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ROMA (META) GROUP LIMITED

羅馬(元宇宙)集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8072)

**ANNOUNCEMENT OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 MARCH 2024**

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED
(THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

* For identification purposes only

FINANCIAL HIGHLIGHTS

For the year ended 31 March 2024:

- Revenue decreased to approximately HK\$52.4 million, representing a decrease of approximately 14.6% as compared with that for the year ended 31 March 2023;
- Loss attributable to owners of the Company amounted to approximately HK\$41.0 million as compared to the loss of approximately HK\$29.4 million for the year ended 31 March 2023;
- Basic loss per share attributable to owners of the Company were HK\$0.05; and
- No final dividend has been declared.

ANNUAL RESULTS

The board of directors (the “Board”) announces the consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2024 together with the comparative figures for the preceding financial year as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue	4	52,436	61,385
Other income, other gains and losses	6	12,435	4,673
Change in fair value of investment property	14	(1,500)	(600)
Employee benefit expenses	7	(31,567)	(36,408)
Depreciation and amortisation	8	(3,669)	(5,114)
Allowance for expected credit losses, net	8	(28,045)	(30,414)
Impairment loss on goodwill	16	(4,253)	–
Impairment loss on intangible assets	15	(838)	–
Finance costs	9	(8,799)	(7,069)
Other expenses		(26,215)	(16,182)
		<hr/>	<hr/>
Loss before income tax	8	(40,015)	(29,729)
Income tax credit/(expense)	10	217	(25)
		<hr/>	<hr/>
Loss and total comprehensive expense for the year		(39,798)	(29,754)
		<hr/> <hr/>	<hr/> <hr/>
Loss and total comprehensive expense attributable to:			
Owners of the Company		(40,990)	(29,352)
Non-controlling interests		1,192	(402)
		<hr/>	<hr/>
		(39,798)	(29,754)
		<hr/> <hr/>	<hr/> <hr/>
		<i>HK\$</i>	<i>HK\$</i>
Loss per share attributable to owners of the Company			
– Basic	12	(0.05)	(0.04)
		<hr/> <hr/>	<hr/> <hr/>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2024

	<i>Notes</i>	2024 HK\$'000	2023 <i>HK\$'000</i>
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	13	6,024	7,816
Investment property	14	8,500	10,000
Intangible assets	15	112	1,506
Goodwill	16	–	4,253
Loan and interest receivables	18	15,980	38,893
Deposit	20	987	987
		<hr/> 31,603	<hr/> 63,455
Current assets			
Loan and interest receivables	18	335,168	336,921
Trade receivables	19	7,754	5,386
Prepayments, deposits and other receivables	20	4,444	6,291
Financial assets at fair value through profit or loss	17	1,713	1,987
Pledged bank deposits		51,562	51,562
Bank balances and cash – general accounts		6,957	6,528
Bank balances and cash – segregated accounts		29,251	660
Tax recoverable		16	13
		<hr/> 436,865	<hr/> 409,348
Current liabilities			
Trade payables	21	30,886	1,873
Accrued liabilities, other payables and contract liabilities	22	40,017	33,082
Lease liabilities	23	2,605	2,419
Interest-bearing borrowings	24	88,233	89,213
		<hr/> 161,741	<hr/> 126,587
Net current assets		<hr/> 275,124	<hr/> 282,761
Total assets less current liabilities		<hr/> 306,727	<hr/> 346,216

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Non-current liabilities			
Lease liabilities	23	3,036	5,105
Deferred tax liabilities		–	214
		<u>3,036</u>	<u>5,319</u>
Net assets		<u>303,691</u>	<u>340,897</u>
EQUITY			
Share capital	25	8,425	7,021
Reserves		<u>302,844</u>	<u>342,646</u>
Equity attributable to owners of the Company		311,269	349,667
Non-controlling interests		<u>(7,578)</u>	<u>(8,770)</u>
Total equity		<u>303,691</u>	<u>340,897</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2024

	Attributable to owners of the Company						Subtotal	Non-controlling interests	Total equity
	Share capital	Shares held for share award plan*	Share premium*	Capital reserve*	Share option reserve*	Accumulated losses*			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Balance as at 1 April 2022	7,021	(2,574)	637,118	10	1,354	(277,278)	365,651	–	365,651
Lapse of share options	–	–	–	–	(1,354)	1,354	–	–	–
Partial disposal of interests in subsidiaries without loss of control	–	–	–	13,368	–	–	13,368	(8,368)	5,000
Transactions with owners	–	–	–	13,368	(1,354)	1,354	13,368	(8,368)	5,000
Loss and total comprehensive expense for the year	–	–	–	–	–	(29,352)	(29,352)	(402)	(29,754)
Balance as at 31 March 2023 and 1 April 2023	7,021	(2,574)	637,118	13,378	–	(305,276)	349,667	(8,770)	340,897
Placing of shares, net of transaction cost (note 25)	1,404	–	3,179	–	–	–	4,583	–	4,583
Purchase of shares for the share award plan	–	(1,991)	–	–	–	–	(1,991)	–	(1,991)
Transactions with owners	1,404	(1,991)	3,179	–	–	–	2,592	–	2,592
Loss and total comprehensive expense for the year	–	–	–	–	–	(40,990)	(40,990)	1,192	(39,798)
Balance at 31 March 2024	8,425	(4,565)	640,297	13,378	–	(346,266)	311,269	(7,578)	303,691

* The total of these balances represents “Reserves” in the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Roma (meta) Group Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. Its principal place of business in Hong Kong is located at Room 1101-04, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong. The principal activity of the Company is an investment holding company and its subsidiaries (collectively the “Group”) are principally engaged in the provision of valuation and advisory services, financing services and securities broking, placing and underwriting and investment advisory and asset management services.

The shares of the Company have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) by way of placing on 25 February 2013 (the “Listing Date”).

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 April 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform-Pillar Two model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to HKFRSs in the current year has 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 these consolidated financial statements.

Impacts on application of *Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies*

The Group has applied the amendments for the first time in the current year. HKAS 1 *Presentation of Financial Statements* is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in the consolidated financial statements. In accordance with the guidance set out in the amendments, accounting policy information that is standardised information, or information that only duplicates or summarises the requirements of the HKFRSs, is considered immaterial accounting policy information and is no longer disclosed in the notes to the consolidated financial statements so as not to obscure the material accounting policy information disclosed in the notes to the consolidated financial statements.

Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

The directors of the Company anticipate that the application of all amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION AND PRESENTATION

3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA and the accounting principles generally accepted in Hong Kong.

For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”).

3.2 Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis, except for financial assets at fair value through profit or loss (“FVTPL”) and investment property.

3.3 Functional and presentation currency

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company and its principal subsidiaries, and all values are rounded to the nearest thousand except when otherwise indicated.

4. REVENUE

The Group’s principal activities are provision of (i) valuation and advisory services; (ii) financing services; and (iii) securities broking, placing and underwriting and investment advisory and asset management services. An analysis of the Group’s revenue for the year is as follows:

	2024 <i>HK\$’000</i>	2023 <i>HK\$’000</i>
Revenue from contracts with customers within the scope of HKFRS 15:		
Valuation and advisory services	27,506	37,737
Securities broking, placing and underwriting and investment advisory and asset management services	10,436	406
Revenue from other sources:		
Interest income from provision of financing services	<u>14,494</u>	<u>23,242</u>
	<u><u>52,436</u></u>	<u><u>61,385</u></u>

5. SEGMENT INFORMATION

The chief operating decision-maker (the “CODM”) has been identified as the Company’s executive directors. For the years ended 31 March 2024 and 2023, the executive directors have identified the Group’s service lines as reportable and operating segments as follows:

(i) Valuation and advisory services

Provision of asset appraisal and asset advisory services, including real estate and fixed asset appraisal, mineral property appraisal, business and intangible asset valuation, financial instrument valuation and advisory services and environmental, social and governance reporting service.

(ii) Financing services

Provision of financial services including personal loans, commercial loans and mortgage loans to individuals and corporations.

(iii) Securities broking, placing and underwriting and investment advisory and asset management services

Provision of securities broking and trading of securities services to investors, equity and debt securities placing and underwriting services to listed companies, and investment advisory and asset management services to professional investors.

(iv) Other segments

Mainly represents other operations of head office.

(a) Business segments

	Valuation and advisory services <i>HK\$'000</i>	Financing services <i>HK\$'000</i>	Securities broking, placing and underwriting and investment advisory and asset management services <i>HK\$'000</i>	Other segments <i>HK\$'000</i>	Total <i>HK\$'000</i>
For the year ended 31 March 2024					
Segment revenue (<i>note (i)</i>)	<u>27,506</u>	<u>14,494</u>	<u>10,436</u>	<u>-</u>	<u>52,436</u>
Segment results (<i>note (ii)</i>)	<u>(7,716)</u>	<u>(16,635)</u>	<u>(35)</u>	<u>(1,362)</u>	<u>(25,748)</u>
Other segment information					
Depreciation	(54)	(2)	(19)	-	(75)
Amortisation	(556)	-	-	-	(556)
Gain on disposal of property, plant and equipment	-	-	-	355	355
Allowance for expected credit losses, net:					
– Loan and interest receivables	-	(27,942)	-	-	(27,942)
– Trade receivables	(103)	-	-	-	(103)
Impairment loss of goodwill	(4,253)	-	-	-	(4,253)
Impairment loss of intangible assets	(838)	-	-	-	(838)
Change in fair value of investment property	-	-	-	(1,500)	(1,500)
Income tax credit	213	-	-	4	217
Additions to non-current assets (excluding financial instruments)	246	-	-	1,075	1,321
Segment assets	9,109	351,201	30,122	10,678	401,110
Segment liabilities	<u>(26,010)</u>	<u>(294)</u>	<u>(29,021)</u>	<u>(8)</u>	<u>(55,333)</u>

	Valuation and advisory services <i>HK\$'000</i>	Financing services <i>HK\$'000</i>	Securities broking, placing and underwriting and investment advisory and asset management services <i>HK\$'000</i>	Other segments <i>HK\$'000</i>	Total <i>HK\$'000</i>
For the year ended 31 March 2023					
Segment revenue (<i>note (i)</i>)	<u>37,737</u>	<u>23,242</u>	<u>406</u>	<u>-</u>	<u>61,385</u>
Segment results (<i>note (ii)</i>)	<u>(3,721)</u>	<u>(6,781)</u>	<u>(4,506)</u>	<u>1,608</u>	<u>(13,400)</u>
Other segment information					
Depreciation	(56)	(6)	(28)	-	(90)
Amortisation	(556)	-	-	-	(556)
Gain on disposal of property, plant and equipment	-	-	-	2,670	2,670
Allowance for expected credit losses, net:					
— Loan and interest receivables	-	(28,642)	-	-	(28,642)
— Trade receivables	(1,549)	(41)	-	-	(1,590)
— Deposits and other receivables	(182)	-	-	-	(182)
Change in fair value of investment property	-	-	-	(600)	(600)
Income tax credit/(expense)	55	-	(77)	(3)	(25)
Additions to non-current assets (excluding financial instruments)	21	-	-	-	21
Segment assets	16,476	376,051	1,282	10,045	403,854
Segment liabilities	<u>(25,872)</u>	<u>(2,067)</u>	<u>(732)</u>	<u>(1)</u>	<u>(28,672)</u>

Notes:

- (i) Segment revenue reported above represents revenue generated from external customers. There were no material inter-segment sales for both years.
- (ii) Segment results represents the profit earned or the loss incurred by each segment without allocation of corporate income and central administrative costs. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

(b) Reconciliation of reportable segment loss, assets and liabilities

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loss before income tax		
Reportable segment loss	(25,748)	(13,400)
Unallocated interest income from banks	2,814	1,634
Unallocated employee benefit expenses	(3,230)	(4,265)
Unallocated depreciation	(3,038)	(4,468)
Unallocated finance costs	(8,799)	(7,069)
Unallocated other expenses	(1,868)	(1,717)
Unallocated change in fair value of financial assets at FVTPL	(146)	(444)
	<u>(40,015)</u>	<u>(29,729)</u>
Consolidated loss before income tax	<u>(40,015)</u>	<u>(29,729)</u>
Assets		
Reportable segment assets	401,110	403,854
Unallocated property, plant and equipment	5,908	7,681
Unallocated financial assets at FVTPL	1,713	1,987
Unallocated pledged bank deposits	51,562	51,562
Unallocated deposit	987	987
Unallocated bank balances and cash	6,957	6,528
Other unallocated assets	231	204
	<u>468,468</u>	<u>472,803</u>
Consolidated total assets	<u>468,468</u>	<u>472,803</u>
Liabilities		
Reportable segment liabilities	(55,333)	(28,672)
Unallocated lease liabilities	(5,641)	(7,524)
Unallocated interest-bearing borrowings	(88,233)	(89,213)
Other unallocated liabilities	(15,570)	(6,497)
	<u>(164,777)</u>	<u>(131,906)</u>
Consolidated total liabilities	<u>(164,777)</u>	<u>(131,906)</u>

(c) Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by timing over revenue recognition (under HKFRS 15). The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments.

	Valuation and advisory services <i>HK\$'000</i>	Financing services <i>HK\$'000</i>	Securities broking, placing and underwriting and investment advisory and asset management services <i>HK\$'000</i>	Other segments <i>HK\$'000</i>	Total <i>HK\$'000</i>
For the year ended 31 March 2024					
– At a point in time	27,506	–	10,018	–	37,524
– Over time	–	–	418	–	418
	<u>27,506</u>	<u>–</u>	<u>10,436</u>	<u>–</u>	<u>37,942</u>
For the year ended 31 March 2023					
– At a point in time	37,737	–	211	–	37,948
– Over time	–	–	195	–	195
	<u>37,737</u>	<u>–</u>	<u>406</u>	<u>–</u>	<u>38,143</u>

(d) Geographical segment information

All of the revenue from external customers and non-current assets of the Group are derived from activities or located in Hong Kong. Accordingly, no geographical information is presented.

(e) Information about major customer

For the years ended 31 March 2024 and 2023, none of the customers contributed 10% or more of the revenue of the Group.

6. OTHER INCOME, OTHER GAINS AND LOSSES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Other income		
Bank interest income	2,814	1,634
Management fee income	4,328	4,370
Reimbursement of expenses	233	484
Rental income	216	216
Other marketing service income	3,405	284
Government grants (<i>note</i>)	750	1,670
Sundry income	533	445
	<u>12,279</u>	<u>9,103</u>
Other gains and losses		
Gain on disposal of property, plant and equipment	355	2,670
Exchange loss, net	(53)	(6,656)
Net fair value loss on financial assets at FVTPL	(146)	(444)
	<u>156</u>	<u>(4,430)</u>
	<u><u>12,435</u></u>	<u><u>4,673</u></u>

Note: During the year ended 31 March 2024, the Group received funding support amounting to HK\$750,000 (2023: nil) from “Dedicated Fund on Branding, Upgrading and Domestic Sales” set up by Hong Kong Government. The purpose of the funding is to provide financial support to enterprises in exploring more diversified markets.

During the year ended 31 March 2023, The Group recognised government grants of HK\$1,670,000, of which HK\$1,520,000 related to Employment Support Scheme provided by the Hong Kong Government in respect of COVID-19-related subsidies (2024: nil); and HK\$150,000 related to Technology Voucher Programme Funding provided by Hong Kong Productivity Council (2024: nil).

7. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Salaries, discretionary bonus and allowances	29,778	34,220
Contributions to defined contribution retirement plans	929	947
Other benefits	860	1,241
	<u>31,567</u>	<u>36,408</u>

8. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Auditor's remuneration (<i>note</i>)	560	520
Depreciation:		
– Owned assets	173	172
– Right-of-use assets	2,940	4,386
Amortisation of intangible assets	556	556
Allowance for expected credit losses, net:		
– Loan and interest receivables (<i>note 18</i>)	27,942	28,642
– Trade receivables (<i>note 19</i>)	103	1,590
– Deposits and other receivables (<i>note 20</i>)	–	182
Consultancy fee (<i>note</i>)	13,841	6,002
Professional fee (<i>note</i>)	2,976	1,221
Marketing and business development expenses (<i>note</i>)	2,638	2,394
Lease charges for short-term leases (<i>note</i>)	566	688
	<u>566</u>	<u>688</u>

Note: These expenses are included in “other expenses” in the consolidated statement of profit or loss and other comprehensive income.

9. FINANCE COSTS

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest on bank borrowings	3,877	2,433
Interest on other borrowings	4,617	4,557
Finance charges on lease liabilities	305	79
	<u>8,799</u>	<u>7,069</u>

10. INCOME TAX CREDIT/(EXPENSE)

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% (2023: 8.25%), and profits above HK\$2 million will be taxed at 16.5% (2023: 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% (2023: 16.5%).

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Current tax – Hong Kong profits tax		
Current year	–	20
(Over-provision)/under-provision in respect of prior year	(3)	77
Deferred tax		
Origination and reversal of temporary differences	<u>(214)</u>	<u>(72)</u>
Total income tax (credit)/expense	<u>(217)</u>	<u>25</u>

11. DIVIDEND

The Board has resolved not to recommend the payment of any dividend for the year ended 31 March 2024 (2023: nil).

12. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

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

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loss		
Loss attributable to the owners of the Company for the purpose of basic loss per share	<u>(40,990)</u>	<u>(29,352)</u>
Number of shares (thousands)		
Weighted average number of ordinary shares for the purpose of basic loss per share	<u>750,820</u>	<u>684,542</u>

Notes:

- (a) The weighted average number of ordinary shares for the years ended 31 March 2024 has been adjusted for the effect of share placing completed on 7 August 2023 and purchase of the Shares held for the Plan (2023: adjusted for the effect of purchase of the Shares held for the Plan).
- (b) No separate diluted loss per share information has been presented as there was no potential ordinary shares outstanding as at 31 March 2024 and 2023.

13. PROPERTY, PLANT AND EQUIPMENT

	Office premise <i>HK\$'000</i>	Leasehold improvements <i>HK\$'000</i>	Furniture, fixtures and office equipment <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost					
As at 1 April 2022	12,237	3,582	1,552	7,964	25,335
Additions	7,470	–	21	–	7,491
Disposals	–	–	–	(6,069)	(6,069)
As at 31 March 2023 and 1 April 2023	19,707	3,582	1,573	1,895	26,757
Additions	–	192	54	1,075	1,321
Disposals	–	–	–	(1,196)	(1,196)
Written off (<i>note</i>)	(12,237)	(3,407)	(489)	–	(16,133)
As at 31 March 2024	7,470	367	1,138	1,774	10,749
Accumulated depreciation					
As at 1 April 2022	7,818	3,494	1,348	7,792	20,452
Depreciation	4,287	82	90	99	4,558
Disposals	–	–	–	(6,069)	(6,069)
As at 31 March 2023 and 1 April 2023	12,105	3,576	1,438	1,822	18,941
Depreciation	2,830	73	75	135	3,113
Disposals	–	–	–	(1,196)	(1,196)
Written off (<i>note</i>)	(12,237)	(3,407)	(489)	–	(16,133)
As at 31 March 2024	2,698	242	1,024	761	4,725
Net book value					
As at 31 March 2024	4,772	125	114	1,013	6,024
As at 31 March 2023	7,602	6	135	73	7,816

Note: During the year ended 31 March 2024, one of the Group's office lease agreements was matured and terminated and hence, the related property, plant and equipment has been written off.

As at 31 March 2024, included in the net carrying amounts of property, plant and equipment are right-of-use assets as follows:

	Carrying amount		Depreciation	
	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Office premise	4,772	7,602	2,830	4,287
Motor vehicles	537	73	110	99
Total	5,309	7,675	2,940	4,386

During the year ended 31 March 2024, there is an addition to right-of-use assets included in property, plant and equipment of HK\$551,000 (2023: HK\$7,470,000). The details in relation to these leases are set out in note 23.

14. INVESTMENT PROPERTY

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
As at 1 April	10,000	10,600
Change in fair value	(1,500)	(600)
As at 31 March	8,500	10,000

Investment property represents factory unit for industrial use located in Hong Kong held as lessor under operating leases to earn rentals or for capital appreciation.

As at 31 March 2024, the Group's investment property with carrying amount of HK\$8,500,000 (2023: HK\$10,000,000) was pledged for securing bank borrowing of HK\$8,151,000 (2023: HK\$9,131,000) (note 24).

15. INTANGIBLE ASSETS

	Licenses <i>HK\$'000</i>	Customer relationship <i>HK\$'000</i>	Database <i>HK\$'000</i>	Accounting and management software <i>HK\$'000</i>	Valuation software <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost						
As at 1 April 2022, 31 March 2023 and 31 March 2024	4,944	7,047	15,400	618	6,059	34,068
Accumulated amortisation						
As at 1 April 2022	–	4,280	3,978	306	4,016	12,580
Amortisation	–	456	–	100	–	556
As at 31 March 2023 and 1 April 2023	–	4,736	3,978	406	4,016	13,136
Amortisation	–	456	–	100	–	556
As at 31 March 2024	–	5,192	3,978	506	4,016	13,692
Accumulated impairment						
As at 1 April 2022, 31 March 2023 and 1 April 2023	4,944	1,017	11,422	–	2,043	19,426
Impairment loss	–	838	–	–	–	838
As at 31 March 2024	4,944	1,855	11,422	–	2,043	20,264
Net book value						
As at 31 March 2024	–	–	–	112	–	112
As at 31 March 2023	–	1,294	–	212	–	1,506

For the purpose of impairment testing, intangible assets have been included in the CGU of 13 Consultant Limited (“13 Consultant”).

The customer relationship of approximately HK\$2,281,000 attributable to the acquisitions of 13 Consultant during the year ended 31 March 2021 was amortised on a straight line basis over the expected useful life of 5 years. The useful life of the customer relationship is determined with reference to the estimated future revenue from the customer relationship which is based on financial budgets approved by management. Management is of the view that the future economic benefits that can be derived from the customer relationship beyond the expected useful life are insignificant.

During the year ended 31 March 2023, the Group conducted a review on the recoverable amount of 13 Consultant based on value-in-use calculations with reference from the cash flow projections and no impairment loss had been recognised during the year ended 31 March 2023.

During the year ended 31 March 2024, the Group reviewed the recoverable amount of customer relationship of 13 Consultant based on value-in-use calculations with reference from the cash flow projections from formally approved budgets covering a five-year period and discount rate of 14.3% (2023: 16.1%). HK\$838,000 of impairment loss in relation to the customer relationship of 13 Consultant has been recognised since the recoverable amount is lower than the carrying amount as at 31 March 2024. Further details on impairment assessment of the CGU of 13 Consultant is set out in note 16.

16. GOODWILL

The net carrying amount of goodwill, net of any impairment loss, can be analysed as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Net carrying amount:		
As at 1 April	4,253	4,253
Impairment loss	(4,253)	–
	<u>–</u>	<u>–</u>
As at 31 March	<u>–</u>	<u>4,253</u>

The carrying amount of goodwill, net of any impairment loss, is allocated to the following CGU:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Net carrying amount:		
13 Consultant (<i>note</i>)	<u>–</u>	<u>4,253</u>

Note:

The recoverable amounts of the goodwill relating to 13 Consultant has been determined by value-in-use calculation based on the respective cash flow projections from formally approved budgets covering a five-year period. Cash flow beyond the five-year period are extrapolated using an estimated growth rate of 2.5%.

	2024	2023
Discount rate	14.3%	16.1%
Operating margin*	(21%)	44%
Growth rate within the five-year period	0%–3%	8%–14%

The discount rate used is pre-tax and reflect specific risks relating to 13 Consultant. The operating margin and growth rate within the five-year period have been based on management expectation regarding the market development.

An impairment loss of goodwill with amount approximately of HK\$4,253,000 was recognised for the year ended 31 March 2024 since the recoverable amount is lower than the carrying amount as at 31 March 2024.

* *defined as (loss)/profit before income tax expense divided by revenue*

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Life insurance policies	1,713	1,705
Other investments	–	282
	<u>1,713</u>	<u>1,987</u>

18. LOAN AND INTEREST RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loan and interest receivables	453,257	517,948
Less: Expected credit loss (“ECL”) allowance	<u>(102,109)</u>	<u>(142,134)</u>
	351,148	375,814
Less: Non-current portion loan and interest receivables	<u>(15,980)</u>	<u>(38,893)</u>
	<u>335,168</u>	<u>336,921</u>

As at 31 March 2024, loan and interest receivables with an aggregate carrying amount of approximately HK\$68,744,000 (2023: approximately HK\$68,744,000) were secured by assets under legal charges.

The customers are obliged to settle the amounts according to the terms set out in relevant contracts. Interest rates are offered based on the assessment of a number of factors including the borrowers’ creditworthiness and repayment ability, collaterals as well as the general economic trends. The Group’s loan principals charged interest at contract rates ranging approximately 6%–48% per annum (2023: approximately 6%–48% per annum).

A maturity profile of the loan and interest receivables, net of allowance of expected credit losses, based on the maturity date at the end of reporting period is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Current portion	335,168	336,921
Non-current portion	<u>15,980</u>	<u>38,893</u>
	<u>351,148</u>	<u>375,814</u>

The table below reconciles the ECL allowance on loan and interest receivables for the year:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Balance as at 1 April	142,134	241,389
ECL allowance recognised	27,942	29,763
ECL allowance reversed	–	(1,121)
Written-off	(67,967)	(127,897)
	<u> </u>	<u> </u>
Balance as at 31 March	102,109	142,134
	<u> </u>	<u> </u>

19. TRADE RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables arising from:		
Valuation and advisory business	10,486	8,774
– Less: ECL allowance	(2,732)	(3,388)
	<u> </u>	<u> </u>
	7,754	5,386
	<u> </u>	<u> </u>

Invoices issued to customers are in accordance with the payment terms stipulated in the contracts and payable on issuance. The ageing analysis of trade receivables (net of ECL allowance) based on invoice date at the end of reporting period is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 to 30 days	5,101	3,111
31 to 60 days	386	848
61 to 90 days	537	432
91 to 180 days	933	638
181 to 360 days	797	357
	<u> </u>	<u> </u>
	7,754	5,386
	<u> </u>	<u> </u>

The table below reconciles the ECL allowance on trade receivables for the year:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Balance as at 1 April	3,388	4,394
ECL allowance recognised	785	1,591
ECL allowance reversed	(682)	(1)
Written-off	(759)	(2,596)
	<u>2,732</u>	<u>3,388</u>

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Prepayments	2,508	1,085
Deposits	1,245	2,804
Other receivables	8,541	10,252
	<u>12,294</u>	<u>14,141</u>
Total prepayments, deposits and other receivables	12,294	14,141
Less: ECL allowance	(6,863)	(6,863)
	<u>5,431</u>	<u>7,278</u>
Less: Non-current portion deposit	(987)	(987)
	<u>4,444</u>	<u>6,291</u>

The table below reconciles the ECL allowance on deposits and other receivables for the year:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Balance as at 1 April	6,863	7,881
ECL allowance recognised	–	182
Written-off	–	(1,200)
	<u>6,863</u>	<u>6,863</u>

21. TRADE PAYABLES

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade payables arising from:			
Securities broking business	<i>(a)</i>		
– Brokerage clients		<u>28,884</u>	<u>660</u>
		28,884	660
Valuation and advisory business	<i>(b)</i>		
		<u>2,002</u>	<u>1,213</u>
		30,886	1,873
		<u>30,886</u>	<u>1,873</u>

Notes:

- (a) Trade payables arising from securities broking business represent the monies received from and repayable to brokerage clients.

No ageing analysis is disclosed as the ageing analysis does not give additional value in view of the nature of this business.

- (b) During the year ended 31 March 2024, the Group was granted by its suppliers credit periods ranging from 0 to 30 (2023: 0 to 30) days. The ageing analysis of the trade payables arising from valuation and advisory business based on invoice date at the end of reporting period is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 to 30 days	13	81
31 to 60 days	–	283
61 to 90 days	477	122
91 to 180 days	127	379
181 to 360 days	247	212
Over 360 days	<u>1,138</u>	<u>136</u>
	2,002	1,213
	<u>2,002</u>	<u>1,213</u>

22. ACCRUED LIABILITIES, OTHER PAYABLES AND CONTRACT LIABILITIES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Accrued liabilities and other payables	13,654	13,323
Contract liabilities (<i>note</i>)	<u>26,363</u>	<u>19,759</u>
	40,017	33,082
	<u>40,017</u>	<u>33,082</u>

Note:

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying valuation and advisory services are yet to be provided. The Group generally requires the customers to make up to certain percentage of the total contract value upon signing of service contract.

The Group recognises the contract liabilities as revenue when the underlying services are completed. Contract liabilities outstanding at the beginning of the year amounting to HK\$9,733,000 (2023: HK\$15,520,000) have been recognised as revenue during the year.

The Group has elected the practical expedient for not to disclose the transaction price allocated to the remaining unsatisfied performance obligation because part of these contracts has original expected duration of one year or less.

23. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Total minimum lease payments:		
Due within one year	2,803	2,698
Due within two to five years	3,133	5,340
	5,936	8,038
Less: future finance charges	(295)	(514)
Present value of lease liabilities	5,641	7,524
Present value of minimum lease payments:		
Due within one year	2,605	2,419
Due within two to five years	3,036	5,105
	5,641	7,524
Less: payment due within one year included under current liabilities	(2,605)	(2,419)
Payment due after one year included under non-current liabilities	3,036	5,105

As at 31 March 2024, lease liabilities amounting to HK\$5,641,000 (2023: HK\$7,524,000) are effectively secured by the related underlying assets (note 13) as the rights to the leased assets would be reverted to the lessor in the event of default by repayment by the Group.

During the year ended 31 March 2024, the total cash outflow for the leases (including short-term leases) are HK\$3,305,000 (2023: HK\$5,320,000).

24. INTEREST-BEARING BORROWINGS

	<i>Notes</i>	2024 HK\$'000	2023 <i>HK\$'000</i>
Bank borrowings	<i>(a)</i>	57,363	58,343
Other borrowings	<i>(b)</i>	30,870	30,870
		88,233	89,213

Notes:

(a) Bank borrowings

As at 31 March 2024, the bank borrowings of HK\$49,212,000 (2023: HK\$49,212,000) were secured by bank deposits of HK\$51,562,000 (2023: HK\$51,562,000) placed in a bank. Bank borrowings are carried at Hong Kong Inter-bank Offered Rate (“HIBOR”) +1% and bank cost of fund +0.9% (2023: HIBOR +1% and bank cost of fund +0.9%) per annum.

As at 31 March 2024, the bank borrowings of HK\$8,151,000 (2023: HK\$9,131,000) is secured by the Group’s investment property (note 14) and assignment of insurance (note 17), interest bearing at HIBOR+1.5% to 4% per annum (2023: HIBOR+1.5% to 4%).

The above banking facilities of the loans are subject to the fulfillment of covenants relating to minimum requirement of pledged bank deposits and compliance of the bank’s administrative requirements, as are commonly found in lending arrangements with financial institutions in Hong Kong. If the subsidiary were to breach the covenants, the drawn down facility would become repayable on demand.

As at 31 March 2024 and 2023, the bank borrowings were scheduled to repay within one year or on demand.

The Group regularly monitors the compliance with these covenants and the scheduled repayments of the borrowings and does not consider it probable that the bank will exercise its discretion right to demand repayment.

(b) Other borrowings

As at 31 March 2024, the other borrowings from financial institutions of HK\$30,870,000 (2023: HK\$30,870,000) are unsecured, interest-bearing at fixed rate at 5% and 15% (2023: 5% and 15%) per annum and repayable within one year or on demand.

25. SHARE CAPITAL

	Number of ordinary shares at HK\$0.01 each	HK\$'000
Authorised:		
As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	<u>57,600,000,000</u>	<u>576,000</u>
Issued:		
As at 1 April 2022, 31 March 2023 and 1 April 2023	702,081,660	7,021
Placing of shares (<i>note</i>)	<u>140,400,000</u>	<u>1,404</u>
As at 31 March 2024	<u><u>842,481,660</u></u>	<u><u>8,425</u></u>

Note: On 7 August 2023, the Company completed a placing of 140,400,000 new shares to independent investors at the placing price of HK\$0.033 per placing share (the “Placing”). The gross and net proceed (after deducting the placing commission and other related expenses from the Placing) are HK\$4,630,000 and approximately HK\$4,583,000 respectively. The Company has applied the net proceeds for the general working capital at the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the year ended 31 March 2024, the Group's revenue was approximately HK\$52.4 million, representing a decrease of approximately 14.6% compared with that for the year ended 31 March 2023.

During the year ended 31 March 2024, the Group entered into a sale and purchase agreement, pursuant to which the Group conditionally agreed to acquire 0.32% equity interest in independent third-party company engaging in the video game development business and its latest project is called "Capverse", a Web3 "play to earn" game using the blockchain technology at the consideration of HK1.25 million (the "Acquisition"). In the view of the rapid development of virtual assets in recent years, the Group is of the view that the Acquisition is in line with the Group's strategy and provides an opportunity for the Company to participate in the video game development business and Web3 projects. The Acquisition has not been completed as at 31 March 2024.

The Group aims to provide all-rounded with high quality service to its customers so as to sustain its growth. In addition, the Group always uses its best endeavors to explore various merger and acquisition opportunities and/or business collaboration to enhance its market presence in the valuation and advisory industry in Hong Kong.

The Group has distributed discretionary bonus to staff during the year ended 31 March 2024 to retain high-caliber individuals for their continuous contribution to the Group. The Group always considers its professional teams as the most valuable asset of the Group and offers competitive remuneration package to attract and retain high-caliber individuals.

FINANCIAL REVIEW

Revenue

During the year ended 31 March 2024, the Group's provision of valuation and advisory services contributed approximately 52.5% of the total revenue to the Group. The services fee income generated from provision of valuation and advisory services decreased by 27.1% to approximately HK\$27.5 million for the year ended 31 March 2024 from approximately HK\$37.7 million for the year ended 31 March 2023. Such decrement was mainly due to the inactive Hong Kong investment market sentiment leading a fewer mergers and acquisitions and decrease in the number of projects engaged.

The Group's provision of financing services contributed approximately 27.6% of the total revenue of the Group for the year ended 31 March 2024. The interest income generated from provision of financing services dropped by 37.6% to approximately HK\$14.5 million for the year ended 31 March 2024 from approximately HK\$23.2 million for the year ended 31 March 2023. The decrease of interest income was mainly attributable to the drop of loan portfolios size during the year ended 31 March 2024 as compared with that for the year ended 31 March 2023.

The segment of securities broking, placing and underwriting and investment advisory and asset management services accounted for approximately 19.9% of the Group's total revenue for the year ended 31 March 2024. The income generated from this segment increased significantly to approximately HK\$10.4 million for the year ended 31 March 2024 from approximately HK\$0.4 million for the year ended 31 March 2023. Such enormous rise was mainly attributable to the heated investment atmosphere in the United States stock market and commission income generated from a number of placing projects completed during the year ended 31 March 2024.

Other income, other gains and losses

Other income, other gains and losses mainly comprises bank interest income, reimbursement of expenses, management fee income, government grant, other marketing service income, gain on disposal of property, plant and equipment and exchange gains/losses etc. During the year ended 31 March 2024, the other income, other gains and losses significantly rose by 166.1% to approximately HK\$12.4 million from approximately HK\$4.7 million for the year ended 31 March 2023. It was mainly attributable to the combined effects of the following positive factors (i) exchange loss of approximately HK\$0.1 million incurred during the year ended 31 March 2024 as compared to enormous exchange loss of approximately HK\$6.7 million recorded during the last corresponding year; (ii) the other marketing service income of approximately HK\$3.4 million generated during the year ended 31 March 2024 as compared to a small amount of approximately HK\$0.3 million recorded during the year ended 31 March 2023; (iii) bank interest income increased by approximately HK\$1.2 million during the year ended 31 March 2024; outweighed the following negative factors (i) government grant received slid by approximately HK\$0.9 million from approximately HK\$1.7 million for the last corresponding year to approximately HK\$0.8 million for the year ended 31 March 2024; (ii) significant amount of one off gain amounted to approximately HK\$2.7 million on disposal of property, plant and equipment derived during the last correspond year.

Employee benefit expenses

Employee benefit expenses mainly consisted of wages and salaries, discretionary bonus, pension costs and other benefits to staff and Directors. The Group's employee benefit expenses decreased by approximately 13.3% for the year ended 31 March 2024 as compared with those for the year ended 31 March 2023, which was mainly attributable to the average salary per headcount dropped even though the number of headcounts increased. The Group always values the contribution of its professional and management teams and has distributed bonus during the year ended 31 March 2024 to retain high-caliber individuals for continuous contribution to the Group.

Depreciation and amortisation

The Group recorded a drop in depreciation and amortization of approximately 28.3% for the year ended 31 March 2024 as compared with that for the year ended 31 March 2023. It was mainly attributable to the drop of deprecation of the right-of-use assets derived from the new signed office rental lease with less rental payment during the year ended 31 March 2024.

Finance costs

The Group's finance cost referred to interest expenses incurred for bank borrowings, other borrowings and lease liabilities. During the year ended 31 March 2024, increase in finance cost by approximately 24.5% to approximately HK\$8.8 million from approximately HK\$7.1 million for the year ended 31 March 2023 was mainly attributable to the continuing rising interest rate.

Other expenses

The Group's other expenses increased by 62.0% for the year ended 31 March 2024 as compared with those for the year ended 31 March 2023. It was mainly attributable to the increase in professional fee and consultancy fee for the year ended 31 March 2024 due to engaging more external consultant to explore the new business opportunities.

Loss attributable to owners of the Company

Loss attributable to owners of the Company amounted to approximately HK\$41.0 million for the year ended 31 March 2024, which rose by approximately HK\$11.6 million as compared to that loss attributable to owners of the Company of approximately HK\$29.4 million for the year ended 31 March 2023. The increase was mainly attributable to following negative impacts (i) decrease in revenue by approximately HK\$9.0 million derived from the valuation and advisory services segment and financing services segment; (ii) the impact of increase of approximately HK\$10.0 million in the Group's other expenses in which substantially derived from the rise of professional fee and consultancy fee; and (iii) recognition of the impairment loss on goodwill and intangible assets amounted to approximately HK\$4.3 million and HK\$0.9 million respectively during the year ended 31 March 2024 whereas no such impairment was recorded for the year ended 31 March 2023. All of those negative impacts outweighed the positive factor from the increase by approximately HK\$7.8 million during the year ended 31 March 2024 from the other income, other gains and losses.

REVIEW ON ADVANCE TO ENTITY AND/OR PROVISION OF FINANCIAL ASSISTANCE

During the year ended 31 March 2024, none of the financial assistance provided by the Group constituted "discloseable transaction" under Chapter 19 of the GEM Listing Rules and "advances to entity" which requires disclosure pursuant to Chapter 17 of the GEM Listing Rules.

LIQUIDITY AND FINANCIAL RESOURCES

During the year ended 31 March 2024, the Group mainly financed its operations with its own working capital as well as bank and other borrowings. As at 31 March 2024 and 31 March 2023, the Group had net current assets of approximately HK\$275.1 million and HK\$282.8 million, respectively, including cash and bank balances of general accounts amounted to approximately HK\$7.0 million and HK\$6.5 million, respectively. The Group's pledged bank deposits of approximately HK\$51.6 million as at 31 March 2024 and 31 March 2023 represented cash at bank held by the Group and pledged for bank borrowings. The Group's current ratio (current assets divided by current liabilities) were approximately 2.7 and 3.2 as at 31 March 2024 and 31 March 2023, respectively.

As at 31 March 2024 and 31 March 2023, the Group's total bank borrowings amounted to approximately HK\$57.4 million and HK\$58.3 million, respectively. All bank borrowings were denominated in United States Dollars ("US\$") and Hong Kong Dollars as at 31 March 2024. Details of the bank borrowings of the Group are set out in note 24 to the consolidated financial statements of the Group. As at 31 March 2024, the Group's other borrowings amounted to approximately HK\$30.9 million (31 March 2023: HK\$30.9 million). As at 31 March 2024 and 31 March 2023, the Group's total lease liabilities amounted to approximately HK\$5.6 million and HK\$7.5 million, respectively. The Group's gearing ratio (lease liabilities and interest-bearing borrowings divided by total equity) increased to approximately 0.31 as at 31 March 2024 from approximately 0.28 as at 31 March 2023.

TREASURY POLICIES

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

COMMITMENTS

The Group's contractual commitments primarily related to the leases of its office premises. The Group's short-term lease commitments amounted to approximately HK\$4,400 and HK\$79,000 as at 31 March 2024 and 31 March 2023, respectively. As at 31 March 2024, the Group did not have any capital commitments (31 March 2023: nil).

CAPITAL STRUCTURE

Details of the movements in the Company's share capital are set out in the consolidated financial statements in this announcement in note 25.

SIGNIFICANT INVESTMENTS

Save as disclosed in this announcement, the Group did not hold any significant investments as at 31 March 2024.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2024 (31 March 2023: nil).

FOREIGN EXCHANGE EXPOSURE

During the year ended 31 March 2024, the Group's exposure to currency risk was limited to its bank balances and bank deposits denominated in Renminbi ("RMB") as a majority of the Group's transactions, monetary assets and liabilities are denominated in HK\$ and US\$. In the event that RMB appreciated by 10% (2023: 10%) against HK\$, the Group's loss for the year ended 31 March 2024 would decrease by approximately HK\$1,000 (2023: the Group's loss decreased by approximately HK\$nil). On the contrary, if RMB depreciated by 10% (2023: 10%) against HK\$, the Group's loss for the year ended 31 March 2024 would increase by approximately HK\$1,000 (2023: the Group's loss increased by approximately HK\$nil). As US\$ is pegged to HK\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rates. The Group will continue to monitor its foreign currency exposure closely.

PLEDGE OF ASSETS

As at 31 March 2024 and 2023, save for the pledged bank deposits, pledged investment property, pledged financial asset and motor vehicles acquired under leases, the Group did not pledge any of its assets as securities for any facilities granted to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2024 and 2023, the Group employed a total of 64 and 59 full-time employees, respectively. The Group's total employee benefit expenses were approximately HK\$31.6 million and HK\$36.4 million for the years ended 31 March 2024 and 2023, respectively. Remuneration is determined by reference to market conditions and the performance, qualification and experience of individual employee. In addition to a basic salary, discretionary bonuses are offered as incentive to retain staff with outstanding performance, who are contributive to the growth of the Group. The Company adopted a new share option scheme on 27 September 2021 and a share award on 22 June 2018 as incentives to the Directors (in relation to the share option scheme only) and the eligible participants. The Group also provides and arranges on-the-job training for the employees.

CAPITAL STRUCTURE

The rights issue in 2017

In November 2017, the Company raised net funds of approximately HK\$258.0 million from its rights issue of 1,874,944,986 shares (the “2017 RI Proceeds”). Up to 31 March 2024, approximately HK\$135.0 million of the 2017 RI Proceeds was utilised for the granting of various loans, approximately HK\$34.1 million of the 2017 RI Proceeds was used for investment in potential business and approximately HK\$33.0 million of the 2017 RI Proceeds was used for the Group’s general working capital, and the rest was kept in cash at a licensed bank in Hong Kong. The proposed and actual use of the 2017 RI Proceeds up to 31 March 2024 are set as below.

	Proposed use of the 2017 RI Proceeds (HK\$ in million)	Actual use of the 2017 RI Proceeds from the date of issuance of rights issue and up to 31 March 2023 (HK\$ in million)	Actual use of the 2017 RI Proceeds during the year (HK\$ in million)	Unutilised 2017 RI Proceeds as at 31 March 2024 (HK\$ in million)
Expansion of Group’s existing financing business	135.0	135.0	–	–
Investment in potential businesses (<i>note</i>)	90.0	34.1	–	55.9
General working capital	33.0	33.0	–	–
Total	<u>258.0</u>	<u>202.1</u>	<u>–</u>	<u>55.9</u>

Note: The Company currently expects that the unutilised 2017 RI Proceeds will be used by 31 March 2025.

As at 31 March 2024, the 2017 RI proceeds were not fully utilised due to unforeseen delays caused by the continuing high interest rate environment which has led to poor investment environment and therefore the management is more prudent and taking more time to seek the potential businesses.

The placing of new shares in 2023

During August 2023, the Company raised net proceeds of approximately HK\$4.6 million (the “Placing Proceeds”) from its placing of 140,400,000 Shares at the placing price of HK\$0.033 per placing share for the general working capital of the Group. The placing was completed on 7 August 2023.

All of the Placing Proceeds were utilised during the year ended 31 March 2024 and there is no unutilised Placing Proceeds as at 31 March 2024.

For details, please refer to the Company announcements dated 21 July 2023, 24 July 2023 and 7 August 2023.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed elsewhere in this announcement, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint venture during the year ended 31 March 2024.

DIVIDEND

The Board has resolved not to recommend the payment of any final dividend for the year ended 31 March 2024 (2023: nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as those disclosed in the section headed “Capital structure”, the Group currently does not have other concrete plans for material investments and capital assets.

FUTURE PROSPECTS

With an aim to be the leading valuation and advisory services provider in Hong Kong, the Group reinforced its core strategy by providing all-rounded services in high quality to clients. Going forward, the Group will continue to explore expansion of the service scope of its advisory services such as US initial public offering consultancy service with a view to match its services with the changing environment and sustain its growth. The Group will also continue to explore various merger and acquisition opportunities and/or business collaboration to maintain and enhance its market presence in the valuation and advisory industry in Hong Kong.

The continuing high interest rate environment leading the poor market sentiment that have hindered the development of the mergers and acquisition opportunities and growth of the Group’s provision of valuation and advisory service segment during the year ended 31 March 2024. Nevertheless, it is expected that the related policies in relation to the development of the Belt and Road Initiative and the advancement of Guangdong-Hong Kong-Macao Greater Bay Area will create new opportunities for Hong Kong as an international financial hub.

The performance of the Group’s provision of securities broking, placing and underwriting and investment advisory and asset management service segment has been persistently improving during the year ended 31 March 2024 due to heated investment atmosphere in the United States stock market. In addition, the expected interest rate cuts in the coming few years should support a gradual recovery of demand and leading support to economic confidence and activities in Hong Kong. Therefore, it is expected that the Group will continue adhere to its strategy to strive for being an integrated securities house in Hong Kong by cultivate capital raised from share allotment to expand and grow the business portfolio, in order to achieve a sustainable growth and play a key driver of increasing the revenue streams.

In addition, an indirectly non wholly owned subsidiary has submitted an application to the Securities and Futures Commission of Hong Kong (the “SFC”) to engaged in virtual asset-related activities under the Type 1 regulated activity (Dealing in Securities) licensing. The Group is of the view that, subject to obtaining the necessary regulatory approvals, the expansion of the business to engage in virtual asset-related services is in line with the Group’s strategy to provide more diversified services to investors and will create opportunities for synergies among the Group’s various business line. The Group will continue to monitor its status of the license application and seek new business opportunities to achieve growth and profitability.

OTHER INFORMATION

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

During the year ended 31 March 2024, the Company did not redeem any of its Shares listed on GEM nor did the Company or any of its subsidiaries purchase or sell any such Shares.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has complied with the code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Having made specific enquiry of all Directors by the Company, all Directors confirmed that they have complied with the required standard of dealings and the Company’s code of conduct concerning securities transactions by the Directors during the year ended 31 March 2024.

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Group are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the Shareholders and enhance the business growth of the Group.

During the year ended 31 March 2024, the Company has complied with all the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix C1 to the GEM Listing Rules except the deviation from the code provisions C.2.1.

In accordance with the code provision C.2.1 of the CG Code, the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual.

During the year ended 31 March 2024 and up to the date of this announcement, Mr. Yue Kwai Wa Ken has been both the chairman of the Board (the “Chairman”) and the chief executive officer of the Group (the “CEO”).

The Board considers that having the same person to perform the roles of both the Chairman and the CEO provides the Company with strong and consistent leadership, and allows effective and efficient planning and implementation of business decisions and strategies. Such structure would not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board which comprises experienced and high-caliber individuals and having meeting regularly to discuss issues affecting the operations of the Group.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group mainly carries out its businesses in Hong Kong. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied with all relevant laws and regulations in Hong Kong during the year ended 31 March 2024.

ENVIRONMENTAL POLICY

The Group aims to protect the environment by minimising environmental adverse impacts in daily operations, such as energy saving and recycling of office resources. The Group will continue to seek for better environmental practices and promote the right environmental attitudes within the organisation. The Group has complied with all relevant laws and regulations in respect of environmental protection, health and safety, workplace conditions and employment.

RELATIONSHIPS WITH STAKEHOLDERS

The Group recognises employees as its valuable assets and it strictly complies with the labour laws and regulations in Hong Kong and reviews regularly the existing staff benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers other employee benefits, such as the medical reimbursement, annual dinner, sports activities, etc.

The Group provides good quality services to the customers and maintains a good relationship with them. The Group keeps a database for direct communications with recurring customers for developing long-term business relationships.

The Group maintains effective communications and develops long-term trust relationships with the suppliers. During the year ended 31 March 2024, there was no material dispute or arguments between the Group and the suppliers.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

None of the Directors or any entity connected with any Director had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group, to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party as at 31 March 2024 or during the year ended 31 March 2024.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 March 2024 and up to the date of this announcement, none of the Directors or any of their respective close associates (as defined in the GEM Listing Rules) engaged in any business that competed or might compete with the business of the Group, or had any other conflict of interest with the Group.

CHANGES IN DIRECTOR'S INFORMATION

Subsequent to the date of the 2023/24 interim report of the Company, the changes in Director's information as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules for the year ended 31 March 2024 and up to the date of this announcement is set out below:

Pursuant to an announcement of the Company dated 29 December 2023, Ms. Chen, Yiyun resigned as an independent non-executive Director, chairperson of the Remuneration Committee and member of each of the Audit Committee and the Nomination Committee with effect from 29 December 2023.

Following the resignation of Ms. Chen, Yiyun as an independent non-executive Director with effect from 29 December 2023, the Company had two independent non-executive Directors and the Audit Committee comprised only two members. Following the resignation of Ms. Chen, Yiyun, the Company fails to meet:

- (1) the requirement under Rule 5.05(1) of the GEM Listing Rules which stipulates the board of directors of a listed issuer must include at least three independent non-executive directors;
- (2) the requirement under Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee must comprise a minimum of three members.

Pursuant to an announcement of the Company dated 28 March 2024, Ms. Suen, Tin Yan was appointed as an independent non-executive Director, chairperson of the Remuneration Committee and member of each of the Audit Committee and the Nomination Committee with effect from 28 March 2024.

Following the appointment of Ms. Suen, Tin Yan, the Company has fully complied with the requirement as set out in Rules 5.05(1) and 5.28 of the GEM Listing Rules.

AUDIT COMMITTEE

The Audit Committee was established on 26 September 2011 with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The terms of reference of the Audit Committee are available at the websites of the Company and the Stock Exchange. The major roles and functions of the Audit Committee are to review the financial systems of the Group; to review the accounting policies, financial positions and results, and financial reporting procedures of the Group; to communicate with external auditor; to assess the performance of internal financial and audit personnel; to review

the risk management system and to assess the internal controls of the Group; and to provide recommendations and advices to the Board on the appointment, re-appointment and removal of external auditor as well as their terms of appointment. The Company has adopted a whistleblowing policy in order to allow the employees or other stakeholders (such as suppliers and customers) of the Group to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Group.

As at 31 March 2024, the Audit Committee consisted of three members, namely Ms. Li, Tak Yin, Ms. Suen, Tin Yan (appointed with effect from 28 March 2024) and Mr. Chung, Man Lai (being the chairman of the Audit Committee), all being independent non-executive Directors. No member of the Audit Committee is a member of the former or existing independent auditor of the Company (the “Independent Auditor”). The Audit Committee has reviewed the audited consolidated results of the Group for the year ended 31 March 2024.

SCOPE OF WORK OF CL PARTNERS 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 2024 as set out in this announcement have been agreed by the Company’s Independent Auditor, CL Partners CPA Limited, to the amounts set out in the Group’s consolidated financial statements for the year ended 31 March 2024. The work performed by CL Partners CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagement issued by the HKICPA and consequently no assurance has been expressed by CL Partners CPA Limited in this announcement.

For and on behalf of
Roma (meta) Group Limited
Yue Kwai Wa Ken
*Executive Director, Chief Executive Officer,
Chairman and Company Secretary*

Hong Kong, 25 June 2024

As at the date of this announcement, the executive Directors are Mr. Yue Kwai Wa Ken (Chairman and Chief Executive Officer) and Mr. Li Sheung Him Michael; and the independent non-executive Directors are Mr. Chung Man Lai, Ms. Li Tak Yin and Ms. Suen Tin Yan.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at www.romagroup.com.