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## KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED

### 京基金融國際(控股)有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01468)**

## ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2025

The board (the “**Board**”) of directors (the “**Directors**”) of Kingkey Financial International (Holdings) Limited (the “**Company**”) presents the consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2025 together with comparative figures for the corresponding year in 2024, as follows:

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 March 2025*

	<i>Notes</i>	<b>2025</b> <b>HK\$'000</b>	<b>2024</b> <b>HK\$'000</b> (re-presented)
<b>Continuing operations</b>			
Revenue	3	<b>228,261</b>	303,271
Cost of sales		<b>(154,678)</b>	(235,236)
Gross profit		<b>73,583</b>	68,035
Other income	5	<b>11,318</b>	27,108
Other gains and losses, net	6	<b>(2,853)</b>	16,015
Fair value change in contingent consideration payables		–	122,220
Gain on disposal of subsidiaries		<b>55</b>	–
Impairment loss on goodwill		<b>(7,452)</b>	–
Loss on deemed disposal of an associate		–	(572)
Provision for impairment of loan receivables, net		<b>(26,843)</b>	(35,932)
Provision for impairment of trade receivables, net		<b>(24,172)</b>	(78,288)
Provision for impairment of other receivables and deposits, net		<b>(5,192)</b>	(585)
Administrative expenses		<b>(113,033)</b>	(129,988)
Finance costs		<b>(7,288)</b>	(11,106)
Share of result of an associate		<b>(13,582)</b>	5,163

	<i>Notes</i>	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000 (re-presented)
Loss before tax	7	(115,459)	(17,930)
Income tax (expense)/credit	8	<u>(3,366)</u>	<u>6,526</u>
Loss for the year from continuing operations		(118,825)	(11,404)
<b>Discontinued operations</b>			
Loss for the year from discontinued operations	9	<u>(4,626)</u>	<u>(676,016)</u>
Loss for the year		<u>(123,451)</u>	<u>(687,420)</u>
Other comprehensive (expense)/income:			
Item that may be reclassified subsequently to profit or loss:			
Exchange difference on translation of financial statements of foreign operations		314	(483)
Item that will not be reclassified subsequently to profit or loss:			
Fair value changes of financial assets at fair value through other comprehensive income		<u>(52,652)</u>	<u>19,002</u>
Other comprehensive (expense)/income for the year, net of tax		<u>(52,338)</u>	<u>18,519</u>
Total comprehensive expense for the year		<u><b>(175,789)</b></u>	<u><b>(668,901)</b></u>
<b>Loss for the year attributable to owners of the Company</b>			
– From continuing operations		(114,967)	(8,322)
– From discontinued operations		<u>(1,972)</u>	<u>(542,930)</u>
		<u><b>(116,939)</b></u>	<u><b>(551,252)</b></u>
<b>Loss for the year attributable to non-controlling interests</b>			
– From continuing operations		(3,858)	(3,082)
– From discontinued operations		<u>(2,654)</u>	<u>(133,086)</u>
		<u><b>(6,512)</b></u>	<u><b>(136,168)</b></u>
<b>Total comprehensive expense for the year attributable to:</b>			
Owners of the Company		(169,418)	(532,391)
Non-controlling interests		<u>(6,371)</u>	<u>(136,510)</u>
		<u><b>(175,789)</b></u>	<u><b>(668,901)</b></u>
			(Restated)
<b>Loss per share</b>	11		
Basic and diluted			
– From continuing and discontinued operations		(10.42) HK Cents	(76.05) HK Cents
– From continuing operations		<u>(10.24) HK Cents</u>	<u>(1.15) HK Cents</u>

# **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

*At 31 March 2025*

		<b>2025</b>	<b>2024</b>
	<i>Notes</i>	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
<b>Non-current assets</b>			
Property, plant and equipment		<b>7,944</b>	8,974
Right-of-use assets		<b>2,896</b>	6,095
Goodwill		–	7,452
Intangible assets		<b>6,735</b>	12,070
Interest in an associate		–	13,582
Financial assets at fair value through profit or loss		<b>183,238</b>	150,557
Financial assets at fair value through other comprehensive income		<b>38,542</b>	22,729
Deposits	12	<b>1,340</b>	1,924
		<b>240,695</b>	223,383
<b>Current assets</b>			
Financial assets at fair value through profit or loss		<b>75</b>	25
Inventories		–	26,979
Trade and other receivables, prepayments and deposits	12	<b>209,742</b>	131,969
Loan receivables	13	<b>424,781</b>	167,304
Amounts due from related companies		<b>6</b>	3,052
Tax recoverable		<b>514</b>	1,170
Bank balances held on behalf of clients		<b>158,500</b>	194,167
Bank balances and cash		<b>151,026</b>	118,552
		<b>944,644</b>	643,218

		2025	2024
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Current liabilities</b>			
Trade and other payables	14	202,831	278,628
Tax payables		9,516	6,100
Other borrowings		24,500	38,329
Lease liabilities		3,529	5,460
Amount due to a related company		–	294
Amount due to a former director		34	34
Amount due to a shareholder		16,625	16,625
Corporate bonds		36,617	75,982
		<u>293,652</u>	<u>421,452</u>
<b>Net current assets</b>		<u>650,992</u>	<u>221,766</u>
<b>Total assets less current liabilities</b>		<u>891,687</u>	<u>445,149</u>
<b>Non-current liabilities</b>			
Lease liabilities		554	2,981
Corporate bonds		11,000	36,817
Deferred tax liabilities		214	336
		<u>11,768</u>	<u>40,134</u>
<b>Net assets</b>		<u><u>879,919</u></u>	<u><u>405,015</u></u>
<b>Capital and reserves</b>			
Share capital	15	173,680	76,300
Reserves		<u>713,692</u>	<u>329,797</u>
Equity attributable to owners of the Company		887,372	406,097
Non-controlling interests		<u>(7,453)</u>	<u>(1,082)</u>
<b>Total equity</b>		<u><u>879,919</u></u>	<u><u>405,015</u></u>

## NOTES

*For the year ended 31 March 2025*

### 1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 20 March 2015.

The address of the registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business is located at 902, Harbour Centre, Tower 2, 8 Hok Cheung Street, Hungghom, Kowloon, Hong Kong.

The principal activities of the Group are provision of securities brokerage, insurance brokerage, assets management services and money lending services in Hong Kong, fur skin brokerage and sale of pelted skin in Denmark, network and licensing business and insurance technology business in the People’s Republic of China (the “**PRC**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company. In addition, the functional currencies of group entities that operate outside Hong Kong are determined based on the currency of the primary economic environment in which the group entities operate.

During the year ended 31 March 2025, the Group (i) disposed of Kingkey Capital Limited; and (ii) the sub-license agreement in respect of membership and event hosting business has been terminated. As a result, the financial results of the trading segment and the membership and event segment are treated as discontinued operations, in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”. Details of which are set out in Note 9. Certain comparatives on the consolidated statement of profit or loss and other comprehensive income, consolidated statement of cash flows and related notes to the consolidated financial statements have been re-presented so as to reflect the results for the continuing operations and discontinued operations as if the trading segment and the membership and event segment had been discontinued from the beginning of the comparative year.

#### **Statement of compliance and basis of preparation**

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

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

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

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2024 for the preparation of the consolidated financial statements:

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

Except for as described below, the application of amendments to HKFRS Accounting Standards in the current year had no material impact on the Group’s consolidated financial positions and performance for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

#### ***Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current” and Amendments to HKAS 1 “Non-current Liabilities with Covenants” (collectively the “HKAS 1 Amendments”)***

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

The HKAS 1 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.
- clarify that the settlement of a liability can be a transfer of cash, goods or services, or the entity’s own equity instruments to the counterparty. If a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 “Financial Instruments: Presentation”.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the HKAS 1 Amendments specifically clarify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date, even if compliance with the covenant is assessed only after the reporting date. The HKAS 1 Amendments also specify that covenants with which an entity must comply after the reporting date (i.e. future covenants) do not affect the classification of a liability as current or non-current at the reporting date. However, if the entity’s right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants, the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

In accordance with the transitional provision, the Group has applied the new accounting policy to the classification of liability as current or non-current retrospectively.

The application of the amendments in the current year had no material impact on the consolidated financial statements.

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

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

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

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2027

<sup>4</sup> Effective date to be determined

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

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

### 3. REVENUE

During the year, the Group's revenue representing the amount received and receivable from its operating businesses, net of discount, are as follows:

	2025 HK\$'000	2024 HK\$'000 (re-presented)
<b>Continuing operations</b>		
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Insurance brokerage services income	76,587	89,697
Commission income from		
– securities brokerage	3,243	3,212
– underwriting, sub-underwriting, placing and sub-placing	5,164	299
Brokerage of fur skin	2	91
Sale of pelted skin	14,890	33,141
Fund management services income	1,418	2,219
Assets management services income	2,963	11,964
Insurance technology service income	64,713	68,776
Network and licensing business income	7,650	51,935
<b>Revenue from other sources</b>		
Interest income from margin financing services	15,185	24,403
Interest income from money lending services	36,446	17,534
	<u>228,261</u>	<u>303,271</u>

*Note:* Commission and services income from insurance brokerage, securities brokerage, underwriting, sub-underwriting, placing and sub-placing, insurance technology, network and licensing business and brokerage of fur skin and sale of pelted skin are recognised at point in time. Service income from fund management and asset management are recognised over time.

### 4. SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

During the year ended 31 March 2025, the Group disposed of Kingkey Capital Limited and as a result, the trading segment was treated as discontinued operation.

As the sub-license agreement has been terminated on 30 June 2024, the membership and event segment was treated as discontinued operation.

Details of discontinued operations are disclosed in Note 9.



Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

Securities	–	Provision of securities brokerage, margin financing, underwriting, sub-underwriting, placing, sub-placing and consultancy services
Insurance brokerage	–	Provision of insurance brokerage services
Fur	–	Sale of pelted skin and fur skin brokerage
Assets management	–	Provision and arrangement of fund management services and assets management services
Money lending	–	Provision and arrangement of money lending services
Membership and event	–	Carrying out membership business and event hosting business
Insurance technology	–	Development and operations of intelligent digital sales platforms and information technology services related to insurance business
Network and licensing	–	Provision of multi-channel network and licensing service
Trading	–	Provision of agency service related to trading

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

**For the year ended 31 March 2025**

	Continuing operations							Discontinued operations			
	Securities HK\$'000	Insurance brokerage HK\$'000	Fur HK\$'000	Assets management HK\$'000	Money lending HK\$'000	Insurance technology HK\$'000	Network and licensing HK\$'000	Sub-total HK\$'000	Membership and event HK\$'000	Trading HK\$'000	Total HK\$'000
REVENUE	23,592	76,587	14,892	4,381	36,446	64,713	7,650	228,261	2,065	-	230,326
RESULTS											
Segment operating results	19,454	1,393	(26,667)	858	34,788	(2,391)	(7,666)	19,769	(7,722)	(2)	12,045
Amortisation of intangible assets	-	-	-	-	-	(3,940)	-	(3,940)	-	-	(3,940)
Loss on disposal of loan receivables	-	-	-	-	(7,380)	-	-	(7,380)	-	-	(7,380)
Impairment loss on goodwill	-	-	-	-	-	(7,452)	-	(7,452)	-	-	(7,452)
(Provision for)/reversal of impairment of trade receivables	(10,496)	-	-	-	-	(12)	(13,664)	(24,172)	(1,047)	4,259	(20,960)
Provision for impairment of other receivables and deposits	-	-	(347)	-	-	-	-	(347)	(23)	-	(370)
Provision for impairment of loan receivables	-	-	-	-	(26,843)	-	-	(26,843)	-	-	(26,843)
Segment results	8,958	1,393	(27,014)	858	565	(13,795)	(21,330)	(50,365)	(8,792)	4,257	(54,900)
Other gains and losses, net								4,527	(7)	(35)	4,485
Gain on disposal of subsidiaries								55	-	36	91
Provision for impairment of other receivables and deposits, net								(4,845)	-	-	(4,845)
Finance costs								(7,288)	(48)	(37)	(7,373)
Share of result of an associate								(13,582)	-	-	(13,582)
Unallocated corporate income								1,570	-	-	1,570
Unallocated corporate expenses								(45,531)	-	-	(45,531)
(Loss)/profit before tax								(115,459)	(8,847)	4,221	(120,085)
Income tax expense								(3,366)	-	-	(3,366)
(Loss)/profit for the year								(118,825)	(8,847)	4,221	(123,451)

	Continuing operations							Discontinued operations			
	Securities	Insurance brokerage	Fur management	Assets management	Money lending	Insurance technology	Network and licensing	Sub-total	Membership and event	Trading	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
ASSETS											
Segment assets	265,671	19	5,484	928	424,781	16,029	-	712,912	5,570	-	718,482
Unallocated corporate assets								466,857	-	-	466,857
Total assets								1,179,769	5,570	-	1,185,339
LIABILITIES											
Segment liabilities	158,710	3,665	-	-	1,000	574	5,869	169,818	2,809	-	172,627
Unallocated corporate liabilities								132,793	-	-	132,793
Total liabilities								302,611	2,809	-	305,420

### Other information

	Continuing operations									Discontinued operations		
	Securities	Insurance		Assets	Money	Insurance	Network and			Membership		Total
	HK\$'000	brokerage	Fur	management	lending	technology	licensing	Unallocated	Sub-total	and event	Trading	HK\$'000
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Additions of property, plant and equipment	2,440	-	-	-	-	12	-	84	2,536	9	-	2,545
Additions of right-of-use assets	-	-	-	-	-	-	-	1,955	1,955	-	-	1,955
Write down of inventories	-	-	-	-	-	-	(7,445)	-	(7,445)	-	-	(7,445)
Impairment loss on goodwill	-	-	-	-	-	(7,452)	-	-	(7,452)	-	-	(7,452)
Impairment loss on property, plant and equipment	-	-	(3,167)	-	-	-	-	-	(3,167)	-	-	(3,167)
(Provision for)/reversal of impairment of trade receivables	(10,496)	-	-	-	-	(12)	(13,664)	-	(24,172)	(1,047)	4,259	(20,960)
Provision for impairment of other receivables and deposits	-	-	(347)	-	-	-	-	(4,845)	(5,192)	(23)	-	(5,215)
Provision for impairment of loan receivables	-	-	-	-	(26,843)	-	-	-	(26,843)	-	-	(26,843)
Amortisation of intangible assets	-	-	-	-	-	(3,940)	-	-	(3,940)	-	-	(3,940)
Loss on write-off of other receivables	-	(289)	-	-	-	-	-	(323)	(612)	-	-	(612)
Depreciation of property, plant and equipment	(132)	(8)	-	(15)	-	(11)	-	(152)	(318)	(21)	-	(339)
Depreciation of right-of-use assets	(458)	(816)	-	-	-	(322)	-	(1,312)	(2,908)	-	-	(2,908)

## For the year ended 31 March 2024

	Continuing operations								Discontinued operations		
	Securities HK\$'000	Insurance brokerage HK\$'000	Fur HK\$'000	Assets management HK\$'000	Money lending HK\$'000	Insurance technology HK\$'000	Network and licensing HK\$'000	Sub-total HK\$'000	Membership and event HK\$'000	Trading HK\$'000	Total HK\$'000
REVENUE	27,914	89,697	33,232	14,183	17,534	68,776	51,935	303,271	26,794	352	330,417
RESULTS											
Segment operating results	23,819	(6,344)	(3,209)	6,222	15,641	(973)	902	36,058	16,739	338	53,135
Amortisation of intangible assets	-	-	-	-	-	(3,944)	-	(3,944)	(93,992)	-	(97,936)
Impairment loss on intangible assets	-	-	-	-	-	-	-	-	(491,597)	-	(491,597)
Impairment loss on goodwill	-	-	-	-	-	-	-	-	(228,298)	-	(228,298)
Impairment loss on right-of-use assets	-	-	-	-	-	-	-	-	(1,997)	-	(1,997)
Provision for impairment of trade receivables	(77,918)	-	-	-	-	(81)	(289)	(78,288)	(2,771)	(4,259)	(85,318)
Provision for impairment of other receivables and deposits	-	-	(367)	-	-	-	-	(367)	-	-	(367)
Provision for impairment of loan receivables	-	-	-	-	(35,932)	-	-	(35,932)	-	-	(35,932)
Segment results	(54,099)	(6,344)	(3,576)	6,222	(20,291)	(4,998)	613	(82,473)	(801,916)	(3,921)	(888,310)
Other gains and losses, net								16,015	-	(2)	16,013
Fair value change in contingent consideration payables								122,220	-	-	122,220
Provision for impairment of other receivables and deposits, net								(218)	-	-	(218)
Finance costs								(11,106)	(84)	(140)	(11,330)
Share of results of associates								5,163	-	-	5,163
Unallocated corporate income								102	-	-	102
Unallocated corporate expenses								(67,633)	-	-	(67,633)
Loss before tax								(17,930)	(802,000)	(4,063)	(823,993)
Income tax credit/(expense)								6,526	130,084	(37)	136,573
Loss for the year								(11,404)	(671,916)	(4,100)	(687,420)
	Continuing operations								Discontinued operations		
	Securities HK\$'000	Insurance brokerage HK\$'000	Fur HK\$'000	Assets management HK\$'000	Money lending HK\$'000	Insurance technology HK\$'000	Network and licensing HK\$'000	Sub-total HK\$'000	Membership and event HK\$'000	Trading HK\$'000	Total HK\$'000
ASSETS											
Segment assets	257,014	3,087	20,698	2,141	167,304	20,687	21,014	491,945	8,770	7,814	508,529
Unallocated corporate assets								358,072	-	-	358,072
Total assets								850,017	8,770	7,814	866,601
LIABILITIES											
Segment liabilities	204,567	7,144	-	1,210	1,000	746	5,869	220,536	5,297	-	225,833
Unallocated corporate liabilities								235,753	-	-	235,753
Total liabilities								456,289	5,297	-	461,586

## Other information

	Continuing operations									Discontinued operations		
	Securities	Insurance brokerage	Fur	Assets management	Money lending	Insurance technology	Network and licensing	Unallocated	Sub-total	Membership and event	Trading	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Additions of property, plant and equipment	-	18	-	-	-	6	-	-	24	-	-	24
Additions of intangible assets	-	-	-	-	-	-	-	-	-	21,500	-	21,500
Additions of right-of-use assets	915	-	-	-	-	651	-	1,811	3,377	-	-	3,377
Write down of inventories	-	-	(728)	-	-	-	-	-	(728)	-	-	(728)
Impairment loss on intangible assets	-	-	-	-	-	-	-	-	-	(491,597)	-	(491,597)
Impairment loss on goodwill	-	-	-	-	-	-	-	-	-	(228,298)	-	(228,298)
Impairment loss on property, plant and equipment	-	-	(2,058)	-	-	-	-	-	(2,058)	-	-	(2,058)
Impairment loss on right-of-use assets	-	-	-	-	-	-	-	-	-	(1,997)	-	(1,997)
Provision for impairment of trade receivables	(77,918)	-	-	-	-	(81)	(289)	-	(78,288)	(2,771)	(4,259)	(85,318)
Provision for impairment of other receivables and deposits	-	-	(367)	-	-	-	-	(218)	(585)	-	-	(585)
Provision for impairment of loan receivables	-	-	-	-	(35,932)	-	-	-	(35,932)	-	-	(35,932)
Amortisation of intangible assets	-	-	-	-	-	(3,944)	-	-	(3,944)	(93,992)	-	(97,936)
Depreciation of property, plant and equipment	(173)	(576)	-	(16)	-	(11)	-	(244)	(1,020)	(47)	-	(1,067)
Depreciation of right-of-use assets	(57)	(2,447)	-	-	-	(244)	-	(38)	(2,786)	(922)	-	(3,708)

Segment results represent the result from each segment without allocation of central administration costs including directors' remuneration, other gains and losses excluded loss on disposal of loan receivables, share of result of an associate, fair value change in contingent consideration payables, unallocated other income, finance costs and income tax expense/credit, which are reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

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

- all assets other than other receivables, prepayments and deposits, financial assets at FVTPL, financial assets at FVTOCI, certain property, plant and equipment, goodwill, intangible assets, amounts due from related companies, bank balances and cash and tax recoverable are allocated to reportable segments. Assets used jointly by reportable segment are allocated on the basis of the revenues earned by individual reportable segment; and
- all liabilities other than accruals and other payables, amounts due to a former director/a shareholder/ a related company, corporate bonds and tax payables are allocated to reportable segments. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.

## Geographical information

The Group mainly operates in Hong Kong, the PRC and Denmark.

The Group's revenue from external customers from continuing operations based on the location of operations and information about its non-current assets by geographical location of the assets are analysed as follows:

	Revenue from external customers (continuing operations)		Non-current assets	
	2025 HK\$'000	2024 HK\$'000 (re-presented)	2025 HK\$'000	2024 HK\$'000
The PRC	72,363	120,802	6,370	19,494
Hong Kong	141,008	149,328	5,721	19,960
Denmark	14,890	33,141	5,484	8,719
	<b>228,261</b>	<b>303,271</b>	<b>17,575</b>	<b>48,173</b>

*Note:* Non-current assets excluded financial instruments.

## Information about major customers

Revenue from customers contributing 10% or more of the total revenue of the Group from continuing operations is as follows:

	2025 HK\$'000	2024 HK\$'000
Customer A (Segment: Network and licensing) ( <i>Note (a)</i> )	N/A	51,700
Customer B (Segment: Insurance technology)	62,269	66,494
Customer C (Segment: Insurance brokerage)	36,023	45,709

*Note:*

- (a) Revenue from this customer contributed less than 10% of the Group's total revenue for the year ended 31 March 2025.

No other single customer contributed 10% or more to the Group's revenue for both years ended 31 March 2025 and 2024.

## 5. OTHER INCOME

	2025 HK\$'000	2024 HK\$'000 (re-presented)
<b>Continuing operations</b>		
Administrative fee income	1,004	1,544
Bank interest income	6,642	4,859
Government grants	430	15,563
Handling fee income	797	1,028
Management service income	531	888
Migration service fee income	933	–
Referral income	327	1,120
Rental and utilities income (short-term leases)	25	25
Securities marketing service income	–	180
Others	629	1,901
	<b>11,318</b>	<b>27,108</b>

## 6. OTHER GAINS AND LOSSES, NET

An analysis of the Group's other (losses)/gains, net is as follows:

	2025 HK\$'000	2024 HK\$'000 (re-presented)
<b>Continuing operations</b>		
Foreign exchange losses, net	(327)	(1,485)
Impairment loss on property, plant and equipment	(3,167)	(2,058)
Changes in fair value of financial assets at fair value through profit or loss ("FVTPL")	7,859	19,482
Gain on disposal of financial assets at FVTPL	–	76
Loss on write-off of other receivables	(612)	–
Gain on disposal of intangible assets	774	–
Loss on disposal of loan receivables	(7,380)	–
	<b>(2,853)</b>	<b>16,015</b>

## 7. LOSS BEFORE TAX

Loss before tax from continuing operations has been arrived at after charging:

	2025 HK\$'000	2024 HK\$'000 (re-presented)
<b>Continuing operations</b>		
Auditor's remuneration	1,008	968
Cost of inventories recognised as expenses	26,985	84,188
Amortisation of intangible assets	3,940	3,944
Depreciation of property, plant and equipment	318	1,020
Depreciation of right-of-use assets	2,908	2,786
Impairment loss on property, plant and equipment	3,167	2,058
Write down of inventories	7,445	728
Operating lease rental for short-term leases and low value assets	3,931	5,577
Staff costs (including directors' remuneration)		
– salaries and benefits in kind	30,412	41,835
– discretionary bonus	–	–
– retirement benefits scheme contributions	932	1,107
	<u>30,412</u>	<u>41,835</u>

## 8. INCOME TAX EXPENSE/(CREDIT)

	2025 HK\$'000	2024 HK\$'000 (re-presented)
<b>Hong Kong Profits Tax</b>		
Current year provision	2,180	1,238
Under-provision/(over-provision) in prior years	1,308	(6,598)
	<u>3,488</u>	<u>(5,360)</u>
<b>PRC Enterprise Income Tax</b>		
Current year provision	–	41
	<u>–</u>	<u>41</u>
Deferred tax	(122)	(1,207)
	<u>(122)</u>	<u>(1,207)</u>
Tax expense/(credit) for the year from continuing operations	<u>3,366</u>	<u>(6,526)</u>

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.

Subsidiary in Denmark is subjected to Denmark Corporation Tax at 22% for the year ended 31 March 2025 (2024: 22%). No provision has been made for Denmark Corporation Tax as the tax losses brought forward from previous year exceed the estimated assessable profits for the years.

Subsidiary in the PRC is subjected to PRC Enterprise Income Tax at a statutory rate of 25% (2024: 25%).

## 9. DISCONTINUED OPERATIONS

### Membership and event segment

On 19 February 2024, the Group received a notice of termination of sub-license agreement between FGA (Hong Kong) Limited (the “**Sub-Licensee**”) (non-wholly own subsidiary of the Company) and the licensor dated 6 June 2022 (the “**Sub-License Agreement**”) from the licensor. On 21 June 2024, the Group received a final notice of termination of Sub-License Agreement and the termination effected on 30 June 2024. As result, the membership and event segment was treated as discontinued operation.

The loss for the year from the discontinued membership and event segment is set out below.

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Revenue	<b>2,065</b>	26,794
Cost of sales	<b>(1,588)</b>	(852)
Gross profit	<b>477</b>	25,942
Other income	<b>23</b>	1,388
Other gains and losses, net	<b>(7)</b>	–
Impairment loss on goodwill	–	(228,298)
Impairment loss on intangible assets	–	(491,597)
Impairment loss on right-of-use assets	–	(1,997)
Provision for impairment of trade receivables	<b>(1,047)</b>	(2,771)
Provision for impairment of other receivables and deposits	<b>(23)</b>	–
Selling and distribution expenses	<b>(1,331)</b>	(492)
Administrative expenses	<b>(6,891)</b>	(104,091)
Finance costs	<b>(48)</b>	(84)
Loss before tax	<b>(8,847)</b>	(802,000)
Income tax credit	–	130,084
Loss for the year	<b>(8,847)</b>	(671,916)



## Trading segment

On 15 September 2024, the Group disposed of Kingkey Capital Limited to an independent third party, and as a result, the trading segment was treated as discontinued operation.

The profit/(loss) for the period/year from the discontinued trading segment is set out below.

	2025 HK\$'000	2024 HK\$'000
Revenue	–	352
Cost of sales	–	–
Gross profit	–	352
Other income	1	1
Other gains and losses, net	(35)	(2)
Gain on disposal of a subsidiary	36	–
Reversal of/(provision for) impairment of trade receivables	4,259	(4,259)
Administrative expenses	(3)	(15)
Finance costs	(37)	(140)
Profit/(loss) before tax	4,221	(4,063)
Income tax expense	–	(37)
Profit/(loss) for the period/year	4,221	(4,100)

## 10. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company for the years ended 31 March 2025 and 2024, nor has any dividend been proposed since the end of the reporting period.

## 11. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the loss attributable to owners of the Company from continuing and discontinued operations for the year ended 31 March 2025 of HK\$116,939,000 (2024: HK\$551,252,000) and loss attributable to owners of the Company from continuing operations for the year ended 31 March 2025 of HK\$114,967,000 (2024: HK\$8,322,000) respectively and the weighted average number of 1,122,700,960 ordinary shares (2024: number of 724,893,814\* restated ordinary shares) in issue during the year.

\* Restated based on right issue and share consolidation that took place on 8 January 2025 and 2 September 2024 respectively.

### Diluted loss per share

No adjustment was made in calculating the diluted loss per share for both years ended 31 March 2025 and 2024 as there were no potential ordinary shares in issues outstanding.

## 12. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2025 HK\$'000	2024 HK\$'000
Trade receivables from:		
Securities brokerage business ( <i>Note (a)</i> )		
– Cash clients	13	4
– Margin clients	221,188	157,295
– Clearing house	7	11,396
– Brokers	6	6
	<b>221,214</b>	168,701
Assets management business ( <i>Note (b)</i> )	911	2,109
Network licensing, insurance technology and trading business ( <i>Note (c)</i> )	16,285	19,695
Membership and event business ( <i>Note (d)</i> )	9,409	11,551
	<b>247,819</b>	202,056
Less: Provision for impairment of trade receivables	(135,166)	(114,664)
	<b>112,653</b>	87,392
Prepayments	1,714	9,850
Deposits	7,602	7,591
Other receivables ( <i>Notes (e) and (f)</i> )	94,910	29,645
Less: Provision for impairment of other receivables and deposits	(5,797)	(585)
	<b>98,429</b>	46,501
	<b>211,082</b>	133,893
Analysis for reporting purpose as:		
Current assets	209,742	131,969
Non-current assets – deposits	1,340	1,924
	<b>211,082</b>	133,893

### Notes:

- (a) The settlement terms of trade receivables arising from the business of dealing in securities are two days after the trade date.

### Cash clients

Cash clients are required to place cash deposits as prescribed in the Group's credit policy before execution of any purchase transactions. For overdue receivables, the management ensures that the listed securities belonging to clients in which the Group holds as custodian are sufficient to cover the amounts due to the Group.

## Margin clients

The Group maintains a list of approved securities held as collaterals for margin lending at a specified loan-to-collateral ratio. The credit facility limits granted to margin clients are determined by the discounted value of the securities collaterals accepted by the Group's management. A margin call may occur when the balances of the outstanding receivables from margin clients exceed the permitted margin loan limit, or when the discounted value of the collateral securities is less than the balances due from margin clients.

As at 31 March 2025, the fair value of the pledged securities held by the Group amounted to HK\$374,380,000 (2024: HK\$194,384,000).

## Clearing house

Trade receivables from a clearing house represents outstanding balance pending to be settled arising from the business of dealing in securities, which are normally due within two trading days after the trade date.

- (b) The Group allows a credit period ranging from 0 day to 90 days to its customers from the business of assets management.
- (c) The Group allows a credit period ranging from 0 day to 90 days to the customers from network and licensing business, insurance technology business and trading business.
- (d) No credit period for the customers from membership and event business.
- (e) The other receivables included HK\$2,790,000 (2024: HK\$19,572,000) which from Copenhagen Fur (for auction house).
- (f) As at 31 March 2025, other receivables included an amount of HK\$85,508,000 (2024: Nil), which was placed in Wealth Guardian Investment Limited ("**Wealth Guardian**"), a financial service provider in New Zealand. During the year ended 31 March 2025, the Group deposited a total of HK\$115,000,000 (2024: Nil). The amount placed in Wealth Guardian earns interest at 3.5% per annum and is restriction free. As of the announcement date, the outstanding amount as at 31 March 2025 had been fully repatriated.

The ageing analysis of the Group's trade receivables from the securities brokerage business, net of provision for impairment, are as follows:

	2025 HK\$'000	2024 HK\$'000
Margin clients balances:		
No due date	103,940	50,085
Cash clients balances:		
Neither past due nor impaired	–	–
Past due but not impaired	13	4
	13	4
Other balances:		
Neither past due nor impaired	7	11,396
Past due but not impaired	6	6
	13	11,402
	103,966	61,491

Provision for impairment of trade receivables from the securities brokerage business is as follow:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Balance at the beginning of the year	107,210	29,292
Provision for impairment under expected credit loss (the “ECL”)	33,091	79,005
Recovery during the year	(22,595)	(1,087)
Written-off	(458)	–
	<u>117,248</u>	<u>107,210</u>
Balance at the end of the year	<u><u>117,248</u></u>	<u><u>107,210</u></u>

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted and subsequent settlement after the end of the reporting period. In the opinion of the directors of the Company, there is no further credit provision required in excess of the allowance for ECL.

The ageing analysis of the Group’s trade receivables from the assets management business, net of provision for impairment, based on invoice dates are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0–60 days	910	2,109
61–90 days	–	–
Over 90 days	1	–
	<u>911</u>	<u>2,109</u>
	<u><u>911</u></u>	<u><u>2,109</u></u>

Receivables were related to customers for whom there was no recent history of default. As at 31 March 2025, the Group has assessed the recoverability of the receivables that were past due and considered any change in the credit quality of the trade receivables from the date when credit was initially granted and subsequent settlement after the end of the reporting period. In the opinion of the directors of the Company, no provision for impairment has been recognised because there has not been a significant change in credit quality of these debtors and the amounts are still considered recoverable based on the good payment record of the customers and subsequent settlement after the end of the reporting period.

The ageing analysis of the Group’s trade receivables from the membership and event business, net of provision for impairment, based on invoice dates are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0–60 days	–	1,449
61–90 days	–	489
Over 90 days	5,537	6,788
	<u>5,537</u>	<u>8,726</u>
	<u><u>5,537</u></u>	<u><u>8,726</u></u>

Provision for impairment of trade receivables from the membership and event business is as follow:

	<b>2025</b>	2024
	<b>HK\$'000</b>	<b>HK\$'000</b>
Balance at the beginning of the year	<b>2,825</b>	54
Provision for impairment under ECL	<b>1,344</b>	2,825
Recovery during the year	<b>(297)</b>	(54)
	<hr/>	<hr/>
Balance at the end of the year	<b>3,872</b>	2,825
	<hr/> <hr/>	<hr/> <hr/>

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted and subsequent settlement after the end of the reporting period.

The ageing analysis of the Group's trade receivables from the network and licensing, insurance technology and trading business, net of provision for impairment, based on invoice dates are as follows:

	<b>2025</b>	2024
	<b>HK\$'000</b>	<b>HK\$'000</b>
0–60 days	<b>2,239</b>	1,238
61–90 days	–	–
Over 90 days	–	13,828
	<hr/>	<hr/>
	<b>2,239</b>	15,066
	<hr/> <hr/>	<hr/> <hr/>

Provision for impairment of trade receivables from network and licensing, insurance technology and trading business is as follow:

	<b>2025</b>	2024
	<b>HK\$'000</b>	<b>HK\$'000</b>
Balance at the beginning of the year	<b>4,629</b>	–
Provision for impairment under ECL	<b>13,676</b>	4,629
Recovery during the year	<b>(4,259)</b>	–
	<hr/>	<hr/>
Balance at the end of the year	<b>14,046</b>	4,629
	<hr/> <hr/>	<hr/> <hr/>

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted and subsequent settlement after the end of the reporting period.

### 13. LOAN RECEIVABLES

	2025 HK\$'000	2024 HK\$'000
Loans from money lending business – unsecured	157,011	86,817
Loans from money lending business – secured ( <i>Note</i> )	302,944	112,190
Interest receivables	33,128	9,756
	<u>493,083</u>	<u>208,763</u>
Less: Provision for impairment	(68,302)	(41,459)
	<u>424,781</u>	<u>167,304</u>

*Note:* The loans were pledged by unlisted shares and properties. The collaterals were not properly registered under the local jurisdictions. The ECL assessments did not consider any value for these collaterals.

The Group offered a credit period ranging from 2 weeks to 1 year for the loans to its customers in money lending business with fixed interest rate ranging from 8.5% p.a. to 48% p.a. (2024: from 10% p.a. to 48% p.a.). The Group maintains strict control over its outstanding loans to minimise credit risk. Overdue balance are reviewed regularly by the management.

The following is an ageing analysis of the Group's loan receivables, presented based on the due date and net of provision for impairment at 31 March 2025 and 2024:

	2025 HK\$'000	2024 HK\$'000
Not past due	308,821	132,378
Overdue by:		
1–30 days	8,432	9,340
31–60 days	1,991	8,150
61–90 days	1,527	181
Over 90 days	104,010	17,255
	<u>424,781</u>	<u>167,304</u>

Analysis of the provision for impairment of loan receivables is as follows:

	2025 HK\$'000	2024 HK\$'000
Balance at the beginning of the year	41,459	5,527
Recovered during the year	(23,181)	(1,420)
Provision for the year	50,024	37,352
	<u>68,302</u>	<u>41,459</u>

#### 14. TRADE AND OTHER PAYABLES

	2025 HK\$'000	2024 HK\$'000
Trade payables from:		
Securities brokerage business ( <i>Note (a)</i> )		
– Cash clients	20,695	31,980
– Margin clients	137,606	171,710
	<b>158,301</b>	203,690
Membership and event business ( <i>Note (b)</i> )	1,810	3,309
Network and licensing business ( <i>Note (b)</i> )	5,868	5,869
Assets management business ( <i>Note (b)</i> )	–	1,210
Insurance technology business ( <i>Note (b)</i> )	278	–
Insurance brokerage business ( <i>Note (b)</i> )	3,605	3,789
	<b>169,862</b>	217,867
Other payables:		
Accruals	1,819	3,214
Corporate bonds interest payable	530	2,206
Other loan interest payable	8	1,577
Amount due to a shareholder of a subsidiary ( <i>Note (c)</i> )	12,734	15,112
Contract liabilities ( <i>Note (d)</i> )	3,114	13,034
Value-added tax payable	94	7,151
Other operating expenses payable	6,886	14,680
Others ( <i>Note (d)</i> )	7,784	3,787
	<b>202,831</b>	278,628

#### Notes:

- (a) Trade payables to securities clients represent the monies received from or payable to brokerage clients in respect of the trust and segregated bank balances received and held for clients in the course of conducting regulated activities. However, the Group does not have a currently enforceable rights to offset these payables with those balances receivables.

The trade payables from the securities business are normally settled within two trading days after the trade date except for the money held on behalf of clients at the segregated bank accounts which is repayable on demand. The money held on behalf of clients at the segregated bank accounts carries interest at prevailing interest rate of 0.01% (2024: 0.01%) per annum.

No ageing analysis is disclosed as, in the opinion of Directors, an ageing analysis does not give additional value in view of the nature of the business.

Included in trade payables from margin clients, five of the margin clients claimed against for the cash balances with total sum of approximately HK\$47.3 million in five margin accounts.

- (b) Based on the invoice dates, ageing analysis of trade payables from membership and event business, assets management business, network and licensing business, insurance technology business and insurance brokerage business are as follows:

	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
0–60 days	<b>3,429</b>	4,840
61–90 days	–	–
91–120 days	<b>453</b>	27
Over 120 days	<b>7,679</b>	9,310
	<b>11,561</b>	14,177

- (c) Energetic Force Investments Limited is a shareholder of FGA Holdings Limited, a non-wholly owned subsidiary of the Company. The amount is unsecured, non-interest bearing and repayable on demand.
- (d) Contract liabilities are mainly from membership and event business and insurance technology business.

Revenue recognised during the year ended 31 March 2025 that was included in the contract liabilities in prior year is HK\$7,845,000 (2024: HK\$7,882,000).

Since the membership and event business has terminated during the year, the contract liabilities with amount approximately HK\$5,189,000 has transferred to others during the year ended 31 March 2025.



## 15. SHARE CAPITAL

	Notes	Number of ordinary shares	HK\$'000
Authorised:			
At 1 April 2023, 31 March 2024 and 1 April 2024 (10,000,000,000 ordinary shares of HK\$0.01 each)		10,000,000,000	100,000
Increase in authorised shares	(c)	90,000,000,000	900,000
Share consolidation	(d)	(90,000,000,000)	–
At 31 March 2025 (10,000,000,000 ordinary shares of HK\$0.1 each)		<u>10,000,000,000</u>	<u>1,000,000</u>
Issued and fully paid:			
At 1 April 2023 (ordinary shares of HK\$0.01 each)		7,177,296,401	71,773
Issue of consideration shares	(a)	<u>452,666,666</u>	<u>4,527</u>
At 31 March 2024 and 1 April 2024 (ordinary shares of HK\$0.01 each)		7,629,963,067	76,300
Placing of shares	(b)	1,709,111,726	33,572
Share consolidation	(d)	(8,240,360,112)	–
Issue shares under Rights Issue	(e)	544,294,055	54,429
Issue of consideration shares	(f)	<u>93,786,894</u>	<u>9,379</u>
At 31 March 2025 (ordinary shares of HK\$0.1 each)		<u>1,736,795,630</u>	<u>173,680</u>

During the years ended 31 March 2025 and 2024, the movements in the Company's share capital are as follows:

- (a) On 31 August 2023, 452,666,666 new ordinary shares of HK\$1.54 each of the Company were issued as the second tranche consideration shares for the acquisition of 70% equity interest in FGA Holdings Limited. Share capital and share premium of approximately HK\$4,527,000 and HK\$692,580,000 respectively were recorded.

- (b) On 26 April 2024, a total of 1,525,992,613 ordinary shares were issued upon placing at an aggregate consideration of approximately HK\$89,720,000 of which approximately HK\$15,260,000 was credited to share capital and the remaining balance of approximately HK\$74,460,000 was credited to the share premium account.

On 23 September 2024, a total of 183,119,113 ordinary shares were issued upon placing at an aggregate consideration of approximately HK\$74,253,000 of which approximately HK\$18,312,000 was credited to share capital and the remaining balance of approximately HK\$55,941,000 was credited to the share premium account.

- (c) During the year ended 31 March 2025, the Company increased the authorised share capital from HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each (“**Share(s)**”) to HK\$1,000,000,000 divided into 100,000,000,000 Shares by creation of an additional of 90,000,000,000 new Shares, which became effective on 22 August 2024.
- (d) During the year ended 31 March 2025, the Group carried out the share consolidation pursuant to which every ten existing shares consolidated into one consolidated share with effect on 2 September 2024.

- (e) On 8 January 2025, a total of 544,294,055 ordinary shares were issued upon rights issue at an aggregate consideration less the professional fee is approximately HK\$413,076,000 of which approximately HK\$54,429,000 was credited to share capital and the remaining balance of approximately HK\$358,647,000 was credited to the share premium account.
- (f) On 11 February 2025, 93,786,894 new ordinary shares of HK\$0.73 each of the Company were issued as the consideration shares for the acquisition of 6,000,000 shares of Youngtimers AG. Share capital and share premium of approximately HK\$9,379,000 and approximately HK\$59,086,000 respectively were recorded.

## **16. LITIGATION**

### **Claims against Kingkey Securities Group Limited by Margin Clients**

During the period from 22 January 2021 to 29 January 2021, Kingkey Securities Group Limited (“**KKSG**”), a wholly-owned subsidiary of the Company received five writs of summons issued in High Courts of Hong Kong by five different margin clients of KKSG, which claimed against KKSG for the cash balances with total sum of approximately HK\$54.3 million in the five margin accounts (which approximately HK\$47.3 million were frozen and restricted from securities trading under the restriction notice issued by the regulator) and equity securities held as collateral of the respective five margin clients (the “**Claims**”), maintained with KKSG. The Directors are of the view that the Claims have no merit.

The Directors consider that no provision for the Claims is required as these margin clients had withdrawn approximately HK\$7 million during the year ended 31 March 2021 and the remaining amounts of the Claims of approximately HK\$47.3 million have already been recorded as liabilities in Note 14.

## **17. EVENT AFTER THE REPORTING PERIOD**

Except as disclosed elsewhere in the consolidated financial statements, the Company has the following significant event after the reporting period.

On 28 April 2025, the Company and Nobias Media Sarl has entered into the agreement to acquire 80% of issued equity of Jakota Capital AG with total consideration of HK\$103,000,000, which shall be satisfied by the issue and allotment of up to 705,479,452 consideration shares at the issue price of HK\$0.146 per consideration share. Further information are disclosed in the announcements of the Company published on 29 April 2025 and 28 May 2025.

## **18. COMPARATIVE FIGURES**

The comparative figures in the consolidated statement of profit or loss and other comprehensive income and other notes have been represented as if the membership and event segment and trading segment had been discontinued at the beginning of the comparative period (Note 9).

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The year ended 31 March 2025 (“**FY2025**”) marked a transformative period for the Company, characterised by strategic repositioning for the Company through focused capital raising, targeted acquisitions and a gradual shift towards sustainable and technology-driven growth.

Hong Kong’s economy recorded moderate growth in FY2025, with the financial sector showing signs of gradual recovery. While key market indicators such as the Hang Seng Index and IPO fundraising activities reflected some improvement, overall market conditions remained cautious amid ongoing global economic uncertainties and regulatory adjustments. Although trading activity was more robust compared to previous years, challenges persisted due to geopolitical tensions and fluctuating investor sentiment.

In view of the prevailing global market conditions, despite the Group’s diligent efforts to maintain its business operations and successfully complete fundraising activities to support its expansion and development, the Group’s revenue from continuing operations decreased by approximately 24.7% from approximately HK\$303.3 million for the year ended 31 March 2024 (“**FY2024**”) to approximately HK\$228.3 million in FY2025. The loss for the year from continuing operations increased from approximately HK\$11.4 million in FY2024 to approximately HK\$118.8 million in FY2025. This decline was primarily due to the absence of a non-cash fair value gain of approximately HK\$122.2 million on contingent consideration payables. As the underlying transaction was completed during FY2024, there was no such gain recorded in FY2025, partially offset the improvement in the Group’s financial performance for FY2025. Nevertheless, the Group’s core financial services segment remained comparatively stable, reflecting its resilience in a demanding market environment.

Against this backdrop, the Group strategically capitalised on fundraising activities to reinforce its market position and drive sustainable growth. This strategic capital augmentation was complemented by a series of key initiatives during FY2025 that underscore the Group’s commitment to innovation, sustainability and international expansion.

The Group has made significant strides in advancing its technological capabilities, focusing on the development and integration of artificial intelligence (“**AI**”) driven applications, green finance and digital asset services. These efforts position the Group at the forefront of innovation within the financial services industry and align closely with global trends towards digital transformation and sustainable development. To support these objectives, the Group actively sought strategic partnerships and collaborations aimed at expanding its expertise and service offerings, with the goal of diversifying revenue stream and capturing emerging opportunities in rapidly evolving markets.

Furthermore, the Company has also been pursuing international growth through strategic acquisitions designed to broaden its product offerings, customer base and operational capabilities. These strategic moves are intended to extend the Group's presence and networks across major financial regions including Asia, Europe and North America. By leveraging these acquisitions, the Group seeks to enhance its cross-border financial services and create synergies in technology-driven and sustainable sectors, complementing its strategic shift towards higher-growth, innovation-focused businesses.

## **PROSPECTS**

Looking ahead, the Group remains cautiously optimistic about its prospects in the coming financial year. While uncertainties persist in the broader economic and financial market environment, several positive developments provide a supportive backdrop. Globally, there is an accelerating shift towards digital transformation, with widespread adoption of artificial intelligence, blockchain technologies and sustainable finance practices reshaping the financial services landscape. Concurrently, Hong Kong continues to reinforce its status as a leading international financial centre through proactive government initiatives, including the promotion of fintech innovation via funding schemes and regulatory sandboxes, the advancement of green and sustainable finance frameworks, and enhanced connectivity with Mainland China under the Greater Bay Area development plan.

The Group is well positioned to capitalise on these favourable trends through its strengthened capital base, strategic international expansion, and ongoing investment in technology and sustainability. The integration of AI and digital finance solutions is expected to enhance operational efficiency and client service, while strategic partnerships and acquisitions will further broaden the Group's market reach and diversify its product offerings. Collectively, these factors underpin the Group's confidence in driving sustainable growth and creating long-term value for shareholders.

Moreover, the Group's existing financial services offerings are expected to perform steadily, supported by ongoing market recovery and increasing client demand for diversified investment and financing solutions. Coupled with its strengthened capital base and enhanced operational capabilities, the Company is well placed to capture growth opportunities in securities brokerage, asset management and money lending. The Group's strategic acquisitions and partnerships will further broaden its service offerings, expand its client network, and enhance its geographical presence across key financial markets. The Group will continue to exercise prudent risk management and remain adaptable to evolving regulatory requirements to safeguard its financial stability.

While near-term challenges remain, the Group's strategic initiatives and commitment to innovation provide a robust foundation for sustainable growth and value creation over the medium to long term.

## **FINANCIAL REVIEW**

### **Revenue and segment results**

Revenue of the Group from continuing operations for FY2025 was approximately HK\$228.3 million (FY2024: approximately HK\$303.3 million). The approximately HK\$75.0 million decrease in revenue was mainly due to the overall decline in turnover was driven by sharp drop in network and licensing business and fur-business; and lower interest income from margin financing services, which only partly offset by growth in money lending interest income.

### **Securities**

Kingkey Securities Group Limited was licensed to conduct type 1 (Dealing in securities) and type 4 (Advising on securities) regulated activities under Securities and Futures Ordinance (“SFO”). For FY2025, the Group’s commission income from securities brokerage, underwriting and placing, plus interest income from securities margin financing, cash clients and IPO loans amounted to approximately HK\$23.6 million (FY2024: approximately HK\$27.9 million), such decrease is mainly due to decrease in above-mentioned interest income for margin financing services.

The securities brokerage commission remained stable at approximately HK\$3.2 million for FY2025 (FY2024: approximately HK\$3.2 million), showcasing the Group’s ability to maintain consistent client engagement and trading activity, even amid broader market fluctuations. This performance underscores the resilience of our client base and service infrastructure.

Underwriting, sub-underwriting, placing and sub-placing income surged dramatically from approximately HK\$0.3 million in FY2024 to approximately HK\$5.2 million in FY2025. This was due to the company participated in more underwriting or placement deals, which generated income from a few large mandates in FY2025.

However, the approximately HK\$9.2 million decline in interest income from margin financing services from approximately HK\$24.4 million in FY2024 to approximately HK\$15.2 million in FY2025 offset the overall increase in abovementioned income.

The securities business reported a segment profit of approximately HK\$9.0 million in FY2025 (FY2024: loss of approximately HK\$54.1 million), showing a significant improvement that reflects effectiveness of the overall operational efficiency and streamline resources with asset management business.

### **Insurance brokerage**

Insurance brokerage represented the provision of insurance brokerage and wealth management services.

Kingkey Privilege Wealth Management Limited (“**KKWM**”), the insurance brokerage arm of the Group, is registered with the Insurance Authority (“**IA**”). As at 31 March 2025, it is registered with IA and is operating a team of 31 licensed representatives under IA and 8 licensed representatives under Mandatory Provident Fund Schemes Authority, and is representing 30 major life and general insurance providers.

For FY2025, KKWM handled over 720 new insurance policies for about 560 clients and accumulated total Annualized First Year Premium (“**AFYP**”) amount of over HK\$160 million (FY2024: over HK\$78 million); with total Annualized First Year Commission (“**AFYC**”) amount of over HK\$63 million (FY2024: over HK\$37 million).

During FY2025, revenue from insurance brokerage, which represented commission income received from broking and dealing in insurance products amounted to approximately HK\$76.6 million (FY2024: approximately HK\$89.7 million). It reported a segment profit of approximately HK\$1.4 million for FY2025 (FY2024: loss of approximately HK\$6.3 million).

To minimize operational costs, the Group is shifting the business generating from house advisors to the distribution channels. Although this change will lead to a lower gross profit ratio, the reduction in costs offsets this impact, as evidenced by a turning the segment loss into profit this year.

## **Fur**

For FY2025, the Group’s fur business dropped and the revenue amounted to approximately HK\$14.9 million (FY2024: approximately HK\$33.2 million).

The fur business reported segment loss of approximately HK\$27.0 million this year (FY2024: approximately HK\$3.6 million). The segment loss was mainly due to the approximately HK\$19.4 million legal and professional fee in respect of dealing the compensation affairs on ban of mink farming in Denmark by Danish government.

## **Assets management**

Kingkey Asset Management Limited was licensed to conduct type 1 (Dealing in Securities), type 4 (Advising on Securities) and type 9 (Asset Management) regulated activities under SFO at the beginning of FY2025. The significant decrease in revenue from the assets management segment revenue from approximately HK\$14.2 million in FY2024 to approximately HK\$4.4 million in FY2025 was primarily due to the Group’s strategic decision to voluntarily surrender its Type 1 and Type 4 license under SFO in December 2024, which resulted in a reduction of approximately HK\$9.0 million in assets management service income. This move was made to enhance overall operational efficiency and streamline resources of the Group with the securities business. It continues to hold its Type 9 license and remains focused on strengthening its fund management service business.



## Money lending

The Group holds a money lenders license under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The loan size for each transaction, entered into this year, ranged from approximately HK\$0.3 million to HK\$50 million and all loans were made to independent third parties. During FY2025, none of the debtors together with their associates (if any), had borrowed the amount more than 8% of the total assets of the Group in aggregate at any time and none of the loans to a particular debtor and to its associates in aggregate would be a notifiable transaction that requires the Company to disclose by way of announcement and/or circular.

The provision and arrangement of money lending business contributed approximately HK\$36.4 million and approximately HK\$0.6 million for both segment revenue and profit respectively to the Group for FY2025 (FY2024: segment revenue of approximately HK\$17.5 million and segment loss of approximately HK\$20.3 million).

The Group offers two types of loan which include corporate loan and personal loan.

As at 31 March 2025, the Group granted both secured and unsecured loan to 18 corporate customers, of which over approximately 69.0% of them were secured by unlisted shares, property and land. The principal of loans ranging from approximately HK\$0.3 million to HK\$50 million, which were entered into during FY2025. The gross corporate loans and interest receivable was accounted for approximately 89.6% of the entire gross loan and interest receivables of the Group as at 31 March 2025. The Group offered a credit period ranging from 2 weeks to 12 months for the loans with fixed interest rate ranging from 8.5% p.a. to 48% p.a..

As at 31 March 2025, the Group also granted both secured and unsecured loan to 6 individual customers, of which approximately 36.9% of them were secured by residential properties located in Hong Kong and share charges. The outstanding principal of loans ranging from HK\$0.5 million to HK\$18 million, which were entered into during FY2020 to FY2025. The gross personal loans and interest receivable was accounted for approximately 10.4% of the entire gross loan and interest receivables of the Group as at 31 March 2025. The Group offered a credit period ranging from 6 months to 1 year for the loans with fixed interest rate ranging from 10% p.a. to 48% p.a..

The total loan principal and interest receivables net of expected credit loss (“ECL”) grew by approximately 153.9%, indicating the Group’s continued expansion in the money lending business.

The ECL increased by approximately HK\$26.8 million, a rise of 64.7%, primarily due to the enlarged loan portfolio. Despite the increase in absolute ECL, the ECL ratio (ECL/Loan Book) improved from approximately 19.9% in FY2024 to 13.9% in FY2025 indicating enhanced credit assessment and underwriting standards.

This improvement reflects improving credit quality and effective risk management practices. The Group remains committed to strengthening its loan monitoring, collection processes, and underwriting standards.

### **Membership and events**

On 21 June 2024, the Group received a notice of termination of sub-license agreement between FGA (Hong Kong) Limited, an indirect non wholly-owned subsidiary of the Company, and Energetic Force Investments Limited dated 6 June 2022, to terminate the sub-license agreement with effect from 30 June 2024. Due to the termination of the relevant license rights, the Group is not able to operate the membership and event business and as a result, this segment was treated as discontinued operation.

In FY2024, the Group recorded a significant non-cash impairment loss of approximately HK\$719.9 million due to the full write-off of goodwill and intangible assets related to its membership and event business, which had been classified as discontinued operations. This one-off impairment did not occur in FY2025 which leads to a dramatic drop of segment loss.

The segment revenue and loss for FY2025 from the discontinued membership and event business are approximately HK\$2.1 million and approximately HK\$8.8 million respectively (FY2024: approximately HK\$26.8 million and HK\$801.9 million respectively).

### **Trading**

On 15 September 2024, the Group disposed of all the interests of Kingkey Capital Limited to an independent third party, as result, the trading segment was treated as discontinued operation. During the FY2025, no revenue was generated from this segment (FY2024: approximately HK\$0.4 million), however, a segment profit of approximately HK\$4.3 million was recorded (FY2024: loss of approximately HK\$3.9 million), resulting from a reversal of impairment of trade receivables recorded in last financial year upon full settlement during FY2025.

### **Insurance technology**

The insurance technology segment is engaged in providing marketing and information solutions to insurance brokerage through the Group's insurance premium calculation platform, which the business was acquired in June 2022. During FY2025, the business contributed a revenue of approximately HK\$64.7 million (2024: approximately HK\$68.8 million) with reported segment loss of approximately HK\$13.8 million (FY2024: approximately HK\$5.0 million). The segment loss was mainly resulting from approximately HK\$1.5 million each of management fee and IT expense, together with the non-cash amortisation of intangible assets of approximately HK\$3.9 million and non-cash impairment loss on goodwill of approximately HK\$7.5 million.



## **Network and licensing**

The multi-channel network and licensing segment is principally engaged in licensing and sale of media, movie and television content, newly started in the second half of the financial year ended 2023. The business contributed a revenue of approximately HK\$7.7 million (FY2024: approximately HK\$51.9 million) with reported segment loss of approximately HK\$21.3 million (FY2024: profit of approximately HK\$0.6 million) for FY2025 which mainly due to acute drop in demand for entertainment in the PRC.

## **Cost of sales**

The cost of sales of the Group from continuing operations amounted to approximately HK\$154.7 million for FY2025 (FY2024: approximately HK\$235.2 million), which is 34.2% lower than last year. The decrease was mainly driven by sales decline in network and licensing business and fur business.

## **Gross profit and gross profit margin**

As a result of the above situations, the Group recorded a consolidated gross profit, from continuing operations, of approximately HK\$73.6 million or gross profit margin of 32.2% for FY2025, compared with that of approximately HK\$68.0 million or 22.4% for FY2024.

The 9.8% increase in gross profit margin represents a notable improvement in operational efficiency. The exit from the relatively low-margin membership and event business, which was fully impaired and discontinued in this year, likely improved the overall margin mix. The gross profit margin expansion also reflects the Group's strategic focus on higher-margin businesses and services.

## **Other income**

Other income from continuing operations was decreased by approximately HK\$15.8 million to approximately HK\$11.3 million for FY2025 (FY2024: approximately HK\$27.1 million). This significant decrease was primarily due to the absence of the compensation from the Danish government for the mink farming business (FY2024: approximately HK\$15.2 million).

## **Provision for impairment of trade receivables, net**

The impairment of trade receivables decreased significantly from approximately HK\$78.3 million in FY2024 to approximately HK\$24.2 million in FY2025. The HK\$54.1 million decrease was primarily attributable to a substantial reduction in impairment losses related to margin client receivables in securities business, which declined by approximately HK\$63.9 million. This reflects improved credit quality and recoverability of margin loans during the year.

**Provision for impairment of loan receivables, net**

The Group recognised an impairment loss of approximately HK\$26.8 million from an adjustment in the expected credit loss of loan receivables in money lending business for FY2025 (FY2024: approximately HK\$35.9 million).

**Provision for impairment of other receivables and deposits, net**

The Group recognised a provision for impairment of approximately HK\$5.2 million (FY2024: approximately HK\$0.6 million) mainly comprising (1) approximately HK\$2.2 million expected credit loss of a refundable deposits paid for a proposed acquisition of a target company in previous year (FY2024: HK\$0.2 million); and (2) approximately HK\$2.7 million on amounts due to other debtors (FY2024: Nil).

**Administrative expenses**

The administrative expenses from continuing operations of the Group decreased by approximately 13.1% from approximately HK\$130.0 million for FY2024 to approximately HK\$113.0 million for FY2025. The decrease in the administrative expenses was mainly attributable to a reduction of approximately HK\$20.2 million in marketing expense and approximately HK\$10.7 million in staff salaries, partially offset by an increase of approximately HK\$13.2 million in legal and professional fees.

**Other gains or losses, net**

Other gains or losses, net, from continuing operations, recorded a loss of approximately HK\$2.9 million (FY2024: gain of approximately HK\$16.0 million). This loss is primarily attributable to a loss of approximately HK\$7.4 million from the disposal of loan receivables in the money lending business and an impairment of approximately HK\$3.2 million related to the Denmark land in fur business, partially offset by an approximately HK\$7.9 million fair value gain of financial assets at fair value through profit or loss.

**Fair value change in contingent consideration payable**

There was a fair value gain of approximately HK\$122.2 million for FY2024. This was mainly resulting from the share price drop of the second tranche considerations shares (i.e. 452,666,666 shares of the Company at HK\$0.01 each) pursuant to the sale and purchase agreement dated 4 June 2021 entered into between the Company and Great Return Group Limited as at the issue date, compared with the valuation results conducted by an independent professional valuer as at 31 March 2023. Since the transaction was completed in last financial year, there was no such change in fair value during FY2025.

## **Finance costs**

For FY2025, the finance costs from continuing operations, mainly represented the interest expenses for the corporate bonds and bank and other borrowings. It decreased significantly by approximately 34.2% to approximately HK\$7.3 million (FY2024: approximately HK\$11.1 million) mainly due to the repayment in bank and other borrowings and corporate bonds during the year which lead to lower interest expense. This resulted from fundraising through 2 placings and 1 rights issue during FY2025, which help the Group avoid high interest costs associated with borrowings and bonds.

## **Loss for the year from discontinued operations**

Loss for the year from discontinued operations represents loss of approximately HK\$8.8 million and gain of approximately HK\$4.2 million from membership and event business and trading business respectively (FY2024: loss of approximately HK\$671.9 million and HK\$4.1 million respectively). For FY2024, the loss was primarily attributable by the non-cash impairment loss of approximately HK\$719.9 million due to the full write-off of goodwill and intangible assets related to its membership and event business. There was no such non-cash impairment loss during FY2025.

## **Loss for the year**

Combined with the above factors, the Group reported a loss for the year of approximately HK\$123.5 million for FY2025 (FY2024: approximately HK\$687.4 million). However, after adjusting for non-cash items including impairments on trade receivables, loan receivables, other receivables and deposits, other impairments, as well as depreciation and amortisation, the net loss for FY2025 would have been reduced to approximately HK\$45.2 million.

## **Liquidity, financial resources and capital structure**

The Group mainly finances its operations with internally generated cash flow, bank borrowings and equity/debt financings. The Group maintained bank balances and cash of approximately HK\$151.0 million as at 31 March 2025 (31 March 2024: approximately HK\$118.6 million) mainly in Hong Kong Dollar, Renminbi and United States Dollar. The net assets of the Group as at 31 March 2025 were approximately HK\$879.9 million (31 March 2024: approximately HK\$405.0 million).

As at 31 March 2025, the outstanding principal of the short and medium-term bonds was approximately HK\$47.6 million (31 March 2024: approximately HK\$112.8 million), which were denominated in Hong Kong Dollar and US Dollar at fixed coupon rates ranging from 6% to 7.5%. All the proceeds were planned and in actual utilised for supporting business development as at 31 March 2025.

## **Increase of Authorised Share Capital and Share Consolidation**

On 22 August 2024, the shareholders at the annual general meeting approved of the increase of authorised share capital of the Company from HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each (“**Share(s)**”) to HK\$1,000,000,000 divided into 100,000,000,000 Shares by creation of an additional of 90,000,000,000 new Shares (the “**Increase of Authorised Share Capital**”). The Increase of Authorised Share Capital became effective on 22 August 2024. For details, please refer to the Company’s circular dated 31 July 2024 and the poll results of annual general meeting announcement dated 22 August 2024.

On 29 August 2024, the shareholders at the extraordinary general meeting approved of the consolidation of every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company into one (1) share of par value of HK\$0.10 (the “**Share Consolidation**”). The Share Consolidation became effective on 2 September 2024. For details, please refer to the Company’s circular dated 9 August 2024 and the poll results of extraordinary general meeting announcement dated 29 August 2024.

## **Placing of New Shares under General Mandate**

### ***April Placing***

On 27 March 2024, the Company conducted a placing of 1,525,992,613 new ordinary shares of HK\$0.01 each (the “**April Placing Share**”) at a price of HK\$0.060 each to no less than six placees who were independent third parties, and raise gross proceeds of approximately HK\$91.6 million (the “**April Placing**”). The April Placing Shares were issued under the relevant general mandate granted to the Directors at the annual general meeting of the Company held on 7 September 2023. The closing price per share of the Company on the Stock Exchange on 6 April 2023 was HK\$0.0700. The net price per April Placing Share was approximately HK\$0.059. Completion of the April Placing took place on 26 April 2024. For breakdown of the use of proceeds as at the date of this announcement, please refer to the table set out below. Further details of the April Placing, were set out in the announcements of the Company dated 27 March 2024, 23 April 2024 and 26 April 2024.

## September Placing

On 3 September 2024, the Company conducted a placing of 183,119,113 new ordinary shares at nominal value of HK\$0.10 each (the “**September Placing Share**”) at a price of HK\$0.41 each to no less than six placees who were independent third parties, and raise gross proceeds of approximately HK\$75.08 million (the “**September Placing**”). The September Placing Shares were issued under the relevant general mandate granted to the directors of the Company at the annual general meeting of the Company held on 22 August 2024 (after adjustment for the effect of the share consolidation of the issued and unissued old Shares in the share capital of the Company on the basis of ten (10) old Shares with par value of HK\$0.01 each into one (1) existing Share with par value of HK\$0.10 each, which became effective on 2 September 2024). The closing price per share of the Company on the Stock Exchange on 3 September 2024 was HK\$0.41. The net price per September Placing Share was approximately HK\$0.41. Completion of the September Placing took place on 23 September 2024. For breakdown of the use of proceeds as at the date of this announcement, please refer to the table set out below. Further details of the September Placing, were set out in the announcements of the Company dated 3 September 2024 and 23 September 2024.

## Use of Proceeds from the Placing during the year ended 31 March 2025

		Net proceeds utilised during the year ended 31 March 2025 HK\$'000	Unutilised net proceeds as at 31 March 2025 HK\$'000	Expected timeline on utilisation of unutilised net proceeds
Use of net proceeds	Net proceeds HK\$'000			
April Placing				
Repayment of liabilities	89,600	(89,600)	–	N/A
Total	89,600	(89,600)	–	
September Placing				
Investment in and provision of financing for green energy project	14,820	–	14,820	31 March 2026
Provision of financing for AI projects	14,820	(14,820)	–	N/A
Working capital	44,480	(44,480)	–	N/A
Total	74,120	(59,300)	14,820	

The net proceeds from the above placings had been utilised as intended and the remaining unutilised proceeds will be used as intended.

## Placing of New Shares under Specific Mandate

Reference is made to the Company's announcements dated (i) 17 June 2024; (ii) 28 June 2024; (iii) 12 July 2024; and (iv) 29 July 2024, all in relation to, among other things, the proposed placing under specific mandate (the **"Proposed June Placing"**) (collectively, the **"Proposed June Placing Announcements"**).

Pursuant to the placing agreement (as amended and supplemented by the first supplemental agreement dated 28 June 2024 and the second supplemental agreement dated 12 July 2024) (the **"Placing Agreement"**) entered between Orient Securities Limited (the **"Placing Agent"**) and the Company, the Company intended to conduct a placing of up to 2,500,000,000 new ordinary shares at a price of HK\$0.09 each to raise gross proceeds of approximately HK\$225.0 million. On 29 July 2024, due to market conditions, it was announced that the Company and the Placing Agent entered into a termination agreement (the **"Termination Agreement"**) to terminate the Placing Agreement. Pursuant to the Termination Agreement, all rights, obligations and liabilities of the parties hereto shall cease and determine and neither party shall have any claim against the other in respect of the Placing save in respect of any antecedent breach of any obligation under the Placing Agreement. For details, please refer to the Proposed June Placing Announcements.

## Rights Issue

On 18 October 2024, the Company announced the proposed rights issue (the **"Rights Issue"**) on the basis of one (1) rights share for every two (2) shares held on the record date on a non-underwritten basis, to raise gross proceeds of approximately HK\$542.59 million before expenses by way of Rights Issue of up to 596,250,787 rights shares at the subscription price of HK\$0.91 per rights share (**"Rights Share"**). The Rights Issue was only available to the qualifying shareholders.

The Rights Issue became unconditional on 31 December 2024 and was completed on 8 January 2025 where 544,294,055 Rights Shares were allotted and issued to the qualifying shareholders accordingly, representing approximately 49.5% of issued share capital of the Company as at the date thereof. The gross proceeds from the Rights Issue were approximately HK\$413.7 million and the net proceeds from the Rights Issue, after deducting all related expenses for the Rights Issue, were approximately HK\$412.7 million. The net price per Rights Share was approximately HK\$0.76.

The net proceeds from the Rights Issue were intended to be applied for (i) expansion of the Group's securities business; (ii) financing the Group's money lending business; and (iii) general working capital as previously disclosed in the section headed **"REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS"** in the Company's prospectus dated 29 November 2024 (the **"Prospectus"**).

The breakdown of the Company’s proposed use of the proceeds from the Rights Issue as disclosed in the Prospectus and its actual use of the Rights Issue Proceeds from the date of completion of the Rights Issue to 31 March 2025 were as follows:

		<b>Net proceeds utilised during the year ended 31 March 2025</b>	<b>Unutilised net proceeds as at 31 March 2025</b>
<b>Use of net proceeds</b>	<b>Net proceeds</b>		
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
<b>Expansion of the Group’s securities business</b>	206,538	206,538	–
<b>Financing the Group’s money lending business</b>	123,923	123,923	–
<b>General working capital of the Group</b>	82,615	82,615	–
<b>Total</b>	<b>413,076</b>	<b>413,076</b>	<b>–</b>

The net proceeds from the Rights Issue had been utilised as intended.

For more details regarding the Rights Issue, please refer to the Prospectus and the announcements of the Company dated 18 October 2024 and 7 January 2025.

## **EVENTS AFTER REPORTING PERIOD**

Save as to the event stated hereafter, there is no material subsequent event undertaken by the Company or by the Group after 31 March 2025 and up to the date of this announcement.

### **Major Transaction – Acquisition of Interest in Jakota Capital AG**

On 28 April 2025 (after trading hours), the Company as the purchaser and Nobias Media Sarl (“**Nobias**”) as the vendor entered into a sale and purchase agreement, pursuant to which the Company has conditionally agreed to purchase, and Nobias has conditionally agreed to sell, 80 ordinary shares in the share capital of the Jakota Capital AG (“**Jakota**”), representing 80% equity interest in Jakota as at the date of thereof, at the maximum consideration of HK\$103,000,000, which shall be satisfied by the issuance and allotment of a maximum of 705,479,452 new consideration shares at HK\$0.146 each under specific mandate. The completion of the acquisition is subject to the fulfilment of the conditions precedent under the sale and purchase agreement.



As one or more applicable percentage ratios (as defined under the Listing Rules) in respect of the acquisition is more than 25% but all of the applicable ratios are less than 100%, the acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

A circular containing, among other things, details of (i) further details of the acquisition; (ii) the financial information of Jakota; (iii) the unaudited pro forma financial information of the Group as enlarged by Jakota upon completion; (iv) other information as required under the Listing Rules; and (v) a notice convening an extraordinary general meeting is expected to be despatched to the Shareholders on or before 28 June 2025.

For more details of the acquisition, please refer to the announcements of the Company dated 29 April 2025 and 28 May 2025.

## **FINANCIAL KEY PERFORMANCE**

The above financial data were chosen to present in this announcement as they represent a material financial impact on the consolidated financial statements of the Group for the current and/or the previous financial year, that a change of which could affect the revenue and profit conspicuously. It is believed that presenting the changes of these financial data can effectively explain the financial performance of the Group for the year ended 31 March 2025.

## **FOREIGN CURRENCY MANAGEMENT**

The Group adopts a conservative approach on foreign exchange exposure management and ensures that its exposure to fluctuations in foreign exchange rates is minimised.

To mitigate the impact of exchange rate fluctuations, the Group continually assesses and monitors the exposure of foreign currency risk. As the Hong Kong Dollar is pegged to the United States Dollar, the Group considers the risk of movements in exchange rates between the Hong Kong Dollar and the United States Dollar to be insignificant.

The Group carries out its business in Hong Kong and worldwide and its assets and liabilities as well as the income and expenses are exposed to foreign currency risk primarily arising from sales and purchases transactions, investments and borrowings denominated in Renminbi, United States Dollar and Danish Krone.

The Group has certain investments and operations in Denmark which are exposed to foreign currency risk. The impact of exchange rate fluctuations on the net assets of the Group's foreign operations is considered manageable as such impact will be offset by borrowings denominated in Danish Krone.

During the year, the Group had not engaged in any financial instruments for hedging or speculative activities.



## **CHARGE OF ASSETS**

As at 31 March 2024, the Group charged other plant and equipment before impairment and inventories of approximately DKK16,191,000 (approximately HK\$18,333,000) for bank borrowings.

As at 31 March 2025, the Group has no pledged bank deposits as security given to a bank for a facility (31 March 2024: Nil).

## **CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES**

### **Claims against Kingkey Securities Group Limited by Margin Clients**

During the period from 22 January 2021 to 29 January 2021, Kingkey Securities Group Limited (“**KKSG**”), a wholly-owned subsidiary of the Company received five writs of summons issued in High Courts of Hong Kong by five different margin clients of KKSG, which claimed against KKSG for the cash balances with total sum of approximately HK\$54.3 million in the five margin accounts (which approximately HK\$47.3 million were frozen and restricted from securities trading under the restriction notice issued by the regulator) and equity securities held as collateral of the respective five margin clients (the “**Claims**”), maintained with KKSG. The directors of the Company are of the view that the Claims have no merit.

The directors of the Company consider that no provision for the Claims is required as these margin clients had withdrawn approximately HK\$7 million during the year ended 31 March 2021 and the remaining amounts of the Claims of approximately HK\$47.3 million have already been recorded as liabilities in Note 14 to this announcement.

## **MATERIAL ACQUISITIONS OR DISPOSALS AND SIGNIFICANT INVESTMENTS**

### **Discloseable transaction – Acquisition of interest of Youngtimers AG**

On 24 September 2024 (after trading hours), the Company as the purchaser and IndexAtlas AG (“**IndexAtlas**”) as the vendor entered into a sale and purchase agreement, pursuant to which the Company conditionally agreed to purchase and IndexAtlas conditionally agreed to sell, 6,000,000 fully paid-in bearer shares of par value of CHF0.42 each, being 9.68% of the issued share capital of Youngtimers AG as at the date thereof, at the consideration of CHF4.32 million (equivalent to approximately HK\$39.67 million), which shall be satisfied by the issue and allotment of 93,786,894 consideration shares by the Company at HK\$0.423 each, under specific mandate.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the acquisition are more than 5% but are all less than 25%, the acquisition constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

On 22 January 2025, an extraordinary general meeting was held where the specific mandate, among other things, related to the acquisition was granted and approved by Shareholders.

On 11 February 2025, the completion of the acquisition under the sale and purchase agreement took place in accordance with the relevant terms and conditions, where 93,786,894 new Shares were issued and allotted to IndexAtlas at the issue price of HK\$0.423 per consideration shares, representing approximately 5.40% of the issued share capital of the Company on the day of completion.

For more details of the acquisition, please refer to the announcements of the Company dated 24 September 2024, 22 January 2025, 4 February 2025 and 11 February 2025 and the circular dated 7 January 2025.

Save as disclosed above, the Group has no significant investment and acquisition that are required to disclose under Chapter 14 of the Listing Rules during the period.

Save as disclosed, during FY2025, the Company did not have any material acquisitions or disposals and significant investments.

## **FINAL DIVIDEND**

The directors do not recommend any final dividend for FY2025 (FY2024: Nil).

## **EMPLOYEE INFORMATION**

As at 31 March 2025, the Group had a total of 65 staff members including Directors (31 March 2024: 100). Staff costs including Director's remuneration amounted to approximately HK\$31.3 million for FY2025 (FY2024: approximately HK\$42.9 million). Remuneration is determined based on the individual's qualification, experience, position, job responsibility and market conditions. Salary adjustments and staff promotion are based on evaluation of staff performance by way of annual review, and discretionary bonuses would be paid to staff with reference to the financial performance of the Group of the preceding financial year. Other benefits include contributions to statutory mandatory provident fund scheme to its employees in Hong Kong.

## **ENVIRONMENTAL POLICIES AND COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS**

The Group's Environmental, Social and Governance Report for the year ended 31 March 2025 will be published on the respective websites of the Stock Exchange and the Company on 30 July 2025. No material impact of the relevant laws and regulations in relation to environment is identified on business operations.

## **RISK MANAGEMENT**

### **Credit risk**

Credit risk exposure represents trade receivables and loan receivables from customers principally arising from our business activities. The Group has a credit policy in place and the credit risk is monitored on an on-going basis.

In order to minimise the credit risk, management of the Group reviews the recoverable amount of each individual trade debt at each reporting date to ensure that appropriate and speedy follow up actions are taken on overdue balances. In this regard, the Board considers that the Group's credit risk is significantly reduced.

### **Liquidity risk**

The Group monitors its current and expected liquidity requirements regularly and ensures sufficient liquid cash and adequate committed lines of funding from reputable financial institutions are available to meet the Group's liquidity requirements in the short and long terms.

### **Foreign currency risk**

The Group carries out its business in Hong Kong and worldwide and most of the transactions are denominated in Hong Kong Dollar, Renminbi, United States Dollar and Danish Krone. The sales and purchases transactions of the Group are exposed to the foreign currency risk.

To mitigate the impact of exchange rate fluctuations, the Group continually assesses and monitors the exposure to foreign currency risk. The management of the Group may implement foreign currency forward contracts to hedge the exposure to foreign currency risk. As the Hong Kong Dollar is pegged to the United States Dollar, the Group considers the risk of movements in exchange rates between the Hong Kong Dollar and the United States Dollar to be insignificant.

During the year under review, the Group has certain investments in foreign operations in Denmark, whose net assets are exposed to foreign currency risk. The impact of exchange rate fluctuations on the net assets of the Group's foreign operations is considered to be manageable as such impact will be offset by borrowings denominated in Danish Krone.

## **COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE**

The Company endeavours in maintaining a high standard of corporate governance for the enhancement of shareholders' value and providing transparency, accountability and independence. The Company has fully complied with the required code provisions set out in the Corporate Governance Code (the “**Code**”) contained in Appendix C1 to the Listing Rules for the year ended 31 March 2025. The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure that they comply with the Code and align with the latest developments.

## **COMPANY SECRETARY**

Mr. Ngai Tsz Hin Michael (“**Mr. Ngai**”), an external service provider, was appointed as company secretary of the Company (the “**Company Secretary**”) with effect from 22 January 2024. The Company has assigned Mr. Mong Cheuk Wai, the executive director, as the contact person with Mr. Ngai. Information in relation to the performance, financial position and other major developments and affairs of the Group are speedily delivered to Mr. Ngai through the contact person assigned. Hence, all directors are still considered to have access to the advice and services of the Company Secretary in light of the above arrangement in accordance with code provision C.6.4 of the Code. Having in place a mechanism that Mr. Ngai will get hold of the Group's development promptly without material delay and with his expertise and experience, the Board is confident that having Mr. Ngai as the Company Secretary is beneficial to the Group's compliance with the relevant board procedures, applicable laws, rules and regulations. For the year ended 31 March 2025, Mr. Ngai has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

## **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY OR SALE OF TREASURY SHARES**

During the year ended 31 March 2025, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares (as defined in the Listing Rules)).

## **COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Group adopted the model code for securities transactions by Directors the (“**Model Code**”) on terms no less exacting than that set out in Appendix C3 of the Listing Rules. Upon the Group's specific enquiry, all Directors confirmed that during the year ended 31 March 2025, they had fully complied with the Model Code.

## **REVIEW OF ANNUAL RESULTS BY AUDIT COMMITTEE**

The Company established an audit committee (the “**Audit Committee**”) which, since 20 November 2024, comprises all three independent non-executive Directors. During the year ended 31 March 2025, the Audit Committee comprised Ms. Mak Yun Chu (Chairperson), Mr. Leung Siu Kee, Mr. Hung Wai Che and Mr. Chan Ting Fung until 20 November 2024 when Mr. Leung Siu Kee was redesignated as an executive Director and ceased to be a member of the Audit Committee.

The Group’s annual results for the year ended 31 March 2025 have been reviewed by the Audit Committee. The Audit Committee is of opinion that the preparation of such financial information complied with the applicable accounting standards, the requirements under the Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

## **SCOPE OF WORK OF MCMILLAN WOODS (HONG KONG) CPA LIMITED**

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2025 as set out in this announcement have been agreed by the Company’s auditor, McMillan Woods (Hong Kong) CPA Limited, to the amounts set out in the Group’s consolidated financial statements for the year. The work performed by McMillan Woods (Hong Kong) CPA Limited in this respect did not constitute any assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by McMillan Woods (Hong Kong) CPA Limited in this announcement.

## **PUBLICATION OF ANNUAL REPORT**

The annual report for FY2025 containing all the information required by Appendix 16 of the Listing Rules will be despatched to the shareholders and available on the Company’s website ([www.kkggroup.com.hk](http://www.kkggroup.com.hk)) and the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) in due course.

On behalf of the Board  
**Kingkey Financial International (Holdings) Limited**  
**Mong Cheuk Wai**  
*Chairman and Executive Director*

Hong Kong, 26 June 2025

*As at the date of this announcement, the Directors are as follows:*

*Executive Directors:*

Mr. Mong Cheuk Wai

Mr. Leung Siu Kee

*Independent Non-executive Directors:*

Ms. Mak Yun Chu

Mr. Hung Wai Che

Mr. Chan Ting Fung