UNITAS HOLDINGS LIMITED
宏海控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

2024/2025
ANNUAL REPORT

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

This report, for which the directors (the "Directors") of UNITAS HOLDINGS LIMITED (the "Company" and together with its subsidiaries, the "Group") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this report misleading.

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Corporate Information

BOARD OF DIRECTORS	**Executive Directors** Ms. Ho Chiu Ha Maisy *(Chairlady)* Mr. Lau Ling Tak Ms. Man Wing Yee Ginny **Independent Non-executive Directors** Dr. Chow Ho Wan, Owen Mr. Siu Chi Yiu Kenny Mr. Lee Chi Keung Jim
REGISTERED OFFICE	Coden Trust Company (Cayman) Limited Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS	Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong
AUTHORISED REPRESENTATIVES	Ms. Man Wing Yee Ginny Mr. Lau Ling Tak
COMPANY SECRETARY	Mr. Keung Tsz Kit
COMPLIANCE OFFICER	Ms. Man Wing Yee Ginny
AUDIT COMMITTEE	Dr. Chow Ho Wan, Owen *(Chairman)* Mr. Siu Chi Yiu Kenny Mr. Lee Chi Keung Jim

Corporate Information

REMUNERATION COMMITTEE	Mr. Siu Chi Yiu Kenny *(Chairman)* Mr. Lau Ling Tak Dr. Chow Ho Wan, Owen Mr. Lee Chi Keung Jim
NOMINATION COMMITTEE	Mr. Siu Chi Yiu Kenny *(Chairman)* Mr. Lau Ling Tak Dr. Chow Ho Wan, Owen Mr. Lee Chi Keung Jim
SHARE REGISTRAR AND TRANSFER AGENT IN HONG KONG	Union Registrars Limited Suites 3301-04, 33/F. Two Chinachem Exchange Square 338 King's Road North Point Hong Kong
PRINCIPAL BANKER	The Hongkong and Shanghai Banking Corporation Limited 1 Queen's Road Central Hong Kong
AUDITORS	Asian Alliance (HK) CPA Limited Certified Public Accountants Registered Public Interest Entity Auditors 8/F., Catic Plaza 8 Causeway Road Causeway Bay Hong Kong
GEM STOCK CODE	8020
COMPANY'S WEBSITE	www.unitas.com.hk

Chairlady's Statement

Dear Shareholders,

On behalf of the board of Directors (the "Board") of UNITAS HOLDINGS LIMITED, I am pleased to present the 2024/2025 annual results of the Group for the financial year ended 31 March 2025 (the "**Financial Year**").

BUSINESS OPERATION AND FINANCIAL PERFORMANCE

The Group is principally engaged in IP automation and entertainment services and provision of dry bulk shipping and logistic services. In respect of the dry bulk shipping and logistic services, the Group provides international dry bulk shipping/ocean freight forwarding related logistics services. The Group's IP automation and entertainment business includes (1) operation of two IP thematic experience centres providing different IP products from automation gift machines, thematic game machines, carnival game booths as well as retail outlet in Lai Chi Kok and Sai Wan, Hong Kong respectively under the brand name "Ganawawa"; (2) management and operation of four mega integrated edutainment and sports experience playgrounds, of which three are in Baoan, Futian and Huizhou in the PRC respectively and one is in Hong Kong named "Sooper Yoo"; and (3) the provision of IP related brand management and marketing consulting services for entertainment venues for cultural industrial parks and shopping malls.

Dry bulk shipping and logistic services

Notwithstanding the continuous challenging business environment of the Group's dry bulk shipping and logistic business during the Financial Year, the overall demand for shipping and logistic services and market freight rate was stronger than the same period last year, contributed by the considerable time and effort of the management of the Group to rebuild confidence of, and to maintain the business relationships with, the Group's existing clients after passing away of Mr. Wang Qiang in July 2022, the then key personnel of the shipping business. Meanwhile, the Group's management have been making every effort, leveraging on all possible potential relationships and networks to explore new customers for the business.

The Group will continue to adopt a prudent asset-light approach to stay focus on the dry bulk shipping/ocean freight forwarding related agency service business and maintain a more viable and sustainable business relationship with the existing customer base of the Group.

As a result of the above-mentioned challenges, the Group recorded revenue of approximately HK$69.21 million for the year ended 31 March 2025 (2024: approximately HK$51.29 million), representing an increase of approximately 34.94%. The segment profit recorded approximately HK$3.44 million (2024: approximately HK$2.70 million), representing an increase of approximately 27.41%).

Chairlady's Statement

IP automation and entertainment business

The Group's IP automation and entertainment business includes (1) operation of two IP thematic experience centres providing different IP products from automation gift machines, thematic game machines, carnival game booths as well as retail outlet in Lai Chi Kok and Sai Wan, Hong Kong respectively under the brand name "Ganawawa"; (2) management and operation of four mega integrated edutainment and sports experience playgrounds, of which three are in Baoan, Futian and Huizhou in the PRC respectively and one is in Hong Kong named "Sooper Yoo"; and (3) the provision of IP related brand management and marketing consulting services for entertainment venues for cultural industrial parks and shopping malls.

The Group is currently operating two shops under the brand name of "Ganawawa", one at the Westwood and one at AEON stores, Lai Chi Kok to conduct our IP automation and entertainment business. The "Ganawawa" shops are an IP thematic experience centre providing different IP products from automation gift machines, thematic game machines, carnival game booths as well as retail outlet. During the Financial Year, the Group has expanded the "Ganawawa" shop at Westwood and has opened a new "Ganawawa" flagship shop at AEON stores, Lai Chi Kok. However, due to the relatively large upfront investment on the expansion of the "Ganawawa" shops including vending machines, renovation, rent and manpower etc. coupled with the continuous volatile business environment in Hong Kong, the performance of the "Ganawawa" shops during Financial Year was volatile, and yet to recover from its existing lost making position despite there was an increase in revenue during the Financial Year as compared with the same period last year. The Group is closely monitoring the business performance of the "Ganawawa" shops and will formulate suitable business and marketing strategies as well as cost control management as and when appropriate.

Apart from the above, as an extended business development on the cooperation model of Sooper Yoo, the management of the Group is continuously discussing and negotiating with mall operators and property management companies in the PRC for opportunities in designing, constructing and operating themed play zones for shopping malls, entertainment theme sites and/or cultural parks. As a result, with the effort of the management of Group, the Group further entered into two cooperation agreements, pursuant to which the Group act as designer, project manager and operator for two other edutainment and sports experience playgrounds located in Huizhou, the PRC and Baoan, the PRC respectively. Throughout the Financial Year, the Group launched its self-operated new playground in Futian. However, the consumer market in the PRC throughout the Financial Year was still weak, which to a large extent affected the business performance of our playgrounds. Save for the "Sooper Yoo" and the Huizhou playgrounds were profitable due to relatively lower operating cost, the other two playgrounds located at Baoan and Futian with higher running cost were loss making throughout the Financial Year.

The Group has also diversified its entertainment business into providing IP-related brand management and marketing consulting services for entertainment venue in cultural industrial parks and shopping malls in PRC, Hong Kong and Macau with the Group's experience and expertise in operating entertainment stores, fun parks and IP products. The Group started providing consulting services on brand building, marketing and business development of the cultural and creative industrial parks since 2021 with a view to leverage the existing IP related entertainment brand building and marketing team of the Group to broaden income source of the Group and will continue to seek opportunities to provide consulting service on strategic planning, product development, brand building, marketing and business development of the theme parks in the PRC. However, the number of projects obtained in this business services was decreased obviously and the revenue generated from this services segment was decreased from approximately HK$20.09 million for the year ended 31 March 2024 to approximately HK$19.3 million for the year ended 31 March 2025, representing a decrease of approximately 3.93%.

The Group overall recorded revenue of approximately HK$100.04 million for the year ended 31 March 2025 (2024: approximately HK$88.18 million), representing an increase of approximately 13.45% when compared to the corresponding period in 2024. The Group recorded audited net loss attributable to owners of the Company for the year ended 31 March 2025 of approximately HK$21.28 million (2024: approximately HK$0.19 million). The increase in loss was mainly due to (i) significant decrease in the number of comparatively high profit margin projects obtained from the Group's brand management and marketing consulting services; (ii) the loss from the operation of playgrounds in Baoan and Futian as well as "Ganawawa" shops in Hong Kong; (iii) increase in administrative cost for the preparation of the forthcoming opening of the indoor theme park in Macau; and (iv) increase in impairment provision on trade receivable from the IP automation and entertainment business.

Chairlady's Statement

OUTLOOK

After the restoration of the logistics services business in the fourth quarter of 2021, the Group has been and will continue to strive and maintain steady development on the logistics services business segment with the effort of the management of the Group in exploring new customer base and maintaining long-term relationships with existing customers.

The Company is at the final stage of renovation and setup of a large-scale integrated entertainment resort group for the opening of indoor theme park in Macau centered around the international IP brand namely Nickelodeon with gross floor area of approximately 9,000 square feet. It is expected that the theme park will be opened in three phases throughout the third quarter of 2025 with the first phase be opened in July 2025. The theme park would provide customers with a wide varieties of gaming excitements and entertainment enjoyment.

The Company is confident that upon the grand opening of the theme park in Macau, it would definitely mark a significant milestone to the development of the IP Automation and Entertainment Business which is expected to contribute long-term positive value to the Company and its shareholders as a whole.

The Board unanimously expressed confidence in the Company's prospects for the upcoming year, particularly in the IP automation and entertainment business segment, where strong performance is anticipated. The forthcoming new theme park in Macau is expected to generate favorable revenue. Additionally, the Company has intensified cost-saving measures, including reductions in human resource expenditures for existing projects and efforts to negotiate lower rents. The Board is confident of the future prospect of the Group.

APPRECIATION

Last but not least, I would like to take this opportunity to extend my sincere gratitude to all fellow Directors, management and our staff for their unwavering dedication and contribution to our Group's development. I would also like to thank all of our shareholders, strategic partners and our valuable clients for their trusts and continuous support to our Group over a challenging year.

UNITAS HOLDINGS LIMITED
Ho Chiu Ha Maisy
Chairlady and Executive Director

Hong Kong, 27 June 2025

Management Discussion and Analysis

BUSINESS REVIEW

A fair review of the Company's business and its outlook are set out in the sections of Chairlady's Statement and Management Discussion and Analysis. Certain financial key performance indicators are provided in the section of Financial Summary. No important event affecting the Company has occurred since the end of the Financial Year.

The Company complies with the requirements under the Companies Ordinance, the GEM Listing Rules and the Securities and Futures Ordinance (the "**SFO**") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group.

The Group respects the environment and is committed to minimising its carbon footprints as a socially responsible enterprise in Hong Kong. Carbon footprint is defined as the total amount of direct and indirect emissions of Green House Gases (GHGs) expressed in terms of the equivalent amount of Carbon Dioxide of (CO2) emission. Non-hazardous wastes produced from the Group mainly consist of used paper such as office papers and marketing materials. To minimise the impact of carbon footprints on the environment, the Group implements the following practices to use paper efficiently:

- Duplex printing is set as the default mode for most network printers;
- Employees are reminded to practice photocopying wisely;
- Employees are encouraged to use both sides of paper;
- Paper waste is recycled instead of being directly disposed of in landfills;
- Paper is separated from other waste for easier recycling; and
- Boxes and trays are placed beside photocopiers as containers to collect single-sided paper for reuse purpose.

Electricity consumption is identified as having an adverse impact on the environment and natural resources. A typical commercial building uses more energy for lighting than for other electric equipment. The Group is determined to reduce energy consumption and implement conservation practices to reduce the effect on carbon footprint. Air conditioning and light zone arrangements reduce unnecessary electricity usage; employees enforce good practices in maintenance of lighting and electric equipment to ensure they are kept in good and proper condition to maximise efficiency.

The Group is principally engaged in the provision of IP automation and entertainment services and provision of dry bulk shipping and logistic services.

Management Discussion and Analysis

Dry bulk shipping and logistic services

Notwithstanding the continuous challenging business environment of the Group's dry bulk shipping and logistic business during the Financial Year, the overall demand for shipping and logistic services and market freight rate was stronger than the same period last year, contributed by the considerable time and effort of the management of the Group to rebuild confidence of, and to maintain the business relationships with, the Group's existing clients after passing away of Mr. Wang Qiang in July 2022, the then key personnel of the shipping business. Meanwhile, the Group's management have been making every effort, leveraging on all possible potential relationships and networks to explore new customers for the business.

The Group will continue to adopt a prudent asset-light approach to stay focus on the dry bulk shipping/ocean freight forwarding related agency service business and maintain a more viable and sustainable business relationship with the existing customer base of the Group.

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Management Discussion and Analysis

The Group has also diversified its entertainment business into providing IP-related brand management and marketing consulting services for entertainment venue in cultural industrial parks and shopping malls in PRC, Hong Kong and Macau with the Group's experience and expertise in operating entertainment stores, fun parks and IP products. The Group started providing consulting services on brand building, marketing and business development of the cultural and creative industrial parks since 2021 with a view to leverage the existing IP related entertainment brand building and marketing team of the Group to broaden income source of the Group and will continue to seek opportunities to provide consulting service on strategic planning, product development, brand building, marketing and business development of the theme parks in the PRC. However, the number of projects obtained in this business services was decreased obviously and the revenue generated from this services segment was decreased from approximately HK$20.09 million for the year ended 31 March 2024 to approximately HK$19.3 million for the year ended 31 March 2025, representing a decrease of approximately 3.93%.

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FINANCIAL REVIEW

Revenue

For the Financial Year, revenue of the Group increased by 13.45% to approximately HK$100.04 million from approximately HK$88.18 million last year.

Administrative and other operating expenses

The Group's administrative and operating expenses for the Financial Year increased by approximately 14.97% to approximately HK$20.66 million compared to approximately HK$17.97 million last year.

Loss for the Financial Year attributable to owners of the Company

The Group recorded audited net loss attributable to owners of the Company for the year ended 31 March 2025 of approximately HK$21.28 million (2024: approximately HK$0.19 million). The increase in loss was mainly due to (i) significant decrease in the number of comparatively high profit margin projects obtained from the Group's brand management and marketing consulting services; (ii) the loss from the operation of playgrounds in Baoan and Futian as well as "Ganawawa" shops in Hong Kong; (iii) increase in administrative cost for the preparation of the forthcoming opening of the indoor theme park in Macau; and (iv) increase in impairment provision on trade receivable from the IP automation and entertainment business.

Liquidity and financial resources

As at 31 March 2025, the Group had net current liabilities of approximately HK$12.41 million (2024: net current assets of approximately HK$17.99 million).

The Group had cash and bank balances of approximately HK$8.06 million (2024: approximately HK$25.21 million). Current ratio as at 31 March 2025 was approximately 0.71 (2024: approximately 1.38).

Management Discussion and Analysis

The Group's gearing ratios as at 31 March 2025 was -577.89% (2024: 7.53%). Gearing ratio is calculated by dividing total debt with the total equity. The negative gearing ratio was primarily attributable to the total deficits recorded as at 31 March 2025.

Throughout the Financial Year, the Group had minimal exposure in foreign currency risk as most of the business transactions, assets and liabilities were denominated in Hong Kong dollars. The Group will continue to monitor its foreign currency exposure closely.

DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 March 2025 (2024: Nil).

CAPITAL STRUCTURE

As at 31 March 2025, the issued share capital of the Company was HK$26,129,593.33 divided into 2,612,959,333 shares.

SIGNIFICANT INVESTMENTS HELD

During the Financial Year, the Group did not hold any other significant investment in equity interest in any company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

During the Financial Year, the Group initiated a material investment in a large-scale IP-themed amusement park in Macau, named Nickelodeon Town, which is scheduled to commence full operations in the second quarter of the next Financial Year in three phases. Save for the above, the Group has no other major investment plans for material investments or capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Financial Year, the Group had no material acquisitions and disposal of subsidiaries and affiliated companies.

CAPITAL COMMITMENT

As at 31 March 2025, the total capital commitments of the Group amounted to approximately HK$1.1 million (31 March 2024: Nil).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2025 (2024: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group continues to adopt a conservative treasury policy with all bank deposits being kept in Hong Kong dollars, keeping a minimum exposure to foreign exchange risks.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

Management Discussion and Analysis

PLEDGE OF ASSETS

As at 31 March 2025, the Group did not pledge any of its assets (2024: Nil) as securities for the banking facilities granted to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2025, the Group had 42 full-time employees, 24 part-time employees and 2 consultants (2024: 70 full-time employees, 10 part-time employees and 2 consultants), including the Directors. Total staff cost (including Directors' emoluments) were approximately HK$13.07 million for the Financial Year as compared to approximately HK$10.97 million in last year. Remuneration is determined with reference to market terms, performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme and medical benefit to its employees in Hong Kong.

Impact of Local and International Regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes.

OUTLOOK

After the restoration of the logistics services business in the fourth quarter of 2021, the Group has been and will continue to strive and maintain steady development on the logistics services business segment with the effort of the management of the Group in exploring new customer base and maintaining long-term relationships with existing customers.

The Company is at the final stage of renovation and setup of a large-scale integrated entertainment resort group for the opening of indoor theme park in Macau centered around the international IP brand namely Nickelodeon with gross floor area of approximately 9,000 square feet. It is expected that the theme park will be opened in three phases throughout the third quarter of 2025 with the first phase be opened in July 2025. The theme park would provide customers with a wide varieties of gaming excitements and entertainment enjoyment.

The Company is confident that upon the grand opening of the theme park in Macau, it would definitely mark a significant milestone to the development of the IP Automation and Entertainment Business which is expected to contribute long-term positive value to the Company and its shareholders as a whole.

The Board unanimously expressed confidence in the Company's prospects for the upcoming year, particularly in the IP automation and entertainment business segment, where strong performance is anticipated. The forthcoming new theme park in Macau is expected to generate favorable revenue. Additionally, the Company has intensified cost-saving measures, including reductions in human resource expenditures for existing projects and efforts to negotiate lower rents. The Board is confident of the future prospect of the Group.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that leads to the success of the Company and balances the interests of its shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

Throughout the Financial Year, the Company had complied with all the code provisions set out in the Appendix 15 Corporate Governance Code and Corporate Governance Report (the "**CG Code**") of the GEM Listing Rules with the exception of the following deviation:

CODE PROVISION F.2.2

Code provision F.2.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.

DEVIATION

The chairlady of the Board, Ms. Ho Chiu Ha Maisy, was unable to attend the annual general meeting of the Company held on 30 September 2024 (the "**AGM 2024**") as she had other important business engagement. However, Mr. Lau Ling Tak, an Executive Director, had chaired the AGM 2024 in accordance with the articles of association of the Company.

THE BOARD OF DIRECTORS

Composition and Responsibilities

At the date of this report, the Board comprises three executive Directors and three independent non-executive Directors. The names and office of each of the members of the Board and the Board committees of the Company during the Financial Year and up to the date of this report are as follows:

Board member	Office
Ms. Ho Chiu Ha Maisy	*Chairlady/Executive Director*
Mr. Lau Ling Tak	*Executive Director*
Ms. Man Wing Yee Ginny	*Executive Director*
Mr. Siu Chi Yiu Kenny	*Independent Non-executive Director*
Mr. Lee Chi Keung Jim	*Independent Non-executive Director*
Dr. Chow Ho Wan, Owen	*Independent Non-executive Director*

Corporate Governance Report

THE BOARD OF DIRECTORS (CONTINUED)

Composition and Responsibilities (Continued)

Audit Committee member

Dr. Chow Ho Wan, Owen	*Chairman*
Mr. Siu Chi Yiu Kenny	
Mr. Lee Chi Keung Jim	

Remuneration Committee member

Mr. Siu Chi Yiu Kenny	*Chairman*
Mr. Lau Ling Tak	
Dr. Chow Ho Wan, Owen	
Mr. Lee Chi Keung Jim	

Nomination Committee member

Mr. Siu Chi Yiu Kenny	*Chairman*
Dr. Chow Ho Wan, Owen	
Mr. Lau Ling Tak	
Mr. Lee Chi Keung Jim	

As at the date of this report, the Board comprised six Directors, of which three are Executive Directors and three are Non-executive Directors. Of the three Non-executive Directors, all of them are Independent Non-executive Directors which represent over one-third of the Board.

The biographical details of each Director are set out in the section Report of the Directors on pages 28 to 31.

Role and Function of the Board

While the Board is primarily overseeing and managing the Company's affairs, the chairman of the Board provides leadership to the Board in carrying out its duties. The Executive Directors are delegated with responsibilities in the day-to-day management of the Company and make operational and business decisions within the control of and delegation framework of the Company. The Non-executive Directors (including Independent Non-executive Directors) contribute valuable views and proposals for the Board's deliberation and decisions.

Corporate Governance Report

THE BOARD OF DIRECTORS (CONTINUED)

Board Meetings

The Board is scheduled to meet regularly at least four times a year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. During the year ended 31 March 2025, eight Board meetings were held and the attendance records of individual Directors are set out below:

	Number of Meetings Attended/Held
Executive Directors:	
Ms. Ho Chiu Ha Maisy *(Chairlady)*	8/9
Mr. Lau Ling Tak	9/9
Ms. Man Wing Yee Ginny	9/9
Independent Non-executive Directors:	
Mr. Siu Chi Yiu Kenny	6/9
Mr. Lee Chi Keung Jim	6/9
Dr. Chow Ho Wan, Owen	6/9

Apart from regular Board meetings, the Chairlady also had a meeting with the Independent Non-executive Directors without the presence of Executive Directors during the Financial Year.

Corporate Governance Report

THE BOARD OF DIRECTORS (CONTINUED)

Board Meetings (Continued)

Appropriate notices are given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

Directors have access to the advice and services of the company secretary of the Company (the "**Company Secretary**") with a view to ensuring that Board procedures, and all applicable rules and regulations, are followed.

The Company Secretary is responsible for taking minutes of the Board and committee meetings. Minutes of the Board and committee meetings record in sufficient detail of matters and concerns discussed are kept by the Company Secretary and open for inspection at any reasonable time on reasonable notice by any Director. Draft and final versions of minutes of Board and committee meetings are sent to Directors for their comments and records within a reasonable time after each meeting. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures and all applicable rules and regulations are followed. Directors may seek independent professional advice in appropriate circumstances at the Company's expense to assist them perform their duties to the Company. The Company has also arranged appropriate directors and officers liability insurance coverage for the Directors. The Company continuously updates all Directors on the latest development of the Listing Rules and other applicable regulatory requirements to ensure compliance and maintain good corporate governance practice.

Appointment, Re-election and Removal

All Independent Non-executive Directors have entered into service contracts with the Company for a specific term of three years, subject to re-election.

In accordance with the articles of association of the Company, at each annual general meeting (the "**AGM**"), one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the AGM.

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

The Board has published procedures for Shareholders to propose a person for election as a Director on the Company's website (*www.unitas.com.hk*) in March 2012 in compliance with the relevant GEM Listing Rules amendment effective on 1 April 2012.

Corporate Governance Report

THE BOARD OF DIRECTORS (CONTINUED)

Nomination Committee

The Board established the nomination committee (the "Nomination Committee") on 20 March 2012, with written terms of reference in compliance with the relevant Code Provisions (which were further reviewed by the Board in August 2013). Its written terms of reference are available on the GEM website (*www.hkgem.com*) and the Company's website (*www.unitas.com.hk*).

The composition of the Nomination Committee is as follows:

Independent Non-executive Directors:
Mr. Siu Chi Yiu Kenny *(Chairman)*
Mr. Lee Chi Keung Jim
Dr. Chow Ho Wan, Owen

Executive Director:
Mr. Lau Ling Tak

The primary duties of the Nomination Committee include but not limited to the following:

(1) review the structure, size, composition (including the skills, knowledge and experience) and diversity against factors including but not limited to gender, age, nationality, cultural and educational background, professional experience, skills, knowledge, industry experience and length of services, having regard to the Group's business activities, assets and management portfolio Board's at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(2) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(3) assess the independence of Independent Non-executive Directors; and

(4) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer of the Company.

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 5.01 and 5.02 of the GEM Listing Rules. A candidate who is to be appointed as an Independent Non-executive Director should also meet the independence criteria set out in Rule 5.09 of the GEM Listing Rules. Qualified candidates will then be recommended to the Board for approval.

THE BOARD OF DIRECTORS (CONTINUED)

Nomination Committee (Continued)

Board Diversity Policy

The Board has, upon the recommendation of the Company's Nomination Committee, adopted a board diversity policy for purpose of maintaining a diversity of the Board which can in turn enhance the Board's decision making capability. In assessing potential candidates for the Board, the Nomination Committee will consider the guidelines and factors set out in the board diversity policy with a view that any appointment to the Board will be based on merit, having regard to the ability of candidates to complement and expand the skills, knowledge and experience of the Board as a whole. Diversity of the Board can be achieved through consideration of a number of relevant factors, including but not limited to independence, age, gender, ethnicity and cultural background, education, skills, knowledge and experience.

The Board has set measurable objectives (in terms of cultural background, education, skills and experience) to implement the board diversity policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the board diversity policy, as appropriate, to ensure its continued effectiveness from time to time.

The Nomination Committee considers that the current composition of the Board is characterised by diversity after taking into account the Company's own business model and specific needs.

The Nomination Committee members held two meetings during the Financial Year to discuss and review the Board's structure, size, composition and diversity, the extension of term of service of the Independent Non-executive Directors and the nomination of candidate to the Board for consideration and appointment. The attendance records of individual Nomination Committee members are set out below:

	Number of Meetings Attended/Held
Mr. Siu Chi Yiu Kenny *(Chairman)*	2/2
Mr. Lee Chi Keung Jim	2/2
Mr. Lau Ling Tak	2/2
Dr. Chow Ho Wan, Owen	2/2

Confirmation of Independence

Each of the Independent Non-executive Directors has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

Corporate Governance Report

THE BOARD OF DIRECTORS (CONTINUED)

Code of Conduct for Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have compiled with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the Financial Year.

Continuous Professional Development for Directors

Directors must keep abreast of their collective responsibilities. Each newly appointed Director receives an induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company. Apart from the updates on regulatory changes and governance developments provided by the Company, the Directors are encouraged to participate in professional training and seminars to develop and refresh their knowledge and skills. A training record has been devised to record the training which the Directors have undertaken.

Up to date of this report, the Board members participated in the following training programs:

	Types of training	
Name of Directors	**In-house training organised by professional organisations and provided by the Company**	**Reading materials updating on new rules and regulations**
Executive Directors		
Ms. Ho Chiu Ha Maisy *(Chairlady)*	✓	✓
Mr. Lau Ling Tak	✓	✓
Ms. Man Wing Yee Ginny	✓	✓
Independent Non-executive Directors		
Mr. Siu Chi Yiu Kenny	✓	✓
Mr. Lee Chi Keung Jim	✓	✓
Dr. Chow Ho Wan, Owen	✓	✓

Corporate Governance Report

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Emolument Policy

The remuneration policy of the Group is to ensure the fairness and competitiveness of total remuneration. The emoluments of Executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration of the Company's performance and prevailing market conditions. The remuneration policy of Non-executive Directors (including Independent Non-executive Directors) is to ensure that the Non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The emoluments of Non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends.

Remuneration Committee

The Board established the remuneration committee (the "Remuneration Committee") in September 2011, with written terms of reference in compliance with the Code Provisions (which were further reviewed by the Board in March 2012). The revised written terms of reference of the Remuneration Committee are available on the GEM website *(www.hkgem.com)* and the Company's website *(www.unitas.com.hk)*.

The Remuneration Committee is responsible for, inter alia, making recommendations to the Board on the Company's emolument policy and on the establishment of a formal and transparent procedure for developing such policy.

The composition of the Remuneration Committee is as follows:

Independent Non-executive Directors:
Mr. Siu Chi Yiu Kenny *(Chairman)*
Mr. Lee Chi Keung Jim
Dr. Chow Ho Wan, Owen

Executive Director:
Mr. Lau Ling Tak

The Remuneration Committee members held two meetings during the Financial Year, the attendance records of individual Remuneration Committee members are set out below:

	Number of Meetings Attended/Held
Mr. Siu Chi Yiu Kenny *(Chairman)*	2/2
Mr. Lau Ling Tak	2/2
Mr. Lee Chi Keung Jim	2/2
Dr. Chow Ho Wan, Owen	2/2

Corporate Governance Report

ACCOUNTABILITY AND AUDIT

Financial Reporting

It is the responsibility of the Board to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. Management shall provide such explanation and information to the Board as will enable the Board to make an informed assessment of financial and other information presented before the Board for approval.

The Board acknowledges its responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group. The consolidated financial statements set out on pages 46 to 51 were prepared on the basis set out in notes on pages 52 to 116 to the Consolidated Financial Statements. Financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements.

As disclosed in the Company's announcement dated 31 March 2025, McMillan Woods (Hong Kong) CPA Limited ("McMillan") resigned as the auditors of the Company with effect from 28 March 2025. Asian Alliance (HK) CPA Limited ("Asian Alliance") has been appointed as the auditors of the Company with effect from 31 March 2025 to fill the casual vacancy following the resignation of McMillan and to hold office until the conclusion of the next annual meeting of the Company. Save for providing audit services, there was no other service provided by Asian Alliance for the year ended 31 March 2025. The fees in respect of audit services and non-audit service (tax compliance services) by Asian Alliance and its affiliated company for the year ended 31 March 2025 amounted to HK$500,000 and HK$8,000 respectively.

The reporting responsibilities of Asian Alliance are set out in the Independent Auditors' Report on pages 40 to 45.

Audit Committee

The Board established the Audit Committee in September 2011, with written terms of reference in compliance with the Code Provisions (which were further reviewed by the Board in March 2012 and June 2016). The revised written terms of reference of the Remuneration Committee are available on the GEM website (*www.hkgem.com*) and the Company's website (*www.unitas.com.hk*).

The Audit Committee reports to the Board and has held regular meetings since its establishment to review and make recommendations to improve the Group's financial reporting process, risk management and internal control systems.

The composition of the Audit Committee is as follows:

Independent Non-executive Directors:
Mr. Siu Chi Yiu Kenny
Mr. Lee Chi Keung Jim
Dr. Chow Ho Wan, Owen

Corporate Governance Report

ACCOUNTABILITY AND AUDIT (CONTINUED)

Audit Committee (Continued)

The Audit Committee members held four meetings during the Financial Year, the attendance records of individual Audit Committee members are set out below:

	Number of Meetings Attended/Held
Mr. Siu Chi Yiu Kenny	4/4
Mr. Lee Chi Keung Jim	4/4
Dr. Chow Ho Wan, Owen	4/4

During the Financial Year, the Audit Committee had undertaken the follow duties:

- Met with external auditors to discuss the general scope of their audit work;
- Reviewed external auditors' management letter and management's response;
- Reviewed management representation letter;
- Reviewed the completeness and effectiveness of risk management and internal control systems;
- Reviewed and approved internal audit plan;
- Reviewed and approved the engagement of external auditors for providing non-audit services;
- Reviewed and approved the remuneration in respect of audit and non-audit services provided by external auditors;
- Reviewed the independence and objectivity of external auditors;
- Met with external auditors to discuss issues arising from the audit of annual accounts and review of interim and quarterly accounts;
- Reviewed the annual report and accounts, half-year interim report as well as quarterly reports;
- Recommended to the Board the appointment of external auditors; and
- Reviewed the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

ACCOUNTABILITY AND AUDIT (CONTINUED)

Delegation by the Board

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these committees are governed by the Company's articles of association as well as the Board's policies and practices (in so far as the same are not in conflict with the provisions contained in the articles of association).

The Board has also delegated the responsibility of implementing its strategies and the day-to-day operation to the management of the Company under the leadership of the Executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with Shareholders, Board membership, delegation of authority and corporate governance.

Communication with Shareholders

The Board recognises the importance of good communications with Shareholders and investors. The Company establishes various communication channels with its shareholders and investors. These include the annual general meeting, the extraordinary general meeting, the annual and interim reports, notices, announcements, circulars, and the Company's website.

General meetings (including annual general meeting and extraordinary general meeting) provide useful forum for Shareholders to exchange views with the Board. The Board welcomes Shareholders to express their opinions. Directors, senior management are available to answer questions at general meetings and external auditors will also attend the annual general meeting to address Shareholders' queries. Separate resolutions are proposed at general meetings on each substantially separate issue, including the re-election of individual Directors. The notice of the meeting, the annual report and the circular containing information on the proposed resolutions are sent to Shareholders at least twenty clear business days before the meeting. Voting at general meetings are by way of a poll. Details of the poll voting procedures are explained to Shareholders at general meetings to ensure that Shareholders are familiar with such procedures. The results of the poll are published on the website of the Stock Exchange (*www.hkexnews.hk*) and the Company's website (*www.unitas.com.hk*).

Procedures for Shareholders to convene an extraordinary general meeting

There is no provision allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2023 Revision). However, Shareholders are requested to follow article 58 of the Articles of Association, general meetings shall be convened on the written requisition of any one or more members 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 an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one day of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expense incurred by the requisition(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Corporate Governance Report

ACCOUNTABILITY AND AUDIT (CONTINUED)

Procedures for Shareholders to propose a person for election as a Director

No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a Shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the head office or at the Registration Office. The minimum length of the period during which such notices are given shall be at least seven clear days and the period for lodgement of such notices shall commence no earlier than the day immediately after the despatch of the notice of the general meeting appointed for such intention and end no later than seven days before the date of such general meeting.

Procedures for sending enquiries to the Board

Shareholders may send written enquiries to the Company, for the attention of the Company Secretary, by e-mail at admin@unitas.com.hk or mail to Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong.

Information disclosure

The Company discloses information in compliance with the GEM Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete thereby enabling Shareholders as well as the public to make rational and informed decisions.

Corporate Governance Report

INVESTOR RELATIONS

There were no changes in the constitutional documents of the Company during the Financial Year.

RISK MANAGEMENT AND INTERNAL CONTROL

During the Financial Year, the Board complied with the code provisions on risk management and internal control as set out in the CG Code. The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Company. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The Board has overseen the Company's risk management and internal control systems on an ongoing basis. A financial year end review of the effectiveness of the Company's and its subsidiaries risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate. The Company also has an internal audit function to carry out the analysis and independent appraisal of the adequacy and effectiveness of the systems, and has procedures in place to keep information confidential and manage actual or potential conflicts of interest. Stringent internal structures have been designed to prevent the misuse of inside information and avoid conflicts of interest.

Hong Kong, 27 June 2025

Report of the Directors

The Directors have pleasure in presenting their annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2025 (the "Consolidated Financial Statements").

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the principal subsidiaries of Company are set out in Note 35 to the Consolidated Financial Statements.

BUSINESS REVIEW

A fair review of the Company's business and its outlook are set out in the sections of Chairlady's Statement and Management Discussion and Analysis. Certain financial key performance indicators are provided in the section of Financial Summary. No important event affecting the Company has occurred since the end of the Financial Year.

The Company complies with the requirements under the Companies Ordinance, the GEM Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group.

The Group respects the environment and is committed to minimising its carbon footprints as a socially responsible enterprise in Hong Kong. Carbon footprint is defined as the total amount of direct and indirect emissions of Green House Gases (GHGs) expressed in terms of the equivalent amount of Carbon Dioxide of (CO_2) emission. Non-hazardous wastes produced from the Group mainly consist of used paper such as office papers and marketing materials. To minimise the impact of carbon footprints on the environment, the Group implements the following practices to use paper efficiently:

- Duplex printing is set as the default mode for most network printers;
- Employees are reminded to practice photocopying wisely;
- Employees are encouraged to use both sides of paper;
- Paper waste is recycled instead of being directly disposed of in landfills;
- Paper is separated from other waste for easier recycling; and
- Boxes and trays are placed beside photocopiers as containers to collect single-sided paper for reuse purpose.

Electricity consumption is identified as having an adverse impact on the environment and natural resources. A typical commercial building uses more energy for lighting than for other electric equipment. The Group is determined to reduce energy consumption and implement conservation practices to reduce the effect on carbon footprint. Air conditioning and light zone arrangements reduce unnecessary electricity usage; employees enforce good practices in maintenance of lighting and electric equipment to ensure they are kept in good and proper condition to maximise efficiency.

Report of the Directors

BUSINESS REVIEW (CONTINUED)

Key Risk Factors

The following lists out the key risks and uncertainties facing the Group.

Impact of Local and International Regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes.

Third-Party Risks

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realises that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance.

Key Relationships with Employees, Customers and Suppliers

The Group recognises the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents are found in the Financial Year.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

The Group values the views and opinions of all customers through various means and channels, including usage of business intelligence to understand customer trends and needs and regular analyse on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

RESULTS

The results of the Group for the year ended 31 March 2025 are set out in Consolidated Financial Statements on pages 46 to 51.

RESERVES

Movement in the reserves of the Group and the Company during the Financial Year are set out in the consolidated statement of changes in equity on pages 49 to 50 and note 38 to the Consolidated Financial Statements respectively.

Report of the Directors

DISTRIBUTABLE RESERVES

As at 31 March 2025, the Company's reserves available for cash distribution and/or distribution in specie, calculated in accordance with the Companies Law (2003 Revision) of the Cayman Islands to members amounted to Nil (2024: Nil) which comprised share premium of approximately HK$297,517,000 (2024: approximately HK$297,517,000) and accumulated losses of approximately HK$331,889,000 (2024: accumulated losses of approximately HK$325,201,000).

SHARE CAPITAL

Details of movements in share capital of the Company during the Financial Year are set out in note 30 to the Consolidated Financial Statements.

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales for the Finance Year generated from the Group's major customers are as follows:

–	The largest customer	58.7%
–	Five largest customers	78.8%

The percentage of purchases for the Finance Year attributable to the Group's major suppliers are as follows:

–	The largest supplier	46.4%
–	Five largest suppliers	68.1%

None of the Directors, their close associates (as defined in the GEM Listing Rules) or any shareholders (which to the knowledge of the Directors, owns more than 5% of the Company's share capital) had an interest in any of the Group's five largest customers and suppliers for the Financial Year.

MANAGEMENT CONTRACTS

Save as disclosed herein, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiaries were entered into or existed during the Financial Year.

PLANT AND EQUIPMENT

Details of movement in plant and equipment during the Financial Year are set out in note 16 to the Consolidated Financial Statements.

BORROWINGS

As at 31 March 2025, the Group had no banking facilities and had obtained advance from Shareholders in the aggregate amount of approximately HK$1,087,000 which was unsecured, interest free and repayable on demand. (2024: approximately HK$1,087,000).

Report of the Directors

DIRECTORS

The Directors who hold office during the Financial Year and up to the date of this report are as follows:

Executive Directors
Ms. Ho Chiu Ha Maisy *(Chairlady)*
Mr. Lau Ling Tak
Ms. Man Wing Yee Ginny

Independent Non-executive Directors
Mr. Siu Chi Yiu Kenny
Mr. Lee Chi Keung Jim
Dr. Chow Ho Wan, Owen

The biographical details of each Director are set out below:

Executive Directors

Ms. Ho Chiu Ha Maisy, BBS, aged 58, is an Executive Director and Chairlady of the Company. Ms. Ho holds a Bachelor's degree in mass communication and psychology from Pepperdine University, the United States.

In China, she is a standing committee member of the Chinese People's Political Consultative Conference of Liaoning Province.

She has been an executive director of Shun Tak Holdings Limited since 2001 and she is responsible for overseeing the strategic planning and operations of the property management division, as well as retail and merchandising division. Save as aforementioned, Ms. Ho has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lau Ling Tak, aged 51, joined the Group as an Independent Non-executive Director on 21 September 2011 and re-designated as an Executive Director on 21 June 2012, he is responsible for formulating corporate strategy, planning and business development of the Group. He is a member of the Remuneration Committee and the Nomination Committee.

Report of the Directors

DIRECTORS (CONTINUED)

Executive Directors (Continued)

Mr. Lau obtained the degree of Bachelor of Engineering in Building Services Engineering (Building Electrical Services) from the Hong Kong Polytechnic University in November 2001. Mr. Lau holds the qualification of Chartered Engineer (CEng) since June 2003 and has also been a member of the Society of Operations Engineers (MSOE), Institute of Plant Engineers (MIPlantE) and the International Institute of Management (MIIM) since June 2003, October 2002 and July 2003 respectively.

Mr. Lau has substantial experience in the medical and health care industry. He founded GHC Holdings Limited (previously known as Bio-life (China) Limited) in January 2005 and was appointed as the managing director from its establishment until October 2008. GHC Holdings Limited principally provides medical and dermatology services for the general public through its general clinics and specialist polyclinics that operate in Hong Kong.

From October 2008 to May 2009, Mr. Lau was the director of development of Quality HealthCare Medical Centre Limited, a subsidiary of Skyocean International Holdings Limited (Stock Code: 593) which is a physician led provider group offering an integrated range of healthcare services through a network of medical centres, dental and physiotherapy centres.

Ms. Man Wing Yee Ginny, aged 52, joined the Group as a Non-executive Director on 21 February 2012 and re-designated as an Executive Director on 25 June 2014. She has over 8 years of experience in legal practice focusing on China inbound and outbound investment, finance, mergers and acquisitions and corporate restructuring. She is also working as a consultant at Tsun & Partners since January 2012 and was admitted as a solicitor of the High Court of Hong Kong SAR in August 1999.

She is a representative of the 14th National People's Congress, a member of the Chinese People's Political Consultative Conference of Guangxi Zhuang Autonomous Region in China. She is currently a member of the Law Society of Hong Kong. Ms. Man received a Bachelor of Arts degree majoring in French and International Relations from Wellesley College at Massachusetts in the USA in 1995.

Report of the Directors

DIRECTORS (CONTINUED)

Independent Non-executive Directors

Mr. Siu Chi Yiu Kenny, aged 58, is an independent Non-executive Director responsible for providing independent judgment on issues of strategy, performance resources and standard of conduct of the Company. He is the chairman of the Remuneration Committee and Nomination Committee and a member of the Audit Committee.

Mr. Siu was awarded a Professional Diploma in Building Surveying from Hong Kong Polytechnic University in 1990 and a Master of Business Administration degree from the University of South Australia in 2009. He was admitted as a chartered member of the Chartered Institute of Housing in September 2014 and a professional member of the Royal Institution of Chartered Surveyors in October 2014. Mr. Siu has over 30 years of experience in sales and marketing, project management and consultancy in the property industry. He has the experience of employment with a number of major property developers, including Shui On Properties Limited (from 1993 to 1994), Harbour Ring Property Development Limited (now known as China Oceanwide Property Sino Limited) (from 1994 to 1997), SIIC Investment Company Limited (from 1997 to 2009) and Hsin Chong Construction Group (from 2014 to 2016). In 2009, Mr. Siu established Kenny Siu Surveyors & Co., being a local real estate surveying firm in Hong Kong, in which he is now working as a director and consultant specialising in project finance and development study. Mr. Siu has also been appointed as a visiting professor of Jiangxi University of Finance and Economics (江西財經大學) since March 2016.

Mr. Lee Chi Keung Jim, aged 54, is an independent Non-executive Director responsible for providing independent judgment on issues of strategy, performance resources and standard of conduct of the Company. He is the member of the Remuneration Committee, Nomination Committee and the Audit Committee.

Mr. Lee was awarded a Bachelor of Laws degree from the University of Hong Kong in 1995 and was admitted as a solicitor of the High Court of Hong Kong in 1999. He is currently working as a consultant of Lam and Lai, being a local law firm in Hong Kong. His practicing areas include civil and criminal litigations, company law, conveyancing law, conveyancing-related litigations and other commercial matters. He has the experience of acting for Hong Kong listed companies in their litigation matters in the High Court of Hong Kong. Mr. Lee has also been actively contributing to the pro bono legal services organized by the Home Affairs Bureau since 2002 and was awarded certificates under the Home Affairs Bureau's Recognition Scheme for Provision of Pro Bono Legal Services since 2012 in appreciation for his contribution.

Report of the Directors

DIRECTORS (CONTINUED)

Independent Non-executive Directors (Continued)

Dr. Chow Ho Wan, Owen, aged 49, is the founder and chairman of Sino Fame International Group Limited, Sino Fame Education Group Limited and the SF Capital Limited. He is also the founder and chairman of the Association of International Certified Financial Consultants (AICFC). Dr. Chow is currently an independent non-executive director of Hong Wei (Asia) Holding Limited (Stock Code: 08191). He was an independent non-executive director of GBA Holdings Limited (Stock Code: 00261), Wan Leader International Limited (Stock Code: 08482), Century Entertainment International Holdings Limited (Stock Code: 00959) and CIL Holdings Ltd (0479.HK).

Dr. Chow obtained the degree of Bachelor of Commerce from the University of Toronto, Canada in 1999 and subsequently obtained the Master of Science in Finance from the Chinese University of Hong Kong in 2003, the Bachelor of Laws from Tsinghua University, PRC in 2006 and the Doctor of Business Administration from European University, Switzerland in 2011. Dr. Chow also completed the Postdoctoral Global Leadership Research Program in University of Oxford.

Dr. Chow holds various professional qualifications including Certified Financial Consultants (CFC), Certified Financial Planners (CFMP), Certified Banking Risk Management (CBRM), fellow member of Hong Kong Institute of Directors (FHKIoD), CPA Australia, fellow of The Chartered Management Institute (FCMI), member of Hong Kong Securities and Investment Institute (MHKSI) and Canadian Securities Institute (CSI).

Dr. Chow is also the chairman of the Guangdong-Hong Kong-Macao-Bay Area Economic and Trade Association; vice president and chairman of Young Executives Committee of the Association of Chinese Culture of Hong Kong; committee member of the Chinese People's Political Consultative Conference (CPPCC) of the Guangdong-Foshan-Nanhai District; Member of the China Overseas Chinese Entrepreneurs Association; committee for the Overseas Union for Tianjin, Chongqing, Foshan, Nanhai and Beihai; committee member of the Qianhai QFAE Think-tank Experts; director at the Chambers of Commerce and Industry and the vice chairman for the Hong Kong Yuen Long Industries & Commerce Association.

Dr. Chow has over 20 years of experience in the finance and accounting field and used to work in various international banks and accounting firms.

Report of the Directors

DIRECTORS' SERVICE CONTRACTS

Each of the other Executive Directors has entered into a service agreement with the Company for an initial term of three years but the service agreement is terminable by either party giving three months' written notice or payment in lieu to the other party.

Each of the Independent Non-executive Directors has entered into letter of appointment with the Company for an initial term of three years, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than one month's written notice served by either party on the other.

No Director has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

The Company has received annual confirmation of independence from each of the Independent Non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and all of them are considered to be independent.

In accordance with the Articles of Association of the Company and to comply with the Code Provisions, Ms. Man Wing Yee Ginny, Mr. Lau Ling Tak and Dr. Chow Ho Wan, Owen shall retire from office at the forthcoming annual general meeting of the Company (the "2025 AGM") and, being eligible, offer themselves for re-election, at the 2025 AGM.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed herein, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, subsisted at the end of the Financial Year or at any time during the Financial Year.

INDEMNITY OF DIRECTORS

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the Financial Year.

Report of the Directors

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

As at 31 March 2025, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Company

Name of Director	Type of interests	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Ms. Ho Chiu Ha Maisy	Beneficial owner	407,890,000	–	15.61%
Ms. Man Wing Yee Ginny	Beneficial owner	441,900,000	–	16.91%
Mr. Lau Ling Tak	Beneficial owner	43,937,500	–	1.68%

Save as disclosed above, as at 31 March 2025, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

Report of the Directors

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 March 2025, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group were as follows:

Long positions in the Company

Name of shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Mr. Chan Yu Fung	Beneficial owner	251,462,500	–	9.62%
Mr. Zhao Genlong	Beneficial owner	200,000,000	–	7.65%

Save as disclosed above, as at 31 March 2025, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.

Report of the Directors

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information that is publicly available to the Company and within the knowledge the Directors, the Directors confirm that the Company has maintained the amount of public float as required under the GEM Listing Rules.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Financial Year.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Pursuant to Appendix C2 Environmental, Social and Governance Reporting Guide (the "**ESG Guide**") of the GEM Listing Rules, the Group is required to prepare an ESG Report, which explains the management approaches, strategies, policies, measures taken and results of its activities on environmental and social areas and aspects, and evaluate their impact on the sustainable development of the environment and society. The Group has adopted and implemented the strategies, policies, rules and regulations in relation to the environmental and social areas and aspects of the ESG Guide with responsibility and a high Code of Standards, which can be summarised in the annual report of the Company for the year ended 31 March 2025 dated 27 June 2025.

A separate ESG report for further disclosure of Aspect A1 emissions matters as required under the ESG Guide will be published on the Stock Exchange's website and the Company's website no later than three months after the publication of this annual report.

DIRECTOR'S INTERESTS IN COMPETING INTERESTS

During the Financial Year, none of the Directors, the management shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

Report of the Directors

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by Directors during the Financial Year.

RELATED PARTIES TRANSACTIONS

Details of related parties transactions of the Group during the Financial Year are set out in note 32 to the financial statements. None of these related party transactions constitute connected transactions as defined under the GEM Listing Rules.

EQUITY-LINKED AGREEMENT

Details of the equity-linked agreement entered into during the Financial Year or subsisting at the end of the Financial Year are set out below:

Share Option Scheme

The purpose of the share option scheme (the "Scheme") is to advance the interests of the Company and the Shareholders by enabling the Company to grant options to attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group and by enabling such persons' contribution to further advance the interests of the Group.

Eligible person under the Scheme include (collectively "**Eligible Persons**"):

(i) any directors (whether executive or non-executive and whether independent or not) and any employee (whether full time or part time) of the Group (collectively "Employee");

(ii) any consultants or advisers (in the areas of legal, technical, financial or corporate managerial) of the Group (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid); any provider of goods and/or services to the Group; any customer of the Group; or any holder of securities issued by any member of the Group (collectively "**Business Associate**"); and

(iii) any other person, who at the sole discretion of the Board, has contributed to the Group (the assessment criteria of which are (1) such person's contribution to the development and performance of the Group; (2) the quality of work performed by such person for the Group; (3) the initiative and commitment of such person in performing his duties; (4) the length of service or contribution of such person to the Group; and (5) such other factors as considered to be applicable by the Board).

The Company has conditionally adopted the Scheme on 21 September 2011 under which the Eligible Persons may be granted options to subscribe for the Company's shares. The principal terms of the Scheme are summarised in the paragraph headed "Share Option Scheme" in Appendix V to the Prospectus. The principal terms of the Scheme are summarised as follows:

The Scheme was adopted for a period of 10 years commencing from 21 September 2011 and remains in force until 20 September 2021. The Company may, by resolution in general meeting or, such date as the Board determined, terminate the Scheme at any time without prejudice to the exercise of options granted prior to such termination.

Report of the Directors

EQUITY-LINKED AGREEMENT (CONTINUED)

Share Option Scheme (Continued)

The subscription price per share of the Company for each option granted shall be a price solely determined by the Board and notified to an Eligible Person and shall be at least the highest of:

1. the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer for the grant of option (the "**Date of Grant**") which must be a trading day;

2. the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the Date of Grant; and

3. the nominal value of the shares of the Company on the Date of Grant.

Upon acceptance of the options, the grantee shall pay a nominal value as determined by the Board to the Company as consideration for the grant. The acceptance of an offer of the grant of the option shall be made within the date as specified in the offer letter issued by the Company, normally being a date not later than 10 business days from the date upon which it is made. The exercise period of any option granted under the Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Scheme.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue as at the date of approval.

On 30 September 2015, the shareholders of the Company had approved the refreshment of the 10% scheme mandate limit on the grant of options under the Scheme. Options previously granted (if any) under the Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Scheme) will not be counted for the purpose of calculating the scheme mandate limit as refreshed. Based on 2,260,000,000 shares of the Company in issue as at the date of refreshment, the Directors were authorised to issue options to subscribe for a total of 226,000,000 shares of the Company, representing 10% of the total number of shares of the Company in issue as at the date of refreshment.

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each grantee under the Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue. Any further grant of options in excess of this 1% limit shall be subject to issuance of a circular by the Company and approved by its shareholders in accordance with the GEM Listing Rules.

EQUITY-LINKED AGREEMENT (CONTINUED)

Share Option Scheme (Continued)

Regarding the Acceptance Period, under clause 4.2 of the Share Option Scheme, the Board could accord its discretion, determine certain terms of the Options, inter alia, acceptance period which should be within 10 business days. However, clause 12 of the Share Option Scheme permits the Board to amend, in its absolute discretion, any terms of the Share Option Scheme to the extent permitted by law and the GEM Listing Rules provided that the amendment does not fall into any items which need prior approval of the shareholders of the Company in general meeting, as below:

1. any of the provisions of the Share Option Scheme relating to matters contained in Rule 23.03 of the GEM Listing Rules to the advantage of the Grantees;

2. any terms and conditions of the Share Option Scheme which are of a material nature or any terms of Options granted except where such alternation take effect automatically under the existing terms of the Share Option Scheme; and

3. any provisions on the authority of the Board in relation to any alternation to the terms of the Share Option Scheme.

The Board, having sought legal advice from the Company's legal adviser, considers the Acceptance Period (i) will not have material effects to the operation and financial of the Group; (ii) does not fall into any items stipulated in Rule 23.03 of the GEM Listing Rules; and (iii) the Acceptance Period will not cause advantage to the Grantees. As such, the Acceptance Period does not fall into any of the factors as set out in clause 12.2 of the Share Option Scheme and the GEM Listing Rules as afore-mentioned and the grant of Options is therefore considered valid.

Details of movements in Share Options during the Financial Year are set out in note 31 to the Consolidated Financial Statements.

Report of the Directors

PRE-EMPTIVE RIGHTS

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

CORPORATE GOVERNANCE REPORT

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 12 to 24 in this annual report.

AUDITORS

McMillan resigned as the auditors of the Company with effect from 28 March 2025. Asian Alliance has been appointed as the auditors of the Company with effect from 31 March 2025 to fill the casual vacancy following the resignation of McMillan and to hold office until the conclusion of the next annual general meeting of the Company.

Asian Alliance retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Asian Alliance as auditor of the Company is to be proposed at the forthcoming AGM.

By order of the Board

UNITAS HOLDINGS LIMITED
Ho Chiu Ha Maisy
Chairlady and Executive Director

Hong Kong, 27 June 2025

Independent Auditors' Report

久安(香港)會計師事務所有限公司
Asian Alliance (HK) CPA Limited

TO THE SHAREHOLDERS OF UNITAS HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Unitas Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 46 to 116, which comprise the consolidated statement of financial position as at 31 March 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 3.1 to the consolidated financial statements, which indicates that the Group incurred a loss attributable to owners of the Company of approximately HK$21,276,000 for the year ended 31 March 2025 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK$12,406,000 and the Group has net liabilities of approximately HK$2,311,000. These conditions, along with other matters as set forth in Note 3.1 to the consolidated financial statements, indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Independent Auditors' Report

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade and other receivables under Expected Credit Loss ("ECL") model	
As at 31 March 2025, the carrying amounts of trade and other receivables, which were subject to impairment assessment under ECL model, were approximated to HK$10,493,000 and HK$4,148,000, net of allowance for credit losses of approximately HK$8,182,000 and HK$18,000, respectively. Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions. The Group always recognises lifetime ECL for trade receivables. Except for trade receivables which the management of the Group considered as high uncertainty of recovery, which are assessed for impairment individually, the remaining trade receivables are grouped under a provision matrix based on shared credit risk characteristics and the historical observed default rates adjusted by forward looking estimates.	Our audit procedures in relation to the impairment assessment of trade and other receivables included: • Understanding key controls on how the management estimates the ECL allowance on trade and other receivables; • Evaluating the competence, capabilities, independence and objectivity of the independent professional valuer engaged by the management, and the scope of the valuer's work; • Assessing the reasonableness and appropriateness of the Group's methodology, including the model design and calculation and model inputs in compliance with HKFRS 9; • Testing the accuracy of the trade and other receivables, on sample basis, by sending confirmations and performing alternatives (such as inspecting the underlying agreements or invoices and checking the subsequent settlement through inspecting the bank statement) if the confirmations have not yet been received. We also tested the accuracy of each ageing bands of trade receivables, on sample basis.

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade and other receivables under Expected Credit Loss ("ECL") model (continued)	
For other receivables and deposits, the Group measures the loss allowance equal to 12m ECL, unless when there has been 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 increases in the likelihood or risk of a default occurring since initial recognition. We identified the impairment assessment of trade and other receivables under ECL model as a key audit matter due to the significance of the balances to the consolidated financial statements and the significant estimates and judgements involved in the impairment assessment.	• Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 31 March 2025, the reasonableness of the management's grouping of the debtors into different categories in the provision matrix and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates and forward-looking information); • Reviewing the reasonableness of the management's estimation of other receivables and deposits in the expected timing of collection, the loss rate and the credit quality of individual debtors, including the background of the debtors and their creditworthiness and collection history; • Evaluating the disclosures regarding the impairment assessment of trade and other receivables in the notes to the consolidated financial statements.

Independent Auditors’ Report

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 March 2024, were audited by another auditor who expressed an unmodified opinion on those statements on 28 June 2024.

OTHER INFORMATION

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

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

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

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

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

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

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

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

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

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

Independent Auditors' Report

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

Asian Alliance (HK) CPA Limited
Certified Public Accountants (Practising)

Chan Mei Mei
Practising Certificate Number: P08148

8/F, Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

27 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
Revenue	5	**100,044**	88,177
Cost of sales		**(93,213)**	(69,906)
Gross profit		**6,831**	18,271
Other income, other gains and losses, net	7	**226**	310
Impairment losses under expected credit loss model, net	8	**(7,553)**	(382)
Administrative and operating expenses		**(20,655)**	(17,971)
Finance costs	9	**(446)**	(62)
(Loss) profit before tax		**(21,597)**	166
Income tax expense	10	**(89)**	(461)
Loss for the year	11	**(21,686)**	(295)
Other comprehensive income (expense) for the year, net of income tax			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		**14**	(140)
Total comprehensive expense for the year		**(21,672)**	(435)
Loss for the year attributable to:			
Owners of the Company		**(21,276)**	(187)
Non-controlling interest		**(410)**	(108)
		(21,686)	(295)
Total comprehensive expense for the year attributable to:			
Owners of the Company		**(21,262)**	(327)
Non-controlling interest		**(410)**	(108)
		(21,672)	(435)
		HK cents	HK cents
Loss per share	15		
– Basic		**(0.81)**	(0.01)
– Diluted		**N/A**	N/A

Consolidated Statement of Financial Position

As at 31 March 2025

	Notes	2025 HK$'000	2024 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	*16*	**5,862**	1,054
Right-of-use assets	*17*	**7,891**	253
Prepayments	*22*	**1,068**	–
Deferred tax assets	*19*	**72**	72
		14,893	1,379
CURRENT ASSETS			
Inventories	*20*	**1,087**	1,415
Trade receivables	*21*	**10,493**	26,025
Prepayments, deposits and other receivables	*22*	**10,370**	12,165
Cash and cash equivalents	*23*	**8,061**	25,211
		30,011	64,816
CURRENT LIABILITIES			
Trade payables	*24*	**7,303**	17,533
Other payables and accruals	*25*	**7,337**	5,372
Contract liabilities	*26*	**8,502**	11,185
Loans from shareholders	*27*	**1,087**	1,087
Other borrowings	*28*	**3,613**	–
Lease liabilities	*29*	**3,857**	371
Tax payable		**10,718**	11,275
		42,417	46,823
NET CURRENT (LIABILITIES) ASSETS		**(12,406)**	17,993
TOTAL ASSETS LESS CURRENT LIABILITIES		**2,487**	19,372
NON-CURRENT LIABILITIES			
Lease liabilities	*29*	**4,798**	–
NET (LIABILITIES) ASSETS		**(2,311)**	19,372

Consolidated Statement of Financial Position

As at 31 March 2025

	Note	2025 HK$'000	2024 HK$'000
CAPITAL AND RESERVES			
Share capital	*30*	**26,130**	26,130
Reserves		**(28,441)**	(7,179)
Equity attributable to owners of the Company		**(2,311)**	18,951
Non-controlling interest		**–**	421
TOTAL (DEFICITS) EQUITY		**(2,311)**	19,372

The consolidated financial statements on pages 46 to 116 were approved and authorised for issue by the Board of Directors on 27 June 2025 and are signed on its behalf by:

Man Wing Yee Ginny
Director

Lau Ling Tak
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2025

	Attributable to owners of the Company							
	Share capital	**Share premium**	**Share option reserve**	**Foreign currency translation reserve**	**Accumulated losses**	**Sub-total**	**Non-controlling interest**	**Total equity**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2023	26,130	297,517	1,954	–	(306,323)	19,278	–	19,278
Loss for the year	–	–	–	–	(187)	(187)	(108)	(295)
Other comprehensive expense for the year, net of income tax								
Item that may be reclassified subsequently to profit or loss								
Exchange differences arising on translation of foreign operations	–	–	–	(140)	–	(140)	–	(140)
Total comprehensive expense for the year	–	–	–	(140)	(187)	(327)	(108)	(435)
Capital contribution from a non-controlling interest	–	–	–	–	–	–	529	529
At 31 March 2024	26,130	297,517	1,954	(140)	(306,510)	18,951	421	19,372

Consolidated Statement of Changes in Equity

For the year ended 31 March 2025

	Attributable to owners of the Company							
	Share capital	**Share premium**	**Share option reserve**	**Foreign currency translation reserve**	**Accumulated losses**	**Sub-total**	**Non-controlling interest**	**Total (deficits) equity**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2024	26,130	297,517	1,954	(140)	(306,510)	18,951	421	19,372
Loss for the year	–	–	–	–	(21,276)	(21,276)	(410)	(21,686)
Other comprehensive income for the year, net of income tax								
Item that may be reclassified subsequently to profit or loss								
Exchange differences arising on translation of foreign operations	–	–	–	14	–	14	–	14
Total comprehensive income (expense) for the year	–	–	–	14	(21,276)	(21,262)	(410)	(21,672)
Disposal of a subsidiary *(Note 40)*	–	–	–	–	–	–	(11)	(11)
Lapse of share option	–	–	(1,954)	–	1,954	–	–	–
At 31 March 2025	**26,130**	**297,517**	**–**	**(126)**	**(325,832)**	**(2,311)**	**–**	**(2,311)**

Consolidated Statement of Cash Flows

For the year ended 31 March 2025

	2025	2024
	HK$'000	*HK$'000*
OPERATING ACTIVITIES		
(Loss) profit before tax	**(21,597)**	166
Adjustments for:		
Depreciation of property, plant and equipment	**1,124**	118
Depreciation of right-of-use assets	**3,042**	556
Written-off of property, plant and equipment	**880**	–
Impairment losses under expected credit loss model, net	**7,553**	382
Finance costs	**446**	62
Interest income	**(94)**	(278)
Operating cash flows before movements in working capital	**(8,646)**	1,006
Decrease (increase) in inventories	**328**	(1,251)
Decrease (increase) in trade receivables	**7,969**	(22,517)
Decrease (increase) in prepayments, deposits and other receivables	**82**	(5,211)
(Decrease) increase in trade payables	**(10,230)**	16,556
Increase in other payables and accruals	**2,655**	2,496
(Decrease) increase in contract liabilities	**(2,683)**	5,995
Cash used in operations	**(10,525)**	(2,926)
Income tax (paid) refunded	**(603)**	308
Interest paid	**(380)**	(62)
NET CASH USED IN OPERATING ACTIVITIES	**(11,508)**	(2,680)
INVESTING ACTIVITIES		
Interest received	**94**	278
Purchases of property, plant and equipment	**(6,812)**	(1,090)
Net cash outflow on disposal of a subsidiary	**(39)**	–
NET CASH USED IN INVESTING ACTIVITIES	**(6,757)**	(812)
FINANCING ACTIVITIES		
Advance from shareholders	**–**	83
New borrowings raised	**3,537**	–
Capital contribution from non-controlling interest of a subsidiary	**–**	529
Repayment of lease liabilities	**(2,389)**	(747)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	**1,148**	(135)
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(17,117)**	(3,627)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**25,211**	29,030
Effect of foreign exchange rate changes	**(33)**	(192)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	**8,061**	25,211

Notes to Consolidated Financial Statements

For the year ended 31 March 2025

1. GENERAL INFORMATION

Unitas Holdings Limited (the "**Company**") was incorporated in the Cayman Islands on 20 April 2011 as an exempted company with limited liability and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company's registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681 KY1-1111, Cayman Islands. The principal place of business of the Company is Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are provision of dry bulk shipping and logistic services and IP automation and entertainment business and other (Note 35).

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2024 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 HKFRS Accounting Standards 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.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year (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) (the "2020 Amendments") and Amendments to HKAS 1 *Non-current Liabilities with Covenants* (the "2022 Amendments")

The Group has applied the amendments for the first time in the current year.

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

- clarify that the settlement of a liability can be a transfer of cash, goods or services, or the entity's own equity instruments to the counterparty. If a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the 2022 Amendments specifically clarify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date, even if compliance with the covenant is assessed only after the reporting date. The 2022 Amendments also specify that covenants with which an entity must comply after the reporting date (i.e. future covenants) do not affect the classification of a liability as current or non-current at the reporting date. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants, the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

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.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

New and amendments to HKFRS Accounting Standards in issue but not yet effective

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[3]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[3]
Amendments to HKAS 21	Lack of Exchangeability[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[4]

1 Effective for annual periods beginning on or after a date to be determined.
2 Effective for annual periods beginning on or after 1 January 2025.
3 Effective for annual periods beginning on or after 1 January 2026.
4 Effective for annual periods beginning on or after 1 January 2027.

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the directors of the Company (the "**Directors**") anticipate that the application of all other amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments

The amendments to HKFRS 9 clarify the recognition and derecognition for financial asset and financial liability and add an exception which permits an entity to deem a financial liability to be discharged before the settlement date if it is settled in cash using an electronic payment system if, and only if certain conditions are met.

The amendments also provide guidance on the assessment of whether the contractual cash flows of a financial asset are consistent with a basic lending arrangement. The amendments specify that an entity should focus on what an entity is being compensated for rather than the compensation amount. Contractual cash flows are inconsistent with a basic lending arrangement if they are indexed to a variable that is not a basic lending risk or cost. The amendments state that, in some cases, a contingent feature may give rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs. Furthermore, the description of the term "non-recourse" is enhanced and the characteristics of "contractually linked instruments" are clarified in the amendments.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments (Continued)

The disclosure requirements in HKFRS 7 in respect of investments in equity instruments designated at fair value through other comprehensive income are amended. In particular, entities are required to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately those related to investments derecognised during the reporting period and those related to investments held at the end of the reporting period. An entity is also required to disclose any transfers of the cumulative gain or loss within equity related to the investments derecognised during the reporting period. In addition, the amendments introduce the requirements of qualitative and quantitative disclosure of contractual terms that could affect the contractual cash flow based on a contingent event not directly relating to basic lending risks and cost.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.1 Basis of preparation of consolidated financial statements (Continued)

The Directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

As stated in the consolidated financial statements, the Group incurred a loss attributable to owners of the Company of approximately HK$21,276,000 for the year ended 31 March 2025, and as of that date, the Group's current liabilities exceeded its current assets by approximately HK$12,406,000 and the Group had net liabilities of approximately HK$2,311,000. These conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern, and thus, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern after taking into consideration the followings:

(1) The management has been endeavoring to improve the Group's operating results and cash flows through broaden the customer base and revenue of the Group with various cost control measures.

    The Group expected the opening of the indoor theme park in Macau centered around the international IP brand namely Nickelodeon with gross floor area of approximately 9,000 square feet in third quarter of 2025 will further improve the revenue base of the Group.

    The Group has implemented measures to speed up the collection of outstanding trade receivables.

(2) The Group obtained the undertaking from the lender of the other borrowings of approximately HK$3,613,000 not to demand for payment until such time when any repayment will not affect the Group's ability to repay other creditors in the normal course of business.

(3) Subsequent to the reporting date, the Group obtained new borrowings of approximately HK$8,000,000 from two directors, those new borrowings carried interest rate at 2% per annum and repayable on demand. The Group obtained the undertakings from those directors not to demand for payment until such time when any repayment will not affect the Group's ability to repay other creditors in the normal course of business.

(4) One of the directors, Ms. Ho Chiu Ha, Maisy agreed to provide financial support to the Company at any time to meet in full the Group's financial obligation.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.1 Basis of preparation of consolidated financial statements (Continued)

The Directors have reviewed the Group's cash flow projection prepared by the management which covering a period of not less than twelve months from 31 March 2025 on the basis that the Group's aforementioned plans and measures will be successful, and are satisfied that the Group will have sufficient working capital to meet its financial obligations as and when they fall due within twelve months from 31 March 2025. Accordingly, the Directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The consolidated financial statements do not include any adjustments that would result from the failure of the Group to obtain sufficient future funding. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to reduce the carrying amounts of the assets of the Group to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

3.2 Material accounting policy information

Basis of consolidation

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

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

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

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

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Basis of consolidation (Continued)

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Revenue from contracts with customers

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

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or

- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

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

Principal versus agent

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

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

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Notes to Consolidated Financial Statements

For the year ended 31 March 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as a lessee

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

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

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

Right-of-use assets
The cost of right-of-use asset includes:

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets *(Continued)*

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

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

Refundable rental deposits

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

Lease liabilities

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

The lease payments include:

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Leases (Continued)

Lease liabilities (Continued)

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

When a lease contract contains a specific clause that provides for rent reduction or suspension of rent in the event that the underlying assets (or any part thereof) are affected by adverse events beyond the control of the Group and the lessor so as to render the underlying assets unfit or not available for use, the relevant rent reduction or suspension of rent resulting from the specific clause is accounted for as part of the original lease and not as a lease modification. Such rent reduction or suspension of rent is recognised in profit or loss in the period in which the event or condition that triggers those payments to occur.

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

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

The Group as a lessor

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

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 recognised at the rates of exchanges prevailing on 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 on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "Foreign currency translation reserve" (attributed to non-controlling interests as appropriate).

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

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

Provisions

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

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans, including the Mandatory Provident Fund Scheme (the "**MPF Scheme**"), are recognised as an expense when employees have rendered service entitling them to the contributions.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Employee benefits (Continued)

Short-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 Accounting Standards 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.

Share option

Equity-settled share option transactions

Share options granted to employees
Equity-settled share option to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

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

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

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

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax 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.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities, and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

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

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

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, 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 write-off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, 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 property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment on property, plant and equipment and right-of-use assets

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

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

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

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

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Cash and cash equivalents

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

(a) cash, which comprises of cash on hand, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

(b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

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

Financial instruments

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

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or

- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

- it is a derivative that is not designated and effective as a hedging instrument.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Amortised cost and interest income

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

Impairment of financial assets subject to impairment assessment under HKFRS 9

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

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

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

- an actual or expected significant deterioration in the operating results of the debtor;

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward-looking information that is available without undue cost or effort.

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

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

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(v) Measurement and recognition of ECL (Continued)

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

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

The Group recognises an impairment gains or losses in profit or loss for financial instruments through loss allowance accounts.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

Financial liabilities and equity

Classification as debt or equity

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Equity instruments

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

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 at amortised cost

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

Derecognition of financial liabilities

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3.2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Going concern and liquidity

As explained in Note 3.1 to the consolidated financial statements, the financial position of the Group indicates the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. The assessment of the going concern assumptions involves making judgement by the management, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The management considers that the Group has ability to continue as a going concern and the major conditions that may cast significant doubt about the going concern assumptions are set out in Note 3.1 to the consolidated financial statements.

Key sources of estimation uncertainty

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

Net realisable value of inventories

Management reviews the conditions of inventories at the end of each reporting period, and makes allowances for obsolete and slow-moving inventory items identified that are no longer suitable for sales in the market. These estimates are based on current market conditions and the historical experience of selling goods of similar nature. It could change significantly as a result of change in market condition. Management will reassess the estimations at the end of each reporting period.

Useful lives of property, plant and equipment

The management determines the estimated useful lives of the Group's property, plant and equipment based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation charges included in profit or loss.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Deferred tax assets

As at 31 March 2025, no deferred tax asset has been recognised on the unused tax losses of approximately HK$43,026,000 (2024: approximately HK$75,365,000) due to the unpredictability of future profits stream. The realisability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on economic outlook. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

Provision of ECL for trade and other receivables

The management of the Group estimates the loss allowance for trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables.

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

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

As at 31 March 2025, the carrying amounts of property, plant and equipment and right-of-use assets subject to impairment assessment were approximately HK$4,594,000 and HK$7,190,000 (2024: Nil and Nil), respectively, for the IP automation and entertainment business in Hong Kong. Details of the impairment assessment of property, plant and equipment and right-of-use assets are disclosed in Note 18 to the consolidated financial statements.

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

	2025	2024
	HK$'000	*HK$'000*
Types of goods or service		
IP automation and entertainment business		
Revenue from IP automation and entertainment business	**4,102**	8,202
Revenue from sales of merchandises	**676**	349
Services income from IP automation	**6,756**	7,694
Revenue from brand management and marketing consulting services	**19,303**	20,089
	30,837	36,334
Dry bulk shipping and logistic business		
Revenue from dry bulk shipping and logistic services	**69,207**	51,285
Revenue from contracts with customers	**100,044**	87,619
Timing of revenue recognition:		
At point in time	**22,822**	21,224
Over-time	**77,222**	66,395
	100,044	87,619

(ii) Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information

	2025	2024
	HK$'000	*HK$'000*
IP automation and entertainment business	**30,837**	36,334
Dry bulk shipping and logistic business	**69,207**	51,285
Revenue from contracts with customers	**100,044**	87,619
Income from sub-leasing the entertainment location	**–**	558
Total revenue	**100,044**	88,177

5. REVENUE (CONTINUED)

(iii) Performance obligations for contracts with customers

Revenue from IP automation operation and entertainment business

Revenue from IP automation operation represents the use of the game tokens by the customers. It represents the amount received from customers in exchange for token used in automation gift machines, thematic game machines, carnival game booths less unutilised games tokens.

Revenue from game services that require game tokens is recognised when the performance obligation of game services is satisfied, which happens when a customer utilises game tokens to complete a game, and the game is finished. Unutilised game tokens represents prepayment for the game services and can be exchanged for game services in the future.

The Group operates a loyalty programme where the customers accumulate the award points from the game which entitle them to redeem award points for discounts in exchange of merchandise in future. The transaction price is allocated to the game and the award points on estimation basis for expected value to be entitled in exchange for equivalent value of goods in the future. Revenue from the award points is recognised when the award points are redeemed. Contract liabilities are recognised until the award points are redeemed.

Revenue from sales of merchandise

Revenue from sales of merchandise is recognised when the control of the products is transferred to the customer upon sale. Payment of the transaction price is due immediately upon purchase by the customer.

Services income from IP automation

The Group recognises services income from IP automation as it fulfills its performance obligation, which includes providing the use of the capsule machines, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as it progresses towards complete satisfaction of the obligation. Playground admissions are recognised when the tickets are used.

Revenue from brand management and marketing consulting services

The Group provides brand management and marketing consulting services to its customers. Under HKFRS 15, the Group has determined that the performance obligation for these services are fulfilled when all relevant duties as stated in the contract are completed. Revenue from brand management and marketing consulting services is recognised at a point in time when all relevant duties as stated in the contract are completed.

Revenue from dry bulk shipping and logistic services

Revenue from time charter of dry bulk shipping and logistic services is recognised on a straight-line basis over the period of each time charter contract.

Revenue from voyage charter of dry bulk shipping and logistic services is recognised based on the time proportion method of each individual voyage contract.

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For the year ended 31 March 2025

5. REVENUE (CONTINUED)

(iv) Transaction price allocated to the remaining performance obligation for contracts with customers

The Group is using the practical expedient in paragraph 121 of HKFRS 15 to exempt itself from disclosing the aggregate amount and the timing of recognition of the unsatisfied (or partially unsatisfied) performance obligation as of the end of the reporting period, because the relevant contracts were either:

– contracts with customers which have an original expected duration of one year or less, or

– contracts which entitle the Group a right to consideration from customers that corresponds directly with the value of the Group's performance completed to date.

6. OPERATING SEGMENTS

Information reported to the board of directors of the Company (the "**Board**"), being the chief operating decision maker (the "**CODM**"), for the purpose of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments under HKFRS 8 *Operating Segments* are as follows:

- Dry bulk shipping and logistic services
- IP automation and entertainment business and other

6. OPERATING SEGMENTS (CONTINUED)

(a) Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

	Dry bulk shipping and logistic services		IP automation and entertainment business and other		Consolidated	
	2025	2024	**2025**	2024	**2025**	2024
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Revenue	**69,207**	51,285	**30,837**	36,892	**100,044**	88,177
Segment results	**3,443**	2,696	**(22,042)**	1,905	**(18,599)**	4,601
Unallocated corporate expenses					**(2,999)**	(4,530)
Unallocated corporate income					**36**	152
Unallocated finance cost					**(35)**	(57)
(Loss) profit before tax					**(21,597)**	166

Revenue reported was generated from external customers. There were no inter-segment sales during the year ended 31 March 2025 (2024: Nil).

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3.2. Segment results represent the profit earned by/loss from each segment without allocation of central administration costs, certain other income, gains and losses, net, certain finance costs and directors' emoluments. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

6. OPERATING SEGMENTS (CONTINUED)

(b) Segment assets and liabilities

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

	Dry bulk shipping and logistic services		IP automation and entertainment business and other		Consolidated	
	2025	2024	**2025**	2024	**2025**	2024
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Reportable segment assets	**8,156**	21,468	**35,780**	39,234	**43,936**	60,702
Unallocated assets					**968**	5,493
					44,904	66,195
Reportable segment liabilities	**18,391**	31,131	**27,547**	15,429	**45,938**	46,560
Unallocated liabilities					**1,277**	263
					47,215	46,823

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

– All assets other than certain of the Group's prepayments, deposits and other receivables, and cash and cash equivalents are allocated to operating segments; and

– All liabilities other than certain of the Group's other payables are allocated to operating segments.

6. OPERATING SEGMENTS (CONTINUED)

(c) Other segment information

For the year ended 31 March 2025

Amounts included in the measure of segment result or segment assets:

	Dry bulk shipping and logistic services *HK$'000*	**IP automation and entertainment business and other** *HK$'000*	**Unallocated** *HK$'000*	**Total** *HK$'000*
Addition of property, plant and equipment	**–**	**6,812**	**–**	**6,812**
Addition of right-of-use assets	**–**	**10,674**	**–**	**10,674**
Depreciation of property, plant and equipment	**–**	**(1,124)**	**–**	**(1,124)**
Depreciation of right-of-use assets	**–**	**(3,042)**	**–**	**(3,042)**
Impairment loss reversed (recognised) on trade receivables	**145**	**(7,695)**	**–**	**(7,550)**
Impairment loss recognised on other receivables	**–**	**(3)**	**–**	**(3)**
Bank interest income	**4**	**54**	**36**	**94**
Finance costs	**–**	**(411)**	**(35)**	**(446)**

For the year ended 31 March 2024

Amounts included in the measure of segment result or segment assets:

	Dry bulk shipping and logistic services *HK$'000*	IP automation and entertainment business and other *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*
Addition of property, plant and equipment	–	1,090	–	1,090
Depreciation of property, plant and equipment	–	(118)	–	(118)
Depreciation of right-of-use assets	–	(556)	–	(556)
Impairment loss recognised on trade receivables	(145)	(243)	–	(388)
Impairment loss reversed on other receivables	–	6	–	6
Bank interest income	2	124	152	278
Finance costs	–	(5)	(57)	(62)

6. OPERATING SEGMENTS (CONTINUED)

(d) Geographical information

The Group's operations are principally located in Hong Kong and Mainland China.

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets as follows.

	Revenue from external customers		Non-current assets	
	2025	2024	**2025**	2024
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Hong Kong	**11,398**	22,126	**9,723**	281
Mainland China	**67,988**	46,665	**2,773**	1,026
Macau	**13,035**	6,968	**2,325**	–
Singapore	**7,623**	12,418	**–**	–
	100,044	88,177	**14,821**	1,307

Note: Non-current assets excluded deferred tax assets.

(e) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the Group's total revenue are as follows:

	2025	2024
	HK$'000	*HK$'000*
Customer A[1]	**58,701**	30,080

Note:

1 Revenue from the dry bulk shipping and logistic services business.

7. OTHER INCOME, OTHER GAINS AND LOSSES, NET

	2025 HK$'000	2024 HK$'000
Other income		
Bank interest income	**94**	278
Sundry income	**76**	8
Sales of food and beverages	**61**	–
	231	286
Other gains and losses		
Foreign exchange (loss) gain	**(5)**	24
	226	310

8. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET

	2025 HK$'000	2024 HK$'000
Impairment losses recognised (reversed) on:		
– Trade receivables	**7,550**	388
– Deposits and other receivables	**3**	(6)
	7,553	382

Details of impairment assessment are set out in Note 37(b).

9. FINANCE COSTS

	2025 HK$'000	2024 HK$'000
Interest on lease liabilities	**380**	62
Interest on other borrowings	**66**	–
	446	62

10. INCOME TAX EXPENSE (CREDIT)

	2025	2024
	HK$'000	*HK$'000*
Current tax:		
Hong Kong	**89**	493
Deferred tax *(Note 19)*	**–**	(32)
	89	461

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million.

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Macau Complementary Tax is calculated at 12% of the assessable profits, however, there are no assessment profit in Macau for the years ended 31 March 2025 and 2024.

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

	2025	2024
	HK$'000	*HK$'000*
(Loss) profit before tax	**(21,597)**	166
Tax expenses at the Hong Kong Profits Tax rate of 16.5%	**(3,564)**	27
Tax effect of:		
Tax at 8.25% on first HK$2 million assessable profit	**(126)**	(354)
Tax effect of income not taxable for tax purposes	**(41)**	(277)
Tax effect of expenses not deductible for tax purposes	**1,146**	222
Tax effect of tax losses not recognised	**3,968**	940
Tax effect of deductible temporary differences not recognised	**(434)**	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	**(858)**	(91)
One-off reduction of Hong Kong Profits Tax by Inland Revenue Department	**(2)**	(6)
Income tax expense for the year	**89**	461

11. LOSS FOR THE YEAR

	2025	2024
	HK$'000	*HK$'000*
Loss for the year has been arrived at after charging:		
Staff costs (including directors' and chief executive's emoluments) *(Note 12)*		
– Salaries, wages, allowances and other benefits in kind	**12,138**	10,156
– Contribution to retirement benefit scheme	**930**	815
	13,068	10,971
Auditors' remuneration	**500**	690
Cost of inventories recognised as an expense	**483**	721
Depreciation of property, plant and equipment	**1,124**	118
Depreciation of right-of-use assets	**3,042**	556
Loss on written-off of property, plant and equipment	**880**	–
Freight expenses recognised as cost of sales	**65,238**	41,148

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable GEM Listing Rules and CO are set out below:

	Fee	**Salaries, allowances and other benefits in kind**	**Contributions to retirement benefit scheme**	**Total**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***
For the year ended 31 March 2025				
Executive directors				
Ms. Ho Chiu Ha Maisy (Chairlady)	**–**	**–**	**–**	**–**
Mr. Lau Ling Tak	**–**	**1,182**	**18**	**1,200**
Ms. Man Wing Yee Ginny	**–**	**–**	**–**	**–**
Independent non-executive directors				
Mr. Siu Chi Yiu Kenny	**85**	**–**	**4**	**89**
Mr. Lee Chi Keung Jim	**85**	**–**	**4**	**89**
Dr. Chow Ho Wan Owen	**85**	**–**	**4**	**89**
	255	**1,182**	**30**	**1,467**

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

	Fee	Salaries, allowances and other benefits in kind	Contributions to retirement benefit scheme	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
For the year ended 31 March 2024				
Executive directors				
Ms. Ho Chiu Ha Maisy (Chairlady)	–	–	–	–
Mr. Lau Ling Tak	–	1,090	18	1,108
Ms. Man Wing Yee Ginny	–	–	–	–
Independent non-executive directors				
Mr. Siu Chi Yiu Kenny	114	–	6	120
Mr. Lee Chi Keung Jim	114	–	6	120
Dr. Chow Ho Wan Owen	114	–	6	120
	342	1,090	36	1,468

Notes:

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

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

(iii) There was no arrangement under which a director or chief executive waived or agreed to waive any remuneration during the year ended 31 March 2025 (2024: Nil).

(iv) During the years ended 31 March 2025 and 2024, no emoluments were paid by the Group to the Directors or chief executive as an inducement to join or upon joining the Group or as compensation for loss of office.

13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included one (2024: one) director, details of whose remuneration are set out in Note 12 above. Details of the remuneration for the year of the remaining four (2024: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2025	2024
	HK$'000	*HK$'000*
Salaries, allowances and other benefits in kind	**2,642**	2,449
Contribution to retirement benefits scheme	**60**	54
	2,702	2,503

13. FIVE HIGHEST PAID EMPLOYEES (CONTINUED)

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

	Number of employees	
	2025	2024
Nil to HK$1,000,000	**4**	4

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 March 2025, nor has any dividend been proposed since the end of the reporting period (2024: Nil).

15. LOSS PER SHARE

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

	2025	2024
	HK$'000	*HK$'000*
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	**(21,276)**	(187)

	2025	2024
	'000	*'000*
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	**2,612,959**	2,612,959

The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of options was higher than the average market price for shares for both 2025 and 2024.

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For the year ended 31 March 2025

16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement	Furniture, fixtures and equipment	Machinery	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Cost				
At 1 April 2023	1,699	383	1,333	3,415
Additions	898	80	112	1,090
At 31 March 2024	2,597	463	1,445	4,505
Additions	1,701	3,453	1,658	6,812
Written-off	(898)	(74)	–	(972)
At 31 March 2025	**3,400**	**3,842**	**3,103**	**10,345**
Accumulated depreciation and impairment				
At 1 April 2023	1,699	324	1,310	3,333
Charge for the year	76	15	27	118
At 31 March 2024	1,775	339	1,337	3,451
Charge for the year	377	403	344	1,124
Written-off	(76)	(16)	–	(92)
At 31 March 2025	**2,076**	**726**	**1,681**	**4,483**
Carrying amounts				
At 31 March 2025	**1,324**	**3,116**	**1,422**	**5,862**
At 31 March 2024	822	124	108	1,054

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	50% or over the shorter of lease term
Furniture, fixtures and equipment	20% – 40%
Machinery	25% – 33%

Notes to Consolidated Financial Statements

For the year ended 31 March 2025

17. RIGHT-OF-USE ASSETS

	Leasehold properties
	HK$'000
As at 31 March 2025	
Carrying amounts	**7,891**
As at 31 March 2024	
Carrying amounts	253
For the year ended 31 March 2025	
Depreciation charge	**3,042**
For the year ended 31 March 2024	
Depreciation charge	556

	2025	2024
	HK$'000	*HK$'000*
Expense relating to short-term leases	**1,431**	702
Variable lease payments not included in the measurement of lease liabilities	**1,167**	615
Total cash outflow for leases	**5,367**	2,126
Additions to right-of-use assets	**10,674**	–

For the years ended 31 March 2025 and 31 March 2024, the Group leases various playgrounds, office, and carpark for its operations. Lease contracts are entered into for fixed term of two to three years (2024: fixed term of two to three years). Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition to the portfolio of short-term leases for IP thematic experience centre and playgrounds which are entered into by the Group, the Group entered into several short-term leases for IP thematic experience centre and playgrounds during the year ended 31 March 2025.

18. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

For the year ended 31 March 2025, as the IP automation and entertainment business in Hong Kong incurred operating loss, the management of the Group concluded there was indication for impairment and conducted impairment assessment on certain property, plant and equipment and right-of-use assets with carrying amounts of approximately HK$4,594,000 and approximately HK$7,190,000, respectively, to which belong to IP automation and entertainment business.

In addition, the Group estimates the recoverable amount of the cash generating unit of provision of IP automation and entertainment services in Hong Kong to which the property, plant and equipment and right-of-use assets belong when it is not possible to estimate the recoverable amount individually.

18. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

The recoverable amount of that cash generating unit has been determined based on the value-in-use calculation by reference to a valuation carried out by Valtech Valuation Advisory Limited, an independent qualified professional valuer. The calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following five years with a pre-tax discount rate of 17.96% as at 31 March 2025. The annual growth rate used is ranging from 3.1% to 8.0%, which is based on the cash-generating unit's past performance and management expectations for the market development. The cash flows beyond the five-year period are extrapolated using 2.5% growth rate. Another key assumption for the value-in-use calculation is the budgeted gross margin, which is determined based on the cash-generating unit's past performance and management expectations for the market development.

As at 31 March 2025, based on the result of the assessment, management of the Group determined that the recoverable amount of the cash generating unit exceeded its carrying amount. Accordingly, no impairment loss would be recognised against the carrying amount of the cash generating unit.

19. DEFERRED TAX ASSETS

The following are the deferred tax assets recognised and the movements thereon during the current and prior year:

	ECL provision ***HK$'000***
At 1 April 2023	40
Credited to profit or loss *(Note 10)*	32
At 31 March 2024 and **31 March 2025**	**72**

As at 31 March 2025, the Group has deductible temporary differences of approximately HK$434,000. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

At the end of the reporting period the Group has unused tax losses of approximately HK$43,026,000 (2024: approximately HK$75,365,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

20. INVENTORIES

	2025	2024
	HK$'000	*HK$'000*
Finished goods – prize and merchandise	**1,087**	1,415

21. TRADE RECEIVABLES

	2025	2024
	HK$'000	*HK$'000*
Trade receivables	**18,675**	26,657
Less: Allowance for credit losses	**(8,182)**	(632)
	10,493	26,025

The Group's trading term with its customers is, in general, due upon the issuance of invoices.

As at 1 April 2023, trade receivables from contracts with customers amounted to approximately HK$3,896,000, net of expected credit loss allowance of approximately HK$244,000.

The following is an ageing analysis of trade receivables, net of expected credit loss allowances, presented based on the invoice dates:

	2025	2024
	HK$'000	*HK$'000*
0 to 30 days	**7,015**	21,111
31 – 60 days	**87**	19
61 – 90 days	**94**	4,818
91 to 180 days	**82**	7
181 to 365 days	**726**	31
Over 365 days	**2,489**	39
	10,493	26,025

As at 31 March 2025, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK$10,493,000 (2024: approximately HK$26,025,000) which are past due as at the reporting date.

Details of impairment assessment of trade receivables are set out in Note 37(b).

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2025	2024
	HK$'000	*HK$'000*
Prepayments *(Note a)*	**7,290**	10,095
Deposits *(Note b)*	**4,056**	1,967
Other receivables	**110**	118
	11,456	12,180
Less: Allowance for credit losses	**(18)**	(15)
	11,438	12,165
Prepayments classified as non-current assets *(Note c)*	**(1,068)**	–
	10,370	12,165

Details of impairment assessment of deposits and other receivables for the years ended 31 March 2025 and 2024 are set out in Note 37(b).

Notes:

(a) As at 31 March 2025, included in the Group's prepayment, an amount of approximately HK$5,584,000 (2024: approximately HK$9,175,000) represented the payment in advance for freight expenses.

(b) As at 31 March 2025, included in the Group's deposit, an amount of approximately HK$1,415,000 represented the rental deposit paid for a playground in Macau (2024: Nil).

(c) As at 31 March 2025, included in the Group's prepayment, an amount of approximately HK$1,068,000 represented the prepayment for the acquisition of property, plant and equipment (2024: Nil).

23. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include demand deposits and short-term deposits for the purpose of meeting the Group's short-term cash commitments, which carry interest at market rates range from 0.00% to 0.30% (2024: 0.00% to 0.67%).

Included in cash and cash equivalents are the following amounts denominated in currencies other than the group entities' functional currencies:

	2025	2024
	HK$'000	*HK$'000*
Amounts denominated in:		
US$	**2,743**	4,575
MOP	**408**	1,586

23. CASH AND CASH EQUIVALENTS (CONTINUED)

Included in cash and cash equivalents are the following amounts which are subject to foreign exchange control regulations and not freely transferable:

	2025	2024
	HK$'000	*HK$'000*
Amounts denominated in:		
RMB	**338**	469

Details of impairment assessment of bank balances are set out in Note 37(b).

24. TRADE PAYABLES

The following is an ageing analysis of trade payables presented based on the invoice dates:

	2025	2024
	HK$'000	*HK$'000*
0 – 30 days	**4,806**	14,651
31 – 60 days	**295**	–
61 – 90 days	**31**	–
91 – 180 days	**429**	1,882
Over 180 days	**1,742**	1,000
	7,303	17,533

The credit period on trade payables are generally 30 to 60 days (2024: 30 to 60 days).

25. OTHER PAYABLES AND ACCRUALS

	2025	2024
	HK$'000	*HK$'000*
Other payables *Note (a)*	**4,757**	2,981
Accruals	**2,580**	2,391
	7,337	5,372

Note:

(a) As at 31 March 2025, included in the Group's other payables amounted to approximately HK$4,150,000 (2024: approximately HK$3,480,000) represented the amount due to 深圳市頂上擂台保齡球樂園有限公司 which is unsecured, interest free and repayable on demand. Mr. Chan Yu Fung, one of the substantial shareholders of the Company, is the shareholder and director of this company.

26. CONTRACT LIABILITIES

	2025	2024
	HK$'000	*HK$'000*
Contract liabilities		
– Unutilised game token, gift card and customer loyalty program point	**1,510**	931
– Receipts in advance of dry bulk shipping and logistic business	**6,992**	10,254
	8,502	11,185

As at 1 April 2023, contract liabilities amounted to approximately HK$5,190,000.

Contract liabilities, that are not expected to be settled within the Group's normal operating cycle, are classified as current and non-current liabilities based on the Group's earliest obligation to transfer goods or services to the customers.

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

	Unutilised game token, gift card and customer loyalty program point	**Receipts in advance of dry bulk shipping and logistic business**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
For the year ended 31 March 2025			
Revenue recognised that was included in the contract liability balance at the beginning of the year	**931**	**10,254**	**11,185**
For the year ended 31 March 2024			
Revenue recognised that was included in the contract liability balance at the beginning of the year	495	4,695	5,190

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

– Receipts in advance of dry bulk shipping and logistic business

The Group recognises revenue from dry bulk shipping and logistic services over time as the vessel progresses to the discharge port. Prepaid freight payment is recorded as a contract liabilities and released to revenue proportionally.

The significant decrease in contract liabilities in current year was mainly due to the fulfillment of performance obligations related to those liabilities.

– Unutilised game token, gift card and customer loyalty program point

Revenue from game tokens is recognised when tokens are redeemed for in-game items. Unutilised game tokens are recorded as contract liabilities until they are redeemed or expired.

The increase in contract liabilities in current year was mainly due to higher sales of game token, gift cards and customer loyalty program point than prior year, increasing contract liabilities until redemption.

27. LOANS FROM SHAREHOLDERS

The loans from shareholders were unsecured, interest-free and repayable on demand.

28. OTHER BORROWINGS

	2025	2024
	HK$'000	*HK$'000*
Other borrowings, unsecured and repayable		
– Within one year	**3,613**	–

Other borrowings comprise:

	Maturity date	**2025**	2024
		HK$'000	*HK$'000*
Fixed-rate borrowings:			
2% unsecured other borrowing of RMB1,100,000	13 June 2025	**1,179**	–
2% unsecured other borrowing of RMB500,000	3 July 2025	**536**	–
2% unsecured other borrowing of RMB600,000	11 September 2025	**643**	–
2% unsecured other borrowing of RMB150,000	15 October 2025	**161**	–
2% unsecured other borrowing of RMB200,000	21 October 2025	**214**	–
2% unsecured other borrowing of RMB50,000	28 October 2025	**54**	–
2% unsecured other borrowing of RMB500,000	14 November 2025	**536**	–
2% unsecured other borrowing of RMB200,000	23 January 2026	**214**	–
Others		**76**	–
		3,613	–

29. LEASE LIABILITIES

	2025	2024
	HK$'000	*HK$'000*
Lease liabilities payable:		
Within one year	**3,857**	371
Within a period of more than one year but not exceeding two years	**4,508**	–
Within a period of more than two years but not exceeding five years	**290**	–
	8,655	371
Less: Amount due for settlement within 12 months shown under current liabilities	**(3,857)**	(371)
Amount due for settlement after 12 months shown under non-current liabilities	**4,798**	–

The incremental borrowing rates applied to lease liabilities range from 3.98% to 6.39% (2024: 8.18% to 9.20%).

30. SHARE CAPITAL

	Number of ordinary shares '000	HK$'000
Ordinary shares of HK$0.01 each		
Authorised:		
At 1 April 2023, 31 March 2024 and **31 March 2025**	20,000,000,000	200,000,000
Issued and fully paid:		
At 1 April 2023, 31 March 2024 and **31 March 2025**	2,612,959	26,130

31. SHARE OPTION SCHEME

The Company conditionally operates a share option scheme ("**Share Option Scheme**") for the purpose of attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group. The Share Option Scheme was adopted on 21 September 2011 and, unless otherwise terminated by ordinary resolution in general meeting or the board of directors, will remain in full force for ten years from that date.

The eligible persons of the Share Option Scheme include directors, employee, consultants or advisers, provider of goods or services, customers, holder of securities issued by the member of the Group and any other person has contributed to the Group (the "**Eligible Persons**").

The subscription price of the share options shall be a price determined by the board of directors and shall be at least the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the offer date; (ii) the average of the closing prices per share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; or (iii) the nominal value of the share.

The Eligible Person shall accept the offer or be deemed to have declined it at the date not later than ten business days after the offer date, provided that no such offer shall be opened for acceptance after the tenth anniversary of the date of adoption of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions of the Share Option Scheme. The amount payable by the grantee to the Company on acceptance of the offer shall be a nominal amount to be determined by the board of directors.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 10% of the total number of shares in issue as at the date of approval of the Share Option Scheme.

On 25 September 2013, the shareholders of the Company had approved the refreshment of the 10% scheme mandate limit on the grant of options under the Share Option Scheme. Options previously granted will not be counted for the purpose of calculating the scheme mandate limit as refreshed. Based on 2,220,000,000 shares of the Company in issue as at the date of refreshment, the Directors were authorised to issue options to subscribe for a total of 222,000,000 shares of the Company, representing 10% of the total number of shares of the Company in issue as at the date of refreshment.

Notes to Consolidated Financial Statements

For the year ended 31 March 2025

31. SHARE OPTION SCHEME (CONTINUED)

The total number of shares issued and to be issued upon exercise of the options granted to each Eligible Person (including both exercised and outstanding options under the Share Option Scheme) in any twelve-month period must not exceed 1% of the issued share capital of the Company. Any grant of share options in excess of the above limit is subject to the approval from the shareholders in general meeting.

The following table discloses movements of the Company's share options granted pursuant to the Share Option Scheme:

Year ended 31 March 2025

Participant	Options type	Date of grant	Exercise price per share *HK$*	Fair value at grant date per share *HK$*	Exercise period	As at 1 April 2024 *'000*	Granted during the year *'000*	Exercised during the year *'000*	Cancelled during the year *'000*	Lapsed during the year *'000*	As at 31 March 2025 *'000*
Employees other than directors	2014	17/9/2014	0.68	0.13027	17/9/2014 – 16/9/2024	**12,500**	**–**	**–**	**–**	**(12,500)**	**–**
Consultant	2014	17/9/2014	0.68	0.13027	17/9/2014 – 16/9/2024	**2,500**	**–**	**–**	**–**	**(2,500)**	**–**
						15,000	**–**	**–**	**–**	**(15,000)**	**–**

Year ended 31 March 2024

Participant	Options type	Date of grant	Exercise price per share *HK$*	Fair value at grant date per share *HK$*	Exercise period	As at 1 April 2023 *'000*	Granted during the year *'000*	Exercised during the year *'000*	Cancelled during the year *'000*	Lapsed during the year *'000*	As at 31 March 2024 *'000*
Employees other than directors	2014	17/9/2014	0.68	0.13027	17/9/2014 – 16/9/2024	12,500	–	–	–	–	12,500
Consultant	2014	17/9/2014	0.68	0.13027	17/9/2014 – 16/9/2024	2,500	–	–	–	–	2,500
						15,000	–	–	–	–	15,000

For equity-settled share-based payments with parties other than employees, the Group has the presumption that the fair values of the services received cannot be estimated reliably. As in the opinion of the Directors, the Group measured the services received from these parties and its fair value is approximate to the fair values of the share options granted using the black-scholes option pricing model, at the date these parties rendered related services to the Group.

No share option had been granted, exercised, cancelled during the years ended 31 March 2024 and 2025.

All of the outstanding share options have been lapsed during the year ended 31 March 2025.

32. RELATED PARTIES TRANSACTIONS

(a) Compensation of key management personnel

Remuneration for key personnel management, including emoluments paid to the Directors as disclosed in Note 12 to the consolidated financial statements, are as follows:

	2025	2024
	HK$'000	*HK$'000*
Short-term employees benefits	**1,437**	1,432
Post-employment benefits	**30**	36
Total	**1,467**	1,468

(b) Save as disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with the related parties:

Company	**Transactions**	**2025**	2024
		HK$'000	*HK$'000*
SJM Resorts, Limited *(Note 1)*	Revenue from IP automation and entertainment business	**3,123**	3,518
Ranex Investments Limited *(Note 1)*	Rent and rates	**(717)**	(1,049)
前海前峰科技(深圳)有限公司 *(Note 2)*	Other borrowings	**3,613**	–
	Interest expenses	**66**	–

Notes:

1. Ms. Ho Chiu Ha, Maisy, one of the Directors, is the shareholder and director of these companies.

2. Mr. Chan Yu Fung, one of the substantial shareholders of the Company, is the shareholder and director of this company.

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Lease liabilities	Loans from shareholders	Other borrowings	Accrued interest (included in other payables and accruals)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
As at 1 April 2023	1,124	1,004	–	–	2,128
Non-cash changes:					
Finance cost	62	–	–	–	62
Exchange adjustments	(6)	–	–	–	(6)
	56	–	–	–	56
Changes from cash flow:					
Advance from shareholders	–	83	–	–	83
Repayment of lease liabilities					
– Capital element	(747)	–	–	–	(747)
– Interest element	(62)	–	–	–	(62)
	(809)	83	–	–	(726)
At 31 March 2024	371	1,087	–	–	1,458
Non-cash changes:					
Finance cost	**380**	**–**	**–**	**66**	**446**
New lease entered	**10,674**	**–**	**–**	**–**	**10,674**
Others	**–**	**–**	**76**	**–**	**76**
Exchange adjustments	**(1)**	**–**	**–**	**–**	**(1)**
	11,053	**–**	**76**	**66**	**11,195**
Changes from cash flow:					
New borrowings raised	**–**	**–**	**3,537**	**–**	**3,537**
Repayment of lease liabilities					
– Capital element	**(2,389)**	**–**	**–**	**–**	**(2,389)**
– Interest element	**(380)**	**–**	**–**	**–**	**(380)**
	(2,769)	**–**	**3,537**	**–**	**768**
At 31 March 2025	**8,655**	**1,087**	**3,613**	**66**	**13,421**

34. CAPITAL COMMITMENTS

	2025	2024
	HK$'000	*HK$'000*
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided for in the consolidated financial statements	**1,068**	–

35. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are as follows:

Name of subsidiary	Place of incorporation/ operations	Issued and fully paid up share capital	Proportion of ownership interest and voting power held by the Company				Principal activities
			Directly		Indirectly		
			2025	2024	**2025**	2024	
Evershining International Logistics Limited	Hong Kong	HK$10,000	**–**	–	**100%**	100%	Provision of dry bulk shipping services
Evershining International Shipping Limited	Hong Kong	HK$10,000	**–**	–	**100%**	100%	Provision of dry bulk shipping services
Wider Yield Limited	Hong Kong	HK$10,000	**100%**	100%	**–**	–	IP automation and entertainment business
Greater Yield Logistics Limited	Hong Kong	HK$10,000	**100%**	100%	**–**	–	Sales of merchandise
Wider Yield (Macau) Limited	Macau	MOP25,000	**–**	–	**100%**	100%	IP automation and entertainment business
深圳市恒富輝科技有限公司*	Mainland China	RMB5,000,000	**–**	–	**100%**	100%	IP automation and entertainment business
恒富輝貨運代理（深圳）有限公司+	Mainland China	RMB5,000,000	**–**	–	**100%**	100%	Provision of dry bulk shipping services
深圳市恒富輝餐飲管理有限公司+ *(Note a)*	Mainland China	Paid up capital of RMB110,500 and unpaid registered capital of RMB89,500	**–**	–	**100%**	–	Operation of a restaurant
深圳市恒富輝文化傳播有限公司+ *(Note a)*	Mainland China	RMB1,000,000	**–**	–	**100%**	–	IP automation and entertainment business
深圳市御之家文化傳媒有限責任公司+ ("御之家") *(Note b)*	Mainland China	RMB1,000,000	**–**	–	**–**	51%	IP automation and entertainment business

* A wholly foreign owned enterprise establised in the PRC
+ A PRC domestic company

Notes:

(a) Newly set up during the year ended 31 March 2025.

(b) During the year ended 31 March 2025, the Group disposed of its 51% equity interest in 御之家 to an individual third party at a total consideration of RMB10,000. Details are disclosed in Note 40.

(c) None of the subsidiaries had issued any debts securities at the end of the year.

36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes loans from shareholders, other borrowings and lease liabilities, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Group's risk management committee reviews the capital structure on an annual basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. The Group has a target gearing ratio of 25% determined as the proportion of net debt to equity. Based on the committee's recommendations, the Group will balance its overall capital structure through issue of new shares as well as the issue of new debt.

The gearing ratio at the end of the reporting period was as follows:

	2025 *HK$'000*	2024 *HK$'000*
Total debts#	**13,355**	1,458
Total (deficits) equity	**(2,311)**	19,372
Gearing ratio	**(577.9%)**	7.5%

Total debts represent the loans from shareholders, other borrowings and lease liabilities.

37. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2025 *HK$'000*	2024 *HK$'000*
Financial assets		
At amortised cost:		
Trade receivables	**10,493**	26,025
Deposits and other receivables	**4,148**	2,070
Cash and cash equivalents	**8,061**	25,211
	22,702	53,306
Financial liabilities		
At amortised cost:		
Trade payables	**7,303**	17,533
Other payables and accruals	**7,280**	5,365
Loans from shareholders	**1,087**	1,087
Other borrowings	**3,613**	–
Lease liabilities	**8,655**	371
	27,938	24,356

37. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, deposits and other receivables, cash and cash equivalents, trade payables, other payables and accruals, loans from shareholders, other borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (currency risk and interest rate risk), operational risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

(i) Market risk

(a) Currency risk

Several subsidiaries of the Company have foreign currency bank balances which expose the Group to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets at the end of the reporting period are as follows:

	Assets	
	2025	2024
	HK$'000	*HK$'000*
RMB	**207**	206
US$	**2,743**	4,575

The Group currently does not have a foreign exchange hedging policy. However, the Directors monitor foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise. In virtue of the exposure on currency risk being minimal, the respective quantitative disclosures have not been prepared.

No sensitivity analysis was prepared as the Directors consider that the exposure of currency risk is insignificant.

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(i) Market risk (Continued)

(b) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate other borrowings and lease liabilities, as set out in Notes 28 and 29 respectively. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances as detailed in Note 23. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Total interest income from financial assets that are measured at amortised cost:

	2025	2024
	HK$'000	*HK$'000*
Other income		
Financial assets at amortised cost	**94**	278

Interest expense on financial liabilities not measured at FVTPL:

	2025	2024
	HK$'000	*HK$'000*
Financial liabilities at amortised cost	**446**	62

Sensitivity analysis

Bank balances are excluded from sensitivity analysis as the Directors consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

(ii) Operational risk

During the year ended 31 March 2025, the Group's exposure to operational risk is primarily attributable to heavy reliance on major customer located in the PRC for the segment of dry bulk shipping and logistic services business. The largest customer accounted for approximately HK$58,701,000 or 58.7% (2024: approximately HK$30,080,000 or 34.1%) of the Group's total revenue for the year ended 31 March 2025. The Directors will continue closely monitoring the performance and financial performance and position of this major customer to avoid any adverse impact on the Group's performance and financial position.

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iii) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposure are primarily attributable to trade receivables, deposits and other receivables and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Trade receivables, deposits and other receivables

Credit evaluations are performed on all customers requiring credit terms. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as to the economic environment. The management monitors the financial background and creditability of those debtors on an ongoing basis. The Group seeks to minimise its risk by dealing with counterparties which have good credit history.

The Group has a concentration of credit risk in certain individual customers. At the end of each reporting period, the five largest receivable balances accounted for approximately 83.1% (2024: approximately 81.8%) of the total gross trade receivables and the largest trade receivable was approximately 33.4% (2024: approximately 25.6%) of the Group's total gross trade receivables. The Directors closely monitor the risk exposure of the customers and would take appropriate action to ensure the risk exposure is acceptable. The Directors are of the view that the expected cash flow of trade receivables are sufficient to cover the carrying amount of trade receivables as at 31 March 2025.

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iii) Credit risk and impairment assessment (Continued)

Trade receivables, deposits and other receivables (Continued)

For trade receivables, expected loss rates are based on actual loss experience over the past 3 years and are adjusted for the forword-looking information that is available without undue cost or effort. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

During the year ended 31 March 2025, the Group recognised allowance for expected credit losses related to the trade receivables amounted to approximately HK$7,550,000 (2024: approximately HK$388,000).

In determining the ECL of the Group's deposits and other receivables, the management assessed the expected credit losses individually by estimation based on historical credit losses experience, general economic conditions of the relevant industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. During the year ended 31 March 2025, the Group recognised allowance for expected credit losses related to the deposits and other receivables amounted to approximately HK$3,000 (2024: reversal of allowance for expected credit losses related to the deposits and other receivables amounted to approximately HK$6,000).

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit-rating agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. The 12m ECL on bank balances is considered to be insignificant and therefore no loss allowance was recognised.

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iii) Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	Amount is past due more than 30 days or there have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	Amount is past due more than 90 days or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written-off	Amount is written-off

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iii) Credit risk and impairment assessment (Continued)

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

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	2025 Gross carrying amount		2024 Gross carrying amount	
					HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Financial assets at amortised cost								
Trade receivables	21	N/A	(Note (i))	Lifetime ECL (not credit-impaired)	**7,382**		26,398	
			Loss	Lifetime ECL (credit-impaired)	**11,293**	**18,675**	259	26,657
Deposits and other receivables	22	N/A	Low risk	12m ECL		**4,166**		2,085
Bank balances	23	AA-to A-	Low risk	12m ECL		**8,061**		25,211

Note:

(i) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL.

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired).

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iii) Credit risk and impairment assessment (Continued)

	Average loss rate	**Gross carrying amount**	**Expected credit loss allowance**
	%	***HK$'000***	***HK$'000***
At 31 March 2025			
Within 30 days past due	**2.3**	**7,182**	**167**
31-60 days past due	**9.3**	**96**	**9**
61-90 days past due	**9.5**	**104**	**10**
Over 90 days past due	**70.8**	**11,293**	**7,996**
		18,675	**8,182**

	Expected loss rate	Gross carrying amount	Expected credit loss allowance
	%	*HK$'000*	*HK$'000*
At 31 March 2024			
Within 30 days past due	1.2	21,377	266
31-60 days past due	3.6	20	1
61-90 days past due	3.7	5,001	183
Over 90 days past due	70.1	259	182
		26,657	632

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

As at 31 March 2025, the Group provided ECL allowance of approximately HK$8,182,000 (2024: approximately HK$632,000), based on the provision matrix.

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iii) Credit risk and impairment assessment (Continued)

The following table shows the reconciliation of ECL allowances for trade receivables, deposits and other receivables:

	Trade receivables		Deposits and other receivables	
	Lifetime ECL (not credit-impaired) *HK$'000*	Lifetime ECL (credit-impaired) *HK$'000*	Lifetime ECL (not credit-impaired) *HK$'000*	Total *HK$'000*
At 1 April 2023	(87)	(157)	(21)	(265)
– Impairment losses recognised	(363)	(25)	–	(388)
– Impairment losses reversed	–	–	6	6
At 31 March 2024	(450)	(182)	(15)	(647)
– Transfer to lifetime ECL (credit-impaired)	46	(46)	–	–
– Impairment losses recognised	(186)	(7,768)	(3)	(7,957)
– Impairment losses reversed	404	–	–	404
At 31 March 2025	**(186)**	**(7,996)**	**(18)**	**(8,200)**

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iv) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of internal funding to meet its working capital requirements.

The Group monitors its risk to a shortage of funds by considering the maturity of both its financial liabilities and financial assets (for example, trade receivables) and projected cash flows from operations.

The Group is exposed to liquidity risk as the Group had net current liabilities of approximately HK$12,406,000 as at 31 March 2025. The liquidity of the Group primarily depends on the future funding being available and the ability of the Group to meet its financial obligations as they fall due. Details of which are set out in Note 3.1 to the consolidated financial statements.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows.

	Weighted average interest rate	On demand or less than 1 year	1 to 2 years	2 to 5 years	Total undiscounted cash flows	Carrying amount at 31 March 2025
	%	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
2025						
Non-derivative financial liabilities						
Trade payables	–	7,303	–	–	7,303	7,303
Other payables and accruals	–	7,280	–	–	7,280	7,280
Loans from shareholders	–	1,087	–	–	1,087	1,087
Other borrowings	2%	3,641	–	–	3,641	3,613
Lease liabilities	3.98% – 6.39%	4,251	4,683	293	9,227	8,655
		23,562	4,683	293	28,538	27,938

37. FINANCIAL INSTRUMENTS (CONTINUED)

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

(iv) Liquidity risk (Continued)

	Weighted average interest rate %	On demand or lesss than 1 year *HK$'000*	Total undiscounted cash flows *HK$'000*	Carrying amount at 31 March 2024 *HK$'000*
2024				
Non-derivative financial liabilities				
Trade payables	–	17,533	17,533	17,533
Other payables and accruals	–	5,365	5,365	5,365
Loans from shareholders	–	1,087	1,087	1,087
Lease liabilities	8.18% to 9.20%	378	378	371
		24,363	24,363	24,356

(c) Fair value measurements of financial instruments

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values.

38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2025	2024
	HK$'000	*HK$'000*
NON-CURRENT ASSETS		
Investment in subsidiaries	**21**	21
Right-of-use assets	**1,001**	230
	1,022	251
CURRENT ASSETS		
Prepayments, deposits and other receivables	**284**	388
Amounts due from subsidiaries	**11,538**	8,850
Cash and cash equivalents	**684**	5,360
	12,506	14,598
CURRENT LIABILITIES		
Other payables and accruals	**780**	970
Lease liabilities	**664**	346
Loans from shareholders	**582**	582
Amounts due to subsidiaries	**19,397**	12,551
	21,423	14,449
NET CURRENT (LIABILITIES) ASSETS	**(8,917)**	149
TOTAL ASSETS LESS CURRENT LIABILITIES	**(7,895)**	400
NON-CURRENT LIABILITIES		
Lease liabilities	**347**	–
NET (LIABILITIES) ASSETS	**(8,242)**	400
CAPITAL AND RESERVES		
Share capital	**26,130**	26,130
Reserves	**(34,372)**	(25,730)
TOTAL (DEFICITS) EQUITY	**(8,242)**	400

The statement of financial position of the Company was approved and authorised for issue by the Board of Directors on 27 June 2025 and are signed on its behalf by:

Ms. Man Wing Yee Ginny	**Mr. Lau Ling Tak**
Director	*Director*

38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Movement of the Company's reserve

	Share premium	Share option reserve	Accumulated losses	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2023	297,517	1,954	(313,398)	(13,927)
Loss and total comprehensive expense for the year	–	–	(11,803)	(11,803)
At 31 March 2024	**297,517**	**1,954**	**(325,201)**	**(25,730)**
Loss and total comprehensive expense for the year	**–**	**–**	**(8,642)**	**(8,642)**
Lapse of share option	**–**	**(1,954)**	**1,954**	**–**
At 31 March 2025	**297,517**	**–**	**(331,889)**	**(34,372)**

Note:

Distributable reserves

As at 31 March 2025, the Company's reserves available for cash distribution and/or distribution in specie, calculated in accordance with the Companies Law (2003 Revision) of the Cayman Islands to members amounted to Nil (2024: Nil) which comprised share premium of approximately HK$297,517,000 (2024: approximately HK$297,517,000) and deficit balance of accumulated losses of approximately HK$331,889,000 (2024: approximately HK$325,201,000).

39. MAJOR NON-CASH TRANSACTION

During the year ended 31 March 2025, the Group entered into new lease agreements for the use of office, IP thematic experience centre and playgrounds. On the lease commencement, the Group recognised right-of-use assets and lease liabilities of approximately HK$10,674,000 and approximately HK$10,674,000 respectively.

40. DISPOSAL OF A SUBSIDIARY

On 27 March 2025, the Company disposed of its 51% equity interests in 御之家 to an individual third party at a total consideration of RMB10,000.

(i) Consideration receivable

	HK$'000
Consideration receivable to be satisified by cash	11

40. DISPOSAL OF A SUBSIDIARY (CONTINUED)

(ii) Analysis of assets and liabilities over which control was lost

	HK$'000
Trade receivables	13
Prepayments and other receivables	652
Cash and cash equivalents	39
Other payables and accruals	(681)
Tax payables	(1)
Net assets disposed of	22

(iii) Loss on disposal of a subsidiary

	HK$'000
Consideration receivable to be satisified by cash	11
Net assets disposed of	(22)
Non-controlling interest	11
Loss on disposal of a subsidiary	–

(iv) Net cash outflow from disposal of a subsidiary

	HK$'000
Cash and cash equivalent balances being disposal of	(39)

41. RETIREMENT BENEFITS SCHEME

The Group operates a MPF scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Under the scheme, the employer and employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. The Group contributes 5.0% of relevant payroll costs capped at HK$1,500 (2024: HK$1,500) per month to MPF scheme, in which the contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of the state-managed retirement benefits scheme operated by the government of PRC. The subsidiaries in the PRC are required to contribute a certain percentage of the payroll cost to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

The total expense recognised in profit or loss of approximately HK$930,000 (2024: approximately HK$815,000) represents contributions paid or payable to these plans by the Group at rates specified in the rules of the plans. As at 31 March 2025, there was no past due contributions in respect of the years ended 31 March 2025 and 31 March 2024 had not been paid over to the plans.

At 31 March 2025 and 2024, the Group had no forfeited contribution available to reduce its contributions to the retirement benefit schemes in future years.

Financial Summary

For the year ended 31 March 2025

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements and the Prospectus is set out below:

RESULTS

	For the year ended 31 March				
	2025	2024	2023	2022	2021
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Revenue	**100,044**	88,177	90,992	47,939	7,175
Loss for the year attributable to owners of the Company	**(21,276)**	(187)	(1,026)	(4,972)	(8,152)
Dividends	**–**	–	–	–	–

ASSETS AND LIABILITIES

	At 31 March				
	2025	2024	2023	2022	2021
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Total assets	**44,904**	66,195	40,975	51,569	33,263
Total liabilities	**(47,215)**	(46,823)	(21,697)	(30,990)	(17,161)
Total (deficits) equity	**(2,311)**	19,372	19,278	20,579	16,102