TIMELESS RESOURCES HOLDINGS LIMITED
天時資源控股有限公司

(incorporated in Hong Kong with limited liability)
(Stock Code: 8028)

ANNUAL REPORT

FOR THE YEAR ENDED 31 MARCH 2026

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This report, for which the directors (the "Directors" or individually a "Director") of TIMELESS RESOURCES HOLDINGS LIMITED (the "Company") 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 the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

This report shall remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company's website at www.timeless.com.hk.

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Corporate Information

Directors

Executive Directors

Felipe TAN *(Chairman)*
Ronald TAN *(Chief Executive Officer)*

Independent Non-Executive Directors

CHAN Choi Ling
CHUNG Wai Keung David (appointed on 5 May 2026)
LAM Kwai Yan
YU Leung Fai

Audit Committee

YU Leung Fai *(Chairman)*
CHAN Choi Ling
CHUNG Wai Keung David (appointed on 5 May 2026)
LAM Kwai Yan

Nomination Committee

LAM Kwai Yan *(Chairman)*
CHAN Choi Ling
CHUNG Wai Keung David (appointed on 5 May 2026)
YU Leung Fai

Remuneration Committee

CHAN Choi Ling *(Chairlady)*
CHUNG Wai Keung David (appointed on 5 May 2026)
LAM Kwai Yan
YU Leung Fai

Company Secretary

TANG Chung Kan

Auditors

CCTH CPA Limited
Certified Public Accountants

Legal Adviser

CLKW Lawyers LLP
in association with Michael Li & Co.

Share Registrar

Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

Principal Bankers

Hang Seng Bank Limited
Nanyang Commercial Bank, Limited

Registered Office

Room 2208
118 Connaught Road West
Hong Kong

Listing

GEM of The Stock Exchange of Hong Kong Limited

Stock Code

8028

Authorised Representatives to the Stock Exchange

Felipe TAN
TANG Chung Kan

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Chairman's Statement

On behalf of the board (the "Board") of directors of the Company, I am pleased to present the annual results of the Company and its subsidiaries (collectively, the "Group") for the financial year ended 31 March 2026.

In the current year. the global macroeconomic landscape remained complex and volatile, characterised by shifting monetary policies, ongoing geopolitical uncertainties, and a dynamic global trade environment. Furthermore, the recent outbreak of conflict in the Middle East has introduced a new layer of macroeconomic uncertainty. This geopolitical escalation carries potential ripple effects, including the increased volatility in global energy markets and subsequent inflationary pressures on freight, materials, and operational costs. However, this geopolitical uncertainty has supported global demand for safe-haven assets, creating a robust pricing environment for precious metals.

Our active engagement in the sales of precious metals allowed the Group to leverage favourable safe-haven assets market conditions. On the other hand, the current financial year marked a pivotal evolution for our Mining and Metal Business as we strategically expanded our footprint into blockchain technology alongside our traditional physical operations. A remarkable milestone for the current financial year was the successful launch of silver tokens in March 2026, bridging traditional silver assets with blockchain technology. Our project of tokenising physical silver assets is designed to potentially unlock asset liquidity, broaden our customer base, and capture the growing demand for tokenised commodities. We believe the tokenisation of tangible silver assets represents a transformative, forward-looking growth driver for the Group.

For nickel price, it experienced significant volatility, with prices trended lower during the second half of 2025, reaching a trough of US$14,000 per metric tonne as the market digested continued high output from Indonesia. However, a strong rebound in the first quarter of 2026 was observed, with prices rising to a range of US$17,000 to US$19,000 per metric tonne. The upward trend was driven by shortening supplies from Indonesia as a result of tightening mining quotas, which significantly curbed oversupply fears and rebalanced the market alongside evolving demand metrics from Mainland China.

Despite short-term market fluctuations, the fundamental demand for nickel remains robust. As a critical component in the battery supply chain, the ongoing global transition towards electric vehicles and green energy solutions underpins our strong, positive long-term outlook for nickel.

The Baishiquan Nickel-copper Mine remains in the development phase during the current financial year. We have continued to advance the necessary exploration work and feasibility study. Specifically, the feasibility and other related reports had been submitted to the relevant government authorities for approval in January 2026 and we expect to obtain such approval within the year of 2026. Due to tightening regulatory requirements, continuous inflation in recent years and increasing labour and material costs, we expected there will be considerable uncertainties in relation to the development of the Baishiquan Nickel-copper Mine in the future.

As for our Software Business, it has delivered a solid performance in the current financial year and continues to build strong momentum. This segment has successfully expanded its client base and contributed a stable, growing revenue stream for the Group.

The demand for software and digital solutions in Mainland China represents a particularly compelling growth driver for this segment. Driven by strong national directives such as the "Digital China" initiative and the strategic priorities of the 15th Five-Year Plan, the Mainland China market is entering into a phase of accelerated, data-driven development. Digital development has been designated as a core priority for 2026, focusing on the cultivation of a unified national data market and the deep integration of data-driven technology with industrial innovation. The digital transformation market size in Mainland China is projected to grow significantly, reaching an estimated level of US$322.8 billion in 2026. Traditional industries such as manufacturing, transportation, and finance are rapidly modernising as digital transformation becomes the main focus for economic development. Enterprises of all sizes are increasingly adopting cloud-native architectures, artificial intelligence, and big data analytics to enhance operational efficiency, optimise workflows, and build scalable digital operations.

As digital transformation accelerates across various industries in Mainland China, the demand for innovative software development and tailored technological solutions continues to rise. We are strategically positioned to capture these emerging market opportunities. As the demand for innovative software development and tailored enterprise technological solutions continues to rise across various sectors, we remain highly confident in the long-term revenue growth and scalability of this business segment.

Finally, I would like to take this opportunity to express our sincere gratitude to our shareholders, customers, suppliers, and business partners for their trust and continued support. My heartfelt appreciation also extends to my fellow Board members, the management team, and all our staff members for their dedication and valuable contributions to the Group's continuous development.

On behalf of the Board
Felipe Tan
Chairman

Hong Kong, 25 June 2026

Management Discussion and Analysis

About the Group

The Company is a limited liability company incorporated in Hong Kong and its shares are listed on GEM of the Stock Exchange. The address of its registered office and principal place of business is Room 2208, 118 Connaught Road West, Hong Kong.

Segmental Information

The Company acts as an investment holding company. The Company and its subsidiaries (collectively referred as the "Group") are principally engaged in (i) the exploration, development and exploitation of mines and sales of precious metals ("Mining and Metal Business"); and (ii) the provision of integrated IT solutions and other related services ("Software Business").

During the year under review, the revenue from the Mining and Metal Business and the Software Business accounted for 73% (2025: 97%) and 27% (2025: 3%) of the Group's total revenue, respectively.

Business Review and Outlook

Mining and Metal Business

Overview

The Mining and Metal Business primarily comprises of exploration, development and exploitation of a nickel-copper mine in the Mainland China and sales of precious metals.

Precious metals sales operation

During the year, the Group sold physical precious metals of 281,304 ounces (2025: 4,478 ounces) with revenue of HK$172,777,000 (2025: HK$107,567,000) and gross profit of HK$16,291,000 (2025: HK$196,000) respectively. Improvement in both revenue and gross profit during the year was due to favourable price movement for precious metals as well as broadening customer base during the year.

In addition to the sales of physical precious metals, the Group, through its subsidiary, entered into a non-legally binding strategic memorandum of understanding with HashKey Token Limited ("HashKey") and Eddid Securities and Futures Limited ("Eddid Securities") to explore potential cooperation opportunities relating to the development and deployment of digital tokens backed by physical silver assets (the "Silver Tokens"). The Group also entered into a consultancy service agreement with Maxa Financial Group Holding Limited, which acted as a consultant for the development and deployment of the Silver Tokens.

On 23 March 2026, the Group and Eddid Securities entered into a placing agreement pursuant to which Eddid Securities has agreed to place, on a best effort basis, up to 40,000 Silver Tokens to be minted to professional investors as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "Placing"). The Placing was subsequently completed on 27 March 2026 and a total of 33,227.875 Silver Tokens have been successfully placed by Eddid Securities. In respect of the Placing of the Silver Tokens, the Group received a gross consideration of HK$17,614,000, resulting in a net gain of HK$5,630,000.

The physical silver assets that are assigned for the Placing are separated from the Group's other physical silver assets assigned for traditional trading. The physical silver assets that back the Silver Tokens are physically stored in vaults operated by a leading global provider of cash and valuables management, digital retail solutions, and ATM managed services.

Business Review and Outlook (Continued)

Mining and Metal Business (Continued)

Overview (Continued)

Precious metals sales operation (Continued)

Additionally, in order to serve the purpose of assets segregation from the Group and insolvency protection, the underlying physical silver assets that back the Silver Tokens are held on trust by an independent unrelated trustee (the "Trustee") for the beneficiaries. The Trustee is a registered trust company under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong) and it holds Trust and Company Service Provider licence issued by the Companies Registry of Hong Kong. The Trustee provides trustee service in managing the underlying physical silver assets and has over 30 years of experience in providing trustee and corporate services. Assets managed by the Trustee on behalf of its clients included cash, stocks, commodity, gold bullions, private shares, funds, properties, insurance policies, digital assets and arts.

In the opinion of the Group, the underlying physical silver assets were held on trust solely for the purpose of segregation of assets and insolvency protection. The trust was established for physical silver custodian and handling administrative procedures for physical silver redemption in accordance with predetermined procedures set out in the trust deed without any decision-making processes.

In addition, the development and deployment of the Silver Tokens represented tokenisation of units of trust holding physical silver assets, and such physical silver assets are sold in the Group's ordinary and usual course of business. In the opinion of the Group, the tokenisation arrangement did not change the fundamental economic characteristics of the underlying assets. In other words, tokenised units of trust holding physical silver assets and physical silver are, from the Group's perspective, the same type of assets that are managed and sold in the Group's ordinary and usual course of business.

However, as advised for financial reporting purpose, the trust established for the purposes of asset holding and handling administrative procedures for physical silver redemption was a consolidated structured entity under the relevant HKFRS Accounting Standards. The completion of the Placing led to a loss of control over the trust. The net gain from the completion of placing of the Silver Tokens during the year was presented as "gain on disposal of a consolidated structured entity" in the consolidated statement of profit or loss and other comprehensive income.

The Company believes that the blockchain technology is going to change the precious metals operation model globally. The completion of the Placing enables the Group to combine expertise, experience and resources from its precious metals sales business and software business, providing the investors with greater flexibility and easier access to physical silver assets. The Group believes that the completion of the Placing represents an opportunity for the Group to promote digitalisation and tokenisation of traditional precious metals transactions and unleash the potential of the precious metals market. It would also allow the Group to support the precious metals operation with the emerging blockchain technology, potentially enhancing its market influence and competitiveness.

In addition to the benefit mentioned above, the launch of the Silver Tokens combines direct ownership of physical silver with the portability and efficiency of digital assets, enabling fractional ownership.

Further details of the Silver Tokens are set out in the Company's announcements dated 20 August 2025, 18 September 2025, 4 November 2025, 3 December 2025, 7 January 2026, 23 March 2026, 27 March 2026 and 11 May 2026.

Business Review and Outlook (Continued)

Mining and Metal Business (Continued)

Overview (Continued)

Mining operations

During the year, the Group had completed the drafting of feasibility study and other related reports, including the safety evaluation report, geological hazard and environment restoration report, water resources report, environmental report and social stability report ("Feasibility Package") in order to obtain the approval from National Development and Reform Commission ("NDRC") for the development of the phase two mining zone of the Baishiquan Nickel-copper Mine. The Group had submitted the Feasibility Package to NDRC for formal approval in January 2026. During the year, supplementary drilling was performed which is essential for the next step of mine design to be carried out in 2026.

Outlook

The Group has been keeping track on the market trend of precious metals, including gold and silver, when making business decisions for its precious metals sales business. The global silver market is in a structural supply deficit for the sixth consecutive year. According to the Silver Institute's latest World Silver Survey, the market will record a 46.3 million ounces shortfall in 2026, widening from a 40.3 million ounces deficit in 2025. In addition, the explosive growth of artificial intelligence ("AI") and related technology in recent years became another major driver of global silver demand as silver is one of the non-replaceable components for AI infrastructure due to its superb electrical and thermal conductivity.

As a result, the Group considered that silver had been significantly undervalued. During the year, silver price gradually picked up and shattered the crucial resistance of US$40 per troy ounce, reaching a historical peak of US$122 per troy ounce in January 2026. Notwithstanding a price correction starting from early February 2026, the Group has strong confidence in the long-term growth in silver price given the strong industrial demand. In view of this, silver will likely be one of the most popular investments in the foreseeable future. In order to capture the increasing demand for silver investment and boost the popularity of the Group's Silver Tokens, the Group will be exploring potential cooperation opportunities with different business partners to promote the Silver Tokens not only in Hong Kong, but also in other jurisdictions. The Group aims at offering the silver investors with more flexible arrangement in purchasing silver and, at the same time, enables the Group to trade silver at a larger volume by broadening its customer base. In the opinion of the Group, the market environment in Hong Kong in relation to tokenisation of real world asset continues to develop in a more favourable direction and such development will definitely benefit the Group's operations in the future.

On the other hand, following the tightening of mining quotas in Indonesia that leads to shortening supply, the London Metal Exchange nickel price rebounded from approximately US$14,000 per metric tonne to approximately US$19,000 per metric tonne during the year. With the huge consumption demand in sectors like electric vehicles and stainless steel, the Group is of the view that the nickel price will at least remain stable in future.

The Group experienced a prolonged approval time for the Feasibility Package submitted to the NDRC in respect of the development of the phase two mining zone of the Baishiquan Nickel-copper Mine. The Group is actively working with relevant government authorities to accelerate the approval process in order to catch up with the rebound trend of nickel price. Due to tightening regulatory requirements, continuous inflation in recent years and increasing labour and material costs, it is expected that there will be considerable uncertainties in relation to the development of the Baishiquan Nickel-copper Mine in the future. The Group targeted to obtain relevant approval from the NDRC by September 2026 and obtain the approval of mine design and related safety evaluation report by the end of December 2026. Mine site construction is expected to commence in the first half of year 2027. Subject to the timing of approval by the government authorities, the progress of the development phase and construction work and locating a suitable processing plant, the development and construction of mine facilities will take approximately 18 months.

Business Review and Outlook (Continued)

Mining and Metal Business (Continued)

Resource Estimates Update

As at 31 March 2026, the details of the resource estimates of the mining zone (phase two) are set out below:

Mine	Resource category	Tonnage	Average grade	
		(tonnes*1,000)	(Ni%)	(Cu%)
Baishiquan Nickel-copper Mine	Indicated Inferred	3,962 3,116	0.55 0.60	0.36 0.32

Notes:

(1) The resource estimates are based on the verification report of resources and reserves approved by the PRC Ministry of Natural Resources on 10 November 2023. It was prepared in accordance with the standard in the classifications for mineral resources and mineral reserves (GB/T 17766-2020) of the PRC.

(2) Cut-off grade is 0.3%.

Exploration, Development and Mining Production Activities

The exploration, development and mining production activities of the mining zone (phase two) of the Group for the year ended 31 March 2026 are summarised below:

Mine	Activity		
	Exploration	Development	Mining
Baishiquan Nickel-copper Mine	Completed 5 surface drill holes of a total of approximately 2,509 meters	Submission of feasibility study, safety evaluation report, geological hazard and environment restoration report, water resources report, environmental report and social stability report for approval	No material activity

Business Review and Outlook (Continued)

Mining and Metal Business (Continued)

Expenditure Incurred

During the year ended 31 March 2026, the Group had incurred the following expenditure related to the exploration and development activities:

		Total HK$'000
1.	**Capital Expenditure**	
1.1	Exploration activities	
	Drilling and analysis	2,043
1.2	Development activities (including mine construction)	
	Preparation of proposal for development plan	–
Total Capital Expenditure		**2,043**
2.	**Operating Expenditure for Mining Activities**	
	Staff cost	–
	Consumables	–
	Fuel, electricity, water and other services	–
	Non-income taxes, royalties and other government charges	–
	Others	–
Total Operating Expenditure		**–**
Total Capital and Operating Expenditure		**2,043**
3.	**Processing Expenditure**	**–**
Total Expenditure		**2,043**

Infrastructure Projects and Subcontracting Arrangements

There were new contracts entered into during the year ended 31 March 2026 (2025: new contracts related to feasibility study and related reports of Baishiquan Nickel-copper Mine) which were related to exploration and mine design work of Baishiquan Nickel-copper Mine. As at 31 March 2026, the capital commitment related to these contracts amounted to approximately HK$8,675,000 (2025: HK$2,023,000).

Business Review and Outlook (Continued)

Software Business

Overview

Software Business comprised of the provision of integrated IT solutions and other related services, including software maintenance and development services, digital management software transformation services, centralised data storage and AI data analysis, development of high performance systems. After the establishment of a subsidiary in the PRC in the last financial year, the Group's Software Business continues to expand, building solid connection with famous industry leaders which are engaged in the provision of information and communication technology services and e-commerce.

For the year ended 31 March 2026, there was segment revenue of HK$62,761,000 (2025: HK$3,055,000) and segment profit of approximately HK$7,211,000 (2025: HK$343,000). The improvement in results of the Group's Software Business was due to expansion of scale of operations during the year.

Outlook

The software industry in the PRC has grown strongly over the past five years. Strong demand from the government and downstream software users have supported the industry's performance. The continuous and rapid development of AI, blockchain and other advanced technology in recent years provided the Group with great opportunities for developing its Software Business. Specifically, the digital transformation market size in Mainland China is projected to grow significantly, reaching an estimated level of US$322.8 billion in 2026, and such trend is expected to continue in the future. With the PRC government's preferential policies, including but not limited to the "Digital China" initiative and the strategic priorities of the 15th Five-Year Plan to support the industry, software industry is expected to remain on a remarkable growth in the future.

As mentioned in the overview section of the Mining and Metal Business, the Group launched its Silver Tokens by integrating its expertise in both sales of precious metals and software solution sectors, changing its precious metals sales business to a more approachable business model by means of tokenisation of units of trust holding physical silver assets, thereby allowing its customers with greater flexibility when compared with traditional practices. The Group's Software Business will provide continuous support for further development of the Group's Silver Tokens in the future.

In addition to the above, the Group is actively negotiating with a giant conglomerate operating in Malaysia for potential business opportunities. The Group believes that the cooperation will probably be materialised by the end of 2026. Looking ahead, the Group will continue deploy more resources to its Software Business to further expand its customer base and source of income.

Other Investments

The Group has 1.15% (2025: 1.15%) equity interests in Trip Guru Holdings Limited which is principally engaged in the provision of tour reservation services. During the year under review, the expected growth for the tour reservation services decelerated and the Group recorded a loss on fair value changes of HK$187,000 (2025: HK$577,000) during the year.

Financial Performance Review

For the year ended 31 March 2026, the Group recorded a total turnover of approximately HK$235,538,000 (2025: HK$110,622,000), representing an increase of 113% as compared with the last financial year, which was contributed by the sale of 281,304 ounces precious metals and significant expansion in Software Business. Other income and gains of approximately HK$1,384,000 for the year under review (2025: HK$1,705,000) mainly represented interest income and rental income. Profit for the year was approximately HK$4,052,000 (2025: loss of HK$16,035,000).

For the year under review, there was segment revenue of HK$172,777,000 from the Mining and Metal Business (2025: HK$107,567,000) and HK$62,761,000 from the Software Business (2025: HK$3,055,000). The segment profit from the Mining and Metal Business was approximately HK$7,386,000 (2025: segment loss of HK$6,449,000) and segment profit from the Software Business was approximately HK$7,211,000 (2025: HK$343,000). The turnaround from segment loss in the prior year to segment profit in the current year for the Mining and Metal Business was due to favourable price movement for precious metals and broadening customer base. Increase in both segment revenue and segment profit for Software Business by 1,954% and 2,002%, respectively, was due to expansion of business followed by increasing customer demand.

Profit attributable to owners of the Company was approximately HK$11,016,000, as compared to loss attributable to owners of the Company of HK$12,421,000 for the last financial year.

The adjusted EBITDA of the Group, a non-HKFRSs financial measure, for the current year was HK$8,022,000 as compared to adjusted LBITDA of HK$13,952,000 in the last financial year.

Liquidity and Financial Resources

As at 31 March 2026, the Group had cash and cash equivalents and time deposits with original maturity of over three months of approximately HK$119,237,000 (2025: HK$73,052,000) and net current assets of HK$73,221,000 (2025: HK$68,463,000). Out of the Group's cash and cash equivalents and time deposits with original maturity of over three months, about 32% (2025: 45%) was denominated in Hong Kong dollars, 30% (2025: less than 1%) was denominated in United States Dollar and 38% (2025: 55%) was denominated in Renminbi.

As at 31 March 2026, the current ratio was 1.97 (2025: 4.80).

The Group generally financed its operations and investing activities with internally generated cash, equity and loan financing.

As at 31 March 2026, the Group had outstanding borrowings of approximately HK$30,000,000 (2025: nil), which mainly represented a loan from a director. The loan is unsecured repayable on demand and bears interest at 4.5% per annum.

Details of the Company's share capital are set out in note 30 to the consolidated financial statements.

The Directors will continue to follow a prudent policy in managing the Group's cash balances to maintain strong and healthy liquidity and to ensure that the Group is well placed to take advantage of future growth opportunities.

Liquidity and Financial Resources (Continued)

Rights Issue

On 27 February 2025, the Company proposed to raise gross proceeds of up to approximately HK$30 million by way of the issue of 168,644,090 rights shares ("Rights Shares") at the subscription price of HK$0.178 per Rights Share on the basis of one (1) Rights Share for every two (2) existing shares held on the record date on a non-underwritten basis (the "Rights Issue"). On 8 April 2025, an aggregate of 168,644,090 Rights Shares were issued. The net proceeds from the Rights Issue after deducting the expenses amounted to approximately HK$29.1 million and the net price is HK$0.173 per Rights Shares.

The Company intended to use the net proceeds from the Rights Issue as to approximately HK$10 million for the development of the precious metals sales business, approximately HK$10 million for the development of the software business and the remaining approximately HK$9.1 million for the working capital of the Group's operating business including the payment of salary, rental expenses, legal and professional fees and other office expenses.

Details of the Rights Issue are set out in the Company's announcements dated 27 February 2025 and 7 April 2025, and the Company's prospectus dated 14 March 2025.

As at 31 March 2026, the Company has utilised the following amount according to the intention disclosed in the abovementioned announcements and prospectus:

	Balance of the net proceeds unutilised as at 1 April 2025 HK$'000	Net proceeds from the Rights Issue upon issue and allotment of the Rights Shares HK$'000	Utilisation of net proceeds during the year ended 31 March 2026 HK$'000	Remaining balance of the net proceeds unutilised as at 31 March 2026 HK$'000
Development of the precious metals sales business	–	10,000	(10,000)	–
Development of the software business	–	10,000	(10,000)	–
Working capital of the Group's operating business	–	9,087	(9,087)	–
Total remaining unutilised balance of the net proceeds	–	29,087	(29,087)	–

As at 31 March 2026, the net proceeds from the Rights Issue have been fully utilised in accordance with intentions disclosed in the Company's announcement dated 27 February 2025 and prospectus dated 14 March 2025.

Capital Commitments

As at 31 March 2026, the Group had capital commitment in respect of the development of the Baishiquan Nickel-copper Mine of approximately HK$8,675,000 (2025: HK$2,023,000).

Gearing Ratio

As at 31 March 2026, the Group's gearing ratio was approximately 42.84% (2025: 0%), based on the total borrowings of HK$30,000,000 (2025: nil) and the equity attributable to owners of the Company of approximately HK$70,022,000 (2025: HK$57,041,000).

Employee Information

Particulars of the employee information on the Group are set out in "Business Review" section of the Directors' Report.

Charge on the Group's Assets

None of the Group's assets was pledged as at the date of the annual report.

Order Book and Prospects for New Business

There was no order book on hand as at 31 March 2026.

Significant Investments, Material Acquisitions and Disposals

During the year, the Group, through its subsidiary, entered into a non-legally binding strategic memorandum of understanding with HashKey and Eddid Securities to explore potential cooperation opportunities relating to the development and deployment of the Silver Tokens. On 27 March 2026, a total of 33,227.875 Silver Tokens has been successfully placed by Eddid Securities upon completion.

The underlying physical silver assets are separately held by the Trustee on trust for its beneficiaries in order to achieve proper segregation of assets and insolvency protection from the Group. The trust was established for the purposes of asset holding and handling administrative procedures for physical silver redemption in accordance with predetermined procedures set out in the trust deed without any decision-making processes.

The development and deployment of the Silver Tokens represented tokenisation of units of trust holding physical silver assets, and such physical silver assets are sold in the Group's ordinary and usual course of business. In the opinion of the Group, the tokenisation arrangement did not change the fundamental economic characteristics of the underlying assets. In other words, tokenised units of trust holding physical silver assets and physical silver are, from the Group's perspective, the same type of assets that are managed and sold in the Group's ordinary and usual course of business.

However, as advised for financial reporting purpose, the trust established for the purposes of asset holding and handling administrative procedures for physical silver redemption was a consolidated structured entity under the relevant HKFRS Accounting Standards. The completion of the Placing led to a loss of control over the trust. The net gain from the completion of the placing of the Silver Tokens during the year was presented as "gain on disposal of a consolidated structured entity" in the consolidated statement of profit or loss and other comprehensive income.

Significant Investments, Material Acquisitions and Disposals (Continued)

Save as disclosed above, the Group did not have any significant investments, material acquisitions or disposals of subsidiaries, associates, joint ventures and structured entity during the year ended 31 March 2026.

Future Plans for Material Investments

The Group does not have any plan for material investments in the near future.

Exposure to Exchange Risks

Since the Group's borrowings and its source of income are primarily denominated in the respective group companies functional currency which are mainly in Hong Kong dollars ("HK$"), United States dollars ("US$") or Renminbi and the exchange rate of Renminbi to Hong Kong dollars has been relatively stable throughout the year under review, the exposure to foreign exchange rate fluctuations is not significant. Under the Linked Exchange Rate System in Hong Kong, HK$ is pegged to US$, therefore management considers that there is no significant foreign exchange risk with respect to US$.

Contingent Liabilities

As at 31 March 2026, the Group has no material contingent liabilities incurred by the Group.

Significant Events After the Reporting Period

No significant event has taken place subsequent to 31 March 2026 and up to the date of this report.

Biographical Details

Directors

Executive Directors

Mr. Felipe TAN, aged 71, has been re-appointed as an executive Director and Chairman of the Company since 17 March 2021. Mr. Tan was appointed as an executive Director of the Company on 30 September 2012 and Chairman of the Company on 29 July 2016 and resigned on 12 September 2019. He is also directors of certain subsidiaries of the Company. He has over 40 years of experience in metals trading including over 25 years of management experience in mining industry in the People's Republic of China (the "PRC"). Mr. Tan is the father of Mr. Ronald Tan, an executive Director and Chief Executive Officer of the Company.

Mr. Ronald TAN, aged 34, has been appointed as an executive Director of the Company since 2 October 2019 and has been appointed as the Chief Executive Officer of the Company since 13 January 2025. He joined the Group in 2016. In addition to evaluating and overseeing different investment projects, Mr. Ronald Tan is also responsible for the business strategic planning and overall management of the Group. He is directors of certain subsidiaries of the Company. Mr. Ronald Tan graduated from the University of Hong Kong with a Master degree of Arts. He is the son of Mr. Felipe Tan, an executive Director, the Chairman and a substantial shareholder of the Company.

Independent Non-executive Directors

Ms. CHAN Choi Ling, aged 51, has been appointed as an independent non-executive director ("INED") of the Company since 30 September 2012. Ms. Chan is a qualified solicitor in Hong Kong. She obtained her Bachelor of Laws degree from the City University of Hong Kong. Ms. Chan has over 20 years' experience in civil litigation. Ms. Chan currently is a consultant in a law firm in Hong Kong.

Dr. CHUNG Wai Keung David, aged 60, has been appointed as an INED of the Company since 5 May 2026. Dr. Chung has over 38 years of experience in information technology strategic management and entrepreneurship development. Currently, Dr. Chung is a senior management member of two subsidiaries of Yee Hop Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (Stock code: 1662). Dr. Chung has been an independent director of Real Messenger Corporation (Nasdaq: RMSG) since March 2021. He previously served as the Under Secretary for the Innovation, Technology and Industry Bureau of the government of the Hong Kong Special Administrative Region for two terms from March 2016 to June 2022 and had worked as the chief technology officer at Hong Kong Cyberport Management Company Limited. In recognition of his contributions to the field, he was awarded the Iconic Star – IFTA FinTech and Innovation Award 2021/22 and was named Top CIO of Greater China by CEO/CIO magazine in 2013.

Dr. Chung holds a Doctorate in Engineering Management from the City University of Hong Kong, a Master of Business Administration from the Metropolitan University of Hong Kong (formerly known as the Open University of Hong Kong), a Postgraduate Diploma in Business Management from the Chinese University of Hong Kong awarded and a Bachelor of Science (Engineering) in Computer Science from the Imperial College London. Dr. Chung is also an adjunct professor in the Department of Computer Science and Academy of Innovation at the City University of Hong Kong and an adjunct professor in the Department of Management and Systems Engineering and Engineering Management at the Chinese University of Hong Kong.

Directors (Continued)

Independent Non-executive Directors (Continued)

Dr. Chung has actively involved in various high-level advisory committees in the academic, professional, and community arenas. He is currently serving as an advisor to several organisations, including the Hong Kong Information Technology Joint Council and Guangdong Hong Kong Macao Bay Area Economic And Trade Association.

Mr. LAM Kwai Yan, aged 66, has been appointed as an INED of the Company since 23 December 2008. Mr. Lam has a degree in Business Studies from the University of Southern Queensland, Australia. He is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the CPA Australia and Institute of Singapore Chartered Accountants. Mr. Lam has worked for various large corporations, and has vast experience with SME's, including auditing and consulting on re-organisation and restructuring businesses that have cross-border operations in Mainland China. His work also included advising and consulting for listed public companies.

Mr. YU Leung Fai, aged 49, has been appointed as an INED of the Company since 31 March 2023. He has extensive experience in the field of accounting and corporate services. Mr. Yu joined Fung, Yu & Co. CPA Limited (formerly known as Fung, Yu & Co.) since 2001 and is currently its managing partner. Mr. Yu holds a Bachelor of Commerce (Honour) degree from the University of Toronto and a Bachelor of Laws degree from the University of London. He is also a member of the American Institute of Certified Public Accountants, Certified Practicing Accountants of Australia and the Hong Kong Institute of Certified Public Accountants, and a Certified Trust Practitioner of the Hong Kong Trustee Association. Mr. Yu is also the independent non-executive director of certain listed companies in Hong Kong, namely Realord Group Holdings Limited (Stock Code: 1196) since 2014, and The Sincere Company, Limited (Stock Code: 0244) and Mount Everest Gold Group Company Limited (formerly known as "CSMall Group Limited") (Stock Code: 1815) since 2021. Mr. Yu was the independent non-executive director of Defeng Solife Holdings Limited (formerly known as "Dowway Holdings Limited") (Stock Code: 8403) from 2019 and resigned on 27 October 2023. Mr. Yu is also the joint company secretary or company secretary of certain listed companies in Hong Kong including Beijing Media Corporation Limited (Stock Code: 1000) and Sany Heavy Equipment International Holdings Company Limited (Stock Code: 631) since 2010 and 2017 respectively. Mr. Yu was the company secretary of Yuanda China Holdings Limited (Stock Code: 2789) from 2012 and resigned on 19 June 2026.

Save as discloses above, each of the Directors does not have any relationship (including financial, business, family or other material relationship) with other Directors, senior management, substantial or controlling shareholders of the Company.

Company Secretary

Mr. TANG Chung Kan, aged 39, is the financial controller and company secretary of the Company. Mr. Tang joined the Group in 2021 and is responsible for accounting and financial function as well as company secretarial matters of the Group. Mr. Tang graduated from City University of Hong Kong with a bachelor's degree in accountancy and have over 15 years of accounting and audit experience. Mr. Tang is a member of the Hong Kong Institute of Certified Public Accountants.

Corporate Governance Practices

The Company strives to attain and maintain the highest standard of corporate governance as it believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding shareholder interests.

The principles of corporate governance adopted by the Group emphasise a quality board, sound internal control, and transparency and accountability to all its shareholders.

The Company has adopted the code provisions ("Code Provisions") set out in the Corporate Governance Code (the "Code") contained in Appendix C1 to the GEM Listing Rules. The Company had complied with all Code Provisions as set out in the Code throughout the year ended 31 March 2026.

Board of Directors

Composition and Responsibilities

The Board is responsible for directing the strategic objectives of the Company and overseeing the management of the business. The Directors are charged with the task of promoting the success of the Company and making decisions in the best interest of the Company.

The Board also takes up the corporate governance functions pursuant to the Code. During the year, the Board as a whole, is responsible for the following corporate governance functions:

- To develop and review the Company's policies and practices on corporate governance and make recommendations to the board;
- To review and monitor the training and continuous professional development of Directors and senior management;
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- To develop, review and monitor the code of conduct applicable to employees and directors; and
- To review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

The Board approves and monitors group wide strategies and policies, annual budgets and business plans, evaluates the performance of the Company, and supervises the management. Management is responsible for the day-to-day operations of the Group under the leadership of the Chairman.

The Board has established a mechanism to ensure independent views and input are available to the Board. The Board may seek, at the Company's expense, independent legal, financial or other professional advices as and when necessary in appropriate circumstances to enable the Board to discharge their responsibilities effectively. The Board will review the implementation and effectiveness of such mechanisms on an annual basis.

The Board considers that the above mechanisms are effective in ensuring that independent views and input are provided to the Board.

During the year ended 31 March 2026 and up to the date of this report, the Board comprises six Directors, including two executive Directors and four independent non-executive Directors.

Board of Directors (Continued)

Composition and Responsibilities (Continued)

The composition of the Board during the year ended 31 March 2026 and up to the date of this report is as follows:

Executive Directors:

Mr. Felipe TAN *(Chairman)*
Mr. Ronald TAN *(Chief Executive Officer)*

Independent Non-executive Directors:

Ms. CHAN Choi Ling
Dr. CHUNG Wai Keung David *(appointed on 5 May 2026)*
Mr. LAM Kwai Yan
Mr. YU Leung Fai

Dr. Chung Wai Keung David was appointed as an independent non-executive Director of the Company on 5 May 2026. He had obtained the legal advice on 17 April 2026 in compliance with Rule 5.02D of the GEM Listing Rules and confirmed he understood his obligations as a Director of the Company.

Biographical details of the Directors are set out in the "Biographical Details" section on pages 15 to 16 of this annual report. To the best knowledge of the Company, save as disclosed under the section "Biographical Details", there is no financial, business, family or other material or relevant relationships among members of the Board.

Board Meetings

The Board held 8 meetings during the year ended 31 March 2026.

Directors' Attendance at Board/Board Committee/General Meetings

The details of all Directors' attendance at the board meetings, board committee meetings and general meeting held during the year ended 31 March 2026 are set out below:

	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	2025 Annual General Meeting
	Number of Meetings Attended/Held				
Executive Directors:					
Felipe TAN *(Chairman)*	8/8	N/A	N/A	N/A	1/1
Ronald TAN *(Chief Executive Officer)*	8/8	N/A	N/A	N/A	1/1
Independent Non-executive Directors:					
CHAN Choi Ling	8/8	3/3	3/3	1/1	1/1
CHUNG Wai Keung David (note)	–	–	–	–	–
LAM Kwai Yan	8/8	3/3	3/3	1/1	1/1
YU Leung Fai	8/8	3/3	3/3	1/1	1/1

Appropriate notices are given to all Directors in advance for attending regular and other board or board committee meetings in accordance with the articles of association (the "Articles of Association") of the Company. Meeting agendas and other relevant information are provided to the Directors in advance of board or board committee meetings. All Directors are consulted to include additional matters in the agenda for such meetings.

Note: Dr. CHUNG Wai Keung David was appointed as an independent non-executive Director of the Company with effect from 5 May 2026.

Board of Directors (Continued)

Appointment, Re-election and Removal

The Company's Articles of Association provide that all Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after their appointment and every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the executive Directors has entered into service contract with the Company when they are appointed as Directors. These service contracts will continue thereafter until terminated by either party giving to the other party not less than one or three months' notice in writing.

Each of the independent non-executive Directors was appointed for a term of one year and renewable for successive terms of a year unless terminated by either party giving not less than three months' notice in writing.

Save as disclosed above, none of the Directors proposed for re-election at the forthcoming annual general meeting ("AGM") has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than the statutory compensation.

Confirmation of Independence

The Company confirmed that annual confirmations of independence were received from each of the Company's independent non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and all independent non-executive Directors are considered to be independent.

Directors' Securities Transactions

The Company has adopted a code of conduct regarding the 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 confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the year ended 31 March 2026.

Board of Directors (Continued)

Directors' Participation in Continuous Professional Trainings

During the year under review, the Directors received from the Company from time to time by means of webinar, reading materials about the updates on laws, rules and regulations which are relevant to their roles, duties and functions as director of a listed company.

The Directors, namely Mr. Felipe Tan, Mr. Ronald Tan, Ms. Chan Choi Ling, Mr. Lam Kwai Yan, and Mr. Yu Leung Fai, confirmed that they have participated in continuous professional development to develop and refresh their knowledge and skills during the year under review.

Directors' and Officers' Liabilities Insurance and Indemnity

The Company has arranged for Directors' and Officers' Liability Insurance and Indemnity covering liabilities in respect of the legal actions against the Directors that may arise out in the corporate activities which has been complied with the Code. The insurance coverage is reviewed on an annual basis.

Board Committees

Audit Committee

The Audit Committee comprises four independent non-executive Directors, namely:

Mr. YU Leung Fai *(Chairman)*
Ms. CHAN Choi Ling
Dr. CHUNG Wai Keung David *(appointed on 5 May 2026)*
Mr. LAM Kwai Yan

The primary duties of the Audit Committee are to review and supervise the financial reporting process, internal control and risk management systems of the Group.

Under the terms of reference of the Audit Committee amended and adopted on 4 March 2024 with retrospective effect from 1 January 2024, the committee is required, amongst other things, to oversee the relationship with the external auditors, review the Group's consolidated financial statements and annual report and accounts, half-year report and the connected transactions, monitor compliance with statutory and GEM Listing Rules requirements, review the scope, extent and effectiveness of the activities of the Group's internal control, engage independent legal or other advisers as it determines is necessary and perform investigations.

For the year ended 31 March 2026, the Audit Committee held 3 meetings. Details of the attendance of the members of the Audit Committee in the said meetings are set out under the sub-heading "Directors' Attendance at Board/Board Committee/General Meetings" above.

The summary of work of the Audit Committee during the year was as follows:

- To make recommendation to the Board on appointment and re-appointment of the external auditor;

- To monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences; and

Board Committees (Continued)

Audit Committee (Continued)

- To monitor integrity of the Company's consolidated financial statements and annual report and accounts, half-year report, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee also reviews (i) any changes in accounting policies and practices; (ii) major judgmental areas; (iii) significant adjustments resulting from audit; (iv) the going concern assumptions and any qualifications; (v) compliance with accounting standards; and (vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting.

The Audit Committee has reviewed the accounts for the year ended 31 March 2026 which were audited by CCTH CPA Limited. During the year ended 31 March 2026, the Board did not take different view from the Audit Committee on the appointment of external auditor.

Nomination Committee

The Company has established the Nomination Committee in March 2006 in compliance with the GEM Listing Rules, terms of reference of which have been adopted by the Company and are consistent with the requirements of the Code. The Nomination Committee comprises four independent non-executive Directors, namely:

Mr. LAM Kwai Yan *(Chairman)*
Ms. CHAN Choi Ling
Dr. CHUNG Wai Keung David *(appointed on 5 May 2026)*
Mr. YU Leung Fai

The primary aim of the Nomination Committee is to review and make recommendation to the Board when the vacancies occurred. The Nomination Committee meets at least once a year or as needed where vacancies arise at the Board.

For the year ended 31 March 2026, the Nomination Committee held 1 meeting. Details of the attendance of the members of the Nomination Committee in the said meeting are set out under the sub-heading "Directors' Attendance at Board/Board Committee/General Meetings" above.

The summary of work of the Nomination Committee during the year was as follows:

- To review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding any proposed changes;

- To identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individual shall be their ability to contribute to the effective carrying out by the Board of its responsibilities;

- To assess the independence of independent non-executive directors; and

- To recommend the retiring Directors to the Board for it to recommend to the shareholders of the Company for re-election at the AGM.

I. Nomination Policy

The Company adopted a nomination policy (the "Nomination Policy") on 29 January 2019 with retrospective effect from 1 January 2019 to set out the criteria, process and procedures for the Nomination Committee to recommend suitable candidates for directorship with a view to ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

Board Committees (Continued)

Nomination Committee (Continued)

I. Nomination Policy (Continued)

Nomination Process

The Nomination Committee is responsible for ensuring that the selection criteria are being applied consistently and fairly in the nomination process and confirming the same to the Board when making its recommendation on appointment.

1. Procedures for Appointment of New Director

Subject to the provisions in the Company's Articles of Association, if the Board recognises the need to appoint a new Director, the following procedures should be adopted:

(a) The Nomination Committee, with or without assistance from Human Resources Department and external agencies, identifies candidates in accordance with the selection criteria set out in the Nomination Policy.

(b) The Nomination Committee evaluates the candidates and recommends to the Board the appointment of the appropriate candidate for directorship.

(c) The Board decides the appointment based upon the recommendation of the Nomination Committee.

(d) The letter of appointment or the key terms and conditions of the appointment should be approved by Remuneration Committee.

(e) The Company Secretary or his or her designated delegate shall ensure all disclosure obligations under the GEM Listing Rules regarding the appointment or re-election are duly complied.

2. Procedures for Re-election of Director at General Meeting

(a) The Nomination Committee reviews the overall contribution to the Company of the retiring Director.

(b) The Nomination Committee also reviews and determines whether the retiring Director continues to meet the selection criteria set out in the Nomination Policy.

(c) The Nomination Committee shall recommend to the Board which shall then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

3. Procedures for Nomination by Shareholders

(a) The Company's website sets out the procedures for shareholders to propose a person for election as a Director.

(b) For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the selection criteria set out in the Nomination Policy and to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee shall recommend to the Board which shall then make recommendation to shareholders in respect of the proposed election of Director at the general meeting.

Board Committees (Continued)

Nomination Committee (Continued)

I. Nomination Policy (Continued)

Selection Criteria

The Nomination Committee will propose a candidate for nomination or a Director for re-election based on merit and the following considerations:

(a) The board diversity policy, which was adopted by the Company on 29 January 2019 and amended on 25 June 2026, and the requirements under the GEM Listing Rules.

(b) The expected contribution the candidate would add to the Board and to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

(c) The candidate or the re-elected Director is able to commit and devote sufficient time and attention to the Company's affairs.

(d) The level of independence from the Company, and potential or actual conflicts of interest of the candidate or the re-elected Director.

(e) Other relevant factors considered by Nomination Committee on a case-by-case basis.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person as it considers appropriate.

II. Board Diversity Policy

The Board amended and adopted a board diversity policy (the "Diversity Policy") on 25 June 2026 with retrospective effect from 1 April 2026 to set out the approach to achieve diversity on the Board of the Company.

Summary of the Diversity Policy

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, age, and length of service) will be disclosed in the Corporate Governance Report annually.

Board Committees (Continued)

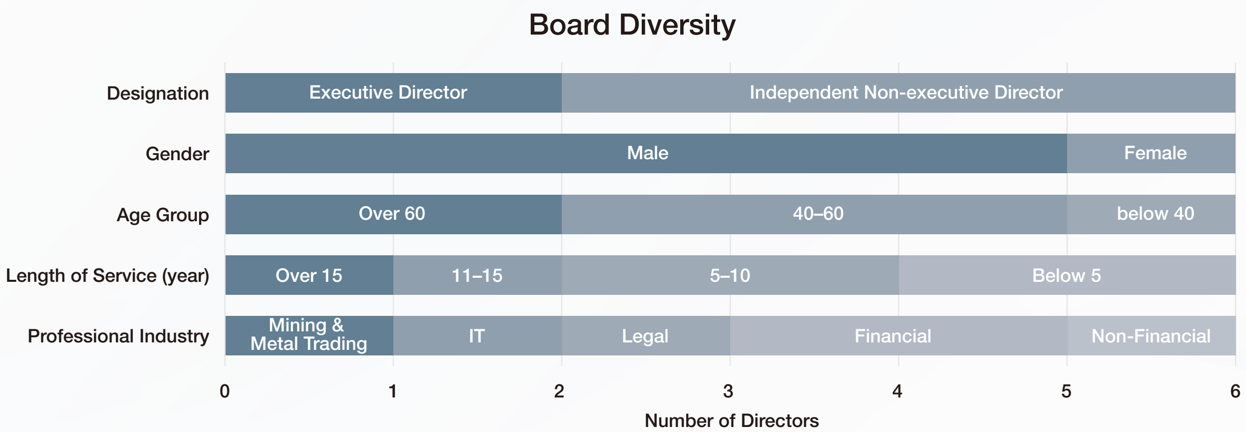
Nomination Committee (Continued)

II. Board Diversity Policy (Continued)

Monitoring and Reporting

The Nomination Committee reviewed the Board's composition under diversified perspectives, and monitored the implementation of the Diversity Policy annually.

As at the date of this Corporate Governance Report, the Board's composition under major diversified perspectives was:



The workforce of the Group as at the date of this Corporate Governance Report was comprised of 21.43% female and 78.57% male in which 57.14% male staff was employed by the Group for Mining Business and Software Business due to shortage female workforce in those two sectors.

Remuneration Committee

The Remuneration Committee was set up in March 2006 and comprises four independent non-executive Directors, namely:

Ms. CHAN Choi Ling *(Chairlady)*
Dr. CHUNG Wai Keung David *(appointed on 5 May 2026)*
Mr. LAM Kwai Yan
Mr. YU Leung Fai

The primary aim of the Remuneration Committee is to formulate transparent procedures for developing remuneration policies and compensation packages for the employees of the Group. The Remuneration Committee is also responsible for reviewing and/or approving matter relating to the share scheme under Chapter 23 of the GEM Listing Rules and approving the grant of options to eligible participants pursuant to the share scheme of the Company.

Board Committees (Continued)

Remuneration Committee (Continued)

For the year ended 31 March 2026, the Remuneration Committee held 3 meetings. Details of the attendance of the members of the Remuneration Committee in the said meeting are set out under the sub-heading "Directors' Attendance at Board/Board Committee/General Meetings" above.

The summary of work of the Remuneration Committee during the year was as follows:

– To review and recommend matters relating to the grant of share options under the share option scheme adopted on 26 September 2023 (the "2023 Share Option Scheme") to the Directors and employees of the Company (the "Grantees"), such as vesting period and performance targets of the share options;

– To review and recommend the grant of share options to the Directors and employees of the Company on 2 October 2025 and 28 January 2026;

– To determine the policy for the remuneration of executive Directors, assessing performance of executive Directors and approving the terms of executive Directors' service contracts;

– To make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration and to place recommendations before the Board concerning the total remuneration and/or benefits granted to the Directors from time to time; and

– To review and approve the senior management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time.

In relation to the grant of share options under the 2023 Share Option Scheme on 2 October 2025 and 28 January 2026, the Remuneration Committee has reviewed and considered the following regarding the proposed grant of the share options to the Grantees:

1. the vesting period for the share options to be granted to the Grantees shall be 12 months;

2. the grant of the share option has no performance target attached thereto as (i) the Grantees are either Directors and/or employees of the Group who contribute directly to the operational performance and business development of the Group and the grant of share options would give the Grantees an opportunity to reap the results of the Group and be incentivised to work towards sustainable growth of the Group and shareholder value creation; and (ii) the grant of share options could increase their loyalty to the Group. The Remuneration Committee is of the view that although there are no performance targets attached to the grant of the share options, such grants will provide the Grantees with incentive to work towards the growth and successes of the Group and reinforce their commitment to the Group, which is in line with the purpose of the 2023 Share Option Scheme; and

3. the share options granted are subject to the clawback mechanisms as set out in the terms of the 2023 Share Option Scheme, in particular, the share options will lapse upon the Grantee ceasing to be an eligible participant of the Group by reason of summary dismissal or being dismissed for misconduct or other breach of the terms of his employment contract or other contract constituting him an eligible participant, or the date on which he begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his creditors generally or on which he has been convicted of any criminal offence involving his integrity or honesty.

In view of the aforementioned, the Remuneration Committee considered the grant of the share options aligned with the purpose of the 2023 Share Option Scheme.

Auditors' Remuneration

For the year ended 31 March 2026, the fees paid/payable to the auditors in respect of the audit and non-audit services were as follows:

Types of services	Amount (HK$)
Annual audit services	560,000
Non-audit services	–

Accountability and Audit

Directors' Responsibility for the Consolidated Financial Statements

The following statements, which set out the responsibilities of the Directors in relation to the consolidated financial statements, should be read in conjunction with, but distinguished from, the Independent Auditors' Report on pages 63 to 67 of this annual report which acknowledges the reporting responsibilities of the Group's auditors.

The Directors acknowledge that they are responsible for the preparation of consolidated financial statements which give a true and fair view. In preparing the consolidated financial statements which give a true and fair view, the Directors consider that the Group uses appropriate accounting policies that are consistently applied, makes judgments and estimates that are reasonable and prudent, and that all applicable accounting standards are followed. The Directors are responsible for ensuring that the Group keeps accounting records which disclose the financial position of the Group and enable the preparation of consolidated financial statements in accordance with Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance") and the applicable HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. Having made appropriate enquiries, the Directors consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements. The Directors in particular consider the adequacy of resources, qualifications and experience of staff to the Group's accounting and financial reporting function, and their training programmes and budget.

Review of Risk Management and Internal Control

The Company conducts an annual review on whether there is a need for the establishment of an internal audit department. Given the Group's simple operating and management structure, as opposed to a separate internal audit department, the Company has designated staff with relevant experience and knowledge to oversee the internal control. The designated staff regularly (i) evaluate with our senior management on the risk assessment and risk mitigation measures; (ii) assess the effectiveness of the internal control and risk management systems and ensure they are properly complied with; and (iii) submit periodical reports to the Audit Committee for review and approval. The Audit Committee also assists the Board in meeting its responsibilities for maintaining the effective systems of risk management and internal control. It reviews the process by which the Group evaluates its control environment and risk assessment process, and the way in which business and control risks are managed.

The Board recognises its responsibility for maintaining the adequate systems of risk management and internal control and prompt and transparent reporting of the Company's activities to the shareholders and to the public.

Accountability and Audit (Continued)

Review of Risk Management and Internal Control (Continued)

The Board has conducted annually the review of the effectiveness of the risk management and internal control systems and considered that the systems facilitate the effectiveness and efficiency of operations, safeguard assets against unauthorised use and misappropriation, ensure the maintenance of proper accounting records and the truth and fair presentation of the consolidated financial statements, and ensure compliance with relevant legislation and regulations. It aims to achieve reasonable assurance against material misstatement in the Group's consolidated financial statements or loss in the management of the Group's business activities.

The Group regulates the handling and dissemination of inside information according to the "Guidelines on Disclosure of Inside Information" published by the Securities and Future Commission in June 2012 to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. The Company regularly reminds the Directors and employees about due compliance with all policies regarding the inside information. Also, the Company keeps Directors, senior management and employees appraised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements.

Whistleblowing Policy

The Board amended and adopted a whistleblowing policy (the "Whistleblowing Policy") in June 2022. The Group is committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. It is every employee's responsibility and in the interest of the Group to ensure that any inappropriate behaviour that compromise the interest of the staff, shareholders, investors, customers and the wider public does not occur.

The purpose of the Whistleblowing Policy is to assist individual employees (permanent or temporary employees) to disclose internally and at a high level, information which the individual believes that it shows malpractice or impropriety. It is not designed to further any personal disputes, question financial or business decisions taken by the Group. The nature, status and the results of the complaints received under the Whistleblowing Policy are reported to the Chairman of the Board or the Chairman of the Audit Committee of the Group. No incident of fraud or misconduct has been discovered on the Group's financial statements or overall operations for the year ended 31 March 2026. The Whistleblowing Policy is reviewed annually by the Board to ensure its effectiveness.

Anti-bribery and Corruption Policy

The Group strongly emphasized the development of corporate culture which are underpinned by, among others, integrity, fairness, ethical business practices, safety, open communication and improvement as the core values of the Group. In June 2022, the Board adopted an anti-bribery and corruption policy (the "Anti-bribery and Corruption Policy"). The Group is committed to fully comply with the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) and the laws and regulations of other regions as appropriate and maintain the highest level of business conduct and operates a zero tolerance approach to bribery and corruption. The Anti-bribery and Corruption Policy sets out the basic standard of conduct for all directors and staff and the Group's policy on handling conflict of interest and acceptance of advantages when carrying out the Group's business. The Board is responsible for monitoring the effectiveness of this Policy and will review the implementation of it on a regular basis.

Company Secretary

The Company Secretary has day-to-day knowledge of the Company's affairs and plays an important role in supporting the Board by ensuring that Board policy and procedures, all applicable laws, rules and regulations are followed. The Company Secretary reports to the Chief Executive Officer or the Chairman on corporate governance matters and is accountable to the Board for matters relating to the Director's duties.

For the year ended 31 March 2026, the Company Secretary has undertaken over 15 hours' professional training in compliance with the Code.

Changes in Constitutional Documents

During the year, the Articles of Association of the Company was adopted by the shareholders of the Company at the annual general meeting held on 25 September 2025 for the purpose of, among others, bringing the Articles of Association of the Company in line with regulatory requirements of the GEM Listing Rules and the Companies Ordinance. A copy of the Company's Articles of Association is available on the websites of the Company and the Stock Exchange.

Save as disclosed above, for the year ended 31 March 2026, there was no change in its constitutional documents.

Shareholders' Rights

According to the Company's Articles of Association and as provided by the Companies Ordinance, shareholders of the Company holding at the date of deposit of the requisition not less than 5% of the total voting rights of all the members 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, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within three (3) months after the deposit of such requisition. If within twenty-one (21) days 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 expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

If a shareholder wishes to propose a person other than a Director retiring for election as a Director at the coming AGM, the shareholder should deposit a written notice of nomination and also a notice signed by the person to be proposed of his willingness to be elected at the registered office of the Company within 7-day period commencing from the day after the dispatch of the AGM notice (or such other period as may be determined and announced by the Directors from time to time).

For putting forward proposal at general meetings and the relevant contact details, the Procedures for Shareholders to Convene General Meetings and to Put Forward Proposals are available on the Company's website at http://www.timeless.com.hk/en/investor-relations/corporate-governance.

Communication with Shareholders

The Company recognises the importance of maintaining an on-going communication with shareholders to ensure that shareholders are kept well informed of the business activities and direction of the Group.

Communication with Shareholders (Continued)

According to the shareholders' communication policy, the Company uses a range of communication tools including various announcements, circulars, annual and interim reports, general meetings including AGM to disseminate relevant information to shareholders as well as by making all the disclosures submitted to The Stock Exchange of Hong Kong Limited available on the Company's website on a timely basis. Separate resolutions are proposed at general meeting on each substantially separate issue, including the re-election of Directors. The Chairman of the Board and the chairman of all board committees, together with the external auditor, shall attend the AGM to answer the enquiries of shareholders.

Shareholders of the Company and the public can make enquiries to the Company directly through the email info@timeless.com.hk or in writing to the Company's registered office in Hong Kong.

The Board has reviewed the implementation and effectiveness of the Company's shareholders communication policy including steps taken at the general meetings, the handling of queries received (if any) and the multiple channels of communication and engagement in place, and considered that the Communication Policy with Shareholders has been properly implemented during the year under review and is effective.

Dividend Policy

1. The Board amended and adopted a dividend policy (the "Dividend Policy") on 25 June 2026 with retrospective effect from 1 April 2026, which in recommending or declaring dividends, the Company shall maintain adequate cash reserves to meet its working capital requirements and support its future growth while enhancing shareholder value. The Board shall take into account, inter alia:

   (a) the Group's actual and expected financial performance;

   (b) shareholders' interests;

   (c) retained earnings and distributable reserves of the Company and each of the other members of the Group;

   (d) the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;

   (e) possible effects on the Group's creditworthiness;

   (f) any restrictions on payment of dividends that may be imposed by the Group's lenders;

   (g) the Group's expected working capital requirements and future expansion plans;

   (h) liquidity position and future commitments of the Group at the time of declaration of dividend;

   (i) taxation considerations;

   (j) statutory and regulatory restrictions;

   (k) general business conditions and strategies;

Dividend Policy (Continued)

1. (Continued)

   (l) general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and

   (m) other factors that the Board deems appropriate.

2. Pursuant to the Dividend Policy, the declaration and payment of dividends shall remain to be determined at the discretion of the Board and subject to all applicable requirements under the Companies Ordinance and the Articles of Association of the Company. Except for the interim dividend which can be declared and distributed by the discretion of the Board, any dividends declared by the Company must be approved by an ordinary resolution of shareholders at the general meeting and must not exceed the amount recommended by the Board.

3. The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

Voting by Poll

All resolutions put to the AGM will be voted by poll at the meeting in accordance with the requirements of the GEM Listing Rules.

To ensure that shareholders are familiar with the detailed procedures for conducting a poll, the chairman of the meeting will explain the detailed procedures for conducting a poll at the commencement of the meeting and then answer any questions from shareholders regarding voting by way of a poll.

At the conclusion of the AGM, the poll results will be published on the GEM website and the Company's website.

The Procedures for Sending Enquiries to the Board

Specific enquiries from shareholders to the Board can be sent in writing to the Company at our registered office in Hong Kong or by email through info@timeless.com.hk as stated on the Company's website.

About this Report

Pursuant to the Environmental, Social and Governance ("ESG") Reporting Guide ("ESG Reporting Guide") under Appendix C2 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "GEM Listing Rules"), this Environmental, Social and Governance Report (the "ESG Report") confirms and discloses information on the ESG issues and key performance indicators ("KPIs") of Timeless Resources Holdings Limited ("Timeless" or the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 March 2026.

The Group is principally engaged in the exploration, development and exploitation of mines and sales of precious metals ("Mining and Metal Business") and provision of integrated IT solutions and other related services ("Software Business"). The Mining and Metal Business includes exploration, development and exploitation of mines and processing and sale of the outputs from the mines in Xinjiang, the People's Republic of China ("PRC"). The Software Business includes the provision of integrated IT solutions services, digital management software transformation services, centralised data storage and AI data analysis and development of high performance systems in Mainland China.

This ESG Report details the ESG performance of the Group from 1 April 2025 to 31 March 2026 (the "Reporting Period"). It highlights our approaches and strategies implemented in pursuit of sustainability during the Reporting Period and is prepared in accordance with the ESG Reporting Guide under Appendix C2 to the GEM Listing Rules.

Unless otherwise stated, this ESG Report includes the business operations of the Group in Mainland China and the offices in Mainland China and Hong Kong during the Reporting Period relating to the overall performance, risks, strategies, measures and commitments of three aspects: environmental protections, quality of working environment and operating practices and social investment.

Reporting Boundary

In previous years, the ESG Report covers the Group's Mining and Metal Business only as it accounted for almost all revenue of the Group. Following the completion of mining activities and continuous development of the Software Business in recent years, the Group's Software Business became equally material. Therefore, the locations where its business operates, namely the mine site in Xinjiang, and the Company's offices in Mainland China and Hong Kong will be included in this ESG Report. There is no change to the scope of reporting during the Reporting Period.

The Company was in the process of performing exploration work and development activities during the Reporting Period and there were no mining operations after the completion of phase one of the Baishiquan project. As a result, the scale of business may not be fully comparable to that of the previous years. The data provided in this ESG Report has taken consideration of this temporary change in scale of business.

About this Report (Continued)

Reporting Principles

According to ESG Reporting Guide, the following principles are underpinned:

1. Materiality: ESG issues that have significant impacts on investors and other stakeholders will be identified and reported. For further details, please refer to the sections headed "Stakeholder Engagement" and "Materiality Assessment".

2. Quantitative: To facilitate objective evaluation of our ESG performance and management effectiveness, quantitative information is provided with standards, targets, methodological assumptions and calculation tools disclosed where appropriate.

3. Consistency: Unless otherwise stated, the preparation approach of this ESG Report was substantially consistent with the previous report. For any changes in calculation methodologies that may affect the comparison with previous reports, explanations will be provided in the corresponding section.

4. Balance: Information is disclosed as objectively as possible to provide stakeholders with an unbiased picture of the ESG performance of the Group.

Governance Structure

The board of directors (the "Board") formulates the Group's ESG strategies and the executive directors and senior management execute the plan and strategies developed by the Board. The executive directors and senior management are responsible for reviewing and monitoring the Group's ESG policies and practices to ensure that the Group complies with relevant legal and regulatory requirements. They monitor and respond to the latest ESG issues, report to the Board on major issues and make relevant recommendations to enhance the Group's ESG performance.

The Board will closely review from time to time for the performance and implementation progress of the goals and targets. If the progress falls short of expectations or changes in business operations, it may be necessary to make changes and communicate the goals and targets with key stakeholders such as employees, customers and suppliers.

Regarding the existing business operation and overall environment of the Group, the Board identifies emissions and use of resources as the major ESG risks. It constantly strives to improve the safety of its different business areas to provide a safe and healthy work environment to employees. For further details, please refer to the relevant sections of the ESG Report.

Stakeholders Engagement

The Group always values the opinions of stakeholders and is committed to improve the Group's performance in sustainable development by optimising communication strategies and taking timely actions.

The following table provides an overview of the Group's key stakeholders, and various platforms and methods of communication:

Stakeholders	Issues of Concerns	Engagement Channels
Government and Regulators	Compliance with laws and regulations Disclosure of information Environmental protection	Annual filings Announcements
Shareholders and Investors	Information disclosure and transparency Protection of interests and fair treatment of shareholders	Announcements, circulars and financial reports General meetings Company websites
Employees	Occupational health and safety Remuneration and benefits Career development Equal opportunities	Annual performance appraisal Correspondences, suggestion box Training and workshop Employee activities
Customers	Safe and outstanding products and services Privacy protection	Feedback and complaints Privacy policy
Suppliers and Business Partners	Business integrity and ethics Long-term partnership Mutual benefits	Business correspondences Procurement contracts and letters of undertaking
Community	Information transparency Charity and social investment Environmental responsibilities	Timely information disclosure Press releases and news

Stakeholders' Feedbacks

The Group believes importance to communications with all internal and external stakeholders to understand their concerns and needs and we value comments or concerns raised by all stakeholders. In this ESG Report, the Group intends to disclose to its stakeholders the Group's performance in other aspects in addition to the financial performance and business operations. Should any stakeholder has any question or comment regarding the contents of this ESG Report, he or she is welcome to share his or her valuable comments with the Group in the following ways:

Address: Room 2208, 118 Connaught Road West, Hong Kong
Tel: (852) 3586 0280
Fax: (852) 2527 5052
Email: info@timeless.com.hk

Materiality Assessment

Materiality is defined as any area that the Group's businesses have the greatest impact and influence on our operations and stakeholders' interests. We continue to identify and analyse the importance of the ESG issues, provide full disclosure on the ESG issues and respond to the concerns raised by various stakeholders. During the Reporting Period, the Company actively communicates with internal and external stakeholders to understand their concerns and has identified the following material ESG issues which are covered in this ESG Report:

Aspects	Material Focuses
A1: Emissions	Air and greenhouse gas emissions Waste management
A2: Use of Resources	Energy consumption Water consumption
A3: The Environment and Natural Resources	– Impact on environment and natural resources
A4: Climate Change	– Impact of climate-related issues
B1: Employment	– Employee rights and welfare
B2: Health and Safety	– Occupational health and safety
B3: Training and Development	– Staff training and development
B4: Labour Standard	– Prevention of child and forced labour
B5: Supply Chain Management	– Fair and open procurement
B6: Product Responsibility	Quality assurance Intellectual property rights Data privacy protection
B7: Anti-corruption	Whistleblowing policy Anti-corruption training
B8: Community Investment	– Community engagement

Environmental Protections

Emissions (A1)

The Group has been committed to environmental protection and strictly complies with the relevant environmental law regulated by the local authorities. The relevant laws and regulations include but not limited to: "Environmental Protection Law of the PRC" (《中華人民共和國環境保護法》); the "Administration of Prevention and Treatment of Environmental Pollution by Tailings" (《尾礦污染環境防治管理辦法》); and the "Regulations on the Administration of Environmental Protection of Construction Project" (《建設項目環境保護管理條例》).

For the year ended 31 March 2026, there have been no cases of prosecution against the Group due to violation of any relevant environmental laws or regulations in relation to exhaust gas and greenhouse gas emissions, water and land discharge, and the generation of hazardous and non-hazardous wastes that have a significant impact on the Group.

Environmental Protections (Continued)

Emissions (A1) (Continued)

Air and Greenhouse Gas ("GHG") Emissions

During the Reporting Period, the Group did not have any mining activities as the phase one of the Baishiquan project had already been completed. Instead, the Group had exploration work and various development activities for the phase two of Baishiquan project. The exploration work involved small scale of drilling that did not generate a large amount of air pollutants and waste. As a result, there are no material emission, whether directly or indirectly, of GHG or other pollutants in respect of the Group's Mining and Metal Business.

The major source of the Group's GHG emissions was indirect emissions (Scope 2) from purchased electricity, followed by direct emission (Scope 1) from fuel combustion of the Group's motor vehicles. In the opinion of the Group, indirect GHG emissions that occur in the value chain of an entity, including both upstream and downstream emissions (Scope 3) is assessed to be insignificant and therefore no relevant disclosures for Scope 3 Emission were prepared. However, the Group is committed to working closely with business partners along the value chain and will make necessary disclosures when Scope 3 emissions become material in the future in order to strengthen transparency and improve the completeness of its climate-related reporting. Total GHG emissions reduced by 12% during the Reporting Period due to reduction in the use of purchased electricity. The Group targeted to record a lower emission of GHG for the next five consecutive years starting from the Reporting Period.

On the other hand, the Group's business operations produce air pollutants, including Nitrogen Oxides, Sulphur Oxides, Particulate Matter and Methane. Fuel combustion from the Group's vehicles is the primary source of these emissions.

A summary of emissions of exhaust gas and GHG is as follows:

	Units	FY2026	FY2025	FY2024
Number of vehicles in use	Number	**6**	7	8
Kilometres travelled	Kilometres	**71,171**	64,698	89,696
Diesel consumed	Litre	**4,202**	4,735	7,709
Exhaust gases				
Nitrogen Oxides*	Grams	**448**	408	565
Sulphur Oxides*	Grams	**68**	76	124
Particulate Matter*	Grams	**391**	356	493
Methane*	Grams	**14**	13	18
GHG				
Direct emission of CO_2 (Scope 1)*	Metric tons	**24.19**	24.65	37.51
Indirect emission of CO_2 (Scope 2)*	Metric tons	**78.27**	91.58	86.65
GHG intensity	Metric tons of CO_2 per employee	**2.50**	4.84	4.97

* Emissions are estimated using the cross-sector emission factors published by the Greenhouse Gas Protocol. Due to changes in emission factors, certain of the comparative figures are revised.

The Group estimated the Scope 1 GHG emissions with reference to the relevant emission factors, amount of fuel consumed by and the distance travelled by the Group's motor vehicles. The Group estimated the Scope 2 GHG emissions with reference to the relevant emission factors and the amount of the electricity consumed by the Group.

Environmental Protections (Continued)

Emissions (A1) (Continued)

Air and Greenhouse Gas ("GHG") Emissions (Continued)

The Group considered the adverse impact of vehicle emission and switched to vehicles which are more environmentally friendly by purchasing an electric vehicle in January 2023.

The Group targeted to further reduce the emissions of exhaust gases and GHG by at least 50% over the next five years through the following measures:

– Replacing aged vehicles with electric vehicles

– Optimisation of transportation routes

– Promoting the use of public transportation instead of using private cars

– Regular inspection and maintenance of vehicles and replace aged items to improve the motor's efficiency

– Promoting video conferencing to reduce business travelling

During the Reporting Period, the Group is not aware of any non-compliance in relation to emission, including GHG and exhausted gases.

Waste Management

Hazardous materials are corrosive, reactive, explosive, toxic, flammable and potentially biologically infectious, which poses a potential risk to human and/or environmental health. During the Reporting Period, no hazardous wastes were generated by the Group.

The non-hazardous wastes generated by the Group's business activities are mainly paper used in offices located in Hong Kong and Mainland China. After collecting and sorting, paper will eventually be recycled and reused. We delivered waste reduction knowledge to employees through internal communication channels to raise the awareness of environmental protection. We also provide appropriate facilities in the office to encourage employee to classify waste sources and recycle waste. The Group maintains high standards in waste reduction and conveys to our employees the concept of sustainable development and provides relevant supports. During the Reporting Period, we continued to enforce electronic documentation system to reduce the use of paper. The following table summarised the paper used by the Group:

	Units	FY2026	FY2025	FY2024
Non-hazardous wastes				
Paper	pieces	**34,806**	28,973	26,177

The Group aims at reducing the consumption of paper to less than 20,000 pieces in five-year time by implementing the following measures:

1. Undergo digital transformation in phases to reduce paper consumption in approval and documentation processes.

2. Further promote the use of paperless filing system.

Environmental Protections (Continued)

Use of Resources (A2)

The Group is committed to saving energy, water and resources and promoting the sustainable development of its activities both to reduce production and operational costs and also assist with the sustainable development of our natural world and environment. The Group strictly complies with relevant laws and regulations include but not limited to the "Energy Conservation Law of the PRC" (《中華人民共和國節約能源法》), "Water Law of the PRC" (《中華人民共和國水法》) and "Regulation on the Administration of the Licence for Water Drawing and the Levy of Water Resources Fees" (《取水許可和水資源費徵收管理條例》).

Taking into account the nature of the Group's principal activities, packaging material is not used for the Group's operation and accordingly no relevant data was provided. A summary of the Group's resources usage is as follows:

Use of Resources	KPIs	Unit	FY2026	FY2025	FY2024
Energy	Electricity	kWh	**137,248**	146,406	151,932

Energy Consumption

The Group strives to optimise resource usage in its business operations and take initiatives to introduce measures on promoting resource efficiency and adopting eco-friendly approaches in its operation. The Group targets to achieve energy saving by further reducing electricity consumption in the next five years, The Group has implemented the following measures to save energy consumption:

1. Encourage staff to shut down electrical appliances when idle or leaving the workplace.

2. Use appliances with energy label to reduce electricity consumption and replace aged appliance which weight consume high level of electricity.

3. Regular maintenance and upgrade of engines to improve energy efficiency.

Water Consumption

The Group recognises the value of water and strives to minimise the potentially detrimental impact on water resources during operations. The Group's use of water is limited to general office uses and the amounts used was immaterial. So, no separate statistics were conducted in such respect.

Environmental Protections (Continued)

The Environment and Natural Resources (A3)

The Group pursues the best practice in relation to the environment and natural resources and emphasises the impact of its operations on the environment and natural resources. To achieve the goal of environmental sustainability, the Group also incorporated the concept of environmental protection into its internal management and daily operation. The policies on minimising air emissions and resource consumption are described in the sections headed "Emissions" and "Use of Resources" above. The Group places a high priority on environmental impacts and the depletion of natural resources and aims to identify and mitigate these impacts by integrating sustainability into all the Group's activities.

According to the regulations on environmental protection and restoration and governance of mine production by the national competent department of environmental protection and department of land and resources, we have complied with the relevant laws and regulations including the Law on Mineral Resources of the PRC (《中華人民共和國礦產資源法》), the Land Administration Law of the PRC (《中華人民共和國土地管理法》), and the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》). Before the commencement of operation or use of the construction project, facilities to prevent and control pollution must be inspected and accepted by environmental protection department which has approved the original report on the environmental impact.

The major environmental impacts of mine production are the accumulation of mining barren rocks, the covering or damage of the land, and the pollution due to domestic sewage and other emissions. In the past, we used the mining barren rock for underground filling of mines and established garbage pools, public toilets and other facilities in the living area for garbage and wastes collection and classification. The wastes were processed or disposed, as appropriate, on a regular basis. The Group is actively communicating with relevant government authorities to restore its mine sites which completed extraction and will address other issues raised by government on a timely basis. During the Reporting Period, the Group completed its restoration work on certain mine sites which completed extraction in 2017. With the commencement of exploration of phase two of the Baishiquan project, the Group is in the process of assessing the potential impact of restoration when the project is completed and will arrange sufficient resources to fulfil its obligation of restoration in the future. During the Reporting Period, the Group did not note any significant impact on the environment caused by the mining activities.

Climate Change (A4)

Climate change is one of the most fundamental challenges ever to confront humanity. The Group understands that mining is a sector that is particularly vulnerable to climate change, and identifies certain climate change risks which could adversely affect our business, results of operation and financial condition.

The Group's Mining and Metal Business is located in the Xinjiang region. Under normal circumstances, Xinjiang has relatively large temperature variation and low rainfall during the year. However, it ever happened that torrential rain triggering floods in the extreme climate. Floods may cause damage to machines, inventories or production materials, resulting in interruption of production activities and additional maintenance expenses.

Since the Group has completed production and related mining activities, the expected impact of climate change on the Group is limited. The Group will take into account issues relating to its development of phase two of Baishiquan project in later stages of mine design and facilities construction.

Quality of Working Environment

Employment (B1)

Human resources serve as the foundation for the continuous development of the Group. The Group recognises great importance to its employees' contribution and dedication to sustainable business development. Employment policies are formally documented in the Employee Handbook, covering recruitment, remuneration and benefits, promotion and dismissal, equal opportunities and anti-discrimination, etc. The Group periodically reviews existing policies and employment practices to ensure continuous improvement of its employment standards.

As at 31 March 2026, the employee compositions and employee turnover rate were summarised below:

Employee Compositions	FY2026	Turnover Rate	FY2025	Turnover Rate	FY2024	Turnover Rate
By gender						
Male	**32**	**50%**	16	6%	17	7%
Female	**9**	**13%**	8	13%	8	20%
By age group						
Below 30	**9**	**0%**	1	100%	1	100%
30 to 39	**7**	**0%**	4	0%	7	0%
40 to 49	**9**	**25%**	4	0%	3	0%
50 or above	**16**	**7%**	15	7%	14	10%
By employee type						
Senior Management Level	**2**	**0%**	2	0%	2	0%
Management Level	**11**	**20%**	10	0%	10	0%
General Level	**28**	**58%**	12	15%	13	25%
By location						
HK	**15**	**17%**	12	8%	12	17%
Mainland China	**26**	**58%**	12	8%	13	7%
By employment type						
Full-time	**41**	**38%**	24	8%	25	10%
Part-time	**–**	**0%**	–	0%	–	0%

Quality of Working Environment (Continued)

Employment (B1) (Continued)

Employee remuneration and dismissal, recruitment and promotion, working hours, holidays, equal opportunities, diversification and other benefits and welfares are determined under the following policies and regulations:

1. Remuneration of employees is determined in accordance with the staff salaries management measures.

2. Employees are recruited, promoted and dismissed pursuant to the "Labour Law of the PRC" (《中華人民共和國勞動法》), the "Employment Contract Law of the PRC" (《中華人民共和國勞動合同法》) and the Employment Ordinance (Cap. 57).

3. Flexible employee leave policies are established based on the relevant requirements by the government and are in place to provide the Group's employees with sufficient rest time and work-life balance, depending on their plans and needs.

4. Equal opportunities and anti-discrimination are promoted within the Group so all candidates and employees are treated equally when it comes to recruitment and promotion. The Group strictly complied with the Sex Discrimination Ordinance (Cap. 480), the Disability Discrimination Ordinance (Cap. 487), the Family Status Discrimination Ordinance (Cap. 527) and the Race Discrimination Ordinance (Cap. 602).

5. Various welfares and benefits are provided to all the employees pursuant to the requirements as stipulated by local governments where our enterprises are located, including endowment insurance, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and housing provident funds.

6. Various leisure facilities including basketball courts, table tennis rooms and snooker rooms are made available to employees during their spare time.

We respect culture of all races and do not tolerate any acts of discrimination of any kind and we value and promote equal opportunities of all employees.

During the Reporting Period, there have been no cases of prosecution against the Group due to violation of any relevant laws or regulations.

Health and Safety (B2)

Ensuring health and safety of our employees is one of our prime responsibilities. The Group strictly complies with the relevant laws and regulations, including but not limited to the "Work Safety Law of the PRC" (《中華人民共和國安全生產法》), the "Safety Regulations for Metal and Nonmetal Mines" (《金屬非金屬礦山安全規程》), the "Code for Design of Nonferrous Metal Mining" (《有色金屬採礦設計規範》) and the Occupational Safety and Health Ordinance (Cap. 509).

The Group strive to maintain its safety culture through its leadership team, which delivers a clear safety message to all employees. The Group has well-documented safety procedures and visible safety boards located at its operations. Medical insurance for employees to further protect them in case of sickness or injury is also provided by the Group.

The Group maintains a significant number of health and safety measures, which are implemented upon commissioning of new equipment and monitored by way of periodic inspections. Prior to commissioning, each piece of equipment and machinery is subjected to a start-up check to ensure it meets the safety requirements.

Quality of Working Environment (Continued)

Health and Safety (B2) (Continued)

Following the completion of mining and processing activities, the risk relating to health and safety resulting from the Group's mining operation had been reduced significantly. For office premises, the Group performed regular clean-up, disinfection, carpet cleaning and pest control treatments in order to provide a hygienic and healthy workplace.

During the Reporting Period, the Group did not aware of any material non-compliance with health and safety related laws and regulations that would have a significant impact on the Group. Neither work-related injuries and fatalities nor lost day due to work injuries were recorded in the past three years including the reporting year.

Training and Development (B3)

To further enhance employee's quality, meet the development needs and fully utilise the strengths of talents, talent cultivation and acquisition were treated as the only way to a strong enterprise, which helps create a favourable atmosphere of respecting knowledge and talent. We have established rules on employee re-education and training. We also offer training sponsorship for self-study and obtaining recognised academic diplomas and reimburse tuition and examination fees relating to work-related training programs and acquisition of professional qualifications.

The breakdown of employees trained and average training hours completed per employee by gender and employment type during the Reporting Period are as follows:

Employees Trained (in percentage)	FY2026	FY2025	FY2024
By Gender			
Male	**16%**	29%	29%
Female	**33%**	25%	25%
By Type			
Senior Management Level	**100%**	100%	100%
Management Level	**36%**	40%	40%
General Level	**7%**	8%	8%

Average Training Hours Completed per employee (in hours)	FY2026	FY2025	FY2024
By Gender			
Male	**5**	10	10
Female	**16**	13	13
By Type			
Senior Management Level	**10**	10	10
Management Level	**19**	21	21
General Level	**3**	3	3

Quality of Working Environment (Continued)

Labour Standard (B4)

The Group strictly complies with laws and regulations, including but not limited to the "Labour Law of the PRC" (《中華人民共和國勞動法》), the "Labour Contract Law of the PRC" (《中華人民共和國勞動合同法》), "Law of the PRC on the Protection of Minors" (《中華人民共和國未成年人保護法》), "Order No. 619 of the State Council of Special Rules on the Labour Protection of Female Employees" (《女職工勞動保護特別規定(國務院令第619號)》), "Order No. 364 of the State Council of Provisions on the Prohibition of Using Child Labour" (《禁止使用童工規定(國務院令第364號)》) and the Employment Ordinance (Cap. 57).

As for the prevention of child labour or forced labour, the Group has established recruitment control procedures for employees. During the recruitment process, job applicants are required to submit, and the Group maintains, credentials such as academic qualifications, professional skill certificates, references and identity cards for verification and record. Once any case that fails to comply with the relevant labour laws, regulations or standards is found, the relevant employment contract will be immediately terminated and take immediate actions in accordance with relevant laws and regulations.

During the Reporting Period, the Group has fulfilled all its obligations to its employees and there were no labour disputes nor litigations.

Operating Practices and Social Investment

Supply Chain Management (B5)

Our suppliers provide various types of products, but with different quality. We adopted both normal price enquiry and review approach and tender approach for all procurement. Strictly in compliance with the management system, for each type of materials, the operating department nominates two to three suppliers and forms a supplier selection team, which consists of the operating department and finance department. Supply cooperation agreements are signed with the selected suppliers, which specifically stipulated the rights and obligations of both parties and the mutually benefited terms of cooperation. We regularly visit, communicate with and investigate suppliers to assess their product quality and credibility. The suitability, quality and price of the supplier's products will be evaluated. Supply cooperation agreements will be terminated if the suppliers fail to meet our requirements. We adopt tendering approach for material procurement or construction projects involving large amounts.

During the year, the Group has engaged professionals for the exploration and evaluation of phase two of the Baishiquan project. In selecting service provider, the Group has compared various quotations and selected the most suitable one. Other than typical considerations such as contract terms, financial position and qualifications, the Group also evaluated the track record of service providers in terms of their compliance with the PRC government environmental requirements. Service providers with history of failure to comply with the relevant requirements imposed by the PRC government will not be considered. The Company has been strictly controlling the ESG practice of suppliers, giving priority to environmentally friendly products and services.

For the year ended 31 March 2026, the Group has a total of 28 major suppliers, 16 of which is located in Mainland China and the remaining 12 are located in Hong Kong. All of such suppliers are subject to the supplier selection and acceptance process. For the years ended 31 March 2025, the Group had 7 major suppliers, 1 of which is located in Mainland China and the remaining 6 are located in Hong Kong. For the year ended 31 March 2024, the Group had 5 major suppliers, 1 of which is located in Mainland China and the remaining 4 are located in Hong Kong.

Operating Practices and Social Investment (Continued)

Product Responsibility (B6)

Quality Assurance

In prior years, the sale of high-grade nickel-copper ores is determined with reference to the metal quantities converted according to the analytical grade of the products received by customers. Analysis of product quality and mineral content will be performed by the customers to ensure the products satisfy their requirements. Such transactions are settled based on factors including the quoted price by the Shanghai Metals Market and the applicable average prices of electrolytic nickel and electrolytic copper at the month which the transactions intended to be settled as well as the pricing terms agreed in the sales contract. In accordance with the agreement or sales contract, both parties conduct inspection and analysis on the products with samples retained. In the event of any dispute, the samples may be sent to the recognised testing institutions for analysis and inspection. Settlement takes place according to the analysis results and transaction price.

Following the completion of phase one of Baishiquan project and commencement of exploration work, the impact resulting from product quality is limited as the Group did not sell any mineral products since then.

For the sales of processed gold products and silver, customers had different requirements over the specification of gold products and silver, including size, shape and purity. Before the acceptance of products by the customers, they will perform detailed inspection and engage third party professional where necessary. In order to minimise the return rate, the Group's sales team will maintain close communication with all customers to understand their needs before procurement and processing.

For the Software Business, the Group provides integrated IT solutions and other related services to its customers in accordance with their needs. Before accepting a particular customer, we will hold meetings with the customer and engage internal and external IT professionals to ensure the feasibility of the related services to be provided. The contract terms with customers also allowed a warranty period during which the Group will assist its customers in applying the integrated IT solutions to customers' business and make adjustments where necessary. Up to the date of this report, the Group did not have any expenses incurred in respect of such warranty period as no warranty claims were received from customers.

During the Reporting Period, there were no complaints nor product recall for any reasons.

Intellectual Property Rights

The Group highly respects intelligence property rights and prohibits unauthorised use of patented products, technologies and concepts, such as the purchase of genuine computer software for usage in office and work sites. The Group also strictly reviews the products and services it provides, as well as related sales, marketing and advertising materials, to ensure their compliance with applicable laws and regulations.

During the Reporting Period, the Group has successfully registered two software patents. In the development period, the Group utilised other intellectual property rights. The Group engaged external professional advisor in giving relevant advices for the development of these two software patents, and ensuring that the Group observes and protects relevant intellectual property rights used in the course of development of such software patents.

During the Reporting Period, the Group had not infringed any third-party trademark or intellectual property rights.

Operating Practices and Social Investment (Continued)

Product Responsibility (B6) (Continued)

Data Privacy Protection

The Group takes privacy issues very seriously and protects the privacy of its customers, business partners and staff to the utmost. Employees are prohibited from disclosing any form of confidential information under any circumstance. All client information, such as trade secrets, are kept in absolute confidence to prevent data or information leakage. In respect of client personal data and confidential documents, the Group preserves them properly and strictly complies with the laws and regulations. The Group has established policies documented in employee's handbook in relation to confidential and inside information.

If any leak of customer information is found, the Group will rectify it promptly and administer punishment to responsible employees corresponding to the severity of the incident. Employees will also be held legally responsible for certain serious breach of privacy policies.

During the Reporting Period, the Group did not receive any significant complaint on leakage of customers' data and information or violation of customer's privacy.

Anti-corruption (B7)

The Group strives to be ethical in its business operations, and does not tolerate any form of corruption, such as bribery, extortion, fraud or money laundering. The Group strictly complies with the relevant laws and regulations, including but limited to the "Anti-money Laundering Law of the PRC" (《中華人民共和國反洗錢法》), "Interim Provisions on Banning Commercial Bribery" (《關於禁止商業賄賂行為的暫行規定》), the Prevention of Bribery Ordinance (Cap. 201) and the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615).

In order to comply with the relevant national laws, regulations and requirements, we established corresponding management systems after considering facts and circumstances affecting the Group's operations. These systems are formulated to prevent illegal and criminal activities such as bribery, extortion, fraud and money laundering.

Senior management personnel and relevant departments jointly set up a bidding group. In order to prevent the above illegal activities, the bidding group reviews the bidding process involved in the bulk material procurement, construction projects execution and major investment projects. The bidding group also monitors, inspects and manages the contract joint signing system.

Code of conduct in relation to anti-corruption has been set out in the staff handbook and has been signed by employees, including directors, for acknowledgement and they are reminded of the relevant codes on a regular basis. We also provide regular training to employees by explaining relevant laws and regulations, cases study and sharing of ways to deal with corruptions. If employees identified violations of national laws and regulations in the production and business activities, they can report to the senior management personnel or other disciplinary departments. After investigation and verification, the case will be dealt with in accordance with established policies. For serious cases involving huge sum, we will refer the case to the judicial authorities.

Operating Practices and Social Investment (Continued)

Anti-corruption (B7) (Continued)

The Group has established a whistleblowing system which is open to all employees for supervision and whistle-blowing on illegal and criminal activities such as bribery, extortion, fraud and money laundering or any other suspected misconducts. Employees may report to the Chairman of the Board of Directors or the Audit Committee. All communication channels are safe and strictly confidential.

For the year ended 31 March 2026, we have not received any report on illegal and criminal activities and were not involved in any illegal and criminal cases.

Community Investment (B8)

The Group bears in mind its social and community responsibilities and obligations and devoted to social welfare activities. We are also committed to creating jobs opportunities in the jurisdictions in which we operate to help the local people develop their career and enhance the overall local workforce. We strive to promote social development and improvement, and also encourage employees to contribute to local and national charity work through donations or participating in charitable work.

Mr. Ronald Tan, the Company's Executive Director and Chief Executive Officer, is committed to community investment. He was one of the enterprise advisors of CLAP@JC, a programme created and funded by The Hong Kong Jockey Club Charities Trust which aims to support a paradigm shift of career and life development practice across education, community youth services, and the workplace to smoothen the school-to-work transition. During the Reporting Period, Mr. Ronald Tan delivered career-sharing talk to secondary school students.

Directors' Report

The Directors present this Directors' report and the audited consolidated financial statements for the year ended 31 March 2026.

The principal activity of the Company is investment holding.

The principal activities of the Company's principal subsidiaries are set out in note 34 to the consolidated financial statements.

Business Review

Review of Business and Performance

A review of the business of the Company and a discussion and analysis of the Group's performance during the year and outlook of Company's business are set out in the Management Discussion and Analysis on pages 5 to 14. The Management Discussion and Analysis forms part of this Directors' Report.

Principal Risks and Uncertainties

The Group's performance may be directly or indirectly affected by risks and uncertainties relating to the Group's businesses. The followings are the principal risk factors facing the Company as required to be disclosed pursuant to the Companies Ordinance and are those that could result in the Group's business performance, financial condition, operations results or development prospects materially different from expected or historical results.

Mining and Metal Business

(i) Metal Prices

The profitability of the Group may be significantly affected by changes in the market price of metals. Metal prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Group. Interest rates, inflation, exchange rates, global political stability, social situation, global economy and world supply of mineral commodities can all cause fluctuations in the market prices for these metals. Such external economic factors are in turn influenced by changes in international economic growth patterns and political developments.

(ii) Currency Risks

The Group's operating expenses and revenues from the Group are denominated in Renminbi ("RMB") and United States dollars ("US$"). Accordingly, exchange rate fluctuations with the RMB may adversely affect the Group's financial position and operating results. Under the Linked Exchange Rate System in Hong Kong, HK$ is pegged to US$, therefore management considers that there is no significant foreign exchange risk with respect to US$. The Group does not currently engage in foreign currency hedging activities.

Under current regulations, there is no restriction on foreign exchange conversion of the RMB on the current account, although any foreign exchange transaction on the capital account is subject to prior approval from the State Administration of Foreign Exchange ("SAFE") or review by the payment bank in accordance with regulations issued by SAFE. However, even on the current account the RMB is not a freely convertible currency. Foreign invested enterprises in Mainland China are currently allowed to repatriate profit to their foreign parents or pay outstanding current account obligations in foreign exchange but must present the proper documentation to a designated foreign exchange bank in order to do so. There is no guarantee that foreign exchange control policies will not be changed that require government approval to convert RMB into foreign currency on the current account or repatriate profits. These limitations could affect the ability of the Group to pay dividends, obtain foreign exchange through debt or equity financing, or to obtain foreign exchange for capital expenditures.

Business Review (Continued)

Mining and Metal Business (Continued)

(iii) Exploration, Development and Operating Risks

The exploration and development of mineral resources involves significant risks over a significant period of time, which even with a combination of careful evaluation and extensive experience and knowledge may not be eliminated. Few properties that are explored are ultimately developed into producing mines. Major expenditures may be required to establish mineral reserves through drilling, to develop metallurgical processes and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economic viability of a mineral operation depends on many factors, including size, grade, cost of operations, metal prices, cost of processing equipment, and continuing access to smelter facilities on acceptable terms, government regulations, land tenure, and environmental protection. The exact effect of these factors cannot be measured but the combinations of these factors may impact the success of the Group's mineral exploration, development and acquisition activities. Even after the commencement of mining operations, such operations may be subject to risks and hazards such as environmental hazards, industrial accidents, cave-ins, rock bursts, unusual or unexpected geological formations, ground control problems and flooding. The occurrence of any of the foregoing could result in damage to or destruction of mineral properties and production facilities, personal injuries, environmental damage, delays or interruptions of production, increases in production costs, monetary losses, legal liability and adverse government action.

It might not be always possible to obtain insurance against all such risks. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Group. The Group does not maintain insurance against political or environmental risks.

The Group's properties are generally located in the Xinjiang region, a sector which has in the past experienced seismic activity of six to seven on the Richter scale. Therefore, planning for mines and infrastructures must consider seismicity in the design and there exist a risk that seismic activities may cause significant damages to the Group's infrastructures and operations in the area.

The development of mining properties has inherent risks. The Group may not have sufficient technical or financial resources to complete the projects. Costs over-runs are common in mining projects and may pose a risk for the Group.

(iv) Uncertainty of Ore Reserves and Resource Estimates

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves. Such estimates are a subjective process, and the accuracy of any mineral resources and mineral reserves estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of recovery of minerals from such deposits may be different. Differences between management's assumptions, including economic assumptions such as mineral prices, market conditions and actual events could have a material adverse effect on the Group's mineral reserve and mineral resource estimates, financial position and results of operations.

No assurance could be given that the estimated mineral reserves and resources will be recovered at the rates estimated by the Group. Mineral reserve and resource estimates are determined based upon assumed commodity prices and operating costs. These factors may in the future render certain mineral reserves and resources unproductive and may ultimately result in a significant reduction in reserves and resources.

Business Review (Continued)

Mining and Metal Business (Continued)

(v) Capital Requirements

The Group does have limited financial resources. Although the Group believes it will be able to fund the development of its mineral properties through existing working capital, and a combination of debt and equity financing, there can be no assurance the Group will be able to raise additional funding if needed. Failure to obtain such additional funding could result in the delay or even termination of the exploration and development of some of the Group's mines.

(vi) Permits and Licences

The operations of exploration and mining require specific licences and permits e.g. mining licence for mining activities and exploration licence for exploration activities. Any changes in regulations imposed by the governments due to any reasons are beyond the control of the Group and may adversely affect its business and its ability to retain title to its property and obtain some of the necessary licences. The changes of regulations may include, but not limited to, varying degrees of those with respect to stricter restrictions on production, price controls, export controls, mining royalties, income taxes, and expropriation of property, employment, land use, water use, environmental legislation and mine safety measures.

The Group's exploration and mining licences are subject to regular review and approval by the Department of Natural Resources of Xinjiang, Mainland China. If the Group fails to meet the relevant requirements or materially breaches any laws or regulations, approvals might not be granted by the relevant authorities, in which case it may be subject to penalties including fines or suspension of operations in accordance with applicable laws, or be given a deadline to rectify deficiencies, or, in serious cases, have its permits and licences revoked. While the Group has never encountered such problems in the past, there is no assurance that the Group can obtain government's approval if any adverse changes to regulations occur in the future. Should permits or licences be suspended or revoked, the Group's mining and metal business and results of operations could be materially affected.

(vii) Environmental Regulation

The mining operations of the Group are subject to environmental regulations promulgated by relevant governments. The relevant environmental regulations impose restrictions and prohibitions on spills, or handling of various substances produced during mining or processing operations. In addition, approval of environmental impact assessment for certain types of the mining operations are required. In breach of such regulations or failure to obtain governmental approval may result in the imposition of fines and penalties. The costs of compliance with environmental regulations, such as acquisition of advanced environmentally friendly equipment, might reduce the profitability of future operations.

(viii) Competition

There is significant and increasing competition within the mining industry for the discovery and acquisition of properties that are considered having commercial potentials. The Group competes with other mining companies, some of which have greater financial resources, and as a result, the Group may not be able to acquire mineral interests on terms it considers acceptable. In addition, the Group competes for the recruitment and retention of qualified employees and other personnel in order to support its business. The Group might encounter difficulties in recruiting and retaining appropriate managerial personnel.

Business Review (Continued)

Software Business

(i) Business Risks

The software business operates in a highly competitive industry which faces rapid changes in market trends, consumer preferences and constantly evolving technological advances in hardware models, software features and functionalities. The Company faces fast changing hardware model and feature changes in various products which have to be incorporated into our software products and/or services to cope with the evolving market.

(ii) Risk of technological obsolesce

The market in which the Group's Software Business operates undergoes rapid structural changes, such as the ongoing transition from on-premise infrastructure to cloud-native platforms and AI-driven architectures. If the technical frameworks, solutions, and engineering capabilities for the Group fail to evolve at the market's pace, the Group's service and products offered to customers will become obsolete, leading to a loss of market share to competitors.

(iii) Substantial research and development activities

Remaining competitive requires continuous investment in research and development activities. Upgrading the Group's delivery capabilities to handle emerging technical paradigms requires significant upfront capital to re-train solution architects and system engineers. These rising technical deployment costs increase the Group's operating expenses before generating sufficient revenue to support such research and development activities.

(iv) Data Privacy and Cybersecurity Breaches Risks

Many countries restrict or prohibit transferring personal data outside their borders unless the recipient country offers an "adequate" level of protection. In addition, there are data localization requirements in some countries for personal information and "important data," mandatory security assessments for cross-border data transfers, and restrictions on transferring data to entities on restricted lists.

The Group's integrated solutions connect directly to its clients' core operational infrastructure and data environments, which might attract cyberattacks, malware, and ransomware. Such event might result in catastrophic data leakage, regulatory fines under data privacy laws, and permanent damage to our brand reputation.

Business Review (Continued)

Compliance with the Relevant Laws and Regulations

The Group has compliance policies and procedures in place to ensure compliance with applicable laws, rules and regulations. The Audit Committee reviews and monitors the Group's policies and practices on a regular basis to ensure compliance with legal and regulatory requirements. During the year, there was no breach of or non-compliance with the applicable laws and regulations by the Group.

Environmental Policies and Performance

The Group is committed to the long term sustainability of the environment and communities development in which it operates and is aware of the potential impact that the Company and/or its subsidiaries may have on the environment.

The Group closely monitors the environmental legislation and requirements, adopts measures to enhance environmental sustainability and ensures that it complies with the relevant regulatory requirements with regard to the environment.

The Group endeavored to maintain safety standard and environmental protection by adhering to targets such as "zero work casualty, zero environmental incident", energy conservation and emission reduction, etc. It also made efforts to contribute the development of local communities. More details are set out in the "Environmental Protections" section of Environmental, Social and Governance Report on pages 31 to 45, which form part of this Directors' Report.

Summary Financial Information

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated as appropriate, is set out on page 146. The summary does not form part of the audited consolidated financial statements.

Business Review (Continued)

Financial Key Performance Indicators

We assess our performance against the following financial key performance indicators ("KPIs"), each of which is linked to our long-term strategy. The Directors consider it is appropriate to use the following KPIs to monitor progress in the delivery of the Group's strategic objectives, to assess actual performance and to provide aid for business management. The underlying data are sourced from internal information and information contained in the Group's consolidated financial statements. Some of the KPIs presented are not mandatorily required by the relevant HKFRS Accounting Standards*, including those derived from our reported results that reduce factors that distort year-on-year comparisons.

		For the year ended 31 March	
		2026	2025
The Group			
1. Earnings/(loss) per share – basic and diluted	HK cents	**2.18**	(3.55)
2. Adjusted Earnings/(Loss) Before Interest, Taxes, Depreciation and Amortisation ("Adjusted EBITDA/(LBITDA)")*	HK$'000	**8,022**	(13,952)
3. Adjusted operating cash flows per share*	HK cents	**2.91**	(3.49)
4. Current ratio*	times	**1.97**	4.80
5. Gearing ratio*	%	**42.84**	–
6. Research and development expenses*	HK$'000	**1,455**	–
7. Number of patents registered*	Number	**2**	–

* These KPIs are not mandatorily required by HKFRS Accounting Standards that should be considered in addition to, instead of a substitute for, measures of the Group's financial performance prepared in accordance with HKFRS Accounting Standards. Definition of these financial measures may be different across different companies.

1. Earnings/(Loss) Per Share – Basic and Diluted

The basic and diluted earnings per share amounted to HK$2.18 cents for the year ended 31 March 2026 (2025: loss per share of HK$3.55 cents).

Relevance to Strategy: It is calculated by dividing the profit attributable to the owners of the Company of approximately HK$11,016,000 in 2026 (2025: loss of HK$12,421,000) by the weighted average of the total issued ordinary shares. It measures the Group's earnings per outstanding ordinary share. It is often used as an important indicator to determine the Company's share price and value.

Business Review (Continued)

Financial Key Performance Indicators (Continued)

2. Adjusted EBITDA/(LBITDA)

The adjusted EBITDA of the Group was approximately HK$8,022,000 for the year ended 31 March 2026 as compared to adjusted LBITDA of HK$13,952,000 for the year ended 31 March 2025.

Reconciliation of the Adjusted EBITDA/(LBITDA) from profit/(loss) for the year	For the year ended 31 March 2026 HK$'000	2025 HK$'000
Profit/(loss) for the year	**4,052**	(16,035)
Income tax expense	**1,979**	–
Equity-settled share-based payments	**1,140**	231
Gain on disposal of property, plant and equipment	**(100)**	(95)
Write-down on inventories	**2,795**	–
Expected credit loss on trade and other receivables, net	**404**	20
Loss on fair value changes of an investment property	**390**	2,340
(Gain)/loss on fair value changes of financial assets at fair value through profit or loss	**(3,027)**	319
Gain on disposal of financial assets at fair value through profit or loss	**–**	(150)
Interest income	**(733)**	(1,115)
Depreciation and amortisation	**507**	347
Finance costs	**615**	186
Adjusted EBITDA/(LBITDA)	**8,022**	(13,952)

Relevance to Strategy: Adjusted EBITDA is considered a financial measure not mandatorily required by HKFRS Accounting Standards. Adjusted EBITDA should be considered in additional to, rather than as a substitute for, profit for the year as a measure of the Group's performance. It stands for profit before interest income and expense, income taxes, depreciation, amortisation, write-down of inventories, fair value changes and other non-cash items listed on the reconciliation table. These items were excluded from the calculation of adjusted EBITDA as these items do not reflect the operating decision of the Group while adjusted EBITDA focuses on operating performance of the Group. It is an indicator of the Group's ability to generate operating cash flows to fund working capital and capital expenditures. It also provides additional insight into the financial performance of the Group after excluding non-recurring items, such as fair value adjustments which should not be considered as normal operational costs.

Business Review (Continued)

Financial Key Performance Indicators (Continued)

3. Adjusted operating Cash Flows Per Share

For the year ended 31 March 2026, the Group had adjusted operating cash inflow of HK$2.91 cents per share, as compared to adjusted operating cash outflow of HK$3.49 cents per share in the prior year.

The adjusted operating cash inflow per share increased by HK$6.40 cents per share for the year ended 31 March 2026. It was mainly due to the profit for the year arising from the expansion of Software business during the year.

Relevance to Strategy: Adjusted operating cash flows per share is considered a financial measure not mandatorily required by HKFRS Accounting Standards and should be considered in addition to, rather than as a substitute for, earnings per share or other information as a measure of the Group's performance. It is computed by dividing net cash from operating activities of approximately HK$9,110,000 (2025: net cash used in HK$12,195,000), adjusted to include cash flows that, in the opinion of the Group, are operating in nature, including the net cash received from the Placing of the Silver Token of HK$5,630,000 during the year, by the weighted average of the total issued ordinary shares. It helps measure the ability to generate cash from the Group's principal activities. Adjusted operating cash flows per share eliminated significant non-cash items such as depreciation and amortisation expenses, impairment loss and fair value changes of various financial and non-financial assets. Adjusted operating cash flows per share is useful in comparing our operating performance with other companies in similar industries although our measures of adjusted operating cash flows per share may not be directly comparable to similar measures used by other companies.

4. Current Ratio

The current ratio as at 31 March 2026 is 1.97 (2025: 4.80). The decrease in current ratio was mainly due to the increase in loan from a director during the year under review.

Relevance to Strategy: Current ratio is considered a financial measure not mandatorily required by HKFRS Accounting Standards which is calculated by dividing the current assets of approximately HK$148,803,000 (2025: HK$86,489,000) by the current liabilities of approximately HK$75,582,000 (2025: HK$18,026,000). It measures the short-term liquidity of the Group and provides insight of the availability of the Group's resources to meet its debts and obligations falling due within 12 months from the end of the reporting period.

5. Gearing Ratio

The gearing ratio increased from 0% as at 31 March 2025 to 42.84% as at 31 March 2026. It was mainly due to the increase in outstanding borrowing of HK$30,000,000 (2025: nil).

Relevance to Strategy: It is calculated by dividing the total borrowings of the Group of approximately HK$30,000,000 (2025: nil) by the equity attributable to owners of the Company of approximately HK$70,022,000 (2025: HK$57,041,000). It measures the Group's financial leverage and assists in monitoring the capital structure of the Group.

Business Review (Continued)

Financial Key Performance Indicators (Continued)

6. Research and Development Expenses

With the expansion of the Group's Software Business, continuous innovation is the primary engine of sustainable growth. Research and development are not merely an operational expense, but a strategic investment in the Group's future revenue pipeline and technological moat. Research and development expenses measure product innovation pace.

Relevance to Strategy: Total research and development expenses included those expensed immediately and those capitalised under intangible assets. The Group incurred research and development expenses of HK$1,455,000 (2025: nil), which showed that the Group starts its commitment to invest in innovation for the preparation of further expansion of the Group's Software Business.

7. Number of Patents Registered

The number of patents registered is a vital KPI that measures the output of the Group's innovation and the strengthening of our intellectual property portfolio. In a highly competitive software market, securing patents converts our research and development efforts into legally protected corporate assets, ensuring the Group maintains an exclusive technological advantage.

Relevance to Strategy: The Group registered 2 (2025: nil) patents for the year ended 31 March 2026. The successful registration of patents represented legal and commercial realisation of the outcome of the Group's research and development activities.

Relationship with Employees, Suppliers and Customers

(i) Major Customers and Suppliers

The Group values long standing relationships with its customers and suppliers. The Group aims at delivering high quality products and services to its customers and developing mutual trust and enhancing commitment between the Group and the suppliers.

The Group maintain a stable relationship with the suppliers in order to secure stable supply of goods and services to its customers. The Group's practice of making prompt payments to suppliers benefited us for enjoying better terms and maintaining sustainable relations with the suppliers.

During the year, the aggregate sales attributable to the Group's five largest customers comprised 73% (2025: 95%) of the Group's total sales while the sales attributable to the Group's largest customer was approximately 22% (2025: 71%) of the Group's total sales.

The aggregate purchases during the year attributable to the Group's five largest suppliers comprised 80% (2025: 100%) of the Group's total purchases while the purchases attributable to the Group's largest supplier was 27% (2025: 54%) of the Group's total purchases.

Save as disclosed above, none of the Directors, their associates or any shareholder, which to the knowledge of the Directors owned more than 5% of the Company's total issued shares, had any interest in the share capital of any of the five largest customers or suppliers of the Group.

Business Review (Continued)

Relationship with Employees, Suppliers and Customers (Continued)

(ii) Emolument Policy

The emolument policy of the employees of the Group is set up on the basis of their merit, qualifications and competence. The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted share option schemes as an incentive to Directors and eligible employees, details of the share option schemes are set out in note 32 to the consolidated financial statements.

(iii) Competing Interest

None of the Directors and their respective close associates is interested in any business which competes or might compete, either directly or indirectly, with the businesses of the Group or has any other conflicts of interest with the Group.

(iv) Management Contract

No management contract in force during the year for the management and administration of the whole or any substantial part of the Group's business subsisted at the end of the year or at any time during the year.

(v) Employee Information

As at 31 March 2026, the Group employed a total of 41 staff (2025: 24). Staff remuneration is reviewed by the management of the Group from time to time and increases are granted normally annually or by special adjustment depending on length of service and performance when warranted. In addition to salaries, the Group provides staff benefits including medical insurance and provident fund. Share options and bonuses are also available to employees of the Group at the discretion of the Directors and depending upon the financial performance of the Group. The Group also concerns on work safety to the employees. During the year ended 31 March 2026, there was no serious work safety issue on our Group's employees.

General Information

Results and Appropriations

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 68.

The Directors do not recommend the payment of dividend nor transfer of any amount to reserves (2025: nil).

Share Capital

Details of the movement in share capital of the Company during the year are set out in note 30 to the consolidated financial statements.

Reserves

Details of the movements in reserves of the Group and the Company during the year are set out on pages 70 to 71 and note 41 to the consolidated financial statements, respectively.

The Company had no reserves available for distribution to shareholders as at 31 March 2026 (2025: nil).

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group during the year are set out in note 13 to the consolidated financial statements.

Directors and Directors' Service Contracts

The Directors of the Company during the year and up to the date of this Directors' Report were:

Executive Directors:

Felipe TAN *(Chairman)*
Ronald TAN *(Chief Executive Officer)*

Independent Non-executive Directors:

CHAN Choi Ling
CHUNG Wai Keung David (appointed on 5 May 2026)
LAM Kwai Yan
YU Leung Fai

Each of the executive Directors has entered into a service contract with the Company when he is appointed as a Director of the Company. These service contracts will continue thereafter until terminated by either party giving to the other party not less than one or three months' notice in writing.

Each of the independent non-executive Directors was appointed for a term of one year and renewable for successive terms of a year unless terminated by either party giving not less than three months' notice in writing.

All Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after their appointment and every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Save as disclosed above, none of the Directors proposed for re-election at the forthcoming AGM has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

Other than the Directors named above, the following persons were the directors of the subsidiary undertakings during the financial year ended 31 March 2026 or during the period beginning on 1 April 2026 and ending on the date of this Directors' Report:

1. HAN Zhaoju
2. HU Caixia
3. KO Yuen Kwan (resigned on 15 July 2025)
4. LI Heyuan
5. LIN Ka Man
6. MA Jinlin (resigned on 11 June 2026)
7. SUN Haiwei (appointed on 11 June 2026)
8. TANG Chung Kan (appointed on 15 July 2025)
9. ZENG Xuefeng

Permitted Indemnity Provision

The Company maintains directors' and officers' liability insurance, which gives appropriate cover for any legal actions against its Directors and officers of the Group. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance when this Directors' Report prepared by the Directors is approved in accordance with section 391 of the Companies Ordinance.

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company

As at 31 March 2026, the interests and short positions of the Directors and the chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

Long Positions

(a) Interests in the Shares of the Company

	Number of ordinary shares held in the capacity of			
Name of Directors	Beneficial owner	Controlled corporation	Total number of shares	Percentage of shareholding
Executive Director				
Felipe TAN	46,591,200	101,711,160*	148,302,360	29.31%
Independent Non-Executive Directors				
CHAN Choi Ling	120,000	–	120,000	0.02%
LAM Kwai Yan	180,000	–	180,000	0.04%

* The shares were held by Starmax Holdings Limited ("Starmax") which is beneficially owned by Mr. Felipe Tan. By virtue of the SFO, Mr. Felipe Tan is deemed to have interests in the shares held by Starmax.

(b) Interests in Shares of Associated Corporation of the Company

Name of Director	Name of associated corporation	Capacity	Number of shares/ registered capital	Percentage of interest in the registered capital of the associated corporation
Felipe TAN	Goffers Resources Limited	Interest of controlled corporation	1,000	49%
	Kangshun HK Limited	Interest of controlled corporation	1,000	100%
	新疆天目礦業資源開發有限公司 Xinjiang Tianmu Mineral Resources Development Co. Ltd.*	Interest of controlled corporation	RMB36,000,000	51%

* Unofficial English name translated from Chinese registered name of the company for identification purpose only.

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company (Continued)

Long Positions (Continued)

(c) Options to Subscribe for Ordinary Shares of the Company

Particulars of the Directors' interests in share options to subscribe for shares in the Company pursuant to the Company's 2013 share option scheme and 2023 share option scheme were as follows:

					Number of share options and underlying shares				
						During the year			
Name of Directors	Date of grant	Exercise Period	Exercise price per share before adjustment (Note 3) HK$	Exercise price per share after adjustment (Note 3) HK$	Outstanding at 1.4.2025	Granted	Lapsed	Adjusted (Note 3)	Outstanding at 31.3.2026
Executive Directors									
Felipe TAN	02.03.2017	02.03.2017 – 01.03.2027	1.080	1.0404	200,000	–	–	7,612	207,612
	14.08.2023	14.08.2024 – 13.03.2027	0.242	0.2331	200,000	–	–	7,613	207,613
	02.10.2025	02.10.2026 – 01.10.2035	0.510	0.5100	–	500,000	–	–	500,000
Ronald TAN	02.03.2017	02.03.2017 – 01.03.2027	1.080	1.0404	200,000	–	–	7,613	207,613
	14.08.2023	14.08.2024 – 13.03.2027	0.242	0.2331	800,000	–	–	30,451	830,451
	02.10.2025	02.10.2026 – 01.10.2035	0.510	0.5100	–	500,000	–	–	500,000
Independent Non-Executive Directors									
CHAN Choi Ling	02.03.2017	02.03.2017 – 01.03.2027	1.080	1.0404	100,000	–	–	3,806	103,806
	14.08.2023	14.08.2024 – 13.03.2027	0.242	0.2331	200,000	–	–	7,612	207,612
	02.10.2025	02.10.2026 – 01.10.2035	0.510	0.5100	–	500,000	–	–	500,000
LAM Kwai Yan	02.03.2017	02.03.2017 – 01.03.2027	1.080	1.0404	100,000	–	–	3,806	103,806
	14.08.2023	14.08.2024 – 13.03.2027	0.242	0.2331	200,000	–	–	7,612	207,612
	02.10.2025	02.10.2026 – 01.10.2035	0.510	0.5100	–	500,000	–	–	500,000
YU Leung Fai	14.08.2023	14.08.2024 – 13.03.2027	0.242	0.2331	200,000	–	–	7,612	207,612
	02.10.2025	02.10.2026 – 01.10.2035	0.510	0.5100	–	500,000	–	–	500,000
					2,200,000	2,500,000	–	83,737	4,783,737

Notes:

1. No share option granted was exercised or cancelled during the year ended 31 March 2026.
2. All share options granted on 2 March 2017 were vested upon granting. All share options granted on 14 August 2023, of which the vesting period is from 14 August 2023 to 13 August 2024, were vested on 14 August 2024. The vesting period of the share options granted on 2 October 2025 is from 2 October 2025 to 1 October 2026 and such share options will be vested on 2 October 2026.
3. Upon issuance of 168,644,090 Rights Shares at the subscription price of HK$0.178 per Rights Share on the basis of one (1) Rights Share for every two (2) Existing Shares on 8 April 2025, the number of options and exercise prices of the outstanding share options at that date were adjusted accordingly.

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company (Continued)

Long Positions (Continued)

(c) Options to Subscribe for Ordinary Shares of the Company (Continued)

Save as disclosed above, as at 31 March 2026, none of the Directors or chief executive or any of their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations which fall to be notified to the Company and the Stock Exchange pursuant to Part XV 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 to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 March 2026, the register maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors and the chief executive, the following shareholders had notified the Company of relevant interest in the issued share capital of the Company.

		Number of shares or underlying shares held			Percentage of the issued share capital
Name of substantial shareholders	Nature of interests	Ordinary shares	Share options	Total	as at 31.3.2026
Starmax Holdings Limited*	Beneficial owner	101,711,160	–	101,711,160	20.10%
Zhang Ming	Beneficial owner	47,890,806	–	47,890,806	9.46%
Zhang Xinman	Beneficial owner	80,928,452	–	80,928,452	15.99%

* Starmax Holdings Limited is beneficially owned by Mr. Felipe Tan.

Saved as disclosed above, as at 31 March 2026, the Company has not been notified by any persons (other than the Directors) who has interests or short positions in the Shares or underlying Shares of the Company which would fall to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO, or which were required, pursuant to section 336 of the SFO, to be recorded in the register referred to therein.

Share Options

Details of the Company's share option schemes adopted on 25 September 2013 ("2013 Share Option Scheme") and 26 September 2023 ("2023 Share Option Scheme") are set out in note 32 to the consolidated financial statements. No option is available to grant under the 2013 Share Option Scheme as the scheme was expired during the financial year ended 31 March 2024. The number of options available for grant under the 2023 Share Option Scheme on 1 April 2025 and 31 March 2026 are 28,128,818 and 18,378,818 respectively. The total number of shares available for issue under the share option scheme adopted on 26 September 2023 is 18,378,818 shares, representing 3.63% of the total issued shares of the Company as at the date of this annual report.

The number of shares that may be issued in respect of options granted under all share option schemes of the Company during the year ended 31 March 2026 represented approximately 1.93% (2025: nil) of the weighted average number of shares of the Company in issue for the year.

Directors' Interests in Transactions, Arrangements or Contracts

Save as disclosed in note 40 to the consolidated financial statements, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company nor a connected entity of a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the year.

Independence of Independent Non-Executive Directors

The Company has received written confirmation from each of its independent non-executive Directors in respect of their independence during the year and all independent non-executive Directors are still being considered to be independent.

Connected Transaction

Among the related party transactions disclosed in note 40 to the consolidated financial statements, the following transaction constitutes connected transactions for the Company under Rule 20.21 of the GEM Listing Rules and are required to be disclosed in this annual report in accordance with Rule 20.69 of the GEM Listing Rules.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

On 23 March 2026, the Company's subsidiary, Silver Times Limited, and Eddid Securities entered into a placing agreement pursuant to which Eddid Securities has conditionally agreed to place, on a best effort basis, up to 40,000 Silver Tokens to any professional investors as defined in Schedule 1 to the SFO and the Securities and Futures (Professional Investor) Rules at the price per Silver Token to be determined with reference to the prevailing LBMA silver price on the business day immediately preceding the date of completion of the placing (the "Placing Price").

Upon completion of the Placing on 27 March 2026, with the consent of the Group, Well Charm Group Limited, ("Well Charm") purchased 17,195.725 Silver Tokens (the "Well Charm Tokens") under the Placing at the Placing Price. The aggregate consideration paid by Well Charm for the purchase of the Well Charm Tokens is HK$9,116,000, comprising the aggregate Placing Price of HK$9,025,000 and a front-end fee, being an amount equal to 1% of the total Placing Price (the "Front-end Fee"), of HK$91,000. The aggregate consideration had been settled in full by Well Charm at the date of completion of the Placing.

Well Charm is incorporated under the laws of the British Virgin Islands with limited liability. It is beneficially and wholly-owned by Mr. Felipe Tan ("Mr. Tan"), an executive Director and a substantial shareholder of the Company. As Mr. Tan is an executive Director and a substantial shareholder of the Company, Well Charm is a connected person of the Company. Well Charm is principally engaged in investment holdings.

The net proceeds including the aggregate Placing Price and the Front-end Fee received from Well Charm are approximately HK$8,284,000. The Company intends to use the net proceeds from the purchase of the Well Charm Tokens by Well Charm as working capital for the continuous development of the Group's precious metals sales business. The original acquisition costs of the underlying physical silver assets for the Well Charm Tokens amounted to HK$6,207,000. The value of the underlying physical silver assets for the Well Charm Tokens purchased by Well Charm based on the prevailing LBMA silver price on the business day immediately preceding the date of completion of the Placing is HK$9,025,000. The Company recognised a gain of approximately HK$2,909,000 for the Well Charm Tokens with reference to the difference between (i) the consideration received from the placing of Well Charm Tokens and (ii) the original acquisition costs of the underlying physical silver assets for the Well Charm Tokens.

Connected Transaction (Continued)

The purchase of the Well Charm Tokens by Well Charm at the Placing Price reflects the recognition by Mr. Tan of the tokenisation of real-world assets business of the Group as well as his confidence in the future development of the silver business. It will also generate further income to the Group along with the placing of other Placing Tokens.

As such, the directors (including the independent non-executive directors) are of the view that the purchase of the Well Charm Tokens by Well Charm is on normal commercial terms, which are fair and reasonable, in the ordinary and usual course of business of the Group and is in the interests of the Company and its shareholders as a whole.

As Well Charm is a connected person of the Company, the purchase of the Well Charm Tokens by Well Charm constitutes a connected transaction of the Company pursuant to Chapter 20 of the GEM Listing Rules.

Details of the purchase of Well Charm Tokens by Well Charm are set out in the Company's announcements dated 23 March 2026 and 27 March 2026.

Other than those as disclosed above, the Group did not have any connected transactions and continuing connected transactions as defined under the GEM Listing Rules. Other than related party transactions that also fall under the definition of connected transactions pursuant to Chapter 20 of the GEM Listing Rules as disclosed above, the remaining significant related party transactions for the year ended 31 March 2026 that did not constitute connected transactions under the GEM Listing Rules were disclosed in note 40 to the consolidated financial statements. The Directors therefore confirm that the Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

Purchase, Sale or Redemption of the Company's Listed Securities

During the year ended 31 March 2026, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Corporate Governance

Principal corporate governance policies adopted by the Company are set out in the Corporate Governance Report on pages 17 to 30.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of its Directors as at 31 March 2026 and the date of this Directors' Report, the Company has maintained sufficient public float not less than 25% of its total number of issued shares as required under the GEM Listing Rules.

Auditors

CCTH CPA Limited ("CCTH") was appointed as auditor of the Company on 16 January 2025 following the resignation of HLB Hodgson Impey Cheng Limited. CCTH was reappointed as auditor of the Company by the shareholders of the Company in the annual general meeting held on 25 September 2025. The consolidated financial statements for the year ended 31 March 2026 have been audited by CCTH.

On behalf of the Board
TIMELESS RESOURCES HOLDINGS LIMITED
Felipe Tan
Chairman

Hong Kong, 25 June 2026

CCTH CPA LIMITED
中正天恆會計師有限公司

To the members of Timeless Resources Holdings Limited
(incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Timeless Resources Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 68 to 144, which comprise the consolidated statement of financial position as at 31 March 2026, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information 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 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters (Continued)

Revenue recognition – principal versus agent

Refer to Note 5 to the consolidated financial statements

Key audit matter	How our audit addressed the key audit matter
Revenue recognition is identified as a key audit matter because of its financial significance to the consolidated financial statements. Accordingly, there may be risks of material misstatements related to revenue recognition. For the year ended 31 March 2026, the Group recognised revenue from its mining and metals business, primarily from the sale of processed gold and silver products of approximately HK$172,777,000 was derived from trade transactions in situations where the management considered that the Group acted as both principal and agent. The Group determined whether itself is acting as a principal or agent required judgement and consideration of all relevant facts and circumstances. We focused on this area due to the significant judgement involved in the assessment of management's determination of principal or agent for the purpose of revenue recognition of sales of processed gold products.	Our procedures in relation to management's revenue recognition included: • obtaining an understanding of the revenue recognition; • inspecting agreements, on sample basis, to identify terms and conditions which may affect revenue recognition and assessing the Group's revenue recognition policies; • testing, on a sample basis, the supporting documentation and the contractual terms of trade transactions; • evaluating the pricing strategy and tender process on a sample basis to determine whether the Group has discretion in customer selection and price setting; and • assessing the management's conclusion based on the specific facts and circumstances and the applicable accounting standard.

Key Audit Matters (Continued)

Carrying amount of Exploration and Evaluation (the "E&E") Assets

Refer to Note 17 to the consolidated financial statements

Key audit matter	How our audit addressed the key audit matter
As at 31 March 2026, the carrying amount of the Group's exploration and evaluation ("E&E") assets are approximately HK$18,219,000. Management engaged an external valuer to perform an impairment assessment in accordance with HKFRS 6 *Exploration for and Evaluation of Mineral Resources*. Management's impairment assessment involved significant judgements and estimates in determining the recoverable amount of the E&E assets. These included the valuation approach and methodology adopted, and the key assumptions and inputs used in the valuation. We identified the impairment assessment on E&E assets as a key audit matter due to the significant judgement exercised by the management in determining the key assumptions adopted in the assessment of the recoverable amounts of the E&E assets.	Our procedures in relation to management's impairment assessment of E&E assets included: • discussing with management and external valuer to understand the basis of valuation approach and methodology; • assessing the qualification, experience and expertise of the external valuer engaged by management and considering their objectivity; • involving our internal valuation specialist in evaluating the appropriateness of the impairment assessment methodology adopted, the reasonableness of the key assumptions and data used by the management; and • assessing the disclosures in the consolidated financial statements with reference to the requirements of the prevailing accounting standards.

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 The 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 as issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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.

As part of an audit in accordance with HKSAs, we exercise professional judgment 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

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

- 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.

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

CCTH CPA Limited
Certified Public Accountants
Hong Kong, 25 June 2026

Wong Po Lam
Practising Certificate Number: P08167

Unit 1510–17, 15/F., Tower 2
Kowloon Commerce Centre
No. 51 Kwai Cheong Road
Kwai Chung
New Territories
Hong Kong

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
Revenue	5	**235,538**	110,622
Costs of sales		**(213,272)**	(109,971)
Other income and gains, net	6	**1,384**	1,705
Staff costs		**(11,675)**	(8,951)
Depreciation and amortisation		**(507)**	(347)
Gain on disposals of property, plant and equipment		**100**	95
Expected credit loss on trade and other receivables, net		**(404)**	(20)
Loss on fair value changes of an investment property	15	**(390)**	(2,340)
Net realised and unrealised gain/(loss) on fair value changes of financial assets at fair value through profit or loss		**3,027**	(319)
Gain on disposal of a consolidated structured entity	29	**5,630**	–
Gain on disposal of financial assets at fair value through profit or loss		**–**	150
Other operating expenses		**(12,786)**	(6,385)
Share of profit/(loss) of associates		**1**	(88)
Finance costs	7	**(615)**	(186)
Profit/(loss) before tax	8	**6,031**	(16,035)
Income tax expense	9	**(1,979)**	–
Profit/(loss) for the year		**4,052**	(16,035)
Other comprehensive income/(expense) for the year			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		**2,870**	(361)
Total comprehensive income/(expenses) for the year		**6,922**	(16,396)
Profit/(loss) for the year attributable to:			
Owners of the Company		**11,016**	(12,421)
Non-controlling interests		**(6,964)**	(3,614)
		4,052	(16,035)
Total comprehensive income/(expenses) for the year attributable to:			
Owners of the Company		**11,958**	(12,515)
Non-controlling interests		**(5,036)**	(3,881)
		6,922	(16,396)
Earnings/(loss) per share (HK cents)	12		
– Basic		**2.18**	(3.55)
– Diluted		**2.18**	(3.55)

Consolidated Statement of Financial Position

At 31 March 2026

	Notes	As at 31 March 2026 HK$'000	As at 31 March 2025 HK$'000
Non-current assets			
Property, plant and equipment	13	**840**	368
Right-of-use assets	14	**4,770**	4,721
Investment property	15	**5,950**	6,340
Intangible assets	16	**1,035**	–
Exploration and evaluation assets	17	**18,219**	15,233
Interests in associates	18	**–**	49
Financial assets at fair value through profit or loss	19	**1,162**	1,349
Prepayments	22	**1,890**	2,052
Restricted bank balance	23	**1,454**	1,372
		35,320	31,484
Current assets			
Inventories	20	**11,549**	6,132
Trade receivables	21	**16,574**	3,111
Prepayments, deposits and other receivables	22	**1,378**	4,168
Financial assets at fair value through profit or loss	19	**65**	26
Time deposits with original maturity of over three months	23	**33,975**	32,106
Cash and cash equivalents	23	**85,262**	40,946
		148,803	86,489
Current liabilities			
Trade and other payables	24	**26,476**	17,913
Contract liabilities	25	**17,007**	–
Loan from a director	26	**30,000**	–
Current tax liabilities		**2,099**	113
		75,582	18,026
Net current assets		**73,221**	68,463
Total assets less current liabilities		**108,541**	99,947
Non-current liabilities			
Provision for land rehabilitation	27	**4,645**	4,390
Net assets		**103,896**	95,557
Capital and reserves			
Share capital	30	**944,653**	944,653
Reserves	31	**(874,631)**	(887,612)
Equity attributable to owners of the Company		**70,022**	57,041
Non-controlling interests		**33,874**	38,516
Total equity		**103,896**	95,557

The consolidated financial statements on pages 68 to 144 were approved and authorised for issue by the board of directors on 25 June 2026 and are signed on its behalf by:

Felipe Tan
Director

Ronald Tan
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2026

	Attributable to owners of the Company									
	Share capital HK$'000	Share options reserve HK$'000	General reserve HK$'000	Property revaluation reserve HK$'000	Translation reserve HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 April 2024	915,382	1,074	2,205	964	(5,991)	–	(873,580)	40,054	57,602	97,656
Loss for the year	–	–	–	–	–	–	(12,421)	(12,421)	(3,614)	(16,035)
Other comprehensive expense for the year:										
Exchange differences on translation of foreign operations	–	–	–	–	(94)	–	–	(94)	(267)	(361)
Total comprehensive expense for the year	–	–	–	–	(94)	–	(12,421)	(12,515)	(3,881)	(16,396)
Issue of rights shares (note 30)	29,271	–	–	–	–	–	–	29,271	–	29,271
Recognition of equity-settled share-based payments	–	231	–	–	–	–	–	231	–	231
Capital contribution from non-controlling interests	–	–	–	–	–	–	–	–	792	792
Dividend paid to non-controlling interests	–	–	–	–	–	–	–	–	(15,997)	(15,997)
At 31 March 2025	944,653	1,305*	2,205*	964*	(6,085)*	–*	(886,001)*	57,041	38,516	95,557

Consolidated Statement of Changes in Equity (Continued)

For the year ended 31 March 2026

	Attributable to owners of the Company									
	Share capital	Share options reserve	General reserve	Property revaluation reserve	Translation reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 April 2025	944,653	1,305*	2,205*	964*	(6,085)*	–*	(886,001)*	57,041	38,516	95,557
Profit/(loss) for the year	–	–	–	–	–	–	11,016	11,016	(6,964)	4,052
Other comprehensive income for the year:										
Exchange differences on translation of foreign operations	–	–	–	–	942	–	–	942	1,928	2,870
Total comprehensive income/(expense) for the year	–	–	–	–	942	–	11,016	11,958	(5,036)	6,922
Appropriation of reserve	–	–	579	–	–	–	(579)	–	–	–
Recognition of equity-settled share-based payments	–	1,140	–	–	–	–	–	1,140	–	1,140
Lapse of share options	–	(178)	–	–	–	–	178	–	–	–
Capital contribution from non-controlling interests	–	–	–	–	–	–	–	–	277	277
Acquisition of non-controlling interests	–	–	–	–	–	(117)	–	(117)	117	–
At 31 March 2026	944,653	2,267*	2,784*	964*	(5,143)*	(117)*	(875,386)*	70,022	33,874	103,896

* These reserve accounts comprise the consolidated debit reserves of HK$874,631,000 (2025: HK$887,612,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

For the year ended 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
OPERATING ACTIVITIES			
Profit/(loss) before tax		**6,031**	(16,035)
Adjustments for:			
Equity-settled share-based payments		**1,140**	231
Interest income	6	**(733)**	(1,115)
Finance costs	7	**615**	186
Share of (profit)/loss of associates		**(1)**	88
Depreciation and amortisation		**507**	347
Gain on disposal of financial assets at fair value through profit or loss		**–**	(150)
Gain on deregistration of associates		**(292)**	–
Gain on disposal of a consolidated structured entity	29	**(5,630)**	–
Gain on disposal of property, plant and equipment		**(100)**	(95)
Expected credit loss on trade and other receivables, net		**404**	20
Write-down of inventories		**2,795**	–
Loss on fair value changes of an investment property		**390**	2,340
Net realised and unrealised (gain)/loss on fair value changes of financial assets at fair value through profit or loss		**(3,027)**	319
Operating cash flows before movement in working capital		**2,099**	(13,864)
Increase in inventories		**(8,206)**	(4,894)
Increase in trade receivables		**(13,331)**	(3,211)
Decrease in prepayments, deposits and other receivables		**2,855**	3,469
Decrease in provision for land rehabilitation		**–**	(1,084)
Increase in trade and other payables		**8,764**	8,010
Increase in contract liabilities		**16,929**	–
Cash generated from/(used in) operations		**9,110**	(11,574)
Income tax paid		**–**	(621)
Net cash generated from/(used in) operating activities		**9,110**	(12,195)
INVESTING ACTIVITIES			
Interest received		**733**	1,101
Net cash inflow from acquisition of a subsidiary		**48**	–
Proceeds on deregistration of associates		**292**	–
Proceeds on disposal/settlement of financial assets at fair value through profit or loss		**3,175**	150
Proceeds on disposal of a consolidated structured entity	29	**17,614**	–
Inventories purchased for tokenisation	29	**(11,984)**	–
Purchases of property, plant and equipment		**(629)**	(4)
Development costs paid		**(354)**	(780)
Proceeds on disposal of property, plant and equipment		**100**	95
Purchases of exploration and evaluation assets		**(2,587)**	(2,916)
Placement of time deposits		**(99,198)**	(75,558)
Withdrawal of time deposits upon maturity		**99,198**	75,558
Net cash generated from/(used in) investing activities		**6,408**	(2,354)
FINANCING ACTIVITIES			
Capital contribution from non-controlling interests		**277**	792
Loans received from/(repaid to) a director		**30,000**	(9,800)
Interest paid		**(615)**	(186)
Dividends paid to non-controlling shareholders		**–**	(15,997)
Proceeds from rights issue		**–**	30,704
Refund of excess fund from rights issue		**(685)**	–
Transaction costs attributable to issue of rights shares		**(490)**	(258)
Net cash generated from financing activities		**28,487**	5,255
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**44,005**	(9,294)
Cash and cash equivalents at the beginning of year		**40,946**	50,278
Effect of foreign exchange rate changes		**311**	(38)
CASH AND CASH EQUIVALENTS AT THE END OF YEAR		**85,262**	40,946

1. General

Timeless Resources Holdings Limited (the "Company") is a public limited company incorporated in Hong Kong and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

In the opinion of the directors of the Company, the Company does not have a controlling party.

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are set out in note 34.

These 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 an HKFRS Accounting Standard that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to an HKFRS Accounting Standard as 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 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	*Lack of Exchangeability*

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

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 HKAS 21	*Translation to a Hyperinflationary Presentation Currency*[3]
Amendments to HKFRS 9 and HKFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*[2]
Amendments to HKFRS 9 and HKFRS 7	*Contracts Referencing Nature-dependent Electricity*[2]
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*[2]
HKFRS 18	*Presentation and Disclosure in Financial Statements*[3]
HKFRS 19 and amendments to HKFRS 19	*Subsidiaries without Public Accountability: Disclosures*[3]

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 2026
3 Effective for annual periods beginning on or after 1 January 2027

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

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)

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 and other comprehensive income; 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 *Accounting Policies, Changes in Accounting Estimates and Errors* and HKFRS 7 *Financial Instruments: Disclosures*. 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. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss and other comprehensive income.

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 as 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 ("GEM Listing Rules") and by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance").

The directors of the Company 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.

The consolidated financial statements have been prepared on the historical cost basis except for an investment property and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including a structured entity) 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 from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the 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, 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 or a consolidated structured entity

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 or a structured entity, the assets and liabilities of that subsidiary or structured entity 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 (ii) the carrying amount of the assets, and liabilities of the subsidiary or structured entity attributable to the owners of the Company.

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.

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 (Continued)

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 goods or services before that goods or services is transferred to a customer.

The Group is an agent if the Group's performance obligation is to arrange for the provision of the specified goods or services by another party. In this case, the Group does not control the specified goods or services provided by another party before that goods or services is transferred to the customer.

When the Group is acting as a principal, revenue is recorded on the gross amount of consideration to which it expects to be entitled in exchange for the good or services. Otherwise, revenue is recognised on a net basis i.e., the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the good or services to be provided by other party

Refund liabilities

The Group recognises a refund liability if the Group expects to refund some or all of the consideration received from customers.

Lease

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 *Leases* at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information (Continued)

Lease (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability; and

- any lease payments made at or before the commencement date, less any lease incentives received.

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

Right-of-use assets 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.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information (Continued)

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 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. Hong Kong dollars) 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. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

The Group operates a defined contribution Mandatory Provident Fund ("MPF") retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme.

For Long Service Payment ("LSP") obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measured on a net basis. The estimated amount of LSP obligation is determined after deducting the negative service cost arising from the accrued benefits (being projected and attributed to periods of service) derived from the Group's MPF contributions that have been vested with employees and would be used to offset the employee's LSP benefits, which are deemed to be contributions from the relevant employees.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in central pension schemes operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information (Continued)

Employee benefits (Continued)

Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

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 after deducting any amount already paid.

Borrowing costs

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

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

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

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting condition 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 options reserve). At the end of each reporting period, the Group revises its estimates 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 options reserve.

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

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 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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

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

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

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

For tax deductions that are attributable to the ultimate costs incurred for provisions for decommissioning and restoration, the Group applies HKAS 12 requirements to the provisions for the decommissioning and restoration and the related assets separately. The Group recognises a deferred tax asset related to the provisions for the decommissioning and restoration 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.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individually group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information (Continued)

Investment properties

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

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

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

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Intangible assets

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information (Continued)

Intangible assets (Continued)

Internally-generated intangible assets – research and development expenditure (Continued)

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

Exploration and evaluation assets

Exploration and evaluation assets are stated at cost less impairment losses. Exploration and evaluation assets include the cost of acquiring exploration rights, topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to commercial and technical feasibility studies, and expenditure incurred to secure further mineralisation in existing ore bodies as well as in new areas of interest. Expenditure incurred prior to accruing legal rights to explore an area is expensed as incurred.

When it can be reasonably ascertained that an exploration property is capable of commercial production, exploration and evaluation costs capitalised are transferred to either mining infrastructure or mining rights and reserves and depreciated/amortised by the units of production method based on the proven and probable mineral reserves. Costs incurred for exploration which can be directly attributable to the development of mining infrastructure are transferred to mining infrastructure when the exploration reaches the stage of commercial production. All other costs will be transferred to mining rights and reserves. Exploration and evaluation assets are written off to profit or loss if the exploration property is abandoned.

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

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, exploration and evaluation assets, right-of-use assets and intangible 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, exploration and evaluation assets, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

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

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, exploration and evaluation assets, right-of-use assets and intangible assets (Continued)

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

When 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.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average 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.

Cash and cash equivalents

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

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

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

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information (Continued)

Provision for land rehabilitation

The Group is required to incur costs for restoration of the land after the underground sites have been mined. Provision for land rehabilitation is recognised when the Group has a present obligation as a result of past event, and it is probable that the Group will be required to settle that obligation. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

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 value of money is material).

Land rehabilitation costs are provided in the period in which the obligation is identified and is capitalised to the land rehabilitation costs. The costs are amortised on the straight-line basis over their estimate useful lives.

Financial instruments

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

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

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.

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.

(i) Amortised cost and interest income

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

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or financial assets at fair value through other comprehensive income ("FVTOCI") or designated at FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss.

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

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, deposits and other receivables, restricted bank balance, time deposits with original maturity of over three months and cash and cash equivalents) which are subject to impairment 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 past events and current conditions at the reporting date as well as the forecast of future economic conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on trade receivables is assessed individually for debtors with credit-impaired and/or collectively using a provision matrix with appropriate groupings based primarily on the debtors' ageing profiles.

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.

(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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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 (Continued)

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 payment 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.

(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.

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)

(iii) Credit-impaired financial assets

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

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

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

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

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

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

(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 adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost on effort.

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)

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.

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

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

Derecognition of financial assets

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

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.

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

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

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

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is 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, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and a loan from a director 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.

3. Basis of Preparation of Consolidated Financial Statements and Material Accounting Policy Information (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, the directors of the Company 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 associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

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

Revenue recognition – principal versus agent consideration

The Group engages in the sales of precious metals, including processed gold products, processed silver bars and standardised silver bullions. The Group concluded that the Group acts as the principal for sales of processed gold products, processed silver bars and transactions relating to sales of standardised silver bullions as it controls the specified goods before it is transferred to the customer after taking into consideration that the Group has the ability to direct the use and obtain substantially all of the remaining benefit of the specified goods or services from another party. When the Group satisfies the performance obligation, the Group recognises trading revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Critical judgements in applying accounting policies (Continued)

Revenue recognition – principal versus agent consideration (Continued)

The Group is considered as an agent for its contracts with customers relating to the sales of standardised silver bullions as the Group did not obtain the control over such standardised silver bullions before passing on to customers. When the Group satisfies the performance obligation, the Group recognises a revenue in a net amount equal to the difference between the gross amount of consideration to which the Group expects to be entitled as specified in the contracts and the costs of the relevant standardised silver bullions sold.

During the year ended 31 March 2026, the Group recognised revenue relating to sales of precious metals amounted to HK$172,777,000 (2025: HK$107,567,000).

Impairment assessment of exploration and evaluation assets

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Group measures, presents and discloses any resulting impairment loss.

The assessment of whether there are any indications of impairment in respect of the exploration and evaluation assets involves a number of judgements. These include whether the Group has the right to explore in the specific area of interest, whether ongoing expenditure is planned or budgeted and whether there is sufficient information for a decision to be made that the area of interest is not commercially viable.

As at 31 March 2026, the carrying amount of exploration and evaluation assets was HK$18,219,000 (2025: HK$15,233,000) and no impairment losses has been recognised.

Key sources of estimation uncertainty

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

Fair value measurement of financial instruments

As at 31 March 2026, certain of the Group's financial assets amounting to HK$1,162,000 (2025: HK$1,349,000) are measured at fair value which are determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof and changes in assumptions relating to these factors could result in material adjustments to the fair value of these financial instruments. Details of which are set out in notes 19 and 35(c) to the consolidated financial statements.

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

ECL on trade receivables, deposits and other receivables

The Group assesses individually for debtors with credit-impaired and/or collectively using a provision matrix to calculate expected credit losses for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e. gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances. The Group's historical credit loss experience may also not be representative of customer's actual default in the future.

The loss allowances for deposits and other receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history existing market conditions as well as forward-looking estimates at the end of each reporting period.

Details of the key assumptions and inputs used are disclosed in note 35(b).

Fair value measurement of investment property

Investment property is stated at fair value based on the valuation performed by an independent professional valuer. The determination of the fair value involves certain assumptions of market conditions which are set out in note 15 to the consolidated financial statements.

As at 31 March 2026, the carrying amount of the Group's investment property is HK$5,950,000 (2025: HK$6,340,000).

5. Revenue and Segment Information

Information reported to the executive directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

In previous years, the Group's software business and business in development of bio and nano new materials were combined as software and innovation business due to their early stage of development. In the prior year, the Group reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments. The software business experiences expansion and it is considered by the CODM as a separate reportable segment. The Group's reportable segments under HKFRS 8 are as follows:

(i) Mining and Metal Business – the exploration, development and exploitation of mines and sales of precious metals; and

(ii) Software Business – provision of integrated IT solutions and other related services.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that interest income, share of result of associates, finance costs, reversal of expected credit loss on other receivables, gain/(loss) on fair value changes of an investment property and certain financial assets at FVTPL, gain on disposal of financial assets at FVTPL, as well as head office and corporate income and expenses are excluded from such measurement.

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

- all assets are allocated to reportable segments other than certain of the Group's property, plant and equipment, an investment property, financial assets at FVTPL, interests in associates, certain of the Group's prepayments, deposits and other receivables, time deposits with original maturity of over three months and cash and cash equivalents; and

- all liabilities are allocated to reportable segments other than a loan from a director and certain of the Group's other payables.

5. Revenue and Segment Information (Continued)

Segment revenue and results

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

For the year ended 31 March 2026

	Mining and Metal Business HK$'000	Software Business HK$'000	Total HK$'000
Segment revenue			
External sales	172,777	62,761	235,538
Segment profit	7,386	7,211	14,597
Interest income			733
Unallocated other income and gains			622
Unallocated corporate expenses			(8,724)
Loss on fair value changes of an investment property			(390)
Loss on fair value changes of financial assets at FVTPL			(193)
Share of profit of associates			1
Finance costs			(615)
Profit before tax			6,031

5. Revenue and Segment Information (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2025

	Mining and Metal Business HK$'000	Software Business HK$'000	Total HK$'000
Segment revenue			
External sales	107,567	3,055	110,622
Segment (loss)/profit	(6,449)	343	(6,106)
Interest income			1,115
Unallocated other income and gains			205
Unallocated corporate expenses			(8,293)
Reversal of expected credit loss on other receivables			80
Loss on fair value changes of an investment property			(2,340)
Gain on disposal of financial assets at FVTPL			150
Loss on fair value changes of financial assets at FVTPL			(572)
Share of loss of associates			(88)
Finance costs			(186)
Loss before tax			(16,035)

5. Revenue and Segment Information (Continued)

Segment assets and liabilities

	2026 HK$'000	2025 HK$'000
Segment assets		
Mining and Metal Business	38,887	32,843
Software Business	17,711	3,891
Total reporting segment assets	56,598	36,734
Unallocated	127,525	81,239
Consolidated total assets	184,123	117,973
Segment liabilities		
Mining and Metal Business	38,200	17,793
Software Business	11,232	2,872
Total reporting segment liabilities	49,432	20,665
Unallocated	30,795	1,751
Consolidated total liabilities	80,227	22,416

Other segment information

	2026 HK$'000	2025 HK$'000
Additions to non-current assets*		
Mining and Metal Business	2,043	1,637
Software Business	1,134	–
Unallocated	629	–
	3,806	1,637
Gain on disposal of property, plant and equipment		
Mining and Metal Business	(100)	(95)
Depreciation and amortisation		
Mining and Metal Business	221	222
Software Business	126	–
Unallocated	160	125
	507	347

5. Revenue and Segment Information (Continued)

Other segment information (Continued)

	2026 HK$'000	2025 HK$'000
Write-down of inventories		
Mining and Metal Business	**2,795**	–
Expected credit loss on trade receivables		
Software Business	**404**	100
Reversal of expected credit loss on other receivables		
Unallocated	**–**	(80)

* Additions to non-current assets include additions to property, plant and equipment, exploration and evaluation assets and intangible assets

Geographical information

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

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

	2026 HK$'000	2025 HK$'000
Revenue from external customers		
Hong Kong	**172,777**	107,567
Mainland China	**62,761**	3,055
	235,538	110,622
Non-current assets		
Hong Kong	**6,708**	7,410
Mainland China	**25,996**	21,304
	32,704	28,714

Note: Non-current assets excluded financial instruments and interests in associates.

5. Revenue and Segment Information (Continued)

Information about major customers

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

	2026 HK$'000	2025 HK$'000
Customer A[1]	51,086	78,427
Customer B[1]	40,178	N/A[3]
Customer C[1]	33,947	N/A[3]
Customer D[2]	33,057	N/A[3]

1 Revenue from the Mining and Metal Business
2 Revenue from the Software Business
3 The corresponding revenue did not contribute over 10% of the total revenue of the Group.

Disaggregation of revenue from contracts with products

	2026 HK$'000	2025 HK$'000
Types of goods or services		
Sales of precious metals	172,777	107,567
Provision of integrated IT solutions services	62,761	3,055
	235,538	110,622
Timing of revenue recognition		
At a point in time	172,777	110,622
Over time	62,761	–
	235,538	110,622

Performance obligations for contracts with customers and revenue recognition policies

Sales of precious metals

The Group sells various precious metal products in accordance with customers' specifications.

Revenue is recognised at a point in time when the customer obtains control of the goods, being when the goods have been delivered to and accepted by customers. The Group satisfied its performance obligations upon delivery in accordance with its contracts with customers, who bears the risk of obsolescence and loss in relation to the goods.

5. Revenue and Segment Information (Continued)

Performance obligations for contracts with customers and revenue recognition policies (Continued)

Provision of integrated IT solutions services

The Group's integrated IT solutions services are offered to customers with functionalities and interfacing capabilities tailored to customers' operation environment and are integrated with relevant hardware, other service and software.

For the year ended 31 March 2026, the Group provides integrated IT solutions and other related services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these integrated IT solutions and other related services based on the stage of completion of the contract using input method.

For the year ended 31 March 2025, the Group determines that such contracts typically comprise one single performance obligation. Revenue is recognised at a point in time upon acceptance of the respective solutions or products by customers, which is when the control over the Group's goods or services is transferred to customers.

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

All the Group's remaining performance obligations for contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. Other Income and Gains, Net

	2026 **HK$'000**	2025 HK$'000
Bank interest income	**733**	1,115
Rental income	**288**	205
Gain on deregistration of associates	**292**	–
Others	**71**	385
	1,384	1,705

7. Finance Costs

	2026 **HK$'000**	2025 HK$'000
Interest on a loan from a director	**615**	184
Others	**–**	2
	615	186

8. Profit/(Loss) Before Tax

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

	2026 HK$'000	2025 HK$'000
Directors' and chief executive's emoluments (note 10)	**2,612**	2,031
Other staff costs:		
Salaries, wages and other benefits	**8,136**	6,310
Contributions to defined contribution retirement plans	**566**	474
Equity-settled share-based payments	**715**	136
Capitalised in intangible assets	**(354)**	–
Employee benefits expenses	**11,675**	8,951
Depreciation of property, plant and equipment	**161**	132
Depreciation of right-of-use assets	**220**	215
Amortisation of intangible assets	**126**	–
Total depreciation and amortisation	**507**	347
Rental income arising from an investment property	**(288)**	(205)
Less: direct operating expenses incurred for an investment property that generate rental income during the year	**97**	103
	(191)	(102)
Expected credit losses on trade receivables	**404**	100
Reversal of expected credit losses on other receivables	**–**	(80)
Expected credit losses on trade and other receivables, net	**404**	20
Auditors' remuneration	**560**	578
Cost of inventories recognised as an expense	**156,485**	107,371
Cost of services provided	**53,992**	2,600
Write-down of inventories (included in the costs of sales line item)	**2,795**	–
Research and development costs recognised as an expense*	**321**	–
Expense relating to short-term leases not included in the measurement of lease liabilities	**957**	613
Net foreign exchange loss	**95**	159

* Research and development costs relates to staff costs of employees, which amount is included in the employee benefits expenses disclosed separately above.

9. Income Tax Expense

	2026 HK$'000	2025 HK$'000
Current tax		
– Charge for the period, PRC Enterprise Income Tax	**1,979**	114
– PRC withholding tax	**–**	621
Deferred tax (note 28)	**–**	(735)
	1,979	–

No provision for taxation in Hong Kong has been made as no taxable profit derived in Hong Kong for both years.

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries operating in Mainland China is 25% for both years.

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

	2026 HK$'000	2025 HK$'000
Profit/(loss) before tax	**6,031**	(16,035)
Tax at the Hong Kong Profits Tax rate of 16.5%	**995**	(2,646)
Tax effect of share of loss of associates	**–**	15
Tax effect of expenses not deductible for tax purposes	**991**	812
Tax effect of income not taxable for tax purposes	**(767)**	(151)
Tax effect of tax losses not recognised	**4,360**	3,550
Utilisation of deductible temporary differences previously not recognised	**(677)**	(1,594)
Utilisation of tax loss previously not recognised	**(2,833)**	–
Effect of different tax rates for subsidiaries operating in other jurisdictions	**(90)**	(332)
PRC withholding tax	**–**	346
Income tax expense for the year	**1,979**	–

10. Directors' and Chief Executive's Emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable GEM Listing Rules and section 383(1) of the Companies Ordinance, is as follows:

For the year ended 31 March 2026

	Fee HK$'000	Salaries and other benefits in kind HK$'000	Retirement benefits scheme contributions HK$'000	Performance and discretionary bonus HK$'000	Equity-settled share-based payment expense HK$'000	Total emoluments HK$'000
Executive directors						
Felipe Tan	–	968	–	105	85	1,158
Ronald Tan	–	545	22	97	85	749
Independent non-executive directors						
Chan Choi Ling	150	–	–	–	85	235
Chung Wai Keung David (note)	–	–	–	–	–	–
Lam Kwai Yan	150	–	–	–	85	235
Yu Leung Fai	150	–	–	–	85	235
	450	1,513	22	202	425	2,612

For the year ended 31 March 2025

	Fee HK$'000	Salaries and other benefits in kind HK$'000	Retirement benefits scheme contributions HK$'000	Performance and discretionary bonus HK$'000	Equity-settled share-based payment expense HK$'000	Total emoluments HK$'000
Executive directors						
Felipe Tan	–	956	–	47	12	1,015
Ronald Tan	–	490	22	31	47	590
Independent non-executive directors						
Chan Choi Ling	130	–	–	–	12	142
Lam Kwai Yan	130	–	–	–	12	142
Yu Leung Fai	130	–	–	–	12	142
	390	1,446	22	78	95	2,031

Note: Dr. Chung Wai Keung David was appointed as an independent non-executive director of the Company with effect from 5 May 2026.

10. Directors' and Chief Executive's Emoluments (Continued)

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

Certain executive directors of the Company are entitled to bonus payments which are determined based on the performance of the director and the results of the Group.

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

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

During the year, certain directors were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 32 to the consolidated financial statements.

During the year, no emoluments were paid by the Group to any of the directors or the chief executive as an inducement to join or upon joining the Group or as compensation for loss of office (2025: nil). None of the directors or the chief executive has waived any emoluments during the year (2025: nil).

11. Five Highest Paid Employees

For the year ended 31 March 2026, the five highest paid employees of the Group included two (2025: two) directors. Details of the remuneration of the remaining three (2025: three) highest paid employees who are neither a director nor chief executive of the Company are stated below.

	2026 HK$'000	2025 HK$'000
Salaries and allowances	**1,931**	2,226
Retirement benefits scheme contributions	**45**	54
Performance and discretionary bonus	**276**	145
Equity-settled share-based payment expense	**166**	61
	2,418	2,486

The highest paid employees, whose remuneration are stated above, fell within the following bands:

	2026	2025
Nil to HK$1,000,000	**2**	2
HK$1,000,001 to HK$2,000,000	**1**	1
	3	3

During the year, no emoluments were paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office (2025: nil).

12. Earnings/(Loss) Per Share

(a) Basic earnings/(loss) per share

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

	2026 **HK$'000**	2025 HK$'000
Profit/(loss) for the year attributable to owners of the Company for the purpose of basic earnings/(loss) per share	**11,016**	(12,421)

	2026 **'000**	2025 '000
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	**505,932**	349,603

(b) Diluted earnings/(loss) per share

The computation of the diluted loss per share does not assume the exercise of the Company's outstanding share option since the exercise prices of those options were higher than the average market price for shares for both years ended 31 March 2026 and 2025 and therefore were anti-dilutive.

13. Property, Plant and Equipment

	Building and property HK$'000	Plant and machinery HK$'000	Computer equipment HK$'000	Furniture, fixtures and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost						
At 1 April 2024	14,299	4,560	1,415	316	3,410	24,000
Additions	–	–	–	4	–	4
Disposals/written off	(2,855)	–	–	–	(984)	(3,839)
Exchange realignment	(78)	(33)	(10)	(2)	(10)	(133)
At 31 March 2025	**11,366**	**4,527**	**1,405**	**318**	**2,416**	**20,032**
Additions	**–**	**–**	**–**	**–**	**629**	**629**
Disposals	**–**	**–**	**–**	**–**	**(341)**	**(341)**
Exchange realignment	**652**	**263**	**82**	**18**	**89**	**1,104**
At 31 March 2026	**12,018**	**4,790**	**1,487**	**336**	**2,793**	**21,424**
Accumulated depreciation and impairment						
At 1 April 2024	14,281	4,560	1,415	233	3,015	23,504
Provided for the year	18	–	–	9	105	132
Disposals/written off	(2,855)	–	–	–	(984)	(3,839)
Exchange realignment	(78)	(33)	(10)	(2)	(10)	(133)
At 31 March 2025	**11,366**	**4,527**	**1,405**	**240**	**2,126**	**19,664**
Provided for the year	**–**	**–**	**–**	**1**	**160**	**161**
Disposals	**–**	**–**	**–**	**–**	**(341)**	**(341)**
Exchange realignment	**652**	**263**	**82**	**13**	**90**	**1,100**
At 31 March 2026	**12,018**	**4,790**	**1,487**	**254**	**2,035**	**20,584**
Carrying amounts						
At 31 March 2026	**–**	**–**	**–**	**82**	**758**	**840**
At 31 March 2025	–	–	–	78	290	368

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. The above items of property, plant and equipment are depreciated on a straight-line basis at the following estimated useful lives:

Building and property	3 to 12 years
Plant and machinery	8 years
Computer equipment	3 to 5 years
Furniture, fixtures and equipment	3 to 5 years
Motor vehicles	2 to 8 years

14. Right-of-Use Assets

	Leasehold land HK$'000
At 31 March 2026	
Carrying amount	**4,770**
At 31 March 2025	
Carrying amount	4,721
For the year ended 31 March 2026	
Depreciation charge	**(220)**
Exchange realignment	**269**
	49
For the year ended 31 March 2025	
Depreciation charge	(215)
Exchange realignment	(34)
	(249)

	2026 HK$'000	2025 HK$'000
Depreciation of right-of-use assets	**220**	215
Expense relating to short-term leases and total cash outflow for leases	**957**	613

For both years, the Group leases various land for its operations. Lease contracts are entered into for fixed term of 42 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.

The Group regularly entered into short-term leases for office premises and motor vehicle. As at 31 March 2026 and 2025, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

15. Investment Property

The Group leases out a commercial property under operating leases. The leases typically run for an initial period of 3 years (2025: 3 years) with lease payment that are fixed over the lease term.

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

	2026 HK$'000	2025 HK$'000
FAIR VALUE		
At 1 April 2025/2024	**6,340**	8,680
Net decrease in fair value recognised in profit or loss	**(390)**	(2,340)
At 31 March	**5,950**	6,340

The Group's property interests held under operating leases to earn rental and/or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment properties.

The Group's property interests were held under medium-term operating lease and situated in Hong Kong.

The fair value of the Group's investment property as at 31 March 2026 and 2025 has been arrived at on the basis of a valuation carried out by Norton Appraisals Holdings Limited, an independent qualified professional valuer not connected to the Group. In estimating the fair value of the property, the highest and best use of the property is its current use.

The Group's investment properties are measured at their fair value of approximately HK$5,950,000 (2025: HK$6,340,000), which represented a commercial building located in Hong Kong and was classified as Level 3 fair value hierarchy. The investment approach takes into account the current passing rent of the tenancy and the reversionary income potential of the property.

The key unobservable inputs used in valuing the investment property were the market unit rent per square feet of HK$11 (2025: HK$11), and the reversionary yield of 4.75% (2025: 4.5%).

A significant increase/decrease in the market unit rent per square feet in isolation would result in a significant increase/decrease in the fair value of the investment property. A significant increase/decrease in the reversionary yield rate in isolation would result in a significant decrease/increase in the fair value of the investment property.

During the year, there were no transfers of fair value measurements between Level 1 and 2 and no transfers into or out of Level 3 (2025: nil).

16. Intangible Assets

	Development costs HK$'000	Software licences HK$'000	Total HK$'000
Cost			
At 1 April 2024, 31 March 2025 and 1 April 2025	–	–	–
Additions	1,134	–	1,134
Transfer	(1,134)	1,134	–
Exchange realignment	–	31	31
At 31 March 2026	**–**	**1,165**	**1,165**
Accumulated amortisation			
At 1 April 2024, 31 March 2025 and 1 April 2025	–	–	–
Provided for the year	–	126	126
Exchange realignment	–	4	4
At 31 March 2026	**–**	**130**	**130**
Carrying amounts			
At 31 March 2026	**–**	**1,035**	**1,035**
At 31 March 2025	–	–	–

Software licences represent the Group's software that were developed internally.

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Development costs	Over the estimated economic life when ready for intended use
Software licences	3 years

The Group holds a mining right in the PRC, with cost of approximately HK$221,385,000 (2025: HK$209,206,000), which is fully amortised in prior years.

17. Exploration and Evaluation Assets

	HK$'000
At 1 April 2024	13,713
Additions for the year	1,633
Exchange realignment	(113)
At 31 March 2025	**15,233**
Additions for the year	**2,043**
Exchange realignment	**943**
At 31 March 2026	**18,219**

18. Interests in Associates

	2026 HK$'000	2025 HK$'000
Share of net assets	–	49

Details of the Group's principal associates at the end of the reporting period are as follow:

Name of entity	Place of incorporation/ registration	Principal place of business	Percentage of ownership interest and voting rights held by the Group 2026	2025	Principal activities
Times Management Services Limited (formerly known as Nano Bubble Limited) ("Times Management")	Hong Kong	Hong Kong	N/A (note 1)	46%	Research, development and sales of hygienic and sanitisation products
Nano Energy Limited	Hong Kong	Hong Kong	–	30%	Development of different power generation mechanisms

Notes:

1. For the year ended 31 March 2026, the Group acquired the remaining 54% equity interests in Times Management at a cash consideration of HK$54,000 (the "Acquisition"). Upon completion of the Acquisition, the Group obtains control over Times Management and it became a wholly-owned subsidiary of the Company.

   The Group determines that the acquired assets and liabilities did not constitute a business and the Acquisition was accounted for as an asset acquisition instead of a business combination.

   Assets and liabilities recognised at the date of acquisition

	HK$'000
Other receivables	8
Cash and cash equivalents	102
Accruals	(6)
	104

   Net cash inflow arising on acquisition of Times Management

	HK$'000
Consideration paid in cash	(54)
Add: cash and cash equivalents balances acquired	102
	48

18. Interests in Associates (Continued)

Notes: (Continued)

2. For the year ended 31 March 2026, the Group deregistered certain of its associates, resulting in an aggregate net gain on deregistration of associates of HK$292,000 (2025: nil).

The following table illustrated the aggregate financial information of associates that are not individually material:

	2026 **HK$'000**	2025 HK$'000
Share of associates' profit/(loss) and total comprehensive income/(expense) for the year	**1**	(88)
Aggregate carrying amount of the Group's interests in associates	**–**	49

19. Financial Assets at Fair Value through Profit or Loss

	2026 **HK$'000**	2025 HK$'000
Financial assets measured at FVTPL		
Quoted debt securities	**20**	26
Unlisted equity investments (note)	**1,162**	1,349
Derivative financial instruments	**45**	–
	1,227	1,375
Analysed for reporting purposes:		
Current assets	**65**	26
Non-current assets	**1,162**	1,349
	1,227	1,375

Note:

The above unlisted equity investments represent the Group's equity interest in a private entity established in the British Virgin Island.

For the year ended 31 March 2026, a net loss on fair value changes of HK$187,000 (2025: HK$577,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

20. Inventories

	2026 HK$'000	2025 HK$'000
Raw materials	**11,549**	6,132

21. Trade Receivables

	2026 HK$'000	2025 HK$'000
Trade receivables from contracts with customers	**17,084**	3,211
Less: allowance for credit loss	**(510)**	(100)
	16,574	3,111

The Group allows an average credit period of 30 days to its customers. For certain trade receivables balances which have been past due more than 90 days, the directors of the Company consider they are not in default since such balances could be recovered based on the historical repayment pattern of overdue trade receivables.

The following is an aged analysis of trade receivables net of allowance for credit loss presented based on date of delivery of goods or rendering services.

	2026 HK$'000	2025 HK$'000
Within 90 days	**8,558**	3,111
91 to 180 days	**2,944**	–
181 to 365 days	**5,072**	–
	16,574	3,111

As at 31 March 2026, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK$16,574,000 (2025: HK$2,800,000) which are past due as at the reporting date.

Details of impairment assessment of trade receivables are set out in note 35(b).

22. Prepayments, Deposits and Other Receivables

	2026 HK$'000	2025 HK$'000
Prepayments	**2,547**	5,758
Deposits and other receivables	**10,112**	9,853
Less: allowance for credit loss (note 35(b))	**(9,391)**	(9,391)
	3,268	6,220
Analysed for reporting purposes:		
Current assets	**1,378**	4,168
Non-current assets	**1,890**	2,052
	3,268	6,220

At 31 March 2026, included in the Group's deposits and other receivables (before allowance of credit loss) amounting to approximately HK$9,183,000 (2025: HK$9,183,000) represent a profit guarantee receivable from the founders of a former investee. Such receivable is overdue on 30 June 2023, bearing interest at 5% per annum and is secured by shares of that investee.

23. Restricted Bank Balance, Time Deposits with Original Maturity of Over Three Months and Cash and Cash Equivalents

Cash and cash equivalents comprise cash held by the Group and short-term demand deposits with effective interest rates ranging between 0.1% and 0.9% (2025: 0.1% and 1.25%) per annum. The Group also held time deposits with bank carrying interest at ranging between 0.8% and 0.9% (2025: 1.15% and 1.35%) per annum.

At 31 March 2026, restricted bank balance of the Group of approximately HK$1,454,000 (2025: HK$1,372,000) carries interest at 0.3% per annum that was placed at a designated bank account to settle future environment restoration for the Group's mines whose usage is restricted and is classified as non-current assets.

At 31 March 2026, the Group had cash and cash equivalents, time deposits with original maturity of over three months and restricted bank balance of approximately HK$44,568,000 (2025: HK$40,092,000) which are denominated in Renminbi ("RMB") and placed with banks in Mainland China. The remittance of these funds out of Mainland China is subject to the exchange control restrictions imposed by the PRC government.

24. Trade and Other Payables

	2026 HK$'000	2025 HK$'000
Trade payables	**5,728**	7,084
Other payables and accruals	**20,735**	8,745
Refund liabilities	**13**	2,084
	26,476	17,913

The following is an aged analysis of trade payables presented based on the invoice date or date of services rendered:

	2026 HK$'000	2025 HK$'000
Within 90 days	**28**	6,869
More than 90 days	**5,700**	215
	5,728	7,084

At 31 March 2026, included in the Group's other payables and accruals amounting to approximately HK$11,325,000 (2025: nil) represent deposit received from an independent third party for potential business cooperation.

25. Contract Liabilities

	31 March 2026 HK$'000	31 March 2025 HK$'000	1 April 2024 HK$'000
Sales of precious metals	**14,063**	–	–
Provision of integrated IT solutions and other related services	**2,944**	–	–
	17,007	–	–

The Group's precious metal products sales are primarily conducted on a "cash on delivery" basis. If customer payments are received prior to the customer's acceptance of the goods, contract liabilities will arise. Such contract liabilities will be transferred and recognised as revenue when the corresponding performance obligation for the sales of goods is satisfied.

The Group's service contracts include payment schedules which require stage payments over the service period once certain specified milestones are reached. The Group requires certain customers to provide upfront deposits, when the Group receives a deposit before service commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

The contract liabilities as at 31 March 2026 arose from advance payments or upfront deposits received before satisfaction of relevant performance obligations. The significant increase in the current year is the result of the receipts of such advance payments and upfront deposits.

The Group's contract liabilities as at 31 March 2026 are expected to be settled within the Group's normal operating cycle, and are expected to be recognised as revenue within one year.

26. Loan from a Director

The Group entered into a loan agreement with Mr. Felipe Tan, a director and substantial shareholder of the Company. The loan is unsecured, repayable on demand and bears interest at 4.5% per annum.

27. Provision for Land Rehabilitation

	2026 **HK$'000**	2025 HK$'000
Balance at the beginning of year	**4,390**	5,503
Utilisation during the year	**–**	(1,084)
Exchange realignment	**255**	(29)
Balance at the end of year classified as non-current liabilities	**4,645**	4,390

The Group had made provision for land reclamation cost and mine closures for the Group's existing mines which was determined by the directors based on their best estimates of the anticipated costs of rehabilitation, restoration and dismantling of mining areas.

28. Deferred Tax

The following are the major deferred tax (assets)/liabilities recognised and movements thereon during the current and prior years:

	Fair value adjustment arising from business combination HK$'000	**Exploration and evaluation assets** HK$'000	**Provision for land rehabilitation** HK$'000	**Write-down of inventories** HK$'000	**Unused tax losses** HK$'000	**Withholding tax on undistributed profits** HK$'000	**Total** HK$'000
At 1 April 2024	(1,182)	3,429	(1,376)	(407)	–	274	738
Charge/(credit) to profit or loss	460	404	269	–	(1,594)	(274)	(735)
Exchange realignment	9	(25)	10	3	–	–	(3)
At 31 March 2025	**(713)**	**3,808**	**(1,097)**	**(404)**	**(1,594)**	**–**	**–**
Charge/(credit) to profit or loss	**166**	**511**	**–**	**–**	**(677)**	**–**	**–**
Exchange realignment	**(37)**	**236**	**(64)**	**(23)**	**(112)**	**–**	**–**
At 31 March 2026	**(584)**	**4,555**	**(1,161)**	**(427)**	**(2,383)**	**–**	**–**

28. Deferred Tax (Continued)

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by a subsidiaries in Mainland China from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK$4,984,000 (2025: HK$241,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

At the end of the reporting period, the Group has unused tax losses of approximately HK$372,105,000 (2025: HK$367,425,000) available for offsetting against future profits. A deferred tax asset has been recognised in respect of approximately HK$9,532,000 (2025: HK$6,376,000) of such losses. No deferred tax asset has been recognised in respect of the remaining unused tax losses of approximately HK$362,573,000 (2025: HK$361,049,000) due to unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK$25,307,000 (2025: HK$14,963,000) with expiry dates as disclosed in the following table. Other losses may be carried forward indefinitely.

	31 March 2026 HK$'000	31 March 2025 HK$'000
2028	**3,335**	5,783
2029	**6,785**	6,411
2030	**8,314**	2,769
2031	**6,873**	–
	25,307	14,963

29. Loss of Control of a Consolidated Structured Entity

On 27 March 2026, the Group, through its subsidiary, completed a placing of silver-backed digital tokens ("Silver Tokens") to professional investors.

Each Silver Token represents direct ownership of a fixed amount of physical silver (the "Physical Silver"). In connection with the placing of Silver Tokens, the relevant Physical Silver was transferred to a trust (the "Silver Asset Trust") established under the Laws of Hong Kong and administered by an independent professional trustee (the "Trustee") licensed under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). The Physical Silver is stored in secure vault facilities operated by an independent custodian.

Prior to the placing, the Silver Asset Trust was controlled by the Group and its assets and liabilities were included in the Group's consolidated financial statements. Under the terms of the trust deed, the Trustee holds the Physical Silver for the benefit of the beneficiaries, who have the right to redeem for physical delivery of silver at any time. The activities of the Silver Asset Trust are limited to carrying out administrative and custodial functions in accordance with the trust deed.

29. Loss of Control of a Consolidated Structured Entity (Continued)

Upon completion of the placing, the beneficial interests in the Physical Silver were transferred to token holders. The token holders are entitled to redeem their Silver Tokens for physical delivery of the underlying silver in accordance with the terms of the trust arrangement. Following the placing, the Group no longer has the ability to direct the relevant activities of the Silver Asset Trust nor does it retain exposure, or rights, to variable returns from its involvement with the trust.

Accordingly, the Group ceased to control the Silver Asset Trust upon completion of the placing and accounted for such transactions as loss of control in accordance with HKFRS 10 Consolidated Financial Statements ("HKFRS 10"). Upon loss of control, the Group derecognised the assets and liabilities of the Silver Asset Trust and recognised any resulting gain or loss in profit or loss in accordance with HKFRS 10.25.

	HK$'000
Analysis of assets over which control was loss:	
Inventories and net assets disposed of	11,984

The net assets of the Silver Asset Trust derecognised at the date of loss of control and the resulting financial impact are as follows:

	HK$'000
Consideration received from the placing	17,614
Less: net assets of the trust disposed of	(11,984)
Gain on disposal	5,630

	HK$'000
Net cash inflow arising on disposal	
Cash consideration	17,614

The assessment of whether the Group has control over the Silver Asset Trust involves the application of significant judgement, taking into account the rights of token holders and the role of the Trustee.

30. Share Capital

	Number of shares		Share capital	
	2026	2025	**2026**	2025
	Shares	Shares	**HK$'000**	HK$'000
Issued and fully paid				
At beginning of year	**505,932,270**	337,288,180	**944,653**	915,382
Issue of rights share (note)	**–**	168,644,090	**–**	30,019
Transaction costs attributable to issue of rights shares (note)	**–**	–	**–**	(748)
At end of year	**505,932,270**	505,932,270	**944,653**	944,653

Note:

On 27 February 2025, the Company proposed to raise gross proceeds of up to approximately HK$30,000,000 by way of the issue of 168,644,090 rights shares ("Rights Shares") at the subscription price of HK$0.178 per Rights Share on the basis of one (1) Rights Share for every two (2) existing shares held on the record date on a non-underwritten basis (the "Rights Issue"). As set out in the Company's announcement dated 7 April 2025, the Company announced that all conditions set out in the Company's prospectus dated 14 March 2025 had been fulfilled and the Rights Issue became unconditional on 31 March 2025. The Rights Shares were subsequently issued on 8 April 2025 upon completion.

Details of the Rights Issue were set out in the Company's announcements dated 27 February 2025 and 7 April 2025, and the Company's prospectus dated 14 March 2025.

31. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

General reserve

General reserve was established in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC. Transfers to the reserve were approved by the respective board of directors and the PRC subsidiaries are required to transfer at least 10% of its net profit (after offsetting prior year's losses), as determined under the PRC accounting rules and regulations, to general reserve until the reserve balance reaches 50% of the registered capital under the PRC Company Law and the articles of association of respective subsidiaries. The transfer to this reserve must be made before distribution of dividends to the equity shareholders.

Share options reserve

The share options reserve comprises the portion of the grant date fair value of unexercised share options granted to eligible participants of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments.

Property revaluation reserve

The property revaluation reserve represents cumulative gains arising on the revaluation of the corresponding items of property, plant and equipment that have been recognised in other comprehensive income. Such items will not be reclassified to profit or loss in subsequent periods.

31. Reserves (Continued)

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

32. Share-based Payment Transactions

Share option scheme adopted on 25 September 2013 ("2013 Share Option Scheme")

On 25 September 2013, an ordinary resolution approving the adoption of the 2013 Share Option Scheme was passed by shareholders at the annual general meeting of the Company. Under the 2013 Share Option Scheme, directors of the Company may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions as stipulated therein. Unless otherwise cancelled or amended, the 2013 Share Option Scheme will remain valid for a period of 10 years from the adoption date.

The purpose of the 2013 Share Option Scheme is to provide incentives to the eligible participants to contribute to the Group and to enable the Group to recruit high-caliber employees and attract resources that are valuable to the Group. Under the 2013 Share Option Scheme, the board of directors of the Company may grant options to any person being a full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary), any supplier, consultants, agents and advisers or any person who, in the sole discretion of the board of directors of the Company, has contributed or may contribute to the Group eligible for options under this share option scheme ("2013 Eligible Participants") at a price to be determined by the board of directors being the highest of (a) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a trading day and (b) the average closing price 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 of the option.

The maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2013 Share Option Scheme shall not exceed 10% of the total issued shares of the Company from time to time and together with other share option schemes of the Company shall not, in aggregate, exceed 30% of the total issued shares of the Company from time to time. No options may be granted to any 2013 Eligible Participants which if exercised in full would result in the total number of shares issued and to be issued upon exercise of the share options already granted to such 2013 Eligible Participants in the 12-month period up to and including the date of such new grant exceeding 1% of the total issued shares of the Company as at the date of grant unless approval is obtained from the shareholders of the Company. The exercisable period is determined by the board of directors in its absolute discretion, save that such period shall not be more than ten years from the date of grant. There is no generally applicable minimum period for which the options must be held before it can be exercised.

An offer of the grant of an option shall be accepted when the Company receives in writing the acceptance of the offer from the grantee together with a remittance in favor of the Company of HK$1 by way of consideration for the grant thereof. The option shall remain open for acceptance by the 2013 Eligible Participants concerned for a period of 28 days from the date of offer.

The 2013 Share Option Scheme was valid and effective for a period of 10 years commencing 25 September 2013 and was expired during the financial year ended 31 March 2024. Thereafter, no options were available for grant under the 2013 Share Option Scheme.

32. Share-based Payment Transactions (Continued)

Share option scheme adopted on 26 September 2023 ("2023 Share Option Scheme")

On 25 September 2023, the 2023 Share Option Scheme was approved by the shareholders of the Company at the extraordinary general meeting. Options may be granted under the 2023 Share Option Scheme to any employee and any related entity participants ("Eligible Participants"). The purposes of the 2023 Share Option Scheme are (i) to enable the Company to grant options to selected Eligible Participants as incentives and/or rewards for their contribution or potential contribution to the Company; (ii) to attract and retain personnel to promote the sustainable development of the Group; and (iii) to align the interest of the grantees with those of the shareholders to promote the long term financial and business performance of the Company.

Pursuant to an ordinary resolution passed by the shareholders of the Company on 25 September 2023, the Company is entitled to issue a maximum of 28,128,818 shares, representing 10% of the total issued shares of the Company as at 25 September 2023, i.e. date of adoption of the 2023 Share Option Scheme, adjusted for a share consolidation approved on 28 December 2023. As at 31 March 2026, the number of options available for grant and the total number of shares available for issue under the scheme was 18,378,818 (2025: 28,128,818) shares, representing 3.63% (2025: 5.56%) of the issued shares at the date of this annual report.

Unless separately approved by the shareholders in general meeting, the total number of shares issued and to be issued upon exercise of the options granted to each Eligible Participants in any 12-month period must not exceed 1% of the total issued shares of the Company as at the date of grant.

The exercisable period is determined by the board of directors in its absolute discretion, save that such period shall not be more than ten years from the date of grant. The vesting period of options shall not be less than 12 months.

An offer of the grant of an option shall be deemed to have been accepted when the Company receives in writing the acceptance of the offer from the Eligible Participants together with a remittance in favor of the Company of HK$1 by way of consideration for the grant thereof. The option shall remain open for acceptance by the Eligible Participants concerned for a period of 21 days from the date of offer. The exercise price shall be determined at the discretion of the board of directors, provided that it must be at least the higher of: (i) the closing price of the shares of the Company as shown in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day; and (ii) the average of the closing price of shares of the Company as shown in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the relevant option.

The 2023 Share Option Scheme is valid for a period of ten years commencing on the adoption date of 26 September 2023 and its remaining life as at 31 March 2026 was about 7.49 years.

The number of shares that may be issued in respect of options granted under all share option schemes of the Company during the year ended 31 March 2026 represented approximately 1.93% (2025: nil) of the weighted average number of shares of the Company in issue for the year.

32. Share-based Payment Transactions (Continued)

Share option scheme adopted on 26 September 2023 ("2023 Share Option Scheme") (Continued)

On 2 October 2025 and 28 January 2026, a total of 6,400,000 and 3,350,000 share options were granted under the 2023 Share Option Scheme to grantees. The details of the share options granted are as follows:

Date of grant	28 January 2026	2 October 2025
Number of shares to be vested	3,350,000	6,400,000
Vesting period	28 January 2026 to 27 January 2027	2 October 2025 to 1 October 2026
Exercise period	28 January 2027 to 27 January 2036	2 October 2026 to 1 October 2035
Performance targets	Nil	Nil
Total consideration received from grant of share options	HK$10	HK$9
Fair value at grant date	HK$585,000	HK$2,101,000

The fair values of the share options were determined at the dates of grant using the Binomial Option Pricing Model (the "Model"). The inputs into the Model were as follows:

Date of grant	28 January 2026	2 October 2025
Number of shares options	3,350,000	6,400,000
Closing share price at grant date	HK$0.28	HK$0.51
Closing share price immediately before the date on which the options are granted	HK$0.27	HK$0.45
Exercise price	HK$0.28	HK$0.51
Expected volatility	90.18%	90.73%
Expected life	10 years	10 years
Risk-free interest rate	3.15%	2.99%
Expected dividend yield	Nil	Nil
Exercise multiple	2.2	2.2–2.8

The Model has been used to estimate the fair value of the options. The expected life used in the Model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations. Expected volatility is based on the historical volatility of the Company's share price, adjusted for any expected changes to future volatility based on publicly available information. Changes in variables and assumptions may result in changes in the fair value of the options.

32. Share-based Payment Transactions (Continued)

Details of the movements in the number of share options during the year are as follows:

Type of participants	Date of grant	Exercise period	Exercise price per share HK$	Adjusted exercise price per share HK$ (note 4)	At 1 April 2024	During the year Granted	During the year Lapsed	At 31 March 2025	During the year Granted	During the year Lapsed	During the year Adjusted (note 4)	At 31 March 2026
2013 Share Option Scheme												
Directors	02.03.2017	02.03.2017 – 01.03.2027	1.0800	1.0404	600,000	–	–	600,000	**–**	**–**	**22,837**	**622,837**
	14.08.2023	14.08.2024 – 13.03.2027	0.2420	0.2331	1,600,000	–	–	1,600,000	**–**	**–**	**60,900**	**1,660,900**
					2,200,000	–	–	2,200,000	**–**	**–**	**83,737**	**2,283,737**
Employees	02.03.2017	02.03.2017 – 01.03.2027	1.0800	1.0404	1,000,000	–	–	1,000,000	**–**	**(207,613)**	**38,062**	**830,449**
	14.08.2023	14.08.2024 – 13.03.2027	0.2420	0.2331	2,500,000	–	–	2,500,000	**–**	**(622,837)**	**95,156**	**1,972,319**
					3,500,000	–	–	3,500,000	**–**	**(830,450)**	**133,218**	**2,802,768**
Sub-total					5,700,000	–	–	5,700,000	**–**	**(830,450)**	**216,955**	**5,086,505**
Weighted average exercise price (HK$)					0.4772	N/A	N/A	0.4772	**N/A**	**0.4349**	**0.4597**	**0.4638**
Number of options exercisable at the end of the year					5,700,000			5,700,000				**5,086,505**

32. Share-based Payment Transactions (Continued)

Type of participants	Date of grant	Exercise period	Exercise price per share HK$	Adjusted exercise price per share HK$ (note 4)	At 1 April 2024	During the year Granted	During the year Lapsed	At 31 March 2025	During the year Granted	During the year Lapsed	During the year Adjusted (note 4)	At 31 March 2026
2023 Share Option Scheme												
Directors	02.10.2025	02.10.2026 – 01.10.2035	0.5100	0.5100	–	–	–	–	**2,500,000**	**-**	**-**	**2,500,000**
Employees	02.10.2025	02.10.2026 – 01.10.2035	0.5100	0.5100	–	–	–	–	**3,900,000**	**-**	**-**	**3,900,000**
	28.01.2026	28.01.2027 – 27.01.2036	0.2800	0.2800	–	–	–	–	**3,350,000**	**-**	**-**	**3,350,000**
					–	–	–	–	**7,250,000**	**-**	**-**	**7,250,000**
Sub-total					–	–	–	–	**9,750,000**	**-**	**-**	**9,750,000**
Weighted average exercise price (HK$)					N/A	N/A	N/A	N/A	**0.4310**	**N/A**	**N/A**	**0.4310**
Number of options exercisable at the end of the year					–			–				**-**
Total for all share option schemes					5,700,000	–	–	5,700,000	**9,750,000**	**(830,450)**	**216,955**	**14,836,505**
Weighted average exercise price for all share option schemes (HK$)					0.4772	N/A	N/A	0.4772	**0.4310**	**0.4349**	**0.4597**	**0.4422**
Number of options exercisable for all share option schemes at the end of the year					5,700,000			5,700,000				**5,086,505**

32. Share-based Payment Transactions (Continued)

Notes:

1. No share option granted under any of the share option scheme was exercised for the years ended 31 March 2026 and 2025.

2. No share option granted under any of the share option scheme was cancelled for the years ended 31 March 2026 and 2025.

3. All share options granted on 2 March 2017 were vested upon granting. The vesting period of the share options granted on 14 August 2023 is from 14 August 2023 to 13 August 2024, and such share options were vested on 14 August 2024. The weighted average closing price of the shares immediately before the dates on which the options were vested was HK$0.166.

4. Upon completion of the Rights Issue on 8 April 2025, the number of options and exercise prices of the outstanding share options at that date were adjusted accordingly.

The Group recognised the total expense of HK$1,140,000 (2025: HK$231,000) for the year ended 31 March 2026 in relation to the share options granted by the Company.

All equity-settled share-based payments will be settled in equity. The Group has no legal and constructive obligation to repurchase or settle the options.

33. Retirement Benefits Schemes

Defined contribution plan

The Group participates in a defined contribution scheme which is registered under the Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees.

For members of the MPF Scheme, the Group contributes at the lower of HK$1,500 per month or 5% of relevant payroll costs each month to the MPF Scheme, which contribution is matched by the employees.

The Group also participates in a state-managed defined contribution retirement scheme organised by the relevant local governmental authority in Mainland China. Employees in Mainland China of the Group eligible to participate in the retirement scheme are entitled to retirement benefits from the scheme. The Group is required to make monthly contributions to the retirement scheme for the eligible employees at specified percentage of the payroll and the local governmental authority is responsible for the pension liabilities to these employees upon their retirement.

The only obligation of the Group with respect to these retirement benefits schemes is to make the specified contributions. During the year, the total amounts contributed by the Group to the schemes and cost charged to the profit or loss represents contributions paid/payable to the schemes by the Group at rates specified in the rules of the schemes.

The retirement benefits scheme contribution expense recognised by the Group amounted to HK$588,000 (2025: HK$496,000) during the year ended 31 March 2026.

During the years ended and as at 31 March 2026 and 2025, no contribution was forfeited (by the Group on behalf of its employees who leave the defined contribution schemes prior to vesting fully in such contributions) or was used by the Group to reduce the existing level of contributions.

34. Particulars of Principal Subsidiaries of the Company

General information of principal subsidiaries

Details of the principal subsidiaries at the end of the reporting period are set out below:

Name of subsidiaries	Place of incorporation/ registration/ operations	Issued ordinary shares/ registered capital	Percentage of equity interests attributable to the Company		Principal activities
			2026	2025	
Time Rich HK Limited	Hong Kong	HK$100	**100%**	100%	Investment holding, provision of business services
Time Harvest Trading Limited	Hong Kong	HK$100	**100%**	100%	Sales of precious metals
Silver Times Limited	Hong Kong	HK$2,800,000	**90.1%**	–	Sales of precious metals
新疆天目礦業資源開發有限公司 Xinjiang Tianmu Mineral Resources Development Co. Ltd.* ("Xinjiang Tianmu")	Mainland China	RMB36,000,000	**26%**	26%	Exploration and exploitation of nickel copper mines in Xinjiang, Mainland China and processing and sale of the outputs from the mines
天智雲算(深圳)科技有限公司 Tianzhi Yunsuan (Shenzhen) Technology Co. Ltd.* ("Tianzhi Yunsuan")	Mainland China	RMB2,000,000	**100%**	90.1%	Provision of integrated IT solutions services, digital management software transformation services, centralised data storage and AI data analysis, development of high performance systems

* Unofficial English name translated from Chinese registered name of the company for identification purpose only.

34. Particulars of Principal Subsidiaries of the Company (Continued)

General information of principal subsidiaries (Continued)

The form of legal entity of the principal subsidiaries in the above table are limited liabilities companies.

Xinjiang Tianmu is a Sino-foreign equity joint venture company established in Mainland China.

Tianzhi Yunsuan is a wholly foreign owned enterprise established in Mainland China. During the year, the Group acquired the remaining 9.9% equity interests in Tianzhi Yunsuan and it became a wholly-owned subsidiary of the Company upon completion.

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

None of the subsidiaries had issued any debt securities during the year.

Details of non-wholly-owned subsidiary that has material non-controlling interests

The table below shows details of the non-wholly-owned subsidiary of the Group that has material non-controlling interests:

Name of subsidiary	Place of establishment/ registration and principal place of business	Proportion of ownership interests attributable to the non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		2026	2025	**2026**	2025	**2026**	2025
				HK$'000	HK$'000	**HK$'000**	HK$'000
Xinjiang Tianmu	Mainland China	**74%**	74%	**(5,884)**	(3,412)	**32,863**	36,820
Individually immaterial subsidiaries with non-controlling interests						**1,011**	1,696
						33,874	38,516

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

34. Particulars of Principal Subsidiaries of the Company (Continued)

Details of non-wholly-owned subsidiary that has material non-controlling interests (Continued)

Xinjiang Tianmu

	2026 HK$'000	2025 HK$'000
Current assets	**41,568**	39,369
Non-current assets	**26,413**	22,675
Current liabilities	**(18,921)**	(7,178)
Non-current liabilities	**(4,645)**	(5,103)
Net assets	**44,415**	49,763
Equity attributable to owners of the Company	**11,552**	12,943
Non-controlling interests	**32,863**	36,820
Total equity	**44,415**	49,763
Revenue	**–**	–
Other income and gains	**553**	1,371
Expenses	**(8,506)**	(5,983)
Loss for the year	**(7,953)**	(4,612)
Loss for the year attributable to owners of the Company	**(2,069)**	(1,200)
Loss for the year attributable to non-controlling interests	**(5,884)**	(3,412)
Loss for the year	**(7,953)**	(4,612)
Other comprehensive income/(expense) for the year attributable to owners of the Company	**678**	(94)
Other comprehensive income/(expense) for the year attributable to non-controlling interests	**1,927**	(267)
Other comprehensive income/(expense) for the year	**2,605**	(361)

34. Particulars of Principal Subsidiaries of the Company (Continued)

Details of non-wholly-owned subsidiary that has material non-controlling interests (Continued)

Xinjiang Tianmu (Continued)

	2026 HK$'000	2025 HK$'000
Total comprehensive expense for the year attributable to owners of the Company	**(1,391)**	(1,294)
Total comprehensive expense for the year attributable to non-controlling interests	**(3,957)**	(3,679)
Total comprehensive expense for the year	**(5,348)**	(4,973)
Dividend paid to non-controlling interests of Xinjiang Tianmu	**–**	10,873
Net cash inflow/(outflow) from operating activities	**1,050**	(8,291)
Net cash outflow from investing activities	**(1,521)**	(651)
Net cash outflow from financing activities	**–**	(22,189)
Effect of foreign exchange rate changes	**497**	(38)
Net increase/(decrease) in cash and cash equivalents	**26**	(31,169)

35. Financial Instruments

(a) Categories of financial instruments

	2026 HK$'000	2025 HK$'000
Financial assets		
Financial assets at FVTPL	**1,227**	1,375
Financial assets at amortised cost	**137,366**	77,571
Financial liabilities		
Financial liabilities at amortised cost	**50,405**	16,705

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade receivables, deposits and other receivables, restricted bank balance, time deposits with original maturity of over three months, cash and cash equivalents, trade and other payables and a loan from a director/related party. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and commodity price 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 on a timely and effective manner.

Market risk

Foreign currency risk management

Foreign currency risk refers to the risk that movement in foreign currency exchange rate will affect the Group's financial performance and its cash flows. The management considers that the Group is not exposed to significant foreign currency risk as majority of its transactions are denominated in Hong Kong dollars and RMB (functional currencies of the major group entities) and the Group does not have material monetary assets/liabilities denominated in currencies other than the functional currencies of the relevant group entities at the end of the reporting period.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

35. Financial Instruments (Continued)

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

Market risk (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to its fixed rate time deposits, short-term bank deposits and fixed rate borrowings. The Group is also exposed to cash flow interest rate risk in relation to their variable-rate bank balances. The management considers that the exposure to interest rate risk on bank balances is insignificant. For borrowings which are fixed-rate instruments is insensitive to any change in interest rates. A change in interest rates at the end of the reporting period would not affect profit or loss. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Commodity price risk

Commodity price risk is the risk that fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices are affected by a number of economic, political and military factors which are not within the control by the Group.

The change in commodity prices expose the Group to price risk as the Group conducts business activities in sales of precious metal. The Group entered into certain derivative financial instruments for economic hedging purposes in order to mitigate the financial impact from price fluctuations on inventories of metals held by the Group. The use of these derivative financial instruments is closely monitored and controlled by the Group. Hence, the Group considered the price risk arising from precious metals price fluctuations is significantly reduced.

Derivative financial instruments mainly represent gold and silver futures contracts. These derivative financial instruments are not qualified for hedge accounting within the context of HKFRS 9 with changes in fair value of any derivative financial instruments recognised immediately in the consolidation profit or loss under "gain/(loss) on fair value changes of financial assets at fair value through profit or loss". During the year, the Group recognised a gain on fair value changes of derivative financial instruments of approximately HK$3,220,000 (2025: HK$253,000).

As at 31 March 2026, the carrying amount of the Group's derivative financial instruments was HK$45,000 (2025: nil).

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. Other than other receivables as disclosed in note 22 to the consolidated financial statements, the Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets. The Group does not provide any guarantees which would expose the Group to credit risk.

35. Financial Instruments (Continued)

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

Credit risk and impairment assessment (Continued)

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:

Restricted bank balance, time deposits with original maturity of over three months and cash and cash equivalents

The credit risk on restricted bank balance, time deposits with original maturity of over three months and cash and cash equivalents is limited because majority of the counterparties are banks with high credit ratings assigned by international credit-rating agencies and state-owned banks with good reputation. The Group assessed 12m ECL for these balances by reference to information relating to the respective credit rating grades published by external credit rating agencies.

Trade receivables arising from contracts with customers

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. 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 pertaining to the economic environment in which the customer operates.

The Group's concentration of credit risk by geographical locations is mainly in Mainland China, which accounted for 100% (2025: 100%) of the total trade receivables as at 31 March 2026. The Group has concentration of credit risk as 27% (2025: 100%) and 100% (2025: 100%) of the total trade receivables was due from the Group's largest customer and the five largest customers within the Software Business segment. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix approach. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

Deposits and other receivables

For deposits and other receivables, the management makes periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also quantitative and qualitative forward-looking information that is reasonable and supportive. The management estimates the estimated loss rate based on historical credit loss experience of the debtors as well as the fair value of collaterals pledged by the debtors, if any. The Group recognised impairment based on 12m ECL for these deposits and other receivables that the directors of the Company believe that there is no significant increase in credit risk of these amounts since initial recognition and based on lifetime ECL for these deposits and other receivables which had significant increase in credit risk or credit-impaired during the year. For the year ended 31 March 2026, the Group did not recognise nor reverse any ECL on other receivables (2025: reversal of ECL of HK$80,000).

35. Financial Instruments (Continued)

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

Credit risk and impairment assessment (Continued)

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

Internal credit ratings	Description	Trade receivables	Other financial assets/ other items
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	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	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

35. Financial Instruments (Continued)

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

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	Gross carrying amounts 2026 HK$'000	2025 HK$'000
Restricted bank balance, time deposits and cash and cash equivalents	23	A1 to Aa3	Low risk	12m ECL	**120,691**	74,424
Trade receivables	21	N/A	Low risk	Lifetime ECL	**8,821**	3,211
		N/A	Watch list	Lifetime ECL	**8,263**	–
Deposits and other receivables	22	N/A	Low risk	12m ECL	**101**	36
		N/A	Loss	Lifetime ECL	**9,391**	9,391
					147,267	87,062

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

	2026 HK$'000	2025 HK$'000
Balance at 1 April 2025/2024	**100**	–
ECL recognised	**404**	100
Exchange realignment	**6**	–
Balance at 31 March	**510**	100

35. Financial Instruments (Continued)

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

Credit risk and impairment assessment (Continued)

The following table shows reconciliation of lifetime ECL that has been recognised for deposit and other receivables.

	2026 HK$'000	2025 HK$'000
Balance at 1 April 2025/2024	9,391	9,471
Reversal of ECL	–	(80)
Balance at 31 March	9,391	9,391

Liquidity risk management

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

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have 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 non-derivative financial liabilities is prepared based on the agreed repayment dates.

The table includes both interest and principal cash flows.

	Weighted average effective interest rate %	On demand or less than 1 year HK$'000	Total undiscounted cash flows HK$'000	Carrying amounts at 31 March HK$'000
2026				
Trade and other payables	N/A	20,405	20,405	20,405
Loan from a director	4.5	30,000	30,000	30,000
		50,405	50,405	50,405
2025				
Trade and other payables	N/A	16,705	16,705	16,705

35. Financial Instruments (Continued)

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors of the Company work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following tables gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Fair value hierarchy as at 31 March 2026

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
Financial assets at FVTPL				
Debt securities	**20**	**–**	**–**	**20**
Unlisted equity investments	**–**	**–**	**1,162**	**1,162**
Derivative financial instruments	**45**	**–**	**–**	**45**
	65	**–**	**1,162**	**1,227**

Fair value hierarchy as at 31 March 2025

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
Financial assets at FVTPL				
Debt securities	26	–	–	26
Unlisted equity investments	–	–	1,349	1,349
	26	–	1,349	1,375

35. Financial Instruments (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Financial assets	Fair value as at 31 March		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs
	2026 HK$'000	2025 HK$'000			
Debt securities	**20**	26	Level 1	Quoted market prices	Not applicable
Derivative financial instruments	**45**	–	Level 1	Quoted market price	Not applicable
Unlisted equity Investments	**1,162**	1,349	Level 3	Market approach – it values a business entity by comparison of the prices at which other similar business, companies or interests changed hands in an arm's length transactions	Enterprise value to sales ratio of 2.8 (2025: 3.5)

Note: An increase in the enterprise value to sales ratio used in isolation would result in an increase in the fair value measurement of the unlisted equity investment, and vice versa. A 10% increase/decrease in the enterprise value to sales ratio holding all other variables constant would increase/decrease the carrying amount of the unlisted equity investments by approximately HK$117,000 (2025: HK$133,000) and HK$117,000 (2025: HK$133,000) respectively.

There were no transfers between Level 1, 2 and 3 during the year (2025: nil).

35. Financial Instruments (Continued)

(c) Fair value measurements of financial instruments (Continued)

Reconciliation of level 3 fair value measurement

	2026 **HK$'000**	2025 HK$'000
At 1 April 2025/2024	**1,349**	1,926
Loss on fair value changes recognised in profit or loss	**(187)**	(577)
At 31 March	**1,162**	1,349

The net loss on fair value change of level 3 financial assets recognised in profit or loss amounting to approximately HK$187,000 (2025: HK$577,000) within the line item "loss on fair value changes on financial assets at fair value through profit or loss" in the consolidated profit or loss and other comprehensive income for the year ended 31 March 2026.

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors consider the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values.

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 debts (which includes a loan from a director) and equity attributable to owners of the Company (comprising issued share capital and reserves).

The Group is not subject to any externally imposed capital requirements.

36. Capital Risk Management (Continued)

Gearing ratio

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the new share issues as well as the issue of new debts.

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

	2026 HK$'000	2025 HK$'000
Debt	30,000	–
Equity attributable to owners of the Company	70,022	57,041
Gearing ratio	43%	0%

37. Notes to the Consolidated Statements of Cash Flows

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 flow were, or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Net proceeds from Rights Issue received HK$'000	Transaction costs payable HK$'000	Loans from a director HK$'000	Dividend payable to a non-controlling shareholder HK$'000	Total HK$'000
At 1 April 2024	–	–	9,800	–	9,800
Changes from financing cash flows	30,704	(258)	(9,984)	(15,997)	4,465
Dividend declared to non-controlling interests	–	–	–	15,997	15,997
Recognition of expenses	(748)	748	184	–	184
Transfer to equity upon fulfilling all conditions	(29,271)	–	–	–	(29,271)
At 31 March 2025	685	490	–	–	1,175
Changes from financing cash flows	(685)	(490)	29,385	–	28,210
Recognition of expenses	–	–	615	–	615
At 31 March 2026	–	–	30,000	–	30,000

38. Operating Lease Arrangements

The Group as lessor

All of the properties held by the Group for rental purposes have lease term of 3 years (2025: 3 years).

Undiscounted lease payments receivable on leases are as follows:

	2026 **HK$'000**	2025 HK$'000
Within one year	**288**	288
In the second and third year	**192**	480
	480	768

39. Capital Commitment

	2026 **HK$'000**	2025 HK$'000
Capital expenditure in respect of the acquisition of exploration and evaluation assets contracted for but not provided in the consolidated financial statements	**8,675**	2,023

Included in the Group's capital commitment as at 31 March 2026 was a commitment of HK$2,174,000 (2025: nil) to a non-controlling shareholder of a subsidiary.

40. Related Party Transactions

Other than as disclosed elsewhere in the consolidated financial statement, the Group had the following transactions with related parties:

	2026 HK$'000	2025 HK$'000
Rental and share of office expenses paid to related companies (note i)	**1,205**	878
Loan interest to a director (note ii)	**615**	184
Exploration expenses charged by a related company (note iii)	**2,020**	1,394
Proceeds received from the placing of silver tokens to a related company (note iv)	**9,116**	–

Notes:

i. Rental and share of office expenses in respect of the leasing of office premises were paid to related companies which are beneficially owned by Mr. Felipe Tan, an executive director of the Company, at terms mutually agreed by both parties. All leases of office premises are classified as short-term leases, with lease terms of 12 months or less. As at the reporting date, the Group has no outstanding lease commitments in respect of these leases.

ii. Interest expenses were charged at 4.5% per annum in respect of loans from Mr. Felipe Tan.

iii. Exploration expenses were charged by a related company, which is the non-controlling shareholder of a subsidiary of the Company, at terms mutually agreed by both parties.

iv. The Group placed 17,195.725 silver tokens to a related company which is beneficially owned by Mr. Felipe Tan, at a price determined with reference to the prevailing London Bullion Market Association silver price on the business day immediately preceding the date of completion of such placing and an front-end fee of 1% of such silver price. Further details of which are set out in the Company's announcement dated 27 March 2026.

Related party balances

Details of the Group's outstanding balances with related parties are set out in the consolidated statement of financial position and respective notes.

Compensation of key management personnel

The key management personnel are the executive directors of the Company. The details of the remuneration paid to them are set out in note 10.

41. Statement of Financial Position of the Company

	2026 HK$'000	2025 HK$'000
Non-current assets		
Property, plant and equipment	**545**	290
Investment property	**5,950**	6,340
Investments in subsidiaries	**–**	–
	6,495	6,630
Current assets		
Prepayments and other receivables	**282**	123
Amounts due from subsidiaries	**70,773**	24,221
Cash and cash equivalents	**376**	30,866
	71,431	55,210
Current liabilities		
Other payables and accruals	**758**	1,725
Net current assets	**70,673**	53,485
Net assets	**77,168**	60,115
Capital and reserves		
Share capital	**944,653**	944,653
Reserves	**(867,485)**	(884,538)
Total equity	**77,168**	60,115

The statement of financial position is approved and authorised for the issue by the Board of Directors on 25 June 2026 and is signed on its behalf by:

Felipe Tan
Director

Ronald Tan
Director

41. Statement of Financial Position of the Company (Continued)

Movements in the Company's reserve

	Share options reserve HK$'000	Property revaluation reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2024	1,074	964	(882,039)	(880,001)
Loss and total comprehensive expense for the year	–	–	(4,768)	(4,768)
Equity-settled share-based payments	231	–	–	231
At 31 March 2025	**1,305**	**964**	**(886,807)**	**(884,538)**
Profit and total comprehensive income for the year	**–**	**–**	**16,091**	**16,091**
Equity-settled share-based payments	**1,140**	**–**	**–**	**1,140**
Lapse of share options	**(178)**	**–**	**–**	**(178)**
At 31 March 2026	**2,267**	**964**	**(870,716)**	**(867,485)**

Major Property Information

The Group's property portfolio summary – major property held for investment:

Location	Existing use	Tenure	Group's interest (%) 2026	2025
Unit 6 on 11th Floor of Tower 2 Ever Gain Plaza No. 88 Container Port Road Kwai Chung, New Territories	Office	Medium term lease	**100**	100

Five-Year Financial Summary

	Year ended 31 March				
	2022 HK$'000	2023 HK$'000 (Restated)	2024 HK$'000	2025 HK$'000	**2026** **HK$'000**
RESULTS					
Revenue	80,197	160	48,251	110,622	**235,538**
Profit/(loss) before tax	45,073	(9,676)	(21,096)	(16,035)	**6,031**
Income tax expense	(8,441)	(109)	(216)	–	**(1,979)**
Profit/(loss) for the year	36,632	(9,785)	(21,312)	(16,035)	**4,052**
Attributable to:					
Owners of the Company	6,948	(8,044)	(19,438)	(12,421)	**11,016**
Non-controlling interests	29,684	(1,741)	(1,874)	(3,614)	**(6,964)**
	36,632	(9,785)	(21,312)	(16,035)	**4,052**

	2022 HK$'000	2023 HK$'000 (Restated)	2024 HK$'000	2025 HK$'000	**2026** **HK$'000**
ASSETS AND LIABILITIES					
Total assets	181,298	146,873	122,476	117,973	**184,123**
Total liabilities	(32,942)	(27,539)	(24,820)	(22,416)	**(80,227)**
	148,356	119,334	97,656	95,557	**103,896**
Attributable to:					
Owners of the Company	61,056	51,005	40,054	57,041	**70,022**
Non-controlling interests	87,300	68,329	57,602	38,516	**33,874**
	148,356	119,334	97,656	95,557	**103,896**