remuneration Committee comprised three independent non-executive Directors, namely Mr. Wong Yun Pun, Mr. Michael Tan Defensor and Ms. Xiong Daikun, and is chaired by Mr. Wong Yun Pun.

The main duties of the Remuneration Committee are to, among others, review the Company's policy on remuneration structure, approve the management's remuneration by reference to corporate goals and objectives of the Company, recommend to the Board on the remuneration packages of the independent non-executive Directors, review and determine the remuneration packages for the executive Directors with delegated responsibility according to the model set out in code provision E.1.2(c)(i) of the CG Code and review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules as adopted by the terms of reference of the Remuneration Committee. No Director will determine his/her own remuneration. The roles and functions of the Remuneration Committee are clearly set out in the terms of reference which are no less exacting than the CG Code and are available on the websites of the Company and the Stock Exchange.

One Remuneration Committee meeting was held during the year ended 31 March 2025. The attendances of each Remuneration Committee member are set out below:

	<b>Number of meetings attended/ eligible to attend</b>
<b>Independent Non-executive Directors</b>	
Ms. Yeung Pui Han, Regina ( <i>resigned on 1 May 2025</i> )	1 / 1
Ms. Sie Nien Che, Celia ( <i>resigned on 16 May 2025</i> )	1 / 1

The major works performed by the Remuneration Committee during the Reporting Year and up to the date of this report include the following:

- recommended to the Board on the remuneration packages of the independent non-executive Directors.
- reviewed the terms of services contracts of all Directors.
- reviewed and approved the remuneration package of each executive Director and senior management including benefit in kind, pension right and bonus payment.
- determined remuneration proposals of the management linked with the Company's performance towards its goals and objectives and individual performance.
- considered the Group's position relative to comparable companies, time commitment and responsibilities and employment conditions in terms of remuneration packages and salary payments.

# Corporate Governance Report

The Company has adopted a director remuneration policy, it sets out the general principles which guide the Group to deal with the remuneration matters. This remuneration policy aims to provide a fair market level of remuneration to retain and motivate high quality directors, senior management of the Group and attract experienced people of high calibre to oversee the business and development of the Group.

## Nomination Committee

As at 31 March 2025, the Nomination Committee comprised one executive Director, namely Mr. Ng Man Sun, and two independent non-executive Directors, namely Ms. Yeung Pui Han, Regina and Ms. Sie Nien Che, Celia, and was chaired by Mr. Ng Man Sun. Up to the date of this report, the Nomination Committee comprised one executive Director, namely Mr. Tang Ho Ka, and three independent non-executive Directors, namely Mr. Wong Yun Pun, Mr. Michael Tan Defensor and Ms. Xiong Daikun, and is chaired by Mr. Tang Ho Ka.

The main duties of the Nomination Committee are to, among others, review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board, make recommendations on the selection of individual to act as a Director and on appointment or re-election of Directors to complement the corporate strategy of the Company, and assess the independence of the independent non-executive Directors. The roles and functions of the Nomination Committee are clearly set out in terms of reference which are no less exacting than the CG Code and are available on the websites of the Company and the Stock Exchange.

One Nomination Committee meeting was held during the Reporting Year. The attendances of each Nomination Committee member are set out below:

	Number of meetings attended/ eligible to attend
<b>Executive Director</b>	
Mr. Ng Man Sun ( <i>resigned on 31 May 2025</i> )	0/1
<b>Independent Non-executive Directors</b>	
Ms. Yeung Pui Han, Regina ( <i>resigned on 1 May 2025</i> )	1/1
Ms. Sie Nien Che, Celia ( <i>resigned on 16 May 2025</i> )	1/1

The Company continued to monitor the board composition in order to maintain an appropriate mix and balance of talent, skills, experience and background on the Board. The major works performed by the Nomination Committee during the Reporting Year and up to the date of this report include the following:

- reviewed the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board.
- recommended to the Board on re-election of the Directors.
- assessed the independence of independent non-executive Directors.



## REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration paid to and/or entitled by each of the Directors and senior management for the Reporting Year is set out in notes 12 and 13 to the consolidated financial statements for the Reporting Year.

## AUDITOR'S REMUNERATION

For the year ended 31 March 2025, the fee paid and payable to the Company's external auditor, Fan, Chan & Co. Limited ("**Fan, Chan & Co.**"), in respect of audit services was HK\$750,000. There was no non-audit service provided by Elite Partners CPA Limited ("**Elite Partners**"), the Company's former external auditor, and Fan, Chan & Co. for the year ended 31 March 2025.

The management would identify the risks associate with the business of the Group by considering both internal and external factors and events which include political, economic, technology, environmental, social and staff. Each of risks has been assessed and prioritised based on their relevant impact and occurrence opportunity. The relevant risk management strategy would be applied to each type of risks according to the assessment results, type of risk management strategy has been listed as follow:

- Risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;
- Risk avoidance: change business process or objective so as to avoid the risk;
- Risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market; and
- Risk transfer: transfer ownership and liability to a third party.

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact results from the risks. The risk management and internal control system are design 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.

The Audit Committee and the Board, having considered the availability of internal resources and the qualification requirement of internal audit, agreed to engage an external advisory firm to undertake the internal audit function to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. No significant deficiency and weakness on the internal control system has been identified by the external advisory firm for the year ended 31 March 2025.

The Board considered that, for the year ended 31 March 2025, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions were reasonably effective and adequate.



# Corporate Governance Report

## WHISTLEBLOWING POLICY AND ANTI-CORRUPTION POLICY

The Company has established the whistleblowing policy which allows all employees and independent third parties, including customers, suppliers and contractors, to report any possible improprieties, misconducts, malpractices or irregularities in matters of financial reporting, internal control or other matters to the Board or the Audit Committee anonymously. The Group will handle the reports and complaints with care and will treat the whistle-blower's concerns fairly and properly. The Audit Committee has the overall responsibility for the whistleblowing policy but has delegated day-to-day responsibility for overseeing and implementing it to a designated officer. Any person who is found to have victimized or retaliated against those who have raised concerns under this policy will subject to disciplinary sanctions.

The Group has adopted anti-corruption policy on a zero tolerance basis for any form of corruption, including bribery and extortion, fraud and money laundering, and promise to operate our business in an honest, ethical and creditable manner. The policies are revised in due course and all Directors and employees are reminded with its requirement from time to time. In particular, the Group has established a code of conduct and stipulated in the compliance manual of the Company. Additionally, the Group has implemented an effective internal manual on inside information or price sensitive information and has provided separate channels for the reporting of any suspected business irregularities, fraud and corruption.

Please refer to the "2025 Environmental, Social and Governance Report" of the Company for more details.

## INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company takes seriously of its obligations under Part XIVA of the SFO and the Listing Rules. All the inside information identified by the Directors shall be published and disclosed to the public in a timely manner through the Company's publications and communications, unless the information falls within safe harbours as prescribed in the SFO.

## COMPANY SECRETARY

Mr. Man Yun Wah ("**Mr. Man**") has professional qualification and extensive experiences to discharge his duties as the Company Secretary. He reports to the Chairman and the Chief Executive Officer. He is mainly responsible for advising the Board on governance matters, promoting Directors' participation in continuing professional development training, ensuring good flow of information among the Board members and the Board policy and procedures are followed.

During the Reporting Year, Mr. Man has attended no less than 15 hours of professional training to refresh and develop his skills and knowledge.



## COMMUNICATION WITH SHAREHOLDERS

The CG Code requires the Company to have an ongoing dialogue with Shareholders and it is the responsibility of the Board as a whole to ensure that satisfactory dialogue takes place. The Company's AGM provides a useful forum for the Shareholders to exchange views with the Board and the Company welcomes the Shareholders to attend the AGM. The Directors and representative(s) of the auditor of the Company will attend the AGM and be available to answer Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

Separate resolutions are proposed at general meetings on each substantially separate issue, including election or re-election of individual Directors at the AGM, and all resolutions put to the vote of a general meeting were taken by way of a poll. The results of the poll were published on the websites of the Company and the Stock Exchange respectively.

Another communication channel between the Company and the Shareholders is through the publication of its interim and annual reports and other publications of the Company from time to time. The Company's branch share registrar serves the Shareholders with respect to all share registration matters. The Company has reviewed the implementation and effectiveness of the shareholder communication policy during the year ended 31 March 2025 and concluded that it was effective.

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholders to Convene Special General Meeting

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting (the "**SGM**") to be called by the Board for the transaction of any business specified in such requisition; and such SGM shall be held within two months after the deposit of such requisition, provided that such written requisition is verified to be valid, proper and in order.

The requisition must state the purposes of the SGM, and must be signed by the requisitionists and deposited at the Company's head office and principal place of business in Hong Kong and may consist of several documents in like form each signed by one or more requisitionists.

If within twenty-one days of such deposit the Board fails to proceed to convene such SGM, the requisitionists themselves, or any of them representing more than one half of the total voting rights of all of them, may convene a SGM, but the SGM so convened shall not be held after the expiration of three months from the said date.



# Corporate Governance Report

## Shareholders' Enquiries to the Board

Investors or Shareholders are welcomed to contact the Group's investor relations consultant for any enquiries. Their contact details are as follows:

DLK Advisory Limited  
Room 906, 9/F. Nan Fung Tower  
88 Connaught Road Central  
Hong Kong

Details of the poll voting procedures and rights of Shareholders to demand a poll are included in the circular to Shareholders dispatched together with the annual report. The circular also includes details of the procedures and the timetable of proposing appropriate candidates to stand for election as Directors at an AGM, and the requirements of relevant details of proposed resolutions, including biographies of each candidate standing for election and whether such candidates are considered to be independent.

## CONSTITUTIONAL DOCUMENTS

There was no change to the Bye-laws, which is available on the websites of the Company and the Stock Exchange.

## INVESTOR RELATIONS

The Group believes that maintaining active communication and operational transparency is vital to building good investor relations. During the Reporting Year, the Group has retained a professional public relation company to maintain continuous communication with various investors and held meetings regularly with analysts and institutional investors from around the world, if appropriate.

## DISCLAIMER OF OPINION OF AUDITOR

The auditor of the Company, Fan, Chan & Co. Limited, expressed a disclaimer of opinion on the consolidated financial statements of the Group for the year ended 31 March 2025. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section as disclosed in the auditor's report, the auditor has not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

Please you may refer to the Basis for Disclaimer of Opinion section in the auditor's report contained in this annual report for the details of the disclaimer of opinion.

## Management's position and Audit Committee's view

### *Material uncertainties relating to going concern ("Audit Issue 1")*

The management are optimistic regarding the outlook of the Company given the strategic diversification of the Group's business to sales and distribution of Camellia oil in the PRC and the expansion of the Group's gaming business to the development, marketing and sales of gaming system platforms and related content in the Asia Pacific region through the establishment of the Joint Venture with the JV Partner.

# Corporate Governance Report

Reference is made to the announcement of the Company dated 10 June 2025. The Company entered into a non-binding MOU, with the JV Partner in the Republic of the Philippines and licensed by the PAGCOR as a gaming system service and gaming contents provider, to establish the Joint Venture with the intention to market and further develop on the JV Partner's existing gaming system platform and content development capabilities.

The Joint Venture will be established as a limited liability company in Hong Kong and the Group will hold a 51% equity interest, and the JV Partner will hold a 49% equity interest in the Joint Venture. The parties will use their best endeavours to enter into the JV Agreement to formalise the corporate structure, governance, and operational framework.

Pursuant to the MOU, the Group will provide technical support for research and development, ongoing platform maintenance, market access through its distribution channels, marketing teams, and business development resources, as well as administrative support including financial management, legal compliance, and human resources services. The JV Partner will contribute its proprietary gaming system platform, content, software, source code, and associated intellectual property rights.

The management firmly believes that the establishment of the joint venture entity and the continued effort of the management to explore further business opportunities, the material uncertainties relating to going concern would be resolved during the year ending 31 March 2026.

Further, the Company has reached a verbal agreement with Ms. Ho Tsz Ying, the current major shareholder of the Company that in the event where the Company requires additional financial support to its gaming operation, she will be in a position to provide such financial support by way of extending the maturity date of convertible bonds due to her.

On the other hand, the Company had been seeking confirmation from Mr. Ng that all amounts due from Mr. Ng to the Company amounted to HK\$65,231,430.70, being the aggregate of considerations receivable for disposal of mobile game apps, operating deposit for casino and re-valued profit guarantee receivables were set off against loan payables, other payables and convertible bond issued by the Company to Mr. Ng on 31 December 2022.

Upon receipt of the aforesaid confirmation from Mr. Ng, the management would consider that all receivables due from Mr. Ng would have been set off against the amount payables by the Company to Mr. Ng during the year ended 31 March 2025, and a significant amount of liabilities in the account of the Company would therefore be resolved.

## *Limitation of scope on recoverability of other receivables ("Audit Issue 2")*

The Company had been discussing and consulting with its auditor on the above-mentioned action plan against the other receivables, and it anticipated that the Audit Issue 2 could be resolved taking into account the probably receipt of the confirmation from Mr. Ng.

The Board (including the Audit Committee) considers that the above plans to be effective for resolving the Audit Issues.

# Environmental, Social and Governance Report

## ABOUT THE REPORT

### Scope and Reporting Period

This is the Environmental, Social, and Governance ("**ESG**") report of Century Entertainment International Holdings Limited (the "**Company**", and collectively with its subsidiaries referred as the "**Group**"), highlighting its ESG performance, with disclosure reference made to the ESG Reporting Guide as described in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The Group's primary activities include investment holdings, gaming business and the development of novel intellectual properties and technological solutions for clients associated with AR/VR applications.

This ESG report (the "**Report**") covers the Group's overall environmental and social performances of its major business operations, as well as sets out the Group's sustainability practices and approaches during the period from 1 April 2024 to 31 March 2025 (the "**Reporting Period**"), unless otherwise stated.

### Reporting Principles

The Report is prepared in accordance with the "Environmental, Social and Governance Reporting Guide" set out in Appendix C2 to the Listing Rules of the Stock Exchange (the "**Guide**"). The contents covered herein are in compliance with the provision of "Comply or Explain" as well as four reporting principles of materiality, quantitative, balance and consistency required in the Guide.

*Materiality* — Materiality assessments have been carried out to identify material environmental and social issues that have major impacts on investors and other stakeholders, the significant stakeholders, procedures, and results of the engagement of which are presented in the section "Stakeholder Engagement and Materiality" in the Report.

*Quantitative* — Key performance indicators ("**KPI**")s have been established, and are measurable and applicable to make valid comparisons under appropriate conditions; information on the standards, methodologies, assumptions, and/or calculation tools used, and sources of conversion factors used, have been disclosed when applicable.

*Balance* — The Report presents the Company's performance during the Reporting Period in an impartial manner, avoiding choices, omissions or presentation formats that may unduly influence readers' decisions or judgements.

*Consistency* — Consistent statistical methodologies and presentation of KPIs have been used to allow meaningful comparisons of related data over time.

### Reporting Language

The Report is published in both English and Traditional Chinese versions. In case of discrepancies the English version shall prevail.

# Environmental, Social and Governance Report

## CHAIRMAN'S STATEMENT

Throughout 2024 and early 2025, conflicts in Eastern Europe and the Middle East, coupled with escalating geopolitical tensions between the U.S. and its allies and China, have underscored the fragility of the global economic landscape. These uncertainties, compounded by the sustained high-interest-rate environment in the U.S., continue to weigh heavily on businesses worldwide. As such, we recognize that sustainability is no longer optional, but a critical imperative for long-term resilience amid these macroeconomic, geopolitical, and operational challenges.

As a corporate citizen, the Group recognises this and has made sustainability the core of our strategic vision. We recognise sustainability governance is the foundation to a successful operation, and we have endeavoured to apply the lens of sustainability across the Company's purpose, operations, and processes.

The board of directors of the Group (the "**Board**") is responsible for setting our strategic direction, ensuring that our ESG strategy is reflected in the Group's values and core strategy. Going forward, the Board will review the progress made against ESG-related goals to guide the Company in improving its ESG performance.

Looking ahead, to better manage future challenges, we will continue to drive our sustainability performance and further incorporate sustainability into our core strategy. We hope this Report will provide our stakeholders an overview of our sustainability performance.

## THE GROUP'S FUTURE DEVELOPMENT AND COMMITMENTS

The Group continues its commitment to be a responsible corporate by upholding a high standard of corporate governance, strictly following the code of ethics, advocating environmental protection and community services, and promoting socially responsible practices. We embed social responsibility into our management philosophy to facilitate sustainability in economy, the society and the environment.

The Board recognises that ESG monitoring will be key to help the Group identify ESG-related risks in its future development. With a long-term vision to expand its operations, the Group will seize opportunities and steer clear of risky investments to ensure steady and sustainable business growth.

## SUSTAINABILITY GOVERNANCE

The Board has overall responsibility for the Company's sustainability strategy and reporting. The sustainability plan of the Company is developed based on results of the Report, which is reviewed annually and adjusted as needed to align with the long-term business strategy of the Company. The Board also evaluates the Group's progress in achieving long-term sustainable targets on an annual basis, and adjusts said targets based on the situation.



# Environmental, Social and Governance Report

## Stakeholder Materiality Assessment

During the Reporting Period, the Group has assessed the actual and potential impacts that the Group's operation could bring based on the advice from external professionals and the Materiality Finder of SASB Standards. The significance of the impacts was considered when assessing the materiality of topics, upon which a materiality assessment has been produced.

According to the assessment, the five most material topics to the Company are:

1. Energy
2. Occupational Health and Safety
3. Labour Standards
4. Customer Service/Welfare
5. Anti-corruption

Furthermore, the Group aims to keep close communication with its stakeholders for the identified aspects and continue to improve its ESG performance. The Group also hopes to have better management on ESG-related risks for its future business development. In alignment with the Group's vision on sustainability, the Group will continue to operate with high ethical standards and aim to provide sustainable returns to its stakeholders.

## Stakeholders' Feedback

The Group welcomes stakeholders' feedback on our ESG approach and performance. Stakeholders can give their suggestions or share their views with us through the contacts below:

Century Entertainment International Holdings Limited

Address: Room 2818, 28/F Metropolis Tower, 10 Metropolis Road, Hung Hom, Hong Kong

Phone: (852) 2559 5925

Fax: (852) 2559 5989

## A. Environmental

### A1. Emissions

Due to the Group's operations being mostly office-based, with no direct energy-intensive production processes, its related environmental impact was very minimal. However, the Group maintains an unwavering commitment to minimizing and addressing environmental impacts throughout all business activities while upholding the highest standards of ecological responsibility. Moving forward, the Group will continuously enhance its management framework to strengthen environmental performance monitoring and accelerate progress toward its sustainability objectives.

During the Reporting Period, the Group did not note any case of material non-compliance relating to air and greenhouse gas emissions, discharge into water and land, and the generation of hazardous and non-hazardous waste as required by the applicable laws and regulations.

#### A1.1. Air Emissions

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there were no nitrogen oxides ("**NO<sub>x</sub>**"), sulphur oxides ("**SO<sub>x</sub>**"), or particulate matters ("**PM**") emissions during the Reporting Period.

#### A1.2. Greenhouse Gas Emissions

During the Reporting Period, there were no significant business operations conducted by the Group. As such, no amount of carbon dioxide equivalent ("**tCO<sub>2</sub>e**") greenhouse gases ("**GHG**", mainly carbon dioxide, methane and nitrous oxide) was emitted by the Group.

#### A1.3. Hazardous Waste

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there was no generation of hazardous waste by the Group.

#### A1.4. Non-hazardous Waste

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there was no generation of non-hazardous waste by the Group.



# Environmental, Social and Governance Report

## *A1.5. Emissions Mitigation Initiatives and Targets*

The Group strives to improve operational efficiency and minimise transportation in order to reduce GHG emissions and fuel consumption. Members of the Group are encouraged to organise virtual meetings and conferences in order to reduce the need for business travel.

## *A1.6. Waste Reduction Initiatives and Targets*

The Company understands the importance of good waste management practices and strictly abides by waste disposal related rules and regulations.

The Company did not generate hazardous waste during the Reporting Period. If any hazardous waste is generated, the Company shall arrange for collection by professional third-party waste-handlers for recycling, reuse, or further processing.

As paper waste is the principal waste created by office-based operations, the Group has adopted comprehensive paper conservation measures to minimize both consumption and waste generation. The Group has established responsible resource management protocols and efficient operational practices to support its waste reduction objectives. The Group's waste management strategy consists of two key initiatives: implementing material recycling programs and transitioning toward paperless office environments.

## *A2. Use of Resources*

The Group has established formal programmes and measures on the efficient use of resources. However, given the lack of operations during the Reporting Period, the Group has not had the opportunity to implement these policies. Nevertheless, the Group is committed to protecting the environment by enhancing operational efficiency to reduce energy and water consumption when operations resume.

### *A2.1. Energy Consumption*

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there was no energy consumption by the Group.

### *A2.2. Water Consumption*

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there was no water consumption by the Group.



## *A2.3. Energy Use Efficiency Initiatives and Targets*

To reduce energy consumption, the company implements targeted policies for lighting, air conditioning, and office equipment. For lighting, non-essential lights are turned off during low-occupancy periods, lunch breaks, and after hours, while transitioning to energy-saving LED bulbs. Air conditioning usage is optimized by switching off units in underutilized spaces, using window blinds to block heat, and supplementing with fans for better airflow distribution. Office equipment practices include powering down laptops after hours, enabling standby/hibernation modes for PCs, and adhering to manufacturer-recommended maintenance schedules. These measures collectively lower operational costs and environmental impact while maintaining workplace functionality.

## *A2.4. Water Use Efficiency Initiatives*

The Group abides by the rules and regulations in relation to water pollution control, and the Group has had no problem in sourcing water that is fit for purpose. To ensure the conservation of water resources, leaks in taps are regularly checked to prevent water wastage.

## *A2.5. Packaging Materials*

During the Reporting Period, the Group did not involve any regular use of packaging materials.

## **A3. The Environment and Natural Resources**

The Company is committed to creating long-term value for its stakeholders responsibly, ensuring that its activities do not contribute to significant adverse impact on the environment and society while bringing awareness to sustainable growth and profit.

### *A3.1. Significant Impact of Activities on the Environment*

The Group's environmental policy serves as a foundation for making environmentally conscious business decisions. It outlines the ways to reduce waste and GHG emissions while also conserving energy and resources. To enhance public knowledge of environmental sustainability, the Group is committed to promoting a green culture in compliance with environmental legislation. The management of the Group is responsible for ensuring that all activities strictly adhere to the laws and regulations in the locations in which it works, as well as incorporating environmentally friendly practices into all of its operations. The Board is kept up to date on pertinent environmental issues and regulatory changes.

# Environmental, Social and Governance Report

## A4. Climate Change

Due to the nature of operations as an office-based company, climate change has not posed significant impact on the Group. As such, the Group has not formulated any policy regarding climate change. However, the Group has identified relevant climate-related risks and assessed their potential financial impacts. The climate risks identified, their time horizon, trend, and the potential financial impacts affecting the Group are shown below.

	Climate Risks	Time horizon	Trend	Potential financial impact
Physical Risks	Acute	Short term	Increase	Extreme weather events with increased severity during cyclones, hurricanes, storm surges and floods can cause supply chain interruption by bringing damage to local infrastructure, potential damage to offices and disruption to human resources.
	Chronic	Long term	Increase	Longer-term shifts in climate patterns can increase capital costs, operating costs, costs of human resources and increased insurance premium.
Transition Risks	Policy and Legal	Short to medium term	Increase	Implementation of tightened environmental laws, stringent requirements on climate disclosures and carbon pricing system increases operating costs.
	Reputation	Short to medium term	Increase	Stakeholders' concerns on climate-related issues of the Company might dampen the investment sentiment of investors, impacting the stock price and market capitalisation of the Company, and hence increasing the liquidity risk.

### A4.1. Significant Climate-Related Issues

The Group recognises that extreme weather events caused by climate change may negatively impact daily operations and has accordingly prepared contingency plans for these situations. These include, but not limited to, work-from-home plans for employees and insurance against damages from extreme weather events. However, the Group has yet to identify any opportunities arising from climate change.

### A4.2. Metrics and Targets

To measure the level and impact of the Group's climate-related risks, the Group monitors metrics and indicators to ensure an effective and quantitative assessment. When operations resume, the Group shall be monitoring and reviewing its GHG emissions and GHG emission intensity regularly.

The Group has also included carbon footprint reduction as one of its long-term goals. Furthermore, in pursuit of social responsibility, and to align with the national target of carbon neutrality by 2060, the Group has pledged to become carbon neutral in its operations.

## B. Social

### 1. *Employment and Labour Practices*

#### *B1. Employment*

The Group is committed to complying strictly with local laws and regulations concerning employment and labour practices. These include, but not limited to:

- Employment Ordinance (Cap. 57);
- Inland Revenue Ordinance (Cap. 112);
- Sex Discrimination Ordinance (Cap. 480);
- Personal Data (Privacy) Ordinance (Cap. 486); and
- Minimum Wage Ordinance (Cap. 608).

During the Reporting Period, there has been no identified non-compliance with relevant laws and regulations that have a significant impact on the Company relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

#### *B1.1 Employment Figures*

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there are no changes to the employment figures in comparison to the Last Reporting Period.

#### *B1.2 Turnover Figures*

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there are no turnover figures to be disclosed for the Reporting Period.

#### *B1.3 Employee Recruitment, Compensation and Benefits*

The Group adheres to structured talent acquisition and management processes outlined in its HR policies and staff handbook. Recruitment follows transparent criteria, with candidates assessed through interviews and competency evaluations to ensure role suitability.

The Group maintains a zero-tolerance policy toward all forms of discrimination, including those based on age, gender, marital status, race, religion, or disability. The Group is dedicated to cultivating an inclusive, respectful workplace free from harassment, where all employees receive equitable treatment.

# Environmental, Social and Governance Report

To support employee satisfaction and retention, the Group offers comprehensive remuneration packages, including competitive base salaries and performance-based bonuses, paid leave and statutory social insurance, and regular performance evaluations tied to career advancement and retention decisions.

The Group prioritizes transparent dialogue to enhance engagement and productivity. Employees are encouraged to address workplace concerns directly with supervisors, and may escalate issues to department heads when necessary. The HR team guarantees formal review and response to all complaints.

The Group did not have any violation cases relating to compensation, recruitment and promotion, working hours, holidays, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that have a significant impact on its operations during the Reporting Period. In addition, there were no major changes in policies relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity and anti-discrimination during the Reporting Period.

## *B2. Employee Health and Safety*

The Company places safety as a top priority and critical component in its workplace culture. It will constantly seek to improve safety performances in its workplace. During the Reporting Period, the Company has complied with occupational health related laws and regulations to avoid any health risks within its workplace. These include, but not limited to:

- Employees' Compensation Ordinance (Cap. 282); and
- Occupational Safety and Health Ordinance (Cap. 509).

To avoid occupational health and safety risks, the Group employs best practices and procedures. There were no major changes in management practice in relation to occupational health and safety during the Reporting Period.

### *B2.1 Work-related fatalities and injury*

The Group did not record any work-related death figures for the past three years, nor lost days due to work injury during the Reporting Period.

During the Reporting Period, the Company did not receive any complaints or lawsuits regarding violations of health and safety-related laws.

## *B3. Development and Training*

During the Reporting Period, there were no significant business operations conducted by the Group. As such, there are no training figures to be disclosed for the Reporting Period.

However, the Company believes employees are valuable human capital and resources should be allocated to educate and maintain their standards. The Group will source relevant and applicable ESG related training for its employees and encourage them to attend such training to understand and manage ESG risks and opportunities that may affect the Group and to manage the impact of any potential ESG related on its operation and business.

## *B4. Labour Standards*

The Group maintains a strict prohibition against child labour and forced labour across all operations and supply chains, enforcing a Zero-Tolerance Policy that ensures compliance with international labour standards by banning employment below legal working age and guaranteeing all work is voluntary and free from coercion or threats. The Group strictly abides by The Employment of Children Regulations under the Employment Ordinance (Cap. 57) to protect children and prevent child labouring. These standards extend to all affiliates, subsidiaries, contractors, and suppliers, demonstrating the Group's ongoing commitment to employment standards and compliance monitoring.

If any incidents of non-compliance regarding labour standards are discovered within the Group's operation sites, the Company shall immediately suspend employment and carry out internal investigation. There were no reported cases of child or forced labour in the Group during the Reporting Period.

## *B5. Supply Chain Management*

During the Reporting Period, there were no significant business operations conducted by the Group. As such, the Group had not engaged with any long-term key suppliers during the Reporting Period. Furthermore, the Company had not engaged any subcontractors during the Reporting Period. Nevertheless, all Group business operations must adhere to a Green Procurement Policy that strives to improve both human and environmental health while also advancing sustainable growth, and suppliers are chosen in accordance with these principles.

# Environmental, Social and Governance Report

## *B6. Product Responsibility*

In terms of regulating product promotion and responsible sales, the Company strictly abides by the relevant laws and regulations. These include, but not limited to:

- Personal Data (Privacy) Ordinance (Cap. 486);
- Office of the Privacy Commission for Personal Data, Hong Kong;
- Trade Marks Ordinance (Cap. 559);
- Patents Ordinance (Cap. 514); and
- Copyright Ordinance (Cap. 528).

During the Reporting Period, there were no significant business operations conducted by the Group. As such, the Group did not provide any product or service. Therefore, there was no material non-compliance with laws and regulations regarding health and safety, advertising, labelling and privacy matters, and remedies of the products and services provided that would have a significant impact on the Company during the Reporting Period. In addition, there had been no products sold or shipped subject to recalls for safety and health reasons during the Reporting Period.

The Group recognizes its duty to deliver enjoyable gaming experiences while prioritizing customer wellbeing. The Group actively promotes responsible gaming practices to mitigate potential risks for all participants, with particular safeguards for vulnerable groups. The Group's comprehensive Responsible Gaming Policy incorporates protective measures including mandatory age verification systems and deposit limits, ensuring balanced entertainment within controlled parameters. These protocols demonstrate its commitment to ethical operations and harm prevention across all gaming activities.

### *B6.1. Intellectual Property Rights*

Any assets of the Group, including materials and information for official purposes, shall not be taken or copied for personal purposes without authorisation. Such violation is an offence under the laws of Hong Kong, and offenders will be subject to disciplinary action or prosecution. The Group does not allow any infringement of its assets and intellectual property rights and will take appropriate disciplinary actions against offenders.

During the Reporting Period, the Group was not involved in any litigation relating to infringement of any intellectual property rights.



## *B6.2. Quality Assurance*

During the Reporting Period, there were no material complaints made against the Group. The Group has complied with relevant laws and regulations in relation to product and service liabilities.

## *B6.3 Confidential Information, Data Protection, and Privacy*

The Group is committed to protecting personal information and respecting individuals' privacy rights. The Group complies with all applicable laws regarding confidential information and data protection, such as the Personal Data (Privacy) Ordinance (Cap. 486).

The Group collects personal data only when provided voluntarily by customers or as legally required. The Group adheres to strict privacy principles, including limiting data retention to necessary timeframes. To ensure compliance, the Group employs robust technical and administrative controls. These measures govern every stage of data processing, from collection to storage and disposal.

The Group has implemented comprehensive electronic and managerial safeguards to prevent unauthorized access to personal data. All employment contracts include data protection provisions, reinforcing employee accountability. Personal information is securely stored on company servers with restricted access limited to authorized personnel for legitimate business purposes. Additional security measures include data encryption and firewall protection to safeguard sensitive information from potential breaches.

During the Reporting Period, the Group received no complaints or litigations relating to data protection and privacy protection, there were no incidents and complaints concerning breaches of customer privacy or losses of customer data for the Group.

# Environmental, Social and Governance Report

## *B7. Anti-corruption*

The Group maintains a strict zero-tolerance policy against corruption, upholding the highest standards of integrity and ethical business conduct. It requires all employees to adhere to internal policies and external regulations to prevent any breaches of ethical principles, with compliance monitored through both organisational controls and regulatory oversight. Employees must follow a comprehensive code of conduct that incorporates internal governance standards as well as all applicable anti-corruption laws. In addition, anti-corruption learning material was disbursed to employees to foster a culture of business ethics.

The Group maintains a robust whistleblowing policy that enables employees and external parties to report any misconduct or unethical behaviour by staff, management, vendors, or other representatives. The Group strictly protects whistleblowers from retaliation or harassment while ensuring complete confidentiality of their identity. All reports are investigated thoroughly and impartially, with regular reviews conducted to enhance the effectiveness of these procedures as part of our ongoing commitment to organizational integrity and accountability.

During the Reporting Period, the Group has conducted in compliance with all applicable laws and regulations relevant to countering bribery and corruption, such as the Prevention of Bribery Ordinance of the Laws of Hong Kong, and as stated in the Company's code of conduct. In addition, the Group did not have any lawsuits related to corruption, nor violated relevant laws and regulations that have a significant impact on the operations of the Group during the Reporting Period. There was no concluded legal case regarding corrupt practices brought against the Group during the Reporting Period.

## *B8. Community Investment*

During the Reporting Period, the Group had not participated in any community engagement activities. However, the Group understands that its sustainable development is fundamentally linked to its ability to identify and address the evolving priorities of its host communities. The Group shall implement a structured community investment framework outlines actionable initiatives designed to generate meaningful social value and foster inclusive progress.



The Directors present their report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2025.

## PRINCIPAL ACTIVITIES AND SEGMENTAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holdings. The principal activities of its subsidiaries during the Reporting Year are set out in note 32 to the consolidated financial statements for the Reporting Year.

An analysis of the Group's performance for the Reporting Year by operating segments is set out in note 7 to the consolidated financial statements for the Reporting Year.

## RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2025 are set out in the consolidated statement of profit or loss and other comprehensive income on page 55.

The Directors do not recommend the payment of a dividend for the year ended 31 March 2025 (2024: Nil).

The forthcoming AGM will be held on Tuesday, 30 September 2025. A notice of which shall be sent to the shareholders of the Company in accordance with the Bye-laws, the Listing Rules and other applicable laws and regulations.

## CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Thursday, 25 September 2025 to Tuesday, 30 September 2025, both days inclusive, during which no transfer of shares of the Company will be registered. To be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 September 2025 or at another time and/or date as advised. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the forthcoming AGM will be Tuesday, 30 September 2025.

# Directors' Report

## DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”) setting out the principles and guidelines regarding declaration and payment of dividends. The declaration and payment of dividends is subject to the discretion of the Board. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall consider, among others, (a) the Company’s actual and expected financial performance; (b) retained earnings and distributable reserves of the Company and each of the members of the Group; (c) the Group’s working capital requirements, capital expenditure requirements and future expansion plans; (d) the Group’s liquidity position; (e) general economic conditions, business cycle of the Group’s business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and (f) other factors that the Board may considered relevant.

The declaration or payment of dividends by the Company is also subject to any restrictions under the laws of Bermuda and the Bye-laws. The Company does not have any pre-determined dividend distribution ratio. The Company’s dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future. The Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend and/or in no way obligate the Company to declare a dividend at any time or from time to time. The Board will continually review the Dividend Policy and reserve the right in its sole and absolute discretion to update, amend and modify the Dividend Policy at any time.

## SUMMARY FINANCIAL INFORMATION

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 128 of this report.

## BUSINESS REVIEW

The business review of the Group for the Reporting Year is set out in the Management Discussion and Analysis on pages 5 to 7 of this report, which forms part of this report, and the paragraphs below.

### Compliance with Laws and Regulations

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations. The work of our Board and the Board committees, in particular the Compliance Committee, contributes to our commitment to compliance efforts. During the Reporting Year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

### Relationship with Employees

The Group actively manages its employee relations on which its success depends. The Group believes that developing superior human resources with knowledge, skill and experience is essential to the achievement of its objectives. Specifically, the Group provides in-house training, subsidy for attending seminars and encourages sharing of ideas through employees’ meeting. These training and development enable the Group to enhance improvement in the knowledge and skills needed from the employees as they become one of the key strengths of the Group.



## Relationship with Customers and Suppliers

The Directors believe that maintaining good relationships with customers has been one of the critical reasons for the Group's success. Our business model is to maintain and build on our strong relationships within our client base. To deliver the best products and experiences to our valued customers, we engaged with them by collecting their views and assessing their expectations through a wide range of communication channels. The Group is constantly looking ways to improve customer relations through enhanced services.

The Group has maintained good relationship with the suppliers to ensure their continued support to the Group in the foreseeable future.

## FIXED ASSETS

Details of the movements during the Reporting Year in the property, plant and equipment of the Group are set out in note 17 to the consolidated financial statements for the Reporting Year.

## SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2025 are set out in note 32 to the consolidated financial statements for the Reporting Year.

## SHARE CAPITAL

Details of the movements in the Company's share capital during the Reporting Year are set out in note 26 to the consolidated financial statements for the Reporting Year.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**2012 Scheme**") on 12 September 2012 which was valid and effective for 10 years from its date of adoption and expired on 12 September 2022. During the year ended 31 March 2025, no options were granted, exercised nor cancelled but 894,434 options were lapsed under the 2012 Scheme. As at 31 March 2025, there were 2,374,652 options outstanding under the 2012 Scheme. The number of options available for grant under the 2012 Scheme as of 1 April 2024 and 31 March 2025 was 0 respectively. The total number of shares available for issue under the 2012 Scheme as at 31 March 2025 was 2,374,652, representing approximately 1.85% of the 128,247,561 issued Shares (excluding treasury shares) as at 31 March 2025. The total number of shares available for issue under the 2012 Scheme as at the date of this report was 0, representing 0% of the 128,247,561 issued Shares (excluding treasury shares) as at the date of this report. The total number of Shares that may be issued in respect of share options granted under 2012 Scheme during the Reporting Year divided by the weighted average number of shares in issue (excluding treasury shares) for the Reporting Year was approximately 0.0185.

Details of the 2012 Scheme are set out in note 28 to the consolidated financial statements for the Reporting Year.

# Directors' Report

The movements of the Company's share options outstanding under the 2012 Scheme during the year ended 31 March 2025 are as follows:

		No. of share options ('000)					
		As at 1 April 2024 (Note 2)	Granted	Lapsed	As at 31 March 2025 (Note 2)	Exercise period (day/month/year)	Adjusted exercise price HK\$ (Notes 2,4)
	Date of Grant						
<b>Directors</b>							
Mr. Ng Man Sun (resigned on 31 May 2025)	05/02/2013 (Note 1)	–	–	–	–	05/02/2013–04/02/2023	12.4
	03/03/2014	–	–	–	–	03/03/2014–02/03/2024	13.45
	10/03/2015	25	–	(25)	–	10/03/2015–09/03/2025	7.01
	01/12/2017	610	–	–	610	01/12/2017–30/11/2027	2.80
	17/12/2018	61	–	–	61	17/12/2018–16/12/2028	2.00
Ms. Ng Wai Yee (resigned on 5 June 2024)	05/02/2013 (Note 1)	–	–	–	–	05/02/2013–04/02/2023	12.41
	03/03/2014	–	–	–	–	03/03/2014–02/03/2024	13.45
	10/03/2015	25	–	(25)	–	10/03/2015–09/03/2025	7.01
	25/04/2016	25	–	(25)	–	25/04/2016–24/04/2026	3.70
	01/12/2017	610	–	(610)	–	01/12/2017–30/11/2027	2.80
	17/12/2018	61	–	(61)	–	17/12/2018–16/12/2028	2.00
Ms. Yeung Pui Han, Regina (resigned on 1 May 2025)	05/02/2013 (Note 1)	–	–	–	–	05/02/2013–04/02/2023	12.41
	03/03/2014	–	–	–	–	03/03/2014–02/03/2024	13.45
	10/03/2015	25	–	(25)	–	10/03/2015–09/03/2025	7.01
	25/04/2016	25	–	–	25	25/04/2016–24/04/2026	3.70
	01/12/2017	61	–	–	61	01/12/2017–30/11/2027	2.80
	17/12/2018	61	–	–	61	17/12/2018–16/12/2028	2.00
Ms. Sie Nien Che, Celia (resigned on 16 May 2025)	03/03/2014	–	–	–	–	03/03/2014–02/03/2024	13.45
	25/04/2016	25	–	–	25	25/04/2016–24/04/2026	3.70
	01/12/2017	61	–	–	61	01/12/2017–30/11/2027	2.80
	17/12/2018	61	–	–	61	17/12/2018–16/12/2028	2.00
<b>Eligible employees</b>	05/02/2013 (Note 1)	–	–	–	–	05/02/2013–04/02/2023	12.41
	03/03/2014	–	–	–	–	03/03/2014–02/03/2024	13.45
	10/03/2015	–	–	–	–	10/03/2015–09/03/2025	7.01
	25/04/2016	–	–	–	–	25/04/2016–24/04/2026	3.70
	01/12/2017	–	–	–	–	01/12/2017–30/11/2027	2.80
	17/12/2018	–	–	–	–	17/12/2018–16/12/2028	2.00
<b>Service providers</b>	05/02/2013 (Note 1)	–	–	–	–	05/02/2013–04/02/2023	12.41
	03/03/2014	–	–	–	–	03/03/2014–02/03/2024	13.45
	10/03/2015	124	–	(124)	–	10/03/2015–09/03/2025	7.01
	01/12/2017	610	–	–	610	01/12/2017–30/11/2027	2.80
	17/12/2018	800	–	–	800	17/12/2018–16/12/2028	2.00
In aggregate		3,270	–	895	2,375		

## Notes:

1. The exercise price of the share options has been changed from HK\$0.077 to HK\$1.540 as a result of the share consolidation passed by the shareholders at a special general meeting of the Company held on 27 March 2013, whereby every 20 shares of the Company of HK\$0.01 each were consolidated into 1 new share of the company of HK\$0.20 each. Pursuant to the open offer of the Company completed on 16 May 2016, the number of share options were adjusted and the exercise price of the share options was also adjusted from HK\$1.540 to HK\$1.241.
2. Pursuant to the open offer of the Company completed on 16 May 2016, the number of share options were adjusted and the exercise prices of the share options granted on 5 February 2013, 3 March 2014, 10 March 2015 and 25 April 2016 were also adjusted from HK\$1.540 to HK\$1.241, from HK\$1.670 to HK\$1.345, from HK\$0.870 to HK\$0.701 and from HK\$0.459 to HK\$0.370 respectively.
3. At the AGM held on 9 August 2016, shareholders have approved to refresh the general mandate limit that the total number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme must not exceed 10% of the shares of the Company in issue on the date of that AGM.
4. Pursuant to the share consolidation passed by the shareholders at a special general meeting of the Company held on 1 March 2021 and took effect on 3 March 2021, the number of share options were adjusted and the exercise prices of the share options granted on 5 February 2013, 3 March 2014, 10 March 2015, 25 April 2016, 1 December 2017 and 17 December 2018 were also adjusted from HK\$1.241 to HK\$12.41, from HK\$1.345 to HK\$13.45, from HK\$0.701 to HK\$7.01, from HK\$0.370 to HK\$3.70 from HK\$0.280 to HK\$2.80 and from HK\$0.200 to HK\$2.00 respectively.

## RESERVES

Details of the movements in the reserves of the Group are set out in the consolidated statement of changes in equity on page 57 of this report.

## DISTRIBUTABLE RESERVES

As at 31 March 2025, in the opinion of the Directors, the reserves of the Company available for distribution to shareholders is Nil (2024: Nil).

## DIRECTORS

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

### Executive Directors

Mr. Ng Man Sun (*Chairman and Chief Executive Officer*) (*resigned on 31 May 2025*)

Ms. Ng Wai Yee (*resigned on 5 June 2024*)

Mr. Tang Ho Ka (*Chairman and Chief Executive Officer*) (*appointed as non-executive Director on 19 March 2025, re-designated as executive Director on 1 May 2025 and appointed as Chairman and Chief Executive Officer on 31 May 2025*)

Mr. Zeng Zhibo (*appointed as non-executive Director on 9 December 2024 and re-designated as executive Director on 1 May 2025*)

### Independent Non-executive Directors

Ms. Yeung Pui Han, Regina (*resigned on 1 May 2025*)

Ms. Sie Nien Che, Celia (*resigned on 16 May 2025*)

Mr. Yuen Sing Wai Lester (*resigned on 1 May 2025*)

Mr. Michael Tan Defensor (*appointed on 1 May 2025*)

Mr. Wong Yun Pun (*appointed on 1 May 2025*)

Ms. Xiong Daikun (*appointed on 16 May 2025*)

In accordance with the provisions of the Bye-laws, Mr. Tang Ho Ka, Mr. Zeng Zhibo, Mr. Michael Tan Defensor, Mr. Wong Yun Pun and Ms. Xiong Daikun will retire at the forthcoming AGM and, being eligible, offer themselves for re-election.

# Directors' Report

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### Executive Directors

**Mr. Tang Ho Ka ("Mr. Tang")**, aged 65, has been appointed as a non-executive Director on 19 March 2025, re-designated as an executive Director on 1 May 2025 and appointed as the Chairman and the Chief Executive Officer on 31 May 2025. Mr. Tang has been engaged in the business of processing and trading of camellia tea seeds, production of camellia oil, brand operations, and domestic and overseas sales of camellia oil and related products. Mr. Tang has over 40 years of financial and management experience having previously served as the Chief Financial Officer of Shenzhen Zhongqi South Investment Co., Ltd. (深圳中汽南方投資有限公司) and has also worked at Standard Chartered Bank in Hong Kong and the People's Republic of China. In October 2024, Mr. Tang was appointed as the Vice President of the Guangdong Forestry Industry Association and the President of the Camellia Oil Branch of the Guangdong Forestry Industry Association.

**Mr. Zeng Zhibo ("Mr. Zeng")**, aged 44, has been appointed as a non-executive Director on 9 December 2024 and re-designated as an executive Director on 1 May 2025. Mr. Zeng possesses extensive experience in automobile sales, international trade, and real estate investment. Throughout his career, Mr. Zeng has held directorships in various companies, accumulating over 20 years of expertise in business operations and management. He has also developed a broad and well-established professional network across the industries in which he has been actively engaged.

### Independent Non-executive Directors

**Mr. Wong Yun Pun ("Mr. Wong")**, aged 60, has been appointed as independent non-executive Directors since 1 May 2025. Mr. Wong graduated from The Hong Kong Polytechnic University with Professional Diploma in Company Secretaryship and Administration in 1989. He further obtained a degree of Master of Business Electronic Commerce from Curtin University in 2003. Mr. Wong is an associate of Hong Kong Institute of Certified Public Accountants ("HKICPA") since January 1996 and a fellow of HKICPA since October 2003.

Mr. Wong worked as an auditor at PricewaterhouseCoopers from August 1989 to April 1992. During the period from April 1992 to June 2011, Mr. Wong held various management positions in a number of businesses and corporations. Mr. Wong has also served as chief financial officer of Tsing Capital, Raytron Technologies Limited and Tottenham Acquisition I Limited.

Mr. Wong has been an independent non-executive director of KangQiao Service Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2205) since June 2021, Triller Group Inc., a company listed on NASDAQ (ILLR) since November 2022 and Moon Inc. (formerly named as HK Asia Holdings Limited), a company listed on the Main Board of the Stock Exchange (Stock Code: 1723) since March 2025. Mr. Wong has also been the chief executive officer and a director of Inception Growth Acquisition Limited, a company listed on NASDAQ (IGTA) since December 2021.

**Mr. Michael Tan Defensor (“Mr. Defensor”)**, aged 55, has been appointed as independent non-executive Directors since 1 May 2025. Mr. Defensor holds a Bachelor of Arts in History and a Master in Public Administration from the University of the Philippines. Mr. Defensor served as a Quezon City councillor between 1992 and 1995 and he later served as the representative for Quezon City’s 3rd district between 1995 and 2001. Mr. Defensor held various key positions in the Philippines government including the Presidential Adviser on Housing and Chairman of the Philippines Housing and Urban Development Coordinating Council between 2001 and 2004, Secretary of Environment and Natural Resources between 2004 and 2006, and Presidential Chief of Staff between 2006 and 2007. Mr. Defensor later served as a member of the Philippines 18th Congress as the Party-list Representative for Anakalusugan between 2019 and 2022, and he was the chairman of the Committee on Public Accounts. Mr. Defensor was appointed to various key positions at Ninoy Aquino International Airport and Philippine National Railways.

Mr. Defensor is currently the chief executive officer of Pax Libera Mining, Inc., a Philippine-based company focused on mining operations. Mr. Defensor also held senior positions in various mining, energy, shipping and logistic corporations.

**Ms. Xiong Daikun (“Ms. Xiong”)**, aged 51, has been appointed as independent non-executive Directors since 16 May 2025. Ms. Xiong is a registered practicing lawyer and a registered practicing tax attorney in the People’s Republic of China. Ms. Xiong has over 30 years of experience in cross-border commercial and civil legal practice, specialising in family wealth succession, cross-border investment and financing, dispute resolution, and corporate compliance. She has served as a counsel, mediation expert, arbitrator, and Chinese law expert witness in numerous cross-border legal matters.

Ms. Xiong is an arbitrator for several arbitration panels including Beijing International Arbitration Centre, South China International Arbitration Centre in Hong Kong, Shenzhen Court of International Arbitration, Hainan International Arbitration Court, Guangzhou Arbitration Commission, Shanghai Arbitration Commission, Chongqing Arbitration Commission, and Nanning Arbitration Commission. Ms. Xiong is also a Deputy Director of Guangdong Lawyers Association Belt & Road — Foreign Affairs Committee, a founding member of the Guangdong Foreign-related Economic and Trading Legal Practitioner.

Ms. Xiong was a nominee for 2024 ALB South China and Central China Female Lawyer Award, and she has received various recognitions including, China Business Law Journal The A-List 2024–2025 Visionaries; and LegalOne — Blue Ribbon 2024 (China): Highly Recommended 15 female legal practitioners in South and Central China.

Ms. Xiong holds a Master of Laws International Business Law from University of Wales.

## Company Secretary

**Mr. Man Yun Wah (“Mr. Man”)**, aged 43, has extensive professional experience in company secretarial profession. Mr. Man holds a bachelor’s degree in business administration and management and a master’s degree in corporate governance. He is currently an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.

# Directors' Report

## DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company with specific term of office and may be terminated by either party by written notice.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company with specific term of office and may be terminated by either party by written notice.

Save as disclosed above, no Director who is proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries, which is not determinable within one year without payment of compensation, other than statutory obligations.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Other than the transactions disclosed under the section headed "CONNECTED TRANSACTIONS" below, there was no transactions, arrangements and contracts of significance in relation to the Group's business, to which the Company or its subsidiaries was a party and in which a Director or his or her connected entity has or had a material beneficial interest, whether directly or indirectly, subsisted at 31 March 2025 or at any time during the Reporting Year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as disclosed below, during the year ended 31 March 2025, none of the Directors has any interest in a business which causes or may cause a significant competition with the business of the Company and any other conflicts of interest which any such person has or may have with the Company.

The Group is principally engaged in the gaming business. Mr. Ng Man Sun has an interest and held directorship in Lion King Entertainment Company Limited ("**Lion King**") which engaged in the same business of operating gaming tables at the same casino in Cambodia (the "**Casino**") as the Group. As such, he is regarded as being interested in such competing business with the Group. For safeguarding the interests of the Group, it is noted that the minimum bet of the 4 gaming tables being operated by the Group (the "**Gaming Tables**") is set at a rate lower than the other baccarat tables while the maximum bet is set at the same rate as the other baccarat tables, which is expected to attract more potential players to play at the Gaming Tables. On the other hand, whether to operate all or part of the gaming tables in the mass gaming area of the Casino is subject to the operation environment of the Casino and the decision of the management of the Casino, whereby the Casino may close operation of any mass gaming tables from time to time. Lion King and Mr. Ng Man Sun have jointly undertaken to the Group that while the Casino is operating, in no circumstances the Casino will consider to close the Gaming Tables.



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as at 31 March 2025, none of the Directors and chief executive of the Company and their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register(s) and kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix C3 to the Listing Rules.

### Long Position in shares and underlying shares of the Company

Name of Directors	Capacity	Number of shares held	Number of underlying shares held	Total	Approximate percentage of issued share capital
Mr. Ng Man Sun (resigned on 31 May 2025)	Interest in a controlled corporation (Note 2)	30,737	–	30,737	0.02%
Ms. Yeung Pui Han, Regina (resigned on 1 May 2025)	Beneficial owner	–	146,826 (Note 1)	146,826	0.11%
Ms. Sie Nien Che, Celia (resigned on 16 May 2025)	Beneficial owner	30,000	146,826 (Note 1)	176,826	0.14%

Notes:

- These interests represent the number of underlying shares in respect of the 2012 Scheme, the details of which are set out under the section headed "SHARE OPTION SCHEME" of the Directors' Report.
- For 30,737 shares being held by East Legend Holdings Limited ("**East Legend**"), Mr. Ng Man Sun is interested in the entire issued share capital of East Legend and he is deemed to be interested in the 30,737 Shares held by East Legend.

# Directors' Report

## SUBSTANTIAL SHAREHOLDERS

As at 31 March 2025, other than interests as disclosed under the section headed "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES", the following persons had interests or short positions in the shares and underlying shares of the Company as recorded in the register(s) required to be kept under Section 336 of the SFO.

Name	Capacity	Number of shares held	Number of underlying shares held	Approximate percentage of issued share capital
Ms. Ho Tsz Ying	Beneficial owner	35,980,459	125,000,000 <sup>(Note)</sup>	125.50%
Ms. Cheng Wai Man	Beneficial owner	9,621,212	—	7.50%
Mr. Huang Wei Qiang	Beneficial owner	8,690,000	—	6.78%

Note: On 4 November 2024, Ms. Ho Tsz Ying entered into a sale and purchase agreement with Mr. Ng Man Sun for the acquisition of convertible bonds in the Company in the principal amount of HK\$32,000,000 convertible into 125,000,000 ordinary shares in the Company.

## CONNECTED TRANSACTIONS AND PROFIT GUARANTEE

References are made to the announcements of the Company dated 27 February 2023, 7 March 2023 and 31 December 2023. On 31 December 2023, VMG, Lion King and Mr. Ng entered into a termination agreement (the "**Termination Agreement**"), pursuant to which VMG, Lion King and Mr. Ng mutually agreed to terminate the New Assignment Agreement immediately. Upon the execution of the Termination Agreement, the duties and obligations of VMG, Lion King and Mr. Ng under the New Assignment Agreement have been released and discharged. VMG has not paid any deposit in respect of the Assignment and neither party shall make any compensation to the other.

Pursuant to the terms of the New Assignment Agreement, in the event the conditions are not fulfilled by 31 December 2023 (the "**Long Stop Date**"), the New Assignment Agreement will be terminated. Pursuant to Rule 14.69(4)(b)(i) of the Listing Rules, a profit and loss statement and valuation for the three preceding financial years in the identifiable net income stream in relation to the New Gaming Table Business Rights must be reviewed by the auditors or reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records. For the preparation of the profit and loss statement on the identifiable net income stream in relation to the New Gaming Table Business Rights in strict compliance with Rule 14.69(4)(b)(i) of the Listing Rules, full access to the underlying books and records of Lion King covering the relevant period is required. Lion King is able to provide the underlying books and records for income and expense, including the net gaming win, gaming tax and food and beverage charge (the "**Direct Costs**") that are directly related to the New Gaming Table Business Rights and recorded in their books, which is clearly identified without making any allocation. The auditor of the Company has access to the book and records of Lion King in relation to these Direct Costs. However, certain operating expenses, including staff cost and room and food charges (the "**Indirect Costs**") were provided by Lion King based on estimation and no cost allocation was prepared.

As of 31 December 2023, it is regretted that the Company was still unable to have access to the book and records of Lion King in relation to the Indirect Costs. As a result, the SGM will not be convened and the conditions precedent to the New Assignment Agreement cannot be fulfilled by the Long Stop Date. Accordingly, the Termination Agreement was entered into between VMG, Lion King and Mr. Ng, and the Assignment will not proceed. The Board considers that the terms of the Termination Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole and the termination of the New Assignment Agreement has no impact on the operations or financial position of the Group. In the meantime, the Company is in negotiating a casino lease and operation agreement for the operation of a VIP room in Long Bay, Say Phuthong Boulevard, Dara Sakor, Koh Kong Province, Cambodia with LongBay Entertainment Co., Ltd. to carry out gaming activities with the relevant gaming license provided by LongBay Entertainment Co., Ltd. If such transaction materializes, the Company will make further announcements as and when appropriate in accordance with the Listing Rules.

Reference is made to the announcement of the Company dated 16 October 2023. On 16 October 2023, the Company entered into the Subscription Agreement with Mr. Ng, pursuant to which Mr. Ng had agreed to subscribe for the Convertible Bond with a principal amount of HK\$32,000,000. As all the conditions precedent were fulfilled and an approval from the Shareholders was obtained at the special general meeting of the Company held on 8 December 2023, the Convertible Bond with a principal amount of HK\$32,000,000 interest-free and conversion price of HK\$0.256 has been issued to Mr. Ng on 31 December 2023.

## ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under sections headed "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" and "SHARE OPTION SCHEME" above, at no time during the Reporting Year was the Company, or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate and neither the Directors nor any of their spouses or children under 18 years of age, had any right to subscribe for shares or debt securities of the Company, or had exercised any such rights during the Reporting Year.

## PERMITTED INDEMNITY PROVISION

Code provision C.1.7 of the CG Code provides that an issuer should arrange appropriate insurance cover in respect of legal action against its directors. The Company does not have insurance cover in this respect. The management of the Company considers that all potential claims and legal actions the Directors can be handled effectively and the possibility of actual litigation against the Directors is relatively low based on its business operations for the year ended 31 March 2025. The Company will consider to arrange for an appropriate insurance in accordance with the requirements of code provision C.1.7 of the CG Code as and when appropriate.

## MANAGEMENT CONTRACTS

Save for service 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 subsisting during the year ended 31 March 2025.



# Directors' Report

## EQUITY-LINKED AGREEMENTS

Save for disclosed under the sections headed "FINANCIAL REVIEW" and "BUSINESS REVIEW" in the Management Discussion and Analysis on pages 5 to 6 of this report and the section headed "SHARE OPTION SCHEME" on pages 41 to 43 of this report, no equity-linked agreement that will or may result in the Company issuing shares or no agreement that requires the Company to enter into an agreement that will or may result in the Company issuing shares were entered into by the Company during the year ended 31 March 2025 or subsisted at the end of the financial year.

## RETIREMENT BENEFIT SCHEMES

Details of the retirement benefit schemes of the Group and the employees' costs charged to the consolidated statement of profit or loss and other comprehensive income for the Reporting Year are set out in note 14 to the consolidated financial statements for the Reporting Year.

## EMPLOYMENT AND REMUNERATION POLICY

As at 31 March 2025, the Group employed 6 permanent employees in Hong Kong (2024: 9). The gender ratio of the Group's workforce (including senior management) was approximately 83% male to approximately 17% female. The Group shall continue to take into account diversity perspectives including gender diversity in its hiring of employees from time to time. The Group is aware of the importance of human resources and is dedicated to retaining competent and talented employees by offering them competitive remuneration packages. Their salaries and bonuses were determined by reference to their duties, work experience, performance and prevailing market practices. The Group also participates in the Mandatory Provident Fund scheme in Hong Kong, and provides employees with medical insurance coverage. A share option scheme is in place to reward individual employees for their outstanding performance and contribution to the success of the Group.

## MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Year, no revenue was generated and no purchase was recorded.

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had any beneficial interests in the Group's major customers and suppliers.

## RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group are set out in note 30 to the consolidated financial statements for the Reporting Year.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the financial year ended 31 March 2025.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there was sufficiency of public float of the Company's securities as required under the Listing Rules.

## CORPORATE GOVERNANCE

Throughout the Reporting Year, the Company has complied with all the code provisions contained in Appendix C1 to the Listing Rules, save for certain deviations as explained in the corporate governance report of this report. Principal corporate governance practices adopted by the Company are set out in the corporate governance report on pages 8 to 25 of this report.

## CONFIRMATION OF INDEPENDENCE

The Company has received written confirmation in respect of independence from each of the current independent non-executive Directors in compliance with Rule 3.13 of the Listing Rules, thus, the Company considers that each of them to be independent.

## AUDITOR

Prism Hong Kong and Shanghai Limited ("**Prism**") resigned as the auditor of the Company with effect from 8 March 2023, and Elite Partners was appointed as the auditor of the Company with effect from 16 March 2023 to fill the casual vacancy occasioned by the resignation of Prism.

With effect from 9 April 2025, Elite Partners resigned as the auditor of the Company, and Fan, Chan & Co. was appointed as the auditor of the Company with immediate effect from 9 April 2025 to fill the casual vacancy occasioned by the resignation of Elite Partners. The consolidated financial statements of the Group for the year ended 31 March 2025 were audited by Fan, Chan & Co., who will retire at the forthcoming AGM and, being eligible, offer themselves for re-appointment. A resolution for re-appointment of Fan, Chan & Co. as the auditor of the Company will be proposed at the forthcoming AGM.

On behalf of the Board

**Tang Ho Ka**  
Chairman

Hong Kong, 25 June 2025

# Independent Auditor's Report



范陳會計師行有限公司  
Fan, Chan & Co. Limited

INDEPENDENT AUDITOR'S REPORT

**TO THE SHAREHOLDERS OF CENTURY ENTERTAINMENT INTERNATIONAL HOLDINGS LIMITED**

*(incorporated in the Bermuda with limited liability)*

## DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Century Entertainment International Holdings Limited (the **"Company"**) and its subsidiaries (together referred as the **"Group"**) set out on pages 55 to 127, which comprise the consolidated statement of financial position at 31 March 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 going concern

As explained in note 3 to the consolidated financial statements, the Group incurred a net loss attributable to the owners of the Company of approximately HK\$45,742,000 and had net cash outflows from operating activities of approximately HK\$23,882,000 for the year ended 31 March 2025. At the same date, the Group had net current liabilities of approximately HK\$102,550,000 while its cash and cash equivalents amounted to only HK\$4,133,000, and the Group was in net liabilities position of approximately HK\$125,518,000. Also, the Group was default in repaying the other loans from an independent third party of principal amount of HK\$30,000,000 since 2020.

These conditions, along with other matters as set out in note 3 to the consolidated financial statements indicate that material uncertainties exist that may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have been undertaking plans and measures to improve the Group's liquidity and financial position, details of which are set out in note 3 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these plans and measures, which are subject to material uncertainties.

# Independent Auditor's Report

## BASIS FOR DISCLAIMER OF OPINION (Continued)

### Material uncertainties relating to going concern (Continued)

We have not been provided with sufficient appropriate audit evidence to conclude on the appropriateness of management's use of the going concern basis of accounting in the preparation of the consolidated financial statements because of the lack of supporting evidence provided by management in relation to the underlying data and assumptions applied in the forecasted results and cash flows of the Group in its going concern assessment and the lack of detailed analyses which take into account the uncertainty of outcome of the management's plans and measures and how variability in outcome would affect the future cash flows of the Group. Should the Group be unable to continue in business as a going concern, any adjustment found to be required may have consequential significant effects on the consolidated net liabilities of the Group as at 31 March 2025 and the consolidated loss and total comprehensive expense and cash flows of the Group for the year ended 31 March 2025, and the related elements and disclosures thereof in the consolidated financial statements. The effects of these adjustments have not been reflected in these consolidated financial statements.

### Limitation of scope on recoverability of other receivables

As disclosed in note 19, included in other receivables, deposits and prepayments in the consolidated statement of financial position as at 31 March 2025 and 2024 were other receivables from Mr. Ng Man Sun ("**Mr. Ng**"), the then executive director and Chairman of the Company, and Lion King Entertainment Company Limited ("**Lion King**"), which Mr. Ng has an interest and held directorship in. Such other receivables comprise other receivables due from Mr. Ng of gross carrying amounts of approximately HK\$49,276,000 and HK\$46,831,000 as at 31 March 2025 and 2024 respectively, and profit guarantee receivable from Mr. Ng and Lion King of gross carrying amounts of approximately HK\$18,400,000 and HK\$58,000,000 as at 31 March 2025 and 2024 respectively. We were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability of the net carrying amounts of these other receivables of approximately HK\$36,852,000 and HK\$85,806,000 as at 31 March 2025 and 2024 respectively because of the lack of supporting evidence provided by the management in relation to the underlying assumptions applied by management in the calculations of the expected credit losses of such other receivables based on the expected credit loss model. Consequently, we were also unable to satisfy ourselves that the allowance for impairment loss in respect of these other receivables of approximately HK\$30,824,000 and HK\$19,025,000 as at 31 March 2025 and 2024 and the impairment loss in respect of these other receivables recognised in consolidated profit or loss for the years ended 31 March 2025 and 2024 of approximately HK\$11,799,000 and HK\$1,689,000 respectively were free from material misstatements. There were no other satisfactory alternative audit procedures that we could adopt to determine whether these recorded amounts recognised in the consolidated financial statements were free from material misstatements. Any adjustments found to be necessary in respect of these matters would have a consequential impact on the Group's net liabilities as at 31 March 2025 and 2024 and its reported financial performance for the years ended 31 March 2025 and 2024 and the related elements of, and notes disclosed in, the consolidated financial statements for the year ended 31 March 2025.

### Other Matter

The consolidated financial statements of the Group for the year ended 31 March 2024 were audited by another auditor who expressed a disclaimer of opinion on those statements in its auditor's report dated 25 June 2024.

# Independent Auditor's Report

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

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

In preparing the consolidated financial statements, the directors 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.

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

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

Our 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 auditor's report. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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.

**Fan, Chan & Co. Limited**

*Certified Public Accountants*

**Lam Wai Yan**

Practising Certificate Number: P06906

Hong Kong, 25 June 2025



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2025

	Notes	2025 HK\$'000	2024 HK\$'000
<b>Revenue</b>	6	–	–
Cost of sales		(9,176)	–
<b>Gross loss</b>		(9,176)	–
Other income and gains, net	8	1,371	132
Impairment loss on right-of-use-assets	18	–	(2,470)
Impairment loss on other receivables, net of reversal		(11,799)	(572)
General and administrative expenses		(10,629)	(10,804)
Finance costs	9	(15,509)	(10,495)
<b>Loss before taxation</b>		(45,742)	(24,209)
Income tax	10	–	–
<b>Loss for the year attributable to the owners of the Company</b>	11	(45,742)	(24,209)
<b>Loss and total comprehensive expenses for the year attributable to owners of the Company</b>		(45,742)	(24,209)
<b>Loss per share</b>			
— Basic and diluted (HK cents)	16	(35.67)	(18.88)

# Consolidated Statement of Financial Position

As At 31 March 2025

	Notes	2025 HK\$'000	2024 HK\$'000
<b>Non-current assets</b>			
Plant and equipment	17	–	44
Right-of-use assets	18	4,889	–
		<u>4,889</u>	<u>44</u>
<b>Current assets</b>			
Other receivables, deposits and prepayments	19	37,524	86,461
Cash and cash equivalents	20	4,133	3,937
		<u>41,657</u>	<u>90,398</u>
<b>Current liabilities</b>			
Other payables and accruals	21	30,558	21,342
Other borrowings	22	65,504	88,684
Lease liabilities	23	2,737	1,230
Convertible bonds	24	45,408	–
Tax payables		–	734
		<u>144,207</u>	<u>111,990</u>
<b>Net current liabilities</b>		<u>(102,550)</u>	<u>(21,592)</u>
<b>Total assets less current liabilities</b>		<u>(97,661)</u>	<u>(21,548)</u>
<b>Non-current liabilities</b>			
Lease liabilities	23	3,477	214
Convertible bonds	24	24,380	58,014
		<u>27,857</u>	<u>58,228</u>
<b>Net liabilities</b>		<u>(125,518)</u>	<u>(79,776)</u>
<b>Equity</b>			
Share capital	26	1,282	1,282
Reserves	27	(126,800)	(81,058)
<b>Total deficit</b>		<u>(125,518)</u>	<u>(79,776)</u>

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 25 June 2025 and are signed on its behalf by:

**Tang Ho Ka**  
Director

**Zeng Zhibo**  
Director

# Consolidated Statement of Changes in Equity

For the year ended 31 March 2025

	Share capital HK\$'000	Share Premium HK\$'000 (Note 27(b)(i))	Special Reserves HK\$'000 (Note 27(b)(ii))	Contributed Surplus HK\$'000 (Note 27(b)(iii))	Capital Reserve HK\$'000 (Note 27(b)(iv))	Convertible bonds reserve HK\$'000 (Note 27(b)(v))	Accumulated losses HK\$'000	Total HK\$'000
As at 1 April 2023	1,282	571,880	(22,470)	2,435,239	49,558	7,766	(3,110,752)	(67,497)
Loss and total comprehensive expenses for the year	-	-	-	-	-	-	(24,209)	(24,209)
Effect of share option forfeitures	-	-	-	-	(6,770)	-	6,770	-
Issuance of new convertible bonds	-	-	-	-	-	11,930	-	11,930
As at 31 March 2024 and 1 April 2025	1,282	571,880	(22,470)	2,435,239	42,788	19,696	(3,128,191)	(79,776)
Loss and total comprehensive expenses for the year	-	-	-	-	-	-	(45,742)	(45,742)
Effect of share option forfeitures	-	-	-	-	(1,347)	-	1,347	-
As at 31 March 2025	1,282	571,880	(22,470)	2,435,239	41,441	19,696	(3,172,586)	(125,518)

# Consolidated Statement of Cash Flows

For the year ended 31 March 2025

	Notes	2025 HK\$'000	2024 HK\$'000
<b>OPERATING ACTIVITIES</b>			
Loss before tax	11	(45,742)	(24,209)
Adjustments for:			
Depreciation of plant and equipment		44	267
Depreciation of right-of-use assets		1,880	–
Impairment loss on right-of-use assets		–	2,470
Interest expenses		15,509	10,495
Interest income		(131)	(132)
Gain on disposal of a subsidiary		(1,619)	–
Gain on disposal of property, plant and equipment		(12)	–
Impairment loss on other receivables, net of reversal		11,799	572
<b>Operating cash flows before movements in working capital</b>		<b>(18,272)</b>	<b>(10,537)</b>
Increase in other receivables		(2,761)	(113)
(Decrease)/increase in other payables		(2,849)	3,757
<b>Net cash used in operating activities</b>		<b>(23,882)</b>	<b>(6,893)</b>
<b>Investing activities</b>			
Proceeds from disposal of property, plant and equipment		12	–
Disposal of a subsidiary		1	–
Bank interest received		131	71
<b>Net cash generated from investing activities</b>		<b>144</b>	<b>71</b>

# Consolidated Statement of Cash Flows

For the year ended 31 March 2025

	Notes	2025 HK\$'000	2024 HK\$'000
<b>Financing activities</b>			
Interest paid		(935)	(107)
Advance from a director		13,260	–
Proceeds from other borrowings		13,608	8,007
Repayment of lease liabilities		(1,999)	(948)
<b>Net cash generated from financing activities</b>		<b>23,934</b>	<b>6,952</b>
<b>Net increase in cash and cash equivalents</b>		<b>196</b>	<b>130</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>3,937</b>	<b>3,807</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>4,133</b>	<b>3,937</b>
<b>Analysis of cash and cash equivalents</b>			
Cash and cash equivalents		4,133	3,937

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 1. GENERAL INFORMATION

Century Entertainment International Holdings Limited ("**the Company**") was incorporated and domiciled in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited ("**the "Stock Exchange"**").

The Company's registered office and principal place of the Company are disclosed in the corporate information section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

During the years ended 31 March 2025 and 2024, the principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are set out in note 32.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS ("**HKFRSs**")

**Amendments to HKFRS Accounting Standards ("**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 Accounts ("**HKICPA**") for the first time, which are mandatorily effective for the current accounting period of the Group for the preparation of the consolidated financial statements:

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

Except as described below, 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 Consolidated Financial Statements

For the year ended 31 March 2025

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (“HKFRSs”) (Continued)

### Impacts on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) and Amendments to HKAS 1 Non-current Liabilities with Covenants

The Group has applied the amendments for the first time in the current year. As a result of the adoption of the amendments to HKAS 1, the Group changed its accounting policy for the classification of borrowings:

“Borrowings are classified as current liabilities unless, at the end of the reporting period, the Group has a right to defer settlement of the liability for at least 12 months after the reporting period. Covenants that the Group is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification at the reporting date.”

In accordance with the transition provision, the Group has applied the new accounting policy to the classification of liability as current or non-current retrospectively. The application of the amendments in the current year had no material impact on the consolidated financial statements.

### New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective for the current accounting period. The Group has already commenced an assessment of the impact of these new and amendments to HKFRSs but is not yet in a position to state whether these new and amendments to HKFRSs would have a significant impact on its results of operations and financial position:

	Effective for accounting periods beginning on or after
• Amendments to HKFRS 9 and HKFRS 7, Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
• Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
• Amendments to HKFRS Accounting Standards, Annual Improvements to HKFRS Accounting Standards — Volume 11	1 January 2026
• Amendments to HKAS 21, Lack of Exchangeability	1 January 2025
• HKFRS 18, Presentation and Disclosure in Financial Statements	1 January 2027

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 3. GOING CONCERN BASIS

In preparing the consolidated financial statements, the directors of the Company have considered the future liquidity of the Group in view of its recurring losses incurred, operating cash outflows and net current liabilities position at 31 March 2025 and no revenue generated during the year. The Group incurred a net loss attributable to the owners of the Company of approximately HK\$45,742,000 and had net cash outflows from operating activities of approximately HK\$23,882,000 during the year ended 31 March 2025. At the same date, the Group has net current liabilities of approximately HK\$102,550,000 while its cash and cash equivalents amounted to only HK\$4,133,000, and the Group was in net liabilities position of approximately HK\$125,518,000. Also, the Group was default in repaying the other loan from an independent third party of principal amount of HK\$30,000,000 since 2020.

These conditions indicate that material uncertainties exist that may cast significant doubt on the Group's ability to continue as a going concern. The directors of the Company have been undertaking plans and measures to improve the Group's liquidity and financial position, including:

- the Group entered into a non-binding memorandum of understanding (the "**MOU**") with a company (the "**JV Partner**") incorporated in the Republic of the Philippines and licensed by the Philippine Amusement and Gaming Corporation ("**PAGCOR**") as a gaming system service and gaming contents provider, to establish a joint venture (the "**Joint Venture**") with the intention to market and further develop on the JV Partner's existing gaming system platform and content development capabilities on 10 June 2025. Details are set out in the announcement of the Company dated 10 June 2025.
- The Group will explore setting up a new business line focusing on the sourcing and distribution of premium camellia seed oil. This new business line will leverage the growing demand for high-quality nutritious edible oils and favorable fiscal policies in the People's Republic of China. The Board believes that this new business line will bring significant benefits to the Group, diversify the Group's business, reduce its reliance on the entertainment business and better position the Group to respond effectively to the current challenging business environment. Up to the date of this report, the operation had not been started yet.

Having taken into account of the abovementioned plans and measures, the directors of the Company determined that it is appropriate to adopt the going concern basis in the preparation of the consolidated financial statements. In the opinion of the directors of the Company, in light of the aforesaid arrangements being implemented or planned, the Group will have sufficient working capital for its current requirements and it is reasonable to expect that the Group will remain as a commercially viable concern. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements for the year ended 31 March 2025 on a going concern basis. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying amounts of assets to their recoverable amounts, to provide for future liabilities which might arise and to reclassify non-current assets and non-current liabilities to current respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.



## 4. MATERIAL ACCOUNTING POLICY INFORMATION

### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

### (b) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period.

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

### (c) 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 where the Group has:

- i. the power over the investee;
- ii. exposure, or rights, to variable returns from its involvement with the investee; and
- iii. the ability to use its power over the investee to affect the amount of the Group’s return.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control stated above.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (d) 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 primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items 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 at 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 retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

### (e) Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to allocate the cost of items of plant and equipment less their residual values over their estimated useful lives, using the straight-line method, at the following rate per annum:

Furniture and equipment	3 to 5 years
Motor vehicles	5 years

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.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset is recognised in profit or loss.

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

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

At the end of each reporting period, the Group reviews the carrying amounts of its plant and equipment and right-of-use assets to determine whether there is any indication that 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). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("**CGU**") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units ("**CGUs**"), or otherwise they are allocated to the smallest group of CGUs or which a reasonable and consistent allocation basis can be identified.

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 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 the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

### (g) Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for accounts 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 are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

#### *Financial assets*

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 marketplace.

All recognised financial assets are subsequently measured in their entirety at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

#### *Financial assets at amortised cost (debt instruments)*

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments (Continued)

#### *Financial assets (Continued)*

##### *Amortised cost and effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (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) excluding expected credit losses ("ECL"), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets 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. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in the "Other income and gains, net" line item (note 8).

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments (Continued)

#### *Financial assets (Continued)*

##### *Impairment of financial assets*

The Group recognises a loss allowance for ECL on other receivables are measured at amortised cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there was a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

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

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument 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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

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

- i. an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- ii. 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;
- iii. an actual or expected significant deterioration in the operating results of the debtor; and
- iv. 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.

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments (Continued)

#### *Financial assets (Continued)*

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

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset 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 financial instrument is determined to have low credit risk if i) the financial instrument 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 the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

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

##### *Definition of default*

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

- i. when there is a breach of financial covenants by the debtor; or
- ii. 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).

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 Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments (Continued)

#### *Financial assets (Continued)*

##### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events 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:

- i. significant financial difficulty of the issuer or the borrower;
- ii. a breach of contract, such as a default or past due event;
- iii. 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;
- iv. it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- v. the disappearance of an active market for that financial asset because of financial difficulties.

##### *Write-off policy*

The Group writes off a financial asset 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 counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivables, when the amounts are over three 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. Any recoveries made are recognised in profit or loss.



## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments (Continued)

#### *Financial assets (Continued)*

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

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount 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 party.

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.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments (Continued)

#### *Financial liabilities and equity instruments*

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

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

##### *Equity instruments*

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

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

##### *Financial liabilities*

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

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (h) Financial instruments (Continued)

#### *Financial liabilities and equity instruments (Continued)*

##### *Financial liabilities subsequently measured at amortised cost*

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

##### *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial asset derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (i) Convertible bonds

#### *Convertible bonds that contain liabilities component and conversion option derivative*

Convertible loan notes issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible bonds reserve).

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds reserve until the conversion option is exercised (in which case the balance stated in convertible bonds reserve will be transferred to capital reserve). Where the option remains unexercised at the expiry date, the balance stated in convertible bonds reserve will be released to the capital reserve. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (j) Revenue

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a five-step approach to recognise revenue:

- i. Step 1: Identify the contract(s) with a customer
- ii. Step 2: Identify the performance obligations in the contract
- iii. Step 3: Determine the transaction price
- iv. Step 4: Allocate the transaction price to the performance obligations in the contract
- v. Step 5: Revenue recognition when (or as) the Group satisfies a performance obligation.

The Group recognised 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 customers.

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:

- i. the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- ii. the Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- iii. 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.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (j) Revenue (Continued)

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

Revenue is measured based on the consideration specified in a contract with a customer.

The Group recognised revenue from operation of gaming and entertainment related business and provision of services for augmented reality ("**AR**")/virtual reality ("**VR**") and mobile games solutions.

### (k) Borrowing costs

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

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

### (l) Share-based payment transactions of the Company

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. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 28. The fair value determined at the grant date of the equity-settled share-based payments 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.

At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. 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 capital 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 capital reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in capital reserve will be transferred to accumulated losses.

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (m) Retirement benefit costs

The Group contributes to a defined contribution retirement scheme, Mandatory Provident Fund Scheme (the “**MPF Scheme**”), under the Mandatory Provident Fund Scheme Ordinance for all employees in Hong Kong. Contributions to the scheme are made based on a percentage of the employees’ relevant income and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed in the MPF Scheme.

### (n) Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

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

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities’ carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

### (o) Taxation

Income tax expenses represent the sum of the tax currently payable and deferred taxation. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or 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.

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

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (o) Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on 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 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 taxation is calculated 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 rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

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 by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### (p) Offsetting financial instruments

Financial assets and liabilities of the Group are offset and the net amount presented in the consolidated statement of financial position when, and only when, there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.



## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (q) 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.

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

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.

### (r) Lease

#### *The Group as a lessee*

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease, at inception of the contract or modification date, as appropriate. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

#### *Lease liabilities*

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### (r) Lease (Continued)

#### *The Group as lessee (Continued)*

##### *Lease liabilities (Continued)*

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- i. the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- ii. the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- iii. a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured 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.

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

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

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

The Group applies HKAS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss

## 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's material accounting policy information, which is described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. 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.

### (a) Critical judgement in applying accounting policies

The following is the critical judgement, apart from those involving estimation (see below), that the directors of the Company have made in the process of applying the Group's material accounting policy information and that have the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

#### *Going concern basis*

As explained in note 3 to the consolidated financial statements, the financial position of the Group indicates the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. The basis for adoption of going concern basis used in the preparation of the consolidated financial statements is set out in note 3 to the consolidated financial statements. Should the Group be unable to raise new financing or other measures fail to improve the liquidity of the Group and the Group is unable to continue in business as a going concern, adjustments would be needed to reduce the carrying amounts of the assets of the Group to their recoverable amounts and to provide for further liabilities which might arise.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### (b) Key sources of estimation uncertainty

The following is the key assumption 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.

#### *Loss allowance on other receivables and deposits paid*

The other receivables are assessed for impairment based on the expected loss model required by HKFRS 9 Financial Instruments. The assessment made by management has taken into account relevant historical information adjusted for forward-looking information available to management at the date of assessment (to the extent that such information is reasonable and supportable without undue cost or effort). Impairment losses are recognised for the current year according to the expected credit loss model under HKFRS 9 Financial Instruments.

Management has exercised judgement in estimating the amount of expected credit loss. If the actual outcome is different from management's estimate, an additional impairment loss or reversal of impairment loss may arise.

At 31 March 2025, the carrying amounts of other receivables and deposits paid were approximately HK\$36,852,000 (2024:HK\$85,806,000) and HK\$348,000 (2024:HK\$330,000) respectively, with accumulated loss allowance on other receivables and deposits paid of approximately HK\$30,824,000 (2024: HK\$19,025,000) and HK\$Nil (2024:HK\$Nil) respectively.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 6. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received or receivable from the operation of (i) gaming and entertainment businesses and (ii) augmented reality/virtual reality ("**AR/VR**") and mobile games solutions during the year.

### Revenue

The revenue recognised during the reporting periods were disaggregated as follows:

	2025 HK\$'000	2024 HK\$'000
Net gaming win from the VIP room, including the gaming tables	–	–
Service income derived from AR/VR and mobile games solutions	–	–

#### (a) Net gaming win from the VIP room, including the gaming tables in Cambodia

Wisdom Ocean Limited ("**Wisdom Ocean**"), a wholly-owned subsidiary of the Company, leased a gambling room situated in a hotel (the "**VIP room**"), including the gaming tables, of a casino in Cambodia in May 2024 for operation. The net gaming win was recognised when the relevant services had been rendered and was measured at the entitlement of economic inflows of the Group from this operation after deduction of commission, staff costs and gaming tax.

No revenue was generated from the gaming and entertainment business due to net gaming loss of HK\$185,000 was incurred during the year ended 31 March 2025. The lease of the VIP room, including the gaming tables was subsequently terminated on 30 April 2025.

During the year ended 31 March 2024, no revenue was generated from the gaming and entertainment business due to the potential acquisition of gaming table business was terminated on 31 December 2023.

#### (b) Service income derived from AR/VR and mobile games solutions

MostCore Limited ("**MostCore**"), a wholly-owned subsidiary of the Company, which specialised in AR/VR entertainment developments and apps on mobile devices platforms, provided customised IT and design solutions.

No revenue was generated from the AR/VR and mobile games solutions business due to no mobile gaming project held during the year. MostCore was disposed of by the Group at a consideration of HK\$100 in February 2025. The Group lost control of MostCore on the same date.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 7. SEGMENT INFORMATION

Information reported to the executive directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The directors of the Company have chosen to organise the Group around differences in products and services. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

During the years ended 31 March 2025 and 2024, the Group's reportable segments are as follows:

- (i) Gaming and entertainment businesses; and
- (ii) AR/VR and mobile games solutions.

These operating segments have been identified on the basis of internal management reports prepared in accordance with accounting policies which conform to HKFRSs, that are regularly reviewed by the CODM. The following is an analysis of the Group's revenue and results by reportable and operating segments:

### (a) Segment revenue and results

#### Year ended 31 March 2025

	Gaming and entertainment HK\$'000	AR/VR and mobile games solutions HK\$'000	Total HK\$'000
Segment revenue	-	-	-
Timing of revenue recognition Point in time	-	-	-
Segment loss	(15,912)	-	(15,912)
Gain on disposal of a subsidiary			1,619
Loss on derecognition of a subsidiary			(391)
Other income			131
Unallocated corporate expenses			(15,680)
Finance costs			(15,509)
Loss before tax			(45,742)

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 7. SEGMENT INFORMATION (Continued)

### (a) Segment revenue and results (Continued)

*Year ended 31 March 2024*

	Gaming and entertainment HK\$'000	AR/VR and mobile games solutions HK\$'000	Total HK\$'000
Segment revenue	—	—	—
Timing of revenue recognition			
Point in time	—	—	—
Segment loss	(196)	—	(196)
Other income			132
Unallocated corporate expenses			(13,650)
Finance costs			(10,495)
Loss before tax			(24,209)

Segment loss represents the loss of each segment without allocation of gain on disposal of a subsidiary, loss on derecognition of a subsidiary, central administration costs, directors' emoluments, other income and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 7. SEGMENT INFORMATION (Continued)

### (b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

<b>Segment assets</b>	<b>2025 HK\$'000</b>	<b>2024 HK\$'000</b>
Gaming and entertainment	<b>36,852</b>	38,392
AR/VR and mobile games solutions	<b>–</b>	–
Total segment assets	<b>36,852</b>	38,392
Unallocated corporate assets	<b>9,694</b>	52,050
Consolidated total assets	<b>46,546</b>	90,442
<b>Segment liabilities</b>	<b>2025 HK\$'000</b>	<b>2024 HK\$'000</b>
Gaming and entertainment	<b>19,260</b>	–
AR/VR and mobile games solutions	<b>–</b>	734
Total segment liabilities	<b>19,260</b>	734
Unallocated corporate liabilities	<b>152,804</b>	169,484
Consolidated total liabilities	<b>172,064</b>	170,218

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

- all assets are allocated to operating and reportable segments, other than other receivables, deposits and prepayment, bank balances and cash and other corporate assets; and
- all liabilities are allocated to operating and reportable segments, other than other payables and accruals, other borrowings, lease liabilities, convertible bonds and other corporate liabilities.



# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 7. SEGMENT INFORMATION (Continued)

### (c) Other segment information

*Year ended 31 March 2025*

	Gaming and entertainment HK\$'000	AR/VR and mobile games solutions HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts include in the measure of segment profit or loss or segment assets:				
Depreciation of plant and equipment	-	-	44	44
Depreciation of right-of-use assets	1,880	-	-	1,880
Impairment loss on other receivables, net of reversal	3,985	-	7,814	11,799
Addition to non-current assets	6,769	-	-	6,769

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 7. SEGMENT INFORMATION (Continued)

### (c) Other segment information (Continued)

Year ended 31 March 2024

	Gaming and entertainment HK\$'000	AR/VR and mobile games solutions HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts include in the measure of the segment profit or loss or segment assets:				
Depreciation of plant and equipment	–	–	267	267
Impairment loss on other receivables, net of reversal	196	–	376	572
Impairment losses on right-of-use assets	–	–	2,470	2,470

### (d) Geographical information

The Group did not generate revenue during the years ended 31 March 2025 and 2024. Therefore, geographical information about the Group's revenue from external customers is not presented.

The Group's information about its non-current assets by geographical location of the assets is as follows:

	2025 HK\$'000	2024 HK\$'000
Hong Kong	–	44
Cambodia	4,889	–
Total	4,889	44

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 8. OTHER INCOME AND GAINS, NET

	2025 HK\$'000	2024 HK\$'000
Bank interest income	131	132
Gain on disposal of property, plant and equipment	12	–
Gain on disposal of a subsidiary	1,619	–
Loss on derecognition of a subsidiary	(391)	–
	<b>1,371</b>	132

## 9. FINANCE COSTS

	2025 HK\$'000	2024 HK\$'000
Interests on lease liabilities	935	107
Interests on other borrowings	2,800	2,808
Interest on convertible bonds	11,774	7,580
	<b>15,509</b>	10,495

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 10. INCOME TAX

	2025 HK\$'000	2024 HK\$'000
Hong Kong Profits Tax	–	–
Deferred tax	–	–
Income tax	–	–

Pursuant to the rules and regulations of Bermuda, British Virgin Islands ("**BVI**") and Cambodia, the Group is not subject to any income tax in Bermuda and BVI, but it is subjected to 7% gaming tax in Cambodia.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "**Bill**") which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to a nominated qualifying entity in the Group for its annual period beginning on or after 1 April 2018.

Reconciliation between tax credit and loss before taxation per the consolidated statement of profit or loss and other comprehensive income at applicable tax rates is as follows:

	2025 HK\$'000	2024 HK\$'000
Loss before taxation	(45,742)	(24,209)
Tax at the rates application in the tax jurisdictions concerned	(7,547)	(3,962)
Tax effect of expense not deductible for tax purpose	6,322	3,948
Tax effect of income not taxable for tax purpose	(291)	(22)
Tax effect of temporary differences not recognised	2	36
Tax effect of tax losses not recognised	1,514	–
Income tax	–	–

Details of the deferred taxation are set out in note 25 to the consolidated financial statements.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 11. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

### (a) Cost of sales

	2025 HK\$'000	2024 HK\$'000
Net gaming losses	185	–
Rolling junket commission	7,995	–
Staff costs	468	–
Gaming taxes	528	–
	<b>9,176</b>	–

### (b) Staff costs

	2025 HK\$'000	2024 HK\$'000
Directors' emoluments	589	1,493
Salaries, allowances and other benefits	992	2,556
Contribution to retirement benefit schemes (excluding contributions for directors)	43	50
	<b>1,624</b>	4,099

### (c) Other items

	2025 HK\$'000	2024 HK\$'000
Depreciation of plant and equipment	44	267
Depreciation of right-of-use assets	1,880	–
Auditor's remuneration	750	750
Legal and professional fees (note)	4,796	–

Note:

The amount comprises general consultancy fees, legal advisory fees, and share registrar fees paid to independent third parties.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 12. DIRECTORS' EMOLUMENTS

Directors' remuneration disclosed pursuant to section 383(1) of the Companies Ordinance is as follows:

For the year ended 31 March 2025

	Directors' fees HK\$'000	Salaries, allowance and other benefits HK\$'000	Contributions to retirement benefit scheme HK\$'000	Total HK\$'000
<b>Executive directors:</b>				
Mr. Ng Man Sun (Chairman and Chief Executive Officer) (note (b))	-	-	-	-
Miss Ng Wai Yee (note (a))	-	130	3	133
<b>Non-executive directors:</b>				
Mr. Tang Ho Ka (note (g))	-	-	-	-
Mr. Zeng Zhibo (note (h))	-	-	-	-
<b>Independent non-executive directors:</b>				
Ms. Yeung Pui Han, Regina (note (c))	144	-	-	144
Mr. Yuen Sing Wai, Lester (note (e))	168	-	-	168
Ms. Sie Nien Che, Celia (note (d))	144	-	-	144
	<b>456</b>	<b>130</b>	<b>3</b>	<b>589</b>

For the year ended 31 March 2024

	Directors' fees HK\$'000	Salaries, allowance and other benefits HK\$'000	Contributions to retirement benefit scheme HK\$'000	Total HK\$'000
<b>Executive directors:</b>				
Mr. Ng Man Sun (Chairman and Chief Executive Officer)	-	300	-	300
Ms. Ng Wai Yee	-	732	18	750
<b>Independent non-executive directors:</b>				
Ms. Yeung Pui Han, Regina	144	-	-	144
Mr. Li Chi Fai (note (f))	127	-	-	127
Ms. Sie Nien Che, Celia	144	-	-	144
Mr. Yuen Sing Wai Lester	28	-	-	28
	<b>443</b>	<b>1,032</b>	<b>18</b>	<b>1,493</b>

## 12. DIRECTORS' EMOLUMENTS (Continued)

*Notes:*

- (a) Miss Ng Wai Yee resigned as an executive director on 5 June 2024.
- (b) Mr. Ng Man Sun ("**Mr. Ng**") resigned as an executive director and the Chairman on 31 May 2025.
- (c) Ms. Yeung Pui Han, Regina resigned as an independent non-executive director on 1 May 2025.
- (d) Ms. Sie Nien Che, Celia resigned as an independent non-executive director on 16 May 2025.
- (e) Mr. Yuen Sing Wai, Lester appointed as an independent non-executive director on 1 February 2024 and resigned on 1 May 2025.
- (f) Mr. Li Chi Fai resigned as an independent non-executive director on 3 January 2024.
- (g) Mr. Tang Ho Ka appointed as a non-executive director on 19 March 2025 and re-designated as an executive director on 1 May 2025, and appointed as the Chairman and Chief Executive Officer on 31 May 2025.
- (h) Mr. Zeng Zhibo appointed as a non-executive director on 9 December 2024 and re-designated as an executive director on 1 May 2025.
- (i) Mr. Wong Yun Pun, Mr. Michael Tan Defensor, and Ms. Xiong Daikun appointed as the independent non-executive director on 1 May 2025, 1 May 2025 and 16 May 2025 respectively.

Salaries, allowances and other benefits paid to the executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Mr. Ng is also the chief executive officer of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive Officer. Mr. Ng agreed to waive his emoluments of HK\$300,000 (2024: HK\$nil) for the year ended 31 March 2025.

During the year ended 31 March 2025, no emoluments (2024: nil) were paid by the Group to any of the directors as inducement to join or upon joining the Group, or as a compensation for loss of office. Except for Mr. Ng, none of the directors waived or agreed to waive any emolument for the year ended 31 March 2025.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 13. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2024: two) were directors of the Company whose emoluments are disclosed in note 12 above. The emoluments of the remaining three (2024: three) highest paid individuals were as follows:

	2025 HK\$'000	2024 HK\$'000
Salaries, allowance and other benefits	991	985
Contributions to retirement benefits scheme	41	41
	<b>1,032</b>	<b>1,026</b>

The emoluments of the three (2024: three) individual with highest emoluments are within the following bands:

	Number of individuals	
	2025	2024
Nil to HK\$1,000,000	3	3



## 14. RETIREMENT BENEFIT COSTS

### Defined contribution retirement scheme

The Group has arranged for its Hong Kong employees to join the MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The MPF Scheme is a defined contribution retirement scheme managed by independent trustees. Under the MPF Scheme, each of the Group (the employer) and its employees makes monthly contributions to the scheme at 5% of the employees' relevant income as defined under the Mandatory Provident Fund Schemes Ordinance. The contributions from each of the employer and employees are subject to a cap of HK\$1,500 per month with effective from 1 June 2014.

The total cost charged to consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2025 of approximately HK\$46,000 (2024: HK\$68,000) represents contributions paid and payable to these schemes by the Group for the year at rates specified in the rules of the relevant schemes.

### Defined benefits plan obligations

Hong Kong employees that have been employed continuously for at least five years are entitled to long service payments ("**LSP**") in accordance with the Hong Kong Employment Ordinance under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. The amount of LSP payable is determined with reference to the employee's final salary (capped at HK\$22,500) and the years of service, reduced by the amount of any accrued benefits derived from the Group's contributions to the MPF scheme, with an overall cap of HK\$390,000 per employee. Currently, the Group does not have any separate funding arrangement in place to meet its LSP obligation.

In June 2022, the Government gazetted the Amendment Ordinance which will eventually abolish the statutory right of an employer to reduce its LSP payable to a Hong Kong employee by drawing on its mandatory contributions to the MPF scheme. The Government has subsequently announced that the Amendment Ordinance will come into effect from 1 May 2025 (the "**Transition Date**"). Separately, the Government has introduced a subsidy scheme to assist employers after the abolition. Among other things, once the abolition of the offsetting mechanism takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory MPF contributions (irrespective of the contributions made before, on or after the Transition Date) to reduce the LSP in respect of an employee's service from the Transition Date. However, where an employee's employment commenced before the Transition Date, the employer can continue to use the above accrued benefits to reduce the LSP in respect of the employee's service up to that date; in addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee's monthly salary immediately before the Transition Date and the years of service up to that date.



# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 15. DIVIDENDS

The directors of the Company do not recommend the payment of a dividend for the year ended 31 March 2025 (2024: nil).

## 16. LOSS PER SHARE

### (a) Basic loss per share

The calculation of basic loss per share was based on the loss for the year attributable to owners of the Company of HK\$45,742,000 (2024: HK\$24,209,000) and the weighted average number of 128,247,561 (2024: 128,247,561) ordinary shares in issue during the years ended 31 March 2025 and 2024.

### (b) Diluted loss per share

No adjustment has been made to basic loss per share amounts presented for the years ended 31 March 2025 and 2024 in respect of the potential dilution of share options and convertible bonds as the impact of the share options and convertible bonds had an anti-dilutive effect on the basic loss per share amounts presented.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 17. PLANT AND EQUIPMENT

	<b>Furniture and equipment</b> HK\$'000	<b>Motor vehicle</b> HK\$'000	<b>Total</b> HK\$'000
<b>COST</b>			
At 1 April 2023, 31 March 2024 and 1 April 2024	1,641	1,338	2,979
Disposal	—	(1,338)	(1,338)
At 31 March 2025	1,641	—	1,641
<b>ACCUMULATED DEPRECIATION</b>			
At 1 April 2023	1,641	1,027	2,668
Charge for the year	—	267	267
At 31 March 2024 and 1 April 2024	1,641	1,294	2,935
Charge for the year	—	44	44
Disposal	—	(1,338)	(1,338)
At 31 March 2025	1,641	—	1,641
<b>NET CARRYING AMOUNTS</b>			
At 31 March 2025	—	—	—
At 31 March 2024	—	44	44

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 18. RIGHT-OF-USE ASSETS

During the year ended 31 March 2025, a Casino Agreement was entered into between Wisdom Ocean (as the lessee) and LongBay Entertainment Co. Ltd. (as the lessor), an independent third party, in respect of the lease and operation of the VIP room, including the gaming tables of a casino in Cambodia for a term of three years (note 6(a)). The movement of right-of-use assets is as follows:

	<b>Leased buildings</b> HK\$'000	<b>VIP room</b> HK\$'000	<b>Total</b> HK\$'000
At 1 April 2023			
Addition	2,470	–	2,470
Impairment loss recognised	(2,470)	–	(2,470)
At 31 March 2024 and 1 April 2024	–	–	–
Addition	–	6,769	6,769
Depreciation	–	(1,880)	(1,880)
At 31 March 2025	<b>–</b>	<b>4,889</b>	<b>4,889</b>

### Amounts recognised in profit or loss

	<b>2025</b> HK\$'000	2024 HK\$'000
Expenses relating to short-term leases	–	–
Impairment loss on right-of-use assets	–	2,470
Interest on lease liabilities	<b>935</b>	107
Total cash outflow for leases	<b>2,934</b>	1,055

The management of the Group performed impairment assessment of the right-of-use assets as it is identified that the carrying amount could be in excess of its estimated recoverable amount due to operating loss incurred by the Group in the respective operations. However, no impairment loss was recognised for the year ended 31 March 2025 (2024: HK\$2,470,000), as the lease was subsequently terminated on 30 April 2025. Given that the Group was released from all obligations under the lease, including obligations to pay future lease payments, upon termination of the lease, the carrying amount of the related right-of-use asset was determined to be recoverable, and hence no impairment was required.

At 31 March 2025 and 31 March 2024, no lease agreement not yet commenced is committed by the Group.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 19. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2025 HK\$'000	2024 HK\$'000
Other receivables (note (a))	36,852	85,806
Deposits paid for staff quarter	348	330
	<b>37,200</b>	86,136
Prepayments	324	325
	<b>37,524</b>	86,461

Note:

(a) Other receivables

	2025 HK\$'000	2024 HK\$'000
Other receivables	67,676	104,831
Less: Loss allowance for other receivables	(30,824)	(19,025)
	<b>36,852</b>	85,806

At 31 March 2025, the gross amounts of other receivables mainly comprised of amount due from Mr. Ng of approximately HK\$49,276,000 (2024: HK\$46,831,000), and profit guarantee receivable from Mr. Ng and Lion King Entertainment Company Limited ("Lion King"), which Mr. Ng has an interest and held directorship, of approximately HK\$18,400,000 (2024: HK\$58,000,000). Other receivables from Mr. Ng and Lion King are unsecured, interest-free and repayable on demand.

During the year ended 31 March 2025, Mr. Ng and the Company entered into an agreement to offset the amount of HK\$39,600,000 included in the profit guarantee receivable against other borrowings and other payables balances due to Mr. Ng (note 34).

The maximum gross amount outstanding from Mr. Ng and Lion King during the year is approximately HK\$104,831,000 (2024: HK\$104,831,000).

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 19. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

### (a) Other receivables (Continued)

The Group measures the loss allowance for other receivables at an amount equal to 12-month ECL. The Group recognised 12-month ECL for other receivables based on the internal credit rating of other receivables as follows:

	Expected loss rate	Gross carrying amount HK\$'000	Loss allowance HK\$'000
At 31 March 2025			
Performing	25.2%	49,276	12,424
Default	100.0%	18,400	18,400
At 31 March 2024			
Performing	18.1%	104,831	19,025

The movement of loss allowance for other receivables is set out below:

	12-month ECL HK\$'000	Life time ECL – credit impaired HK\$'000	Total HK\$'000
At 1 April 2023	16,764	–	16,764
Impairment loss recognised in profit or loss during the year	1,689	–	1,689
Written-off	572	–	572
At 31 March 2024 and 1 April 2024	19,025	–	19,025
Transfer	(10,586)	10,586	–
Impairment loss recognised in profit or loss during the year	3,985	7,814	11,799
At 31 March 2025	12,424	18,400	30,824

## 20. CASH AND CASH EQUIVALENTS

Cash and cash equivalent include the following for the purpose of the consolidated statement of cash flows:

	2025 HK\$'000	2024 HK\$'000
Cash at bank and in hand	763	699
Short-term bank deposit	3,370	3,238
	4,133	3,937

At 31 March 2025, the short-term bank deposit carries fixed interest rate of 3.1% (2024: 4.2%) per annum.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 20. CASH AND CASH EQUIVALENTS (Continued)

### Reconciliation of liabilities arising from financing activities:

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

	Other Borrowings HK\$'000	Lease liabilities HK\$'000	Advance from a director HK\$'000	Total HK\$'000
<b>At 1 April 2023</b>	112,677	–	–	112,677
<b>Changes from financing cash flows:</b>				
Proceeds	8,007	–	–	8,007
Repayments	–	(948)	–	(948)
Finance cost paid	–	(107)	–	(107)
<b>Non-cash changes:</b>				
Extinguishment upon issuance of convertible bonds	(32,000)	–	–	(32,000)
Additions of lease liabilities	–	2,392	–	2,392
Finance costs	–	107	–	107
<b>At 31 March 2024 and 1 April 2024</b>	88,684	1,444	–	90,128
<b>Changes from financing cash flows:</b>				
Proceeds from additional borrowings	13,608	–	13,260	26,868
Repayments	–	(1,999)	–	(1,999)
Finance cost paid	–	(935)	–	(935)
<b>Non-cash changes:</b>				
Additions of lease liabilities	–	6,769	–	6,769
Transfer from other receivables (note 34)	(36,788)	–	–	(36,788)
Finance costs	–	935	–	935
<b>At 31 March 2025</b>	65,504	6,214	13,260	84,978

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 21. OTHER PAYABLES AND ACCRUALS

	2025 HK\$'000	2024 HK\$'000
Other payables and accruals	3,461	10,203
Interest payable (note 22)	13,837	11,037
Advance from a director	13,260	–
Advance from an independent third party	–	102
	<b>30,558</b>	<b>21,342</b>

All other payables and accruals are expected to be settled within one year.

The advance from a director, Mr. Ng, is unsecured, interest-free and repayable on demand.

The advance from an independent third party was unsecured, interest-free and repayable on demand.

Included in the accruals was the accrued director salary to Mr. Ng amounting to HK\$Nil (2024: HK\$2,811,000).



# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 22. OTHER BORROWINGS

	2025 HK\$'000	2024 HK\$'000
Loan from a director (note (a))	7,234	30,684
Other loans from independent third parties (note (b))	58,270	58,000
	<b>65,504</b>	<b>88,684</b>

Notes:

- (a) Loan from a director, Mr. Ng, is unsecured, interest-free and repayable on demand.
- (b) Other loans from independent third parties include an amount of HK\$30,000,000 (2024: HK\$30,000,000) which was transferred from the convertible bonds liability with principal amount of HK\$30,000,000 on the maturity date of 23 October 2020. Such other loan is unsecured, interest-free and repayable on demand and guaranteed by Mr. Ng.

The remaining amount of other loans from independent third parties of HK\$28,000,000 (2024: HK\$28,000,000) are unsecured, subject to interest at 10% p.a., and repayable on demand and guaranteed by Mr. Ng, and HK\$270,000 is unsecured, interest-free and repayable on demand.

At 31 March 2025, the accrued interest for other loans from independent third parties are overdue and recorded in interest payable (note 21) amounted to approximately HK\$13,837,000 (2024: HK\$11,037,000).

Movements of the other borrowings are as follows:

	Loan from a director HK\$'000	Other loans from independent third parties HK\$'000	Total HK\$'000
At 1 April 2023	54,677	58,000	112,677
Issuance of convertible bonds	(32,000)	–	(32,000)
Loan from a director	8,007	–	8,007
At 31 March 2024 and 1 April 2024	30,684	58,000	88,684
Loan from a director	13,338	–	13,338
Transfer from other receivables (note 34)	(36,788)	–	(36,788)
Loan from an independent third party	–	270	270
At 31 March 2025	<b>7,234</b>	<b>58,270</b>	<b>65,504</b>

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 23. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods:

	Minimum lease payments		Present value of minimum lease payments	
	2025 HK\$'000	2024 HK\$'000	2025 HK\$'000	2024 HK\$'000
Within one year	3,492	1,296	2,737	1,230
Within two to five years	3,822	216	3,477	214
Less: Total future interest expenses (note)	(1,100)	(68)	N/A	N/A
Present value of lease obligations	6,214	1,444	6,214	1,444
Less: Amount due for settlement within 12 months (shows under current liabilities)			(2,737)	(1,230)
Amount due for settlement after 12 months			3,477	214

Movement of lease liabilities is as follows:

	2025 HK\$'000	2024 HK\$'000
At 1 April	1,444	–
New lease contract	6,769	2,392
Interest on lease liabilities	935	107
Repayment during the year	(2,934)	(1,055)
At 31 March	6,214	1,444

Note:

The Group terminated the lease contract of the VIP room, including the gaming tables on 30 April 2025, and the Group is not obliged to repay lease payments for the remaining lease term upon termination of the lease contract, including the future interest expenses.

The incremental borrowing rate applied to lease liabilities is 16.58% (2024: 7.70%).

At 31 March 2025 and 31 March 2024, no lease agreement, which has not yet commenced, was committed by the Group.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 24. CONVERTIBLE BONDS

	2025 HK\$'000	2024 HK\$'000
CB1 — principal amount of HK\$50 million (note a)	45,408	37,142
CB2 — principal amount of HK\$32 million (note b)	24,380	20,872
	<b>69,788</b>	<b>58,014</b>
Analysis:		
Current liabilities	45,408	—
Non-current liabilities	24,380	58,014
	<b>69,788</b>	<b>58,014</b>

Movements of the carrying amounts of the liability component of convertible bonds are as follows:

	CB1 HK\$'000 (notes a,c)	CB2 HK\$'000 (notes b,c)	Total HK\$'000
At 1 April 2023	30,364	—	30,364
Issuance of convertible bonds	—	20,070	20,070
Effective interest on convertible bonds	6,778	802	7,580
At 31 March 2024 and 1 April 2024	37,142	20,872	58,014
Effective interest on convertible bonds	8,266	3,508	11,774
At 31 March 2025	<b>45,408</b>	<b>24,380</b>	<b>69,788</b>

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 24. CONVERTIBLE BONDS (Continued)

Notes:

- (a) In November 2022, the Company completed the issue of new convertible bond ("**CB1**") with principal amount of HK\$50 million to Mr. Ng for settlement of other borrowings. Such transaction was treated as equity transaction as Mr. Ng was a shareholder of the Company at the relevant time. At issuance date of the CB1, the fair value of CB1 was determined to be approximately HK\$36,044,000. The difference between the fair value of CB1 and carrying amount of the other borrowings of HK\$50 million was approximately HK\$13,956,000, which was recognised and presented in the consolidated statement of changes in equity under the heading "Capital Reserve".

The CB1 is unsecured and non-interest bearing. The holder of the CB1 will be able to convert the outstanding principal amount into ordinary shares of the Company at a conversion price of HK\$0.5 per conversion share until the maturity date at 30 September 2025.

- (b) On 31 December 2023, the Company completed the issue of new convertible bond ("**CB2**") with principal amount of HK\$32 million to Mr. Ng for settlement of part of the borrowings owed to Mr. Ng, which is included in other borrowings (note 22). The CB2 is unsecured and non-interest bearing. The holder of the CB2 will be able to convert the outstanding principal amount into ordinary shares of the Company at a conversion price of HK\$0.256 per conversion share until the maturity date at 30 December 2026. At issuance date of the CB2, the fair value of CB2 was determined to be approximately HK\$32 million.

- (c) The CB1 and CB2 are determined to be compound financial instruments with a conversion option, that will or may be settled by an exchange of a fixed number of ordinary shares of the Company for a fixed amount of cash, being treated as equity instrument. The liability components of CB1 and CB2 represent the host debt components (being the Company's obligations to repay the principal amount of the convertible bonds on the respective maturity dates if the convertible bonds are not converted or redeemed).

On initial recognition of the CB1 and CB2, the equity component of each convertible bond was assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component. Accordingly, on initial recognition, the Group first determined the carrying amount of the liability component by measuring the fair value of a similar liability that does not have an associated equity component. The carrying amount of the equity instrument is then determined by deducting the fair value of the financial liability from the fair value of the convertible bonds as a whole.

The Group recognised the values of equity component for the CB1 and CB2 of approximately HK\$7,766,000 and HK\$11,930,000 as equity upon their initial recognition and presented in the consolidated statement of changes in equity under the heading "Convertible bonds reserve".

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 24. CONVERTIBLE BONDS (Continued)

The fair value of the liability component of convertible bonds on initial recognition was calculated using a discounted cash flow approach and the key unobservable input of the valuation is set out below:

	<b>CB1</b>	<b>CB2</b>
Discount rate adopted	22.26%	16.81%

At subsequent reporting dates, the liability component of convertible bonds is carried at amortised cost with following effective interest rate.

	<b>CB1</b>	<b>CB2</b>
Discount rate adopted	22.26%	16.81%

## 25. DEFERRED TAX LIABILITIES

At 31 March 2025, the Group has the following unused tax losses and deductible temporary differences:

	<b>2025 HK\$'000</b>	2024 HK\$'000
Tax losses	<b>9,744</b>	2,620
Deductible temporary differences	<b>86</b>	71
	<b>9,830</b>	2,691

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are estimated losses of approximately HK\$14,000 (2024: HK\$14,000) that are subject to the review of Hong Kong Inland Revenue Department. Such unused tax losses may be carried forward indefinitely.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 26. SHARE CAPITAL

	Number of shares HK\$'000	Amount HK\$'000
<b>Authorised:</b>		
Ordinary share of HK\$0.01 each at		
1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025	<u>40,000,000</u>	<u>400,000</u>
<b>Issued and fully paid:</b>		
Ordinary share of HK\$0.01 each at		
1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025	<u>128,247</u>	<u>1,282</u>

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.

Notes:

### (a) Capital risk management

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

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

During the year ended 31 March 2025, the Group's overall strategy was unchanged from 2024. The Group monitors its capital structure based on a net debt-to-capital ratio. For this purpose, the Group defines net debt as total debt, which includes other payables and accruals, other borrowings, lease liabilities, and convertible bonds disclosed in note 21 to note 24 respectively, net of cash and cash equivalents disclosed in note 20, and equity attributable to the owners of Group, comprising issued share capital, reserves and accumulated losses.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 26. SHARE CAPITAL (Continued)

Notes: (Continued)

### (a) Capital risk management (Continued)

In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares or return capital to shareholders, raise new debt financing or sell assets to reduce debt. The net debt-to-capital ratio at 31 March 2025 and 2024 is as follow:

	2025 HK\$'000	2024 HK\$'000
Total debts	172,064	169,484
Less: cash and cash equivalents	(4,133)	(3,937)
Net debts	167,931	165,547
Capital deficiency	(125,518)	(79,776)
Adjusted net debt-to-capital ratio	(134%)	(208%)

At 31 March 2025, the Group had a capital deficiency of approximately HK\$125,518,000 (2024: HK\$79,776,000). The directors have considered the solvency of the Group and taken steps to improve the Group's capital base and liquidity as disclosed in note 3.

## 27. RESERVES

### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

### (b) Nature and purpose of reserves

#### (i) Share premium

The application of share premium is governed by Section 40 of the Bermuda Companies Act 1981.

#### (ii) Special reserves

The special reserves of the Group represent the difference between the nominal amount of the shares of the subsidiaries acquired and the nominal value of the Company's shares issued for the acquisition pursuant to the corporate reorganisation prior to the listing of the Company's shares.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 27. RESERVES (Continued)

### (b) Nature and purpose of reserves (Continued)

#### (iii) Contributed surplus

The contributed surplus of the Company represents the following:

- the differences between the consolidated shareholders' funds of subsidiaries at the date on which they were acquired by the Company and the nominal amount of the shares of the Company issued under the corporate reorganisation; and
- the credit of approximately HK\$255,213,000 arising from the capital reduction on 3 March 2021 transferred from the Company's share capital account.

Under The Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution to shareholders or for set-off the accumulated losses of the Company in full.

#### (iv) Capital reserve

The capital reserve comprises the following:

- the fair value of the unexercised share options granted to employees and service providers of the Company recognised in accordance with the accounting policy set out in note 4(l);
- the amount transferred from convertible bonds reserve in relation to the equity component of unexercised convertible bonds at the expiry date recognised in accordance with the accounting policy adopted for convertible bonds in note 4(i); and
- the credit of approximately HK\$13,956,000 during the year ended 31 March 2023 in relation to gain on settlement of shareholder loan included in other borrowings by issuing zero coupon convertible bond.

#### (v) Convertible bonds reserve

The convertible bonds reserve comprises the amount allocated to equity component of the convertible bonds on issue date recognised in accordance with the accounting policy adopted for convertible bonds in note 4(i).



## 28. SHARE OPTION SCHEME

### 2012 Scheme

The Company's new share option scheme (the "**2012 Scheme**"), which was adopted pursuant to an ordinary resolution passed by the shareholders of the Company on 12 September 2012 for the purpose of providing incentives to certain eligible participants and unless otherwise cancelled or amended, was expired on 11 September 2022. Under the 2012 Scheme, the Directors may grant share options to eligible employees, including Executive Directors, or any persons or entities who have contributed or will contribute to the growth and development of the Group, to subscribe for shares in the Company.

Under the 2012 Scheme, the Directors may grant options to the following eligible participants:

- (i) any employee, executives or officers or proposed employees, executives or officers (whether full time or part time and including any Executive Director) of the Company, and of its subsidiaries or any entity (the "**Invested Entity**") in which the Group holds any equity interests and any of such subsidiaries or any Invested Entity;
- (ii) any non-executive Directors (including independent non-executive Directors) of the Company and any of its subsidiaries or any Invested Entity;
- (iii) any supplier of goods or services to any member of the Group or any Invested Entity;
- (iv) any customer of the Group or any Invested Entity;
- (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (vi) any person or entity who from time to time determined by the board of directors as having contributed or may contribute to the development and growth of the Group based on his or its performance and/or years of service, or is regarded as valuable resources of the Group based on his/its working experience, knowledge in the industry and other relevant factors.

The total numbers of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme of the Company must not in aggregate exceed 10% of the shares in issue at the date of approval of the 2012 Scheme. The total number of shares available for issue under the 2012 Scheme was 415,265,572 shares (subsequently adjusted to 2,577,345 shares after (a) share consolidation on 27 March 2013, (b) open offer on 16 May 2016 and (c) share consolidation on 3 March 2021), representing approximately 10% of the shares in issue at the date of approval of the 2012 Scheme on 12 September 2012.

The number and exercise prices of the shares options outstanding are adjusted as a result of the completion of (a) share consolidation of every 20 issued and unissued shares consolidated into 1 consolidated share on 27 March 2013; (b) open offer on 16 May 2016 in the proportion of one offer share for every two existing shares held; and (c) share consolidation of every 10 issued and unissued shares consolidated into 1 consolidated share on 3 March 2021.

# Notes to Consolidated Financial Statements

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## 28. SHARE OPTION SCHEME (Continued)

### 2012 Scheme (Continued)

The exercise prices shown as below represent the adjusted exercise prices at 31 March 2025 and 2024.

	2025		2024	
	Number of options	Weighted average exercise price HK\$	Number of options	Weighted average exercise price HK\$
At 1 April	3,269,086	2.82	3,837,954	3.94
Lapsed during the year	(894,434)	3.71	(568,868)	10.37
At 31 March	2,374,652	2.49	3,269,086	2.82
Exercisable at 31 March	2,374,652	2.49	3,269,086	2.82

At the annual general meeting held on 9 August 2016, shareholders have approved to refresh the share option scheme mandate limit that the total number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme must not exceed 10% of the shares of the Company in issue on the date of that annual general meeting.

The maximum number of shares in respect of which options may be granted under the 2012 Scheme must not in aggregate exceed 30% of the shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any participant is not permitted to exceed 1% of the shares of the company in issue during the 12-month period before the date of grant without prior approval from the Company's shareholders. Any grant of options under the 2012 Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates (as defined under the Listing Rules) must be approved by the independent non-executive Directors of the Company. In addition, any grant of options to a substantial shareholder or an independent non-executive Director or any of their respective associates in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million within any 12-month period must be approved by shareholders of the Company in general meeting.

## 28. SHARE OPTION SCHEME (Continued)

### 2012 Scheme (Continued)

Unless otherwise determined by the Directors of the Company and stated in the offer of the grant of options to a grantee, there is no minimum period required under the 2012 Scheme for holding of an option before it can be exercised.

An offer for the grant of options to a grantee shall be accepted by no later than 28 days from the date of offer. HK\$1 per grant of options is payable on the acceptance of the grant of options. Options may be exercised in accordance with the terms of the 2012 Scheme and expiring in accordance with the terms of the 2012 Scheme or upon the expiry of the tenth anniversary of the 2012 Scheme, whichever is the earlier.

The exercise price is determined by the Directors of the Company, and shall not be less than the highest of (i) the closing price of the Company's shares as stated in the daily quotations sheets of the Stock Exchange on the date of the offer of grant; (ii) the average closing price of the Company's shares as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company's share.

The 2012 Scheme remained in force for a period of 10 years commencing on 12 September 2012 till 11 September 2022.

No new share option scheme has been approved after the maturity of 2012 Scheme.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 28. SHARE OPTION SCHEME (Continued)

### 2012 Scheme (Continued)

#### (a) Movements of the number of share options

For the year ended 31 March 2025

		Number of share options						
Name of category	Type	Outstanding at 1/4/2024	Granted	Lapsed	Outstanding at 31/3/2025	Date of grant	Exercisable period	Exercise price (notes 1 and 2) HK\$
<b>Directors</b>								
Ng Man Sun	2015	24,826	-	(24,826)	-	10 March 2015	10 March 2015-9 March 2025	7.01
	2017	610,000	-	-	610,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	-	61,000	17 December 2018	17 December 2018-16 December 2028	2.00
Ng Wai Yee	2015	24,826	-	(24,826)	-	10 March 2015	10 March 2015-9 March 2025	7.01
	2016	24,826	-	(24,826)	-	25 April 2016	25 April 2016-24 April 2026	3.70
	2017	610,000	-	(610,000)	-	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	(61,000)	-	17 December 2018	17 December 2018-16 December 2028	2.00
Yeung Pui Han, Regina	2015	24,826	-	(24,826)	-	10 March 2015	10 March 2015-9 March 2025	7.01
	2016	24,826	-	-	24,826	25 April 2016	25 April 2016-24 April 2026	3.70
	2017	61,000	-	-	61,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	-	61,000	17 December 2018	17 December 2018-16 December 2028	2.00
Sie Nien Che, Celia	2016	24,826	-	-	24,826	25 April 2016	25 April 2016-24 April 2026	3.70
	2017	61,000	-	-	61,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	-	61,000	17 December 2018	17 December 2018-16 December 2028	2.00
		<b>1,734,956</b>	<b>-</b>	<b>(770,304)</b>	<b>964,652</b>			
<b>Service providers</b>								
	2015	124,130	-	(124,130)	-	10 March 2015	10 March 2015-9 March 2025	7.01
	2017	610,000	-	-	610,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	800,000	-	-	800,000	17 December 2018	17 December 2018-16 December 2028	2.00
		<b>1,534,130</b>	<b>-</b>	<b>(124,130)</b>	<b>1,410,000</b>			
<b>Total</b>		<b>3,269,086</b>	<b>-</b>	<b>(894,434)</b>	<b>2,374,652</b>			
<b>Weighted average exercise price</b>								
		2.821			2.488			

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 28. SHARE OPTION SCHEME (Continued)

### 2012 Scheme (Continued)

#### (a) Movements of the number of share options (Continued)

For the year ended 31 March 2024

		Number of share options						
Name of category	Type	Outstanding at 1/4/2023	Granted	Lapsed	Outstanding at 31/3/2024	Date of grant	Exercised period	Exercise price (notes 1 and 2) HK\$
Directors								
Ng Man Sun	2014	24,826	-	(24,826)	-	3 March 2014	3 March 2014-2 March 2024	13.45
	2015	24,826	-	-	24,826	10 March 2015	10 March 2015-9 March 2025	7.01
	2017	610,000	-	-	610,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	-	61,000	17 December 2018	17 December 2018-16 December 2028	2.00
Ng Wai Yee	2014	24,826	-	(24,826)	-	3 March 2014	3 March 2014-2 March 2024	13.45
	2015	24,826	-	-	24,826	10 March 2015	10 March 2015-9 March 2025	7.01
	2016	24,826	-	-	24,826	25 April 2016	25 April 2016-24 April 2026	3.70
	2017	610,000	-	-	610,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	-	61,000	17 December 2018	17 December 2018-16 December 2028	2.00
Yeung Pui Han, Regina	2014	24,826	-	(24,826)	-	3 March 2014	3 March 2014-2 March 2024	13.45
	2015	24,826	-	-	24,826	10 March 2015	10 March 2015-9 March 2025	7.01
	2016	24,826	-	-	24,826	25 April 2016	25 April 2016-24 April 2026	3.70
	2017	61,000	-	-	61,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	-	61,000	17 December 2018	17 December 2018-16 December 2028	2.00
Li Chi Fai	2014	24,826	-	(24,826)	-	3 March 2014	3 March 2014-2 March 2024	13.45
	2015	24,826	-	(24,826)	-	10 March 2015	10 March 2015-9 March 2025	7.01
	2016	24,826	-	(24,826)	-	25 April 2016	25 April 2016-24 April 2026	3.70
	2017	61,000	-	(61,000)	-	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	(61,000)	-	17 December 2018	17 December 2018-16 December 2028	2.00
Sie Nien Che, Celia	2014	24,826	-	(24,826)	-	3 March 2014	3 March 2014-2 March 2024	13.45
	2016	24,826	-	-	24,826	25 April 2016	25 April 2016-24 April 2026	3.70
	2017	61,000	-	-	61,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	61,000	-	-	61,000	17 December 2018	17 December 2018-16 December 2028	2.00
		2,030,738	-	(295,782)	1,734,956			
Eligible employees	2014	24,826	-	(24,826)	-	3 March 2014	3 March 2014-2 March 2024	13.45
		24,826	-	(24,826)	-			
Service providers	2014	248,260	-	(248,260)	-	3 March 2014	3 March 2014-2 March 2024	13.45
	2015	124,130	-	-	124,130	10 March 2015	10 March 2015-9 March 2025	7.01
	2017	610,000	-	-	610,000	1 December 2017	1 December 2017-30 November 2027	2.80
	2018	800,000	-	-	800,000	17 December 2018	17 December 2018-16 December 2028	2.00
		1,782,390	-	(248,260)	1,534,130			
Total		3,837,954	-	(568,868)	3,269,086			
Weighted average exercise price		3.940			2.821			

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 28. SHARE OPTION SCHEME (Continued)

### 2012 Scheme (Continued)

#### (a) *Movements of the number of share options* (Continued)

Notes:

- (1) The exercise price per share option was adjusted upon the completion of the open offer on 16 May 2016 in the proportion of one offer share for every two existing shares held.
- (2) The exercise price per share option was further adjusted upon completion of the capital reorganisation passed by the shareholders at a special general meeting of the Company held on 1 March 2021.

The options outstanding at 31 March 2025 had an exercise price ranging from HK\$2.00 to HK\$3.70 (2024: HK\$2.00 to HK\$7.01) and a weighted average remaining contractual life of 3.0 years (2024: 3.1 years).

No equity-settled share-based payment expense was charged to the profit or loss for the years ended 31 March 2025 and 2024.

At 31 March 2025, the Company has 2,374,652 (2024: 3,269,086) share options outstanding. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in issue of 2,374,652 (2024: 3,269,086) additional ordinary shares of the Company of HK\$0.01 (2024: HK\$0.01) each and additional share capital of approximately HK\$24,000 (2024: HK\$33,000).

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 29. DISPOSAL OF A SUBSIDIARY

### For the year ended 31 March 2025

- (i) On 28 February 2025, the Group disposed of its entire equity interest in MostCore to an individual third party, at a cash consideration of HK\$100 which was paid at completion date of the disposal. The disposal of MostCore was completed on 28 February 2025 and upon the completion of disposal, MostCore ceased to be a wholly-owned subsidiary of the Group. The net liabilities of the disposed subsidiary were as follows:

Analysis of assets and liabilities over which control was lost:

	HK\$'000
Other receivables	300
Other payables	(1,185)
Tax payables	(734)
	<u>(1,619)</u>

#### Analysis of gain or loss on disposal:

Cash consideration received	—*
Net liabilities of the subsidiary being disposed	<u>1,619</u>
Gain on disposal of the subsidiary	<u>1,619</u>

#### Analysis of cash and cash equivalents in respect of the disposal:

Cash consideration received	—*
Bank balances and cash being disposed of	<u>—</u>
Net cash inflow on disposal of a subsidiary	<u>—*</u>

\* Amount less than HK\$1,000

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 30. RELATED PARTY TRANSACTIONS

### (a) Compensation of key management personnel

Remuneration of key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 12, is as follows:

	2025 HK\$'000	2024 HK\$'000
Salaries and other emoluments	586	1,475
Contributions to retirement benefits scheme	3	18
	<u>589</u>	<u>1,493</u>

## 31. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

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

	2025 HK\$'000	2024 HK\$'000
<b>Financial assets</b>		
<b>Financial assets at amortised cost</b>		
Other receivables	36,852	85,806
Deposits paid	348	330
Cash and cash equivalents	<u>4,133</u>	<u>3,937</u>
	<u>41,333</u>	<u>90,073</u>
<b>Financial liabilities</b>		
<b>Financial liabilities at amortised cost</b>		
Other payables and accruals	30,558	21,342
Other borrowings	65,504	88,684
Lease liabilities	6,214	1,444
Convertible bonds	<u>69,788</u>	<u>58,014</u>
	<u>172,064</u>	<u>169,484</u>



## 31. FINANCIAL INSTRUMENTS (Continued)

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

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to those risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (i) Interest rate risk

The Group's interest rate risk arises primarily from obligations under other borrowings and lease liabilities. The obligations under other borrowings and lease liabilities are at fixed interest rate which expose the Group to fair value interest rate risk. The Group does not expect any significant changes in fixed interest rates which might materially affect the Group's result of operations.

#### (ii) Currency risk

The Group is not exposed to significant currency risk as most of its income, expenses and financial instruments are denominated in the functional currency of the operations to which they relate.

#### (iii) Credit risk and impairment assessment

The Group's credit risk was primarily attributable to other receivables, deposits paid and cash and cash equivalents. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Substantially, all the Group's cash and cash equivalents are deposited in the banks in Hong Kong. The credit risk on bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

For other receivables and deposits paid, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 31. FINANCIAL INSTRUMENTS (Continued)

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

#### (iii) Credit risk and impairment assessment (Continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset at the reporting date with the risk of default at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increase in credit risk on other financial instruments of the borrower; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

#### *The Group's exposure to credit risk*

In order to minimise credit risk, the Group has tasked its management to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the management uses other publicly available financial information and the Group's own trading records to rate its major debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

## 31. FINANCIAL INSTRUMENTS (Continued)

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

#### (iii) Credit risk and impairment assessment (Continued)

*The Group's exposure to credit risk (Continued)*

The Group's current credit risk grading framework comprises the following categories:

Category	Definition	Basis for Recognizing ECL
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1)	12-month ECL
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2)	Lifetime ECL — not credit impaired
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL — credit impaired
Written-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount written-off

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 31. FINANCIAL INSTRUMENTS (Continued)

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

#### (iii) Credit risk and impairment assessment (Continued)

*The Group's exposure to credit risk (Continued)*

The tables below detail the credit quality of the Group's financial assets, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

	Notes	Internal Credit rating	12-month or life time ECL	2025			2024		
				Gross carrying amount	Loss allowance	Net carrying amount	Gross carrying amount	Loss allowance	Net carrying amount
				HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Other receivables	19	Performing	12-month ECL	49,276	(12,424)	36,852	104,831	(19,025)	85,806
Other receivables	19	Default	Life time ECL	18,400	(18,400)	-	-	-	-
Deposits paid	19	Performing	12-month ECL	348	-	348	330	-	330
					(30,824)			(19,025)	

The Group holds no collateral over the other receivables.

At 31 March 2025 and 2024, the Group has concentration risk as 99% (2024: 99%) of the total deposits paid and other receivables which was due from Mr. Ng and his associates.

#### (iv) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of borrowings to cover expected cash demands, subject to approval by the Company's board of directors when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major loan lenders to meet its liquidity requirements in the short and longer term.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 31. FINANCIAL INSTRUMENTS (Continued)

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

#### (iv) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the end of the reporting period) and the earliest date the Group can be required to pay:

	At 31 March 2025				Carrying amount HK\$'000
	Within 1 year or on demand HK\$'000	More than 1 years but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	Total contractual Undiscounted Cash flows HK\$'000	
Other payables and accruals	30,558	-	-	30,558	30,558
Lease liabilities (note)	3,492	3,276	546	7,314	6,214
Other borrowings	65,504	-	-	65,504	65,504
Convertible bonds	50,000	32,000	-	82,000	69,788
	<b>149,554</b>	<b>35,276</b>	<b>546</b>	<b>185,376</b>	<b>172,064</b>

  

	At 31 March 2024				Carrying amount HK\$'000
	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	Total contractual Undiscounted Cash flows HK\$'000	
Other payables and accruals	21,342	-	-	21,342	21,342
Lease liabilities	1,296	216	-	1,512	1,444
Other borrowings	88,684	-	-	88,684	88,684
Convertible bonds	-	50,000	32,000	82,000	58,014
	<b>111,322</b>	<b>50,216</b>	<b>32,000</b>	<b>193,538</b>	<b>169,484</b>

Note: The Group terminated the lease contract of the VIP room, including the gaming tables on 30 April 2025, and the Group is not obliged to repay the remaining lease term upon termination of the lease contract, including the future interest expenses.

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 31. FINANCIAL INSTRUMENTS (Continued)

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

#### (v) Fair value measurement

*Fair value of financial instruments that are not measured at fair value on a recurring basis*

The directors of the Company consider that the carrying amounts of the financial assets and financial liabilities recorded at amortised cost using the effective interest rate method in the consolidated financial statements approximate their fair values.

## 32. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Company's subsidiaries at 31 March 2025 and 2024 are as follows:

Name of subsidiaries	Place of incorporation/ operation	Particular of issued and fully paid share capital	Percentage of equity interest and voting power attributable to the Company		Principal activities
			2025	2024	
<b>Direct</b>					
Digital Zone Global Limited	BVI/BVI	1 Ordinary share	100%	100%	Conduct mobile game apps business
Victor Mind Global Limited	BVI/Cambodia	1 Ordinary share	100%	100%	Gaming table business
Wisdom Ocean Limited	Cambodia	1 Ordinary share	100%	–	Gaming table business
<b>Indirect</b>					
Explicitly Grand Investments Limited	BVI/Hong Kong	50,000 Ordinary shares	100%	100%	Investment holdings
MostCore Limited	Hong Kong/Hong Kong	10,000 Ordinary shares	–	100%	Provision of AR/VR and mobile games solutions

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 33. THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Note	2025 HK\$'000	2024 HK\$'000
<b>Non-current assets</b>			
Plant and equipment		-	44
Investments in subsidiaries	(a)	-	1
		-	45
<b>Current assets</b>			
Other receivables		672	48,069
Amounts due from a subsidiary	(b)	-	4,466
Cash and cash equivalents		4,133	3,937
		4,805	56,472
<b>Current liabilities</b>			
Other payables		17,298	20,849
Amounts due to subsidiaries		4	329
Other borrowings		65,504	88,684
Convertible bonds		45,408	-
Lease liabilities		214	1,230
		128,428	111,092
<b>Net current liabilities</b>		(123,623)	(54,620)
<b>Total assets less current liabilities</b>		(123,623)	(54,575)
<b>Non-current liabilities</b>			
Lease liabilities		-	214
Convertible bonds		24,380	58,014
		24,380	58,228
<b>NET LIABILITIES</b>		(148,003)	(112,803)
<b>Capital and reserves</b>			
Share capital		1,282	1,282
Reserves	(c)	(149,285)	(114,085)
<b>TOTAL DEFICIT</b>		(148,003)	(112,803)

# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 33. THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

### (a) Investments in subsidiaries

At 31 March 2025, investments in subsidiaries are carried at cost of HK\$1,000 (2024: HK\$1,000) and impairment loss of HK\$1,000 was recognised in profit or loss (2024: nil).

### (b) Amounts due from subsidiaries

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

### (c) Movements in reserves of the Company

	Share premium HK\$'000 (note 27(b)(i))	Contributed surplus HK\$'000 (note 27(b)(iii))	Capital reserve HK\$'000 (note 27(b)(iv))	Convertible bonds reserve HK\$'000 (note 27(b)(v))	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2023	571,880	2,540,265	49,558	7,766	(3,271,359)	(101,890)
Loss and total comprehensive expenses	–	–	–	–	(24,125)	(24,125)
Issue of convertible bonds (note 24)	–	–	–	11,930	–	11,930
Effect of share options forfeitures	–	–	(6,770)	–	6,770	–
At 31 March 2024 and 1 April 2024	571,880	2,540,265	42,788	19,696	(3,288,714)	(114,085)
Loss and total comprehensive expenses	–	–	–	–	(35,200)	(35,200)
Effect of share options forfeitures	–	–	(1,347)	–	1,347	–
At 31 March 2025	571,880	2,540,265	41,441	19,696	(3,322,567)	(149,285)



# Notes to Consolidated Financial Statements

For the year ended 31 March 2025

## 34. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 March 2025, the Group and its director, Mr. Ng, entered into an agreement to transfer the other receivables balances of HK\$39,600,000 due from Mr. Ng to offset the other borrowing balance of HK\$36,788,000 from Mr. Ng and other payables balance of HK\$2,812,000 due to Mr. Ng.

During the year ended 31 March 2025, a wholly-owned subsidiary of the Group, Explicitly Grand Investments Limited, became inactive. The management of the Group determined to clear all balances of this subsidiary by derecognising its net asset balances of HK\$391,000, which resulted in a loss of the same amount.

Save as disclosed, the Group had no other major non-cash transaction during the year ended 31 March 2025.

## 35. EVENTS AFTER REPORTING PERIOD

On 10 June 2025, the Group entered into a non-binding memorandum of understanding (the “**MOU**”), with a company (the “**JV Partner**”) incorporated in the Republic of the Philippines and licensed by the Philippine Amusement and Gaming Corporation (“**PAGCOR**”) as a gaming system service and gaming contents provider, to establish a joint venture (the “**Joint Venture**”) with the intention to market and further develop on the JV Partner’s existing gaming system platform and content development capabilities.

The Joint Venture will be established as a limited liability company in Hong Kong and the Group will hold a 51% equity interest, and the JV Partner will hold a 49% equity interest in the Joint Venture. The Group will provide technical support for research and development, ongoing platform maintenance, market access through its distribution channels, marketing teams, and business development resources, as well as administrative support including financial management, legal compliance, and human resources services. The JV Partner will contribute its proprietary gaming system platform, content, software, source code, and associated intellectual property rights.

The board of the Joint Venture will comprise of five directors, with three appointed by the Company and two by the JV Partner.

Profits and losses will be shared in proportion to the parties’ equity interests with revenue calculated based on the Gross Gaming Revenue of the gaming platforms, and further details, including revenue from third-party platforms, to be determined in the JV Agreement.

# Five-Year Financial Summary

## RESULTS

	<b>2025</b> <b>HK\$'000</b>	<b>Year ended 31 March</b>			
		2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000
REVENUE	<u>-</u>	<u>-</u>	<u>-</u>	<u>200</u>	<u>727</u>
LOSS FOR THE YEAR	<u>(45,742)</u>	<u>(24,209)</u>	<u>(62,549)</u>	<u>(3,675)</u>	<u>(42,999)</u>
ATTRIBUTABLE TO					
— Owners of the Company	<u>(45,742)</u>	<u>(24,209)</u>	<u>(62,549)</u>	<u>(3,675)</u>	<u>(42,999)</u>
— Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>(45,742)</u>	<u>(24,209)</u>	<u>(62,549)</u>	<u>(3,675)</u>	<u>(42,999)</u>
LOSS PER SHARE (in HK Cents)					
— Basic	<u>(35.67)</u>	<u>(18.88)</u>	<u>(48.77)</u>	<u>(2.87)</u>	<u>(33.53)</u>
— Diluted	<u>(35.67)</u>	<u>(18.88)</u>	<u>(48.77)</u>	<u>(2.87)</u>	<u>(33.53)</u>

## ASSETS AND LIABILITIES

	<b>2025</b> <b>HK\$'000</b>	<b>At 31 March</b>			
		2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000
NON-CURRENT ASSETS	<u>4,889</u>	<u>44</u>	<u>8,216</u>	<u>38,402</u>	<u>65,373</u>
CURRENT ASSETS	<u>41,657</u>	<u>90,398</u>	<u>82,900</u>	<u>95,153</u>	<u>49,004</u>
TOTAL ASSETS	<u>46,546</u>	<u>90,442</u>	<u>91,116</u>	<u>133,555</u>	<u>114,377</u>
NON-CURRENT LIABILITIES	<u>27,857</u>	<u>58,228</u>	<u>30,364</u>	<u>-</u>	<u>41,009</u>
CURRENT LIABILITIES	<u>144,207</u>	<u>111,990</u>	<u>128,249</u>	<u>160,225</u>	<u>96,363</u>
TOTAL LIABILITIES	<u>172,064</u>	<u>170,218</u>	<u>158,613</u>	<u>160,225</u>	<u>137,372</u>
NET LIABILITIES	<u>(125,518)</u>	<u>(79,776)</u>	<u>(67,497)</u>	<u>(26,670)</u>	<u>(22,995)</u>
EQUITY HOLDERS' FUND	<u>(125,518)</u>	<u>(79,776)</u>	<u>(67,497)</u>	<u>(26,670)</u>	<u>(22,995)</u>
NON-CONTROLLING INTERESTS	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
TOTAL DEFICIT	<u>(125,518)</u>	<u>(79,776)</u>	<u>(67,497)</u>	<u>(26,670)</u>	<u>(22,995)</u>