Moon Inc.
恆月控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code :1723

2026 Annual Report

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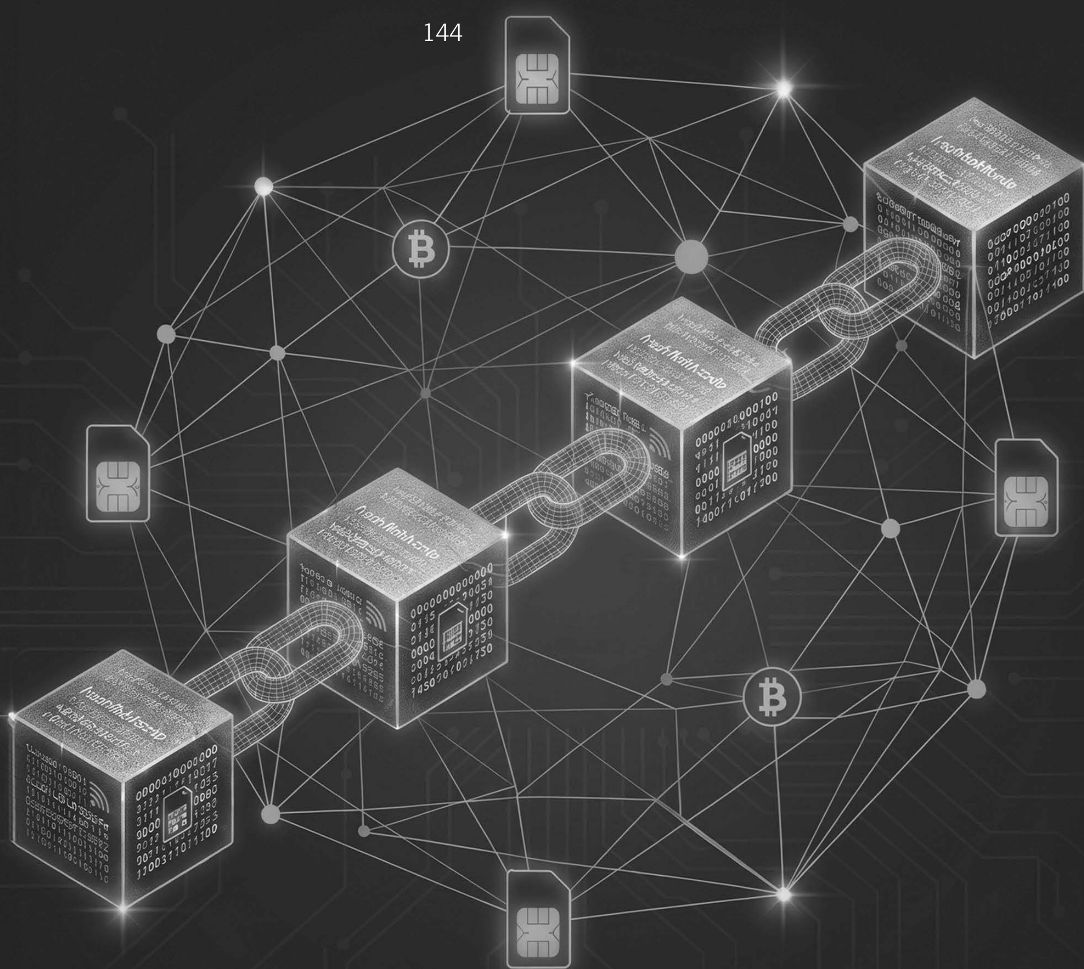

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Fang Jason Kin Hoi *(Chairman)*
Mr. David Forrest Bailey
Mr. John Edwin Riggins *(Chief Executive Officer)*
Ms. Wong Fung Yee Mary

Non-executive Director

Mr. Sit Hon

Independent Non-executive Directors

Mr. Chen Xiaobing
Mr. Wong Yun Pun
Ms. Yen Jung-Hui

AUDIT COMMITTEE

Mr. Wong Yun Pun *(Chairman)*
Mr. Sit Hon
Ms. Yen Jung-Hui

REMUNERATION COMMITTEE

Mr. Wong Yun Pun *(Chairman)*
Mr. Sit Hon
Ms. Yen Jung-Hui

NOMINATION COMMITTEE

Mr. Fang Jason Kin Hoi *(Chairman)*
Mr. Chen Xiaobing
Ms. Yen Jung-Hui

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Ms. Yen Jung-Hui *(Chairman)*
Mr. Wong Yun Pun
Ms. Wong Fung Yee Mary

AUTHORISED REPRESENTATIVES

Mr. Chan Ming Kei
Ms. Wong Fung Yee Mary

COMPANY SECRETARY

Mr. Chan Ming Kei

AUDITORS

Moore CPA Limited
Registered Public Interest Entity Auditor

LEGAL ADVISOR TO THE COMPANY AS TO HONG KONG LAW

Teresa Lee & Associates in association with Gianni & Origoni

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 4504, Tower 1,
Lippo Centre, 89 Queensway,
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

1723

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

COMPANY WEBSITE

www.mooninc.hk

Chairman's Statement

DEAR SHAREHOLDERS,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Moon Inc. (formerly known as HK Asia Holdings Limited) (the "**Company**" and together with its subsidiaries, the "**Group**"), I hereby present the annual report of the Company for the year ended 31 March 2026 (the "**Year**").

2026: FROM FOUNDATION TO TRANSFORMATION

This Year has been a defining period for the Group. Following the refresh of our corporate image as Moon Inc., the strengthening of our leadership team with blockchain and digital asset expertise, and our initial Bitcoin allocation, we have focused on converting these foundations into concrete partnerships and product launches. Our core Pre-paid Products business, comprising the wholesale and retail sales of SIM cards and top-up vouchers, remains as the financial backbone of the Group. We continue to improve operating efficiency and to preserve the profitability of our distribution network. In parallel, the launch of our Pre-paid Bitcoin Cards, the deepening of strategic partnerships in Thailand and South Korea, our use of custody services from BitGo Holdings, Inc. ("**BitGo**") (NYSE: BTGO) and the disciplined build-up of our Bitcoin treasury collectively reinforce our role at the intersection of traditional prepaid consumer products and digital assets in Asia.

GLOBAL BITCOIN AND DIGITAL ASSET LANDSCAPE

During the Year, the global Bitcoin and digital asset market continued to mature, with trading activity supported by wider institutional participation, the emergence of new regulated products and clearer policy frameworks in key jurisdictions. Bitcoin prices remained volatile but broadly reflected ongoing market interest from both retail and institutional investors, even as the market consolidated following strong movements in 2025. Against this backdrop, the Group's measured Bitcoin treasury strategy and unique, retail-accessible Bitcoin-linked prepaid products position it ahead of many regional peers in terms of readiness to participate in this evolving asset ecosystem. During the Year, the Group acquired approximately 26.12 units of Bitcoin as treasury assets. As at 31 March 2026, the Group held approximately 45.00 units of Bitcoin, increased to approximately 63.00 units as at the date of this report.

WEB 3.0 AND THE ASIAN DIGITAL ECONOMY

Asia remains one of the most active regions globally for Web 3.0 and blockchain development, supported by young, technology-savvy consumers, rapid digitisation and increasing openness to regulated digital asset activities. Markets in Southeast Asia and North Asia are seeing strong momentum in blockchain-enabled applications, while Hong Kong continues to strengthen its role as a digital asset hub through clearer regulatory regimes for virtual assets and stablecoins and a stated policy commitment to fostering Web 3.0 innovation. In parallel, the Asia Pacific prepaid card and digital wallet market is expanding rapidly, with cryptocurrency-linked prepaid products emerging as a fast-growing segment as payment networks and industry participants rolling out new offerings. The Group's Pre-paid Bitcoin Cards are designed to capture this convergence of prepaid payments and digital assets, providing a differentiated and timely extension of our established prepaid card platform.

OUR PRE-PAID PRODUCTS AND DIGITAL ASSET PRODUCTS

Our Pre-paid SIM Cards business remains the foundation upon which our broader strategy is built. These products continue to serve domestic helpers, outbound local travellers, and tourists visiting Hong Kong — communities that depend on accessible, flexible mobile communication solutions. We have continued to invest in our self-managed retail shops across Hong Kong, Kowloon, and the New Territories, while maintaining and refining our wholesale distribution networks and online platform.

We are mindful of the evolving competitive dynamics in this segment, including the ongoing structural shift in consumer communication behaviour towards internet-based services and the intensification of market competition.

During the Year, we commercially launched our Pre-paid Bitcoin Cards, which we believe are among the first prepaid products in the Hong Kong market that directly integrate cryptocurrency at the point of sale. This initiative reflects our intention to deepen industry engagement with Bitcoin and make digital assets more accessible to everyday consumers.

In May 2026, the Group entered into a strategic partnership with BitGo, a leading global provider of digital asset custody and infrastructure services. Under this partnership, BitGo Singapore Pte. Ltd., a Monetary Authority of Singapore (MAS) regulated entity, acts as the core custody and infrastructure provider for the Group's Bitcoin-linked consumer card products. By leveraging BitGo's institutional-grade security architecture, multi-signature controls and transaction batching capabilities, the Group can scale its digital asset integrations securely across its existing Asian prepaid platform, while using this infrastructure as a key enabler for planned regional expansion into markets including Japan, Thailand, South Korea and Taiwan region.

For Hong Kong, the Group is closely monitoring the development of the virtual asset service provider regime and is actively engaging industry practitioners and legal advisers to ensure that the design and rollout of its products remain fully aligned with evolving regulatory requirements.

REGIONAL EXPANSION

Recognising that strong local partners are essential to scaling our Pre-paid Products across Asia, the Group has laid important groundwork in Thailand and South Korea through strategic investments in Astra Enterprise Public Company Limited and Bitplanet Inc. These partnerships combine established retail, media and technology capabilities with growing digital asset expertise, positioning both markets as priority launchpads for our Pre-paid Bitcoin Cards. Looking ahead, we will continue working with these partners to finalise wholesale and distribution frameworks, with the goal of building scalable, long-term channels for our Pre-paid Products across the regions.

PROSPECTS

Looking ahead, the Board maintains a cautiously optimistic outlook regarding the Group's prospects, whilst remaining acutely aware of the challenging macro-environment. Global markets have become increasingly volatile, and the prevailing market sentiment remains susceptible to rapid and unpredictable shifts. Furthermore, ongoing macroeconomic uncertainties and geopolitical instability present potential headwinds that may affect our overall business operations and the pace of our strategic development. Navigating these complexities requires a highly prudent approach; accordingly, our strategy to build resilience and sustainable growth rests on the following pillars.

We remain committed to sustaining and strengthening our Pre-paid SIM Card Products business. As an essential service, this core business continues to generate steady revenue and cash flow, providing a vital, stable platform to buffer against broader market volatilities. We will continue to invest in our distribution network, adapt our product mix to evolving consumer preferences, and capitalise on the ongoing recovery of inbound tourism to Hong Kong and demand for outbound travel products.

We will also cautiously proceed with the expansion of our pre-paid card offerings across Asia. With our BitGo partnership now providing the institutional-grade custody infrastructure required for secure and scalable operations, and with our regional partnerships in Thailand and South Korea advancing, we are focused on formalising wholesale distribution agreements. While remaining vigilant of shifting regional regulatory landscapes and market conditions, we aim to build out our market presence in these initial target markets and carefully prepare for further expansion into Japan, Taiwan, and other selected Asian markets. We will continue to actively yet prudently enhance our pre-paid product portfolio and explore a broader range of cryptocurrency-related services.

Following our participation in Bitcoin Asia – The Premier Bitcoin Conference in Asia in 2025, the Group intends to deepen its industry engagement by continuing as an official partner of Bitcoin Asia 2026, to be held in August 2026. In a time of evolving market sentiment, this platform is highly valuable. Through it, we aim to strengthen our dialogue with market participants, regulators, and professional advisers, connect with leading global thinkers and institutions in the Bitcoin and Web 3.0 ecosystem, and identify sustainable business opportunities that can support the careful development of the Group's prepaid and digital asset initiatives.

A COMMITMENT TO SUSTAINABLE VALUE CREATION

On behalf of the Board, I would like to extend my sincere appreciation to our shareholders, customers, business partners, and employees for their continued trust, support, and dedication during the Year. The transformation that the Group has undertaken over the past years has not been without challenge, and it is the commitment and hard work of our entire team that has made this progress possible.

The Group is navigating an evolving operating environment in its markets, in the wider prepaid and digital asset landscape, and within the organisation itself. It will continue to move forward in a measured and responsible manner, maintaining its commitment to strong corporate governance, regulatory compliance and the long-term interests of all stakeholders. With a strengthened balance sheet, a differentiated product platform and a growing network of strategic partnerships across Asia, the Group believes it is well positioned to pursue new opportunities, expand its business and create sustainable value in the years ahead.

Mr. Fang Jason Kin Hoi
Chairman and Executive Director
30 June 2026

FINANCIAL AND BUSINESS REVIEW

During the Year, the Group engaged in the wholesale and retail sales of pre-paid products of SIM cards and top-up vouchers (the "**Pre-paid SIM Cards**") in Hong Kong, the Group has launched the pre-paid Bitcoin cards (the "**Pre-paid Bitcoin Cards**") business, collectively referred to as the "Pre-paid Products". The Pre-paid SIM Cards products cater to mobile phone users who require local and international voice and data services, specifically targeting domestic helpers, outbound local travelers and tourists visiting Hong Kong. The Group aims to expand these offerings into selected Asian markets through strategic partnerships with established local distributors. The Pre-paid Bitcoin Cards are physical cards that can either be sold with a pre-loaded amount of bitcoins or in empty format that allows users to top up value at a later stage. The Pre-paid Bitcoin Cards are designed as products for people who want Bitcoin exposure without setting up their own crypto wallet. They are suitable for newcomers, for use as gifts (for example, birthdays, graduations or weddings), and for educational purposes. Long-term holders may simply keep or activate the cards, or transfer the Bitcoin to their own wallets. These cards are not traditional credit or debit cards and do not convert Bitcoin into fiat currency.

The Group operates self-managed retail shops in Hong Kong and sells the products through its well-established wholesale networks and online platform. The self-managed retail shops are located in Hong Kong, Kowloon and the New Territories while also leveraging its well-established wholesale networks and online platform for product distribution.

Revenue and Gross Profit

During the Year, the Group's total revenue amounted to approximately HK$206.1 million, representing an increase of approximately 8.7% as compared to approximately HK$189.6 million for the Prior Year.

Revenue from the sale of Pre-paid SIM Cards amounted to approximately HK$205.5 million (2025: approximately HK$189.6 million), representing an increase of approximately 8.4% as compared to the Prior Year. The segment gross profit for Pre-paid SIM Cards amounted to approximately HK$50.4 million (2025: approximately HK$43.3 million), representing an increase of approximately 16.4% as compared to the Prior Year, with the gross profit margin remaining broadly stable. The growth in revenue was primarily attributable to: (i) improved sales performance driven by enhanced promotional and marketing efforts during the Year; (ii) the continued increase in the number of domestic helpers in Hong Kong; and (iii) the ongoing recovery of inbound tourism. Visitor arrivals to Hong Kong grew during the Year, supported by an increase in both Mainland Chinese and non-Mainland visitors, including those from South and Southeast Asia.

During the Year, the Group also recorded revenue of approximately HK$0.6 million from the sale of Pre-paid Bitcoin Cards. As the Pre-paid Bitcoin Cards business was launched during the Year, its contribution to the Group's overall financial performance remained modest at this early stage. The Group expects this business to generate further revenue in the coming financial year, from the sale of both empty cards and loaded cards, as product awareness deepens, distribution channels are further developed and the Group advances its regional expansion strategy.

Other Income and Losses

During the Year, the Group's recorded other losses (net) of approximately HK$5.9 million (2025: other income (net): HK$0.6 million). The other losses (net) was mainly attributable to the revaluation loss on intangible assets for HK$6.1 million related to the Bitcoins held by the Group as at 31 March 2026. The impairment loss in relation to the Bitcoins held by the Group for the year ended 31 March 2025 was approximately HK$1.3 million. Please refer to section headed "Bitcoin Treasury Holdings" for further details in relation to the revaluation adjustment.

Selling and Distribution Expenses

Selling and distribution expenses mainly comprised of (i) depreciation of right-of-use assets; (ii) staff costs; and (iii) advertising and promotion expenses. During the Year, selling and distribution expenses amounted to approximately HK$29.4 million (2025: approximately HK$22.9 million), representing an increase of approximately 28.4% as compared to the Prior Year which was mainly attributable to the increase of staff costs.

Administrative Expenses

Administrative expenses mainly comprised of (i) staff costs, including remuneration to Directors; (ii) depreciation of right-of-use assets; and (iii) legal and professional fees. During the Year, administrative expenses amounted to approximately HK$35.7 million (2025: approximately HK$18.2 million), representing an increase of approximately 96.2% as compared to the Prior Year. The significant increase was primarily attributable to higher staff costs driven by new hires supporting the Group's business development and investment strategy, a substantial increase in legal and professional fees incurred in connection with recent acquisitions, subscriptions and capital activities, product development costs relating to business growth, as well as expenses associated with the Group's corporate branding. Going forward, management is focused on improving cost efficiency by streamlining operations, optimising workflows through the adoption of advanced digital and automation technologies, and scaling the Group's revenue base to improve operating leverage over time.

Finance Costs

During the Year, finance costs amounted to approximately HK$1.8 million (2025: approximately HK$0.2 million). The finance costs for the Year mainly attributable to the interest expenses on the convertible notes issued during the Year for approximately HK$1.2 million. The interest expenses on lease liabilities were approximately HK$0.3 million (2025: approximately HK$0.2 million) and the interest expenses on the corporate bonds were approximately HK$0.3 million (2025: Nil).

Income Tax

During the Year, the income tax expenses amounted to approximately HK$1.7 million (2025: approximately HK$0.8 million).

(Loss)/Profit attributable to Owners of the Company

The loss attributable to owners of the Company for the Year was approximately HK$28.4 million, as compared to a profit attributable to owners of the Company of approximately HK$1.8 million for the Prior Year.

Cryptocurrencies and Strategic Diversification (Intangible Assets and Bitcoin Inventories)

The Group recognizes cryptocurrencies, particularly Bitcoin, as a transformative innovation in the financial world and an emerging alternative asset class. As a digital currency, Bitcoin utilizes encryption techniques to regulate the generation of currency and verify transactions via blockchain technology. Since its inception over a decade ago, Bitcoin has remained the largest cryptocurrency by market capitalization, its global trading across multiple regulated and over-the-counter venues, high liquidity, divisibility into fractional units, and ease of cross-border transfer have contributed to its increasing adoption by both institutional and corporate participants as a means of value transfer and as a potential long term store of value.

As part of its strategic asset allocation and diversification efforts, the Group has accumulated Bitcoin to hedge against currency depreciation and leverage its potential as a dependable store of value. The Group acquired Bitcoin through open-market transactions with purchase prices determined based on prevailing bid and ask quotations at the time of trade execution. The counterparties' identities could not be ascertained due to the nature of open-market transactions, reasonable enquiries confirmed that they were independent third parties unaffiliated with the Group.

Bitcoin Treasury Holdings (included in Intangible Assets of the Group)

During the Year, the Group acquired approximately 26.12 units of Bitcoin as treasury assets (included in intangible assets) for an aggregate consideration of approximately HK$17.8 million. As at 31 March 2026, the Group held approximately 45.00 units of Bitcoin as treasury assets, with an aggregate cost of acquisition of approximately HK$31.2 million and the fair value of the Bitcoin holdings was approximately HK$23.7 million, representing about 5.6% of the Group's total assets. The fair value has been determined using observable quoted bid prices for Bitcoin in active markets (Level 1 in the fair value hierarchy). A revaluation decrease of approximately HK$6.1 million was recognised during the Year (2025: impairment loss of approximately HK$1.3 million). Details of the acquisitions were disclosed in the announcements of the Company dated 14 April 2025, 28 October 2025, 31 October 2025 and 1 December 2025. The percentage ratios for the recent acquisitions of Bitcoin since 1 December 2025, when each time aggregated with the previous Bitcoin acquisitions conducted within the preceding 12 months, were all less than 5% under Chapter 14 of the Listing Rules.

Up to the date of this report, the Group further purchased approximately 18.00 units of Bitcoin as treasury assets for a total consideration of approximately HK$10.0 million, bringing total treasury Bitcoin holdings to approximately 63.00 units.

During the Year, the Group changed its accounting policy for Bitcoin classified as treasury assets from the historical cost (less any impairment loss) model to the fair value (revaluation) model under intangible assets, in order to provide more relevant and faithfully representative information about these holdings in light of their investment nature and price volatility. The change in accounting policy has been applied prospectively and had no material impact on the Group's financial positions and performance for the Year and prior years, nor on the disclosures set out in the Group's consolidated financial statements.

Cryptocurrency prices are highly volatile and are subject to real-time market fluctuations, and the fair value of the Group's cryptocurrency holdings may therefore vary significantly over short periods. Accordingly, the impact of changes in fair value on the Group's financial performance may vary from period to period. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Bitcoin Inventories for Pre-paid Bitcoin Cards

During the Year, the Group also acquired approximately 4.40 units of Bitcoin as inventory to facilitate the sale of Pre-paid Bitcoin Cards, for a total consideration of approximately HK$2.57 million. These Bitcoin holdings are treated as inventory and measured at weighted average cost in accordance with the Group's inventory accounting policy, reflecting their use in the ordinary course of business as part of the Group's Pre-paid Product offering. As at 31 March 2026, the Group held approximately 3.80 units of Bitcoin as inventory.

The Company holds Bitcoin for sale in the ordinary course of business, either through custody with licensed exchanges or by loading it onto Pre-paid Bitcoin Cards. To ensure clear accountability, Bitcoin used for inventory purposes is kept separate from Bitcoin held for treasury purposes. This is achieved by maintaining different accounts or wallets, with each type of Bitcoin assigned to a designated custodian account. This segregation prevents any commingling of Bitcoin balances between operational and treasury holdings.

The Group remains committed to furthering its strategic initiatives in digital asset–related activities, including expanding its Pre-paid Product offerings and features, strengthening its presence in selected Asian markets, and exploring opportunities such as hosting cryptocurrency conferences, participating in cryptocurrency marketing activities and offering a broader range of cryptocurrency related services, with the objective of generating sustainable growth and long-term value for shareholders and other stakeholders.

INVESTMENTS

As at 31 March 2026, the Group held a portfolio of financial investments designated at fair value through other comprehensive income with an aggregate carrying amount of approximately HK$266.8 million.

The portfolio of the financial investments as at 31 March 2026 are set out as follows.

Investees/investments	Nature of Investment	Fair value of the investment	Investment cost	Unrealised fair value gain/(loss)	Realised fair value gain/(loss)	Dividend received
		HK$'million	HK$'million	HK$'million	HK$'million	HK$'million
Astra Enterprise	Direct investment	229.8	26.0	203.8	–	–
Bitplanet Inc.	Fund Subscription	14.1	23.5	(9.4)	–	–
Other listed investments	Direct investment	22.9	22.8	0.1	–	0.2
		266.8	72.3	194.5	–	0.2

Astra Enterprise

As at 31 March 2026, the carrying amount of the Group's investment in Astra Enterprise Public Company Limited ("**Astra Enterprise**", formerly known as DV8 Public Company Limited) was approximately HK$229.8 million, representing about 54.5% of the Group's total assets.

Astra Enterprise is a company incorporated in Thailand and whose shares are listed on the Stock Exchange of Thailand (BKK:ASTR). Astra Enterprise is principally engaged in media, advertising, point-of-sale and event-related business activities and has also been pursuing strategic development in digital asset-related infrastructure and opportunities. During the Year, the Group, completed the tender offer for its investment in Astra Enterprise and held 188,961,300 shares of Astra Enterprise, as at 31 March 2026, representing approximately 11.65% of Astra Enterprise's issued share capital. The tender offer was conducted at a price of THB0.56 per share, amounting to a total consideration of THB105,818,000 (equivalent to approximately HK$25.4 million). Including other expenses attributable to the transaction, the total cost of investment was approximately HK$26.0 million. During the Year, the Group recognized an unrealised fair value gain of HK$203.8 million (through other comprehensive income) in respect of this investment. No dividend was received from Astra Enterprise during the Year.

Save for the significant investments in Bitcoin, as disclosed above in the section headed "Bitcoin Treasury Holdings", and Astra Enterprise disclosed above, the Group did not held other investments which individually represented 5% or more of the Group's total assets as at 31 March 2026.

Bitplanet

As at 31 March 2026, the carrying value of the interest in Bitplanet Co., Ltd. (formerly known as SGA Co., Ltd.), a company whose shares are listed on the Korea Exchange (stock code: 049470.KQ) ("**Bitplanet**"), held through the subscription for an approximately 7.2% interest in a fund, was approximately HK$14.1 million. The effective holding in Bitplanet's shares by the Group, through the fund structure, was 4,152,834 issued shares, representing about 3.53% of the total issued shares of Bitplanet.

Recognising the importance of strong distribution channels in the Pre-paid Products business, the Group has adopted a strategy of entering selected Asian markets through partnerships with local parties with established distribution expertise and networks. Through such investments, the Group aims to strengthen commercial cooperation, secure long-term access to local distribution capabilities and enhance its competitive position in these markets.

On 26 August 2025 and 17 November 2025, the Group subscribed for interests in a fund which directly invested in Bitplanet. The total cost of the subscriptions, inclusive of expenses attributable to the transaction, amounted to approximately HK$23.5 million. Bitplanet is a South Korean technology enterprise specialising in information technology services, system integration and infrastructure construction. Following its rebranding in September 2025, Bitplanet expanded its business focus to include cryptocurrency and blockchain-related operations. The Group believes that this investment provides access to a capable local partner whose technical infrastructure and blockchain expertise can support the backend integration and distribution of the Group's Pre-paid Bitcoin Cards in South Korea. During the Year, the Group recognized an unrealised fair value loss of HK$9.4 million (through other comprehensive income) in respect of this investment. No dividend was received from Bitplanet during the Year.

The Group is in preliminary discussions with Astra Enterprise, Bitplanet and their respective business partners or affiliates regarding wholesale arrangements for the Group's Pre-paid Products. These arrangements are intended to facilitate a more efficient market entry while reducing the time, cost and resources typically required for expansion into new markets. On 15 September 2025, the Group signed a non-binding memorandum of understanding with Bitplanet. Cooperation between the parties remains ongoing, and the Group continues to work towards finalising wholesale and distribution arrangements to support scalable distribution of its Pre-paid Products in Thailand and South Korea.

Other listed investments

As at 31 March 2026, the carrying value of the other listed investments was approximately HK$22.9 million. These investments principally comprised of Bitcoin-related exchange-traded funds and listed preferred shares and were held for treasury, investment and yield enhancement purposes as part of the Group's broader digital asset and treasury strategy. Each of the investments individually represented less than 5% of the Group's total assets. The aggregate dividend income received from these investments during the Year was approximately HK$0.2 million. The Group will continue to manage such investments prudently, having regard to market conditions, liquidity, risk and the Group's long-term business objectives.

INVESTMENT POLICY, RISK MANAGEMENT AND GOVERNANCE

Investment Policies, Objectives and the Scope of Permissible/Prohibited Investments

The Board has adopted an investment policy to guide the Group's deployment of capital for (a) treasury management and (b) strategic investments that support the Group's business development, with the objective of enhancing long-term shareholder value while maintaining prudence, regulatory compliance and appropriate risk controls.

The investment objectives are to:

(i) support the Group's business expansion and commercial cooperation through strategic investments/partnerships that may enhance distribution capability, market access and product development;

(ii) optimise treasury returns within acceptable risk parameters, including diversification of reserves and liquidity management, having regard to capital preservation and cash flow needs; and

(iii) diversify the Group's asset base and reduce reliance on fiat-denominated reserves by holding Bitcoin as a long-term, inflation-resistant digital asset that serves as a strategic treasury reserve, rather than a vehicle for speculative short-term trading.

Permissible/prohibited investments

Subject to compliance with applicable laws and regulations (including the Listing Rules) and internal approval procedures, the Group may invest in:

– Listed and unlisted strategic investments, including equity interests and strategic partnerships that support the Group's business activities and development plans;

– Digital assets, including (i) cryptocurrencies with high market liquidity and large market capitalisation (including Bitcoin); and (ii) stablecoins issued by regulated entities and redeemable at par for fiat currency (including USDC and USDT) — in each case, held for treasury and liquidity management purposes;

– Listed equity securities or other financial instruments that provide exposure to Bitcoin, including those issued by companies whose principal business is the acquisition, holding, management or custody of Bitcoin; and

– Other treasury instruments, such as bank deposits and money market funds, for capital preservation and liquidity management.

The Group does not adopt a policy of speculative short-term trading as a primary objective, and investments outside the above scope (or otherwise inconsistent with internal risk limits or approval requirements) are not permitted.

In assessing the policy and the investments, the Board considers whether they are expected to enhance shareholder value by (i) supporting revenue growth through business synergies and market expansion, and (ii) improving risk-adjusted returns on treasury assets while preserving liquidity for operations. The Group's strategy in selected markets (including Thailand and South Korea) involves collaboration with local partners with established distribution networks. Investments in such partners are intended to strengthen cooperation, facilitate market entry and broaden the customer base for the Group's prepaid products business, thereby generating incremental transaction volumes and recurring income. The Board also considers diversification and liquidity needs in treasury management, including the role of Bitcoin within the approved risk and governance framework. Overall, the Board is of the view that the investment policy provides a disciplined basis for deploying capital to pursue medium- to long-term returns without compromising the Group's operational funding requirements or risk appetite.

Investment Risk Management and Control Measures

The Group maintains a risk management framework for its investment portfolio under the oversight of the Board and the Investment Committee. The framework is designed to ensure that investment activities are conducted within an approved mandate, subject to defined risk limits, counterparty controls and liquidity management.

Defined Risk Limits

Investments are subject to pre-trade review and approval procedures, including checks on permissible instruments, concentration levels, funding requirements and downside risk assessment, including scenario and sensitivity analyses. In particular, any single investment at the time of investment must not exceed 25% of the Group's total assets unless prior approval is obtained from both the Board and the Investment Committee.

For strategic, long-term investments that are intended to be held to align with the Group's long-term strategic directions, the Group's assessment focuses primarily on the underlying business fundamentals and strategic rationale. In such cases, short-term equity price volatility and foreign exchange movements are not the primary determinants of the investment decision. For other investments, the Group monitors portfolio concentration, market risk and valuation movements on an ongoing basis, with periodic reporting to the Investment Committee and the Board.

Counterparty Risk Management

Transactions are conducted only with approved brokers, banks, exchanges and custodians that have satisfied the Group's due diligence requirements. These due diligence reviews typically include assessments of regulatory status, financial standing, operational capability and legal enforceability of contractual arrangements. The Group monitors counterparty exposures. Counterparty reviews are performed periodically and when warranted by market developments or specific counterparty events, and the Group may adjust or suspend dealings with particular counterparties where necessary.

Liquidity Management

The Group manages liquidity to ensure it can meet operational needs, settlement obligations and stress scenarios without undue reliance on forced asset sales. The portfolio is monitored with regard to their liquidity characteristics, and the Group maintains appropriate cash or near-cash buffers to support both business operations and investment activities.

Investment Decision Making Process and Approval and Oversight Mechanisms

The Company has established an Investment Committee to support the Board in implementing the investment policy and overseeing investment activities. The investment decision-making process is designed to ensure appropriate review, segregation of duties, compliance checks and ongoing monitoring throughout the life cycle of each investment.

1. Origination and initial screening

Investment proposals may be initiated by management and must set out (i) the investment rationale and strategic fit with the Group's business and investment policy; (ii) indicative terms, structure and proposed size; (iii) key risks (including market, credit, operational and regulatory risks) and proposed mitigants; and (iv) funding and liquidity considerations (including impact on capital structure and treasury profile). The Investment Committee conducts an initial screening to determine whether the proposal should proceed to detailed due diligence and internal review.

2. Due diligence and internal review

For proposals that proceed, the Investment Committee oversees proportionate due diligence (with external advisers engaged where appropriate), covering financial and valuation analysis, legal and regulatory compliance, counterparty and operational risk, and (for digital assets) execution and custody arrangements. The outcome is documented in an internal recommendation summarising key terms, principal risks and proposed mitigants.

3. Approval authority and compliance

The Board retains final approval authority for investments in accordance with the Company's internal controls and applicable requirements under the Listing Rules. The Investment Committee's role is to review and recommend proposals to the Board, and to oversee implementation following approval. Where a proposed transaction may constitute a notifiable or connected transaction, the Company will comply with the relevant requirements under the Listing Rules.

4. Post-investment monitoring and reporting

Following completion, investments are subject to ongoing monitoring by management and the Investment Committee, including performance review, risk and limit monitoring, and compliance oversight. The Investment Committee provides periodic reports to the Board and escalates any material developments, breaches or adverse events for Board consideration, including recommendations on remedial measures, restructuring or exit options where appropriate.

Investment Committee and Professional Qualifications of Relevant Personnel

All investment activities are overseen by the Board and the Investment Committee, comprising certain Directors and senior management with complementary expertise in the Bitcoin ecosystem, fund management, Web3 strategy, capital markets and corporate governance, as outlined below.

Board and senior management expertise

The Board includes members with experience in financial services, capital markets, fund management, and digital asset related sectors, enabling informed oversight of investments across these sectors. The Board of Directors of the Company is the ultimate decision-making authority for major investment projects.

The Investment Committee members responsible for investment activities possess relevant experience in corporate development, mergers and acquisitions, strategic investing and fintech, and demonstrate an understanding of the particular risks and regulatory landscape associated with Bitcoin related and Web3 businesses.

The Investment Committee is co-led by Mr. Fang Jason Kin Hoi, Mr. John Edwin Riggins, Mr. David Forrest Bailey, Mr. Russell Jacobsen (currently Chief Operating Officer of the Group) and Mr. Sit Hon, all of whom bring deep expertise in Bitcoin investment, digital asset fund structures, strategic leadership within the Web 3.0 ecosystem, and investment experience across emerging technology sectors. Senior management expertise currently includes Mr. Chan Ming Kei, the Company Secretary and Chief Financial Officer, and Ms. Tsang Ka Yan Karen, the Chief Strategy Officer, both of whom have substantial relevant experience.

The Investment Committee and the management team together are responsible for investment analysis and due diligence, risk assessment and ongoing monitoring, legal and regulatory review, and the finance and accounting treatment of investments. They work closely with the Company's core business units to help ensure that proposed investments deliver tangible commercial synergies and distribution benefits, and that execution and operational readiness, including market access and counterparty arrangements, are appropriately assessed.

Where appropriate, the Company may retain external advisers, including legal counsel, financial advisers and technical experts, to supplement internal expertise and ensure the robust evaluation of complex or large-scale opportunities.

FINAL DIVIDENDS

The Board has resolved not to declare the final dividend for the year ended 31 March 2026 (2025: Nil).

LIQUIDITY AND CAPITAL RESOURCES

Net current assets

As at 31 March 2026, the Group had net current assets of approximately HK$111.8 million (31 March 2025: approximately HK$80.1 million). The Group's current liabilities were approximately HK$8.8 million (31 March 2025: HK$9.6 million). The current ratio (the ratio of current assets to current liabilities) of the Group increased from approximately 9.4 times as at 31 March 2025 to approximately 13.7 times as at 31 March 2026.

Borrowings

The Group adopts a prudent funding and treasury policy, with the primary objectives of safeguarding liquidity, managing financial risks and supporting the Group's business development.

As at 31 March 2026, the Group had total borrowings including convertible notes and corporate bonds of approximately HK$82.7 million (31 March 2025: Nil). The convertible notes are non-interest bearing and denominated in Hong Kong Dollars. The corporate bonds carried interest at fixed interest rate and are denominated in USD.

As at 31 March 2026, the gearing ratio calculated as total amount of debts divided by total amount of equity was approximately 25.2%. The Group had no outstanding debts as at 31 March 2025.

Share Capital

As at 31 March 2026, the Company's issued share capital was HK$4,782,720 (31 March 2025: HK$4,000,000) and the number of issued shares of the Company was 478,272,000 (31 March 2025: 400,000,000) ordinary shares of HK$0.01 each (the "**Shares**").

Convertible Notes – May 2025

On 14 January 2025, the Company and 210K Capital, LP, Top Legend SPC acting for and on behalf of Aces SP ("**Top Legend**"), Allied Top Investments Limited ("**Allied Top Investments**") and Sora Valkyrie Limited (collectively, the "**Subscribers**") entered into the subscription agreement (the "**Subscription Agreement**"), pursuant to which the Company conditionally agreed to issue, and the Subscribers conditionally agreed to subscribe, in cash, for the 2-year convertible notes in the principal amount of HK$33.8 million (the "**CN-1**"), which might be converted into 75,000,000 conversion shares (the "**CS-1**") at the initial conversion price of HK$0.45 per each CS-1 upon exercise of the conversion rights under the CN-1 in full. The closing market price of the Company's shares on 10 January 2025, which was the last trading day before 14 January 2025, was HK$0.475. With effect from 26 March 2025, the parties agreed under a supplemental agreement that Top Legend SPC would cease to subscribe for certain of its agreed portion of CN-1, and that Allied Top Investments would instead take up and subscribe for that portion of the CN-1.

On 23 May 2025, all the subscription conditions (details of which were set out in the circular of the Company dated 14 April 2025 were fulfilled and completion of the Subscription Agreement took place. The CN-1 in the principal amount of HK$33.8 million have been fully issued and subscribed for by the Subscribers. Upon completion of the subscription as mentioned, the Subscribers fully exercised the conversion rights attaching to the CN-1 on the same date where upon an aggregate of 75,000,000 CS-1 were issued and allotted by the Company to the Subscribers at the initial Conversion Price of HK$0.45 per each CS-1.

The subscription by the Subscribers is classified as a connected transaction under Chapter 14A of the Listing Rules because each of the Subscribers is regarded as a connected person to the Company under Chapter 14A of the Listing Rules.

The net proceeds from the issue of the CN-1 (after deducing relevant expenses) were approximately HK$33.5 million, representing a net issue price of approximately HK$0.45 per each CS-1. Details of the use of proceeds intended are set out below:

Intended purposes of net proceeds	**Net proceeds** (Approximately HK$ million)	**Actual use of net proceeds during the Year** (Approximately HK$ million)	**Net proceeds unused as of 31 March 2026** (Approximately HK$ million)	**Expected timeline for fully utilizing the net proceeds**
General working capital of the Group and for expansion of Pre-paid Products business	6.8	6.8	–	N/A
Capturing potential investment opportunities which may arise in future to explore cryptocurrency investments and opportunities in Web 3.0, and/or for the acquisition of digital assets such as bitcoins	26.7	26.7	–	N/A
Total	33.5	33.5	–	

Up to 31 March 2026, the net proceeds have been fully utilised as intended. Details of the CN-1 and conversion were disclosed in the announcements of the Company dated 20 January 2025, 26 March 2025, 12 May 2025 and 23 May 2025 and the circular of the Company dated 14 April 2025.

Subscription of Shares and Convertible Notes under the General Mandate – October 2025

On 23 April 2025, the Company entered into share and convertible note subscription agreements with a number of subscribers (more than six), under which it conditionally agreed to issue 3,272,000 subscription shares at HK$4.01 per share ("**Subscription Shares**") and three year non-interest bearing convertible notes ("**CN-2**") with an aggregate principal amount of HK$52,377,600 ("**Subscription 2**"). The CN-2 are convertible into up to 10,475,520 conversion shares ("**CS-2**") at an initial conversion price of HK$5.00 per share. Each subscriber, together with its ultimate beneficial owners, is an independent third party to the Company. The closing market price of the Shares on 23 April 2025 was HK$5 per Shares.

On 22 October 2025, all conditions to the Subscription 2 were fulfilled and completion took place. The Company issued and allotted 3,272,000 Subscription Shares to the subscribers at HK$4.01 per share and issued CN-2 in an aggregate principal amount of HK$52,377,600 to the subscribers. The gross proceeds from issue of the Subscription Shares and the CN-2 were approximately HK$13.1 million and HK$52.4 million respectively.

The net proceeds (after deducting expenses) from issue of the Subscription Shares and the CN-2 was approximately HK$12.9 million (equivalent to a net price of approximately HK$3.93 per Subscription Shares), and HK$51.3 million (equivalent to a net price of approximately HK$4.90 per each CS-2) respectively. The total net proceeds were approximately HK$64.2 million.

Details of the use of proceeds from the Subscription 2 intended are set out below:

Intended purposes of net proceeds	**Net proceeds** (Approximately HK$ million)	**Actual use of net proceeds during the Year** (Approximately HK$ million)	**Net proceeds unused as of 31 March 2026** (Approximately HK$ million)	**Expected timeline for fully utilizing the net proceeds**
Support the development and expansion of the Group's regional sales channels for the distribution and sale of the Pre-paid Products	35.1	13.7	21.4	by Oct 2026
Acquisition of Pre-paid Bitcoin Cards and Bitcoins for inventory purposes	9.8	2.6	7.2	by Oct 2026
General working Capital:				
– Investment cost and transaction fees for Bitplanet	9.7	9.7	–	N/A
– Hiring team members to support the Group's expansion plan	4.4	3.4	1.0	by June 2026
– Legal and professional fees, including overseas market regulatory compliance and consulting services	2.5	2.5	–	N/A
– Group's administrative and rental expenses	2.7	2.3	0.4	by June 2026
	64.2	34.2	30.0	

Details of the Subscription 2 were disclosed in the announcements dated 23 April 2025, 8 October 2025 and 22 October 2025.

Foreign exchange exposure

The Group's major business operations are in Hong Kong, while the Group's major investments are in Hong Kong, Thailand and South Korea. Most of the assets, liabilities and transactions of the Group are primarily denominated in Hong Kong dollar, United States dollar ("**USD**") and Thai Baht ("**THB**") and South Korean Won ("**KRW**"). The Group has not entered into any instruments to hedge the foreign exchange exposure and considered the potential foreign exchange exposure of the Group is limited. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

EMPLOYEES AND EMOLUMENTS POLICY

As at 31 March 2026, the Group had 58 employees (31 March 2025: 50 employees) with a total remuneration of approximately HK$32.8 million during the Year (2025: approximately HK$18.3 million). The salaries of the employees were determined with reference to individual performance, work experience, qualification and current industry practices. Performance bonuses are offered to qualified employees based on individual and the Group's performance. The Group is dedicated to providing training programs for new employees and regular on-the-job trainings to employees to enhance their sales and marketing skills and know-how. The emoluments of the directors are recommended by the Remuneration Committee of the Company, with reference to their respective contribution of time, effort and expertise on the Company's matters. The Company has also adopted a share award scheme to reward and incentivize eligible participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

PLEDGE OF ASSETS

As at 31 March 2026, the Group did not have any pledged assets (31 March 2025: Nil).

CAPITAL COMMITMENT

As at 31 March 2026, the Group did not have any capital commitments (31 March 2025: Nil).

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 March 2026 (31 March 2025: Nil).

Correction of Accounting Treatment of the Convertible Notes and Restatement of the 2025 Interim Results

Reference is made to the unaudited consolidated results of the Company for the six months ended 30 September 2025 (the "**2025 Interim Period**") published on 31 October 2025 (the "**2025 Interim Results**") and the interim report of the Company published on 17 November 2025 (the "**2025 Interim Report**").

On 23 May 2025, the Company issued convertible notes (the "**Convertible Notes**") with principal amount of HK$33,750,000 to the subscribers, which were convertible into ordinary shares of the Company at a conversion price of HK$0.45 per share. On the same date, the Convertible Notes were fully converted into ordinary shares of the Company.

In preparing the 2025 Interim Report, an option component embedded in the Convertible Notes amounting to HK$190,413,000 was recognised in current liabilities upon issuance of the Convertible Notes on 23 May 2025, with the same amount being charged to the consolidated statement of profit or loss as "Initial recognition of the option components embedded in the convertible notes" (which had no cash flow effect on the Group). Upon the full conversion of the Convertible Notes into ordinary shares of the Company on the same date, the option component embedded in the Convertible Notes was debited to share premium. The amount charged to profit or loss of HK$190,413,000 was calculated as the excess of the fair value (being aggregation of the debt components of HK$31,011,000 and option components of HK$192,907,000) of the Convertible Notes of HK$223,918,000, which was determined with reference to a valuation performed by an independent professional valuer over the net proceeds received of HK$33,505,000. The fair value of the option components was measured using a Binomial Option Pricing model.

During the preparation of the annual results of the Group, the directors of the Company, including the audit committee, further reviewed the accounting treatment of the Convertible Notes and, following discussions with the Company's auditor, concluded that the conversion feature of the Convertible Notes satisfied the fixed-for-fixed criterion, as it provided for the exchange of a fixed principal amount for a fixed number of the Company's ordinary shares. Accordingly, the Convertible Notes should have been accounted for as a compound financial instrument, comprising a liability component and an equity component, rather than recognising the conversion feature as an option liability through profit or loss. As the Convertible Notes were fully converted into ordinary shares of the Company on the date of issue, the liability component was extinguished upon conversion on the same date, and the equity component was transferred within equity as part of the amount recognised in share capital and share premium upon the issuance of the conversion shares.

As a result, the debt and option components of HK$192,907,000 was initially recognised in the 2025 Interim Disclosures as a liability, resulting in an overstatement of share premium and an overstatement of accumulated losses by HK$190,413,000. There was no impact on net assets or total equity of the Group as at 30 September 2025, as the overstatement of share premium and the overstatement of accumulated losses were of the same amount within reserves.

Accordingly, the interim condensed consolidated statement of profit or loss and other comprehensive income, the interim condensed consolidated statement of changes in equity, the interim condensed consolidated statement of cash flows and certain explanatory notes thereof for the six months ended 30 September 2025 have been restated to rectify the above and reflect the corrections thereto.

Impact to the unaudited interim condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 September 2025 is set out as below:

	The Group as previously reported HK$'000	**Adjustment** HK$'000	**The Group as restated** HK$'000
Initial recognition of the option components embedded in the convertible notes	(190,413)	190,413	–
(Loss)/profit before taxation	(194,873)	190,413	(4,460)
(Loss)/profit for the period	(196,245)	190,413	(5,832)
(Loss)/profit for the period attributable to owners of the Company	(196,228)	190,413	(5,815)
Total comprehensive income for the period	97,232	190,413	287,645
Total comprehensive income for the period attributable to owners of the Company	97,249	190,413	287,662
(Loss)/earnings per share – Basic and diluted (HK cents)	(43.25)	41.97	(1.28)

Impact to the unaudited interim condensed consolidated statement of cash flows for the six months ended 30 September 2025 is set out as below:

	The Group as previously reported HK$'000	**Adjustment** HK$'000	**The Group as restated** HK$'000
(Loss)/profit before taxation	(194,873)	190,413	(4,460)

Impact to the unaudited interim condensed consolidated statement of changes in equity as at 30 September 2025 is set out as below:

	Share Premium HK$'000	Convertible notes reserve HK$'000	Retained Earnings/ (accumulated losses) HK$'000
Loss for the period			
As previously stated	–	–	(196,228)
Adjustment	–	–	190,413
As restated	–	–	(5,815)
Issuance of convertible notes			
As previously stated	–	–	–
Adjustment	–	2,494	–
As restated	–	2,494	–
Shares issued in lieu of convertible notes conversion			
As previously reported	223,168	–	–
Adjustment	(190,413)	(2,494)	–
As restated	32,755	(2,494)	–
As 30 September 2025			
As previously reported	288,724	–	(160,124)
Adjustment	(190,413)	–	190,413
As restated	98,311	–	30,289

There were reclassifications within reserves with no impact to the net assets or total equity of the Group as set out in the interim condensed consolidated statement of financial position as at 30 September 2025.

Impact to the relevant note 18 to the unaudited condensed consolidated interim financial statements is underlined as below:

Pursuant to the subscription agreements entered into by the Company with the subscribers (the "**Subscribers**"), the Company issued convertible notes ("**Convertible Notes**") with principal amount of HK$33,750,000 to the Subscribers on 23 May 2025. The Convertible Notes were non-interest bearing and the maturity date is 2 years from the issue date. The Convertible Notes entitled the Subscribers to convert them into ordinary shares of the Company (the "**Conversion Shares**") at a conversion price of HK$0.45 per share. The conversion period is from the date of issue until one business day prior to maturity (the "**Conversion Period**"). The issue price of the Convertible Notes was at 100% of the principal amount of the Convertible Notes, and the net proceeds from the issue of the Convertible Notes, after deducting commission and direct expenses, was HK$33,505,000. The Convertible Notes issued on 23 May 2025 were fully converted into 75,000,000 Conversion Shares on the same date.

The movement of the debt component and the option component embedded in the Convertible Notes for the period ended 30 September 2025 is set out below:

	Debt component	**Equity components**	**Total**
	HK$'000	HK$'000	HK$'000
At 1 April 2025	–	–	–
Issue on 23 May 2025	31,011	2,494	33,505
Converted to equity during the period	(31,011)	(2,494)	(33,505)
At 30 September 2025	–	–	–

The equity component represents the residual amount of the proceeds after deducting the fair value of the liability component on initial recognition and is not subsequently remeasured.

The Directors believe the abovementioned error was isolated in nature and did not arise from any systematic issue. Save as disclosed above, all other information and contents in the 2025 Interim Disclosures remain unchanged.

OTHERS – CHANGE OF COMPANY'S NAME

Following the passing of the special resolution at the extraordinary general meeting of the Company held on 12 May 2025, the Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in the Cayman Islands on 15 May 2025, certifying that the English name of the Company has been changed from "HK Asia Holdings Limited" to "Moon Inc." and the dual foreign name of the Company from "港亞控股有限公司" to "恆月控股有限公司". The Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 2 June 2025 confirming the registration of the new English and Chinese name of the Company in Hong Kong under Part 16 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong). For details of the change of name of the Company, please refer to the announcements of the Company dated 20 January 2025, 12 May 2025 and 9 June 2025 and the circular of the Company dated 14 April 2025.

Biographical Details of Directors and Senior Management

Executive Directors

Mr. David Forrest Bailey ("Mr. Bailey"), aged 35, was appointed as executive Director on 12 February 2025. Mr. Bailey has over 10 years of experience in crypto industry. Mr. Bailey is currently the chairman and chief executive officer of Nakamoto Inc. (Nasdaq:NAKA), a digital asset treasury and Bitcoin-focused company. Mr. Bailey is the co-founder of BTC Inc., the publisher of Bitcoin Magazine and host of the annual Bitcoin conference, and currently acts as chairman of BTC Inc. Mr. Bailey is also the general partner of UTXO Management GP, LLC. UTXO Management GP, LLC is the general partner of 210K Capital, LP. Mr. Bailey is a board member at Bitcoin Policy Institute. Mr. Bailey graduated from The University of Alabama with BS Commerce Business Admin degree, majoring in Finance and minoring in Chinese in 2013.

Mr. Fang Jason Kin Hoi, ("Mr. Fang"), aged 33, was appointed as executive Director on 12 February 2025 and as chairman of the Board on 14 March 2025. Mr. Fang is currently the chairman of the nomination committee (the "**Nomination Committee**") of the Company. Mr. Fang has over 10 years of experience in crypto industry. He is a co-founder and managing partner of Sora Ventures. He is also the sole director of Sora Valkyrie Limited, Sora Ventures and Sora Investment Management Limited ("**Sora Investment**"), and the sole shareholder of Sora Investment. Mr. Fang was the director of marketing and operations for Wanxiang Blockchain Labs, a leading research institution focused on promoting and developing blockchain technology, from March 2016 to October 2016. He was a board member of Metaplanet Inc., a company listed on the Tokyo Stock Exchange (TYO: 3350), from July to October 2024. Mr. Fang is currently the chairman of Falcon Power Co., Ltd. (TWSE: 1516), the co-chief executive officer of Astra Enterprise Public Company Limited (BKK: ASTR), the chairman of Bitplanet Co., Ltd. (KOSDAQ: 049470) and the chairman and co-chief executive officer of AsiaStrategy (NASDAQ: SORA). Mr. Fang is also a board member of the Teachers College, Columbia University. Mr. Fang graduated from Bentley University in Massachusetts, the USA, with Bachelor of Science (B.S.) degree with a major in Finance and a minor in Law. Mr. Fang was granted accolade as being named in Forbes' 30 under 30 Asia for Finance and Venture Capital 2019 list.

Mr. John Edwin Riggins, ("Mr. Riggins"), aged 36, was appointed as executive Director on 12 February 2025 and as the Chief Executive Officer on 14 March 2025. Mr. Riggins has over 10 years of experience in crypto industry. He is the founding partner of UTXO Bitcoin Ecosystem Fund, a seed stage fund writing first equity checks into the startups pioneering the growth of the crypto industry. He has also been the head of international operations at BTC Inc. (which is the publisher of Bitcoin Magazine and host of the annual Bitcoin conference) since February 2016. In addition, Mr. Riggins is currently a director of Astra Enterprise Public Company Limited and a director of Falcon Power Co., Ltd. Mr. Riggins graduated from University of Alabama with B.S. degree in Commerce and Business Administration, majoring in International Economics and minoring in Chinese in 2013.

Ms. Wong Fung Yee Mary ("Ms. Wong"), aged 65, was appointed as executive Director on 12 February 2025. Ms. Wong was appointed as the Company Secretary and the Chief Financial Officer between the period from 14 March 2025 to 11 June 2025. Ms. Wong is currently an authorised representative of the Company under Rule 3.05 of the Listing Rules (the "**Authorised Representative**") and a member of the environmental, social and governance committee of the Company (the "**Environmental, Social and Governance Committee**"). Ms. Wong has over 20 years of experience in finance and accounting. Ms. Wong is currently the chief financial officer and director of AsiaStrategy. She joined Top Win International Trading Limited as chief financial officer since 2009, primarily responsible for overseeing its finance and accounting and internal control procedures. She is also a director of Allied Top Investments Limited. Ms. Wong is a fellow member of Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), a member of Chartered Professional Accountants in British Columbia, Canada, a Chartered Professional in Human Resources of the Human Resources Management Association of British Columbia, Canada and a professional member of The Hong Kong Institute of Human Resource Management. Ms. Wong graduated from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) with degree in Business Administration in Accounting in 2001 and Dongbei University of Finance and Economics with master's degree in Professional Accounting in 2011.

Biographical Details of Directors and Senior Management (continued)

Non-executive Director

Mr. Sit Hon ("Mr. Sit"), aged 34, was appointed as non-executive Director on 14 March 2025. Mr. Sit is currently a member of the audit committee of the Company (the "**Audit Committee**") and a member of the remuneration committee of the Company (the "**Remuneration Committee**"). Mr. Sit has over 10 years of experience across various industries. He was the chief executive officer of Top Win International Trading Limited, a luxury watches retail and wholesale company, from March 2018 to October 2024. Mr. Sit is currently a director of Falcon Power Co., Ltd. He has also been a director at Top Pride Taiwan International Trading Limited, a perfume and cosmetic online retailer in Taiwan, since June 2022 and the head of investment at Koshin Real Estate Co., Ltd., a real estate investment company which invests in residential, commercial, retail, hotel, and land in Japan, from January 2024. Mr. Sit graduated from Imperial College London with a degree of Bachelor of Science, majoring in Mathematics with Statistics for Finance in 2014. He further obtained a degree of Master of Accounting from University of Cambridge in 2022 and a degree of Master of Business Administration from National Taiwan University in 2023.

Independent non-executive Directors

Mr. Chen Xiaobing ("Mr. Chen"), aged 63, was appointed as an independent non-executive Director on 14 March 2025. Mr. Chen currently is a member of the Nomination Committee. Mr. Chen graduated from Tsinghua University with a degree in Industrial Automation in 1985. He further obtained a Diploma of Engineering Management from Tsinghua University in 1987 and Advanced Leadership Initiative Fellowship from Harvard University in 2024. Mr. Chen has over 35 years of experience in capital market and management. Following his business development activities at General Electric and DuPont and equity investment career in Silicon Valley and Greater China, Mr. Chen joined Tsing Capital, a venture capital firm based in Beijing since 2007, as a managing partner responsible for overall portfolio management, divestments, environmental, social and governance and investor relations.

Ms. Yen Jung-Hui ("Ms. Yen"), aged 39, was appointed as an independent non-executive Director on 14 March 2025. Ms. Yen is currently a member of the Audit Committee, the Nomination Committee and the Remuneration Committee, and the chairman of the Environmental, Social and Governance Committee. Ms. Yen has over 15 years of experience in accounting and internal control. She joined PricewaterhouseCoopers since 2010 and became a director since 2023, responsible for management of audit engagements across various industries, including leading companies in automobile, gaming, and retailing industries. Ms. Yen is currently a director of AsiaStrategy. Ms. Yen graduated from National Taiwan University with a degree of Bachelor of Arts in Economics in 2009. She further obtained a degree of Master of Business Administration from National Taiwan University in 2024. Ms. Yen is a member of the American Institute of Certified Public Accountants and a holder of Taiwan CPA License.

Mr. Wong Yun Pun ("Mr. Wong"), aged 61, was appointed as an independent non-executive Director on 14 March 2025. Mr. Wong is currently the chairman of the Audit Committee and the Remuneration Committee, and a member of the Environmental, Social and Governance Committee. Mr. Wong worked as an auditor at PricewaterhouseCoopers from August 1989 to April 1992. During the period from April 1992 to June 2011, Mr. Wong held various management positions in a number of businesses and corporations. Mr. Wong has also served as chief financial officer of Tsing Capital, Raytron Technologies Limited and Tottenham Acquisition I Limited. Mr. Wong has been an independent non-executive director of KangQiao Service Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2205) since June 2021, an independent non-executive director of Century Entertainment International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 0959) since May 2025 and Triller Group Inc., a company listed on NASDAQ (ILLR) since November 2022. Mr. Wong has also been the chief executive officer and a director of Inception Growth Acquisition Limited, a company listed on NASDAQ (IGTA) since December 2021. Mr. Wong graduated from The Hong Kong Polytechnic University with Professional Diploma in Company Secretaryship and Administration in 1989. He further obtained a degree of Master of Business Electronic Commerce from Curtin University in 2003. Mr. Wong is an associate of HKICPA since January 1996 and a fellow of HKICPA since October 2003.

COMPANY SECRETARY

Mr. Chan Ming Kei ("Mr. Chan") was appointed as the Chief Financial Officer, the Company Secretary and the Authorised Representative, all with effect from 11 June 2025. He is a member of The Hong Kong Institute of Certified Public Accountants and an associate member of The Chartered Governance Institute in the United Kingdom and The Hong Kong Chartered Governance Institute. Mr. Chan has extensive experiences in accounting, audit, financial management and company secretarial work. Mr. Chan obtained a degree of Bachelor of Business Administration majoring in Accounting from The Hong Kong University of Science and Technology in 2005.

Corporate Governance Report

The Board is pleased to report to the Shareholders on the corporate governance of the Company for the year ended 31 March 2026.

CORPORATE GOVERNANCE CULTURE

The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that Shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.

Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices that are intended to ensure:

– satisfactory and sustainable returns to Shareholders;

– that the interests of those who deal with the Company are safeguarded;

– that overall business risk is understood and managed appropriately;

– the delivery of high-quality products and services to the satisfaction of customers; and

– that high standards of ethics are maintained.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving and maintaining high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions of the Corporate Governance Code (the "**CG Code**")* contained in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") as the basis of the Company's corporate governance practices.

The Board is of the view that throughout the Year, except for the deviation from Rule 3.29 of the Listing Rules and the details of which are set out below, the Company has complied with all applicable code provisions as set out in the CG Code which were applicable to the Year. The Board will periodically review and enhance its corporate governance practices to ensure that the Company continues to meet the requirements of the CG Code.

Mr. Chan Ming Kei is the company secretary of the Company (the "**Company Secretary**"). During the Year, Ms. Wong Fung Yee Mary was appointed as the Company Secretary with effect from 14 March 2025 and resigned as the Company Secretary with effect from 11 June 2025. Mr. Chan was appointed as the Company Secretary with effect from 11 June 2025. Pursuant to Rule 3.29 of the Listing Rules, the Company Secretary is required to undertake no less than 15 hours of relevant professional training in each financial year. Since Mr. Chan was appointed as the Company Secretary on 11 June 2025, he did not complete the requisite 15 hours of professional training strictly by the end of the financial year, i.e. 31 March 2026. However, he has effectively fulfilled this requirement by completing a total of 16 hours of relevant professional training during the period from June 2025 to May 2026. Going forward, Mr. Chan will actively monitor his training schedule to ensure that his professional development hours align precisely with the Company's financial year to maintain full compliance with Rule 3.29.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules.

* The amendments to the Corporate Governance Code (Appendix C1) effective on 1 July 2025 will apply to corporate governance reports and annual reports for financial years commencing on or after 1 July 2025. For this annual report, the Company shall refer to the then effective CG Code.

Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the Year.

The Company has also established written guidelines (the "**Employees Written Guidelines**") which are of no less exacting terms than the Model Code for securities transactions by the relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance with the Employees Written Guidelines by the relevant employees during the Year was noted by the Company.

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

The Board currently comprises the following Directors:

Executive Directors

Mr. David Forrest Bailey
Mr. John Edwin Riggins *(Chief Executive Officer)*
Mr. Fang Jason Kin Hoi *(Chairman)*
Ms. Wong Fung Yee Mary

Non-executive Director

Mr. Sit Hon

Independent Non-executive Directors

Ms. Yen Jung-Hui
Mr. Chen Xiaobing
Mr. Wong Yun Pun

The biographical information of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 25 to 27 of this annual report.

None of the members of the Board is related to one another.

Chairman and Chief Executive

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The positions of Chairman and Chief Executive of the Company are held by Mr. Fang Jason Kin Hoi and Mr. John Edwin Riggins respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive focuses on the Company's business development and daily management and operations generally.

Independent Non-executive Directors

During the Year, the Board at all times met the requirements of Rules 3.10(1), 3.10A and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

Each of the executive Directors has entered into an appointment letter with the Company in respect of the appointment as an executive Director with no fixed term of service. Each appointment letter may be terminated by either party with one month's prior written notice at any time, or by payment in lieu of one month's notice by the Company at any time. The directorship of each executive Director is subject to the retirement by rotation and re-election at the annual general meeting of the Company ("**AGM**") under the Articles of Association of the Company (the "**Articles**").

Each of the non-executive Director and the independent non-executive Directors has entered into a letter of appointment with the Company in respect of the appointment as a non-executive Director or independent non-executive Director (as applicable) with no fixed term of service. Each appointment letter may be terminated by either party with one month's prior written notice at any time, or by payment in lieu of one month's notice by the Company at any time. The directorship of each non-executive Director and independent non-executive Director is subject to retirement by rotation and re-election at the AGM under the Articles.

According to the Articles, one-third of the Directors for the time being (if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each AGM provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Director and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

Board Independence Evaluation

The Company has established a Board Independence Evaluation Mechanism which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board to effectively exercise independent judgment to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

During the Year, (i) three Directors were independent non-executive Directors, which meets the requirements of the Listing Rules that the Board must have at least three independent non-executive directors and must appoint independent non-executive directors representing at least one-third of the Board; (ii) the independent non-executive Directors participated in board committees (including Audit Committee, Nomination Committee, Remuneration Committee and Environmental, Social and Governance Committee) meetings to bring independent contribution, advice and views on significant issues relating to the Company's strategy, policy, financial performance; and (iii) the chairman of the Board met with independent non-executive Directors without the presence of the executive Directors and non-executive Director. The Board Independence Evaluation Report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

During the Year, all Directors have completed the independence evaluation in the form of a questionnaire individually. The Board Independence Evaluation Report was presented to the Board and the evaluation results were satisfactory. The Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director shall receive a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. The Company has arranged internally-facilitated briefings for its Directors and provided them with reading material on relevant topics where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The training records of the Directors for the year ended 31 March 2026 are summarized as follows:

Directors	Type of Training[Note]
Executive Directors	
Mr. David Forrest Bailey	A and B
Mr. John Edwin Riggins	A and B
Mr. Fang Jason Kin Hoi	A and B
Ms. Wong Fung Yee Mary	A and B
Non-executive Directors	
Mr. Sit Hon	A and B
Independent Non-executive Directors	
Ms. Yen Jung-Hui	A and B
Mr. Chen Xiaobing	A and B
Mr. Wong Yun Pun	A and B

Note:

Types of Training:

A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Environmental, Social and Governance Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. A list of Directors identifying their roles, functions and titles, and the terms of reference of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Environmental, Social and Governance Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request. The names of all the Directors were and will be disclosed in all corporate communications of the Company.

Minutes of the committee meetings will be drafted by the company secretary of the Company (the "**Company Secretary**") and circulated for the comment to the members of the committee within a reasonable time. The final version of the committee minutes will be kept by the Company Secretary and such minutes are open for inspection by any Director. All committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

The list of the chairman and members of each Board committee is set out under “Corporate Information” on page 2 of this annual report.

Audit Committee

The Audit Committee currently consists of one non-executive Director, namely Mr. Sit Hon, and two independent non-executive Directors, namely Ms. Yen Jung-Hui and Mr. Wong Yun Pun. Mr. Wong Yun Pun is the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the existing external auditor of the Company, Moore CPA Limited.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to make recommendations to the Board on the appointment and dismissal of the external auditor, review the financial statements and materials, and provide advice in respect of financial reporting, and oversee the risk management and internal control systems of the Company.

During the Year, the Audit Committee held four meetings and its main work involved the following:

- reviewed the unaudited interim results and financial report for the six months ended 30 September 2025;
- reviewed the audited annual results and financial report for the year ended 31 March 2026;
- reviewed and considered auditor’s audit report, or interim review report, including the key audit matters;
- reviewed the effectiveness of risk management and internal control systems, reporting processes, and internal audit and making recommendations to the Board;
- reviewed the independence and objectivity, performance and fees of auditor, and recommend on their re-appointment; and
- reviewed and discussed the change of auditor and related matters.

During the Year, the Audit Committee also met the external auditors without the presence of the executive Directors.

Remuneration Committee

The Remuneration Committee currently consists of one non-executive Director, namely Mr. Sit Hon, and two independent non-executive Directors, namely Ms. Yen Jung-Hui and Mr. Wong Yun Pun. Mr. Wong Yun Pun is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include making recommendation to the Board on the overall remuneration policy and the structure relating to all Directors and senior management of the Group, reviewing performance-based remuneration and ensuring that no Director will determine his/her own remuneration.

During the Year, one Remuneration Committee meeting was held to review and make recommendation to the Board on the remuneration policy and the remuneration packages of the Directors and senior management.

Pursuant to code provision E.1.5 of the CG Code, the details of the remuneration of the senior management by band are set out in note 11(b) to the consolidated financial statements for the year ended 31 March 2026.

Nomination Committee

The Nomination Committee currently consists of one executive Director, namely Mr. Fang Jason Kin Hoi, and two independent non-executive Directors, namely Mr. Chen Xiaobing and Ms. Yen Jung-Hui. Mr. Fang Jason Kin Hoi is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experiences) of the Board at least annually and making recommendation to the Board on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified as potential Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships, assessing the independence of independent non-executive Directors, and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning of Directors, in particular that of the Chairman.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the Year, one Nomination Committee meeting was held to review the structure, size and composition of the Board, to consider the re-election of retiring Directors and make recommendation, and to review the independence of the independent non-executive Directors. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board and is available on the website of the Company. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

As at 31 March 2026, the Board comprises four executive Directors, one non-executive Director and three independent non-executive Directors, and the male Directors represented approximately 75.0% of the Board and the female Directors represented approximately 25.0% of the Board. The Company has achieved the gender diversity requirement at Board level pursuant to Rules 13.92 of the Listing Rules, which also sets as the Company's internal target.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Nomination Committee and the Board are of the view that the current composition of the Board has achieved the objectives set in the Board Diversity Policy.

In addition, as at 31 March 2026, the Group had 58 employees, of which the number of male and female employees are 22 and 36, respectively (accounting for 38% and 62% respectively). The overall headcount was slightly increased. The majority of our retail operational staff are female. The Company considers that the gender diversity in the workforce is satisfactory and will continue to evaluate its gender diversity.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;

- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

Nomination Process

(a) Appointment of New Director

(i) The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.

(ii) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

(iii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).

(iv) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.

(v) For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

(b) Re-election of Director at General Meeting

(i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.

(ii) The Nomination Committee and/or the Board should also review and determine whether the retiring Director continues to meet the criteria as set out above.

(iii) The Nomination Committee and/or the Board should then make recommendation to Shareholders in respect of the proposed re-election of Director at the general meeting.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

Environmental, Social and Governance Committee

The Environmental, Social and Governance ("**ESG**") Committee currently consists of Ms. Wong Fung Yee Mary, an executive Director; Ms. Yen Jung-Hui and Mr. Wong Yun Pun, independent non-executive Directors. Ms. Yen Jung-Hui is the chairman of the ESG Committee.

The main purpose of the ESG Committee is to assist and advise the Board in defining the Company's strategy relating to ESG matters, in reviewing the practices and initiatives of the Company relating to ESG matters to ensure they remain effective and up to date, in fulfilling its oversight responsibilities in the aspects of ESG, and in guiding and supervising the development and implementation of ESG works of the Company.

During the Year, one ESG Committee meeting was held to reviewed the Group's overall ESG performance, reviewed the implementation progress of the Group's ESG objectives, reported the important trends affecting the Group's ESG strategies, assessed the impact of ESG risks and opportunities on the Group, guided and reviewed the Group's ESG materiality analysis, and reviewed and reported to the Board the 2025 ESG Report of the Company.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

During the Year, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance with the Model Code and the Written Employee Guidelines, and the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors. The Company will schedule Board meetings to be held regularly every year in compliance with code provision C.5.1 of the CG Code. Apart from regular Board meetings, the Chairman will also hold meeting(s) with independent non-executive Directors without the presence of other Directors at least annually.

During the Year, 12 Board meetings, four Audit Committee meetings, one Remuneration Committee meeting, one Nomination Committee meetings, one ESG Committee meeting, one AGM and one extraordinary general meeting ("**EGM**") were held.

The attendance record of each Director at these meetings is set out in the table below:

	Attendance/Number of Meetings held						
Name of Director	**Board**	**Audit Committee**	**Remuneration Committee**	**Nomination Committee**	**ESG Committee**	**AGM**	**EGM**
Mr. David Forrest Bailey	6/12	–	–	–	–	1/1	1/1
Mr. John Edwin Riggins	11/12	–	–	–	–	1/1	1/1
Mr. Fang Jason Kin Hoi	7/12	–	–	1/1	–	1/1	1/1
Ms. Wong Fung Yee Mary	12/12	–	–	–	1/1	1/1	1/1
Mr. Sit Hon	8/12	3/4	1/1	–	–	1/1	1/1
Ms. Yen Jung-Hui	6/12	4/4	1/1	1/1	1/1	1/1	1/1
Mr. Chen Xiaobing	5/12	–	–	1/1	–	1/1	1/1
Mr. Wong Yun Pun	6/12	4/4	1/1	–	1/1	1/1	1/1

The Chairman also held one meeting with the independent non-executive Directors without the presence of other Directors during the Year. All Directors have the opportunity to include matters in the agenda for a regular Board meeting. Notices of regular Board meetings are sent to Directors at least 14 days before the meeting date. For other Board and committee meetings, reasonable time is generally given.

The Directors have to declare their interests in the subject matters to be considered in the relevant meeting and the director, who or whose associates have any interest in any proposed resolution, must abstain from voting and will not be counted in quorum.

The agenda together with all appropriate, complete and reliable information were sent to all Directors at least 3 days before each Board meeting to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management when necessary.

Directors can, upon reasonable request, seek independent professional advice in appropriate circumstances, at the expenses of the Company. The Board shall resolve to provide separate independent professional advice to Directors to assist the relevant Directors to discharge their duties to the Company.

Minutes of each Board meeting will be drafted by the Company Secretary to record the matters discussed and decision resolved at the Board meetings and circulated to the Board for comment within a reasonable time after each meeting. The final Board minutes are kept by the Company Secretary and are available for inspection by Directors.

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has implemented various policies and procedures to ensure effective risk management in each aspect of the operations, financial reporting and recording, fund management, and compliance with applicable laws and regulations of Hong Kong. The Directors and senior management assume the overall responsibilities for overseeing the implementation of the internal control and risk management procedures and other measures throughout the Group.

The Group conducts regular review(s) at least annually to identify risks that would adversely affect the achievement of the Group's objectives, and assess and prioritise the identified risks according to a set of standard criteria. Risk mitigation plans and risk owners are then established for those risks considered to be significant. The Group has engaged an independent professional advisor to perform periodic review on the risk management and internal control systems. It is intended to examine key issues in relation to the accounting practices, all material controls and business processes and to report findings and propose recommendations for improvement to the senior management of the Company. Internal audit report to be produced by the independent professional advisor will be submitted to the Audit Committee at least once a year.

The Board, through the Audit Committee, had performed annual review on the effectiveness of the Group's risk management and internal control systems, including but not limited to the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on risk management and internal control systems; the communications with the Board in relation to result of risk management and internal control review; significant risks, failures or weaknesses identified and their related implications; and status of compliance with the laws and regulations that are applicable to the Group. The Board considers the Group's risk management and internal control systems were effective and adequate during the Year.

The management, in coordination with division heads, assessed the likelihood of risk occurrence, provided treatment plans, and monitored the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the Year.

The Company has engaged external professional firm for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the Year, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and staff qualifications, experiences and relevant resources.

Whistleblowing procedures are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has developed its disclosure policy which provides a general guide to the Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

With respect to the procedures and internal controls for the handling and dissemination of inside information: (i) the Company conducts its affairs with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission; (ii) the Board and senior management are responsible for identifying and assessing inside information; (iii) the Board, senior management and any relevant persons who might have access to inside information must take reasonable due care for safeguarding the confidentiality of unpublished inside information; and (iv) the Board is responsible for ensuring timely, fair and comprehensive dissemination of inside information and may seek independent professional advice if and when appropriate to ensure that the Company can timely comply with the disclosure requirements.

The Company would appoint independent consultancy firm to conduct a thorough review of risk management and internal control systems of the Company and its subsidiaries on regular intervals basis when necessary.

Non-compliance and Remedial Measures Regarding Chapter 14A of the Listing Rules

Reference is made to the announcements dated 3 July 2025 and 22 August 2025 and the circular dated 10 February 2026 of the Company in respect of the purchase of Tender Offer Securities through the launch of the Tender Offer in Thailand. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the abovementioned announcements and the circular.

During the financial year ended 31 March 2026, the Company identified an inadvertent non-compliance incident regarding a voluntary tender offer to acquire interests in DV8 Public Company Limited (the "**Tender Offer**"), which was completed on 22 August 2025. The Tender Offer entailed a transaction between each of the Offerors (including the Purchaser, SORA SPIRAL PTE. LIMITED ("**Sora Spiral**") and 210K Capital, LP ("**210K Capital**")) and the Offeree(s). As such, there was no direct transaction as such between the Purchaser and any of Sora Spiral and 210K Capital. Accordingly, the Company did not consider that the Tender Offer has any connected transaction implications under Chapter 14A of the Listing Rules. Subsequently, the Company clarified and understand from the Stock Exchange that the transactions entered into by the Purchaser pursuant to the Tender Offer should constitute a connected transaction under Chapter 14A of the Listing Rules given that Sora Spiral and 210K Capital, which are connected persons of the Company, have also participated in the Tender Offer. The Company inadvertently breached Listing Rules 14A.35, 14A.36, and 14A.46 by failing to comply with the required announcement, circular, and independent shareholders' approval requirements prior to the completion of the transaction.

To rectify the non-compliance, the Company published an information circular relating to the Tender Offer on 10 February 2026. In order to ensure that similar non-compliances will not occur in the future, the Company has adopted and implemented the following remedial measures:

– The Company has provided a training to the directors and senior management to reinforce their understanding of and to emphasize the importance of compliance with the Listing Rules, particularly the requirements under Chapter 14A of the Listing Rules.

– The Company will maintain closer cooperation with its professional advisers, including but not limited to its auditors, financial advisers and legal advisers, in relation to compliance with the Listing Rules. If necessary and permissible, the Company will consult the Stock Exchange about the proper treatment of any proposed future transaction whenever they have doubts as to the Listing Rules implications of transactions conducted by all members of the Group.

– A policy on obligations under Chapter 14A of the Listing Rules has been re-issued to all the directors and the senior management of the Group, which provides that, among others, (i) each director with whom the Company or any of its subsidiary will enter into a transaction, regardless of the monetary amount involved, is required to declare his/her interests therein by completing, signing and returning a declaration form to the Company; and (ii) all the directors and the senior management of the Group must keep the Company informed of any transactions which may involve connected persons of the Company, in particular reporting to the company secretary promptly and in any event 15 days before a proposed date of transaction, in order to allow sufficient time for the designated senior management (comprising a director, the chief financial officer and the company secretary) to assess any implications under Chapter 14A.

– The company secretary or its designated staff will be responsible for daily management and maintenance of the list of connected persons. Each director will be provided with the updated connected persons list on a quarterly basis or whenever the list is updated, and the list will be subject to regular review by the directors and managed and promptly updated by the company secretary upon being notified of any updates.

– Any proposed connected transactions under Chapter 14A of the Listing Rules must be discussed with and approved by the Board. The board will classify a proposed transaction as a connected transaction under Chapter 14A of the Listing Rules after taking into account the aforesaid declaration form, the connected persons list and advice sought from legal advisers and if applicable, financial advisers.

ANTI-CORRUPTION

The Company has established policies and system that promote and support anti-corruption laws and regulations. During the Year, the Group was not aware of any significant non-compliance cases in relation to applicable laws and regulations on corruption.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for each financial period to give a true and fair view of the financial position, results and cash flows of the Group for the period. In preparing the financial statements for the Year, the Board has selected appropriate accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 63 to 67 of this annual report.

AUDITORS' REMUNERATION

The remuneration paid to the external auditor of the Company in respect of audit services for the Year amounted to HK$820,000. The external auditor of the Company did not provide any non-audit services for the Year.

COMPANY SECRETARY

As at the date of this Annual Report, Mr. Chan Ming Kei is the company secretary of the Company (the "**Company Secretary**"). During the Year, Ms. Wong Fung Yee Mary was appointed as the Company Secretary with effect from 14 March 2025 and resigned as the Company Secretary with effect from 11 June 2025. Mr. Chan was appointed as the Company Secretary with effect from 11 June 2025 whose biography is set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report.

SHAREHOLDERS' RIGHTS

Convening an Extraordinary General Meeting

According to article 58 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. If within 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.

Putting Forward Proposals at General Meetings

If a Shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, pursuant to article 85 of the Articles, such person shall be nominated by a notice in writing by a Shareholder (other than the person to be proposed) entitled to attend and vote at the meeting, and such notice of nomination shall be given to the secretary of the Company within the seven-day period commencing on and including the day after the despatch of the notice of the meeting (or such other period as may be determined by the Directors from time to time). The notice of nomination shall be accompanied by a notice signed by the proposed candidate indicating his willingness to be appointed or re-appointed.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, the Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Unit 4504, Tower 1, Lippo Centre, 89 Queensway, Hong Kong

Email: contact@mooninc.hk

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's constitutional documents during the year ended 31 March 2026.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with the Shareholders and in particular, through AGM and other general meetings. At the AGM, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

Shareholders' Communication Policy

The Company has adopted a shareholders' communication policy (the "**Shareholders' Communication Policy**") which aims to set out the provisions with the objective of ensuring that Shareholders and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments and governance), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company. This policy will be reviewed annually to ensure its effectiveness. The Board has reviewed the Shareholders' Communication Policy for the year ended 31 March 2026 and is of the view that the policy is effective and adequately implemented.

To promote effective and on-going communication, the Company makes up-to-date information and updates on the Company's business operations and developments, financial information, corporate governance practices and other information available in the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mooninc.hk) for public access.

Shareholders should direct their inquiries about their shareholdings to the Company or Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong. Investors may at any time make a request for the Company's information to the extent such information is publicly available.

Having considered the multiple channels of communication in place as described above, the Company considers the implementation of the Shareholders' communication policy during the Year was effective.

Dividend Policy

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval. Further details of the Dividend Policy have been set out in the section headed "Report of Directors".

Report of Directors

The Board is pleased to present to the Shareholders its report and the audited consolidated financial statements of the Group for the year ended 31 March 2026.

PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands on 5 May 2016 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The Group is principally engaged in wholesale and retail sales of the Pre-paid Products. Details of the principal activities of the Company's subsidiaries are set out in note 15 to the consolidated financial statements.

BUSINESS REVIEW AND OUTLOOK

A fair review of the Group's business during the Year, any significant events after the reporting period and a discussion about the Group's future business development, and an analysis of the Group's performance using financial key performance indicators are set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Financial Summary" in this annual report and a discussion of the principal risks and uncertainties facing the Group is included in this section and note 35 of the consolidated financial statements. The review forms part of this report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Board has identified the following principal risks and uncertainties that may materially affect the Group's business, financial condition, and results of operations. These risks should be read in conjunction with the financial risk management disclosures in Note 35 to the consolidated financial statements. The Group's risk management framework is designed to manage, rather than eliminate, these risks and provides reasonable but not absolute assurance.

Cryptocurrency Price and Custody Risk

The Group holds Bitcoin as treasury assets and as inventory for Pre-paid Bitcoin Card sales. Cryptocurrency prices are highly volatile and may fluctuate significantly over short periods, potentially resulting in material revaluation losses or write-downs. The Group also faces custody risks, including potential exchange failures or cyberattacks, which it mitigates through due diligence on custodians and strict segregation of treasury and inventory holdings.

Regulatory and Compliance Risk

The digital asset sector is subject to rapidly evolving regulatory requirements across Hong Kong, Thailand, and South Korea. Changes in licensing conditions, legislation, or enforcement policy by relevant regulators may restrict or increase the cost of the Group's cryptocurrency-related activities and regional expansion plans. The Group monitors regulatory developments closely and maintains compliance through legal advisers and local partners.

Customer and Supplier Concentration Risk

The Group's five largest customers and two largest suppliers accounted for approximately 24.8% and 96.2% of total sales and purchases respectively during the Year. The loss of, or significant reduction in business from, any major customer or supplier could materially and adversely affect the Group's revenue and financial condition. The Group seeks to mitigate this risk through distribution channel diversification and active supplier relationship management.

Technology and Cybersecurity Risk

The Group's operations rely on information technology systems and third-party platforms, including licensed cryptocurrency exchanges and digital custodians. System failures, cybersecurity breaches, or disruptions to third-party services could result in financial loss, operational disruption, and regulatory scrutiny. The Group maintains operational controls and conducts ongoing due diligence on technology counterparties to mitigate these risks.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out on page 68 of this annual report.

The Board did not recommend the payment of a final dividend for the Year. No special dividend was declared by the Board for the Year.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends on 14 January 2019 and shall take into account the following factors of the Group when considering the declaration and payment of dividends including but not limited to cash flow situation; financial results; business conditions and strategies; future operations and earnings; capital requirements and expenditure plans; interests of shareholders; any legal restrictions; any loan or other agreement that may enter into; and any other factors that the Board may consider relevant.

Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, the Company may consider declaring interim, final or special dividends, or making any other distribution of net profits that the Board may deem appropriate.

The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the provisions of the Articles and all applicable laws and regulations and the factors set out above. Any final dividend for a financial year will be subject to the Shareholders' approval.

SUBSIDIARIES

Details of the subsidiaries of the Company as at 31 March 2026 are set out in note 15 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the Year are set out in note 31 to the consolidated financial statements.

CLOSURE OF THE REGISTER OF MEMBERS FOR ANNUAL GENERAL MEETING

For the purposes of determining the Shareholders' eligibility to attend and vote at the forthcoming AGM to be held on Wednesday, 30 September 2026, the register of members of the Company will be closed from Friday, 25 September 2026 to Wednesday, 30 September 2026, both days inclusive. The record date will be on Wednesday, 30 September 2026. In order to be eligible to attend and vote at the forthcoming AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. (Hong Kong time) on Thursday, 24 September 2026.

PRE-EMPTIVE RIGHTS

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

TAX RELIEF

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Shares during the Year.

RESERVES

Details of the movements in the reserves of the Company and the Group during the Year are set out in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

As at 31 March 2026, the distributable reserves of the Company, including the share premium account, calculated in accordance with the applicable laws of the Cayman Islands, amounted to HK$67,967,000 (2025: HK$65,674,000).

CHARITABLE DONATIONS

During the Year, the Group did not make any charitable donations (2025: HK$30,000).

MANAGEMENT CONTRACTS

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

MAJOR SUPPLIERS AND CUSTOMERS

During the Year, sales to the single largest customer of the Group and the five largest customers of the Group accounted for approximately 8.95% and 24.8% respectively (2025: approximately 10.4% and 26.5% respectively) of the total sales of the Year, respectively. During the Year, the Group had two major suppliers (2025: two) and the single largest supplier of the Group accounted for approximately 73.2% (2025: approximately 67.4%) of the total purchases of the year.

None of the Directors or any of their close associates or any Shareholders (who, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

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

Executive Directors

Mr. John Edwin Riggins *(Chief Executive Officer)*
Mr. David Forrest Bailey
Mr. Fang Jason Kin Hoi *(Chairman)*
Ms. Wong Fung Yee Mary

Non-executive Directors

Mr. Sit Hon

Independent Non-executive Directors

Mr. Chen Xiaobing
Mr. Wong Yun Pun
Ms. Yen Jung-Hui

Pursuant to article 84(1) of the Articles, Mr. John Edwin Riggins, Ms. Wong Fung Yee Mary and Ms. Yen Jung-Hui will retire at the forthcoming AGM. All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 25 to 27 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the Directors (including executive Directors, non-executive Director and Independent non-executive Directors) has entered into an appointment letter with the Company with no fixed term of service. Each appointment letter may be terminated by one month's prior written notice given by either party at any time or by payment in lieu of one month's notice by the Company at any time. Each of the New Directors' directorship is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Apart from the foregoing, no Directors proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment or compensation, other than statutory compensation.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence. The Company considers all the independent non-executive Directors are independent.

PERMITTED INDEMNITY PROVISION

Under the Articles, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance (Cap. 622)) in force for the benefit of the Directors during the Year and up to the date of approval of this annual report, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he/she is involved by reason of being a Director, except in any case where the matter in respect of which indemnification is sought was caused by the fraud or dishonesty of the Directors. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis. During the Year, no claims were made against the Directors.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Other than those disclosed in the section headed "Related Party Transactions" below and in note 34 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 March 2026, the Directors and the chief executive of the Company had the following interests and/or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (the "**SFO**")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein, or pursuant to the Model Code to be notified to the Company and the Stock Exchange:

Directors	Capacity	Nature of Interests	Interest in Shares	Approximate percentage of the Company's issued shares *(note 4)*
Mr. David Forrest Bailey ("**Mr. Bailey**")	Interest of controlled corporations	Ordinary shares	121,086,240 *(note 1)*	25.32%
Mr. Fang Jason Kin Hoi ("**Mr. Fang**")	Interest of controlled corporations	Ordinary shares	117,524,880 *(note 2)*	24.57%
Mr. Sit Hon ("**Mr. Sit**")	Interest of controlled corporations	Ordinary shares	94,566,880 *(note 3)*	19.77%

Notes:

(1) These 121,086,240 Shares were held by 210K Capital, LP, being a limited partnership formed in the State of Delaware. The general partner of 210K Capital, LP is UTXO Management GP, LLC, a limited liability company, which is wholly-owned by Nakamoto Inc., a listed company listed on the NASDAQ Stock Exchange. Mr. Bailey owns approximately 34.04% shares of Nakamoto Inc., therefore, Mr. Bailey was deemed to be interested in these Shares beneficially owned by 210K Capital, LP.

(2) These 117,524,880 Shares were held by Sora Valkyrie Limited, being a wholly-owned subsidiary of Sora Ventures. Sora Investment Management Limited, which is wholly-owned by Mr. Fang, is the investment manager of Sora Ventures and holds 1 management share of Sora Ventures, representing the entire number of management share of Sora Ventures. Therefore, Mr. Fang was deemed to be interested in these Shares beneficially owned by Sora Valkyrie Limited.

(3) The 94,566,880 shares of the Company comprise:

(a) 46,387,440 Shares were held by Top Legend SPC, an exempted company incorporated with limited liability and registered as a segregated portfolio company incorporated in the Cayman Islands acting for and on behalf of one of its segregated portfolios Aces SP (being a fund incorporated in the Cayman Islands). Mr. Sit holds 50 management shares of Top Legend SPC, representing 50% of management shares of Top Legend SPC. Therefore, Mr. Sit was deemed to be interested in the 46,387,440 Shares beneficially owned by Top Legend SPC.

(b) 48,179,440 Shares were held by Allied Top Investments Limited, being a limited liability company, which is wholly-owned by Mr. Sit. Therefore, Mr. Sit was deemed to be interested in these Shares beneficially owned by Allied Top Investments Limited.

(4) The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 31 March 2026 (i.e. 478,272,000 Shares).

Save as disclosed above, as at 31 March 2026, none of the Directors or the chief executive of the Company had any interest and/or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which was required pursuant to section 352 of the SFO to be entered in the register referred to therein or pursuant to the Model Code to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES OR UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors and the chief executive of the Company, as at 31 March 2026, the following persons (not being a Director or chief executive of the Company) had an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in the Shares of the Company

Name of Shareholder	Capacity	Nature of Interests	Interest in Shares	Approximate percentage of the Company's issued shares *(note 5)*
210K Capital, LP ("**210K Capital**")	Beneficial owner	Ordinary shares	121,086,240	25.32%
UTXO Management GP, LLC ("**UTXO Management**")	Other	Ordinary shares	121,086,240 *(note 1)*	25.32%
Nakamoto Inc. ("**Nakamoto**")	Interest of controlled corporations	Ordinary shares	121,086,240 *(note 1)*	25.32%
Sora Valkyrie Limited ("**Sora Valkyrie**")	Beneficial owner	Ordinary shares	117,524,880	24.57%
Sora Ventures	Interest of controlled corporations	Ordinary shares	117,524,880 *(note 2)*	24.57%
Sora Investment Management Limited ("**Sora Investment**")	Interest of controlled corporations	Ordinary shares	117,524,880 *(note 3)*	24.57%
Allied Top Investments Limited	Beneficial owner	Ordinary shares	48,179,440	10.07%
Top Legend SPC	Beneficial owner	Ordinary shares	46,387,440	9.70%
Tsang Ka Yan Karen ("**Ms. Tsang**")	Interest of controlled corporations	Ordinary shares	46,387,440 *(note 4)*	9.70%

Notes:

(1) These 121,086,240 Shares were held by 210K Capital, being a limited partnership formed in the State of Delaware. The general partner of 210K Capital is UTXO Management, a limited liability company, which is wholly-owned by Nakamoto, a listed company listed on the NASDAQ Stock Exchange. Therefore, Nakamoto was deemed to be interested in these Shares beneficially owned by 210K Capital.

(2) These 117,524,880 Shares were held by Sora Valkyrie, being a wholly-owned subsidiary of Sora Ventures. Therefore, Sora Ventures was deemed to be interested in these Shares beneficially owned by Sora Valkyrie.

(3) Sora Ventures was a wholly-owned subsidiary of Sora Investment. Therefore, Sora Investment was deemed to be interested in these Shares in which Sora Ventures was interested.

(4) 46,387,440 Shares were held by Top Legend SPC, an exempted company incorporated with limited liability and registered as a segregated portfolio company incorporated in the Cayman Islands acting for and on behalf of one of its segregated portfolios Aces SP (being a fund incorporated in the Cayman Islands). Ms. Tsang holds 50 management shares of Top Legend SPC, representing 50% of management shares of Top Legend SPC. Therefore, Ms. Tsang was deemed to be interested in these Shares beneficially owned by Top Legend SPC.

(5) The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 31 March 2026 (i.e. 478,272,000 Shares).

Save as disclosed above, so far as is known to the Directors and the chief executive of the Company, as at 31 March 2026, there was no other person (not being a Director or chief executive of the Company) who had an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or was recorded in the register required to be kept by the Company under section 336 of the SFO.

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACT OF SIGNIFICANCE

Other than those disclosed in the section headed "Related Party Transactions" below and in note 34 to the consolidated financial statements, no contract of significance (including those for provision of services to the Company or any of its subsidiaries by the controlling Shareholder) has been entered into between the Company or any of its subsidiaries and the controlling Shareholder or any of its subsidiaries during the Year.

COMPETING BUSINESS

The Directors are not aware of any business or interest of the Directors or the controlling Shareholder or any of their respective associates (as defined in the Listing Rules) that compete or may compete with the business of the Group or any other conflict of interests which any such person has or may have with the Group during the Year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme" and "Share Award Scheme" below, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements that enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the Year.

EQUITY-LINKED AGREEMENT

During the Year, save as disclosed under the section headed "Share Option Scheme", "Share Award Scheme" and "Convertible Notes – May 2025" and "Subscription of Shares and Convertible Notes under the General Mandate – October 2025" as set out in this Annual Report, the Company has not entered into any equity-linked agreement.

SHARE OPTION SCHEME

The share option scheme ("**Share Option Scheme**") was conditionally adopted by the Company on 27 August 2018 which became effective on 27 September 2018 and was valid and effective for a period of 10 years from the adoption date. According to the terms of the Share Option Scheme, the Company may by an ordinary resolution in general meeting or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects in respect of any options granted prior thereto but not yet exercised at the time of termination. The Board has resolved to terminate the Share Option Scheme on 24 July 2025 (the "**Termination Date**"). No share option has been granted, exercised, cancelled, lapsed or outstanding under the Share Option Scheme since its adoption date and up to the Termination Date.

SHARE AWARD SCHEME

A share award scheme (the "**Share Award Scheme**") was adopted by the Company on 26 September 2025 (the "**Adoption Date**") under which shares of the Company may be awarded to Eligible Participants (the "**Awards**") (as defined below) pursuant to the terms of the scheme rules.

The purposes of the Share Award Scheme are to reward and incentivize Eligible Participants (as defined below) to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole. By granting Awards to the Eligible Participants who are expected to make meaningful future contribution to the Group's performance and success, it serves as a recognition of their potential and strengthens their sense of belonging and loyalty to the Group. It also reinforces a corporate culture of meritocracy and performance excellence by delivering a clear signal to the employees that sustained contribution and alignment with the Group's values would be recognized. Furthermore, by granting rewards to the Eligible Participants in the form of equity interests in the Company, it helps the Group foster long-term relationship with the Eligible Participants by aligning their interests with that of the Group and Shareholders through them owning a proprietary interest in the Company and becoming future Shareholders, which fosters employee behavior and decision-making that supports long-term value creation for the Group and its stakeholders.

The Board may, in its absolute discretion, grant Awards to any Eligible Participants, which are the directors (including any executive director but excluding any non-executive director and independent non-executive director) and employees of the Company or any of its Subsidiaries (including persons who are granted Awards under the Share Award Scheme as an inducement to enter into employment contracts with these companies).

The total number of shares and awards available for issue or grant under the Share Award Scheme was 47,500,000 Shares as at 31 March 2026 (represents 9.93% of the issued shares excluding treasury shares, if any) (1 April 2025: Not applicable). No Award has been granted under the Share Award Scheme since its adoption.

The number of shares that may be issued in respect of options and awards granted under all schemes of the issuer during the financial year/period divided by the weighted average number of shares of the relevant class in issue (excluding treasury shares) for the period is Nil. (2025: Not applicable).

The maximum number of shares which may be awarded to a Eligible Participant under the Share Award Scheme shall not exceed 1% of the total issued share capital of the Company in any 12-month period. While the maximum number of shares which may be awarded to a director of the Company, chief executive or substantial shareholder under the Share Award Scheme shall not exceed 0.1% of the total issued share capital of the Company in any 12-month period.

CONNECTED TRANSACTION AND RELATED PARTY TRANSACTIONS

Details of significant related party transactions of the Group, including the following transactions entered into or subsisting during the Year, are set out in note 34 to the consolidated financial statements.

Directors' Emoluments

Details of the Directors' emoluments, being the compensation of key management personnel referred to in note 34(b) to the consolidated financial statements, are set out in note 11 to the consolidated financial statements.

Tender Offer – Astra Enterprise

During the Year, our wholly-owned subsidiary, Moon SG Investments Pte. Ltd. (the "**Purchaser**"), participated in a voluntary tender offer in Thailand to acquire shares in Astra Enterprise Public Company Limited ("**Astra Enterprise**", formerly known as DV8 Public Company Limited), a company listed on the Stock Exchange of Thailand (BKK: ASTR). The tender offer was jointly launched by a group of offerors on 11 July 2025 and completed on 22 August 2025.

The transaction is classified as a connected transaction under Chapter 14A of the Listing Rules because two of our substantial shareholders – 210K Capital, LP (holding approximately 25.32% of the Company's shares) and Sora Spiral Pte. Limited (a subsidiary of the parent company of Sora Valkyrie, which holds approximately 24.57% of the Company's shares) – also participated as co-offerors in the same tender offer alongside our subsidiary. The sellers were independent third-party shareholders of Astra.

Through the tender offer, the Purchaser acquired 188,961,300 shares of Astra Enterprise, representing approximately 11.65% of Astra Enterprise 's total issued share capital as at the completion date. The total consideration paid was approximately THB 105,818,000 (equivalent to approximately HK$25.4 million), at an offer price of THB 0.56 per Astra Enterprise's share based on its book value per share. The consideration was settled in cash on 22 August 2025, funded from the Company's internal resources drawn from the proceeds of the 2-year convertible notes we issued in May 2025.

210K Capital, LP and Sora Spiral Pte. Limited, being connected persons of the Company, each participated in the tender offer independently on their own account, acquiring their own separate share allocations from independent third-party sellers. There was no direct transaction between our subsidiary and the connected persons. Our Directors (including our independent non-executive Directors) are of the view that the transaction was conducted on normal commercial terms, is fair and reasonable, and is in the interests of the Company and our shareholders as a whole.

For details of the transaction, please refer to the announcements of the Company dated 3 July 2025 and 22 August 2025 and circular of the Company dated 10 February 2026.

As this is a one-off transaction and not a continuing connected transaction, no annual caps or confirmations under Rules 14A.55 and 14A.56 are required.

Subscription of Interest in Asia Strategy Partners LLC

During the financial year, our wholly-owned subsidiary, Moon Investment Korea Limited (the "**Subscriber**"), subscribed for an interest in Asia Strategy Partners LLC (the "**Fund**"), a single-asset limited liability company incorporated in Delaware, United States, managed by Sora Ventures (the "**Manager**"). The Fund's sole investment objective is to invest in the shares of Bitplanet Co., Ltd (formerly known as SGA Co., Ltd.) ("**Bitplanet**"), a company listed on the Korea Exchange (KOSDAQ: 049470) principally engaged in the provision of integrated security software and information technology solutions.

The transaction is classified as a connected transaction under Chapter 14A of the Listing Rules because the Manager, Sora Ventures, directly wholly-owns Sora Valkyrie Limited, which is a substantial shareholder of the Company holding approximately 24.57% of our issued shares. As such, the Manager is a connected person of the Company.

The Subscriber entered into two subscription transactions with the Manager during the year, which were aggregated as they involved the same parties and were similar in nature. Under the first subscription on 15 August 2025, the Subscriber subscribed for approximately 2.97% interest in the Fund at a subscription amount of US$1.2 million (equivalent to approximately HK$9,384,000), funded entirely from our internal resources. Under the further subscription on 17 November 2025, the Subscriber acquired an additional approximately 4.22% interest in the Fund at a further subscription amount of US$1,754,667.22 (equivalent to approximately HK$13,686,000), funded from proceeds from the issue of the Company's shares and convertible note completed on 22 October 2025. Upon completion of both subscriptions, the Subscriber's total interest in the Fund is approximately 7.20%. The aggregate total consideration paid including relevant costs was approximately HK$23,586,000.

The connected person's interest in the transaction arises from the fact that the Manager, Sora Ventures, is the fund manager and counterparty to both subscription agreements, and it is the parent entity of Sora Valkyrie, our substantial shareholder. In addition, related entities of our other substantial shareholder, 210K Capital, LP, namely Thatsso Meta Ltd. (a subsidiary of 210K Capital managed by UTXO), and Sora Ventures and Sora Ventures II Master Fund are also members of the Fund, holding approximately 14.89% and approximately 15.63% interest in the Fund respectively. The connected persons are investors in the same Fund alongside us but are not counterparties to our subscription. Our Directors (including the independent non-executive Directors) are of the view that both subscriptions were conducted on normal commercial terms, are fair and reasonable, and are in the interests of the Company and our shareholders as a whole.

For details of the transaction, please refer to the announcements of the Company dated 15 August 2025, 17 November 2025 and 11 February 2026.

As these are one-off transactions and not continuing connected transactions, no annual caps or confirmations under Rules 14A.55 and 14A.56 are required.

Convertible Notes – May 2025

The Convertible Notes issued on 23 May 2025 constituted a connected transaction. Details of which were disclosed in the section of "Convertible Notes – May 2025" in the Management Discussion and Analysis of this annual report.

As this is a one-off transaction and not a continuing connected transaction, no annual caps or confirmations under Rules 14A.55 and 14A.56 are required.

Consignment Agreement

Hong Kong Telecommunication Direct Selling Centre Limited ("**HKT Direct Selling Centre**"), a company wholly-owned by Mr. Siu Muk Lung ("**Mr. Siu**"), formerly executive Director (resigned on 14 March 2025) and controlling shareholder of the Company until 14 January 2025, and Kinson Group Company Limited ("**Kinson Group**"), a wholly-owned subsidiary of the Company, entered into a consignment agreement (the "**Consignment Agreement**") for a period of three years starting from 1 April 2024 and expiring on 31 March 2027. Pursuant to the Consignment Agreement, Kinson Group is appointed as the agent of HKT Direct Selling Centre in selling mobile phones, electronics and accessories (the "**Consigned Goods**") and Kinson Group could obtain delivery of the Consigned Goods from HKT Direct Selling Centre from time to time on a consignment basis for the purpose of sale by Kinson Group to its customers, and HKT Direct Selling Centre shall pay Kinson Group a commission at a rate equal to 10% of the selling prices of the Consigned Goods. The Consignment Agreement was mutually terminated on 1 April 2025, no consignment income was recorded during the Year.

Chun Wo Tenancy Agreement

Lung Shun Holdings Limited, as landlord and Hong Kong Mobile Phone Limited, a wholly owned subsidiary of the Company, as tenant entered into a written tenancy agreement with respect to the tenancy of the premises situated at Office A and Office B, 24/F., Chun Wo Commercial Centre, 25 Wing Wo Street, Hong Kong for the term of one year starting from 1 September 2024 to 31 August 2025 at a monthly rental of HK$79,000 exclusive of rates, management fees, air-conditioning charges and utilities. Upon the expiration of this tenancy agreement, the parties entered into a new tenancy agreement with similar terms, covering one-year period from 1 September 2025 to 31 August 2026, at a monthly rental of HK$79,000. During the Year, rental expenses paid to Lung Shun was HK$948,000. Lung Shun was owned as to 33.3% by Mr. Siu and 66.7% by Ms. Lee Chun Yuk ("**Ms. Lee**"). Given that Mr. Siu remained a connected person of the Company until 14 March 2026, and that Ms. Lee serves as a director of certain subsidiaries of the Group, Lung Shun is regarded as an associate of a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the rental payments made to Lung Shun constitute a continuing connected transaction of the Company.

World Wide House Tenancy Agreement

During the Year, Hung Sang Group Limited ("**Hung Sang**"), as landlord and Kinson Group as tenant entered into a written tenancy agreement with respect to the tenancy of the premises situated at Shop 150, 1/F., World Wide House, 19 Des Voeux Road Central, Hong Kong for the term of one year starting from 1 January 2026 to 31 December 2026 at a monthly rental of HK$75,000 exclusive of rates, management fees, air-conditioning charges and utilities. During the Year, rental expenses paid to Hung Sang was HK$225,000. Hung Sang was owned as to 66.7% by Mr. Siu and 33.3% by Ms. Lee Chun Yuk ("**Ms. Lee**"). Given that Mr. Siu remained a connected person of the Company until 14 March 2026, and that Ms. Lee serves as a director of certain subsidiaries of the Group, Hung Sang is regarded as an associate of a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the rental payments made to Hung Sang constitute a continuing connected transaction of the Company.

The transaction under the Consignment Agreement, the Chun Wo Tenancy Agreement and the World Wide House Tenancy Agreement constitute continuing connected transactions under Chapter 14A of the Listing Rules but are fully exempt from Shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.95 of the Listing Rules or the de minimis exemption under Rule 14A.76(1) of the Listing Rules.

Save as disclosed above, there were no other transactions which are required to be disclosed as continuing connected transactions in accordance with the requirements of the Listing Rules. The independent non-executive Directors have reviewed and confirmed that all the continuing connected transactions taken place during the Reporting Period were (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing the same on terms that are fair and reasonable and in the interests of the Shareholders as a whole. The Board confirms that the Company has complied with the applicable disclosure requirements in accordance with Chapter 14A of the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

No purchase, sale or redemption of any of the Company's listed securities (including sale of treasury shares) was made by the Company or any of its subsidiaries during the Year. No treasury shares were held by the Company as at 31 March 2026.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 144 of this annual report.

AUDIT COMMITTEE

The Audit Committee has discussed with the management of the Group and reviewed this report and the audited consolidated financial results of the Group for the Year, including the accounting principles and practices adopted by the Group and discussed financial related matters.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted and complied with all applicable code provisions set out in the CG Code during the Year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company had maintained sufficient public float of not less than 25% of its total issued Shares as required under the Listing Rules during the Year and up to the date of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. All Directors have confirmed that, following specific enquiry by the Company, they have complied with the required standard set out in the Model Code during the Year and up to the date of this report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has compliance and risk management policies and procedures in place, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements. These policies and procedures are reviewed regularly. During the Year, to the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group. Discussions on the Group's environmental policies and performance and compliance with all relevant laws and regulations that have a significant impact on the Group will be provided in the 2026 ESG Report to be available on the websites of the Stock Exchange and the Company respectively.

RELATIONSHIPS WITH STAKEHOLDERS

Employees are the assets of the Group. The Group provides competitive remuneration package and a pleasant workplace environment to attract and motivate the employees. An annual performance evaluation will be conducted annually based on individual's contributions and achievements throughout the year and the Group will make necessary adjustments based on the result of the performance evaluation. The Group provides periodical trainings for staff to keep them abreast of the latest developments in the market and industry, in the form of both internal trainings and trainings provided by experts from external organisations.

The Group understands the importance of maintaining a good relationship with its business partners, including the customers, suppliers, bankers and other financial institutions. The Group believes that a healthy relationship can be built up by providing enhanced services to the customers, maintaining an effective communication channel to the employees and our business partners.

AUDITOR

Moore CPA Limited ("**Moore**") was appointed as auditor of the Company by the Directors to fill the casual vacancy following the resignation of HLB Hodgson Impey Cheng Limited ("**HLB**") with effect from 4 March 2026 after taking into account that the Company and HLB could not reach a consensus on the fees for the audit of the consolidated financial statements of the Group for the financial year ended 31 March 2026. HLB confirmed that there are no circumstances connected with its resignation which it considers should be brought to the attention of the Shareholders or the creditors of the Company in relation to the change of the auditor of the Company.

The consolidated financial statements for the Year have been audited by Moore. A resolution will be submitted to the forthcoming AGM to re-appoint Moore as auditor of the Company.

By order of the Board

Fang Jason Kin Hoi
Chairman and Executive Director
Hong Kong, 30 June 2026

Independent Auditor's Report

MOORE

Moore CPA Limited
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Harbour City, 19 Canton Road,
Tsim Sha Tsui, Kowloon, Hong Kong

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TO THE SHAREHOLDERS OF MOON INC.
(Formerly known as HK Asia Holdings Limited)
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Moon Inc. (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 68-143, 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.

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 issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *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 judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Net realisable value ("NRV") assessment of inventories	
We identified the NRV assessment of inventories as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with estimation uncertainty associated with determining the allowances of inventories. Inventories are stated at the lower of cost and NRV. The Group writes down inventories to NRV if the NRV of inventories is lower than the cost of inventories. In determining the NRV of the Group's inventories, the management takes into consideration the fluctuations in price, the inventory level, the conditions, the customary practices, ageing and expiry dates of inventories. As disclosed in Note 21 to the consolidated financial statements, the carrying amount of the Group's inventories was HK$37,416,000 as at 31 March 2026 and no write-down of inventories has been made for the year.	Our procedures in relation to the NRV assessment of inventories included: • Obtaining an understanding of management's process and basis for identifying inventories that may require write-down to NRV; • Evaluating the reasonableness of management's key assumptions used in assessing NRV, including expected selling prices, inventory ageing, inventory conditions, expiry dates, return and exchange of prepaid cards before expiry and slow-moving or obsolete inventory indicators; • Testing, on a sample basis, returns and exchanges of prepaid cards before expiry; • Comparing, on a sample basis, the carrying amounts of inventories with subsequent selling prices after the reporting date, taking into account estimated costs necessary to make the sale where applicable; and • Assessing whether inventory items with limited subsequent sales, long ageing, damaged condition or approaching expiry dates had been appropriately considered in management's allowance assessment.

OTHER MATTER - PRIOR PERIOD FINANCIAL STATEMENTS AUDITED BY PREDECESSOR AUDITOR

The consolidated financial statements of the Group for the year ended 31 March 2025 were audited by another auditor who expressed an unmodified opinion on those statements on 30 June 2025.

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 auditors' report thereon (the "Other Information").

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

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

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

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

In preparing the consolidated financial statements, the directors 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 intends 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. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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.

- 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.

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

- 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.

Moore CPA Limited
Certified Public Accountants

Chu Mei Yue, Michelle
Practising Certificate Number: P05826

Hong Kong, 30 June 2026

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2026 (in HK Dollars)

	Notes	2026 HK$'000	2025 HK$'000
Revenue	6	**206,109**	189,558
Cost of sales		**(155,631)**	(146,232)
Gross profit		**50,478**	43,326
Other income and (loss)	7	**(5,905)**	631
Selling and distribution expenses		**(29,392)**	(22,919)
Administrative expenses		**(35,684)**	(18,168)
Loss on disposal of a property		**(4,301)**	–
Finance costs	8	**(1,829)**	(230)
(Loss)/profit before tax	9	**(26,633)**	2,640
Income tax	12	**(1,723)**	(849)
(Loss)/profit for the year attributable to owners of the Company		**(28,356)**	1,791
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Fair value gain on financial assets at fair value through other comprehensive income		**194,498**	–
Other comprehensive income for the year		**194,498**	–
Total comprehensive income for the year attributable to the owners of the Company		**166,142**	1,791
(Loss)/earnings per share attributable to owners of the Company			
Basic and diluted (HK cents)	13	**(6.09)**	0.45

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

Consolidated Statement of Financial Position

As at 31 March 2026 (in HK Dollars)

	Notes	2026 HK$'000	2025 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	*16*	**1,583**	10,457
Right-of-use assets	*17*	**6,607**	1,720
Intangible assets	*18*	**23,746**	12,041
Financial assets at fair value through profit or loss	*19*	**1,550**	1,550
Financial assets at fair value through other comprehensive income	*20*	**266,806**	–
Deposits	*23*	**977**	532
		301,269	26,300
Current assets			
Inventories	*21*	**37,416**	37,261
Trade receivables	*22*	**231**	1,721
Deposits, prepayments and other receivables	*23*	**2,178**	3,906
Amounts due from related companies	*27*	**1,339**	–
Tax recoverable		**192**	2,095
Cash and cash equivalents	*24*	**79,228**	44,704
		120,584	89,687
Liabilities			
Current liabilities			
Trade payables	*25*	**1,088**	1,045
Accrual and other payables	*26*	**3,577**	6,752
Lease liabilities	*28*	**4,135**	1,756
		8,800	9,553
Net current assets		**111,784**	80,134
Total assets less current liabilities		**413,053**	106,434
Non-current liabilities			
Corporate bonds	*29*	**39,015**	–
Convertible notes	*30*	**43,665**	–
Lease liabilities	*28*	**2,495**	104
		85,175	104
Net assets		**327,878**	106,330
Equity			
Share capital	*31*	**4,783**	4,000
Reserves		**323,095**	102,330
Total equity		**327,878**	106,330

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 30 June 2026.

Mr. Fang Jason Kin Hoi *Chairman and Executive Director*	**Mr. John Edwin Riggins** *Chief Executive Officer and Executive Director*

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

Consolidated Statement of Changes In Equity

For the year ended 31 March 2026 (in HK Dollars)

	Share capital HK'000	Share premium HK'000	Other reserve HK'000	Convertible notes reserve HK'000 *(note a)*	FVOCI reserve HK'000 *(note b)*	Retained earnings HK'000	Total HK'000
At 1 April 2024	4,000	65,556	670	–	–	54,313	124,539
Profit and total comprehensive income for the year	–	–	–	–	–	1,791	1,791
2025 Special Dividend *(note 14)*	–	–	–	–	–	(20,000)	(20,000)
At 31 March 2025 and 1 April 2025	4,000	65,556	670	–	–	36,104	106,330
Loss for the year	–	–	–	–	–	(28,356)	(28,356)
Other comprehensive income for the year							
Fair value gain on financial assets at fair value through other comprehensive income	–	–	–	–	194,498	–	194,498
Total comprehensive income for the year	–	–	–	–	194,498	(28,356)	166,142
Issuance of shares *(note 31)*	33	13,088	–	–	–	–	13,121
Issuance of convertible notes *(note 30)*	–	–	–	11,274	–	–	11,274
Conversion of convertible notes *(note 30)*	750	32,755	–	(2,494)	–	–	31,011
At 31 March 2026	4,783	111,399	670	8,780	194,498	7,748	327,878

Notes:

(a) The convertible notes reserve represents the equity component (conversion option) of convertible notes issued by the Company.

(b) The FVOCI reserve comprises the cumulative net change in the fair value of equity investments designated at fair value through other comprehensive income that are held at the end of the reporting period.

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

Consolidated Statement of Cash Flows

For the year ended 31 March 2026 (in HK Dollars)

	Notes	2026 HK$'000	2025 HK$'000
Operating activities			
(Loss)/profit before tax		**(26,633)**	2,640
Adjustment for:			
Depreciation of property, plant and equipment	*9*	**902**	969
Depreciation of right-of-use assets	*9*	**3,887**	4,741
Loss on disposal of a property		**4,301**	–
Revaluation decrease on intangible assets	*7*	**6,130**	–
Impairment loss on intangible assets	*7*	**–**	1,301
Impairment of prepayment	*7*	**1,089**	–
Fair value change on financial assets at fair value through profit or loss	*7*	**–**	200
Loss on financial derivative	*7*	**783**	–
Gain on initial recognition of corporate bond	*7*	**(314)**	–
Dividend Income	*7*	**(188)**	–
Bank interest income	*7*	**(13)**	(1,182)
Finance costs	*8*	**1,829**	230
Operating (loss)/income before working capital changes		**(8,227)**	8,899
(Increase)/decrease in inventories		**(155)**	8,498
Decrease in trade receivables		**1,490**	245
Decrease in deposits, prepayments and other receivables		**194**	2,231
(Increase)/decrease in amounts due from related companies		**(1,339)**	480
Increase in trade payables		**43**	604
(Decrease)/increase in accruals and other payables		**(3,175)**	1,398
Cash (used in)/generated from operations		**(11,169)**	22,355
Income tax refunded/(paid)		**180**	(5,342)
Net cash (used in)/generated from operating activities		**(10,989)**	17,013
Cash flows from investing activities			
Purchases of property, plant and equipment		**(529)**	(727)
Purchases of intangible assets		**(17,835)**	(13,342)
Proceeds from disposal of a property		**4,200**	–
Interest income received		**13**	1,182
Dividend income received		**188**	–
Purchase of financial assets at fair value through other comprehensive income		**(73,091)**	–
Net cash used in investing activities		**(87,054)**	(12,887)

Consolidated Statement of Cash Flows (continued)

For the year ended 31 March 2026 (in HK Dollars)

	Notes	**2026** **HK$'000**	2025 HK$'000
Cash flows from financing activities			
Proceeds from corporate bonds	*29*	**39,000**	–
Proceeds from convertible notes	*30*	**84,730**	–
Proceeds from issued shares offer	*31*	**13,121**	–
Dividend paid		**–**	(20,000)
Interest element of lease rentals paid	*35(f)*	**(280)**	(230)
Capital element of lease rentals paid	*35(f)*	**(4,004)**	(4,767)
Net cash generated from/(used in) financing activities		**132,567**	(24,997)
Net increase/(decrease) in cash and cash equivalents		**34,524**	(20,871)
Cash and cash equivalents at the beginning of the year		**44,704**	65,575
Cash and cash equivalents at the end of the year		**79,228**	44,704

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

1. GENERAL INFORMATION

Moon Inc. (the "**Company**") was incorporated in the Cayman Islands on 5 May 2016 as an exempted company with limited liability under the Companies Law, Cap.22 (law 3 of 1961 as consolidated and revised) of the Cayman Islands and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with effect from 27 September 2018.

The Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in the Cayman Islands on 15 May 2025, certifying that the English name of the Company has been changed from "HK Asia Holdings Limited" to "Moon Inc."

The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the Company's principal place of business is at Unit 4504, Tower 1, Lippo Centre, 89 Queensway, Hong Kong. The Company is an investment holding company. The Group is principally engaged in wholesale and retail sales of the pre-paid products (i.e. SIM card and top-up voucher) and sales of pre-paid BTC Cards (collectively, the "**Pre-paid Products**") and online sales of pre-paid products (online mobile top-up services) in Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is the functional currency of the Company and its principal subsidiaries and all values are rounded to the nearest thousands (HK$'000) except when otherwise stated.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendment to HKFRS Accounting Standards that is mandatorily effective for the current year

In the current year, the Group has applied the following amendment to a HKFRS Accounting Standard issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which is 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 Exchangeabilities

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

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

Amendments to HKFRS Accounting Standards 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:

HKFRS 18	Presentation and Disclosures in Financial Statements[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 HKAS 21	Translation to a Hyperinflationary Presentation Currency[3]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[2]

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 anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. Whilst many of the requirements will remain consistent, the new standard introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the primary financial statements and the notes. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 Basis of Preparation of Financial Statements 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, and will be applied retrospectively. The application of the new standard is expected to affect the structure and presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is still currently assessing the impact that HKFRS 18 will have on the Group's consolidated financial statements.

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

Statement of compliance

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

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies set out below.

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

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

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

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

The material accounting policies are set out below.

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

Basis of preparation of consolidated financial statements (Continued)

Basis of consolidation

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

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company. Total comprehensive income of subsidiaries is attributed to the owners of the Company.

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.

The financial statements of subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between

(i) the aggregate of the fair value of the consideration received and the fair value of any investment retained and

(ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The Group's share of components previously recognised in other comprehensive income is reclassified to the consolidated income statement or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

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

Material Accounting Policy Information

Revenue from contracts with customers

Sale of goods

Revenue from wholesale and retail sales of pre-paid products (i.e. SIM card, Bitcoin card and voucher) operation are recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. The normal credit term for SIM card sales is within 1 month upon delivery. Payment in advance is required for some contracts.

Online Sales of Pre-paid Products

The Group provides online mobile top-up services through its website, acting as an agent to facilitate transactions between customers and third-party telecommunication service providers. As the Group does not control the recharge service before it is transferred to customers and is not primarily responsible for fulfilling the service, revenue is recognised on a net basis, representing the commission earned. Revenue is recognised at a point in time when the recharge is successfully completed by the telecom supplier.

Consignment commission income

Consignment commission income from customer is recognised upon performance of sales services.

Promotion income

Promotion income from customer is recognised upon performance of promotion services.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

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

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 good or service before that good or service is transferred to a customer.

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

Lease

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

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

Material Accounting Policy Information (Continued)

Lease (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

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

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

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

Short-term leases

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.

Right-of-use assets

The cost of right-of-use assets includes:

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

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

Material Accounting Policy Information (Continued)

Lease (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

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

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

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

Refundable rental deposits

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

Lease liabilities

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

The lease payments include:

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

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

Material Accounting Policy Information (Continued)

Lease (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

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

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

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease.

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

Lease modifications

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

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

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

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

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

Material Accounting Policy Information (Continued)

Cryptocurrencies

Cryptocurrencies are open-source software-based online payment system where payments are recorded in a public ledger using its own unit of account. Cryptocurrencies held by the Group for treasury and long term investment purpose are classified as intangible assets in accordance with HKAS 38 Intangible Assets. During the year, the Group changed its measurement policy for cryptocurrencies from the cost model (historical cost less impairment) to the revaluation model, applied prospectively reflecting the availability of active markets for major cryptocurrencies.

Cryptocurrencies classified as intangible assets are initially recognised at cost. Subsequently, they are measured using the revaluation model. Revaluation increases are recognised in other comprehensive income and accumulated in a revaluation reserve within equity, except to the extent that they reverse a revaluation decrease previously recognised in profit or loss, in which case the increase is recognised in profit or loss. Revaluation decreases are recognised in profit or loss, except to the extent of any credit balance existing in the revaluation reserve in respect of the same asset, in which case the decrease is recognised in other comprehensive income and debited against the revaluation reserve. Upon disposal, any revaluation reserve relating to the asset is transferred directly to retained earnings.

Revalued amounts are estimated using the assumptions that market participants would use when pricing the cryptocurrencies, assuming that market participants act in their economic best interest.

Cryptocurrencies are derecognised when the Group disposes of them through its investment activities or when the Group otherwise loses control and, therefore, access to the economic benefits associated with ownership of the cryptocurrencies cease.

Cryptocurrencies held by the Group for the purpose of pre-loading onto Pre-paid Bitcoin Cards in the ordinary course of business is classified as inventories in accordance with HKAS 2 Inventories.

Cryptocurrencies classified as inventory is initially measured at cost upon acquisition. Cost is calculated using the weighted average cost method. Subsequent to initial recognition, Cryptocurrencies inventory is measured at the lower of cost and net realisable value ("**NRV**"). NRV is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

At the end of each reporting period, the Group performs an NRV assessment on its Cryptocurrencies inventory to ensure that any significant decline in its market value below carrying cost is recognised promptly as an expense in profit or loss.

Cryptocurrencies inventory is derecognised when it is pre-loaded onto Pre-paid Bitcoin Cards and transferred to customers, or when it is otherwise consumed or disposed of in the ordinary course of business.

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

Material Accounting Policy Information (Continued)

Cryptocurrencies (Continued)

Cryptocurrencies held for inventory purposes is strictly segregated from Cryptocurrencies held for treasury purposes, maintained in separate and identifiable custodian accounts or wallets, to ensure there is no commingling between the two classifications.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value and have a short maturity of generally within three months when acquired. For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Income Tax

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

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is recognised, using the liability method, on temporary differences at the end of the reporting period 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.

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

Material Accounting Policy Information (Continued)

Income Tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:–

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and at the time of the transaction does not give rise to equal taxable and deductible temporary differences; and

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and at the time of the transaction does not give rise to equal taxable and deductible temporary differences; and

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the 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 utilized. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax is calculated, without discounting, at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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.

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

Material Accounting Policy Information (Continued)

Income Tax (Continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment and depreciation

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

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the item has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the consolidated statement of profit or loss and other comprehensive income in the year in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in future economic benefits expected to be obtained from the use of the item, the expenditure is capitalised as an additional cost of the item.

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

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

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

Material Accounting Policy Information (Continued)

Property, plant and equipment and depreciation (Continued)

The estimated useful lives for the current and comparative periods are as follows:

Furniture and office equipment	5 years
Motor vehicles	5 years
Leasehold improvements	5 years
Owner-occupied properties	30 years

Depreciation methods, useful lives and residual values are reassessed at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the recoverable amount of the asset is estimated. An asset's recoverable amount is the higher of the value in use of the asset or cash-generating unit to which it belongs and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the consolidated statement of profit or loss and other comprehensive income in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An impairment loss is charged to the consolidated statement of profit or loss and other comprehensive income in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation), had no impairment loss been recognised for the asset in prior years. A reversal of such impairment loss is credited to the consolidated statement of profit or loss and other comprehensive income in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

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

Material Accounting Policy Information (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value is 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 most incur to make the sale.

Provision

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

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

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

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

Material Accounting Policy Information (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when the Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivable 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 are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ("**FVTPL**") are recognised 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.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Classification and measurement of financial assets at amortised cost

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.

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

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

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (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.

Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income and loss" line item.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as 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. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income and loss" line item.

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

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 impairments assessment under expected credit losses ("**ECL**") model on financial assets (including trade receivables, deposits and other receivables, amounts due from related companies and cash and cash equivalents). The amount of ECL is updated at each reporting period 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 period. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of past events and current conditions at the reporting period as well as the forecast of future economic conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances.

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

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 period 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.

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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 payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Definition of default

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

- when there is a breach of financial covenants by the counterparty; or
- 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 analysis, the Group considers that default has occurred when a financial asset is more than one year past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

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.

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Write-off policy

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

Measurement and recognition of ECL

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

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

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

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

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

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Measurement and recognition of ECL (Continued)

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

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

Derecognition of financial assets

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

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.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity

Classification as debt or equity

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

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 Group are recognised at the proceeds received, net of direct issue costs.

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Convertible notes

The component parts of the convertible notes are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

A conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to convertible notes reserve. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

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

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

Material Accounting Policy Information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

Financial liabilities are subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss and other comprehensive income.

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 the profit or loss.

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

Material Accounting Policy Information (Continued)

Employee benefits

Retirement benefit costs

The Group's contributions to the defined contribution retirement benefit plans are charged to profit or loss in the year incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The Group has no further payment obligations once the contributions have been paid.

Employee long service payment ("**LSP**")

The provision for long service is provided based on the employees' basic salaries and their respective length of service in accordance with the applicable rules and regulations in their respective countries of employment.

With effect from 1 May 2025, Hong Kong law abolished the previous MPF offsetting mechanism for long service payments. This means the Group must bear the full LSP for service after 1 May 2025, as any accrued Mandatory Provident Fund contributions can only offset the pre-1 May 2025 portion of an employee's LSP. In accordance with HKAS 19 (Employee Benefits), the Group recognises a provision for these statutory LSP obligations on a net basis, measured at management's best estimate of the future payments required. LSP obligations are classified as non-current liabilities given their long-term nature, unless an employee is expected to receive payment within the next twelve months.

Short-term and other long-term employee benefits

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

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

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

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

Material Accounting Policy Information (Continued)

Share-based payments

Equity-settled share-based payments transactions

Share options granted to employees

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

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

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

Share options granted to suppliers/consultants

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

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

Material Accounting Policy Information (Continued)

Share-based payments (Continued)

Equity-settled share-based payments transactions (continued)

Share Award Scheme

The Company operates a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment, where employees render services as consideration for equity instruments ("**equity-settled transactions**").

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss and other comprehensive income for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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

Material Accounting Policy Information (Continued)

Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:-

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of key management personnel of the Group or the Group's parent;

or

(b) An entity is related to the Group if any of the following conditions applies:-

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

The estimates and underlying assumptions are reviewed on an ongoing 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 Accounting Judgements

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

(a) Principal versus agent consideration (agent)

The Group is considered as an agent for its contracts with customers relating to the online sales of Pre-paid Products as the Group did not obtain the control over Pre-paid Products before passing on to customers taking into consideration indicators such as the Group is not primarily responsible for fulfilling the promise and not exposed to inventory risk. When the Group satisfies the performance obligation, the Group recognises a commission revenue in the amount it expects to be entitled as specified in the contracts, which amounted to 40% to 60% of the gross amount of consideration as specified in the contracts.

During the year ended 31 March 2026, the Group recognised commission revenue relating to online sales of Pre-paid Products amounted to HK$7,723,000 (2025: HK$7,153,000).

(b) Principal versus agent consideration (principal)

The Group engages in retails and wholesales of Pre-paid Products. The Group concluded that the Group acts as the principal for such transactions as it controls the Pre-paid Products before it is transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the goods. The Group has inventory risk, pricing discretion and operational decision-making authority. 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.

During the year ended 31 March 2026, the Group recognised revenue relating to retails and wholesales of Pre-paid Products amounted to HK$197,776,000 (2025: HK$182,405,000).

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

Critical Accounting Judgements (Continued)

(c) Accounting of cryptocurrencies

HKFRS Accounting Standards do not specifically address accounting for cryptocurrencies. Accordingly, for the preparation of the Group's consolidated financial statements, management needs to apply judgment in determining appropriate accounting policies based on the facts and circumstances of the Group's acquisition and holding of cryptocurrencies.

Given the Group's purpose for holding cryptocurrencies, management considered that cryptocurrencies purchased and held by the Group should be accounted for as intangible assets with indefinite useful lives under HKAS 38.

During the year, the Group changed its measurement policy for cryptocurrencies from the cost model (historical cost less impairment) to the revaluation model, applied prospectively reflecting the availability of active markets for major cryptocurrencies, in order to provide more relevant and faithfully representative information about these cryptocurrencies in light of their investment nature and price volatility. Under the revaluation model, these intangible assets are re-measured to fair value at each reporting date. Upward revaluations (i.e. when fair value exceeds the prior carrying amount) are recorded in other comprehensive income and accumulated in a revaluation reserve within equity, except to the extent they reverse a previous downward revaluation recognised in profit or loss. Downward revaluations (when fair value falls below the carrying amount) are recognised in profit or loss, after first reducing any related revaluation surplus in equity. No amortisation is charged on cryptocurrencies as they are considered to have an indefinite life, but their fair values are assessed at each reporting date as described above.

Key judgements include identifying the principal market for each cryptocurrency by considering market accessibility and trading volume, to determine reliable fair values at reporting dates.

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

Key Sources of Estimation Uncertainty

The following is 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.

(a) Net realisable value of inventories

The Group writes down inventories based on an assessment of the net realisable value of inventories. Write-downs of inventories are recorded where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of slow-moving stock and obsolete inventories requires the use of judgement and estimates on application of customary practices, the conditions and usefulness of the inventories.

As at 31 March 2026, the carrying amount of inventories was HK$37,416,000 (2025: HK$37,261,000).

5. OPERATING SEGMENT

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker in order to allocate resources and assess performance of the segment.

For the year ended 31 March 2025, the information reported to the executive directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, does not contain profit or loss information of each product line or geographical area and the executive directors reviewed the financial results of the Group as a whole reported under HKFRS Accounting Standards. Accordingly, no operating segment information was presented.

During the year ended 31 March 2026, the Group commenced the business of engaging in sales of Pre-paid BTC Cards, and it is considered as a new operating and reportable segment by the chief operating decision maker. Therefore, the Group's reportable and operating segments for the year ended 31 March 2026 are as follows:

(a) Pre-paid SIM Cards (i.e. SIM Cards and top-up vouchers)

(b) Pre-paid BTC Cards

5. OPERATING SEGMENT (CONTINUED)

No operating segments have been aggregated in arriving at the above reportable segments of the Group.

Comparative segment information has been re-presented to conform with the current year's presentation following changes in segment reporting.

Segment information about these business is presented below:

(a) An analysis of the Group's revenue and gross profit by reportable segments is as follows:

	2026 **HK$'000**	2025 HK$'000
Segment revenue		
Pre-paid SIM Cards	**205,499**	189,558
Pre-paid BTC Cards	**610**	–
	206,109	189,558
Segment gross profit		
Pre-paid SIM Cards	**50,442**	43,326
Pre-paid BTC Cards	**36**	–
	50,478	43,326
Other income and (loss)	**(5,905)**	631
Selling and distribution expenses	**(29,392)**	(22,919)
Administrative expenses	**(35,684)**	(18,168)
Loss on disposal of a property	**(4,301)**	–
Finance costs	**(1,829)**	(230)
(Loss)/profit before tax	**(26,633)**	2,640

5. OPERATING SEGMENT (CONTINUED)

(b) An analysis of the Group's assets and liabilities by reportable segments is as follows:

	2026 HK$'000	2025 HK$'000
Assets		
Pre-paid SIM Cards	**84,976**	114,134
Pre-paid BTC Cards	**18,149**	–
Unallocated corporate assets	**318,728**	1,853
Consolidated total assets	**421,853**	115,987

	2026 HK$'000	2025 HK$'000
Liabilities		
Pre-paid SIM Cards	**9,220**	8,140
Pre-paid BTC Cards	**–**	–
Unallocated corporate liabilities	**84,755**	1,517
Consolidated total liabilities	**93,975**	9,657

	2026 HK$'000	2025 HK$'000
Other segment information included in segment results:		
Depreciation of property, plant and equipment and right-of-use assets		
Prepaid SIM Cards	**4,375**	5,710
Unallocated corporate expenses	**414**	–
Finance costs		
Prepaid SIM Cards	**244**	230
Unallocated corporate expenses	**1,585**	–
Impairment of prepayment		
Prepaid SIM Cards	**1,089**	–

5. OPERATING SEGMENT (CONTINUED)

(b) An analysis of the Group's assets and liabilities by reportable segments is as follows: (Continued)

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

(a) The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3.

(b) Unallocated assets include mainly intangible assets, certain right-of-use assets, financial assets at fair value through profit or loss and through other comprehensive income, certain cash and cash equivalents.

(c) Unallocated liabilities include mainly corporate bonds, convertible notes, certain accrual and other payables and certain lease liabilities.

(d) All assets are allocated to reportable segments, other than assets not attributable to respective segments as mentioned in above (b).

(e) All liabilities are allocated to reportable segments, other than liabilities not attributable to respective segments as mentioned in above (c).

5. OPERATING SEGMENT (CONTINUED)

Geographical information

As all the Group's operations and non-current assets (excluding financial instruments) are located in Hong Kong, no geographical analysis is presented.

Information about major customers

No customer contributed over 10% of the total sales of the Group during the year ended 31 March 2026.

Revenue from major customers, contributing over 10% or more of the total sales of the Group during the year ended 31 March 2025 are as follow:

	2025 HK$'000
Customer A	19,651

6. REVENUE

Revenue, which is also the Group's turnover, represents the income generated by sale of Pre-paid Products during the years ended 31 March 2026 and 2025.

All of the Group's revenue from contracts with customers is generated in Hong Kong, based on where goods are sold. All revenue contracts are for a period of one year or less.

	2026 **HK$'000**	2025 HK$'000
Revenue recognised at a point in time:		
Wholesales and retail sales of pre-paid products	**197,776**	182,405
Online sales of pre-paid products	**7,723**	7,153
Prepaid Bitcoin cards	**610**	–
	206,109	189,558

7. OTHER INCOME AND (LOSS)

	2026 HK$'000	2025 HK$'000
Promotion income	**780**	780
Consignment income	**–**	161
Dividend income	**188**	–
Loss on financial derivative	**(783)**	–
Sundry income	**802**	9
Bank interest income	**13**	1,182
Impairment of prepayment	**(1,089)**	–
Gain on initial recognition of corporate bonds	**314**	–
Fair value change on financial assets at fair value through profit or loss	**–**	(200)
Revaluation decrease on intangible assets	**(6,130)**	–
Impairment loss on intangible assets	**–**	(1,301)
	(5,905)	631

8. FINANCE COSTS

	2026 HK$'000	2025 HK$'000
Interest expenses on		
– lease liabilities	**280**	230
– convertible notes	**1,220**	–
– corporate bond	**329**	–
	1,829	230

9. (LOSS)/PROFIT BEFORE TAX

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

	2026 HK$'000	2025 HK$'000
Auditors' remuneration	**820**	570
Cost of inventories recognised as an expense	**155,631**	146,232
Depreciation of property, plant and equipment *(Note 16)*	**902**	969
Depreciation of right-of-use assets *(Note 17)*	**3,887**	4,741
Employee benefit expenses (including Directors' emoluments) *(Note 10)*	**32,799**	18,251
Expenses relating to short-term leases	**2,204**	7,121
Advertising and promotion expenses	**4,092**	2,147

10. EMPLOYEE BENEFITS EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

	2026 HK$'000	2025 HK$'000
Directors' fees	**504**	980
Salaries, allowances and benefits in kind	**18,848**	15,865
Performance-related bonus	**12,260**	400
Retirement benefit scheme contributions	**1,187**	1,006
	32,799	18,251

The Group operates defined contribution schemes in Hong Kong which comply with the requirements under the Mandatory Provident Fund ("**MPF**") Schemes Ordinance. All assets under the scheme are held separately from the Group under independently administered funds. Contributions to the MPF scheme follow the MPF Schemes Ordinance.

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

	2026 **HK$'000**	2025 HK$'000
Directors' fees	**504**	980
Salaries, allowances and benefits in kind	**1,710**	3,214
Performance-related bonus	**260**	400
Retirement benefit scheme contributions	**–**	53
	2,474	4,647

The remuneration of each director for the years ended 31 March 2026 and 2025 are set out below:

	Directors' fee HK$'000	Salaries, allowances and benefits in kind HK$'000	Performance-related bonus HK$'000	Retirement benefit scheme contributions HK$'000	Total HK$'000
Year ended 31 March 2026					
Executive directors					
Mr. David Forrest Bailey *(note c)*	–	180	–	–	180
Mr. John Edwin Riggins *(note c)*	–	1,170	260	–	1,430
Mr. Fang Jason Kin Hoi *(note c)*	–	180	–	–	180
Ms. Wong Fung Yee Mary *(note c)*	–	180	–	–	180
Non-executive directors					
Mr. Sit Hon *(note e)*	180	–	–	–	180
Independent non-executive directors					
Ms. Yen Jung-Hui *(note f)*	108	–	–	–	108
Mr. Chen Xiaobing *(note f)*	108	–	–	–	108
Mr. Wong Yun Pun *(note f)*	108	–	–	–	108
Total emoluments	504	1,710	260	–	2,474

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' emoluments (Continued)

	Directors' fee HK$'000	Salaries, allowances and benefits in kind HK$'000	Performance-related bonus HK$'000	Retirement benefit scheme contributions HK$'000	Total HK$'000
Year ended 31 March 2025					
Executive directors					
Mr. Siu Muk Lung *(note a, b)*	–	2,400	200	18	2,618
Mr. Chung Chi Fai *(note a, b)*	–	642	200	18	860
Mr. David Forrest Bailey *(note c)*	–	–	–	–	–
Mr. John Edwin Riggins *(note c)*	–	–	–	–	–
Mr. Fang Jason Kin Hoi *(note c)*	–	–	–	–	–
Ms. Wong Fung Yee Mary *(note c)*	–	–	–	–	–
Non-executive directors					
Mr. Ritchie Ma *(note e)*	172	–	–	–	172
Ms. Cheung Yuet Ngo Flora *(note d, e)*	–	172	–	17	189
Mr. Lam Kin Lun Davie *(note e)*	172	–	–	–	172
Mr. Sit Hon *(note e)*	–	–	–	–	–
Independent non-executive directors					
Mr. Lee Kwan Ho, Vincent Marshall *(note f)*	172	–	–	–	172
Mr. Kwok Wai Leung, Stanley *(note f)*	172	–	–	–	172
Mr. Fok Kam Chau *(note f)*	172	–	–	–	172
Mr. Shiao Hei Lok Herod *(note d)*	120	–	–	–	120
Ms. Yen Jung-Hui *(note f)*	–	–	–	–	–
Mr. Chen Xiaobing *(note f)*	–	–	–	–	–
Mr. Wong Yun Pun *(note f)*	–	–	–	–	–
Total emoluments	980	3,214	400	53	4,647

Notes:

a) Certain executive directors of the Company are entitled to bonus payments which are determined based on a percentage of the Group's profit after tax for the past year.

b) With effect from 14 March 2025, Mr. Siu Muk Lung and Mr. Chung Chi Fai have resigned as executive directors of the Company.

c) With effect from 12 February 2025, Mr. David Forrest Bailey, Mr. John Edwin Riggins, Mr. Fang Jason Kin Hoi and Ms. Wong Fung Yee Mary have been appointed as executive directors of the Company.

d) With effect from 29 November 2024, Mr. Shiao Hei Lok Herod has resigned as independent non-executive director. Ms. Cheung Yuet Ngo Flora has been appointed as non-executive directors of the Company.

e) With effect from 14 March 2025, Mr. Ritchie Ma, Mr. Lam Kin Lun Davie and Ms. Cheung Yuet Ngo Flora have resigned as non-executive directors of the Company. Mr. Sit Hon has been appointed as non-executive directors of the Company.

f) With effect from 14 March 2025, Mr. Lee Kwan Ho, Vincent Marshall, Mr. Kwok Wai Leung, Stanley, and Mr. Fok Kam Chau have resigned as independent non-executive directors of the Company. Ms. Yen Jung-Hui, Mr. Chen Xiaobing and Mr. Wong Yun Pun have been appointed as independent non-executive directors of the Company.

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' emoluments (Continued)

The executive Directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and its subsidiaries.

The non-executive Directors' and independent non-executive Directors' emoluments shown above were for their services as Directors.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year.

(b) Five highest paid individuals

The five highest paid employees during the year ended 31 March 2026 included one (2025: two) director of the Company, details of whose emoluments are set out above in Note 11(a). Details of the emoluments for the year of the remaining four (2025: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2026 **HK$'000**	2025 HK$'000
Salaries, allowances and benefits in kind	**17,322**	2,473
Retirement benefit scheme contributions	**44**	54
	17,366	2,527

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

	No. of individuals	
	2026	2025
Nil to HK$1,000,000	**–**	3
HK$1,000,001 – 1,500,000	**2**	–
HK$4,500,001 – 5,000,000	**1**	–
HK$10,000,001 – 10,500,000	**1**	–

No emolument was paid or payable by the Group to the directors and five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2025: Nil).

12. INCOME TAX

	2026 HK$'000	2025 HK$'000
Income tax charge comprises:		
Hong Kong Profits Tax		
– Current year	**1,723**	849

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

A reconciliation of the income tax charge applicable to (loss)/profit before tax using the statutory rates is as follows:

	2026 HK$'000	2025 HK$'000
(Loss)/profit before tax	**(26,633)**	2,640
Tax at the Hong Kong Profit Tax rate of 16.5% (2024: 16.5%)	**(4,395)**	436
Tax relief of 8.25% on first HK$2 million assessable profits	**(165)**	(165)
Tax effect of expenses that are not deductible for tax purpose	**2,397**	587
Tax effect of income that are not taxable for tax purpose	**(505)**	(274)
Utilisation of tax losses previously not recognised	**(19)**	–
Tax effect of tax losses not recognised	**4,419**	268
Statutory tax concession	**(9)**	(3)
Income tax charge	**1,723**	849

At the end of the reporting period, the Group has unused tax losses of approximately HK$29,785,000 (2025: HK$3,322,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.

13. (LOSS)/EARNINGS PER SHARE

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

	2026 **HK$'000**	2025 HK$'000
(Loss)/earnings:		
(Loss)/profit for the purpose of calculation of basic (loss)/earnings per share		
– (Loss)/profit for the year attributable to owners of the Company	**(28,356)**	1,791

	2026 **'000**	2025 '000
Number of shares:		
Weighted average number of ordinary shares in issue	**465,758**	400,000

The computation of diluted (loss)/earnings per share for the year ended 31 March 2026 does not assume the conversion of the Company's outstanding convertible notes, since their assumed conversion would have anti-dilutive effect (2025: no potential dilutive ordinary shares).

14. DIVIDENDS

	2026 **HK$'000**	2025 HK$'000
Special dividends for shareholders of the Company recognized as distribution during the year:	**–**	20,000

A special dividend of HK$0.05 per ordinary share of the Company was declared by the Board on 20 September 2024 and was paid on 17 October 2024.

The Board did not recommend the payment for final dividend for the years ended 31 March 2026 and 2025.

15. PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 March 2026 and 2025:

Name	Place of incorporation/ operation	Principal activities	Particulars of issued share capital	Percentage of interest held 2026	2025
HK Asia Mobile Communications Limited ("**HK Asia Mobile**")	the BVI	Investment holding	Ordinary share US$1	100% (direct)	100% (direct)
Hong Kong Mobile Phone Limited ("**HK Mobile**")	Hong Kong	Wholesale and retail sales of the Pre-paid Products	Ordinary share HK$20,000	100% (indirect)	100% (indirect)
Hong Kong Asia Telecom Limited ("**HK Asia Telecom**")	Hong Kong	Retail sales of the Pre-paid Products	Ordinary share HK$1	100% (indirect)	100% (indirect)
Kinson Group Company Limited ("**Kinson Group**")	Hong Kong	Retail sales of the Pre-paid Products and consignment sales	Ordinary share HK$1	100% (indirect)	100% (indirect)
Moon International Group Limited	the BVI	Investment in cryptocurrency	Ordinary share US$1	100% (direct)	100% (direct)
Moon SG Investments PTE LTD. *(note 1)*	Singapore	Investment holding	Ordinary share US$10,000	100% (direct)	N/A
Moon Investment Korea Limited *(note 2)*	the BVI	Investment holding	Ordinary share US$50,000	100% (direct)	N/A

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

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

Note 1: The subsidiary was incorporated on 16 May 2025.

Note 2: The subsidiary was incorporated on 7 August 2025.

16. PROPERTY, PLANT AND EQUIPMENT

	Owner-occupied properties HK$'000	Leasehold improvements HK$'000	Furniture and office equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost					
At 31 March 2024 and 1 April 2024	9,270	3,574	5,582	1,258	19,684
Additions	–	433	294	–	727
At 31 March 2025 and 1 April 2025	9,270	4,007	5,876	1,258	20,411
Additions	–	411	118	–	529
Disposal	(9,270)	–	(1)	–	(9,271)
At 31 March 2026	–	4,418	5,993	1,258	11,669
Accumulate depreciation					
At 31 March 2024 and 1 April 2024	206	3,308	4,861	610	8,985
Charge for the year	309	180	295	185	969
At 31 March 2025 and 1 April 2025	515	3,488	5,156	795	9,954
Charge for the year	254	219	244	185	902
Disposal	(769)	–	(1)	–	(770)
At 31 March 2026	–	3,707	5,399	980	10,086
Net book values:					
At 31 March 2026	–	711	594	278	1,583
At 31 March 2025	8,755	519	720	463	10,457

17. RIGHT-OF-USE ASSETS

	Leased properties HK$'000
As at 31 March 2024 and 1 April 2024	5,846
Additions	615
Depreciation provided for the year	(4,741)
As at 31 March 2025 and 1 April 2025	1,720
Additions	8,841
Depreciation provided for the year	(3,887)
Modification	(67)
As at 31 March 2026	6,607

	2026 **HK$'000**	2025 HK$'000
Expenses related to short term lease	**2,204**	7,121
Total cash outflow for leases	**6,488**	12,118

During the current year, the Group leased office and retail stores for its operations. Lease contracts are entered into for a fixed term of one to two years (2025: one to two years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

18. INTANGIBLE ASSETS

	Cryptocurrencies HK$'000
As at 1 April 2024	–
Addition	13,342
Impairment loss	(1,301)
As at 31 March 2025	12,041
Addition	17,835
Revaluation decrease	(6,130)
As at 31 March 2026	23,746
At 31 March 2025	
Cost	13,342
Accumulated impairment	(1,301)
Net book value	12,041

Cryptocurrencies

During the year ended 31 March 2026, the Group purchased approximately HK$17,835,000 (2025: HK$13,342,000) of Bitcoins.

The fair value of cryptocurrencies traded in active markets is based on quoted market prices at statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for cryptocurrencies held by the Group is the current bid price. These instruments are included in Level 1 fair value hierarchy. A revaluation decrease of HK$6,130,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2026. If revaluation model had not been adopted, the carrying amount of the Group's cryptocurrencies under the cost model would have been HK$23,746,000 as at 31 March 2026.

The recoverable amount of the type of cryptocurrencies are determined based on fair value less costs of disposal. In determining the fair values, the relevant available markets are identified by the Group, and the Group consider accessibility to, and activity within those markets in order to identify the principal cryptocurrency markets for the Group. As of 31 March 2025, the Group carried out an impairment test for Bitcoin. Based on the results of the impairment tests, the recoverable amount of Bitcoin is lower than its carrying amount of approximately HK$1,301,000. Therefore, impairment loss of HK$1,301,000 was recognised in the consolidated statement of profit or loss for the year ended 31 March 2025.

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2026 **HK$'000**	2025 HK$'000
Financial assets at fair value through profit or loss		
– Club debentures	**1,550**	1,550

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2026 **HK$'000**	2025 HK$'000
Listed securities		
– Equity securities *(Note 1)*	**229,756**	–
– Investment in exchange-traded fund *(Note 2)*	**3,344**	–
– Investment in preferred shares *(Note 3)*	**19,604**	–
Unlisted investments		
– Investment in a fund *(Note 4)*	**14,102**	–
	266,806	–

Notes:

(1) On 22 August 2025, the Group completed its investment in Astra Enterprise PCL ("**Astra**") (formerly, DV8 Public Company Limited), a company listed on the Stock Exchange of Thailand (Stock code: BKK: ASTR). The Group was allocated 188,961,300 issued shares of Astra, representing approximately 11.65% of its total issued and paid-up share capital. The consideration paid including relevant costs was approximately HK$25,964,000. As at 31 March 2026, the carrying amount and fair value of the investment in Astra is approximately HK$229,756,000. The fair value is estimated based on the quoted market price of the underlying equity held by the Group.

(2) On 6 and 7 February 2026, the Group acquired 11,100 units of an exchange-traded fund tracking Bitcoin price movements listed on the Nasdaq. The fund units were not purchased directly in the open market; rather, they were received through physical settlement of put options previously written by the Group when counterparties exercised their contracts. The total cost of acquisition, including the cash paid at exercise, realised losses on the exercised options, and derecognised derivative liability balances, amounted to approximately HK$3,254,000. As at 31 March 2026, the carrying amount and fair value of the investment is approximately HK$3,344,000. The fair value is estimated based on the quoted market price of the underlying units held by the Group (Level 1 inputs).

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (CONTINUED)

Notes: (Continued)

(3) On 12 March 2026, the Group acquired 25,000 preferred shares in a company which is listed on the Nasdaq. The preferred shares are perpetual preferred stock with no contractual maturity date that provides periodic dividend income. The consideration paid was approximately HK$19,504,000. As at 31 March 2026, the carrying amount and fair value of the investment is approximately HK$19,604,000. The fair value is estimated based on the quoted market price of the underlying equity held by the Group (Level 1 inputs). During the year, the Group received dividend income of approximately HK$188,000 from this investment.

(4) On 26 August 2025, the Group finalized its subscription in a fund that subsequently invested in Bitplanet Co., Ltd. (formerly known as SGA Co., Ltd.) ("**Bitplanet**"), a company listed on the Korea Exchange (049470.KQ). The Group subscribed 2.97% of interest in the Fund at the subscription amount of HK$9,384,000 for acquisition of the equity stake in Bitplanet. On 17 November 2025, the Group further subscribed additional 4.22% of interest in the Fund at the subscription amount of HK$13,686,000. The total consideration paid including relevant costs was approximately HK$23,586,000. The fund was managed by the controlling shareholder. As at 31 March 2026, the carrying amount and fair value of the investment in Bitplanet is approximately HK$14,102,000. The fair value is estimated based on the quoted market price of the underlying equity held by the fund subscribed by the Group.

21. INVENTORIES

	2026 **HK$'000**	2025 HK$'000
BTC	**2,038**	–
Pre-paid products	**35,378**	37,261
	37,416	37,261

22. TRADE RECEIVABLES

	2026 HK$'000	2025 HK$'000
Trade receivables	**231**	1,721

As at 1 April 2024, trade receivables from contracts with customers amounted to HK$1,966,000.

The Group's trade receivables are attributable to a number of independent customers with credit terms. The Group normally allows a credit period of 0 to 21 days (2025: 0 to 21 days) to its customers.

The following table sets forth the ageing analysis of trade receivables, based on invoice date, as at the dates indicated:

	2026 HK$'000	2025 HK$'000
0-21 days	**231**	1,279
Over 21 days but within 1 month	**–**	442
	231	1,721

As at 31 March 2026 and 2025, the Group's policy for allowance for expected credit losses on trade receivable is based on an evaluation of collectability and ageing analysis of the receivables which requires the use of judgement and estimates. Provisions are applied to the receivables when there are events or changes in circumstances indicate that the balance and any overdue balances on an ongoing basis and assessments are made by the management on the collectability of overdue balance.

The Group applies with simplified approach to provide for expected credit losses presented by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the economic variable credit risk and expected credit loss. This considers available reasonable and supportive forwarding-looking information.

For the details of impairment assessment, please refer to Note 35(c).

23. DEPOSIT, PREPAYMENT AND OTHER RECEIVABLES

	2026 **HK$'000**	2025 HK$'000
Deposits	**1,872**	1,999
Prepayment	**1,197**	1,992
Other receivables	**86**	447
	3,155	4,438
Less: current portion	**(2,178)**	(3,906)
Non-current portion	**977**	532

As at 31 March 2026, the non-current portion of deposits represent the refundable rental deposit of approximately HK$977,000 (2025: HK$532,000). The carrying amounts of refundable rental deposit approximate to their fair values.

24. CASH AND CASH EQUIVALENTS

	2026 **HK'000**	2025 HK'000
Bank balances and cash	**63,628**	44,704
Time deposits with original maturity within three months	**15,600**	–
	79,228	44,704

Notes:

(a) The cash and cash equivalents are mainly denominated in HK$ and USD as at 31 March 2026 and 2025.

(b) Cash at banks earns interest at floating rates based on daily bank deposit rates.

(c) As at 31 March 2026, the fixed deposits with original maturity within three months carry a fixed interest of 3.17% per annum.

25. TRADE PAYABLES

	2026 HK$'000	2025 HK$'000
Trade payables	**1,088**	1,045

The credit period from suppliers is within 1 month.

The following tables sets forth the ageing analysis of trade payables, based on invoice date or date of provision of goods and services:

	2026 HK$'000	2025 HK$'000
Within 1 month	**1,088**	276
Over 1 month	**–**	769
	1,088	1,045

26. ACCRUALS AND OTHER PAYABLES

	2026 HK$'000	2025 HK$'000
Accruals	**1,906**	2,285
Other payables *(Note)*	**1,671**	4,467
	3,577	6,752

Note: As at 31 March 2026, included in other payables mainly comprised of provision for long service payment of approximately HK$1,359,000 (2025: HK$4,353,000) (See Note 33).

27. AMOUNTS DUE FROM RELATED COMPANIES

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

28. LEASE LIABILITIES

At 31 March 2026 and 2025, the Group had lease liabilities repayable as follows:

	2026 HK$'000	2025 HK$'000
Lease liabilities payables:		
Within one year	**4,135**	1,756
More than one year but not later than two years	**2,495**	104
	6,630	1,860
Less: Amount due for settlement within 12 months shown under current liabilities	**(4,135)**	(1,756)
Amount due for settlement after 12 months shown under non-current liabilities	**2,495**	104

The Group entered into lease arrangements with independent third parties in relation to certain properties. The lease terms ranged from 1-2 years (2025: 1-2 years). The weighted average incremental borrowing rates applied to lease liabilities was ranged from 4.40% to 6.03% (2025: 4.95%).

29. CORPORATE BONDS

On 6 February 2026, the Company issued unlisted corporate bonds with an aggregate principal amount of US$5,000,000 (equivalent to HK$39,000,000) to independent third parties. The corporate bonds bear fixed interest at 0.5% per annum, payable together with the principal on the redemption date, and will mature three years from the issue date in February 2029.

The corporate bonds are classified as financial liabilities measured at amortised cost. The difference between the transaction price of HK$39,000,000 and the initial carrying amount of the corporate bonds of HK$32,495,000 was recognised as deferred gain arising on initial recognition and is released to profit or loss over three years. The corporate bonds are subsequently measured at amortised cost using the effective interest method with an effective interest rate of 6.84% per annum.

The corporate bonds are classified as non-current liabilities as at 31 March 2026 as their contractual maturity is more than 12 months after the reporting date. The bonds are redeemable at principal plus accrued interest on the redemption date. Early redemption may be required upon the occurrence of specified events, including a change of control or prolonged non-voluntary suspension of trading of the Company's shares, and the early redemption amount is 101% of the outstanding principal amount plus accrued interest.

	2026 **HK$'000**	2025 HK$'000
Corporate bonds, non-current	**39,015**	–

The movement of the corporate bonds and deferred day-one gain during the year is set out below:

	Corporate bonds HK$'000	**Deferred gain arising on initial recognition** HK$'000	**Total** HK$'000
At 1 April 2025	–	–	–
Issue during the year	32,495	6,505	39,000
Effective interest expense	329	–	329
Release of deferred gain to profit or loss	–	(314)	(314)
At 31 March 2026	32,824	6,191	39,015

30. CONVERTIBLE NOTES

Pursuant to the subscription agreements entered into by the Company with the subscribers (the "**Subscribers**"), the Company issued convertible notes ("**Convertible Notes-1**") with principal amount of HK$33,750,000 to the Subscribers on 23 May 2025. The Convertible Notes-1 were non-interest bearing and the maturity date is 2 years from the issue date. The Convertible Notes entitled the Subscribers to convert them into ordinary shares of the Company (the "**Conversion Shares**") at a conversion price of HK$0.45 per share. The conversion period is from the date of issue until one business day prior to maturity (the "**Conversion Period**"). The issue price of the Convertible Notes was at 100% of the principal amount of the Convertible Notes. The Convertible Notes issued on 23 May 2025 were fully converted into 75,000,000 Conversion Shares on the same date. The Subscribers became related parties upon conversion of Convertible Notes-1.

On 22 October 2025, pursuant to the subscription agreements entered into by the Company with independent third party subscribers, the Company issued convertible notes ("**Convertible Notes-2**") in the aggregate principal amount of HK$52,377,600. The Convertible Notes-2 were non-interest bearing, issued at 100% of their principal amount and have a maturity date of 22 October 2028, being 3 years from the issue date. The Convertible Notes-2 entitle the noteholders to convert them into ordinary shares of the Company at an initial conversion price of HK$5.00 per share. Under the conversion schedule, up to 16.67%, 33.34%, 50.01%, 66.68% and 83.35% of the outstanding principal amount is convertible in May, June, July, August and September 2026, respectively and 100% of the outstanding principal amount is convertible from 1 October 2026 up to the maturity date.

On initial recognition, as the Convertible Notes-1 and Convertible Notes-2 contain conversion options that meet the fixed-for-fixed criterion, the instruments were accounted for as compound financial instruments comprising a financial liability component and an equity component. The liability component was initially recognised at its fair value, determined by discounting the contractual cash flows using the prevailing market interest rate for similar debt instruments without a conversion option. The equity component, representing the conversion option, was recognised as the residual amount after deducting the fair value of the liability component from the proceeds received. The adjustment provisions to the conversion price were considered to be anti-dilution in nature and did not preclude equity classification of the conversion option.

The Convertible Notes-2 were not converted during the year and remained outstanding as at 31 March 2026.

The movement of the debt component and the option component embedded in the Convertible Notes for the year ended 31 March 2026 is set out below:

	Debt component HK$'000	**Equity component** HK$'000	**Total** HK$'000
At 1 April 2025	–	–	–
Issue on 23 May 2025	31,011	2,494	33,505
Issue on 22 October 2025	42,445	8,780	51,225
Converted to equity during the year	(31,011)	(2,494)	(33,505)
Interest expenses on convertible notes	1,220	–	1,220
At 31 March 2026	43,665	8,780	52,445

The liability component of Convertible Notes-2 is classified as a non-current liability as at 31 March 2026 as the maturity date is more than 12 months after the reporting date. The equity component represents the residual amount of the proceeds after deducting the fair value of the liability component on initial recognition and is not subsequently remeasured.

31. SHARE CAPITAL

	As at 31 March 2026		As at 31 March 2025	
	Number of shares	**Nominal value HK'000**	Number of shares	Nominal value HK'000
Authorised:				
At the beginning and the end of year of nominal value of HK$0.01 each	**10,000,000,000**	**10,000**	10,000,000,000	100,000

	As at 31 March 2026		As at 31 March 2025	
	Number of shares	**Nominal value HK'000**	Number of shares	Nominal value HK'000
Issued and fully paid:				
At the beginning the year of nominal value of HK$0.01 each	**400,000,000**	**4,000**	400,000,000	4,000
Issuance of convertible notes (a)	**75,000,000**	**750**	–	–
Issuance of shares (b)	**3,272,000**	**33**	–	–
At the end of the year	**478,272,000**	**4,783**	400,000,000	4,000

(a) On 23 May 2025, convertible notes with an aggregate principal amount of HK$33,750,000 were issued and fully converted on the same date at a conversion price of HK$0.45 per convertible note share, resulting in the issue of 75,000,000 shares of HK$0.01 each for net proceeds of HK$33,505,000, of which HK$750,000 represented share capital and HK$32,755,000 represented share premium.

(b) On 22 October 2025, a placing of new shares was made under a general mandate at an issue price of HK$4.01 per placing share, resulting in the issue of 3,272,000 shares of HK$0.01 each for a total cash consideration of HK$13,121,000, of which HK$33,000 represented share capital and HK$13,088,000 represented share premium.

32. SHARE OPTION/AWARD SCHEME

Share Option Scheme

A share option scheme (the "**Share Option Scheme**") was conditionally adopted by the Company on 27 August 2018 (the "**Adoption Date**") and became effective on the Listing Date. The purpose of the Share Option Scheme is to grant options to the Eligible Participants (as defined below) as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the Eligible Participants. Pursuant to the Share Option Scheme, the Board may, at its discretion, make offer of options to any employee (full-time or part-time), Directors (including executive, non-executive or independent non-executive Directors) and any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Group (the "**Eligible Participants**"). The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group must not, in aggregate, exceed 10% of the total number of shares in issue as at the Listing Date, i.e. 40,000,000 shares, which represents 10% of the total number of Shares in issue as at the date of this annual report unless Shareholders' approval has been obtained.

The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the total number of shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised and outstanding options under the Share Option Scheme) in any 12-month period must not exceed 1% of the total number of shares in issue. Any further grant of share option in excess of such limit must be separately approved by the Shareholders in general meeting.

Where options are proposed to be granted to a substantial shareholder or an independent non-executive Director or any of their respective associates, and the proposed grant of options would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the total number of shares in issue on the date of offer and having an aggregate value, based on the closing price of the shares on the date of each grant, in excess of HK$5 million, such further grant of options must be approved by the Shareholders taken on a poll in general meeting.

An option may be exercised in whole or in part in accordance with the terms of the Share Option Scheme at any time during a period to be notified by the Board to each grantee, the expiry date of such period not to exceed 10 years from the date of grant of the option. Unless otherwise determined by the Board, there is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme.

Upon acceptance of the offer, the grantee shall pay HK$1.00 to the Company by way of consideration for the grant.

32. SHARE OPTION/AWARD SCHEME (CONTINUED)

The subscription price for Shares in respect of any particular option shall be determined by the Board and shall be at least the highest of:–

(a) the closing price per Share as stated in the Stock Exchange's daily quotation sheet on the date of offer of the option;

(b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five consecutive business days immediately preceding the date of offer of the option; and

(c) the nominal value of a Share.

The Share Option Scheme is valid and effective for a period of ten years commencing on 27 August 2018 (being the Adoption Date). The Share Option Scheme was terminated on 24 July 2025.

During the years ended 31 March 2026 and 2025, the Company did not grant any share option under the share option scheme.

Share Award Scheme

A share award scheme (the "**Share Award Scheme**") was adopted by the Company on 26 September 2025 (the "**Adoption Date**") under which shares of the Company may be awarded to Eligible Participants (the "**Awards**") (as defined below) pursuant to the terms of the scheme rules. The purposes of the Share Award Scheme are to reward and incentivize Eligible Participants (as defined below) to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole. Pursuant to the Share Award Scheme, the Board may, at its absolute discretion, grant Awards to any Eligible Participants, being the directors (including any executive director but excluding any non-executive director and independent non-executive director) and employees of the Company or any of its Subsidiaries (including persons who are granted Awards under the Share Award Scheme as an inducement to enter into employment contracts with these companies).

The total number of shares and awards available for issue or grant under the Share Award Scheme was 47,500,000 shares as at 31 March 2026 which represents 9.93% of the issued shares excluding treasury shares, if any, as at that date. The maximum number of shares which may be awarded to a Eligible Participant under the Share Award Scheme shall not exceed 1% of the total issued share capital of the Company in any 12-month period. While the maximum number of shares which may be awarded to a director of the Company, chief executive or substantial shareholder under the Share Award Scheme shall not exceed 0.1% of the total issued share capital of the Company in any 12-month period.

No award had been granted, vested, cancelled or lapsed under the Share Award Scheme since its adoption and up to 31 March 2026, and no award was outstanding as at 31 March 2026. Accordingly, the number of shares that may be issued in respect of options and awards granted under all schemes of the Company during the year divided by the weighted average number of shares of the relevant class in issue, excluding treasury shares, if any, for the year was nil.

33. RETIREMENT BENEFIT PLANS AND OBLIGATIONS

Defined contribution scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "**MPF Scheme**") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500 (the "**mandatory contributions**"). The employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

The retirement benefits scheme contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

During the years ended 31 March 2026 and 2025, the Group had no forfeited contributions under the MPF Scheme utilised to reduce the existing levels of contributions. As at 31 March 2026 and 2025, there was no forfeited contribution under the MPF Scheme which may be used by the Group to reduce the contribution payable in the future years.

The contributions paid and payable to the schemes by the Group are disclosed in Note 10 to the consolidated financial statements.

Provision for long service payment

The Group recognised provision for long service payment obligations for qualifying employees in Hong Kong in respect of employees' services rendered up to the reporting date.

The Hong Kong Government has launched a 25-year subsidy scheme to subsidise part of the long service payment payable by employers in respect of service periods from 1 May 2025. The Group was not entitled to any subsidy during the year.

The provision for long service payment as at 31 March 2026 is exposed to interest rate risk, changes in employees' average longevity at retirement or termination of employment, expected future salary increases and market risk associated with investment returns of employees' MPF Scheme.

The principal assumptions used in determining the provision as at 31 March 2026 are as follows:

	2026
Discount rate	**2.897%**

33. RETIREMENT BENEFIT PLANS AND OBLIGATIONS (CONTINUED)

Provision for long service payment (Continued)

During the year, management reassessed the provision for long service payment based on the latest employee information and the expected timing and amount of future payments. The reassessment resulted in a reversal of provision recognised in profit or loss for the year.

The movement in the provision for long service payment during the year is set out below:

	2026 HK$'000
At beginning of the year	4,353
Reversal of provision recognised in profit or loss	(2,994)
At end of the year	1,359

34. MATERIAL RELATED PARTY TRANSACTIONS

(a) Name of related parties and relationship with the Group

Name	Relationship
Mr. Siu Muk Lung ("**Mr. Siu**")	Former ultimate owner of the Company
Lung Shun Holdings Ltd ("**Lung Shun**")	33.3% owned by Mr. Siu and 66.7% owned by Ms. Lee Chun Yuk, being director of certain subsidiaries of the Group
Hong Kong Telecommunication Direct Selling Centre Limited ("**HKT Direct Selling Centre**")	Wholly owned by Mr. Siu
Sora Ventures	Immediate holding company of a substantial shareholder of the Company
Asia Strategy Partners LLC ("**Asia Strategy**")	Associate of a connected person
BTC Inc.	Beneficially owned by Mr. David Forrest Bailey, an Executive Director

34. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Compensation of key management personnel

The directors are identified as key management members of the Group and their compensation during the reporting period is set out in Note 11 to the consolidated financial statements.

(c) Significant transactions with related parties

Other than the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with related parties during the reporting period:

	2026 **HK$'000**	2025 HK$'000
Consignment income received from HKT Direct Selling Centre	**–**	161
Sales of BTC card from Sora Ventures	**39**	–
Sales of BTC card with pre-loading Bitcoin from Asia Strategy	**571**	–
Event sponsorship and promotional services provided by BTC Inc.	**313**	–

The above transactions were made at prices and terms in the normal course of business as agreed between the parties.

	2026 **HK$'000**	2025 HK$'000
Short-term leases *(note a)*	**–**	912

note:

(a) The Group entered into a lease with Lung Shun with a fixed term of 1 year. During the year ended 31 March 2025, the expenses relating to short-term leases were HK$912,000. Mr. Siu ceased to be a related party since he resigned as an executive Director on 14 March 2025.

35. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest rate risk and equity price risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close cooperation with the board of directors. Overall objectives in managing financial risks focus on securing the Group's short-to medium-term cash flows by minimizing its exposure to financial markets.

(a) Categories of financial assets and liabilities

	2026 **HK$'000**	2025 HK$'000
Financial assets		
Financial assets at fair value through profit or loss	**1,550**	1,550
Financial assets at fair value through other comprehensive income	**266,806**	–
At amortised costs		
– Trade receivables	**231**	1,721
– Deposits and other receivables	**1,958**	2,446
– Amount due from related companies	**1,339**	–
– Cash and cash equivalents	**79,228**	44,704
	351,112	50,421
Financial liabilities		
At amortised costs		
– Trade payables	**1,088**	1,045
– Accrual and other payables	**2,218**	2,399
– Convertible notes	**43,665**	–
– Corporate bonds	**39,015**	–
	85,986	3,444

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Market risk

Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's cash flow interest rate risk arises primarily from bank balances. The Group does not have a formulated policy to manage the interest rate risk but will closely monitor the interest rate risk exposure in the future.

At 31 March 2026 and 2025, the Group assesses the exposure to interest rate risk of bank balances is insignificant and thus no sensitivity analysis is presented.

Foreign currency risk

The Group carries on its trading transactions mainly in HK$. The Company is mainly operated in its local jurisdiction with most of the transactions settled in its functional currencies of the operations and did not have significant exposure to risk resulting from changes in foreign currency exchange risk. The exposure of foreign currency risk is insignificant to the Group. Accordingly, no sensitivity analysis is presented.

Equity price risk

The Group is exposed to equity securities price risk because of investments held by the Group are classified on the consolidated statement of financial position at financial assets at fair value through other comprehensive income. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

As at 31 March 2026, for the listed equity investments included in financial assets at fair value through other comprehensive income, the impact is deemed to be on the fair value reserve (non- recycling). If the price of the listed equity investments increased/decreased by 5% (2025: Nil), with all other variables held constant, the Group's other components of equity will increased/decreased by HK$13,340,000 (2025: Nil) mainly as a result of the fair value change of these investments.

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Credit risk

In respect of trade receivables, 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 part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers in relation to trade receivables from wholesale of pre-paid products because these customers consist with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. These trade receivables are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired). The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. As the estimated loss rate is minimal, the director are of the opinion that no provision are made for lifetime ECL.

The Group has concentration risk on trade receivables from Customer A, the major customer of the Group for the year ended 31 March 2025. During the year ended 31 March 2025, 73% of the trade receivables were from Customer A. There is no concentration risk on trade receivables for the year ended 31 March 2026. Customers have no significant defaults in the past. Base on the Group's historical experience and forward-looking elements in collection of trade receivables, the Group assessed the ECL for trade receivable is insignificant and thus no loss allowance is recognized.

The credit risk for trade receivables from retail of pre-paid products is considered minimal as such amounts are mainly receivable from reputable payment platforms and financial institutions, which have good credit ratings and strong settlement records. Based on the Group's historical experience and available forward-looking information, the expected credit loss on these balances is considered to be insignificant and therefore no loss allowance was recognised.

The credit risk for cash and bank balances is considered minimal as such amounts are placed in banks with good credit ratings assigned by international credit rating agencies. Based on the average loss rate, the 12-month ECL on bank balances is considered to be insignificant, therefore no loss allowance was recognised.

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Credit risk (Continued)

For other receivables, deposits and amounts due from related companies, the management of the Group makes periodic individual assessment on the recoverability based on historical settlement records and past experience with available reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL.

For the year ended 31 March 2026 and 2025, the Group assessed the ECL for other receivables, deposits and amounts due from a related company are insignificant and thus no loss allowance is recognised.

(d) Liquidity risk

The management of the Group has built a liquidity risk management framework for managing the Group's short and medium-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining bank facilities and by continuously monitoring forecasted and actual cash flows and the maturity profiles of its financial liabilities.

	Weighted average effective interest rate	On demand or within 1 year	Over 1 year but within 2 years	Over 2 years but within 5 years	Total undiscounted cash flow	Total carrying amount
	%	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Non-derivative financial liabilities						
At 31 March 2026						
Trade payables		1,088	–	–	1,088	1,088
Accruals and other payables		2,218	–	–	2,218	2,218
Lease liabilities	5.25	4,362	2,192	360	6,914	6,630
Convertible notes	6.49	–	–	52,378	52,378	43,665
Corporate bonds	6.84	–	–	39,585	39,585	39,015
		7,668	2,192	92,323	102,183	92,616
Non-derivative financial liabilities						
At 31 March 2025						
Trade payables		1,045	–	–	1,045	1,045
Accruals and other payables	–	2,399	–	–	2,399	2,399
Lease liabilities	4.95	1,810	104	–	1,914	1,860
		5,254	104	–	5,358	5,304

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair values measurements of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices; and
- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of these financial instruments.

For financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the input to the fair value measurements in its entirety.

The table below gives the information about how the fair value of these financial assets and financial liabilities that are measured at fair value on a recurring basis are determined (in particular, the valuation technique(s) and inputs used).

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair values measurements of financial instruments (Continued)

The different levels are defined as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

Financial asset	Fair value at 31 March 2026 HK$'000	Fair value at 31 March 2025 HK$'000	Fair value hierarchy	Valuation technique and key input(s)
Listed securities	252,704	–	Level 1	Quoted prices
Unlisted investments	14,102	–	Level 2	Market approach – reference to quoted market price of underlying equity held by the fund
Club debentures	1,550	1,550	Level 2	Market approach – reference to saleable price of club debentures

There was no transfer between Level 1 and Level 2 during the years ended 31 March 2026 and 2025.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The above table gives information about how the fair value of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Group's consolidated statements of financial position approximate of their fair values.

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) 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 cashflows will be classified in the Group's consolidated statement of cash flows from financing activities.

	Corporate bonds HK$'000	**Convertible notes** HK$'000	**Lease liabilities** HK$'000	**Total** HK$'000
At 31 March 2024 and 1 April 2024	–	–	6,012	6,012
Changes from financing cash flows:				
Interest element of lease rentals paid	–	–	(230)	(230)
Capital element of lease rentals paid	–	–	(4,767)	(4,767)
Total changes from financing cash flows	–	–	(4,997)	(4,997)
Other changes:				
Interest expenses	–	–	230	230
Additions	–	–	615	615
Total other changes	–	–	845	845
At 31 March 2025 and 1 April 2025	–	–	1,860	1,860
Changes from financing cash flows:				
Issuance	39,000	84,730	–	123,730
Interest element of lease rentals paid	–	–	(280)	(280)
Capital element of lease rentals paid	–	–	(4,004)	(4,004)
Total changes from financing cash flows	39,000	84,730	(4,284)	119,446
Other changes:				
Lease modification	–	–	(67)	(67)
Additions of leases	–	–	8,841	8,841
Interest expenses	329	1,220	280	1,829
Release of deferred gain to profit or loss	(314)	–	–	(314)
Issuance of convertible notes	–	(11,274)	–	(11,274)
Conversion of convertible notes	–	(31,011)	–	(31,011)
Total other changes	15	(41,065)	9,054	(31,996)
At 31 March 2026	39,015	43,665	6,630	89,310

36. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY

(a) Statement of Financial Position

	2026 HK$'000	2025 HK$'000
Assets		
Non-current assets		
Investments in subsidiaries	**78**	–
Amounts due from subsidiaries	**143,494**	70,882
	143,572	70,882
Current assets		
Deposits and prepayments	**260**	26
Cash and cash equivalents	**21,831**	278
	22,091	304
Current liability		
Other payables	**1,453**	1,512
	1,453	1,512
Net current assets/(liabilities)	**16,421**	(1,208)
Non-current liabilities		
Corporate bonds	**39,015**	–
Convertible notes	**43,665**	–
	82,680	–
Net assets	**81,530**	69,674
Equity		
Share capital	**4,783**	4,000
Reserves	**76,747**	65,674
Total equity	**81,530**	69,674

The financial statements were approved and authorised for issue by the Board of Directors on 30 June 2026 and are signed on its behalf by:

Mr. Fang Jason Kin Hoi
Chairman and Executive Director

Mr. John Edwin Riggins
Chief Executive Officer and Executive Director

36. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

(b) Reserve of the Company

	Share premium HK$'000	Convertible notes reserve HK$'000	Retained earnings/ (accumulated losses) HK$'000	Total HK$'000
At 31 March 2024 and 1 April 2024	65,556	–	259	65,815
Profit and total comprehensive income for the year	–	–	19,859	19,859
2025 Special Dividend	–	–	(20,000)	(20,000)
At 31 March 2025 and 1 April 2025	65,556	–	118	65,674
Loss and total comprehensive loss for the year	–	–	(43,550)	(43,550)
Issuance of shares	13,088	–	–	13,088
Issuance of convertible notes	–	11,274	–	11,274
Conversion of convertible notes	32,755	(2,494)	–	30,261
At 31 March 2026	111,399	8,780	(43,432)	76,747

Note:

i) At 31 March 2026, the Company had HK$67,967,000 (2025: HK$65,674,000) distribution reserve available for distribution to the shareholders.

37. CAPITAL RISK MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods commensurately with the level of risk.

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the net debt to equity ratio. For this purpose, net debt is defined as corporate bonds and convertible notes net of cash and cash equivalent. In order to maintain or adjust the ratio, the Group may adjust the amounts of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The Group monitors capital using the net debt-to-capital ratio, the percentages of which as at 31 March 2026 and 2025 were as follows:–

	Note	**2026** **HK$'000**	2025 HK$'000
Corporate bonds	29	**39,015**	–
Convertible notes	30	**43,665**	–
Less: Bank balances and cash		**(79,228)**	(44,704)
Net debt/(cash)		**3,452**	(44,704)
Total equity		**327,878**	106,330
Net debt-to-capital ratio		**1.05%**	N/A

No changes were made to the objectives, policies or processes for managing capital during the years ended 31 March 2026 and 2025.

38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 June 2026.

Financial Summary

The following is a summary of the consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the Prospectus and the published audited financial statements of the Group. This summary does not form part of the audited financial statements.

RESULTS

	Year ended 31 March				
	2026	2025	2024	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
REVENUE	**206,109**	189,558	252,383	204,568	183,003
GROSS PROFIT	**50,478**	43,326	61,647	45,304	59,218
(LOSS)/PROFIT BEFORE TAX	**(26,633)**	2,640	17,274	4,450	23,296
INCOME TAX	**(1,723)**	(849)	(2,432)	(510)	(3,838)
(LOSS)/PROFIT FOR THE YEAR	**(28,356)**	1,791	14,842	3,940	19,458

ASSETS AND LIABILITIES

	As at 31 March				
	2026	2025	2024	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
NON-CURRENT ASSETS	**301,269**	26,300	19,217	8,102	7,018
CURRENT ASSETS	**120,584**	89,687	119,527	170,946	168,428
TOTAL ASSETS	**421,853**	115,987	138,744	179,048	175,446
CURRENT LIABILITIES	**8,800**	9,553	12,698	7,643	9,185
NON-CURRENT LIABILITIES	**85,175**	104	1,507	1,708	504
TOTAL LIABILITIES	**93,975**	9,657	14,205	9,351	9,689
NET ASSETS	**327,878**	106,330	124,539	169,697	165,757