



# Palasino Holdings Limited 百樂皇宮控股有限公司

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

Stock Code : 2536

# GLOBAL OFFERING

Sole Sponsor, Sole Overall Coordinator, Joint Global Coordinator,  
Joint Bookrunner and Joint Lead Manager



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



# IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



## Palasino Holdings Limited 百樂皇宮控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	142,857,000 Shares comprising 85,714,000 New Shares and 57,143,000 Sale Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	14,286,000 New Shares (subject to reallocation)
Number of International Offer Shares	:	128,571,000 Shares comprising 71,428,000 New Shares and 57,143,000 Sale Shares (including 14,286,000 Reserved Shares under the Preferential Offering) (subject to reallocation and the Over-allotment Option)
Offer Price	:	HK\$2.60 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and Accounting and Financial Reporting Council transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	2536

Sole Sponsor, Sole Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Appendix VII — Documents Delivered to the Registrar of Companies and Available on Display" to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The Offer Price will be HK\$2.60 per Offer Share. Applicants for Hong Kong Offer Share may be required to pay, on application (subject to application channel), the Offer Price of HK\$2.60 for each Hong Kong Offer Share together with a brokerage fee of 1.0%, a SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%.

The Sole Overall Coordinator (for itself and on behalf of the Underwriters) may, with our Company's consent, reduce the Offer Price stated in this prospectus and/or the number of Offer Shares under the Global Offering at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of reduction in the Offer Price and/or the number of Offer Shares will be published at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and website of our Company at [www.palasinoholdings.com](http://www.palasinoholdings.com) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Details of the arrangement will then be announced by our Company as soon as practicable. Further details are set out in "Structure of the Global Offering" in this prospectus.

Prior to making an investment decision, prospective investors should consider carefully all the information set out in this prospectus, including the risk factors set out in "Risk Factors" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable state securities laws in the United States. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) if certain grounds for termination arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in "Underwriting — Hong Kong Public Offering — Underwriting Arrangements and Expenses — Grounds for Termination" in this prospectus.

#### ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.palasinoholdings.com](http://www.palasinoholdings.com). If you require a printed copy of this prospectus, you may download and print from the website addresses above.

## IMPORTANT

### IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

*We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide any printed copies of this prospectus for use by the public.*

*This prospectus is available at the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) under the "HKEXnews > New Listings > New Listing Information" section, and our website at [www.palasinoholdings.com](http://www.palasinoholdings.com). If you require a printed copy of this prospectus, you may download and print from the website addresses above.*

*The contents of the electronic version of this prospectus are identical to the printed document as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. Set out below are procedures through which you can apply for the Hong Kong Offer Shares electronically. We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public.*

*If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.*

### The Hong Kong Public Offering

Your application through the **HK eIPO White Form** service or the **HKSCC EIPO channel** must be for a minimum of 1,000 Hong Kong Offer Shares and in one of the numbers set out in the table. If you are applying through the **HK eIPO White Form** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares. If you are applying through the HKSCC EIPO channel, you are required to prefund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong.

No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$	No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$	No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$	No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$
1,000	2,626.22	15,000	39,393.31	80,000	210,097.68	900,000	2,363,598.90
2,000	5,252.44	20,000	52,524.42	90,000	236,359.89	1,000,000	2,626,221.00
3,000	7,878.66	25,000	65,655.53	100,000	262,622.10	2,000,000	5,252,442.00
4,000	10,504.89	30,000	78,786.64	200,000	525,244.20	3,000,000	7,878,663.00
5,000	13,131.10	35,000	91,917.74	300,000	787,866.30	4,000,000	10,504,884.00
6,000	15,757.32	40,000	105,048.85	400,000	1,050,488.40	5,000,000	13,131,105.00
7,000	18,383.55	45,000	118,179.95	500,000	1,313,110.50	6,000,000	15,757,326.00
8,000	21,009.77	50,000	131,311.06	600,000	1,575,732.60	7,143,000 <sup>(1)</sup>	18,759,096.61
9,000	23,635.99	60,000	157,573.25	700,000	1,838,354.70		
10,000	26,262.21	70,000	183,835.46	800,000	2,100,976.80		

## IMPORTANT

*Notes:*

- (1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.
  
- (2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and Accounting and Financial Reporting Council transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** Service Provider) while the SFC transaction levy, the Stock Exchange trading fee and the Accounting and Financial Reporting Council transaction levy will be paid to the SFC, the Stock Exchange and the Accounting and Financial Reporting Council, respectively.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## EXPECTED TIMETABLE<sup>(1)</sup>

*If there is any change in the following expected timetable, our Company will issue an announcement to be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company at [www.palasinoholdings.com](http://www.palasinoholdings.com).*

Despatch of Preferential Offering documents to

Qualifying FEC Shareholders . . . . . Monday, 18 March 2024

Hong Kong Public Offering and

Preferential Offering commence . . . . . 9:00 a.m. on Monday, 18 March 2024

Latest time to complete electronic applications under

(i) **HK eIPO White Form** service; and (ii) **HK eIPO Blue Form** service through one of the below ways<sup>(2)</sup>

(1) (i) and (ii) the designated website [www.hkeipo.hk](http://www.hkeipo.hk)

(2) (i) the **IPO App**, which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp) (applicable for applying via the **HK eIPO White Form** service only) . . . . . 11:30 a.m. on Thursday, 21 March 2024

Application lists open<sup>(3)</sup> . . . . . 11:45 a.m. on Thursday, 21 March 2024

Latest time to complete payment of (i) **HK eIPO White Form**; and

(ii) **HK eIPO Blue Form** applications by effecting internet banking transfer(s) or PPS payment transfer(s) . . . . . 12:00 noon on Thursday, 21 March 2024

Latest time to give **electronic application instructions** to

HKSCC<sup>(4)</sup> . . . . . 12:00 noon on Thursday, 21 March 2024

If you are instructing your **broker** or **custodian** who is a HKSCC Participant to give **electronic application instructions** via FINI to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

## EXPECTED TIMETABLE<sup>(1)</sup>

Application lists close<sup>(3)</sup> . . . . . 12:00 noon on Thursday, 21 March 2024

Announcement of the results of applications of the Hong Kong Public Offering and the Preferential Offering, the level of indication of interest in the International Offering, Hong Kong Public Offering and the Preferential Offering and basis of allocation of the Hong Kong Offer Shares and the Reserved Shares under the Hong Kong Public Offering and the Preferential Offering to be published (i) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and (ii) the website of our Company at [www.palasinoholdings.com](http://www.palasinoholdings.com)<sup>(5)</sup> on or before . . . . . Monday, 25 March 2024

Results of allocations in the Hong Kong Public Offering and the Preferential Offering (with successful applicants' identification document numbers) will be available through the channels below:

- (1) A full announcement to be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company at [www.palasinoholdings.com](http://www.palasinoholdings.com) from<sup>(5)</sup> . . . . . 11:00 p.m. on Monday, 25 March 2024
  
- (2) from "IPO Results" function in the **IPO App** or the designated results of allocations website at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) or [www.hkeipo.hk/IPOResult](http://www.hkeipo.hk/IPOResult) with a "search by ID" function from . . . . . 11:00 p.m. on Monday, 25 March 2024

Despatch of Share certificates of the Offer Shares or deposit of Share certificates of the Offer Shares into CCASS in respect of wholly or partially successful applications pursuant to the Hong Kong Public Offering and the Preferential Offering on or before<sup>(6)(8)</sup> . . . . . Monday, 25 March 2024

Despatch of **HK eIPO White Form** and **HK eIPO Blue Form** e-Auto Refund payment instructions/refund cheques in respect of wholly successful (if applicable) or wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering and the Preferential Offering on or before<sup>(7)(8)</sup> . . . . . Tuesday, 26 March 2024

Dealings in the Shares on the Stock Exchange expected to commence at 9:00 a.m. on . . . . . Tuesday, 26 March 2024

## EXPECTED TIMETABLE<sup>(1)</sup>

*Notes:*

- (1) All times and dates refer to Hong Kong local times and dates except as otherwise stated. Details of the structure of the Global Offering, including the conditions of the Hong Kong Public Offering, are set out in “Structure of the Global Offering” in this prospectus. If there is any change in this expected timetable, an announcement will be published.
- (2) You will not be permitted to submit your application through the **HK eIPO White Form** service or the **HK eIPO Blue Form** service through the **IPO App** (applicable for the **HK eIPO White Form** service only) or the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained a payment reference number from the **IPO App** (applicable for the **HK eIPO White Form** service only) or the designated website prior to or at 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.
- (3) If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above and/or Extreme Conditions in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 21 March 2024, the application lists will not open and close on that day. See “How to Apply for Hong Kong Offer Shares and Reserved Shares — C. Severe Weather Arrangements” in this prospectus for details.
- (4) Applicants who apply for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC via FINI should see “How to Apply for Hong Kong Offer Shares and Reserved Shares — A. Application for Hong Kong Offer Shares — 2. Application Channels” in this prospectus.
- (5) None of the website of our Company or any of the information contained on the website form part of this prospectus.
- (6) Share certificates for the Offer Shares will become valid evidence of title at 8:00 a.m. on the Listing Date provided that (i) the Global Offering has become unconditional in all respects; and (ii) none of the Underwriting Agreements have been terminated in accordance with its terms. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.
- (7) e-Auto Refund payment instructions/refund cheques will be issued in respect of wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering and Preferential Offering.
- (8) Applicants who have applied through the **HK eIPO White Form** service or **HK eIPO Blue Form** service and paid their application monies through single bank accounts may have refund monies (if any) despatched to the bank account in the form of e-Auto Refund payment instructions. Applicants who have applied through the **HK eIPO White Form** service or **HK eIPO Blue Form** service and paid their application monies through multiple bank accounts may have refund monies (if any) despatched to the address as specified in their application instructions in the form of refund cheques in favour of the applicant (or, in the case of joint applications, the first-named applicant) by ordinary post at their risk.

Applicants who have applied for Hong Kong Offer Shares through HKSCC EIPO channel should refer to “How to Apply for Hong Kong Offer Shares and Reserved Shares — F. Despatch/Collection of Share Certificates and Refund of Application Monies” in this prospectus for further details.

Further information is set out in “How to Apply for Hong Kong Offer Shares and Reserved Shares — F. Despatch/Collection of Share Certificates and Refund of Application Monies” in this prospectus.

## EXPECTED TIMETABLE<sup>(1)</sup>

**The above expected timetable is a summary only. You should refer to “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares and Reserved Shares” in this prospectus for further details and conditions of the Global Offering and the application procedures for the Hong Kong Offer Shares and Reserved Shares.**

Qualifying FEC Shareholders may obtain a copy of this prospectus in the manner they have elected, or are deemed to have elected, to receive corporate communications under FEC’s corporate communication policy. See “How to Apply for Hong Kong Offer Shares and Reserved Shares” in this prospectus for further details. Distribution of this prospectus into any jurisdiction other than Hong Kong may be restricted by law. Persons in possession of this prospectus (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this prospectus should not be distributed, forwarded or transmitted in, into or from any of the Specified Territories, except to Qualifying FEC Shareholders as specified in this prospectus.



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*This prospectus is issued by Palasino Holdings Limited solely in connection with the Hong Kong Public Offering and the Preferential Offering and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares and the Reserved Shares offered by this prospectus. This prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a Hong Kong Public Offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom.*

*You should rely only on the information contained in this prospectus to make your investment decision. We have not authorised anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not made in this prospectus must not be relied on by you as having been authorised by us, (for ourselves and on behalf of the Selling Shareholder) the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters, any of our or their respective directors, officers, representatives, employees, agents or professional advisers or any other person or party involved in the Global Offering.*

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## SUMMARY

*This summary aims to give potential investors an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to potential investors and is qualified in its entirety by, and should be read in conjunction with, the full text of this prospectus. Potential investors should read the whole document including the appendices hereto, which constitute an integral part of this prospectus, before making a decision to invest in the Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in "Risk Factors". Potential investors should read that section carefully before making a decision to invest in the Offer Shares.*

## OVERVIEW

We are a gaming and leisure group comprising (i) one integrated land-based casino and resort and two full-service land-based casinos operating in the Czech Republic, offering primarily slot machines and table games, and (ii) three hotels in Germany and one hotel in Austria that offer accommodation, catering, conference, and leisure services. Our Land Based Gaming Business and German and Austrian Hotel Business were acquired by the FEC Group through the Merger in 2018, and since then we have expanded our gaming offerings with the addition of new slot machines and the launch of poker game, and rebranded our casinos to "*Palasino*". The Listing will constitute a Spin-off of our Group from FEC Group.

Our long operating history in central Europe could be traced back to the establishment of *Palasino Furth im Wald* in 1995. Since then, we actively expanded our casino portfolio with the establishment of *Palasino Excalibur City* in 1999 and *Palasino Wulowitz* in 2004. We tapped into the hospitality business with the launch of *Hotel Savannah* in 2008, which, along with the interconnected *Palasino Excalibur City*, form our landmark resort, *Palasino Savannah Resort*. Over the years, we have built a portfolio of hotels in Germany and Austria through acquisitions, namely *Hotel Columbus*, *Hotel Auefeld* and *Hotel Kranichhöhe*, in Germany and *Hotel Donauwelle* in Austria. We began preparing for the launch of our Online Gaming Business with the establishment of *Palasino Malta* in July 2021.

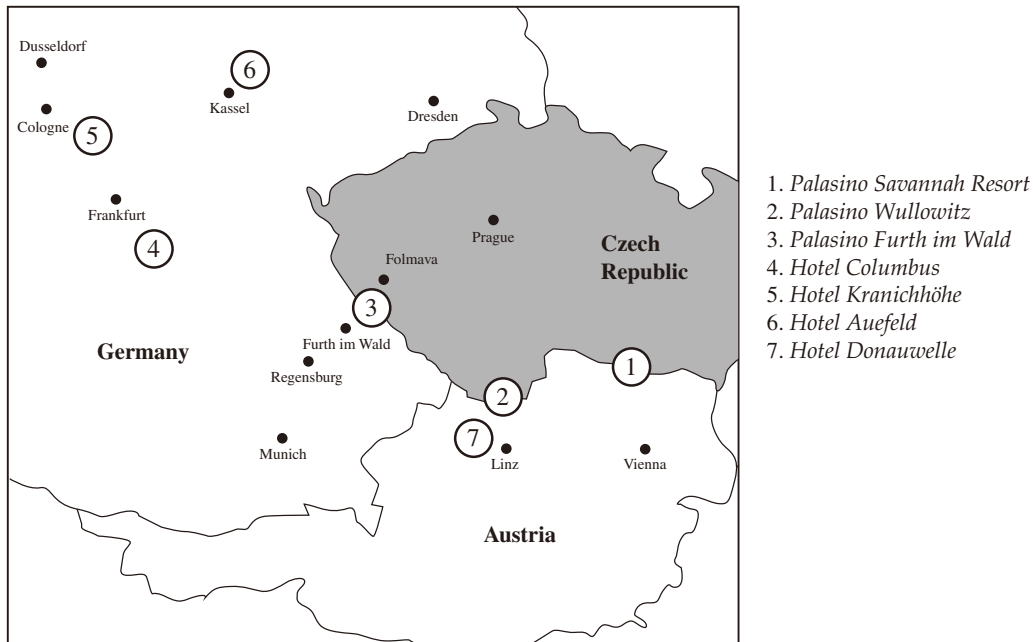
Due to the outbreak of COVID-19, the governments of the countries which we mainly conduct our business operations, have imposed a series of measures to contain its spread. Such measures have led to the closure of our casinos and hotels for intermittent periods during the years ended 31 March 2021 and 2022. Our casinos and hotel in the Czech Republic were ordered by the government to close for intermittent periods of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Our hotels in Germany and Austria were ordered by the government to close for intermittent periods of five months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. During the Track Record Period, our performance has improved due to the easing of lockdown protocols and the gradual recovery of the global economy. Our revenue increased from HK\$145.8 million for the year ended 31 March 2021 to HK\$351.2 million for the year ended 31 March 2022, and further increased to HK\$529.0 million for the year ended 31 March 2023, representing 140.9% and 50.6% year-on-year increase, respectively. We experienced continuous growth, with our revenue increased by 15.6% from HK\$240.8 million for the six months ended 30 September 2022 to HK\$278.3 million for the six months ended 30 September 2023. Prospective investors should note that the year-on-year comparison of revenue during the Track

## SUMMARY

Record Period was significantly influenced by the lockdown protocols imposed by local governments, which adversely affected our financial performance for the years ended 31 March 2021 and 31 March 2022. Such comparison should not be viewed to suggest that there has been a significant growth in our business and financial performance during the years. Our net profit increased significantly from HK\$2.6 million for the year ended 31 March 2021 to HK\$40.1 million for the year ended 31 March 2022, and further increased to HK\$44.2 million for the year ended 31 March 2023, representing 1,442.3% and 10.2% year-on-year increase, respectively. Our net profit decreased by HK\$5.2 million or 23.3% from HK\$22.3 million for the six months ended 30 September 2022 to HK\$17.1 million for the six months ended 30 September 2023 due to the listing expenses incurred for the Listing and Global Offering. Our adjusted EBITDA (non-HKFRS measure) amounted to HK\$32.1 million, HK\$77.0 million, HK\$85.4 million, representing 139.9% and 10.9% year-on-year increase, respectively, for the three years ended 31 March 2023, and HK\$44.5 million and HK\$52.2 million for the six months ended 30 September 2022 and 2023, respectively, representing 17.3% period-on-period increase. Such increase is consistent with the growing trend demonstrated during the three years ended 31 March 2023.

### OUR LOCATIONS

The following diagram illustrates the location of our casinos and hotels in central Europe.



### OUR GAMING OPERATIONS

#### Our Casinos

Our casino operations mainly consist of one integrated land-based casino and resort complex and two full-service land-based casinos, namely (i) *Palasino Excalibur City* which forms part of *Palasino Savannah Resort*, (ii) *Palasino Wulowitz*, and (iii) *Palasino Furth im Wald*. Our brand with the word “*Palasino*” is a combination of the words “*Palace*” and “*Casino*”, which not only evokes a sense of grandeur associated with palaces but also highlights our core business as a casino operator.

## SUMMARY

The following table sets forth an overview of our land-based casino portfolio as at 30 September 2023:

	<i>Palasino Excalibur City, which forms part of Palasino Savannah Resort (formerly named as American Chance Casinos Route 59)</i>	<i>Palasino Wullowitz (formerly named as American Chance Casinos Route 55)</i>	<i>Palasino Furth im Wald (formerly named as American Chance Casinos Ceska Kubice)</i>
Location	Chvalovice-Hatě, the Czech Republic	Dolní Dvořiště, the Czech Republic	Česká Kubice, the Czech Republic
Year of commencement of operations	1999	2004	1995
Gaming area (sq.m.)	1,913	1,650	1,450
Opening hours	24/7	24/7	Seven days a week 2 p.m. to 4 a.m. (Sunday to Thursday) 2 p.m. to 6 a.m. (Friday and Saturday)
Slot machines	289	169	110
Gaming tables (including poker tables)	32	19	11
Food and beverage facilities	2 bars	1 restaurant and 3 bars	1 restaurant and 2 bars
Major amenities	260 parking spaces 2 open-space terraces	142 parking spaces 1 outdoor balcony	119 parking spaces 1 outdoor terrace
Guest rooms	–	3	5

For further details of our casinos, please refer to the sub-paragraph headed “Our Casinos” under the paragraph headed “Business — Our Gaming Operations” in this prospectus.

### **Gaming Options**

We offer a variety of gaming options across our three casinos. The gaming options are generally divided into two main categories: slot machines and table games.

#### **(1) Slot machines**

Slot machines are electronic games that feature screens displaying various symbols that rotate when a game is started. Each machine specifies its rules and betting options, and players win when specific combinations result. Our Group currently sources slot machines from four different suppliers. All of these suppliers offer machines with

## SUMMARY

multi-game themes, offering up to over 50 games per machine, allowing players to switch between games without having to switch machines. During the Track Record Period and up to the Latest Practicable Date, no purchase order had been turned down by our slot machine suppliers. There are other readily available suppliers from which our Group could purchase slot machines at similar quality (including the quality of the devices and the software of the games) and terms (such as price, warranty period, maintenance services and technical support) offered by the current slot machine suppliers, given that, other than the four of our current suppliers, there are other four major slot machine suppliers, who have passed both (i) the testing by approved gaming equipment test laboratories and (ii) the certification process of the Ministry of Finance, in order for their machines to be sold and operated in licenced casinos in the Czech Republic, according to CIC.

As at 30 September 2023, our Group owned 19.2% of the total number of slot machines while the remainder are leased. Machine variety is very important to our business as having an optimal mix of machines with different volatility, jackpots, and playing modes is critical for maintaining and increasing customer traffic at our casinos. This variety of offerings not only increases our competitiveness in the market but also enhances customer loyalty by providing an engaging and exciting gaming experience that encourages them to return to our casinos for different games.

### (2) *Table Games*

We offer classic casino table games operated by a dealer which are played against the house. Some tables are equipped with modern gaming equipment such as roulette wheels and automatic shuffle machines. The major table games we offer at our casinos include Roulette, Blackjack, Double Up Blackjack, and Palasino Texas Hold'em.

We also offer poker, including poker games and poker tournaments, where players play against each other. Poker games are played at a standard poker table and can have different variations of the games, such as Texas Hold'em Poker and Omaha Poker.

For further details of our gaming options, please refer to the sub-paragraph headed "Our Casinos" under the paragraph headed "Business — Our Gaming Operations" in this prospectus.

### **Selected Operating Statistics of Our Casinos**

#### **Gaming revenue**

The following table sets forth the breakdown of some of the selected operating statistics of our casinos for the Track Record Period:

	Year ended 31 March			Six months ended 30 September	
	2021 (HK\$'000)	2022 (HK\$'000)	2023 (HK\$'000)	2022 (HK\$'000)	2023 (HK\$'000)
Slot machine drop <sup>(Note 1)</sup>	1,557,535	4,581,853	6,271,933	2,967,538	3,171,291
Table games drop <sup>(Note 1)</sup>	133,846	330,277	448,503	212,308	197,709
Total	<u>1,691,381</u>	<u>4,912,130</u>	<u>6,720,436</u>	<u>3,179,846</u>	<u>3,369,000</u>

## SUMMARY

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)
<b>Gross gaming revenue</b> <sup>(Note 2)</sup>					
Slot machine gross win <sup>(Note 2)</sup>	82,434	216,424	304,160	138,175	165,317
Table games gross win <sup>(Note 2)</sup>	26,904	69,760	95,508	45,498	43,896
<b>Total</b>	<b>109,338</b>	<b>286,184</b>	<b>399,668</b>	<b>183,673</b>	<b>209,213</b>
	(HK\$)	(HK\$)	(HK\$)	(HK\$)	(HK\$)
<b>Average slot win per machine per day</b> <sup>(Note 3)</sup>	1,152	1,596	1,657	1,619	1,611
<b>Average daily gross win per table</b> <sup>(Note 3)</sup>	2,890	3,515	4,220	3,846	3,987
<b>Slot machine hold percentage</b> <sup>(Note 4)</sup>	5.3%	4.7%	4.8%	4.7%	5.2%
<b>Table hold percentage</b> <sup>(Note 4)</sup>	20.1%	21.1%	21.3%	21.4%	22.2%

*Notes:*

- Slot machine drop refers to the total amount of slot machine bets made (coin in) in the slot machines.  
  
Table game drop refers to the total amount of drop collected in the table games drop boxes plus any cash exchanged for chips at the cage.
- Gross gaming revenue refers to the gross revenue from casino gaming activities (i.e. slot machine gross win and table game gross win), calculated before deduction of gaming tax.  
  
Slot machine gross win refers to the total amount of slot machine bets made (coin in) minus slot machine bets paid out (coin out) that is retained as winnings.  
  
Table game gross win refers to the amount of drop that is retained as winnings.
- Average slot win per machine per day = Slot machine gross win / ((opening number of machines + closing number of machines)/2) / number of open days  
Average daily gross win per table = Table games gross win / ((opening number of tables + closing number of tables)/2) / number of open days  
Due to COVID-19 pandemic, our casinos in the Czech Republic experienced intermittent periods of closure of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Accordingly, we have adjusted our calculations for average slot win per machine per day and average daily gross win per table by excluding the closing days and only took into account the open days of our casinos for the years ended 31 March 2021 and 2022.
- A – slot machine drop  
B – table game drop  
C – slot machine gross win  
D – table game gross win  
Slot machine hold percentage = (C / A) x 100%  
Table games hold percentage = (D / B) x 100%

As a result of the impact of the COVID-19 pandemic, our casinos in the Czech Republic were ordered by the government to close for intermittent periods of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022.

## SUMMARY

Although the COVID-19 pandemic has presented challenging circumstances to the gaming industry since early 2020, our Group has been able to achieve a stable recovery resulting from the easing of lockdown protocols and the relaxation of the closure restrictions. Our gross gaming revenue increased significantly by HK\$176.9 million or 161.8% from HK\$109.3 million for the year ended 31 March 2021 to HK\$286.2 million for the year ended 31 March 2022. Our gross gaming revenue from gaming operations continued to recover during the year ended 31 March 2023, increasing by HK\$113.5 million or 39.7% from HK\$286.2 million for the year ended 31 March 2022 to HK\$399.7 million for the year ended 31 March 2023. Our gross gaming revenue from gaming operations increased by HK\$25.5 million or 13.9% from HK\$183.7 million for the six months ended 30 September 2022 to HK\$209.2 million for the six months ended 30 September 2023 due to the continued recovery of our gaming operation and the gaming industry.

The number of our slot machines, which generated most of our revenue during the Track Record Period, increased from 442 as at 31 March 2021 to 446 as at 31 March 2022 and further increased to 560 as at 31 March 2023. There were 568 slot machines as at 30 September 2023.

### *Occupancy rate*

The following table sets forth the occupancy rate of our slot machines in our three casinos during the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September
	2021	2022	2023	2023
	(%)	(%)	(%)	(%)
<b>Occupancy rate</b> <sup>(Note 1)</sup>				
Overall	20.6	21.8	22.5	20.8
Peak hours <sup>(Note 2)</sup>	70.1	71.1	75.4	69.3

#### *Notes:*

- Occupancy rate = (number of slot machines that are actively being used by players / total number of slot machines available) x 100%

A slot machine is regarded as actively being used by players when a player logs into the slot machine during a gaming session by inserting a PAC card.

- Peak hours refer to 8 p.m. to 12 a.m. every Friday and Saturday.

The overall occupancy rate and the occupancy rate during peak hours were slightly lower for the six months ended 30 September 2023 mainly due to the increase of 76 slot machines since the fourth quarter of the financial year ended 31 March 2023.

For further details of our selected operating statistics of the casinos, please refer to the paragraph headed “Business — Selected Operating Statistics of Our Casinos” in this prospectus.



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### Casino Operation Flow

For every player visiting our casinos for the first time, they must produce a valid identification document and complete a registration form with their personal information. After completing the registration process, the first-time players will receive a PAC, which allows them to register at reception and participate in gaming activities during future visits. Players who have already been given PACs are required to present their PACs to the reception desk in order to have them recorded on the CMS.

As our Know Your Customer (KYC) procedures, new customers are required to complete registration form, scan identity documents, record customer's information in the CMS, and conduct politically exposed person check and international sanction check. Any persons subject to national or international sanctions are automatically notified in the CMS and not allowed to enter into our casinos. Customers coming from a country at risk are classified as high-risk customers. When they enter our casinos, automatic notification emails will be sent to the casino management, surveillance team and pit boss for increased monitoring. Database of blacklisted individuals is maintained in the intelligence database in the CMS. Blacklisted individuals are not allowed to enter into our casinos. For further details, please refer to the paragraph headed "Internal Controls and Anti-Money Laundering — Anti-Money Laundering Controls" in this prospectus.

At the registration process, each player is required to provide initial information about his source of funds for playing in the registration form, and declare that the funds have not been obtained from criminal activity and are not intended for nor related to the financing of terrorism, and that he is not a sanctioned person or a PEP (politically exposed person). The players have the obligation to inform us on any change of the source of funds. Players are automatically classified into four customer categories, and each customer category has its monthly deposit limit. Any transactions exceeding the monthly deposit limit are notified in CMS where the pit boss is required to obtain additional information from the player, such as update on the source of funds. In view of the frequencies of visits and the playing amount of players in our casinos, we make continuous checks on the sources of funds of players against the information provided by the players. For further details, please refer to the paragraph headed "Business — Our Operation Flow — Casino operations — (a) Registration process" in this prospectus.

Our Group offers a variety of slot machines with multi-game themes in our casinos. Players must insert their PACs into the slot machine of choice and enter their personal password to commence the game, and the PAC must remain in the machine card-reader throughout the course of playing. To participate in table games and poker, players are required to present their PACs to the dealers for identification and before exchanging their cash for chips at the gaming table. Our players usually exchange cash for chips to be used in table games or cash out credits stored in their PACs at the cage, or vice versa.

Our casino employees assigned to cage and audit operations have key responsibilities that are critical to the smooth functioning of our casinos. These responsibilities include maintaining the cash balance in the casino, handling cash exchange, carrying out daily reporting and creating accounting monthly closing. Casino employees responsible for security are positioned in key areas of the casino, such as at the public entrances and exits, gaming areas, and cages of the casinos. Casino employees work closely with the surveillance department to monitor and review suspicious gaming activities on table games.

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### Responsible Gaming Program

It is our responsibility to set up a responsible gaming program to promote safe and responsible gaming behaviour among our customers. Our responsible gaming program includes various measures to ensure that gaming activities in our casinos are conducted in a fair and transparent manner, and that players are provided with the necessary information and resources to make informed decisions about their gaming behaviour. We conduct age and identity verification for every visitor to our casinos. We have a responsible gaming program leaflet at our reception with contact for those in need of help with problem gambling or related issues. We educate all our staff in all gaming operations so that they can assist in identifying players who may have a gaming problem.

Most importantly, as required under the Czech Gambling Act, the gaming operator is obliged to offer a means to the customers to set their own self-limiting measures in relation to their own gaming pattern and behaviour. Our means is to request every player to set his/her self-limiting measures by filling in a registration form. Players can choose to set self-limiting measures or reject to set in the registration form. In addition, players can request a full exclusion from participation in gambling at any premises in the Czech Republic by completing an official application form which will be recorded in the database of the Ministry of Finance.

### OUR HOTEL AND CATERING OPERATIONS

#### Our Hotels

The following is a summary of the operating model in respect of our hotel operations:

- *Model summary:* We self-operate and manage our hotels
- *Revenue/profit model:* There is no revenue or profit sharing component. We collect revenue from accommodation and other self-operated services and facilities in our hotels such as restaurants, bars and other amenities
- *Costs:* We bear the entire operating costs associated with our hotels
- *Property capital expenditure:* All capital expenditure, including repair and maintenance, on our hotels are borne by us
- *Centralised procurement:* As we have three hotels located in Germany, our Group has implemented a centralised procurement system in Germany to cope with our large procurement needs

The following table sets forth an overview of our hotel portfolio as at 30 September 2023:

	<i>Hotel Savannah</i>	<i>Hotel Columbus</i>	<i>Hotel Auefeld</i>	<i>Hotel Kranichhöhe</i>	<i>Hotel Donauwelle</i>
Location	Chvalovice-Hatě the Czech Republic	Seligenstadt, Germany	Hann. Münden, Germany	Much, Germany	Linz, Austria
Year of commencement of operations in our Group	2008	2014	2015	2016	2017

## SUMMARY

	<i>Hotel Savannah</i>	<i>Hotel Columbus</i>	<i>Hotel Auefeld</i>	<i>Hotel Kranichhöhe</i>	<i>Hotel Donauwelle</i>
Rating	Four-stars certified by Hotelstars Union, an internationally recognised organisation dedicated to hotel classification				
Target customer type	Leisure travellers and group	Business and corporate clients	Business and corporate clients Leisure travellers and group	Business and corporate clients Leisure travellers and group	Business and corporate clients Leisure travellers and group
Gross floor area (sq.m.)	11,775 <sup>(Note)</sup>	6,845	11,379	12,009	10,782
Number of rooms	79	117	93	107	176
Food and beverage facilities	2 restaurants 1 bar	1 restaurant 1 bar	1 restaurant 1 bar	1 restaurant 1 brasserie	1 restaurant 1 bar
Meeting and conference rooms	6 meeting and conference rooms	7 meeting and conference rooms	11 meeting and conference rooms and 1 multifunctional hall	18 meeting and conference rooms	6 meeting and conference rooms
Major amenities	1 wellness and spa centre 1 wine cellar	1 fitness centre 1 sauna room	1 fitness studio 4 tennis courts 1 table for table tennis 2 squash courts	1 indoor pool 3 tennis courts 1 fitness centre 2 sauna rooms 1 steam bath room	1 fitness area 1 sauna room 1 outdoor terrace

*Note:* The gross floor area of *Palasino Savannah Resort* comprising *Hotel Savannah* and *Palasino Excalibur City*.

For further details of our hotels, please refer to “Business — Our Hotel and Catering Operations” in this prospectus.

### **Selected Operating Statistics of Our Hotels**

Although the COVID-19 pandemic has presented challenging circumstances to the hotel and catering industry since early 2020, we have been able to achieve a stable recovery resulting from the easing of lockdown protocols and the relaxation of closure restrictions. The average daily room rate of our hotels showed an overall growth trend for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, which was HK\$593, HK\$621, HK\$659, HK\$649 and HK\$703, respectively. Our average daily room rate indicates that our hotels focuses on the mid-market. Our average occupancy rate was 34.8%, 34.7%, 49.0%, 55.0% and 58.0% for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, respectively, which was in line with the industry average. Our RevPAR across our hotels was HK\$183, HK\$218, HK\$324, HK\$357 and HK\$409, respectively, during the same periods, demonstrated an overall growth trend, showcasing our positive and growing operational performance.

For further details of our selected operating statistics of the hotels, please refer to “Business — Selected Operating Statistics of the Hotels” in this prospectus.

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### ONLINE GAMING BUSINESS

Through our online gaming platform, we provide various digital games and entertainment options to players over the internet. It is planned that the soft launch of the Online Gaming Business will take place during the first half of 2024. The soft launch will only be available to the players over the age of 18 located in Malta. The scale of the initial operation will be minimal with expectations of limited players during the first six months of operations.

Palasino Malta has been granted a Gaming Service Licence B2C Type 1 by the MGA with a term of 10 years effective from 14 November 2022. In order to support the platform's functionality, we have established the system infrastructure of our online gaming platform, which mainly includes the servers, databases, networking and software, information management and storage system, backup inventory system and system security. The system audit on our online gaming platform has been performed and approved by the MGA.

Our platform is monitored continuously to ensure that access is only limited to an IP address located in Malta. Any player attempting to access our online gaming platform by unauthorised access (such as VPN, proxy servers or other similar gateways) would be detected and attempted registrations will be blocked.

For further details, please refer to the section headed "Business — Online Gaming Business" in this prospectus.

As to the future plans on the Online Gaming Business, it is the current intention of our Group to target on the regulated jurisdictions including those in Central Europe, subject to satisfactory feasibility study of such regulated market or any possible potential market aware of by our Group in the future. Such plan is only the preliminary plan based on the current circumstances and information available to our Group. Same as having the online gaming licence in Malta, in respect of those regulated markets that our Group is proposing to tap into, certain requirements must be met, and online gaming licences must be sought. Our Group will continuously monitor the regulatory development of the jurisdictions where our Group operates in or intends to operate in to ensure that our Online Gaming Business are in compliance with the latest relevant and available rules and regulations.

### OUR CUSTOMERS

Gaming revenue is the major revenue source of our Group which accounted for approximately 70% of our total revenue for each of the three years ended 31 March 2023 and the six months ended 30 September 2023. As such, players at our casinos are our main customers. During the Track Record Period, over 95% of our players were from neighbouring countries of the Czech Republic such as Austria and Germany. Since our customers are diversified, we do not rely on any single customers.

Our revenue derived from our five largest customers for each year or period accounted for less than 30% of our total revenue for the three years ended 31 March 2023 and the six months ended 30 September 2023.

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### OUR SUPPLIERS

Our suppliers primarily include (i) slot machine suppliers, (ii) suppliers of food and beverage, (iii) CMS provider and (iv) suppliers of utilities and miscellaneous hotel consumables.

For the three years ended 31 March 2023 and the six months ended 30 September 2023, purchases from our top five suppliers for each year or period amounted to HK\$13.7 million, HK\$20.5 million, HK\$31.5 million and HK\$17.9 million, respectively, accounting for 22.9%, 20.7%, 20.1% and 20.8% of our total purchases for the same periods. During the same periods, purchase from our largest supplier amounted to HK\$4.3 million, HK\$9.5 million, HK\$13.0 million and HK\$7.3 million, respectively, accounting for 7.2%, 9.6%, 8.3% and 8.5% of our total purchases for the same periods.

### INDUSTRY

#### Gaming Industry

The land-based casino industry is relatively fragmented in the Czech Republic with the top three casino operators having a market share of 35.4%, in terms of total number of slot machines in the casino, and the remaining casino operators each accounted for less than 5% of the market share. The competition is intense among the casino operators and there are already established players in the industry with resources and/or strong brand recognition. The gaming industry also faces competition from other forms of entertainment and gaming activities such as video lottery terminals, internet gaming, sports betting, state-sponsored lotteries and other forms of legalised gaming in the Czech Republic.

The market size of the Czech Republic's gaming market, in terms of GGR, increased from HK\$10.8 billion in 2018 to HK\$18.6 billion in 2022 with a CAGR of 14.5% between 2018 and 2022, and is expected to further increase to HK\$31.3 billion in 2027, representing a CAGR of 10.3% between 2023 and 2027. The GGR of the land-based gaming industry in the Czech Republic reached HK\$9.3 billion in 2022 with a CAGR of 5.2% between 2018 and 2022. At the end of 2022, there are 472 land-based casinos and 362 gaming halls in the Czech Republic, according to CIC. In 2022, our Group ranked ninth among the casino operators in terms of the total number of slot machines in the Czech Republic, and had a market share of 5.3% of the land-based slot machine industry of the Czech Republic in terms of GGR, according to CIC.

#### Hotel Industry

The market size of the hotel industry in Central Europe, in terms of revenue, increased from HK\$9.3 billion in 2018 to HK\$9.7 billion in 2019 and decreased to HK\$6.4 billion and HK\$6.6 billion in 2020 and 2021, respectively. Starting in 2022, the hotel industry in Central Europe started to recover and is expected to rebound in 2023, reaching a market size of HK\$12.2 billion. The occupancy rate in Germany, Austria, and the Czech Republic, in terms of bed-places and bedrooms, increased from 39%, 32%, and 28%, respectively, in 2021 to 55%, 50%, and 38%, respectively, in 2022. As the global hotel industry gradually returns to normal, the hotel industry in Central Europe, in terms of revenue, is expected to increase to HK\$13.1 billion in 2027, representing a CAGR of 1.8% between 2023 and 2027. As at the end of 2022, there were more than 130,000

## SUMMARY

accommodation establishments in Central Europe. In terms of revenue, our Group earned a market share of 1.2% in Central Europe's hotel industry in 2022, according to CIC.

Strict regulatory requirements and licence obtainment and high capital requirements are the key entry barriers to the casino industry and hotel industry in Central Europe. For details, please refer to the section headed "Industry Overview" in this prospectus.

### REGULATORY FRAMEWORK OF GAMING OPERATIONS IN THE CZECH REPUBLIC

Our gaming operations are regulated under the laws and regulations of the Czech Republic with respect to various matters, including the requirements for obtaining basic licences for technical games and live games, and premises licences for casinos premises location, gaming taxation, gambling games advertisement, requirements for provision of information to authorities and AML requirements. For further details, please refer to "Regulatory Overview — Overview of Regulatory Framework of Gaming Operations in the Czech Republic" in this prospectus.

#### Recent Regulatory Development

##### *The new Czech Gambling Act*

##### *Major amendments to the Czech Gambling Act*

The parliament of the Czech Republic has approved the proposed amendments to the Czech Gambling Act submitted by the government to (i) impose new licencing and deposit requirements; (ii) better protect the players; and (iii) make administrative changes to the previous Czech Gambling Act. The new Czech Gambling Act has come into effect on 1 January 2024. The major amendments include:

- (1) introduction of three-level licence mechanism;
- (2) increase in security deposit to obtain gaming licences;
- (3) deletion of temporary user accounts for non-Czech Republic citizen;
- (4) requirements that gaming area should not be visible from the registration area;
- (5) requirements relating to the diagram of the camera system;
- (6) adoption of panic button;
- (7) prohibition to encourage a player to participate in gambling who has previously informed the operator that he/she does not wish to be approached with incentives to participate in gambling; and
- (8) prohibition to provide "risk bonus" (i.e. a bonus that either does not include a description of its conditions or does not communicate those conditions to players before they obtain the bonus, and a bonus with terms and conditions that encourage competitive behaviour based on frequency of participation, stake amounts or winnings, being conditional upon the player not withdrawing funds or which is provided to a player upon his request to cancel user account) to the players.

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### *Relevant implications on our business operations and/or financial position*

For item (1), based on the advice from our Czech Legal Advisers that (i) the three-level licence scheme is administrative in nature in order to streamline the licencing process to reduce administrative cost, and (ii) save as the security deposit, there is no material change to the licencing conditions and requirements under the new Czech Gambling Act, our Company is of the view that there is no foreseeable difficulties in our Group's application for the initial licence and the change of the basic licences.

For item (2), our Group has already set aside the required security deposit of CZK150 million (equivalent to HK\$54 million) to obtain the gaming licences, which is one-off in nature and non-recurring. It is currently expected that there will be sufficient working capital for our operations after such payment. However, the increase in the required security deposit may potentially have an adverse impact on our Group's working capital and financial positions in the future. As at the Latest Practicable Date, our Group has entered into an agreement with a bank to obtain a guarantee with a maximum amount of CZK120 million (equivalent to HK\$43.2 million) for the security deposit.

For items (3), (5) and (7) which are solely administrative changes in nature, and item (4) which is a minor construction change, it is expected that the administrative costs of HK\$3.0 million will be incurred for the year ending 31 March 2024.

For item (6), as at the Latest Practicable Date, the detailed technical requirements have been officially confirmed. Our Company confirms that the Panic Button can be an application which serves the function of alerting the excluded person based on his/her record of self-exclusion registration in the CMS database. It is estimated that the total cost to be incurred for full installation of the Panic Button Feature is CZK1.1 million (equivalent to HK\$0.4 million).

For item (8), our Company expects that there will be no material impact on our business operations nor financial position, because (i) our current loyalty program has complied with the requirements under the new Czech Gambling Act and does not need to be modified, (ii) the loyalty program is not the primary channel for attracting customer traffic to our business, (iii) our Group has a variety of marketing and promotional events to attract customers, (iv) the financial impact to our Group is limited as the contract liability in relation to the loyalty program was HK\$33,000, HK\$1.3 million, HK\$1.2 million and HK\$2.0 million for the three years ended 31 March 2023 and six months ended 30 September 2023, respectively, and (v) there will not be material cost incurred to fulfil the restriction.

Based on the above, our Directors consider and the Sole Sponsor concurs that, save as the one-off in nature security deposit, the potential financial and operational impact brought by the new Czech Gambling Act to our Group is not material.

### *Transitional period for compliance after 1 January 2024*

For the amendments of items (1), (2), (5) and (6), the government allows a transitional period for operators to comply with even after the effective date of 1 January 2024.

For the amendments of items (1) and (2), we are required to apply for the initial licence not later than 30 June 2024 and the change of the basic licences not later than 1

## SUMMARY

April 2025. For the amendment of item (5), our Group is obliged to update the diagram of camera system by 1 July 2024. For the amendment of item (6), our Group is obliged to implement part of the Panic Button Feature by 1 July 2024. The other amendments shall be implemented within six months from the publication of technical specifications, which has been issued on 30 January 2024 by the Ministry of Finance.

Although these requirements will take effect at a later stage, as advised by our Czech Legal Advisers, there are no foreseeable material difficulties for our Group to comply with those requirements and to obtain the licences as long as we make the applications on time, our operations comply with all relevant laws and regulations and we fulfil all applicable requirements and conditions and adhere to the procedures set forth in the new Czech Gambling Act. Based on the understanding of the requirements of the new Czech Gambling Act, and the reasons stated above, for the amendments of items (1), (2), (5) and (6) which the government allows a transitional period for operators to comply with, our Directors do not foresee, and the Sole Sponsor concurs, any material difficulties in meeting such requirements and obtaining the licences under the new Czech Gambling Act during the transitional period.

For details of the new Czech Gambling Act, please refer to the section headed “Business — The New Czech Gambling Act” in this prospectus.

### ***Increase in relevant tax rates in the Czech Republic***

The increase in (i) corporate income tax rate from 19% to 21%, (ii) live games tax rate from 23% to 30%, and (iii) value-added tax rate on hotel accommodation from 10% to 12% took effect on 1 January 2024. If the corporate income tax rate and live games tax rate were implemented since the beginning of the Track Record Period, the decrease in net profit due to the increase in live games tax rate and corporate income tax rate would be HK\$1.6 million, HK\$4.8 million, HK\$7.1 million and HK\$3.5 million, respectively, for the three years ended 31 March 2023 and the six months ended 30 September 2023. On the other hand, the increase in value-added tax rate on hotel accommodation would be transferred to the hotel customers subsequently, which is in line with the market practice. For further details, please refer to the section headed “Risk Factors — Risks relating to our Business and Operations — We may be exposed to various types of taxes in the jurisdictions in which we operate or have a presence” in this prospectus.

### **Restriction on gaming activities in other cities in the Czech Republic**

Although Prague, the capital of the Czech Republic, has announced a municipality-level ban on slot machines, which took effect on 1 January 2024, and other major municipalities in the Czech Republic have imposed municipality-level restrictions, such as Brno which prohibited the operation of slot machines in the municipality, our Directors are not aware of, any foreseeable changes in the regulatory environments in the border areas where our Group operates that would have a material adverse impact on our Group’s gaming business, and nothing has come to the attention of the Sole Sponsor as at the Latest Practicable Date to disagree with the Directors’ views, based on the following reasons:

- (i) as at the Latest Practicable Date, there is no foreseeable draft laws and regulations which propose bans or reduce availability of gaming choices (a) at the national level and (b) in the municipalities of border areas where our Group operates in, respectively, as advised by our Czech Legal Advisers;



## SUMMARY

- (ii) a majority of municipalities in the Czech Republic have not imposed any restrictions on gaming. According to CIC, by the end of 2023, the number of municipalities with valid local decrees on restriction of gaming only accounted for an insignificant portion of around 6% of all municipalities in the Czech Republic;
- (iii) the laws implemented in other municipalities may not be indicative for the laws that will be proposed and/or implemented in the border areas where our Group operates in since municipality government is at liberty to determine whether and how to impose more restrictive measures on municipalities level based on their own circumstances, which may be very specific after taking into account the demographic, socio-cultural environment, and political-economic environment of that locality. As advised by our Czech Legal Advisers, the new Czech Gambling Act is the main governing act of gambling-related matters in the Czech Republic that applies across the whole nation, whereas each municipalities only has the authority to determine implementation details of the Czech Gambling Act in their municipality laws in limited aspects, which include: (a) the designation of places and times where specific gaming offerings could be provided; and (b) the restrictions of places and times and/or prohibition of specific gaming offerings, and such implementation details could not override the Czech Gambling Act. If there is any inconsistency between the Czech Gambling Act and the municipalities laws, the Czech Gambling Act will prevail;
- (iv) according to CIC, each municipality has its own discrete consideration when it comes to restricting gaming offerings, in general, it may be resulted from the following reasons:
  - (a) in terms of social reasons, easing negative social phenomena and problem gambling in order to (i) maintaining city image and landscape; and (ii) reducing impact of gaming on local residents may be taken into account in exercising the discretion to restrict gaming offerings for a majority of municipalities. Firstly, for example, for Prague, according to Councillors of Prague, the decree banning all electronic and mechanical gambling machines in the Czech capital was approved with an aim of clamping down certain negative social phenomena in Prague, i.e. problem gambling, such as pathological gambling or non-payment, which may bring negative perception, city image and landscape to the tourists, whereas Prague, being the capital of Czech Republic, is a popular tourists' spot among international tourists. However, our Group operates at the borders which are comparatively less populated and less known for international tourists, the reasons above may not be the key concerns of the municipality governments we operate in and thus are not applicable to the respective municipalities. Secondly, casinos in major municipalities often cater to local residents and have a more significant impact on the surrounding local communities. As such, they may have more incentive to impose restrictions on gaming activities. In contrast, border casinos primarily target players from neighbouring countries rather than local residents and they tend to have a lesser impact on their local communities. In addition, the new Czech

## SUMMARY

Gambling Act and the related measures implemented (i.e. responsible gaming) are able to protect the players and ease the concern on problem gambling; and

- (b) in terms of economic reasons, income from gaming tax may not be the main sources of the municipalities' tax income and other considerations may be taken into account by a majority of municipalities in exercising the discretion to restrict gaming offerings. For example, Prague and Brno are popular tourist cities among international tourists, and the income from gaming tax accounted for less than 2% in 2020, 2021 and 2022, respectively, according to CIC. However, for the municipalities in border areas where our Group operates in, tax revenue, particularly gaming tax, is the major income source for the municipality governments. The gaming tax represents a significant portion (which was over 60%) of the total tax income of Chvalovice, Česká Kubice and Dolní Dvořiště, respectively, in 2020, 2021 and 2022. It reflects the importance of gaming business to the economy and business activities in the respective municipalities.

### **OUR INTERNAL CONTROL AND ANTI-MONEY LAUNDERING PROCEDURES, SYSTEMS AND CONTROLS**

We have implemented internal controls and procedures to: (1) ensure that our gaming operations are in full compliance with applicable laws and regulations; and (2) detect and remediate irregularities and unusual activities or trends in our casinos. We believe that money laundering risks associated with our gaming operations are inherently low due to stringent laws and regulations. We have also established anti-money laundering policies and procedures. For details, please refer to the section headed "Internal Controls and Anti-Money Laundering" and "Appendix V — Summary of Review of Anti-Money Laundering Procedures, Systems and Controls" in this prospectus.

### **STRENGTHS**

We believe that the following key strengths are the bedrock of our positioning as a well-established gaming and leisure group:

- Established presence in central Europe with a long operating history since 1995 with strong knowledge of the gaming and hospitality industry in terms of customer preference
- Strategic locations of our casinos and hotels
- Diversified portfolio of gaming products and hospitality services
- High degree of flexibility and control through a self-operated and managed operating model
- Operations on self-owned lands, which provides stability and control without being subject to rental reviews

For further details of our strengths, please refer to "Business — Strengths" in this prospectus.

## SUMMARY

### STRATEGIES

To solidify our market position, we intend to pursue the following strategies:

- (i) Maintain and further consolidate our market presence in the gaming industry in the Czech Republic and central Europe through asset rejuvenation

In order to capitalise on the positive growth trajectory of the gaming industry and maintain and further consolidate our market presence, we plan to rejuvenate our assets, in particular, *Palasino Savannah Resort* and *Palasino Wulowitz*. Our asset rejuvenation plan is intended to (i) procure and rent slot machines; and (ii) overhaul the gaming area facilities, back-of-house areas, guest rooms and other hospitality offering, which is tailored to each property's distinct operating conditions.

- (ii) Continue to expand our gaming business in the Czech Republic, central Europe or other markets through acquisition of business or asset and/or bidding for new gaming licence

For further details of our strategies, please refer to "Business — Strategies" in this prospectus.

### OUR CONTROLLING SHAREHOLDERS

As at the Latest Practicable Date, FEC, through its wholly-owned subsidiary, Ample Bonus, held an indirect interest of 90% in our Company.

As at the Latest Practicable Date, FEC was directly held as to 0.98% by Tan Sri Dato' David CHIU, as to 52.40% by Sumptuous Assets Limited (a direct wholly-owned subsidiary of Far East Organization (International) Limited, which in turn was directly wholly-owned by Tan Sri Dato' David CHIU), as to 0.001% by Modest Secretarial Services Limited (which was directly wholly-owned by Tan Sri Dato' David CHIU) and as to 0.74% by Mrs. Nancy CHIU NG (the spouse of Tan Sri Dato' David CHIU). As a result, Ample Bonus, FEC, Tan Sri Dato' David CHIU, Sumptuous Assets Limited, Modest Secretarial Services Limited, Far East Organization (International) Limited and Mrs. Nancy CHIU NG constitute a group of our Controlling Shareholders. FEC is an exempted company with limited liability incorporated in the Cayman Islands and its shares are listed on the Main Board of the Stock Exchange (stock code: 35).

After the Listing, gaming and related operations will cease to be classified as a core business segment of the Remaining FEC Group, as the Remaining FEC Group will no longer have any interest in gaming operations other than its shareholding in Palasino Group and its minority interest (less than 5%) and joint venture interest in certain gaming business in Australia. Although the Remaining FEC Group has hotel operations and management business, the hotel businesses of the Remaining FEC Group and our Group are entirely geographically distinct, operated under different brands, managed and operated by separate operating teams, and target different markets. Therefore, we consider that apart from their interest in our Company, our Controlling Shareholders do not currently control a business similar to the principal business of our Group that competes or is likely to compete, either directly or indirectly, with our Group's business, and our business is clearly delineated from that of the Remaining FEC Group. FEC Group will continue to consolidate the financial results of our Group based on the accounting standard in place.

## SUMMARY

For further details of our Controlling Shareholders, please refer to the section headed “Relationship with Our Controlling Shareholders” in this prospectus.

### PRE-IPO INVESTOR

As Pre-IPO Investment, on 10 February 2023, Dateplum subscribed for 10% of the equity interest of Turbo Century at a consideration of US\$20,000,000 (equivalent to HK\$156,000,000). Upon Listing, Dateplum will hold 8.93% of shareholding in our Company (assuming no exercise of the Over-allotment Option). The lock-up period for the pre-IPO investor is twelve months after the completion of the share subscription or six months after the Listing, whichever is later. Dateplum is a company incorporated in the BVI and a special purpose vehicle established for the purpose of the Pre-IPO Investment. The ultimate beneficial owner of Dateplum is Ms. Yang Fang. To the best of our Directors’ knowledge and belief after making due and careful enquiries, Dateplum and its ultimate beneficial owner are Independent Third Parties who do not have any relationship with our Group or any connected persons of the Company save for the Pre-IPO Investment.

For further details of our pre-IPO investor, please refer to the paragraph headed “History, Reorganisation and Corporate Structure — The Pre-IPO Investment” in this prospectus.

### KEY FINANCIAL DATA

The following summary of our financial condition and results of operations (including the selected combined financial data set out below) during the Track Record Period is based upon and should be read in conjunction with our audited combined financial statements contained in the Accountants’ Report in Appendix I to this prospectus. Our combined financial statements have been prepared in accordance with HKFRSs.

#### Summary of combined statements of comprehensive income

The following table sets out the summary of our combined statements of comprehensive income for the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$’000	HK\$’000	HK\$’000	HK\$’000	HK\$’000
	(unaudited)				
Gaming revenue	107,914	278,458	390,403	172,074	194,279
Hotel, catering and related services revenues	37,857	72,738	138,618	68,679	84,008
Gaming, hotel, catering and related services revenues	145,771	351,196	529,021	240,753	278,287
Gaming tax	(36,946)	(94,965)	(133,097)	(58,448)	(67,351)
Inventories consumed	(4,919)	(13,090)	(25,076)	(11,324)	(14,520)
Other income	76,413	42,235	5,172	3,019	2,946
Other gains and losses	4,048	(6,605)	(12,192)	(6,288)	8,186
Depreciation and amortisation	(24,974)	(24,493)	(23,180)	(10,962)	(11,810)
Employee benefits expenses	(109,322)	(126,951)	(170,182)	(74,874)	(95,758)
Listing expenses	–	–	–	–	(14,452)
Other operating expenses	(42,883)	(74,788)	(105,274)	(47,593)	(56,656)
Finance costs	(3,651)	(3,489)	(3,576)	(1,583)	(1,974)

## SUMMARY

	For the year ended 31 March			For the six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
<b>PROFIT BEFORE TAXATION</b>	3,519	49,050	61,616	32,700	26,898
Income tax expense	(962)	(8,967)	(17,462)	(10,400)	(9,844)
<b>PROFIT FOR THE YEAR/PERIOD</b>	<b>2,557</b>	<b>40,083</b>	<b>44,154</b>	<b>22,300</b>	<b>17,054</b>
<b>Profit for the year/period attributable to:</b>					
Owners of the Company	2,557	40,083	44,154	22,300	15,349
Non-controlling interests	-	-	-	-	1,705
	<b>2,557</b>	<b>40,083</b>	<b>44,154</b>	<b>22,300</b>	<b>17,054</b>

### Non-GAAP financial Measures

In evaluating our business, we consider and use adjusted EBITDA (non-HKFRS measure), which is a non-GAAP measure, as supplemental measures to review and assess our operating performance. We believe that these non-GAAP measures facilitate comparison of operating performance from period to period.

We provide a reconciliation of adjusted EBITDA (non-HKFRS measure) to profit for the year, calculated and presented in accordance with HKFRS. Adjusted EBITDA (non-HKFRS measure) refers to earnings before interest income, finance costs, income tax and depreciation and amortisation. The term of adjusted EBITDA is not defined under HKFRS and should not be considered in isolation or construed as alternatives to loss/profit from operations or any other measure of performance or as an indicator of our operating performance or profitability.

Our adjusted EBITDA (non-HKFRS measure) may not be comparable to similarly titled measures of another company because it does not have a standardised meaning and all companies may not calculate adjusted EBITDA in the same manner. The following table presents a reconciliation of adjusted EBITDA (non-HKFRS measure) to loss/profit for each of the years/periods indicated:

	Year ended 31 March			Six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
<b>Profit for the year/period</b>	2,557	40,083	44,154	22,300	17,054
Add:					
Listing expenses	-	-	-	-	14,452
<b>Adjusted net profit (non-HKFRS measure)</b>	<b>2,557</b>	<b>40,083</b>	<b>44,154</b>	<b>22,300</b>	<b>31,506</b>

## SUMMARY

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(unaudited)	
Add:					
Depreciation and amortisation	24,974	24,493	23,180	10,962	11,810
Finance costs	3,651	3,489	3,576	1,583	1,974
Income tax	962	8,967	17,462	10,400	9,844
Less:					
Bank interest income	–	52	661	351	12
Interest income from related parties	–	–	2,296	363	2,919
	32,144	76,980	85,415	44,531	52,203
<b>Adjusted EBITDA (non-HKFRS measure)</b>	<b>32,144</b>	<b>76,980</b>	<b>85,415</b>	<b>44,531</b>	<b>52,203</b>

For the years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2022 and 2023, we recorded net profit of HK\$2.6 million, HK\$40.1 million, HK\$44.2 million, HK\$22.3 million and HK\$17.1 million, respectively. The significant increase during the years ended 31 March 2021, 2022 and 2023 was primarily driven by (i) increase in number of patrons brought by the lifting of mandatory closure restrictions as a result of the gradual recovery from the impact of the COVID-19 pandemic and the resumption to normal business operations during the years and (ii) government grants which were provided to our Group to subsidise our business operations as a result of the impact of the COVID-19 pandemic. Our net profit decreased in the six months ended 30 September 2023 as compared to the same period in 2022, primarily due to the effect of listing expenses in the amount of HK\$14.5 million in relation to the Listing and Global Offering. For further details, please refer to the section headed “Financial Information — Description of Selected Items of Combined Statements of Profit or Loss and Other Comprehensive Income” in this prospectus.

### *Gaming revenue*

We generated revenue from our gaming operation, which includes three casinos, namely *Palasino Excalibur City*, *Palasino Wullowitz* and *Palasino Furth im Wald* in the Czech Republic.

Our gaming revenue increased significantly by HK\$170.6 million or 158.1% from HK\$107.9 million for the year ended 31 March 2021 to HK\$278.5 million for the year ended 31 March 2022 and further increased by HK\$111.9 million or 40.2% to HK\$390.4 million for the year ended 31 March 2023, mainly due to an increase of slot machine drop as a result of the increase of patrons brought by the relaxation of mandatory closure restrictions which were previously imposed due to the COVID-19 pandemic for the year ended 31 March 2022 and the complete lifting of such restrictions for the year ended 31 March 2023, in response to which we have increased the number of slot machines in our casinos to meet the pent-up demand. Our gaming revenue increased by HK\$22.2 million or 12.9% from HK\$172.1 million for the six months ended 30 September 2022 to HK\$194.3 million for the six months ended 30 September 2023, which is consistent with the growing trend demonstrated during the three years ended 31 March 2023. In particular, our gaming revenue contributed by slot machines increased from 75.9% for the six months ended 30 September 2022 to 80.2% for the six months ended 30 September 2023. For the three years

## SUMMARY

ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our gaming revenue represented 74.0%, 79.3%, 73.8%, 71.5% and 69.8% of our total revenue, respectively. The following table sets out information about our gaming revenue by type of games during the Track Record Period:

	For the year ended 31 March						For the six months ended 30 September			
	2021		2022		2023		2022		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
	(unaudited)									
Slot machines	81,611	75.6	212,943	76.5	300,124	76.9	130,546	75.9	155,896	80.2
Table games	26,303	24.4	65,515	23.5	90,279	23.1	41,528	24.1	38,383	19.8
<b>Total</b>	<b>107,914</b>	<b>100.0</b>	<b>278,458</b>	<b>100.0</b>	<b>390,403</b>	<b>100.0</b>	<b>172,074</b>	<b>100</b>	<b>194,279</b>	<b>100</b>

### *Hotel, catering and related services revenues*

Our hotel, catering and related services revenue was primarily generated from our hotel and catering operation, comprising (i) *Hotel Savannah* in the Czech Republic, (ii) *Hotel Columbus*, *Hotel Auefeld*, *Hotel Kranichhöhe* in Germany, and (iii) *Hotel Donauwelle* in Austria.

Our hotel, catering and related services revenue significantly increased by HK\$34.8 million or 91.8% from HK\$37.9 million for the year ended 31 March 2021 to HK\$72.7 million for the year ended 31 March 2022, and further increased significantly by HK\$65.9 million or 90.6% to HK\$138.6 million for the year ended 31 March 2023, mainly due to (i) the improvement in our average occupancy rate with the decrease in the number of closing days, (ii) the increase in average room rate; and (iii) the increased number of diners as a result of recovery from the COVID-19 pandemic. Our hotel, catering and related services revenue increased by HK\$15.3 million or 22.3% from HK\$68.7 million for the six months ended 30 September 2022 to HK\$84.0 million for the six months ended 30 September 2023, mainly due to (i) the further improvement of our average occupancy rate which is consistent with the growing trend demonstrated during the three years ended 31 March 2023 as a result of the gradual recovery from the impact of the COVID-19 pandemic; and (ii) the increase in average room rate. In particular, the average occupancy rate of *Hotel Donauwelle* increased from 48.9% for the six months ended 30 September 2022 to 63.1% for the six months ended 30 September 2023 and the revenue contributed by *Hotel Donauwelle* significantly increased by HK\$8.1 million or 60.4% from HK\$13.4 million for the six months ended 30 September 2022 to HK\$21.5 million for the six months ended 30 September 2023. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our hotel, catering and related services revenue represented 26.0%, 20.7%, 26.2%, 28.5% and 30.2%, respectively, of our total revenue.

For further details, please refer to “Financial Information — Description of Selected Items of Combined Statements of Profit or Loss and Other Comprehensive Income” in this prospectus.

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We recorded positive and continuous growth in revenue during the Track Record Period for both our gaming operations and hotel and catering operations. Due to the impact of the COVID-19 pandemic for the year ended 31 March 2021 and the increase in operating expenses for the year ended 31 March 2023, we recorded operating loss in Trans World Austria during the respective years. After the full resumption in business after the COVID-19 pandemic and with stringent cost management, Trans World Austria achieved net operating profit of HK\$3.4 million for the six months ended 30 September 2023.

### Revenue breakdown by geographical location and operating segment

	For the year ended 31 March						Six months ended 30 September			
	2021		2022		2023		2022		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
	(unaudited)									
<b>Gaming</b>										
The Czech Republic	107,914	74.0	278,458	79.3	390,403	73.8	172,074	71.5	194,279	69.8
<b>Hotel, catering and related service</b>										
The Czech Republic	9,077	6.2	24,116	6.9	40,563	7.7	18,484	7.7	23,713	8.5
Germany	23,263	16.0	36,060	10.3	71,845	13.6	36,771	15.3	38,758	13.9
Austria	5,517	3.8	12,562	3.6	26,210	5.0	13,424	5.6	21,537	7.7
Subtotal	<u>37,857</u>	<u>26.0</u>	<u>72,738</u>	<u>20.7</u>	<u>138,618</u>	<u>26.2</u>	<u>68,679</u>	<u>28.5</u>	<u>84,008</u>	<u>30.2</u>
Total	<u>145,771</u>	<u>100.0</u>	<u>351,196</u>	<u>100.0</u>	<u>529,021</u>	<u>100.0</u>	<u>240,753</u>	<u>100.0</u>	<u>278,287</u>	<u>100.0</u>

### Gaming tax

During the Track Record Period, the tax rate for gambling in the Czech Republic has been set at 35% of GGR of slot machines and at 23% of GGR of live games. Our gaming tax for the three years ended 31 March 2023 and the six months ended 30 September 2023 amounted to HK\$37.0 million, HK\$95.0 million, HK\$133.1 million and HK\$67.4 million, representing 34.3%, 34.1%, 34.1% and 34.7% of our gaming revenue, respectively. The live games tax rate increased from 23% to 30% on 1 January 2024.

### Other income — government grants

During the Track Record Period, our Group received government grants from the government of the Czech Republic, Germany and Austria in order to subsidise the business operations of our respective entities incorporated in these countries as a result of the COVID-19 impact. Such government grants were to subsidise our business and to reimburse employee remuneration incurred during the period the government mandated closure during the COVID-19 pandemic. For the three years ended 31 March 2023 and the six months ended 30 September 2023, the government grants recognised by our Group was HK\$76.4 million, HK\$42.2 million, HK\$2.2 million and HK\$15,000, respectively. All government grants recognised in our combined statements of profit or loss and other comprehensive income by our Group are unconditional.



## SUMMARY

### Summary of combined statements of financial position

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current assets	86,397	159,647	164,696	132,158
Non-current assets	435,038	417,510	452,119	396,819
Current liabilities	57,314	84,711	116,787	106,257
Non-current liabilities	156,922	144,201	112,266	125,102
Net current assets	29,083	74,936	47,909	25,901
Net assets	307,199	348,245	387,762	297,618
Non-controlling interests	–	–	38,776	29,762

Our Group recorded an increase in our net current assets from HK\$29.1 million as at 31 March 2021 to HK\$75.0 million as at 31 March 2022, which was primarily attributable to (i) the increase in cash and cash equivalents mainly generated from our gaming operations due to the recovery from the COVID-19 pandemic and (ii) the receipt of government grant in the amount of HK\$42.2 million during the year ended 31 March 2022 to subsidise our business which was affected by the COVID-19 pandemic.

Our Group recorded a decrease in our net current assets from HK\$75.0 million as at 31 March 2022 to HK\$47.9 million as at 31 March 2023, which was primarily attributable to (i) the loan to BC Mortgage, being a joint venture of our Controlling Shareholder and our related party, which was accounted for non-current assets; and (ii) the reclassification of Trans World Austria's bank borrowing from non-current liabilities to current liabilities. During the six months ended 30 September 2023, the bank has waived its rights as at 31 March 2023 to demand immediate payment after 31 March 2023 as a result of Trans World Austria's breach of the term of a bank borrowing, which primarily related to debt service cover ratio.

Our Group recorded a decrease in our net current asset from HK\$47.9 million as at 31 March 2023 to HK\$25.9 million as at 30 September 2023, primarily attributable to the combined effect of (i) the decrease of amount due from Singford by HK\$35.0 million, which has been settled by way of novation and distribution of dividends by our Group declared on 8 September 2023, (ii) the reclassification of Trans World Austria's bank borrowing of HK\$22.8 million from current liabilities to non-current liabilities after obtaining waiver from the bank of its rights to demand immediate payment and the repayment of bank borrowings and (iii) the increase in dividend payable of HK\$14.0 million as at 30 September 2023. For details, please refer to the paragraphs headed "Financial Information — Related Party Transactions" and "Financial Information — Indebtedness and Contingent Liabilities — Bank and Other Borrowings" and "Financial Information — Current Assets and Current Liabilities — Other Payables" in this prospectus.

Our net assets was HK\$307.2 million, HK\$348.2 million and HK\$387.8 million as at 31 March 2021, 2022 and 2023, respectively. The increasing trend was mainly due to the increase in retained profit during the respective year. Our net assets decreased from HK\$387.8 million as at 31 March 2023 to HK\$297.6 million as at 30 September 2023, mainly due to the dividend recognised as distribution of HK\$93.6 million during the period. For details, please refer to the section headed "Financial Information — Related Party Transactions".

## SUMMARY

For details of discussion of key items of the consolidated statements of financial position, please refer to the section headed “Financial Information — Description of Selected Items of Combined Statements of Financial Position” in this prospectus.

### Summary of combined statements of cash flows

The following table sets out the summary of our combined statements of cash flows for the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
				(unaudited)	
Cash and cash equivalents at beginning of the year/period	37,189	31,349	94,537	94,537	86,084
Net cash from operating activities	19,827	101,264	91,468	22,037	20,877
Net cash used in investing activities	(11,840)	(17,211)	(81,470)	(23,612)	(19,643)
Net cash used in financing activities	(18,697)	(21,772)	(18,076)	(6,297)	(7,511)
Net (decrease) increase in cash and cash equivalents	<u>(10,710)</u>	<u>62,281</u>	<u>(8,078)</u>	<u>(7,872)</u>	<u>(6,277)</u>
Effect of foreign rate changes	<u>4,870</u>	<u>907</u>	<u>(375)</u>	<u>(4,441)</u>	<u>(2,258)</u>
Cash and cash equivalents at end of the year/period	<u><u>31,349</u></u>	<u><u>94,537</u></u>	<u><u>86,084</u></u>	<u><u>82,224</u></u>	<u><u>77,549</u></u>

For the year ended 31 March 2021, we recorded net cash from operating activities of HK\$19.8 million. The aforesaid net cash generated was principally derived from profit before tax of HK\$3.5 million which was affected by the mandatory closure restrictions that were imposed due to the COVID-19 pandemic during the year ended 31 March 2021.

Our net cash generated from operating activities increased significantly by HK\$81.5 million from HK\$19.8 million for the year ended 31 March 2021 to HK\$101.3 million for the year ended 31 March 2022. The net cash generated from operating activities for the year ended 31 March 2022 was principally derived from profit before tax of HK\$49.1 million, which is primarily driven by the increase in segment results of our gaming operations from HK\$17.1 million for the year ended 31 March 2021 to HK\$73.1 million for the year ended 31 March 2022 as a result of the recovery from the COVID-19 pandemic.

Our net cash generated from operating activities decreased slightly by HK\$9.8 million from HK\$101.3 million for the year ended 31 March 2022 to HK\$91.5 million for the year ended 31 March 2023. The net cash generated from operating activities for the year ended 31 March 2023 was principally derived from profit before tax of HK\$61.6 million, primarily driven by the further increase in our segment results of our gaming operations from HK\$73.1 million for the year ended 31 March 2022 to HK\$102.7 million for

## SUMMARY

the year ended 31 March 2023, partially offset by the decrease in government grants receivables for the year ended 31 March 2023 due to the ease of seriousness of the impact of the COVID-19 pandemic.

For the six months ended 30 September 2023, we recorded net cash from operating activities of HK\$20.9 million. The aforesaid net cash generated was principally derived from profit before tax of HK\$26.9 million, adjusted for depreciation of property and equipment of HK\$10.2 million and net unrealised foreign exchange gain of HK\$4.5 million as well as the combined effect of (i) increase in other payables of HK\$13.2 million mainly attributable to the dividend payable of HK\$14.0 million, (ii) increase in other receivables, deposits and prepayments of HK\$7.8 million mainly due to the refundable additional deposit of HK\$10.2 million for the renewal of gaming licence, (iii) increase in trade receivables of HK\$2.7 million mainly arising from our hotel and catering operations and (iv) payment of income tax of HK\$15.8 million.

### Key financial ratios

	For the financial year ended/ as at 31 March			For the six months ended/as at 30 September
	2021	2022	2023	2023
<b>Liquidity ratios</b>				
Current ratio	1.5	1.9	1.4	1.2
Quick ratio	1.5	1.9	1.4	1.2
<b>Capital adequacy ratios</b>				
Gearing ratio (%)	30.5	23.4	18.1	21.9
Interest coverage	2.0	15.1	18.2	14.6
<b>Profitability ratios</b>				
Return on total assets (%)	0.5	7.3	7.4	6.0
Return on equity (%)	0.8	12.2	12.0	10.0
Net profit margin (%)	1.8	11.4	8.4	6.1

For further details, please refer to the paragraph headed “Financial Information — Key Financial Ratios” in this prospectus.

### RISK FACTORS HIGHLIGHTS

A number of risks and uncertainties are inherent in our operations. We have categorised these risks and uncertainties into those relating to our business and operations, the gaming and hotel industries in Europe, and the Global Offering and Spin-off Offering, many of which are beyond our control. The risks relating to our business include, among others, (i) we are subject to extensive regulations that govern our operations and regulatory risk in the effect of change in laws and regulations, which may potentially cause losses or additional expenses; (ii) our business operation, financial results and our cashflow may be adversely affected if the government is of the view that the measures we adopted or to be adopted do not comply with the new Czech Gambling Act; (iii) we may be exposed to various types of taxes in the jurisdictions in which we operate or have a presence; (iv) our business is affected by economic and market

## SUMMARY

conditions in the locations in which our customers reside and restrictions on their ability to travel to the Czech Republic; (v) our business and financial performance may be adversely affected by competition from other forms of entertainment and gaming activities; (vi) we face intense competition in the gaming industry in the Czech Republic; (vii) we may not be able to procure and/or identify slot machines/games in line with customer preferences and market trends at desirable costs; (viii) we are exposed to foreign currency risks; and (ix) if we fail to comply with the applicable laws of the Czech Republic and/or Malta or the Gambling Ordinance, the Stock Exchange may suspend the dealings of our Shares or cancel our Listing.

In respect of (ix) above, Chapter 4.7 under the Guide for New Listing Applicants published by the Stock Exchange applies to the operation of gambling activities by listed companies. If our gaming operations (i) fail to comply with the applicable laws in the areas where such activities operate (such as Czech Republic, Malta and/or other jurisdictions our gaming operation will expand to), and/or (ii) contravene the Gambling Ordinance, we or our business may be considered unsuitable for listing under Rule 8.04 of the Listing Rules. Depending on the circumstances of the case, the Stock Exchange may require us to take remedial actions, and/or may suspend the dealings or cancel the listing of our Shares pursuant to Rule 6.01 of the Listing Rules.

The above is not a complete list of risks that we are subject to. Potential investors should carefully read the entire “Risk Factors” section before making a decision to invest in the Offer Shares.

### LEGAL COMPLIANCE

As advised by our Czech Legal Advisers, Austrian Legal Advisers, German Legal Advisers and Maltese Legal Advisers, during the Track Record Period and up to the Latest Practicable Date, our Group did not have any non-compliance incidents which resulted in material impact on our normal operation.

### PROPERTY VALUATION

Roma Appraisals Limited, our independent Property Valuer, has valued the property held and occupied by our Group in the Czech Republic, Germany and Austria. The market value of our valued property interests as at 31 December 2023 was EUR55.0 million (equivalent to HK\$470.6 million) in aggregate, with net valuation surplus in the amount of HK\$198.4 million. The texts of our Property Valuer’s letter, summary of values and valuation certificates are set out in “Appendix III — Property Valuation Report” in this prospectus.

### FUTURE PLAN AND USE OF PROCEEDS

Based on the Offer Price of HK\$2.60 per Offer Share, we estimate that we will receive net proceeds of approximately HK\$194.1 million from the Global Offering, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering, assuming that the Over-allotment Option is not exercised.

## SUMMARY

The following table sets out approximate amount, sources of funding, key milestones and timeframe for each strategic plan.

Major Categories	% of Net Proceeds	Approximate Amount (HK\$ in millions)	Specific Plans	% of Net Proceeds
Maintain and further consolidate our market presence in the gaming industry in the Czech Republic through asset rejuvenation	60.0%	116.5	<i>Palasino Savannah Resort</i>	
			(i) Overhaul the gaming area facilities, back-of-house areas and other hospitality offering	31.0%
			(ii) Procure slot machines	3.4%
			<i>Palasino Wulowitz</i>	
			(i) Overhaul the gaming area facilities, back-of-house areas, guest rooms and other hospitality offering	22.9%
			(ii) Procure slot machines	2.7%
Continue to expand our gaming business in the Czech Republic, Central Europe or other markets through acquisition of business or asset and/or bidding for new gaming licence	30.0%	58.2	-	30.0%
Additional working capital and other general corporate purposes	10.0%	19.4	-	10.0%
	<u>100.0%</u>	<u>194.1</u>		<u>100.0</u>

For detailed description of our future plans, please refer to “Business — Strategies” in this prospectus. For the details of implementation plan and the expected timing of the use of proceeds, please refer to the paragraph headed “Future Plans and Use of Proceeds — Implementation Plan” in this prospectus.

### OFFERING STATISTICS

**Based on the  
Offer Price of  
HK\$2.60  
per Share**

Market capitalisation of our Shares <sup>(1)</sup>	HK\$2,080 million
Unaudited pro forma adjusted net tangible asset per Share <sup>(2)</sup>	HK\$0.65

*Notes:*

- (1) The calculation of market capitalisation is based on the 800,000,000 Shares expected to be in issue immediately upon completion of the Capitalisation Issue and the Global Offering (assuming the Over-Allotment Option is not exercised).

## SUMMARY

- (2) The unaudited pro forma adjusted net tangible asset per Share has been arrived at after adjustments referred to in “Appendix II — Unaudited Pro Forma Financial Information — A. Unaudited Pro Forma Statement of Adjusted Combined Net Tangible Assets of the Group Attributable to Owners of the Company”. It does not take into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or any options which may be granted under share option scheme or any Shares which may be issued or repurchased by our Company referred to the section headed “Share Capital — General mandate to issue Shares” or section headed “Share Capital — General mandate to repurchase Shares”.

The amount will be adjusted after the Reorganisation step, when the remaining non-controlling interests will become owners of our Group. For details, please refer to note 4 under “Appendix II — Unaudited Pro Forma Financial Information — A. Unaudited Pro Forma Statement of Adjusted Combined Net Tangible Assets of the Group Attributable to Owners of the Company”. Based on the Offer Price of HK\$2.60 per Share, the unaudited pro forma adjusted net tangible asset per Share is HK\$0.65.

### LISTING EXPENSES

The total amount of listing expenses in connection with the Global Offering, including underwriting commissions, is estimated to be HK\$48.0 million (based on the Offer Price of HK\$2.60 per Offer Share and assuming the Over-allotment Option is not exercised). The total listing expenses mainly comprise of professional fees paid and payable to the professional parties for their services rendered in relation to the Listing and the Global Offering, among which, (a) non-underwriting-related expenses are expected to be HK\$33.1 million, representing 8.9% of the gross proceeds from our Global Offering, including (i) fees for legal advisers and reporting accountants of HK\$19.6 million, representing 5.3% of the gross proceeds from our Global Offering, and (ii) other non-underwriting-related fees and expenses of HK\$13.5 million, representing 3.6% of the gross proceeds from our Global Offering, as well as (b) the underwriting-related expenses (including but not limited to commissions and fees) of HK\$14.9 million, representing 4.0% of the gross proceeds from our Global Offering, payable to the Underwriters in connection with the offering of Shares under the Global Offering based on the Offer Price. The amount of the listing expenses is expected to account for 12.9% of the gross proceeds from the Global Offering.

HK\$28.8 million of the listing expenses will be borne by our Group and HK\$19.2 million will be borne by the FEC Group. Among the HK\$28.8 million to be borne by us, (i) HK\$14.5 million has been charged to our combined statement of profit or loss during the six months ended 30 September 2023, (ii) HK\$12.7 million will be charged to our combined statement of profit or loss during the year ending 31 March 2024; and (iii) HK\$1.6 million is expected to be accounted for as a deduction from equity upon the Listing.

### DIVIDENDS

During the Track Record Period, we declared a dividend of CZK267.3 million (equivalent to approximately HK\$93.6 million). The dividend payables was partially offset by the amount due from FEC UK, the holding company of Palasino Group, amounting to approximately HK\$79.5 million and partially settled by withholding tax to be paid on behalf of FEC UK amounting to HK\$14.0 million. After completion of the Listing, our Directors, may at its discretion, declare dividends to our Shareholders in the future after taking into account our results of operations, earnings, financial condition, cash requirements and availability, contractual arrangements and other factors as it may deem relevant at such time. We currently do not have any specific dividend policy nor any pre-determined dividend payout ratio. Any final dividend for a financial year will be

## SUMMARY

subject to Shareholders' approval. The past dividend distribution record may not be used as a reference or basis to determine the level of dividends that may be declared or paid by our Company in the future.

### SPIN-OFF AND PREFERENTIAL OFFERING

The Listing will constitute a Spin-off of our Group from FEC Group. FEC has concluded that our Group's business is of a size which merits a separate listing and such listing will be beneficial to our Group for the following reasons, among others: (a) it provides flexibility and a separate fund-raising platform for our Group in raising future funds from the capital markets to support its growth; (b) it would better reflect the value of our Group on its own merits and increase its operational and financial transparency through which investors would assess the performance and potential of our Group separately and independently from the FEC Group; and (c) it would enable the management teams of the FEC Group and our Group to focus on the respective core businesses of the two groups, thereby enhancing efficiency in their respective decision-making processes and responsiveness to market changes.

The Spin-off is not subject to FEC Shareholders' approval. In order to enable FEC Shareholders to participate in the Global Offering on a preferential basis as to allocation only, subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares on the Main Board and such approval not having been withdrawn and the Global Offering becoming unconditional, Qualifying FEC Shareholders are being invited to apply for an aggregate of 14,286,000 Reserved Shares in the Preferential Offering, representing approximately 11.1% and approximately 10% of the Offer Shares initially available under the International Offering and the Global Offering (assuming that the Over-allotment Option is not exercised), respectively, as an Assured Entitlement. The Reserved Shares are being offered out of the International Offer Shares under the International Offering and are not subject to reallocation as described in "Structure of the Global Offering — The Hong Kong Public Offering — Reallocation" in this prospectus. In the event the Over-allotment Option is exercised, the number of Reserved Shares will not change. For further details, please refer to the paragraph headed "Structure of the Global Offering — The Preferential Offering" in this prospectus.

### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We are applying for Listing under Rule 8.05(2) of the Listing Rules and satisfy the market capitalisation/revenue/cash flow test, among other things, with reference to (i) our revenue for the year ended 31 March 2023, being HK\$529.0 million, which is over HK\$500.0 million; (ii) our aggregate cash flow from operating activities for the three years ended 31 March 2023, being HK\$212.6 million, which is over HK\$100.0 million; and (iii) our expected market capitalisation at the time of the Listing, based on the Offer Price of HK\$2.60 per Offer Share, being HK\$2.1 billion, which is over HK\$2.0 billion as required by Rule 8.05(2) of the Listing Rules.

### RECENT DEVELOPMENTS

#### Reorganisation and dividend

In addition to the dividend described in "Dividends" in this section, the Reorganisation was effected after the Track Record Period and prior to the Listing. The

## SUMMARY

Reorganisation was completed on 1 March 2024. For details of the Reorganisation, please refer to “History, Reorganisation and Corporate Structure — Corporate Development — Reorganisation” in this prospectus. In connection with the Reorganisation, we estimate that the amount of tax payable is expected to be not more than EUR0.9 million (approximately HK\$8.7 million). The actual tax expenses will be charged to the combined statements of profit or loss and other comprehensive income for the year ending 31 March 2024. Pursuant to the Deed of Indemnity, FEC and Ample Bonus have agreed to indemnify us for taxation arising from the Reorganisation. Amounts paid on our behalf pursuant to the Deed of Indemnity will be credited to our capital reserves. For further details of the Deed of Indemnity, please refer to “Appendix VI — Statutory and General Information — E. Other Information — 1. Indemnities” in this prospectus.

Should the Reorganisation be completed as at 30 September 2023, our profits for the period attributable to owners of the Company would have increased from HK\$15.3 million to HK\$17.1 million as at 30 September 2023 in the absence of non-controlling interests.

### **Mikulov Acquisition**

On 27 February 2024, Palasino Group entered into a framework share purchase agreement with CAIAC Fund Management AG (being the fund manager acting on behalf of Czech Real Estate Investment Fund) (the “**Vendor**”), pursuant to which Palasino Group agreed to purchase 100% of the equity interest in Retail Park Mikulov s.r.o., a company incorporated in the Czech Republic (“**Retail Park Mikulov**”) held by the Vendor for a cash consideration of CZK42.0 million (equivalent to approximately HK\$14.7 million) (subject to adjustment by reference to net asset value less bank debt, which adjustment is estimated to be approximately CZK1.1 million (equivalent to approximately HK\$0.4 million)) (the “**Mikulov Acquisition**”). To the best of our Company’s knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are Independent Third Parties.

Retail Park Mikulov is principally engaged in rental of real estate and non-residential premises, and management of own property. Retail Park Mikulov is the owner of some land plots and a building thereon (the “**Property**”). The Property is located in Mikulov of the Břeclav District of the Czech Republic, which is situated on the main route between the Austrian capital, Vienna, and the second-largest city in the Czech Republic, Brno. It is the plan of our Group to convert the Property to be a land-based casino. Taking into account the prime location of the Property held by Retail Park Mikulov, which echoes our Group’s strategy that the casinos are located at the cross-border areas, it is believed that this is the valuable opportunity for our Group to expand the footprint of land-based casino operation in the Czech Republic.

The consideration was determined after arm’s length negotiation with reference to, among others, the financial statements of Retail Park Mikulov (including but not limited to the net asset value), the location of the Property and the prevailing market price in the vicinity of the Property. The consideration is settled with our Group’s internal resources. The Mikulov Acquisition was completed by the end of February 2024.

We have applied to the Stock Exchange for, and the Stock Exchange has granted a waiver from strict compliance with Rules 4.04(2) and 4.04(4) of the Listing Rules in respect of the Mikulov Acquisition on the grounds that (i) all the percentage ratios in respect of



## SUMMARY

the Mikulov Acquisition are less than 5%; (ii) it would be unduly burdensome for us to prepare such financial information; and (iii) we have disclosed in this prospectus information in respect of the Mikulov Acquisition which is comparable to the information that is required to be included in the announcement of a discloseable transaction under Chapter 14 of the Listing Rules.

### **Financial position/performance subsequent to Track Record Period**

There has been no material fluctuation in the current asset and net current asset in our financial position since 30 September 2023, the date of the latest audited consolidated financial statements of our Group, up to 31 January 2024.

For the ten months ended 31 January 2024, leveraging on our business strengths, our business operations remained relatively stable when comparing our performance with that for the six months ended 30 September 2023. For our gaming operations, the overall occupancy rate and the occupancy rate during peak hours of our slot machines were 21.5% and 71.1% respectively for the ten months ended 31 January 2024. For our hotel and catering operations, the average occupancy rate of our hotel rooms was 53.4% for the ten months ended 31 January 2024.

It is currently expected that our Group will record a significant decrease in profit for the year ending 31 March 2024 as compared with that for the year ended 31 March 2023, due to (i) the listing expense at the amount of HK\$27.2 million in relation to the Listing and Global Offering; (ii) the tax expenses in relation to the Reorganisation which will be charged to our combined statement of profit or loss for the year ending 31 March 2024; and (iii) an expected increase in operating costs and expenses due to the impact of inflation in the three countries where our hotels and casinos are located, in particular, an expected increase in employee benefits expenses based on our unaudited management accounts for the ten months ended 31 January 2024.

### **NO MATERIAL ADVERSE CHANGE**

Save as disclosed in (i) Note 39 “Subsequent Events” in the Accountants’ Report, and (ii) “Recent Developments” of this section, to the best knowledge, information and belief of our Directors, having made all reasonable enquiries, our Directors confirm that there has been no material adverse change in our financial, operational or trading position or prospects since 30 September 2023, being the date of our combined financial statements as set out in the Accountants’ Report contained in Appendix I to this prospectus, and up to the date of this prospectus.

## DEFINITIONS

*In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain technical terms are explained in "Glossary" in this prospectus.*

"Accounting and Financial Reporting Council"	the Accounting and Financial Reporting Council of Hong Kong
"Act on Gambling Tax"	Czech Act No. 187/2016 Sb. on gambling tax
"affiliate(s)"	any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person(s)
"AML"	anti-money laundering
"AML Consultant"	Deloitte Touche Tohmatsu, our consultant regarding anti-money laundering and an Independent Third Party
"Ample Bonus"	Ample Bonus Limited, a company incorporated in the BVI with limited liability on 3 May 2006, which is 100% directly owned by FEC
"APEX Gaming"	APEX Gaming EUROPE a.s., a joint stock company incorporated in the Czech Republic and principally engaged in the development, manufacturing, and provision of rental services of slot machines, one of our five largest suppliers during the Track Record Period
"Articles" or "Articles of Association"	the amended and restated articles of association of our Company, conditionally adopted on 4 March 2024 to take effect on the Listing Date, and as amended from time to time, a summary of which is set out in "Appendix IV — Summary of the Constitution of the Company and Cayman Islands Company Law" to this prospectus
"Assured Entitlement"	the entitlement of the Qualifying FEC Shareholders to apply for the Reserved Shares on an assured basis under the Preferential Offering to be determined on the basis of their respective shareholdings in FEC at 4:30 p.m. on the Record Date
"Audit Committee"	the audit committee of the Board

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“Austrian Legal Advisers”	Kraft Rechtsanwalts GmbH, legal advisers to our Company on Austrian laws in connection with the Global Offering
“Available Reserved Shares”	has the meaning ascribed to it in “Structure of the Global Offering — The Preferential Offering — Basis of Allocation for Applications for Reserved Shares” in this prospectus
“BC Agreement”	an agreement dated 13 May 2022 (as varied by the BC Deed of Novation) entered into between FECL and BC Mortgage, pursuant to which FECL agreed to provide financial accommodation to BC Mortgage in the sum of up to GBP4,000,000
“BC Deed of Novation”	a deed of novation dated 16 August 2022 entered into between FECL, Palasino Group and BC Mortgage, pursuant to which FECL transferred all its rights, benefits and obligations in respect of the BC Agreement to Palasino Group
“BC Invest”	BC Investment Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 24 January 2019 (which FEC indirectly holds over 50% interest in but is not consolidated to FEC)
“BC Mortgage”	BC Mortgage Services Asia Limited, a company incorporated in Hong Kong with limited liability on 1 December 2020 and an indirect wholly-owned subsidiary of BC Invest
“Beneficial FEC Shareholder(s)”	any beneficial owner(s) of FEC Shares whose FEC Shares are registered, as shown in the register of members of FEC, in the name of a registered FEC Shareholder at 4:30 p.m. on the Record Date
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“BVI Holdco”	Palasino (BVI) Limited, a company incorporated in BVI with limited liability on 25 July 2023

## DEFINITIONS

“Capital Market Intermediaries”	the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and other capital market intermediary(ies) (within the meaning ascribed thereto under the Listing Rules) participating in the Global Offering
“Capitalisation Issue”	the issue of 714,276,000 Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company as referred to in “Appendix VI — Statutory and General Information” to this prospectus
“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“Cayman Holdco”	Palasino (Cayman) Limited, a company incorporated in the Cayman Islands with limited liability on 18 December 2023
“Cayman Islands Legal Advisers”	Conyers Dill & Pearman, legal advisers to our Company on Cayman Islands law in connection with the Global Offering
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CIC”	China Insights Industry Consultancy Limited, our industry consultant and an Independent Third Party
“CIC Report”	an independent market research report prepared by CIC, which was commissioned by our Company for the purpose of this prospectus
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company” or “our Company”	Palasino Holdings Limited 百樂皇宮控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 6 July 2023
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, with respect to our Company, refers to any or all of Ample Bonus, FEC, Tan Sri Dato’ David CHIU, Sumptuous Assets Limited, Modest Secretarial Services Limited, Far East Organization (International) Limited and Mrs. Nancy CHIU NG
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2
“Czech AML Act”	Czech Act No. 253/2008 Coll. on Selected Measures against Legitimation of Proceeds of Crime and Financing of Terrorism
“Czech Gambling Act”	Czech Act No. 186/2016 Coll. on gambling
“Czech Legal Advisers”	Becker a Poliakoff, s.r.o., advokátní kancelář, legal advisers to our Company on Czech laws in connection with the Global Offering
“CZK”	Czech koruna, the lawful currency of the Czech Republic
“Dateplum”	Dateplum Harvest Limited, a company incorporated in the BVI with limited liability on 21 December 2022
“Deed of Indemnity”	a deed of indemnity dated 4 March 2024 entered into by FEC and Ample Bonus in favour of our Company (for our Company and as trustee for each of our subsidiaries), details of which are set out in “Statutory and General Information — E. Other Information — 1. Indemnities” in this prospectus
“Director(s)”	director(s) of our Company
“EIPO”	Electronic Initial Public Offering, a service offered by HKSCC for public offer share subscription
“ESG”	environmental, social and governance
“Euro”, “EUR” or “€”	the lawful currency of the European Union

## DEFINITIONS

“European Data Group”	a group of limited liability companies (comprising European Data Project s.r.o. and its subsidiaries) incorporated in the Czech Republic and principally engaged in the production, processing and pre-assembly of metal parts, slot machines and the production and provision of rental services of slot machines, one of our five largest suppliers during the Track Record Period
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“FEC”	Far East Consortium International Limited (stock code: 35), an exempted company incorporated in the Cayman Islands with limited liability on 3 April 1990, the shares of which are listed on the Main Board of the Stock Exchange
“FEC Group”	FEC and its subsidiaries
“FEC Shareholder(s)”	holders of FEC Shares
“FEC Shares”	ordinary shares of par value HK\$0.10 each in the share capital of FEC
“FEC UK”	FEC Overseas Investment (UK) Limited, a company incorporated in the United Kingdom with limited liability on 25 January 2018
“FECL”	Far East Consortium Limited, a company incorporated in Hong Kong with limited liability on 18 August 1972 and a wholly-owned subsidiary of FEC
“FINI”	“Fast Interface for New Issuance”, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings on the Stock Exchange

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“First Singford Loan”	a loan in the principal amount of USD4,488,150.31 provided by Palasino Group to Singford
“FSMA”	the Financial Services and Markets Act 2000 and any statutory modification or reenactment thereof for the time being in force
“Gambling Ordinance”	the Gambling Ordinance (Chapter 148 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“GBP”	Great British Pound, the lawful currency of the United Kingdom
“GDPR”	the General Data Protection Regulation 2016/679 promulgated by the European Union
“German and Austrian Hotel Business”	our three hotels in Germany and one hotel in Austria
“German Legal Advisers”	avocado rechtsanwälte, legal advisers to our Company on German laws in connection with the Global Offering
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at that time
“HK eIPO Blue Form”	the application for Reserved Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HK eIPO Blue Form Service Provider”	the <b>HK eIPO Blue Form</b> service provider designated by our Company, as specified on the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a> or in the <b>IPO App</b>

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“HK eIPO White Form Service Provider”	the <b>HK eIPO White Form</b> service provider designated by our Company, as specified on the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a> or in the <b>IPO App</b>
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC’s FINI system to apply for the Hong Kong Offer Shares on your behalf
“HKSCC EIPO channel”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, instructing your broker or custodian who is a HKSCC Participant to submit an EIPO application on your behalf through FINI in accordance with your instruction
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKSCC Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operation and functions of CCASS as from time to time in force
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant



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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HK dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Legal Advisers”	Reed Smith Richards Butler LLP, legal advisers to our Company on Hong Kong laws in connection with the Global Offering
“Hong Kong Offer Shares”	the 14,286,000 New Shares initially being offered by our Company for subscription pursuant to the Hong Kong Public Offering, subject to reallocation as described in “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and Accounting and Financial Reporting Council transaction levy of 0.00015%), on and subject to the terms and conditions described in this prospectus, as further described in “Structure of the Global Offering” in this prospectus
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering, whose names are set out in “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 15 March 2024 relating to the Hong Kong Public Offering and entered into by, among others, our Company, the Warranting Shareholders (as defined therein), the Sole Sponsor, the Sole Overall Coordinator, the Selling Shareholder and the Hong Kong Underwriters, as further described in “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement” in this prospectus

## DEFINITIONS

“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules
“International Offer Shares”	the 71,428,000 New Shares initially being offered by our Company for subscription and the 57,143,000 Sale Shares initially being offered for sale by the Selling Shareholder, at the Offer Price under the International Offering (including, for the avoidance of doubt, 14,286,000 Reserved Shares under the Preferential Offering), together with, where relevant, any additional Shares to be issued by our Company and sold by the Selling Shareholder pursuant to the exercise of the Over-allotment Option, subject to reallocation as described in “Structure of the Global Offering” in this prospectus
“International Offering”	the offer and sale of the International Offer Shares by us and the Selling Shareholder at Offer Price outside the United States in offshore transactions in reliance on Regulation S, as further described in “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the International Underwriting Agreement relating to the International Offering and expected to be entered into by, among others, our Company, the Warranting Shareholders (as defined therein), the Selling Shareholder, the Sole Sponsor, the Sole Overall Coordinator and the International Underwriters on or around 21 March 2024 as further described in “Underwriting — Underwriting Arrangements and Expenses — The International Offering” in this prospectus
“IPO App”	the mobile application for the <b>HK eIPO White Form</b> service which can be downloaded by searching “ <b>IPO App</b> ” in App Store or Google Play or downloaded at <a href="http://www.hkeipo.hk/IPOApp">www.hkeipo.hk/IPOApp</a> or <a href="http://www.tricorglobal.com/IPOApp">www.tricorglobal.com/IPOApp</a>

## DEFINITIONS

“Joint Bookrunners”	the joint bookrunners as named in “Directors and Parties Involved in the Global Offering” in this prospectus
“Joint Global Coordinators”	the joint global coordinators as named in “Directors and Parties Involved in the Global Offering” in this prospectus
“Joint Lead Managers”	the joint lead managers as named in “Directors and Parties Involved in the Global Offering” in this prospectus
“Land Based Gaming Business”	our one integrated casino and resort and two full-service casinos operating in the Czech Republic
“Latest Practicable Date”	8 March 2024, being the latest practicable date for the purpose of ascertaining certain information in this prospectus prior to its publication
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares on the Main Board of the Stock Exchange first commence
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Maltese Legal Advisers”	WH Partners, legal advisers to our Company on Maltese laws in connection with the Global Offering
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, a summary of which is set out in “Appendix IV — Summary of the Constitution of the Company and Cayman Islands Company Law” to this prospectus, as amended from time to time

## DEFINITIONS

“Merger”	the merger of FEC Investment (US) Limited with and into TWC pursuant to an agreement and plan of merger dated 2 March 2018 and entered into between FEC, FEC UK, FEC Investment (US) Limited and TWC
“MGA”	Malta Gaming Authority
“New Share(s)”	the 85,714,000 Shares to be offered by our Company for subscription at the Offer Price pursuant to the Global Offering
“Nomination Committee”	the nomination committee of the Board
“Non-Qualifying FEC Shareholder(s)”	FEC Shareholder(s) whose names appeared in the register of members of FEC on the Record Date and whose addresses as shown in such register are in any of the Specified Territories and any FEC Shareholders or Beneficial FEC Shareholders at that time who are otherwise known by FEC to be resident in any of the Specified Territories
“Offer Price”	the offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and Accounting and Financial Reporting Council transaction levy of 0.00015%), at which the Offer Shares are to be subscribed pursuant to the Global Offering and to be determined in the manner further described in “Structure of the Global Offering” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares
“Online Gaming Business”	our online gaming business to be conducted through Palasino Malta
“OTA”	online travel agency

## DEFINITIONS

“Over-allotment Option”	the option expected to be granted by our Company and the Selling Shareholder under the International Underwriting Agreement to the International Underwriters, exercisable by the Sole Overall Coordinator (for itself and on behalf of the International Underwriters), pursuant to which our Company may be required to issue and allot up to an aggregate of 12,857,000 additional new Shares and the Selling Shareholder may be required to sell up to an aggregate of 8,571,000 additional Shares, which in aggregate represents approximately 15.0% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price to cover the over-allocations (if any) in the International Offering, as described in “Structure of the Global Offering” in this prospectus
“Palasino Group”	Palasino Group, a.s. (formerly known as Trans World Hotels & Entertainment, a.s.), a company incorporated in the Czech Republic with limited liability on 6 September 1995
“Palasino Malta”	Palasino Malta Limited, a private limited liability company incorporated in Malta on 8 July 2021
“Palasino Poland”	Palasino Poland Sp.z.o.o (formerly known as 2CONNECTU Sp.z.o.o), a company incorporated in Poland with limited liability on 11 May 2021
“PLN”	Polish Zloty, the lawful currency of Poland
“Polish Legal Advisers”	Justyna Zyga ECO Legal Kancelaria Radcy Prawnego, legal advisers to our Company on Polish laws in connection with the Global Offering
“Preferential Offering”	the preferential offering to the Qualifying FEC Shareholders of 14,286,000 Reserved Shares (representing approximately 10.0% of the Offer Shares initially being offered under the Global Offering) in the form of the Assured Entitlement out of the Shares offered under the International Offering at the Offer Price, as further described in “Structure of the Global Offering — The Preferential Offering” in this prospectus and subject to the terms and conditions stated in this prospectus

## DEFINITIONS

“Pre-IPO Investment”	the pre-IPO investment made by Dateplum, details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this prospectus
“Pre-subdivision Share(s)”	ordinary share(s) with a nominal value of HK\$1.00 each in the share capital of our Company before the Share Subdivision
“Principal Share Registrar”	Conyers Trust Company (Cayman) Limited
“Property Valuer”	Roma Appraisals Limited, our property valuer and an Independent Third Party
“Qualifying FEC Shareholder(s)”	holders of the FEC Shares, whose names appeared on the register of members of FEC as at 4:30 p.m. on the Record Date, other than the Non-Qualifying FEC Shareholders
“Record Date”	11 March 2024, being the record date for ascertaining the Assured Entitlement
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Person(s)”	the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their or the Company’s respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering
“Remaining FEC Group”	FEC and its subsidiaries, excluding our Group
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of our Group as described in “History, Reorganisation and Corporate Structure — Corporate Development — Reorganisation” in this prospectus

## DEFINITIONS

“Reserved Shares”	the 14,286,000 Sale Shares being sold by the Selling Shareholder to the Qualifying FEC Shareholders as the Assured Entitlement at the Offer Price pursuant to the Preferential Offering, representing approximately 10.0% of the Offer Shares initially being offered under the Global Offering (without taking into account any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option) which are to be allocated out of the Shares being offered under the International Offering
“Restriction on Cash Payments Act”	Czech Act No. 254/2004 Coll. on restriction on cash payments
“Sale Share(s)”	the 57,143,000 Shares initially being offered for sale by the Selling Shareholder at the Offer Price under the Global Offering, and to the extent the Over-allotment Option is exercised, together with up to an aggregate of 8,571,000 additional Shares to be offered for sale by the Selling Shareholder
“Second Singford Loan”	a loan in the principal amount of EUR2,000,000 provided by Palasino Group to Singford
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Selling Shareholder”	Ample Bonus
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company immediately after the Share Subdivision, which are to be traded in Hong Kong dollars and listed on the Main Board
“Share Option Scheme”	the share option scheme adopted by our Company on 4 March 2024, the principal terms of which are set out in “Appendix VI — Statutory and General Information” to this prospectus

## DEFINITIONS

“Share Subdivision”	the subdivision of every issued and unissued share of HK\$1.00 par value into 100 shares of HK\$0.01 par value each, which was approved by our Shareholders by ordinary resolution passed on 4 March 2024
“Shareholder(s)”	holder(s) of the Share(s)
“Singford”	Singford Holdings Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of FEC
“Singford Loans”	the First Singford Loan and the Second Singford Loan
“Sole Overall Coordinator”	the sole overall coordinator as named in the section headed “Directors and Parties Involved in the Global Offering” in this prospectus
“Sole Sponsor”	Guotai Junan Capital Limited, a licenced corporation under the SFO to carry out type 6 (advising on corporate finance) regulated activity, being the sole sponsor to the Global Offering
“Specified Territories”	jurisdiction(s) outside Hong Kong where, taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdiction(s), FEC and our Company consider the exclusion of the FEC Shareholders with registered addresses in such jurisdiction(s) from the Preferential Offering to be necessary or expedient
“Spin-off”	the separate listing of our Shares on the Main Board, by way of the Global Offering (including the Preferential Offering)
“Stabilising Manager”	Guotai Junan Securities (Hong Kong) Limited
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Ample Bonus and the Stabilising Manager on or about 21 March 2024
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



## DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the three years ended 31 March 2023 and the six months ended 30 September 2023
“Trans World Austria”	Trans World Hotels Austria GmbH, a company incorporated in Austria with limited liability on 15 January 1992
“Trans World Germany”	Trans World Hotels Germany GmbH, a company incorporated in Germany with limited liability on 3 December 2003
“Turbo Century”	Turbo Century Limited, a company incorporated in Hong Kong with limited liability on 9 September 2016
“TWC”	Trans World Corporation, a company organised under the laws of the States of Nevada, the United States in October 1993, which was previously listed on the OTC Markets Group OTCQB
“UK Prospectus Regulation”	the UK version of EU Prospectus Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by the Prospectus (Amendment, etc) (EU Exit) Regulations 2019
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States”, “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “USD”	U.S. dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“%”	per cent

## DEFINITIONS

*The terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules.*

*Certain amounts and percentage figures included in this prospectus were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

## GLOSSARY

*This glossary contains terms used in this prospectus in connection with us and our business. Some of these terms and their meanings may not correspond to standard industry meanings or usage of such terms.*

“24/7”	24 hours a day and seven days a week
“average daily room rate”	room revenue divided by the number of rooms in use
“cage”	a secured area within a casino where records of transactions are kept, money is counted and chips can be exchanged for cash
“CAGR”	compound annual growth rate
“casino”	a facility or building offering games of chance including table games such as Roulette, Blackjack and technical games such as slot machines. In some casinos, peer-to-peer games such as poker are also available
“CCTV”	closed-circuit television surveillance
“chip”	token that is used on casino gaming tables in lieu of cash
“CMS” or “casino management system”	a software platform which provides a wide range of casino management functionality including customer management, accounting and gaming floor management as well as enforcing regulatory requirement as described in more detail in the sections headed “Business — Information Technology” of this prospectus
“dealer”	a casino employee who is responsible for providing the services at a gaming table including spinning the ball on roulette and placing the customer bets and calculating the wins, as well as shuffling and dealing the cards on card tables such as blackjack and staffs other games offered
“drop”	the amount of cash deposited in a gaming table’s drop box

## GLOSSARY

“drop box”	a box or container securely fixed under the gaming table that serves as a repository for cash exchanged at the gaming tables for chips
“EBITDA”	earnings before interest income, finance costs, income tax and depreciation and amortisation
“gaming”	in the context of an industry sector, as defined by CIC, the industry sector consisting of slot machines, live games, sports betting, poker, raffles, lottery, etc.
“gaming area” or “gaming floor”	a particular part of a facility that provides casino games consisting of slot machines, table games, poker and other casino games
“gaming revenue”	revenue of casino gaming activities after deferring the liabilities arising from customer loyalty programs based on the relevant accounting policy before deduction of gaming tax
“gaming tax”	the percentage level of tax levied on GGR: (i) in the Czech Republic, 35% on slot machine and 23% on live games during the Track Record Period, and the percentage level of tax levied on GGR on live games increased from 23% to 30% on 1 January 2024; (ii) in Malta, 5% on all GGR plus a compliance contribution on global GGR on all slots games and live games, calculated on a sliding scale, with the annual compliance contribution becoming due ranging between EUR15,000 (equivalent to HK\$128,250) and EUR375,000 (equivalent to HK\$3,206,250)
“GDP”	gross domestic product
“GFA”	gross floor area
“GGR” or “gross gaming revenue”	gross revenue from casino gaming activities (i.e. slot machine gross win and table game gross win), calculated before deduction of gaming tax
“live game”	live games are played by players against dealer, or against each other at land-based gaming tables or online websites

## GLOSSARY

“occupancy rate”	<p>(i) for hotel and catering operations, the number of rooms in use divided by the number of available rooms for a given period</p> <p>(ii) for gaming operations, number of slot machines that are actively being used by players divided by total number of slot machines available for a given period</p> <p>A slot machine is regarded as actively being used by players when a player logs into the slot machine during a gaming session by inserting a PAC card.</p>
“PAC” or “Player Account Card”	a card contains an RFID chip with the customer unique system ID. This unique ID is linked to the player profile in the CMS
“RevPAR”	revenue per available room, calculated by room revenue during a period divided by the number of available rooms of such hotel during the same period
“RNG”	random number generator
“slot machine drop”	the total amount of slot machine bets made (coin in) in the slot machines
“slot machine gross win”	the total amount of slot machine bets made (coin in) minus slot machine bets paid out (coin out) that is retained as winnings
“slot machine hold percentage”	slot machine gross win divided by slot machine drop
“slot machines”	electromechanical game machines including mainly traditional slot machines, electromechanical roulettes and electromechanical dices
“sq.m.”	square metre
“suspicious transaction”	a transaction carried out in circumstances giving rise to a suspicion of an attempt to launder the proceeds of crime or a suspicion that the funds used in the transaction is intended to finance terrorism, or that the transaction is otherwise related to or connected with the financing of terrorism, or any other fact that might indicate such a suspicion

## GLOSSARY

“table game drop”	the total amount of drop collected in the table games drop boxes plus any cash exchanged for chips at the cage
“table game gross win”	the amount of drop that is retained as winnings
“table game hold percentage”	table game gross win divided by table games drop
“table games”	typical casino games played by players against dealer, including roulette and card games such as blackjack, or against each other in poker cash games or tournament
“tip box”	a container or receptacle where casino or casino employees, such as dealers, pit bosses, or other staff, can receive tips or gratuities from players in the form of cash and/or chips

## FORWARD-LOOKING STATEMENTS

This prospectus contains certain forward-looking statements and information relating to our Company and our subsidiaries that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this prospectus, the words “aim”, “anticipate”, “believe”, “can”, “consider”, “continue”, “could”, “estimate”, “expect”, “forecast”, “going forward”, “intend”, “may”, “might”, “ought to”, “plan”, “potential”, “predict”, “project”, “seek”, “should”, “will”, “would” and the negative of these words and other similar expressions, as they relate to our Group or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, financial performance, liquidity and capital resources, some of which may not materialise or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this prospectus. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties facing our Company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our operations, business prospects and financial position;
- future developments, trends and conditions in the industry and markets in which we operate;
- our business objectives and strategies and plans and our ability to implement such strategies;
- our ability to identify and integrate suitable acquisition targets;
- general economic, political and business conditions in the markets in which we operate;
- changes to the regulatory environment and general outlook in the industry and markets in which we operate;
- the effects of the global financial markets and economic crisis;
- our ability to reduce costs;
- our dividend policy;
- the amount and nature of, and potential for, future development of our business;
- capital market developments and performance;
- the actions and developments of our competitors;
- changes or volatility in interest rates, foreign exchange rates, tax rates, equity prices or other rates or prices in the industry and markets in which we operate;

## FORWARD-LOOKING STATEMENTS

- the operating and competitive environment, expected growth of, and changes in the industry in which we operate;
- our ability to maintain the stable relationship with suppliers;
- changes in the laws, rules, regulations and government policies in the jurisdictions relating to any aspect of our business or operations or our business plans;
- our ability to identify and successfully take advantage of new business development opportunities;
- our capital expenditure plans;
- our future plans;
- the determination of the fair value of our Shares;
- risks identified under “Risk Factors” in this prospectus;
- certain statements in “Business” and “Financial Information” in this prospectus with respect to trends in prices, volumes, operations, margins, overall market trends, risk management and exchange rates; and
- other statements in this prospectus that are not historical facts.

This prospectus also contains market data and projects that are based on a number of assumptions. The markets may not grow at the rates projected by the market data, or at all. The failure of the markets to grow at the projected rates may materially and adversely affect our business and the market price of our Shares. In addition, due to the rapidly changing nature of the central Europe economy and the casino and hotel industry, projections or estimates relating to the growth prospect or future conditions of the markets are subject to significant uncertainties. If any of the assumptions underlying the market data prove to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on these forward-looking statements.



## FORWARD-LOOKING STATEMENTS

We do not guarantee that the transactions and events described in the forward-looking statements in this prospectus will happen as described, or at all. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risks and uncertainties set forth in “Risk Factors” in this prospectus. You should read this prospectus in its entirety and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements made in this prospectus relate only to events as at the date on which the statements are made or, if obtained from third-party studies or reports, the dates of the respective studies or reports. Since we operate in an evolving environment where new risks or uncertainties may emerge from time to time, you should not rely upon forward-looking statements as predictions of future events. We undertake no obligation, beyond what is required by law, to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, even when our situation may have changed.

## RISK FACTORS

*You should carefully consider all of the information set out in the prospectus, including the risks and uncertainties described below before making an investment in the Offer Shares. You should pay particular attention to the fact that we are incorporated in the Cayman Islands and that a substantial part of our Group's operations are conducted in the Central Europe and are governed by a legal and regulatory environment that differs from that prevailing in other countries. Our business, financial condition and results of operations could be materially and adversely affected by any of these risks. The trading price of the Shares could decline due to any of these risks, and you may lose all or part of your investments.*

A number of risks and uncertainties are inherent in our operations. We have categorised these risks and uncertainties into those relating to our business and operations and the Global Offering and Spin-Off.

### **RISKS RELATING TO OUR BUSINESS AND OPERATIONS**

*We are subject to extensive regulations that govern our operations and regulatory risk in the effect of change in laws and regulations, which may potentially cause losses or additional expenses*

The gaming operations of our Group are subject to regulation by the governments in the Czech Republic and Malta in which our Group operates. In particular, our Land Based Gaming Business are mainly subject to, among others, (i) laws and regulations of the Czech Republic on a national level in relation to gaming operation, such as the Czech Gambling Act; (ii) relevant municipal laws and regulations in the municipalities where our land-based casinos are operated in; (iii) laws and regulations in the neighbouring countries in relation to gaming operation, in particular, Austria and Germany, as it may affect the willingness of our customers to come to our casinos; and (iv) tax laws in the Czech Republic, including gambling tax, corporate income tax and value-add tax, as it may affect our financial condition and results of operations. Furthermore, the operations of our casinos are contingent upon maintaining all necessary regulatory licences, permits, approvals, registrations, findings of suitability, orders and authorisations, and the laws, regulations and ordinances requiring these licences, permits and other approvals generally relate to the operations of the casinos, the payment of taxes, the responsibility, financial stability and character of the owners and managers of gambling operations, as well as persons financially interested or involved in gaming operations.

All of the casinos are duly licenced by the Ministry of Finance in the Czech Republic and the relevant municipal authorities of the Czech Republic and our online gaming business is duly licenced by the MGA, but our Group is subject to ongoing regulation to maintain these operations. Czech and Maltese regulatory authorities have broad powers to limit the scope of, impose condition on, suspend or revoke a registration, gaming licence or related approval and to approve changes in operations of our Group. Likewise, for our hotel business, we are required to obtain and maintain licences or approval from various jurisdictions.

## RISK FACTORS

However, there can be no assurance we will be able to obtain new licences or approval or renew any of our existing licences or approval, or if such licences or approval are obtained, such licences or approval will not be conditioned, suspended or revoked; and the loss, denial or non-renewal of any of our licences or approval could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Furthermore, changes in laws and regulations imposes uncertainty for gaming and hotel industries. For example, Prague, the capital of the Czech Republic, has announced a ban on slot machines, which took effect on 1 January 2024. Given the other municipalities such as Prague and Brno in the Czech Republic have already reduced the availability of gaming choices, we are uncertain about the regulatory development on gambling in other municipalities in the Czech Republic. In the event that the laws and regulations in relation to gambling in the cities where we operate become more stringent, our Group's business operation and financial performance may be adversely affected. In addition, there may be different interpretations resulting from lack of specificity, guidance and past legal cases when the new or revised laws and regulations are first implemented as their application in practice may evolve or change over time, resulting into higher compliance costs and difficulty in compliance. A court or an administrative or regulatory body may in the future render an interpretation of these laws and regulations, or issue new or revised regulations, which differs from our interpretation and could have a material adverse effect on our financial condition, results of operations and cash flows.

*Our business operation, financial results and our cashflow may be adversely affected if the government is of the view that the measures we adopted or to be adopted do not comply with the new Czech Gambling Act*

To (i) impose new licencing and deposit requirement; (ii) better protect the players; and (iii) make administrative changes to the previous Czech Gambling Act, the parliament of the Czech Republic has approved the amendments to the Czech Gambling Act submitted by the government and the new Czech Gambling Act has come into effect on 1 January 2024. The major proposed amendments include (i) a change of licencing scheme from two-levels licence to three-levels licence; (ii) an increment in security deposit; (iii) an introduction of a "panic button" feature (i.e. gaming operators shall make available a means for the player to opt for his/her self-exclusion from participating in gambling activities for 48 hours); and (iv) the prohibition of "risk bonuses". For details of the major changes, please refer to the paragraph headed "The New Czech Gambling Act" under the section headed "Business" in this prospectus.

If the government is of the view that the measures we adopted or to be adopted do not comply with the amendments, we may be subject to penalties or revocation of our gaming licence in extreme cases and our Group's business operation and financial performance may be adversely affected. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our revenue from gaming operations were HK\$107.9 million, HK\$278.5 million, HK\$390.4 million, HK\$172.1 million and HK\$194.3 million, respectively, representing 74.0%, 79.3%, 73.8%, 71.5% and 69.8%, respectively, of our total revenue for the same periods. In addition, certain new player protection measures introduced by the new Czech Gaming Act may potentially diminish gaming

## RISK FACTORS

appetite of players and our Group's business operation may be adversely affected. Please refer to the paragraph headed "The New Czech Gambling Act" under the section headed "Business" in this prospectus for a detailed analysis on the potential impacts of the new Czech Gambling Act on our current business operation.

*We may be exposed to various types of taxes in the jurisdictions in which we operate or have a presence*

We conduct our operations mainly in the Czech Republic, Germany and Austria, and we are exposed to various types of taxes in the above jurisdictions. The level of taxation in each of the jurisdictions where we are established is subject to changes in laws and regulations, as well as changes in the application of existing laws and regulations by tax authorities, and such changes, if any, may lead to an increase in our effective tax rates. The proposal of the increase in (i) corporate income tax rate from 19% to 21%, (ii) live games tax rate from 23% to 30%, and (iii) value-added tax rate on hotel accommodation from 10% to 12% took effect on 1 January 2024. If there are any changes in corporate income tax, live games tax rate and value-added tax, it may negatively impact our results of operations and financial conditions. For details of taxation in the Czech Republic, please refer to the section headed "Regulatory Overview" in this prospectus.

Moreover, tax laws and applicable practice have become increasingly complex and sophisticated, especially with respect to cross-border transactions. Thus, while we intend to manage our tax situation in each of these jurisdictions efficiently, there can be no assurance that the desired tax outcome will necessarily be achieved. Finally, we will also be subject to taxes in any new jurisdictions in which we launch new operations, for example, Malta, and similar risks will apply in respect of such taxes. All these factors may have a material and adverse effect on our business, financial condition and results of operations.

*Our business is affected by economic and market conditions in the locations in which our customers reside and restrictions on their ability to travel to the Czech Republic*

During the Track Record Period, over 95% of our players from neighbouring countries of the Czech Republic such as Austria and Germany, came to our casinos in the Czech Republic, therefore the strength and profitability of our business depend on the ability and willingness of our players to travel. Only a small percentage (i.e. around 4% during the Track Record Period) of our business is generated by local Czech residents. Our players typically reside in Austria and Germany. The general economic, social and market conditions in Europe, in particular, Austria and Germany could impact our financial prospects.

Any slowdown in economic growth or changes to current restrictions on travel of the neighbouring countries could disrupt the number of our visitors and/or the amounts they are willing to spend at our properties.

Other events which could have a negative impact on international travel and leisure expenditure may include natural disasters, inclement weather, acts of terrorism or regional political events. We cannot predict the extent to which travel disruptions as a result of any such events would adversely affect our business, financial condition, results of operations and cash flows.

## RISK FACTORS

*Our business and financial performance may be adversely affected by competition from other forms of entertainment*

The gaming industry faces competition from other forms of entertainment and gaming activities such as video lottery terminals, internet gaming, sports betting, state-sponsored lotteries and other forms of legalised gaming in the Czech Republic, Austria, Germany and in other jurisdictions. If our current or potential players choose to participate in these activities rather than visiting our casinos, our operations and revenue would be negatively impacted.

There is no assurance that our Group will be able to uphold our competitive strengths. If we cannot effectively compete with our current and potential competitors from other forms of entertainment, our business, results of operations, financial conditions and prospects may be materially and adversely affected.

*We face intense competition in the gaming industry in the Czech Republic*

According to CIC, there were (i) 37 companies licenced to operate land-based slot machines and 33 companies licenced to operate land-based live games with 472 casinos in operation in the Czech Republic as at 31 December 2022; and (ii) 15, 10 and 15 casinos within one-hour driving distance from *Palasino Excalibur City*, *Palasino Wulowitz*, and *Palasino Furth im Wald*, respectively, in 2022. According to CIC, the land-based casino industry is relatively fragmented in the Czech Republic with the top three casino operators having a market share of 35.4%, in terms of total number of slot machines in casinos, and the remaining casino operators each accounted for less than 5% of the market share. Accordingly, the competition is intense among those remaining casino operators. There are already established players in the industry with resources and/or strong brand recognition. It is also possible that there will be consolidation in the gaming industry amongst our competitors who may rapidly acquire significant market share.

Further, if additional casinos are opened in the vicinity of our casinos, we could face additional competition from new market entrants as well.

There is no assurance that our Group will be able to uphold our competitive strengths. If we cannot effectively compete with our current or potential competitors, our business, results of operations, financial conditions and prospects may be materially and adversely affected.

*We may not be able to procure and/or identify slot machines/games in line with customer preferences and market trends at desirable costs*

Our gaming revenue is primarily dependent on customers' spending on our slot machines. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our slot machine gross win amounted to HK\$82.4 million, HK\$216.4 million, HK\$304.2 million, HK\$138.2 million and HK\$165.3 million, respectively, representing 75.4%, 75.6%, 76.1%, 75.2% and 79.0%, respectively, of our GGR during the same periods. Their spending on our slot machines is highly sensitive to rapidly changing public tastes, which may vary among people of different generations and backgrounds, and the continued success of our gaming business mainly depends on our ability to procure and/or identify popular slot machines/games.

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Our gaming business depends in part on our ability to anticipate the tastes of existing and potential players. The slot machines/games we identified may not be able to gain popularity and players' attention as anticipated due to changing tastes, market trends, general economic conditions or otherwise, which could adversely affect our business. Although we are now providing slot machines with different volatility, jackpots, and playing modes, we cannot assure you that such success will continue. If we fail to effectively satisfy the evolving needs and preferences of the public, we may be required to incur additional costs to identify and/or procure slot machines which are able to meet the changing public tastes, which would have a material adverse effect on our business and results of operations. Moreover, we are subject to the risks that we may not be able to update our game themes of the slot machines in a timely manner, which could adversely affect our business.

*We rely on suppliers for the supply of slot machines and any interruption in supply may significantly impact our business and results of operations*

We sourced our slot machines for our customers from four suppliers during the Track Record Period. As at 30 September 2023, we owned 19.2% of the total number of our slot machines while the remaining of them were leased, in which over 70% of the total number of our slot machines were leased to us by two of our slot machine suppliers. We rented 333, 337, 451 and 459 slot machines as at 31 March 2021, 2022 and 2023 and 30 September 2023, respectively. The amount of rental expenses of slot machines was HK\$5.8 million, HK\$13.2 million, HK\$19.1 million and HK\$9.9 million, for the three years ended 31 March 2023 and the six months ended 30 September 2023, respectively, accounting for 13.6%, 17.7%, 18.2% and 17.5% of our other operating expenses for the corresponding periods. The gross gaming revenue contributed by the leased slot machines was HK\$78.3 million, HK\$203.5 million, HK\$282.7 million and HK\$160.2 million for the three years ended 31 March 2023 and the six months ended 30 September 2023, respectively, accounting for 71.6%, 71.1%, 70.7% and 76.5% of our total gross gaming revenue for the corresponding periods. One of our slot machines suppliers has advised us that it opts to exclusively lease its slot machines to its customers rather than sell them in order to avoid its customers from engaging in unauthorised resale to unlicensed casino operators. As such, we rely on the ability, authorisation and efficiency of our slot machines suppliers to supply slot machines for our casinos. During the Track Record Period, we did not experience any incidents of interruption or delay in our supply chain or failure to secure sufficient quantities of slot machines from our suppliers.

During the Track Record Period and up to the Latest Practicable Date, no purchase order had been turned down by our slot machine suppliers. There are other readily available suppliers from which our Group could purchase slot machines at similar quality (including the quality of the devices and the software of the games) and terms (such as price, warranty period, maintenance services and technical support) offered by the current slot machine suppliers, given that, other than the four of our current suppliers, there are other four major slot machine suppliers, who have passed both (i) the testing by approved gaming equipment test laboratories and (ii) the certification process of the Ministry of Finance, in order for their machines to be sold and operated in licensed casinos in the Czech Republic, according to CIC.

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We cannot assure you that our suppliers will not breach their contractual obligations to us, or that our agreements will not be suspended, terminated or otherwise expired without renewal. In that case, we may not be able to find alternative suppliers if it is no longer able to meet our needs at acceptable cost and/or in a timely manner. Failure to source suitable slot machines from other suppliers at acceptable cost and/or in a timely manner, or otherwise to effectively manage such events if they occur, could materially and adversely affect our business, financial condition and results of operations.

### *We have limited control over the standard of CMS and slot machines*

For our gaming operations, CMS and slot machines are required to be certified and licenced by authorised bodies nominated by the Ministry of Finance in the Czech Republic, as required under the relevant Czech laws and regulations and we procure the same from our suppliers. It is the responsibility of the suppliers of the CMS and the slot machines to obtain the certification and licence. If the CMS and slot machines currently in use fail to meet the standards or the relevant rules and regulations amended from time to time, and if we are unable to find alternative suppliers of the CMS and slot machines in a timely manner or on favourable terms, or at all, our operations may be adversely affected, which could harm our reputation and adversely affect our business, financial condition and results of operations. We may be subject to additional costs if we are required to purchase alternative CMS and slot machines, which would lower the efficiency and profitability of our operations.

### *We may have difficulty in managing our future growth and implementing on expansion plan successfully*

The success and continuation of our business operations and growth depend on our effective risk management including, among others: (i) our operational, financial and management systems; (ii) skills of our management team; (iii) measures to train, motivate, manage and retain our employees; (iv) risk monitoring system to assess the financial condition and business operation; (v) retention of existing customers and identifying new customers; (vi) our liquidity position while committing resources to our business operation; (vii) expansion and business development; (viii) the complexity and costs associated with expanded operations, which may divert our resources and require substantial capital commitment and (ix) diversification of our customer base to improve our working capital management. We cannot assure you that our systems, procedures, controls, personnel and expertise will be adequate to support our future growth. Failure to achieve any of the foregoing, or manage the risks and uncertainties created by measures to achieve the foregoing, could materially and adversely affect our business, financial condition, results of operations and growth prospects.

### *Our asset rejuvenation plan may result in increase in depreciation and operating expenses and may adversely affect our financial results and conditions*

We estimate that the total capital expenditure for our asset rejuvenation plan will amount to HK\$145.0 million, which includes the expansion and performance of upgrading works at *Palasino Savannah Resort* and *Palasino Wullowitz* and the procurement and rental of slot machines. Depreciation of property, plant and equipment is calculated using a straight-line method to allocate their costs to their residual values over their

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estimated useful life. As a result of the intended facility overhaul and purchase of slot machines for our asset rejuvenation plan, we will incur additional depreciation expenses and operating expenses. For example, for the first year after the implementation of the expansion and upgrading works in our casinos, we estimate that we will incur additional depreciation expenses of HK\$3.9 million, and it is expected that there will be an incidental increase in other operating expenses (e.g. salaries of additional staff). In addition, we intend to rent slot machines as part of our asset rejuvenation plan. We estimate that we will incur additional expenditures for rental of slot machines of HK\$4.0 million for the same year. Such additional depreciation expenses and operating expenses will be recognised in our profit or loss statement, which in turn may adversely affect our financial results and conditions. Please refer to the paragraph headed “Strategies” under the section headed “Business” and the section headed “Future Plans and Use of Proceeds” in this prospectus for further details of our proposed asset rejuvenation plan.

*Acquisition of business/asset involves significant risks and uncertainties and we may not be able to identify suitable targets or successfully integrate acquired business into our existing operation*

We may acquire business or asset in line with our business strategy. Acquisition of business or asset, however, involves significant risks and uncertainties, including (i) lack of suitable business or asset targets; (ii) intense competition from other potential buyers or bidders of the bidding for the targets; (iii) limited prior experience when expanding into new region; and (iv) our ability to secure funding, being equity and/or debt financing for the acquisition.

Further, integration of newly acquired business may be costly and time-consuming and could present us with significant risks and difficulties, including (i) integrating the operations and personnel of the acquired business and implementing uniform information technology systems, controls, procedures and policies; (ii) retaining relationships with key employees, customers, business partners and suppliers of the acquired casinos; and (iii) achieving the anticipated synergies and strategic or financial benefits from the acquisitions.

Given the above uncertainties, acquisition of business or asset in the future may not proceed as expected, and failure in executing our acquisition could have a material adverse impact on our business, financial conditions and results of operations.

*There is no assurance that the implementation of our future plan will be successful*

As mentioned in the paragraph headed “Strategies” under the section headed “Business” of this prospectus, our growth strategy includes the expansion and upgrade of our facilities in casinos, acquisition of business or asset and/or bidding for new gaming licence when opportunities arise. In pursuing the strategies, we will incur significant capital expenditures associated with (i) the expansion and upgrade; (ii) the acquisitions and/or the bid. There is no assurance that our Group’s future business plan will materialise and generate revenue as planned. The increase in costs as a result of the expansion, acquisitions and/or the bid as contemplated under the future plan of our Group may outweigh the increase in revenue in the short run, which in turn, will have an adverse impact on our financial performance.



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Whether our future plan can be implemented successfully may be beyond our control and some future events may affect our plan. There is no assurance that we will be successful in materialising our future plan successfully. If we fail to implement our future plan based on our schedule or at all, our business and results of operation may be adversely affected.

*Our Group is subject to anti-money laundering laws or regulations, violations of which could adversely affect its business*

Our Group is subject to various reporting and anti-money laundering laws and regulations. For details of our internal control measures and anti-money laundering policies, please refer to the section headed “Internal Controls and Anti-Money Laundering” in this prospectus.

Internal controls and procedures and employee training and compliance programs that our Group has implemented to prevent prohibited practices may not be effective in deterring our Directors, employees, contractors or agents from violating or circumventing its policies and the law. If our Group or its directors, employees or agents fail to comply with applicable laws or company policies governing its operations, our Group may face investigations, prosecutions and other legal proceedings and actions which could result in civil penalties, administrative remedies and criminal sanctions. Any such government investigations, prosecutions or other legal proceedings or actions could adversely affect our Group’s business, performance, prospects, value, financial condition, and results of operations.

*Theoretical win rates of table games for our Group’s casino operations depend on a variety of factors, some of which are beyond its control*

The gaming industry is characterised by an element of chance. In addition to the element of chance, theoretical win rates of table games are also affected by other factors, including players’ skill and experience, the financial resources of players, the volume of bets placed by players and the amount of time players spend on gambling. Our Group’s actual win rates may therefore differ greatly over short time periods and could cause volatility in our Group’s results. These factors, alone or in combination, have the potential to negatively impact our Group’s win rates, and its business, financial condition and results of operations could be materially and adversely affected.

*Our gaming business can be subject to instances of cheating and counterfeiting*

Players in our casinos or gaming areas may attempt to commit fraud or cheat in order to increase winnings. Acts of fraud or cheating could involve the use of counterfeit currency, chips or other tactics, possibly in collusion with casino employees. Internal acts of cheating could also be conducted by employees through collusion with gaming employees such as dealers, table inspectors, pit bosses and surveillance staff, or other casino employees.

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Failure to discover such activities in a timely manner could result in losses in our gaming operations. In addition, negative publicity related to such activities could have an adverse effect on our reputation, thereby materially and adversely affecting our business, financial condition, results of operations and cash flows. During the Track Record Period, there were no material instances of fraud, cheating and counterfeiting activities found within our casinos.

We conduct regular reviews of our operations to prevent cheating. Our employees are also highly trained to spot the signs of potential cheating on the table games. However, there can be no assurance that our efforts to prevent cheating will be effective. Any failure to prevent cheating may adversely affect our business, financial condition, results of operations and cash flows.

*The online gaming industry is a rapidly evolving industry, which makes it difficult to evaluate our business and financial prospects*

In order to expand our business into online gaming, we obtained the online gaming licence in Malta in November 2022. It is planned that the soft launch of the Online Gaming Business will take place during the first half of 2024.

The online gaming industry is rapidly evolving. The future plans and operation results of our online gaming business will depend on a number of factors affecting the online gaming industry, many of which are beyond our control, including:

- changes in user demographics and user tastes and preferences;
- the number of new players entering the online gaming industry;
- changes in regulatory environment; and
- general economic conditions, particularly as they affect discretionary user spending.

New laws and regulations governing online gaming industry might be introduced to regulate the operation of our games. Regulatory authorities may take more stringent measures to monitor our operations and order us to take rectification actions. These regulatory changes could subject us to significant additional costs to comply with the evolving laws and regulations, which could have an adverse and material impact on our results of operations. If we are unable to adapt to the rapidly evolving industry or if we have to incur significant expenses in complying with newly enacted laws and regulations, our results of operations and future performance will be adversely and materially affected.

Our ability to plan for game development, distribution and promotional activities will be significantly affected by our ability to anticipate and adapt to relatively rapid changes in the tastes and preferences of our existing and prospective users. A decline in the popularity of online games in general, or our games in particular, would harm our business and prospects.

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There have been an increasing number of new competitors entering into the online gaming industry and we expect the trend to continue in the foreseeable future. Numerous new games, updates and other new concepts/types of games will emerge and compete with our games and products. If we are unable to successfully and efficiently develop new games or expand our game portfolio which meet market requirements and achieve market acceptance, we may not be able to retain or attract customers or generate revenue, and our business and financial condition may be materially and adversely affected.

During the three years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2023, the total expenses incurred by Palasino Malta amounted to nil, HK\$5.6 million, HK\$13.1 million and HK\$8.2 million, respectively. The expenses were primarily attributable to the operating expenses, which includes employee benefits expenses, gaming operation expenses relating to platform licence, licence application, cloud service and office expenses. During the Track Record Period, Palasino Malta did not recorded any revenue. Our future plan, which included expansion of our online gaming business to regulated jurisdictions, has not incurred any material cost as at the Latest Practicable Date. Material cost may be incurred when we expand our online gaming business. Whether our expansion plan can be implemented successfully may be beyond our control and some future events may affect the expansion plan, such as change in the expected capital needs for costs related to the setup of office etc. There is no assurance that we will be successful in materialising our expansion plan successfully. If we fail to implement our expansion plan based on our schedule or at all, our business and results of operation may be adversely affected.

*The hotel industry in Central Europe is competitive, and if we are unable to compete successfully, our financial condition and results of operations may be harmed*

The hotel industry in Central Europe is highly fragmented. We believe that we compete primarily based on location, room rates, brand recognition, quality of accommodations, geographic coverage, service quality, range of services, guest amenities and convenience of the central reservation system. We primarily compete with other hotels in each of the markets in which we operate. According to CIC, in 2022, there were more than 130,000 accommodation establishments in Central Europe. In terms of revenue, our Group earned a market share of 1.2% in the hotel industry of Central Europe in 2022. We also face competitions offered on platforms such as short-term accommodation rental and serviced apartments. New and existing competitors may offer more competitive rates, greater convenience, services or amenities or superior facilities, which could attract customers away from our hotels and result in a decrease in occupancy rates and average daily room rates of our hotels. In addition, the rise of alternative accommodation options, such as homestays and Airbnb, intensifies competition within the industry, according to CIC. Furthermore, our typical guests may change their travel, spending and consumption patterns and choose to stay in other kinds of hotels, especially given the increase in our hotel room rates to keep pace with inflation. Even if our peers cannot outcompete us, any increasing supply of hospitality assets in the areas we operate could negatively affect our operational and financial results. Any of these factors may have an adverse effect on our competitive position, results of operations and financial condition.

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*A significant portion of our costs and expenses may remain at the same level or increase even if our revenues decline, which would adversely affect our net margins and results of operations*

A significant portion of our operating costs, including depreciation and amortisation, is fixed. Accordingly, a decrease in revenues could result in a disproportionately higher decrease in our earnings because our operating costs and expenses are unlikely to decrease proportionately. However, our fixed expenses do not vary significantly with changes in occupancy and revenues, as we need to continue to pay salary and to make regular repairs, maintenance and renovations and invest in other capital improvements throughout the year to maintain the attractiveness of our hotels. Our property development and renovation costs may increase as a result of increasing costs of materials. However, we have a limited ability to pass increased costs to customers through room rate increases. Therefore, our costs and expenses may increase even if our revenues decline, which would adversely affect our net margins and results of operations.

*The global COVID-19 pandemic has materially impacted our business, financial results and liquidity*

The COVID-19 pandemic had significant impacts on our business, results of operations and financial condition during the Track Record Period. Our casinos and hotel in the Czech Republic were ordered by the government to close for intermittent periods of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Our hotels in Germany and Austria were ordered by the government to close for intermittent periods of five months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Since then, with the pandemic easing and the return of customers, our revenue has grown steadily during the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023. Our revenue generated from our gaming business and hotel business increased significantly by HK\$205.4 million or 140.9% from HK\$145.8 million for the year ended 31 March 2021 to HK\$351.2 million for the year ended 31 March 2022. Our revenue from gaming business and hotel business continued to recover during the year ended 31 March 2023, increasing by HK\$177.8 million or 50.6% from HK\$351.2 million for the year ended 31 March 2022 to HK\$529.0 million for the year ended 31 March 2023. Our revenue from gaming business and hotel business increased by HK\$37.5 million or 15.6% from HK\$240.8 million for the six months ended 30 September 2022 to HK\$278.3 million for the six months ended 30 September 2023. Prospective investors should note that the year-on-year comparison of revenue during the Track Record Period was significantly influenced by the lockdown protocols imposed by local governments as mentioned above, which adversely affected our financial performance for the years ended 31 March 2021 and 31 March 2022. Such comparison should not be viewed to suggest that there has been a significant growth in our business and financial performance during the years and should not be an indicator of our Group's future performance.

To the extent that the resurgence of COVID-19 or other similar outbreak of disease disrupts our normal business operations, we may face disrupted market demand and operational challenges. We are closely monitoring the development of the pandemic and continuously evaluating any potential impact on our business, results of operations and financial condition.

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*We may not be able to continue to obtain government grants, which are non-recurring in nature*

For the three years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2022 and 2023, we recognised government grant of HK\$76.4 million, HK\$42.2 million, HK\$2.2 million, HK\$2.3 million and HK\$15,000. Our Group recognised government grants from the government of the Czech Republic, Germany and Austria mainly to subsidise the business operations of respective entities operating in these countries as a result of the COVID-19 impact. Due to the ease of the impact from the COVID-19 pandemic, there can be changes in the governmental policies of the governments of the Czech Republic, Germany and Austria. We face uncertainty relating to the availability of government grants and we cannot guarantee that we will record such income of similar amount, or at all, in the future. Any eliminations or alterations to any of the subsidies provided to us by the governments of the Czech Republic, Germany and Austria may have an adverse effect on our financial performance and results of our operations.

*Our operating results are subject to conditions affecting the gaming and hotel industries in general*

Our operating results are subject to conditions typically affecting the gaming and hotel industries include, among others:

- changes and volatility in national, regional and local economic and competitive conditions in Europe and globally;
- changes in governmental laws and regulations relating to the gaming and hotel industries, including gaming laws and regulations, employment, preparation and sale of food and beverages, environmental concerns, and travel and visa policies, in response to outbreaks of contagious diseases and the related cost of compliance;
- greater impact of any failure to get regulatory approvals for any future developments;
- relaxation in gaming laws and regulations in other regions that would compete with the Czech market;
- competition from other hotels, the attractiveness of our hotels to customers, and our ability to maintain and increase sales to existing customers and attract new customers;
- local market conditions such as an oversupply of, or a reduction in demand for, hotel rooms;
- the quality and performance of managers and other employees;
- willingness of our customers to travel to the Czech Republic (in respect of our gaming business) and Austria and Germany (in respect of our hotel business);

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- increases in operating costs and expenses due to inflation and other factors;
- the availability and cost of capital to fund construction and renovation of, and make other investments in, our properties; and
- adverse weather conditions, natural disasters or travellers' fears of exposure to contagious diseases and social unrest.

If we are unable to take appropriate actions to rectify the adverse impact brought by any of the above events in an adequate and timely manner, it may have a material adverse effect on our business, financial condition, results of operations and cash flows.

*Our business maybe sensitive to reductions in discretionary consumer and corporate spending as a result of downturns in the economy in Central Europe*

Our business and operations are primarily based in Central Europe. Accordingly, our financial results have been, and we expect will continue to be, affected by developments in the economies and gaming and hotel industries primarily of Central Europe.

Consumer demand for casinos and hotels is particularly sensitive to downturns in the economy and the corresponding impact on discretionary spending. Changes in discretionary consumer spending or corporate spending on conventions and business travel could be driven by many factors, such as: perceived or actual general economic conditions; fear of exposure to a widespread health epidemic, such as the COVID-19 pandemic; any weaknesses in the job or housing market; credit market disruptions; high energy, fuel and food costs; the increased cost of travel; the potential for bank failures; perceived or actual disposable consumer income and wealth; fears of recession and changes in consumer confidence in the economy; or fear of war, political instability, such as the military conflict between Russia and Ukraine, civil unrest or future acts of terrorism. These factors could reduce consumer and corporate demand for the amenities and leisure and business activities we offer, thus imposing additional limits on pricing and harming our operations.

It is unclear whether the above challenges will be contained or resolved and what effects they may have. Any prolonged slowdown in the Central European economy may have a negative impact on our business, results of operations and financial condition.

*Inflation in Europe may disrupt our business and have an adverse effect on our financial condition and results of operations*

The economy in Europe is currently experiencing rising rates of inflation and increasing salaries. Salary increases could potentially increase discretionary spending on travel, but general inflation may also erode disposable incomes, consumer spending or adversely affect the gambling appetite. Furthermore, certain components of our operating costs, including staff costs and utilities, may increase as a result of an increase in prices for goods and services resulting from general inflation. However, we cannot guarantee that

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we can pass increased costs to customers through increase in our room rate, food price and/or service charges. If we fail to do so and the inflation is significant, it could adversely impact our business, financial condition and results of operations.

*Our business depends on our ability to attract and retain a sufficient number of qualified employees to run our operations. A limited supply of qualified managers or labour could cause labour costs to increase*

Our ability to maintain our competitive position is dependent to a large degree on the efforts, skills and continued service of our key management and operating personnel. The loss of our key management and operating personnel would likely have a material adverse effect on our business.

Our business is also labour intensive and, therefore, our success also depends in large part on our ability to attract, train, motivate and retain a sufficient number of qualified and skilled employees to run our operations. Europe has a relatively limited labour market for the supply of qualified and skilled employees for our business.

Given the limited pool of qualified operating, marketing, financial and technical personnel and experienced gaming and hotel personnel currently available in Europe as well as the development of gaming and hotel industries in Europe, we face and will continue to face significant competition in the recruitment of appropriately qualified and skilled employees.

If we are unable to attract and retain a sufficient number of qualified and skilled employees, or if we encounter a significant increase in labour costs due to salary increases or for any other reason, our ability to compete effectively with the other casinos in the Czech Republic and hotels in Europe and our business, financial condition and results of operations could be materially and adversely affected.

In addition, we may be unable to retain the services of our key management personnel and may not easily be able to replace such personnel if they choose to leave us for any reason. In turn, this could have an adverse effect on our business, financial condition and results of operations.

*Our failure to maintain the integrity of our customer, personal or company data, breaches of our cybersecurity systems may result in significant data losses and the theft of our intellectual property, damage our reputation, expose us to liability to third parties, regulatory fines and penalties, and require us to incur significant costs*

We face global cybersecurity threats, which may range from uncoordinated individual attempts to sophisticated and targeted measures directed at us. Cyber-attacks and security breaches may include, but are not limited to, attempts to access information, including customer and company information, computer malware such as viruses, denial of service, attacks from ransomware on our information technology system, that may lock, block access or render data, in particular, the personal data of our customers, unusable where we may be asked to make a large lump-sum payment or other consideration in order to resume the operation of our system or return the data to a usable form, operator errors or misuse, or inadvertent releases of data, and other forms of electronic security breaches.

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Our business requires the collection and retention of large volumes of customer and personal data, including debit card and/or credit card numbers and other personally identifiable information in various information systems we maintain and in those maintained by third parties with whom we contract to provide data services. We also maintain important internal company data such as personally identifiable information about our employees and information relating to our operations. The integrity and protection of customer and company data are important to us. Our collection of such customer and company data is subject to extensive regulation by private groups such as the payment card industry as well as domestic and foreign governmental authorities, including gaming authorities. If a sophisticated cyber event occurs, our systems may be unable to satisfy applicable regulations or employee and customer expectations.

A significant theft, loss or fraudulent use of customer or company data maintained by us could have an adverse effect on our reputation, cause a material disruption to our operations and management team and result in remediation expenses (including liability for stolen assets or information, repairing system damage and offering incentives to customers or business partners to maintain their relationships after an attack) and regulatory fines, penalties and corrective actions, or lawsuits by regulators, third-party service providers, third parties that share data with us pursuant to contractual agreement and/or consumers whose data is or may be impacted. Such theft, loss or fraudulent use could also result in litigation by shareholders alleging our protections against cyber-attacks were insufficient, our response to an attack was faulty or insufficient care was taken in ensuring we were able to comply with cybersecurity, privacy or data protection regulations, protect data, identify risks and attacks, or respond to and recover from a cyber-attack, or by customers and other parties whose information was subject to such attacks. In addition, we may incur increased cybersecurity protection costs that may include organisational changes, deploying additional personnel and protection technologies, training employees and engaging third-party experts and consultants. Any of these events could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Further, the regulatory environment governing information, security and privacy laws is increasingly demanding and continues to evolve. As aforementioned, we could be subject to risks caused by misappropriation, misuse, leakage, falsification, system malfunction or intentional or accidental release or loss of information maintained in our information systems and networks and those of our third-party service providers.

During the Track Record Period and up to the Latest Practicable Date, our Group did not experience any material security criminal incidents nor any material hardware or software failure in relation to our information technology systems (in particular, CMS for our land-based gaming operations and property management system for our hotel operations). However, if we are unable to maintain reliable information technology systems and appropriate controls with respect to global data privacy and security requirements and prevent data breaches, we may suffer regulatory consequences in addition to business consequences. The European Union has adopted comprehensive data protection and security laws. Please refer to the paragraph headed "Laws and regulations in relation to data protection" under the section headed "Regulatory Overview" in this prospectus for more details.



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Data privacy laws in the European Union are developing rapidly. We may therefore be potentially subject in the future to additional data protection obligations to those that we are already subject to and for which we are fully compliant. This may result in additional costs.

Government enforcement actions can be costly and may interrupt the regular operation of our business, and data breaches or violations of data privacy laws can result in significant fines, reputational damage and civil lawsuits, any of which may adversely affect our business, financial condition and results of operations.

*Any failure, malfunction or significant interruption in our network infrastructure could adversely impact our land-based and online gaming and hotel operations and harm our business*

The stable operation and performance of our network infrastructure and technology system, in particular, CMS for our land-based gaming operations and property management system for our hotel operations, are essential for our land-based and online gaming and hotel operations in that it ensures our smooth operations (applicable to land-based gaming and hotel) and game functioning and uninterrupted player experience (applicable to online gaming). Our infrastructure, however, may in the future experience, hardware or software failures, power failure, data corruption or other performance problems due to a variety of factors, such as increasing pressure on our servers and networks, network disruption of our third-party partners such as telecommunications carriers. Internet viruses or hacking or other attacks on our infrastructure, and damage or interruption as a result of natural disasters.

We cannot assure you that we will be able to maintain adequate disaster recovery systems, effectively address capacity constraints, upgrade our systems as needed and continue to develop our technology and network architecture to accommodate increasing traffic. If we are unable to achieve any of these targets, our business and results of operations may suffer.

*If we lose the services of our third-party information technology systems contractors without a timely replacement, our operations may be seriously disrupted*

Our information technology systems were developed and are maintained by third party contractors. We use CMS, which is developed by a global casino technology company based in the U.K., in our casino operations, while we use property management system, which is provided by a third party contractor, to manage our hotel operations. We rely on our third party contractors to (i) maintain the network and infrastructure underlying our information technology systems; (ii) provide technical assistance to us on an ongoing basis; and (iii) upgrade our systems when and as necessary. Any failure by our third party contractors to maintain the satisfactory performance, reliability, security and availability of our network infrastructure may adversely affect our ability to operate our business in an efficient and effective manner. The termination of our arrangements with our third party contractors without timely replacement for any reason could cause a disruption in our business operations and thereby adversely affect our financial results.

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*Our casinos and hotels may encounter temporary closures, reduced turnover or lower occupancy rates as a result of repairs, replacements or the redevelopment or renovation of our casinos and hotels*

Our casinos and hotels may require repairs and replacements from time to time, which may be time-consuming and require significant capital expenditures. Much of the infrastructure and equipment will eventually need to be replaced or significantly repaired or modernised, which could result in interruptions to our business. Our casinos and hotels may also need to undergo renovation or redevelopment works from time to time to retain their attractiveness and may also require maintenance or repairs in respect of faults or problems that may develop or because of new planning laws or regulations.

Such repairs, replacements, investments, redevelopments or renovations of our casinos and hotels may have a material and adverse impact on our ability to attract players and guests at the casinos and hotels and in some circumstances may require the partial or complete closure of a casino or hotel, or the restaurants or other facilities within a casino or hotel. During the period of any such repairs, replacements, investments, redevelopments or renovations, we may experience a reduction in the number of players visiting our casinos and/or occupancy rates and/or average room rates of the hotels and/or the number of customers using our restaurants and facilities. Moreover, the inconvenience caused by such activities may affect the satisfaction and experience of our players and guests, which may in turn affect their future spending behaviour when they choose casinos/hotels in the future.

*If the value of our brands or reputation diminishes, it could have a material and adverse effect on our business and results of operations*

Our continued success in maintaining and enhancing our brands and reputation depends, to a large extent, on our ability to satisfy customer needs by offering a diversified portfolio of gaming products and hospitality services and maintaining consistent quality of services, as well as our ability to respond to competitive pressures. If we are unable to do so, our gaming revenue and/or occupancy rates may decline, which could in turn adversely affect our results of operations. Our business may also be adversely affected if our brands or reputation were to be diminished by the operations of any of our casinos or hotels, whether due to unsatisfactory services, accidents or otherwise. Further, our business faces increasing scrutiny related to environmental, social and governance activities and risk of damage to our reputation and the value of our brands if we or any of our respective subsidiaries fail to act responsibly in a number of areas, such as responsible gaming, environmental stewardship, supply chain management, climate change, diversity and inclusion, workplace conduct, human rights, philanthropy and support for local communities. Any harm to our brands or reputation could impact employee engagement and retention and the willingness of customers and our partners to do business with us, which could have a material adverse effect on our business, results of operations and cash flows.

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*Our insurance coverage may not be adequate to cover all potential losses that we could suffer, and our insurance costs could increase*

Although we have insurance for our property covering damage caused by a casualty loss (such as fire or natural disasters), the policy has certain exclusions. In addition, our property insurance coverage is in an amount that may be less than the expected full replacement cost of rebuilding our property if there was a total loss. Our level of insurance coverage may be inadequate to cover all possible losses in the event of a major casualty. In addition, certain casualty events, such as labour strikes, terrorist attacks, loss of income due to cancellation of room reservations or conventions due to fear of pandemics or terrorism, or damage resulting from deterioration or corrosion, insects or animals and pollution, might not be covered under our insurance policies. Therefore, certain acts and events could expose us to substantial uninsured losses. In addition to the damage caused to our property by a casualty loss, we may suffer business disruption as a result of these events or be subject to claims by third parties who were injured or harmed. While we carry general liability insurance and limited business interruption insurance, this insurance may not continue to be available on commercially reasonable terms and, in any event, may not be adequate to cover all losses.

There is no assurance that we will be able to renew our insurance policies on equivalent premium costs, terms, conditions and limits upon their expiration and certain events, such as flooding and fires, may increase our premium costs. The cost of coverage may become so high that we may need to further reduce our policy limits or increase deductibles to the minimum levels permitted under any agreements to which we are a party or agree to additional exclusions from our coverage.

*From time to time, we may be involved in legal and other proceedings arising out of our operations*

We may be involved in disputes with various parties involved in our gaming and hotel operations, the operation of our properties, including contractual disputes with suppliers or property damage or personal liability claims. Regardless of the outcome, these disputes may lead to legal or other proceedings and may result in substantial costs and the diversion of resources and management's attention. We may also have disagreements with regulatory bodies in the course of our operations, which may subject us to administrative proceedings and unfavourable decisions that result in penalties being imposed on us. In such cases, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

*We use third-party suppliers, service providers and other business partners to provide products and services to us and to our customers*

We work with our third-party suppliers, service providers and other business partners to conduct our business, for example, slot machine suppliers, CMS provider, property management system, suppliers of food and beverage and suppliers of utilities, linens, toiletries and miscellaneous hotel consumables. Any interruptions to their operations, any termination or suspension of our supply arrangements, any change in cooperation terms, the deterioration of cooperative relationships, or any disputes with

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these partners may materially and adversely affect our results of operations. In addition, we cannot assure you that we would be able to find suitable replacement suppliers or service providers on commercially reasonable terms or a timely basis. If we could not solve the impact of the interruptions of operations of our third-party suppliers or service providers, our business operations and financial results may be materially and adversely affected.

Furthermore, our reputation and operation may be harmed by illegal or unsatisfactory actions taken or unsatisfactory performance by these partners that are outside of our control. For example, the failure of our slot machine, CMS or raw material suppliers to ensure product quality or to comply with relevant other laws and regulations, interrupt our operations and/or result in claims against us. In the event that we become subject to claims caused by actions taken or unsatisfactory performance by these partners, we may attempt to seek compensation from the relevant partners. However, such compensation may be limited. If no claim can be asserted against a supplier, service provider or business partner, or amounts that we claim cannot be fully recovered from the supplier, service provider or business partner, we may be required to bear such losses and compensation at our own costs. This could have a material and adverse effect on our business, financial condition and results of operations.

*Natural or man-made disasters, an outbreak of highly infectious or contagious disease, political instability, civil unrest, terrorist activity or war could materially adversely affect the number of visitors to our facilities and disrupt our operations*

So-called “Acts of God” and other natural disasters, man-made disasters, outbreaks of highly infectious or contagious diseases, political instability, civil unrest, terrorist activity or war (such as the military conflict between Russia and Ukraine) may result, and in the case of the COVID-19 pandemic, have resulted, in decreases in travel to and from, and economic activity in, area in which we operate, and may adversely affect, and the COVID-19 pandemic has adversely affected, the number of visitors to our properties. We also face potential risks associated with the physical effects of climate change, which may include tornado, heavy rainfall, flooding and shortage of water. Any of these events may disrupt our ability to staff our business adequately, could generally disrupt our operations, and could have a material adverse effect on our business, financial condition, results of operations and cash flows. We cannot assure you any our insurance coverage with respect to some of these events will provide any coverage or be sufficient to indemnify us fully against all direct and indirect costs, including any loss of business that could result from substantial damage to, or partial or complete destruction of, any of our properties.

*We face risks related to instances of food-borne illnesses, food contamination and associated liability claims*

As we provide food and beverage to our customers, we face an inherent risk of food contamination and associated liability claims. Our food quality depends partly on the quality of the food ingredients and raw materials provided by our suppliers. We may not be able to detect all defects in our supplies and food contamination could be caused by third party food suppliers or other factors which are outside of our control. Due to the

## RISK FACTORS

scale of our operations, we also face the risk that certain of our employees may not adhere to our mandated procedures and requirements. Food-poisoning incidents may occur at our casinos and hotels from time to time. Any failure to detect defective food supplies or observe proper hygiene, cleanliness and other quality control requirements or standards in our operations could adversely affect the quality of the food we offer inside or outside our restaurants, which could lead to liability claims, complaints and related adverse publicity, reduced customer traffic at our restaurants and even our casinos and hotels and the imposition against us of penalties by relevant authorities and compensation awards by courts.

### *We are exposed to foreign exchange risks*

During the Track Record Period, a majority of our revenue are denominated in EUR (“**Revenue Currencies**”) but the costs incurred by our Group in our business operation are mostly denominated in EUR and CZK (“**Expense Currencies**”). The exchange rate of the Revenue Currencies against that of Expense Currencies fluctuates from time to time and is affected by a number of factors, such as changes in the political and economic conditions in the relevant jurisdiction as well as the fiscal and foreign exchange policies prescribed by the local governments. During the process of preparation of the financial information, it involves exchange difference arising on (i) translation of Revenue Currencies and Expenses Currencies (if applicable) to functional currency of Palasino Group (i.e. CZK), (ii) translation of foreign operations of which the functional currency is EUR to functional currency of our Company (i.e. CZK) and (iii) translation from functional currency of our Company to presentation currency of our Company (i.e. HK\$). Any significant fluctuations in the exchange rates between the Revenue Currencies and the Expense Currencies could materially and adversely affect our results of operations which is presented in HKD. We recorded net foreign exchange loss of HK\$1.0 million, HK\$4.9 million, HK\$9.5 million and HK\$1.7 million for the three years ended 31 March 2023 and the six months ended 30 September 2022 and foreign exchange gain of HK\$8.2 million for the six months ended 30 September 2023 in the combined statements of profit or loss.

We are therefore exposed to foreign currency risks and our profit margins may be adversely affected if we are unable to hedge foreign currency risk. Any exchange rate volatility relating to the Revenue Currencies against the Expenses Currencies may affect our value of net assets, profits and dividends. Any such exchange rate fluctuations may result in an increase or decrease in our reported costs and earnings, which may materially and adversely affect our financial condition and results of operations.

### *We face exposure to fair value change of financial assets at fair value through profit or loss (“FVTPL”)*

For the three years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2022 and 2023, the fair value change on financial assets at FVTPL, representing the change in fair value of our investment administered by Singford, a fellow subsidiary of our Group, amounted to a gain of HK\$4.5 million, a loss of HK\$1.5 million, a loss of HK\$3.1 million, a loss of HK\$4.7 million and a gain of HK\$17,000, respectively. We use the net asset values of the fund, determined with reference to the observable (quoted) prices of underlying investment portfolio, in valuing our financial assets at FVTPL. The

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determination of fair value of relevant financial assets requires us to make significant estimates, which may be subject to material changes, and therefore inherently involves a certain degree of uncertainty. In addition, fair value changes of financial assets at FVTPL could adversely affect our financial condition and results of operation. Factors beyond our control can significantly influence and cause adverse changes to the estimates we use and thereby affect the fair value of the relevant financial assets. These factors include, but are not limited to, foreign exchange rate, general economic condition, changes in market interest rates and stability of the capital markets. Any of these factors, as well as others, could cause our estimates to vary from actual results, which could materially and adversely affect our financial condition and results of operation. For further information, please refer to the paragraph headed “Financial Information — Current Assets and Current Liabilities — Financial Assets at FVTPL” in this Prospectus.





*If our internal controls and procedures fail to be implemented effectively, our business and prospects may be materially and adversely affected*

We have recently enhanced our internal controls and systems in a continual effort to improve our risk management capabilities and enhance our internal controls. For more details, please refer to the section headed “Internal Controls and Anti-Money Laundering” in this prospectus. However, we cannot assure you that our internal control and procedures will adequately control, or protect us against, all risks. Some of these risks are unforeseeable or unidentifiable and may be more severe than what we may anticipate.

Our risk management capabilities and ability to effectively monitor legal compliance and other risks are restricted by the information, tools, models and technologies available to us. In addition, given the limited history of some aspects of our risk management and internal control policies and procedures, we will require additional time to implement these policies and procedures in order to fully assess their impact and evaluate our compliance with them. Moreover, our employees will require time to adjust to these policies and procedures and we cannot assure you that our employees will be able to consistently comply with or accurately apply them.

If our risk management and internal controls, procedures and systems fail to be implemented effectively, or if the intended results of such internal controls, procedures or systems are not achieved in a timely manner, including our ability to maintain an effective internal control system, our business, financial condition, results of operations and reputation may be materially and adversely affected.

*We may not be able to adequately protect our intellectual property*

Our principal intellectual property rights are the logos and brands we use in our gaming and hotel operations. During the course of our business development, we have established two brands, namely “Palasino” and “Trans World Hotels”. As at the Latest Practicable Date, our material trademarks, “”, “”, “PALASINO”, “” and “” were registered in European Union. For details, please refer to the paragraph headed “Appendix VI — Statutory and General Information — B. Further information about our business — 2. Intellectual Property Rights” in the prospectus.

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We are in the process of applying for the registration of our trademarks in Hong Kong. Before the registration is complete, we have limited recourse, legally or commercially to protect our intellectual property rights and values. There can be no assurances that our application for trademark registrations will be granted or that the steps we take to use, control or protect our trademarks, will always be adequate to prevent third parties from copying or using the trademarks without authorisation or in a manner where authorisation may not be required. Third parties may challenge our rights to certain trademarks or oppose our trademark applications. Defending against any such proceedings may be costly, and if unsuccessful, could result in the loss of our important trademarks. If our trademarks are misappropriated, or otherwise used in a manner where authorisation may not be required, our brand value and reputation could be harmed.

It is possible that we may be unable to register other trademarks or renew the registration of any of our existing registered trademarks in the future. In any case, we are susceptible to infringement of our logos and brands by third parties, whether or not such logos are or will continue to be registered trademarks. There is no guarantee that the registration of our trademarks can completely protect us against any infringement or passing off. The infringement of and passing off on our logos and brands could adversely affect the perception that our customers have of our casinos and hotels. Enforcement of our intellectual property rights through litigation, whether successful or not, could incur substantial costs. All of these may in turn have a material adverse effect on our business, financial condition, results of operations and prospect.

*The appraised value of our properties may be different from their actual realisable value and are subject to change, and if the actual realisable value of our properties is substantially lower than their appraised value, there maybe a material adverse effect on our business, financial condition and results of operations*

Our Property Valuer has valued selected properties in Europe in which our Group has interests as at 31 December 2023. Please refer to Appendix III to this prospectus for the full text of their letter, summary of valuation and valuation certificates with regard to such properties' interests.

If any of the valuation assumptions provided by our Property Valuer are proved to be inaccurate, the appraised values of these properties may be materially affected. Accordingly, these appraised values may differ materially from the price we could receive in an actual sale of the properties in the market, and should not be taken as their actual realisable values or a forecast of their realisable values. Unforeseeable changes to economic conditions in Europe may also affect the values of our properties. If the actual realisable value of our property is substantially lower than its appraised value, it may have a material adverse effect on our business, results of operations and financial conditions.

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*It may be difficult to enforce legal judgement against us, our member or our senior management*

We are a holding company incorporated under the Cayman Islands law with all of our business conducted through our operating subsidiaries incorporated in the Czech Republic, Germany and Austria. Most of our senior management are residents of jurisdictions outside of Hong Kong and Cayman Islands. A substantial portion of our assets and the assets of our senior management, at any one time, are and may be located in jurisdictions outside of Hong Kong and Cayman Islands. It could be difficult for investors to effect service of process within Hong Kong or Cayman Islands on our senior management who reside outside of Hong Kong and Cayman Islands. Czech Republic, Germany and Austria have no direct bilateral reciprocal agreements or arrangements with Hong Kong or Cayman Islands that provide for the recognition and enforcement of any judgements of the Hong Kong and/or Cayman Islands courts. As a result, it may be difficult for investors outside of Czech Republic, Germany and Austria to enforce any judgements of the Hong Kong and/or Cayman Islands courts against us, our members or our senior management in the Czech Republic, Germany and Austria.

### **RISKS RELATING TO THE GLOBAL OFFERING AND SPIN-OFF**

*If we fail to comply with the applicable laws of the Czech Republic and/or Malta or the Gambling Ordinance, the Stock Exchange may suspend the dealings of our Shares or cancel our Listing*

We are required to comply with the applicable laws and regulations for our gaming operations in the Czech Republic and Malta. For details, please refer to the section headed “Regulatory Overview” of this prospectus.

We are also subject to compliance with the Gambling Ordinance. Chapter 4.7 under the Guide for New Listing Applicants published by the Stock Exchange applies to the operation of gambling activities by listed companies. If our gaming operations (i) fail to comply with the applicable laws in the areas where such activities operate (such as Czech Republic, Malta and/or other jurisdictions our gaming operation will expand to), and/or (ii) contravene the Gambling Ordinance, we or our business may be considered unsuitable for listing under Rule 8.04 of the Listing Rules. Depending on the circumstances of the case, the Stock Exchange may require us to take remedial actions, and/or may suspend the dealings or cancel the listing of our Shares pursuant to Rule 6.01 of the Listing Rules.

*There has been no prior market for our Shares, and their liquidity and market price following the Global Offering may be volatile*

Prior to the Global Offering, there was no public market for our Shares. We have applied to list and deal in our Shares on the Stock Exchange. However, even if approved, there can be no guarantee that: (i) an active or liquid trading market for our Shares will develop; or (ii) if such a trading market does develop, it will be sustained following completion of the Global Offering; or (iii) the market price of our Shares will not decline below the Offer Price. The trading volume and price of our Shares may be subject to significant volatility in response to, among others, the following factors:



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- variations in our financial position and/or results of operations;
- changes in securities analysts' estimates of our financial position and/or results of operations, regardless of the accuracy of information on which their estimates are based;
- changes in investors' perception of us and the investment environment generally;
- loss of visibility in the markets due to lack of regular coverage of our business;
- strategic cooperation or acquisitions;
- changes in laws and regulations that impose limitations on our industry;
- announcements made by us or our competitors;
- release or expiry of lock-up or other transfer restrictions on our Shares;
- the liquidity of the market for our Shares; and
- general economic and other factors.

*Potential investors will experience immediate and substantial dilution as a result of the Global Offering and could face dilution as a result of future equity financings*

The Offer Price substantially exceeds the per Share value of our net tangible assets after subtracting our total liabilities, and therefore potential investors will experience immediate dilution when they purchase our Shares in the Global Offering. If we were to distribute our net tangible assets to our Shareholders immediately following the Global Offering, potential investors would receive less than the amount they paid for their Shares.

We will comply with Rule 10.08 of the Listing Rules, which specifies that no further Shares or other securities of our Company (subject to certain exceptions) may be issued or form the subject of any agreement to such an issue within six months from the Listing Date. However, after six months from the Listing Date, we may raise additional funds to finance future acquisitions or expansions of our business operations by issuing new Shares or other securities of our Company. As a result, the percentage shareholding of the then Shareholders may be diluted and such newly issued Shares or other securities may confer rights and privileges that have priority over those of the then Shareholders.

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*Future or perceived sales of substantial amounts of our Shares could affect their market price*

The market price of our Shares could decline as a result of future sales of substantial amounts of our Shares or other related securities, or the perception that such sales may occur. Our ability to raise future capital at favourable times and prices may also be materially and adversely affected. Our Shares held by the Controlling Shareholders and Dateplum are currently subject to certain lock-up undertakings, the details of which are set out in the paragraph headed “Underwriting Arrangements and Expenses” under the section headed “Underwriting” and the paragraph headed “The Pre-IPO Investment” under the section headed “History, Reorganisation and Corporate Structure” in this prospectus, respectively. However, there is no assurance that following the expiration of the lock-up periods, these Shareholders will not dispose of any Shares. We cannot predict the effect of any future sales of the Shares by any of our Shareholders on the market price of our Shares.

*Our Controlling Shareholders have substantial influence over our Company and its interests may not be aligned with the interests of Shareholders who subscribe for Shares in the Global Offering*

Prior to and immediately following the completion of the Global Offering, our Controlling Shareholders will have substantial control over its interests in the issued share capital of our Company. Subject to the Articles of Association, the Companies Ordinance and the Listing Rules, the Controlling Shareholders by virtue of their controlling beneficial ownership of the share capital of the Company, will be able to exercise significant control and exert significant influence over our business or otherwise on matters of significance to us and other Shareholders by voting at the general meeting of the Shareholders and at Board meetings. Please refer to the section headed “Relationship with our Controlling Shareholders” in this prospectus. The interests of our Controlling Shareholders may differ from the interests of our other Shareholders. Our Controlling Shareholders will have significant influence on the outcome of any corporate transaction or other matters submitted to our Shareholders for approval, including mergers, consolidations, sales of all or substantially all of our assets, election of Directors and other significant corporate actions. This concentration of ownership may discourage, delay or prevent changes in control of our Company that would otherwise benefit our other Shareholders. To the extent that the interests of our Controlling Shareholders conflict with those of our other Shareholders, our other Shareholders may be deprived of opportunities to advance or protect their interests.

*We cannot guarantee the accuracy of facts, forecasts and statistics with respect to the Czech Republic, Germany, Austria, Malta and Europe, their economies and our relevant industries contained in this prospectus*

Certain facts, forecasts and statistics in this prospectus relating to the Czech Republic, Germany, Austria, Malta and Europe, their economies and industries relevant to us were obtained from information provided or published by relevant government agencies, and we can guarantee neither the quality nor reliability of such source materials. The information from official government sources has not been independently verified by

## RISK FACTORS

us, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters or any of its respective affiliates or advisers. We make no representation as to the accuracy of such facts, forecasts and statistics, which may not be consistent with other information compiled within or outside of the Czech Republic, Germany, Austria, Malta and Europe. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice, the statistics herein may be inaccurate or incomparable to statistics produced for other economies and should not be relied upon. Furthermore, there can be no assurance that they are stated or compiled on the same basis, or with the same degree of accuracy, as similar statistics presented elsewhere. In all cases, investors should consider how much weight or importance they should attach to or place on such facts, forecasts or statistics.

*There are risks associated with the forward-looking statements contained in this prospectus*

This prospectus contains certain forward-looking statements and information relating to us and the subsidiaries comprising our Group, which are based on the beliefs of our management as well as the assumptions made by and information currently available to our management. Such statements reflect the current views of our Company's management with respect to future events, operations, liquidity and capital resources, some of which may not materialise or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this prospectus.

*Investors should read the entire prospectus and should not place reliance on any information (if any) contained in press articles or other media coverage regarding our Company and the Listing*

Prior to the publication of this prospectus, there may be press and media coverage which contain certain information referring to our Company and the Listing that does not appear in this prospectus. We have not authorised the disclosure of such information in the press or media and do not accept any responsibility for any such press or media coverage or the accuracy or completeness of any such information. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. To the extent that any such information is not contained in this prospectus or is inconsistent or conflicts with the information contained in this prospectus, we disclaim any responsibility and liability in connection therewith or resulting therefrom. Accordingly, you should not rely on any such information.

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the Listing, our Group has sought the following waivers from strict compliance with certain provisions of the Listing Rules:

### MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. We currently only have one executive Director, Mr. Pavel MARŠÍK, who is ordinarily resident in the Czech Republic.

Given that (i) our core business operations are principally located, managed and conducted in the Czech Republic, Germany and Austria; (ii) our executive Director and most of our senior management team principally reside in the Czech Republic, Germany and Austria; and (iii) the management and operations of the Company have mainly been under the supervision of our executive Director and senior management, who are principally responsible for the overall management, corporate strategy, planning, business development and control of our Group's businesses and it is important for them to remain in close proximity to our Group's operations, our Company considers that it would be more practical for our executive Director and most of our senior management to remain ordinarily resident in the places where our Group has substantial operations. For the above reasons, we do not have, and do not contemplate in the foreseeable future that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirement under Rule 8.12 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules. In order to maintain effective communication with the Stock Exchange, we will put in place the following measures to ensure that regular communication is maintained between the Stock Exchange and us:

- (a) we have appointed two authorised representatives pursuant to Rule 3.05 of the Listing Rules, who will act as our principal channel of communication with the Stock Exchange. The two authorised representatives are Mr. Cheong Thard HOONG and Mr. Kwok Tai LAW, who will be able to meet with the relevant members of the Stock Exchange on reasonable notice and will be readily contactable by telephone and email;
- (b) each of the authorised representatives will have all necessary means to contact all our Directors (including the independent non-executive Directors) promptly at all times, as and when the Stock Exchange wishes to contact our Directors on any matter;
- (c) each Director who is not ordinarily resident in Hong Kong possesses or is able to apply for valid travel documents to visit Hong Kong for business purposes and would be able to meet with the Stock Exchange upon reasonable notice;
- (d) Altus Capital Limited, our compliance adviser, will act as an additional channel of communication with the Stock Exchange; and

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

- (e) each Director will provide his or her contact details, including mobile phone numbers, office phone numbers, fax numbers and e-mail address to the Stock Exchange.

### THE POST-TRACK RECORD PERIOD ACQUISITION

Rules 4.04(2) and 4.04(4) of the Listing Rules require that the new applicant include in its accountants' report the results and balance sheet of any business or subsidiary acquired, agreed or proposed to be acquired, since the date to which its latest audited accounts have been made up, in respect of each of the three financial years immediately preceding the issue of the listing document.

Pursuant to note (4) of Rule 4.04(4) of the Listing Rules, the Stock Exchange may consider an application for a waiver from strict compliance with Rules 4.04(2) and 4.04(4) of the Listing Rules taking into account the following factors:

- (a) that all the percentage ratios (as defined under Rule 14.07 of the Listing Rules) are less than 5% by reference to the most recent audited financial year of the new applicant's trading record period;
- (b) if the acquisition will be financed by the proceeds raised from a public offer, the new applicant has obtained a certificate of exemption from the SFC in respect of the relevant requirements under paragraphs 32 and 33 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance; and
- (c) (i) where a new applicant's principal activities involve the acquisition of equity securities (the Stock Exchange may require further information where securities acquired are unlisted), the new applicant is not able to exercise any control, and does not have any significant influence over the underlying company or business to which Rules 4.04(2) and 4.04(4) of the Listing Rules relate, and has disclosed in its listing document the reasons for the acquisition and a confirmation that the counterparties and their respective ultimate beneficial owners are independent of the new applicant and its connected persons. In this regard, "control" means the ability to exercise or control the exercise of 30% (or any amount specified in the Hong Kong Code on Takeovers and Mergers as the level for triggering a mandatory general offer) or more of the voting power at general meeting, or being in a position to control the composition of a majority of the board of directors of the underlying company or business; or (ii) with respect to an acquisition of a business (including acquisition of an associated company and any equity interest in a company other than in the circumstances covered under sub-paragraph (a) above) or a subsidiary by a new applicant, the historical financial information of such business or subsidiary is unavailable, and it would be unduly burdensome for the new applicant to obtain or prepare such financial information; and the new applicant has disclosed in its listing document information required for the announcement for a discloseable transaction under Rules 14.58 and 14.60

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

of the Listing Rules on each acquisition. In this regard, “unduly burdensome” will be assessed based on each new applicant’s specific facts and circumstances (e.g. why the financial information of the acquisition target is not available and whether the new applicant or its controlling shareholder has sufficient control or influence over the seller to gain access to the acquisition target’s books and records for the purpose of complying with the disclosure requirements under Rules 4.04(2) and 4.04(4) of the Listing Rules).

On 27 February 2024, Palasino Group entered into a framework share purchase agreement with the Vendor, pursuant to which Palasino Group agreed to purchase 100% of the shareholding interest in Retail Park Mikulov held by the Vendor for a cash consideration of CZK42.0 million (equivalent to approximately HK\$14.7 million) (subject to adjustment by reference to net asset value less bank debt, which adjustment is estimated to be approximately CZK1.1 million (equivalent to approximately HK\$0.4 million)). The consideration was determined after arm’s length negotiation with reference to, among others, the financial statements of Retail Park Mikulov (including but not limited to the net asset value), the location of the Property and the prevailing market price in the vicinity of the Property. Retail Park Mikulov is principally engaged in rental of real estate and non-residential premises, and management of own property. Retail Park Mikulov is the owner of the Property in Mikulov of the Břeclav District of the Czech Republic, which is situated on the main route between the Austrian capital, Vienna, and the second-largest city in the Czech Republic, Brno. Our Group intends to convert the Property into a land-based casino. Taking into account the prime location of the Property held by Retail Park Mikulov, which is in line with our Group’s strategy of locating our casinos close to borders and major cities, it is believed that the Mikulov Acquisition represents a good opportunity for our Group to expand the footprint of its land-based casino operations in the Czech Republic. The Mikulov Acquisition was completed by the end of February 2024.

Based on the unaudited management accounts of Retail Park Mikulov provided by the Vendor, Retail Park Mikulov’s total assets amounted to approximately CZK45,812,000 (equivalent to approximately HK\$15,962,369) as at 30 September 2023. Its net loss before tax was approximately CZK15,000 (equivalent to approximately HK\$5,226) for the year ended 31 March 2022 and its net loss after tax was approximately CZK276,000 (equivalent to approximately HK\$96,167) for the year ended 31 March 2022. Its net loss before tax was approximately CZK1,059,000 (equivalent to approximately HK\$368,990) for the year ended 31 March 2023 and its net loss after tax was approximately CZK924,000 (equivalent to approximately HK\$321,951) for the year ended 31 March 2023.

To the best of our Company’s knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are Independent Third Parties.

We have applied to the Stock Exchange for, and the Stock Exchange has granted a waiver from strict compliance with Rules 4.04(2) and 4.04(4) of the Listing Rules in respect of the Mikulov Acquisition on the following grounds:

- i. **Immateriality** — the scale of the business operated by Retail Park Mikulov as compared to that of our Group is not material. Based on the financial

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

information of Retail Park Mikulov available to our Company, each of the assets ratio, revenue ratio and consideration ratio in relation to the Mikulov Acquisition is below 5%. In addition, notwithstanding that the Mikulov Acquisition represents a suitable strategic acquisition target of our Group, the Mikulov Acquisition will not result in any significant change to our financial position since 31 March 2023 and all information that is reasonably necessary for the potential investors to make an informed assessment of the activities or our financial position has been included in this prospectus. As such, a waiver from compliance with Rules 4.04(2) and 4.04(4)(a) of the Listing Rules would not prejudice the interests of the investing public.

- ii. **Impracticality** — Given the Mikulov Acquisition had only completed in end of February 2024, it would require considerable time and resources from our Company and our reporting accountants to fully familiarise themselves with the accounting system and accounting policies of Retail Park Mikulov to compile the necessary financial information for disclosure in this prospectus, especially given Retail Park Mikulov had undergone a change in financial year end from 31 March to 31 December in 2023. Accordingly, having considered the immateriality of the Retail Park Mikulov as well as the time and resources required to obtain, compile and audit such historical information in conformity with our Company's accounting policies, it would be unduly burdensome for our Company to prepare and include the full historical financial information of Retail Park Mikulov in this prospectus.
- iii. **Alternative disclosure** — with a view to allowing potential investors to understand the Mikulov Acquisition in greater detail, we have included in this prospectus the following information regarding the Mikulov Acquisition, which is comparable to the information that is required to be included in the announcement of a discloseable transaction under Chapter 14 of the Listing Rules, including: (a) general description of the scope of principal business activities of Retail Park Mikulov; (b) confirmation that the Vendor and its ultimate beneficial owner are Independent Third Parties; (c) the consideration of the Mikulov Acquisition; (d) the basis on which the consideration is determined; (e) how the consideration is expected to be satisfied; (f) the net loss (before and after tax) of Retail Park Mikulov for the two financial years immediately preceding the Mikulov Acquisition; (g) the total assets of Retail Park Mikulov as at 30 September 2023; and (h) reasons for and benefits of the Mikulov Acquisition.

## **DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS**

This prospectus, for which our Directors (including any proposed Director who is named as such in this prospectus) collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (WUMP) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to our Group. To the best knowledge, information and belief of our Directors, having made all reasonable enquiries, our Directors confirm that, the information contained in this prospectus 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 this prospectus or any statement herein misleading.

## **THE GLOBAL OFFERING AND THE PROSPECTUS**

This prospectus is published solely in connection with the Hong Kong Public Offering and the Preferential Offering, which forms part of the Global Offering. For applicants under the Hong Kong Public Offering and for the Qualifying FEC Shareholders under the Preferential Offering, this prospectus sets out the terms and conditions of the Hong Kong Public Offering and the Preferential Offering. See “How to Apply for Hong Kong Offer Shares and Reserved Shares” in this prospectus for details of the procedures for applying for the Hong Kong Offer Shares and Reserved Shares.

The Hong Kong Offer Shares and Reserved Shares are offered solely on the basis of the information contained and representations made in this prospectus and on the terms and conditions set out herein. No person has been authorised to give any information or make any representations other than those contained in this prospectus and, if given or made, such information or representations must not be relied on as having been authorised by us, the Selling Shareholder, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of our or their affiliates or any of their respective directors, officers, employees, agents, advisers or any other person or party involved in the Global Offering.

Neither the delivery of this prospectus nor any offering, sale or delivery made in connection with our Shares shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as at any subsequent time.

## **PROCEDURES FOR APPLICATION FOR THE HONG KONG OFFER SHARES AND THE RESERVED SHARES**

See “How to Apply for Hong Kong Offer Shares and Reserved Shares” in this prospectus for the procedures for applying for the Hong Kong Offer Shares and the Reserved Shares.



## **STRUCTURE OF THE GLOBAL OFFERING AND UNDERWRITING**

See “Structure of the Global Offering” in this prospectus for details of the structure of the Global Offering, including its conditions and the arrangements relating to the Over-allotment Option and stabilisation.

The Listing is sponsored by the Sole Sponsor. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement. The Global Offering is managed by the Sole Overall Coordinator. The International Offering is expected to be fully underwritten by the International Underwriters under the terms of the International Underwriting Agreement, which is expected to be entered into on or around 21 March 2024. See “Underwriting” in this prospectus for details of the Underwriters and the underwriting arrangements.

## **RESTRICTIONS ON OFFER OF THE OFFER SHARES**

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering and the Reserved Shares under the Preferential Offering, respectively, will be required to or be deemed by his acquisition of Offer Shares to have confirmed, that he is aware of the restrictions on offers of the Offer Shares described in this prospectus and that he is not acquiring, and has not been offered, any Offer Shares in circumstances that contravene any such restrictions.

No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than in Hong Kong. Accordingly, without limitation to the following, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdiction pursuant to registration with or an authorisation by the relevant securities regulatory authorities or an exemption therefrom.

### **Canada**

The Offer Shares are not being offered or sold and may not be offered or sold, directly or indirectly, in Canada or to, or for the account of, any person resident in Canada.

### **New Zealand**

This offer is not available to investors with registered addresses in New Zealand, unless they are “wholesale investors” within the meaning of the Financial Markets Conduct Act 2013.

## **Singapore**

This prospectus and its accompanying documents (collectively, the “**Offer Documents**”) have not been and will not be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act 2001 of Singapore. No offer, sale or invitation for subscription or purchase of the Offer Shares is or has been made, directly or indirectly, to any person in Singapore.

Accordingly, this Offer Documents and any other document or material issued in connection with the offer or sale, or invitation for subscription or purchase, of the Offer Shares may not be, directly or indirectly, circulated or distributed, nor may the Offer Shares be offered or sold, or be made the subject of an offer for subscription or purchase, whether directly or indirectly, to any persons in Singapore.

Any person who may be in doubt as to the restrictions set out in the Securities and Futures Act 2001 and other applicable law in Singapore and the consequences arising from a contravention thereof should consult his or her own professional advisers and should make his or her own enquiries as to the laws, regulations and directives in force or applicable in Singapore at any relevant time.

## **United Kingdom**

In relation to the UK, no Shares have been offered or will be offered pursuant to this prospectus to the public in the UK, except that the Shares may be offered to the public in the UK at any time: (i) to any legal entity which is a “qualified investor” as defined under Article 2(e) of the UK Prospectus Regulation; (ii) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2(e) of the UK Prospectus Regulation); or (iii) in any other circumstances falling within section 86 of FSMA, provided that no such offer of the Shares shall require the Company to publish a prospectus pursuant to section 85 of FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

Prospective applicants for the Offer Shares should consult their financial advisers and seek legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws, rules and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should also inform themselves as to the relevant legal requirements of any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

## **SELLING SHAREHOLDER**

We estimate the net proceeds to the Selling Shareholder from the sale of Sale Shares pursuant to the Global Offering, assuming the Over-allotment Option is not exercised, to be approximately HK\$129.4 million (based on the Offer Price of HK\$2.60 per Offer Share), after deducting the underwriting commission and estimated related expenses payable by the Selling Shareholder. We will not receive net proceeds from the sale of Sale Shares pursuant to the Global Offering, whether or not the Over-allotment Option is exercised.

## **APPLICATION FOR LISTING OF SHARES ON THE STOCK EXCHANGE**

Our Company has applied to the Listing Committee for the granting of the approval for the listing of, and permission to deal in the Shares in issue and to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 26 March 2024. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares will be 2536.

Save as disclosed in this prospectus (as detailed in “Structure of the Global Offering” in this prospectus), no part of our share capital or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

Under section 44B(1) of the Companies (WUMP) Ordinance, any allotment made in respect of any application will be invalid if the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to the Company by or on behalf of the Stock Exchange.

## **SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

Subject to the Stock Exchange granting the approval for the listing of, and permission to deal in, our Shares on the Stock Exchange and the compliance with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.

Settlement of transactions between Exchange Participants (as defined in the Listing Rules) of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All necessary arrangements have been made for our Shares to be admitted into CCASS. All activities under CCASS are subject to the general rules of HKSCC and HKSCC Operational Procedures in effect from time to time. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests.

## **REGISTER OF MEMBERS AND STAMP DUTY**

All Shares issued by us pursuant to applications made in the Global Offering and any Shares to be issued upon exercise of the Over-allotment Option will be registered on our Hong Kong register of members to be maintained by our Hong Kong Share Registrar, Tricor Investor Services Limited, in Hong Kong. Our principal register of members will be maintained by our Principal Share Registrar, Conyers Trust Company (Cayman) Limited, in the Cayman Islands. Only Shares registered on our Company’s Hong Kong register of members in Hong Kong may be traded on the Stock Exchange.

No stamp duty is payable by applicants in the Global Offering.

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

Dealings in our Shares registered on our Company's Hong Kong register of members in Hong Kong will be subject to Hong Kong stamp duty.

### PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding, disposing of, dealing in or exercising any rights in relation to, our Shares. None of us, the Selling Shareholder, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of our or their affiliates or any of their respective directors, officers, employees, agents, advisers or any other person or party involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription for, purchase, holding, disposal of, dealing in, or exercising any rights in relation to, our Shares.

### EXCHANGE RATE CONVERSION

Solely for your convenience, this prospectus contains translations of certain U.S. dollars or Czech koruna or Polish Zloty or Euro or Great British Pound or German Deutsche Mark amounts into Hong Kong dollars at a specified rate. Unless we indicate otherwise, (i) the translations of U.S. dollars into Hong Kong dollars and vice versa have been made at the rate of US\$1.00 to HK\$7.80; (ii) the translations of Czech koruna into Hong Kong dollars and vice versa have been made at the rate of CZK2.87 to HK\$1.00; (iii) the translations of EUR into Hong Kong dollars and vice versa have been made at the rate of EUR1.00 to HK\$8.55; (iv) the translations of GBP into Hong Kong dollars and vice versa have been made at the rate of GBP1.00 to HK\$9.90; (v) the translations of PLN into Hong Kong dollars and vice versa have been made at the rate of PLN1.00 to HK\$1.90; and (vi) the translations of German Deutsche Mark into Hong Kong dollars and vice versa have been made at the rate of DEM1.00 to HK\$4.27, in this prospectus.

No representation is made that any amount in U.S. dollars or Czech koruna or Polish Zloty or Euro or Great British Pound or German Deutsche Mark or Hong Kong dollars can be or could be, or have been, converted at the above rate or any other rate or at all.

### PRACTICE NOTE 15 OF THE LISTING RULES

The Spin-off is not subject to FEC Shareholders' approval. FEC is required to comply with the requirements of Practice Note 15 of the Listing Rules which, among other things, require us to offer the Assured Entitlements to Qualifying FEC Shareholders. For further details of the Assured Entitlements, see "Structure of the Global Offering — The Preferential Offering" in this prospectus.

## **LANGUAGE**

If there is any inconsistency between the English version of this prospectus and its Chinese translation, the English version of this prospectus shall prevail. For ease of reference, the names of Czech, German, Austrian, Maltese or Polish (as the case may be) laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this prospectus in both Czech/German/Austrian/Maltese/Polish (as the case may be) and English languages and in the event of any inconsistency, the Czech/German/Austrian/Maltese/Polish (as the case may be) versions shall prevail.

## **ROUNDING**

In this prospectus, where information is presented in hundreds, thousands, ten thousands, millions, hundred millions or billions, certain amounts of less than one hundred, one thousand, ten thousand, one million, a hundred million or a billion, as the case may be, have been rounded to the nearest hundred, thousand, ten thousand, million, hundred million or billion, respectively. Unless otherwise stated, all the numerical figures are rounded to one decimal place. Any discrepancies in any table or chart between totals and sums of amounts listed therein are due to rounding.

## **OTHER**

Unless otherwise specified, all references to any shareholdings in our Company following the completion of the Global Offering assume that the Over-allotment Option is not exercised.

<b>DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING</b>
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**DIRECTORS**

<b>Name</b>	<b>Residential Address</b>	<b>Nationality</b>
<b>Executive Director</b>		
Mr. Pavel MARŠÍK	Ke Stromeckum 1510, 253 01 Hostivice, Czech Republic	Czech
<b>Non-Executive Directors</b>		
Tan Sri Dato' David CHIU (丹斯里拿督 邱達昌)	1 Silver Terrace Road Silverstrand, Clear Water Bay Kowloon, Hong Kong	Chinese
Mr. Cheong Thard HOONG (孔祥達)	5A Kennedy Heights 10-18 Kennedy Road, Mid Levels Hong Kong	Malaysian
<b>Independent Non-Executive Directors</b>		
Dr. Ngai Wing LIU (廖毅榮)	Flat A, 17/F, Kingsford Height 17 Babington Path Hong Kong	Chinese
Mr. Kam Choi Rox LAM (林錦才)	Flat E, 4/F 52 Conduit Road Hong Kong	Chinese
Ms. Sin Kiu NG (吳先僑)	Flat E, 38/F Tower 16, Ocean Shores Tseung Kwan O, Hong Kong	Chinese

Please refer to “Directors and Senior Management” in this prospectus for further details of our Directors.

## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

### PARTIES INVOLVED IN THE GLOBAL OFFERING

<b>Sole Sponsor</b>	<b>Guotai Junan Capital Limited</b> <i>(a licenced corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activity)</i> 27th Floor, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong
<b>Sole Overall Coordinator</b>	<b>Guotai Junan Securities (Hong Kong) Limited</b> 27th Floor, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong
<b>Joint Global Coordinators</b>	<b>Guotai Junan Securities (Hong Kong) Limited</b> 27th Floor, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong  <b>CMB International Capital Limited</b> 45/F, Champion Tower 3 Garden Road Central Hong Kong  <b>Zhongtai International Securities Limited</b> 19 Floor, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
<b>Joint Bookrunners</b>	<b>Guotai Junan Securities (Hong Kong) Limited</b> 27th Floor, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong  <b>CMB International Capital Limited</b> 45/F, Champion Tower 3 Garden Road Central Hong Kong

**DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING**

**Zhongtai International Securities Limited**

19 Floor, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

**UOB Kay Hian (Hong Kong) Limited**

6/F, Harcourt House  
39 Gloucester Road  
Hong Kong

**CCB International Capital Limited**

12/F, CCB Tower  
3 Connaught Road Central  
Central  
Hong Kong

**Livermore Holdings Limited**

Unit 1214A, 12/F, Tower II Cheung Sha Wan Plaza  
833 Cheung Sha Wan Road  
Kowloon  
Hong Kong

**Guosen Securities (HK) Capital Company Limited**

Suites 3207-3212 on Level 32  
One Pacific Place  
88 Queensway  
Hong Kong

**Long Bridge HK Limited**

Unit 3302, 33/F, West Tower, Shun Tak Centre  
No. 168-200 Connaught Road Central  
Hong Kong

**Joint Lead Managers**

**Guotai Junan Securities (Hong Kong) Limited**

27th Floor, Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

**CMB International Capital Limited**

45/F, Champion Tower  
3 Garden Road  
Central  
Hong Kong



**DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING**

**Zhongtai International Securities Limited**

19 Floor, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

**UOB Kay Hian (Hong Kong) Limited**

6/F, Harcourt House  
39 Gloucester Road  
Hong Kong

**CCB International Capital Limited**

12/F, CCB Tower  
3 Connaught Road Central  
Central  
Hong Kong

**Livermore Holdings Limited**

Unit 1214A, 12/F, Tower II Cheung Sha Wan Plaza  
833 Cheung Sha Wan Road  
Kowloon  
Hong Kong

**Guosen Securities (HK) Capital Company Limited**

Suites 3207-3212 on Level 32  
One Pacific Place  
88 Queensway  
Hong Kong

**Long Bridge HK Limited**

Unit 3302, 33/F, West Tower, Shun Tak Centre  
No. 168-200 Connaught Road Central  
Hong Kong

**DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING**

**Legal Advisers to our Company** *As to Hong Kong law:*

**Reed Smith Richards Butler LLP**  
17th Floor  
One Island East, Taikoo Place  
18 Westlands Road  
Quarry Bay, Hong Kong

*As to Cayman Islands law:*

**Conyers Dill & Pearman**  
29th Floor, One Exchange Square  
8 Connaught Place  
Central, Hong Kong

*As to Czech law:*

**Becker a Poliakoff, s.r.o., advokátní kancelář**  
U Prašné brány 1078/1  
Prague 1, 110 00  
the Czech Republic

*As to Austrian law:*

**Kraft Rechtsanwalts GmbH**  
Heinrichsgasse 4  
1010 Vienna  
Austria

*As to German law:*

**avocado rechtsanwälte**  
Nextower  
Thurn-und-Taxis-Platz 6  
60313 Frankfurt  
Germany

*As to Maltese law:*

**WH Partners**  
Quantum House  
75, Abate Rigord Street  
Ta' Xbiex XBX 1120  
Malta

*As to Polish law:*

**Justyna Zyga ECO Legal Kancelaria Radcy Prawnego**  
Ul. Gwiaździsta 8/3  
53-413 Wrocław  
Poland

**DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING**

<b>Legal Advisers to the Sole Sponsor and the Underwriters</b>	<p><i>As to Hong Kong law:</i></p> <p><b>DeHeng Law Offices (Hong Kong) LLP</b> 28th Floor, Henley Building 5 Queen's Road Central Central Hong Kong</p> <p>Room 3507, 35/F Edinburgh Tower The Landmark 15 Queen's Road Central Central Hong Kong</p> <p><i>As to Czech law:</i></p> <p><b>BRADÁČ ČAPEK STARÝ &amp; Attorneys at Law</b> Ovocný trh 573/12 110 00 Praha 1 the Czech Republic</p>
<b>Auditors and Reporting Accountants</b>	<p><b>Deloitte Touche Tohmatsu</b> <i>Certified Public Accountants</i> 35/F, One Pacific Place 88 Queensway, Hong Kong</p>
<b>AML Consultant</b>	<p><b>Deloitte Touche Tohmatsu</b> 35/F, One Pacific Place 88 Queensway, Hong Kong</p>
<b>Property Valuer</b>	<p><b>Roma Appraisals Limited</b> Rooms 1101-4, 11/F, Harcourt House 39 Gloucester Road, Wan Chai, Hong Kong</p>
<b>Industry Consultant</b>	<p><b>China Insights Industry Consultancy Limited</b> 10F, Block B, Jingan International Center 88 Puji Road, Jingan District Shanghai, China</p>
<b>Receiving Bank</b>	<p><b>Industrial and Commercial Bank of China (Asia) Limited</b> 33/F, ICBC Tower 3 Garden Road, Central Hong Kong</p>

## CORPORATE INFORMATION

<b>Registered office</b>	Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
<b>Headquarters and principal place of business in Hong Kong</b>	16/F, Far East Consortium Building 121 Des Voeux Road Central Hong Kong
<b>Company's website address</b>	<b><u><a href="http://www.palasinoholdings.com">www.palasinoholdings.com</a></u></b> (information on this website does not form part of the prospectus)
<b>Company secretary</b>	Mr. Kwok Tai LAW (羅國泰) (Chartered Public Accountant) No. 22, 2/F, Yee Yuen 16-22 Dumbarton Road Kowloon Tong, Kowloon Hong Kong
<b>Authorised representatives</b>	Mr. Cheong Thard HOONG (孔祥達) 5A Kennedy Heights 10-18 Kennedy Road, Mid Levels Hong Kong  Mr. Kwok Tai LAW (羅國泰) No. 22, 2/F, Yee Yuen 16-22 Dumbarton Road Kowloon Tong, Kowloon Hong Kong
<b>Audit committee</b>	Dr. Ngai Wing LIU (廖毅榮) ( <i>Chairman</i> ) Mr. Kam Choi Rox LAM (林錦才) Ms. Sin Kiu NG (吳先僑)
<b>Remuneration committee</b>	Dr. Ngai Wing LIU (廖毅榮) ( <i>Chairman</i> ) Mr. Cheong Thard HOONG (孔祥達) Mr. Kam Choi Rox LAM (林錦才)
<b>Nomination committee</b>	Tan Sri Dato' David CHIU (丹斯里拿督邱達昌) ( <i>Chairman</i> ) Dr. Ngai Wing LIU (廖毅榮) Mr. Kam Choi Rox LAM (林錦才) Ms. Sin Kiu NG (吳先僑)

## CORPORATE INFORMATION

### Principal bankers

**Allgemeine Sparkasse Oberösterreich  
Bankaktiengesellstift**  
Promenade 11-13  
4020 Linz

**Erste Bank der oesterreichischen Sparkassen AG**  
Am Belvedere 1  
1100 Wien

**Kreissparkasse Köln**  
Neumarkt 18-24  
50667 Köln

**Sparkasse Langen-Seligenstadt**  
Frankfurter Str. 137  
63500 Seligenstadt

**Sparkasse Münden**  
Postfach 13 68  
34333 Hann. Münden

**Česká spořitelna, a.s.**  
Olbrachtova 1929/62  
140 00 Praha 4

**Finductive Ltd.**  
Level 2C, Centris Business Gateway II  
Triq is-Salib tal-Imriehel, Zone 3  
Central Business District  
CBD 3020 Birkirkara

**Česká spořitelna, a.s.**  
Olbrachtova 1929/62  
140 00 Praha 4

**Komerční banka**  
Na příkopě 33, č. p. 969  
114 07 Praha 1

### Compliance adviser

**Altus Capital Limited**  
21 Wing Wo Street  
Central  
Hong Kong

<b>CORPORATE INFORMATION</b>
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**Principal share registrar and  
transfer office**

**Conyers Trust Company (Cayman) Limited**  
Cricket Square, Hutchins Drive  
PO Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

**Hong Kong Share Registrar**

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

## INDUSTRY OVERVIEW

*The information and statistics set out in this section and other sections of this prospectus were extracted from different official government publications, available sources from public market research and other sources from independent suppliers, and from the independent industry report prepared by CIC (the “CIC Report”). We engaged CIC to prepare the CIC Report, an independent industry report, in connection with the Global Offering. The information from official government sources has not been independently verified by us, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, any of the Underwriters, any of their respective directors and advisers, or any other persons or parties involved in the Global Offering, and no representation is given as to its accuracy.*

### SOURCES OF INFORMATION

CIC was commissioned to conduct an analysis of, and to report on, the gaming industry and the hotel industry in Central Europe, at a fee of approximately USD50,000. The commissioned report was prepared by CIC independent from the influence of the Company and other interested parties. CIC’s services include, among others, industry consulting, commercial due diligence, and strategic consulting. Its consulting team has been tracking the latest market trends in multiple business sectors, including the entertainment, internet, environment, industry, energy, chemicals, healthcare, consumer goods, transportation, agriculture, and finance, and has the relevant and insightful market intelligence in the above industries. Our Directors are of the view that, after taking reasonable care, they are not aware of any material adverse change in the overall market information since the date of the CIC Report that would materially qualify, contradict or have an adverse impact on such information.

During the preparation of the commissioned report, CIC conducted both primary and secondary research using a variety of resources. Primary research involved interviewing key industry experts and leading industry participants. Secondary research involved analysing data from various publicly available data sources, such as the Ministry of Finance in the Czech Republic, Eurostat, Organization for Economic Co-operation and Development (OECD), Global Business Travel Association (GBTA), etc. The information and data collected by CIC have been analysed, assessed, and validated using CIC’s in-house analysis models and techniques.

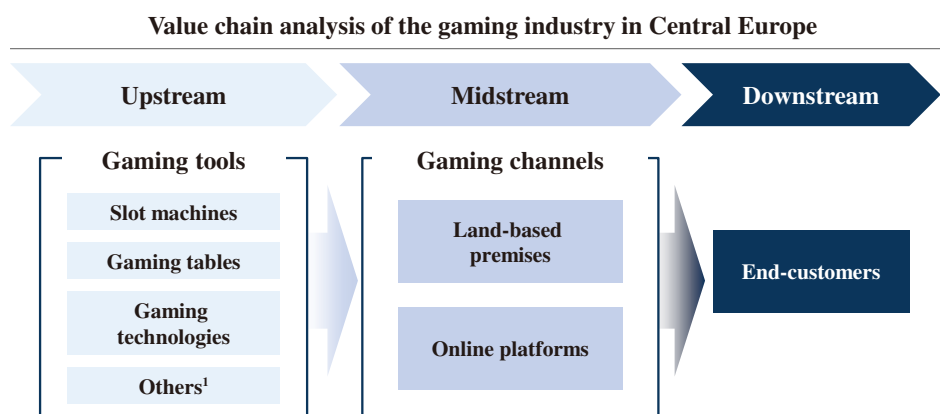
The market projections in the commissioned report are based on the following key assumptions: (i) the overall social, economic, and political environment in Central Europe is expected to remain stable during the forecast period; (ii) the economy in Central Europe is likely to maintain a steady growth trajectory during the forecast period; (iii) relevant key industry drivers are likely to drive the gaming industry and the hotel industry in Central Europe, e.g., consumers’ higher consumption expenditure and increased wealth, recovery of both leisure and business tourism from COVID-19, demand from neighbouring countries, and progress in technology; (iv) there is no extreme force majeure or unforeseen set of industry regulations in which the market may be affected in either a dramatic or fundamental way; and (v) global economy will gradually recover from the negative effects of the COVID-19 pandemic.

## INDUSTRY OVERVIEW

### OVERVIEW OF THE GAMING INDUSTRY IN CENTRAL EUROPE

The gaming industry refers to the industry that receives licences from relevant state departments to operate online and land-based gambling games, including slot machines, live games, and others. Slot machines refer to electromechanical game machines including mainly traditional slot machines, electromechanical roulette, electromechanical dices, etc. Slot machines are present in land-based premises or on online platforms. Live games are played by one or more players against a dealer, or against each other at land-based gaming tables or online websites. Gaming tables include tables for roulette, card games, dice games, etc. Others include betting, lottery, bingo, etc.

The upstream of the gaming industry in Central Europe consists of suppliers of gaming tools including slot machines, gaming tables, gaming technologies, and others. The midstream consists of industry players that operate through different gaming channels including land-based premises and online platforms. These industry players purchase or rent gaming tools from upstream suppliers and offer gaming experience to end-customers which are mainly mass individuals.



*Note:*

1. Others include betting and lottery machines, gaming operational supplies, etc.

*Source:* China Insights Consultancy

The Central Europe gaming market includes the gaming markets in the Czech Republic, Germany, Poland, Austria, and Slovakia, all of which have different laws and regulations related to gambling. The market size of the gaming industry in Central Europe, in terms of gross gaming revenue (GGR), decreased from HK\$163.4 billion in 2018 to HK\$131.0 billion in 2021 and rebounded to HK\$167.9 billion in 2022, representing a CAGR of 0.7% between 2018 and 2022. In terms of the number of casinos, the Czech Republic and Slovakia do not have restrictions on the maximum number of casinos operated in their territories, while Austria, Germany and Poland do. In Austria, up to 15 land-based casino licences can be granted to up to 15 casinos. By the end of 2022, there are 12 licenced casinos operating in Austria. In Germany, certain state-level restrictions exist to limit the maximum number of casinos in specific states. In the state of Bavaria, a state which shares border with the Czech Republic, a maximum of one casino is licenced for every one million inhabitants in the state. According to the Joint Gambling Authority of the Länder, at the end of January 2024, there are 9 licenced casinos operating in Bavaria. In Poland, the maximum number of casinos is restricted based on population in towns, cities, and provinces. According to the Ministry of Finance in Poland, at the end of 2022, there are

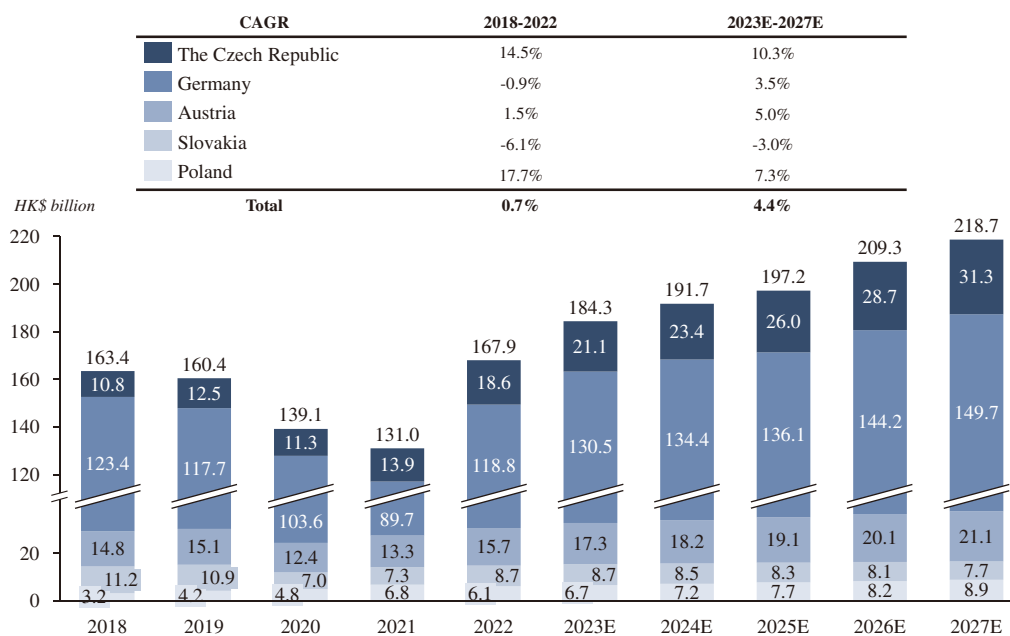


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51 licenced casinos operating in Poland. The Czech Republic is one of the European countries where most of the modern types of gaming are completely legal and has a more developed online gaming market than Austria and Germany. The number of new gaming licences granted (including gaming licences for online gaming, land-based gaming, lottery, etc, and relevant licence renewal) in the Czech Republic in 2020, 2021, 2022, and 2023 are 7, 21, 14, and 62, respectively.

On 13 March 2020, World Health Organization (WHO) announced that the COVID-19 pandemic officially outbreaked in Europe. Actions were taken by different government authorities to prevent the virus from spreading including (i) closed the border; (ii) imposed stay-at-home order and adopted working from home; (iii) prohibited social gathering and closed public places including schools, restaurants, theatres, casinos, etc. According to the Ministry of Finance in the Czech Republic, in year 2020, the operation of the land-based premises in the gaming industry was ordered to be suspended for certain months. Governments approved several subsidy programmes to support businesses affected including tax relief, loan support, etc. In the Czech Republic, the Ministry of Finance together with the Ministry of Industry and Trade prepared a guarantee program for commercial banks for loans to large companies. The total amount of guarantees is up to CZK150 billion. The gaming industry in Central Europe recovered in 2022 and is expected to grow to HK\$218.7 billion in 2027 in terms of GGR.

**Market size of the gaming industry in Central Europe,  
in terms of GGR, by country, 2018-2027E**



*Source:* The Ministry of Finance in the Czech Republic, UN Global Compact Network Poland, Institute of Economic and Social Studies, Gambling Laws and Regulations Report Germany, European Gaming & Betting Association, and China Insights Consultancy

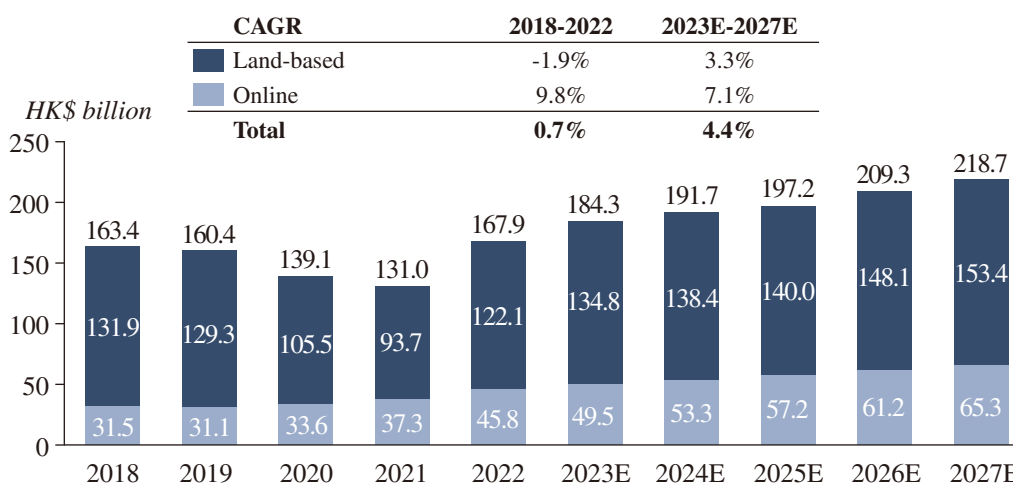
The market size of the online gaming industry in Central Europe increased from HK\$31.5 billion in 2018 to HK\$45.8 billion in 2022, registering a CAGR of 9.8% between 2018 and 2022. The online gaming industry in Central Europe is highly regulated with less than 40 operators permitted to operate online gaming and the type of games is regulated as well. The regulatory regimes for different countries in Central Europe are different. In

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the Czech Republic, most of the gaming types operated land-based can be operated online after acquiring relevant licences. For other countries in Central Europe, online gaming is legal but is mostly the monopoly of the state-owned operators.

As for Malta, it has a well established online gaming regulation as it is one of the first countries in Europe to legalise and regulate the online gaming industry. At the end of 2022, there were over 180 online gaming licences active, which authorise an entity to offer the gaming service from Malta, to a Maltese person or through a Maltese legal entity. These companies offering online gaming in Malta target not only Malta market, but other jurisdiction outside of Malta. Malta has enjoyed a reputation as one of the most important hubs for the online gaming industry. The stable regulatory regime, efficient Malta gaming licence application process, and established infrastructure that Malta offers resulted in the continued development of the sector. According to the Malta Gaming Authority, the total Gross Value Added (GVA), an economic productivity metric that measures the added value generated in an economy by the production of goods and services, generated by the gaming industry in Malta during 2022 stood at EUR1,495 million, representing around 9.6% of the total economy's GVA in Malta.

**Market size of the gaming industry in Central Europe,  
in terms of GGR, by channel, 2018-2027E**



*Source:* The Ministry of Finance in the Czech Republic, UN Global Compact Network Poland, Institute of Economic and Social Studies, Gambling Laws and Regulations Report Germany, European Gaming & Betting Association, and China Insights Consultancy

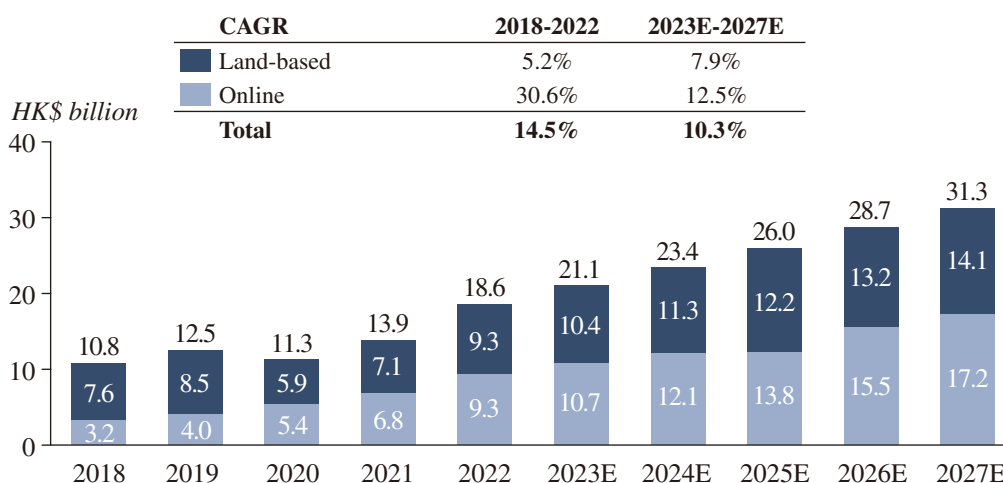
### Overview of the gaming industry in the Czech Republic

The market size of the Czech Republic's gaming market, in terms of GGR, increased from HK\$10.8 billion in 2018 to HK\$18.6 billion in 2022 with a CAGR of 14.5% between 2018 and 2022, and is expected to further increase to HK\$31.3 billion in 2027, representing a CAGR of 10.3% between 2023 and 2027. The GGR of the land-based gaming industry in the Czech Republic reached HK\$9.3 billion in 2022 with a CAGR of 5.2% between 2018 and 2022. The land-based gaming industry include the land-based slot machines, land-based live game, and others. Others include lottery, betting, etc. Online gaming in the Czech Republic has witnessed huge increase between 2018 and 2022 from HK\$3.2 billion to HK\$9.3 billion, with a CAGR of 30.6% and is projected to gradually increase to HK\$17.2 billion in 2027, with a CAGR of 12.5% between 2023 and 2027 owing to: (i) the lockdown

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and restrictions caused by the COVID-19 pandemic, which prohibited people from gaining access to land-based gaming premises and encouraged these people to shift to online channel during the lockdown period temporarily; and (ii) increasing penetration of mobile gambling activities and the enhancement of the infrastructure used in the development of online gaming.

**Market size of the gaming industry in the Czech Republic,  
in terms of GGR, by channel, 2018-2027E**



*Source: The Ministry of Finance in the Czech Republic, China Insights Consultancy*

### Market landscape of casinos in the Czech Republic among Central Europe

The market size of the gaming industry in the Czech Republic increased at a CAGR of 14.5% between 2018 and 2022, and is expected to further increase at a CAGR of 10.3% to 2027. The growth and expected growth are higher than that in Central Europe, which have a CAGR of 0.7% between 2018 and 2022 and an expected CAGR of 4.4% between 2023 and 2027. In particular, the market size of land-based gaming industry in Czech Republic is forecasted to increase at an expected CAGR of 7.9% between 2023 and 2027, which is also higher than that in Central Europe (that has an expected CAGR of 3.3% between 2023 and 2027).

#### *Background of the development history of casinos in the Czech Republic, Germany and Austria*

Historically, there were limited services offered and different players targeted in the casinos located in Austria and Germany, when compared to that of the Czech Republic, particularly for those at the borders. For example, not until 2017, casinos in the Czech Republic were allowed to provide free food and drinks to players, and smoking was allowed in the casinos in the Czech Republic, while food and beverage is normally charged in casinos in Austria and Germany and smoking in casino is not allowed since 2012 in Germany and 2019 in Austria. Meanwhile, casinos in Austria are subject to state monopoly, and casinos in some states in Germany, for example in Bavaria, are state-owned, which are facing less competition in the country or the state and has less imperative to improve customer satisfaction.

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In addition, the casinos located in Austria and Germany back then strategically positioned themselves to attract high net worth and customers looking for an exclusive and superior experience, but not mass market. Back in the days, the casinos in Germany and Austria were known for their formality and exclusivity, which was illustrated by their rules on formal dressing and exclusive memberships. Even to this day, visitors are recommended to adhere to a smart casual dress code, rather than opting for casual wear or sportswear. This emphasis on elegance, sophistication and exclusivity has been a defining characteristic of casinos in Austria and Germany. On the contrary, the casinos located in the Czech Republic, particularly for those located in the border, offered a relatively casual and pleasant customer experience, which provided a diversity of gaming activities and created a relaxing and leisure gaming environment. Players who opted for such gaming experience are willing to travel to the casinos of the Czech Republic in the border which were able to capitalise on its proximity to these neighbouring countries and opportunity presented by these players.

Furthermore, the gaming landscape in the Czech Republic has demonstrated a tendency to flourish at the borders. This is due to the contrasting regulatory environments on different side of the borders. For example, casinos are state-owned and there are restrictions as to maximum number of licenced casinos in Austria and in specific states of Germany, but not in the Czech Republic. Also, smoking ban was introduced in Austria, Germany and the Czech Republic in different years. This disparity in legislative frameworks resulted in the creation of economic opportunities for casino operators located at the borders in the Czech Republic as they can capture the opportunities and demand from players from Austria and Germany.

The contrast in historical positioning, services offered, and the regulatory frameworks generally shaped the image of and players' perception to the border casinos in the Czech Republic over the years as premises offering leisure gaming activities.

*Driving force for players to visit the border casinos in Czech Republic over the casinos in Austria and Germany*

- (i) *good value-for-money catering players with different spending power*: the comparative price level indices for the Czech Republic, Austria and Germany are 69, 96 and 96, respectively in 2022, indicating that the spendings in Czech Republic has relatively higher purchasing power in general than that in Austria and Germany. The higher purchasing power per money spent in the Czech Republic can attract more players from the mass market, as individuals in Austria and Germany are able to take advantage of this to participate in gaming and enjoy other ancillary services offered in the Czech Republic with generally lower costs. It is worth noting that the casinos located on the borders of the Czech Republic typically offer lower minimum bets (as determined by the operators) than those in Austria and Germany in general. For instance, some border casinos offer a minimum bet of €1 for roulette, €5 for Blackjack tables, and €5 cents or even €1 cent for slot machines in the Czech Republic. Conversely, most licenced casinos in Austria offer minimum bets starting from €1 for roulette, €10 for Blackjack tables, and €50 cent for slot machines. In Bavaria, a state in Germany that shares border with the Czech Republic, casinos offer a minimum bet of €1 to €2 for roulette, €5 for Blackjack tables, and €30 cent to €50 cent for slot machines. Lower minimum bets have the effect of rendering games more accessible to a diverse range of players.

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This in turn attract casual or budget-conscious gamblers who may not be inclined to wager larger amounts in each game. Furthermore, by reducing the barrier to game entry, players can extend their time spent on games and in the casino, and players tend to dine or stay overnight to enjoy other amenities in the casino during their extended stay. This enhances their casino experience and provides a diversified entertainment experience not limited to gaming. Consequently, players from neighbouring countries are attracted to the casinos in the Czech Republic for the enhanced experience that they offer.

- (ii) *proximity and ease of travel*: the Czech Republic's location at the heart of central Europe, coupled with its well-developed road transportation network, render it easily accessible and popular for travellers from neighbouring countries like Germany and Austria. This is especially the case for those casinos which are near the border with good road transportation connection, as these border casinos might be more convenient to reach for individuals who live close to the border (especially for those within one-hour drive which is a comparatively short travel distance in European standard) but far from other casinos within their own countries.
- (iii) *limitation on gaming and the operators in neighbouring countries*: restrictions on gaming in neighbouring countries may potentially drive players to the border casinos in the Czech Republic. including, among others, (i) in Austria, poker can only be played within the premises operated by licenced operators starting in 2020, causing private poker clubs in Austria to close down and potentially driving poker players to nearby casinos, including those on the Czech-Austrian border that have more flexibility in gaming offerings; (ii) casinos in Austria are subject to state monopoly, and casinos in some states in Germany, for example in Bavaria are state-owned, which are facing less competition in the country or the state. They may have less imperative to improve customer satisfaction, and the state-owned casinos do not open 24 hours. As such, they tend to be less responsive to customer needs, market changes and slower to adopt new technologies due to bureaucratic layers when compared to casinos operating in the private sector. These limitations in neighbouring countries presented a good opportunity for the border casinos in the Czech Republic to absorb this potential pool of customers.

Considering the factors above, together with the historical background and development history of casinos in the Czech Republic and the unique positioning of border casinos in the Czech Republic in Central Europe, it has demonstrated the advantages and business growth potential to the gaming industry in the Czech Republic, in particular for border casinos.

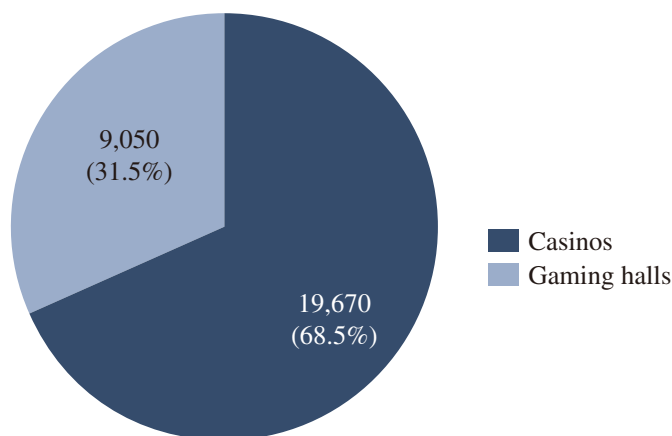
There are two types of gaming premises in the Czech Republic including casinos and gaming halls. Casinos refer to standalone, structurally separated premises on which live games and slot machines are operated. Gaming halls refer to standalone, structurally separated premises on which slot machines are operated. At the end of 2022, there are 472 casinos and 362 gaming halls in the Czech Republic.

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### Overview of the land-based slot machine and land-based live game industry in the Czech Republic

Land-based slot machines can be played at both casinos and gaming halls. According to the Czech Gambling Act, a minimum of 15 certified slot machines shall be available for operation in a gaming hall. A minimum of 30 certified slot machines and 3 gaming tables shall be available for operation in a casino. In a casino where slot machines are operated, for each additional table above the minimum number specified in the Czech Gambling Act, there can be a maximum of 10 slot machines. This restriction does not apply for a casino where at least 10 tables are in operation. The distribution of slot machines by premise type in 2022 is as below:

**The distribution of slot machines,  
by premise type, the Czech Republic, 2022**

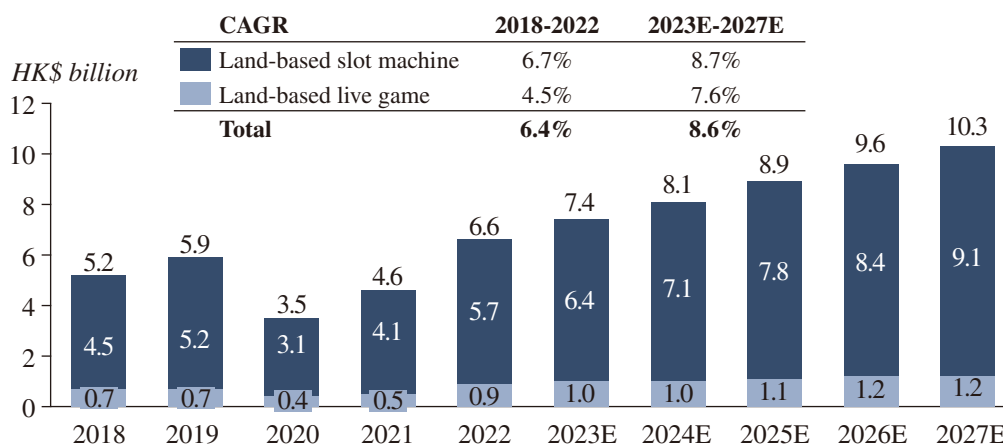


*Source:* The Ministry of Finance in the Czech Republic, China Insights Consultancy

The land-based slot machine segment dominated the land-based gaming industry in the Czech Republic in 2022. The market size of the land-based slot machine segment, in terms of GGR, increased from HK\$4.5 billion in 2018 to HK\$5.7 billion in 2022, and is expected to increase to HK\$9.1 billion in 2027, representing a CAGR of 8.7% between 2023 and 2027. In 2022, the average slot win per machine per day was HK\$540 and the slot machine hold percentage was 6.6% in the Czech Republic. Land-based live games can only be played at casinos. The GGR of the land-based live game industry increased from HK\$0.7 billion in 2018 to HK\$0.9 billion in 2022, representing a CAGR of 4.5% between 2018 and 2022, and is expected to increase to HK\$1.2 billion in 2027, with a CAGR of 7.6% between 2023 and 2027. In 2022, the average daily gross win per table was HK\$552 and the table hold percentage was 12.2% in the Czech Republic.

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### Market size of the land-based slot machine and land-based live game industry in the Czech Republic, in terms of GGR, 2018-2027E



Source: The Ministry of Finance in the Czech Republic, and China Insights Consultancy

### Key market drivers of the gaming industry in Central Europe

**Higher disposable income and consumption expenditure:** As personal financial resources expand, individuals are endowed with augmented discretionary funds, leading to an upswing in consumption expenditure. In 2018, Austria, Germany, and the Czech Republic had annual household disposable income per capita of HK\$298,219.8, HK\$321,481.7 and HK\$209,044.2, respectively. By 2022, annual household disposable income per capita had grown to HK\$352,366.3, HK\$375,377.0, and HK\$255,636.9 in Austria, Germany, and the Czech Republic, with CAGRs between 2018 to 2022 showing 4.3%, 4.0%, and 5.2%. On the expenditure side, the total consumption expenditure of Austria, Germany and the Czech Republic stood at HK\$1,774.1 billion, HK\$14,790.2 billion and HK\$902.2 billion, respectively in 2018. These figures increased to HK\$1,977.8 billion, HK\$16,658.9 billion and HK\$1,139.3 billion in 2022, reflecting CAGRs of 2.8%, 3.0% and 6.0% between 2018 to 2022. Projection for the period between 2023 and 2027 envisage a continued rise, as the total expenditure of Austria, Germany and the Czech Republic increase to HK\$2,267.6 billion, HK\$18,843.0 billion and HK\$1,419.7 billion in 2027, respectively, with CAGRs of 2.5%, 2.3% and 4.1%. The rising affluence of people in Austria, Germany and the Czech Republic encourages higher expenditure in recreational activities. Consumption expenditure of these three countries on recreation and culture activities, including expenditure on gambling, arising from HK\$177.4 billion, HK\$1,609.6 billion and HK\$78.3 billion in 2018 to HK\$198.1 billion, HK\$1,661.0 billion and HK\$103.9 billion in 2022, respectively. This provides favourable conditions for the gaming industry to grow, especially for gaming operators located at the border of these three countries.

**Supportive policy to encourage tourism in the Czech Republic:** Tourism in the Czech Republic is recovering from COVID-19, and is expected to continue growing. The total amount of tourism income in the Czech Republic was HK\$40.8 billion in 2022, increased by 76.6% from 2021. In terms of tourists, the number of tourists from abroad reached 7.3 million in 2022 compared to 2.6 million in 2021, with most of them from neighbouring countries such as Germany, Slovakia, Austria, etc. The Czech Republic government introduces initiatives aiming for more inbound tourists, for instance offering discounts to EU citizens on entertainment activities in the Czech Republic, delivering marketing campaigns to promote city holidays, spas, etc. to neighbouring countries. These initiatives can attract tourists seeking entertainment activities, which can lead to a greater number of

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potential customers to the gaming premises, especially those premises that offer a variety of entertainment options such as bars, restaurants, spas, and more. The Czech Republic Destination Strategy 2021 to 2025 initiated by the Czech Tourism Agency also aims to attract visitors worldwide. These initiatives can bring in more potential customers to the gaming industry in the region. For example, Excalibur City, a shopping and entertainment complex located at the border of the Czech Republic and Austria, offers shopping outlet, a theme park, as well as several catering and accommodation offerings. There are also several casinos strategically located in this area. The entertainment complex, together with the entertainment offered by the casinos on the borders, can offer comprehensive entertainment and hospitality experiences to attract visitors as a whole.

*Advancement of technology as a catalyst:* Technological progress is a cornerstone of the gaming industry's development. It enhances customer engagement, introduces inventive gaming experiences, and facilitates efficient operations. The innovation from gaming machine and software suppliers provides gaming operators with wider choices of gaming products, which adds to the appeal of gaming operators to players. Meanwhile, technological advancement furnishes gaming operators with an expansive repertoire of digital tools, such as casino management systems (CMS), cashless payment systems, etc., that are engineered to optimise management efficiency, magnetise consumer interest, and provide players with a fair gaming environment. By embracing these advancements, operators can institute streamlined workflows, leading to efficient resource allocation, cost optimisation, heightened profitability, and solid reputation.

### **Future trends of the gaming industry in Central Europe**

*Integration of hospitality and gaming for complete getaways:* While individuals are looking for all-inclusive vacation packages, resorts that combine hotels and gaming facilities would gain more popularity. This setup offers guests the ease of having all their desired experiences in one location, avoiding the hassle of moving around for gaming and leisure activities. Resorts that combine lodging and gaming tap into this convenience factor. This approach also has an international appeal when resorts are located in cross-border regions or scenic spots. Integrated casino resorts that provide gaming and non-gaming mass-entertainment services fulfil multiple requirements of international travellers, amplifies revenue streams and prolongs profitable life cycle.

*Increasing demand for enhanced land-based gaming experience:* The increasing demand for better gaming experiences is pushing the industry towards a more customer-centric approach. The enhanced experiences can be achieved by increased gaming categories, different game themes incorporated in slot machines, well-furnished casino facilities, etc. Gaming, especially land-based one, has inherent social and sensory aspects where players seek an immersive and interactive environment from offline gaming experiences. As various forms of gaming activities emerge, the competition within the industry intensifies, which necessitates a strategic move to retain players, propelling gaming operators to refine and differentiate their physical offerings. Therefore, improving land-based gaming experiences becomes a means of differentiation.



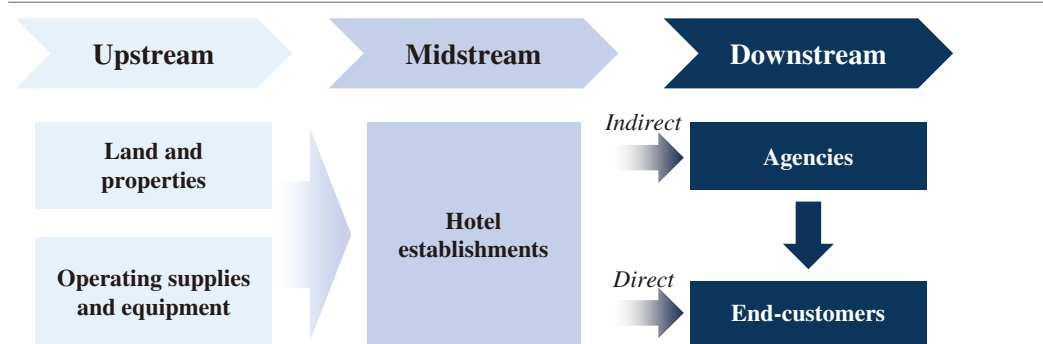
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**Digitalisation of gaming activities:** The internet's influence has reshaped traditional gaming practices by extending them to online platforms. With the development of internet, players are allowed to access gaming activities online through various terminal devices. The convenience and accessibility offered by online gaming have fueled its prominence across Central Europe. However, the rise of online gaming is not anticipated to be in the detriment of land-based gaming, as customers of land-based gaming and online gaming seek different experiences. Online gaming and land-based gaming offer two different playing experiences. They complement each other and create a flourishing business environment for continuous growth. Online gaming provides convenience and accessibility, while land-based gaming provides an exciting gaming atmosphere and more social interaction with people. Due to their unique characteristics, both forms of gaming can coexist and cater to different players' preferences. The development of both types of gaming boosts the overall growth of the gaming industry.

### OVERVIEW OF THE HOTEL INDUSTRY IN CENTRAL EUROPE

The upstream of the hotel industry in Central Europe consists of suppliers of land and properties and operating supplies and equipment, including tableware, linens, toiletries, cleaning supplies, kitchen utensils, guest room accessories, etc. The midstream of the hotel industry is the accommodation establishment which provides accommodation and catering services to end-customers. The downstream of the industry consists of agencies and end-customers. End-customers include both corporate customers and mass individuals, and agencies include traditional travel agencies and online travel agencies, such as Booking.com or the hotels' own websites.

#### Value chain analysis of the hotel industry in Central Europe



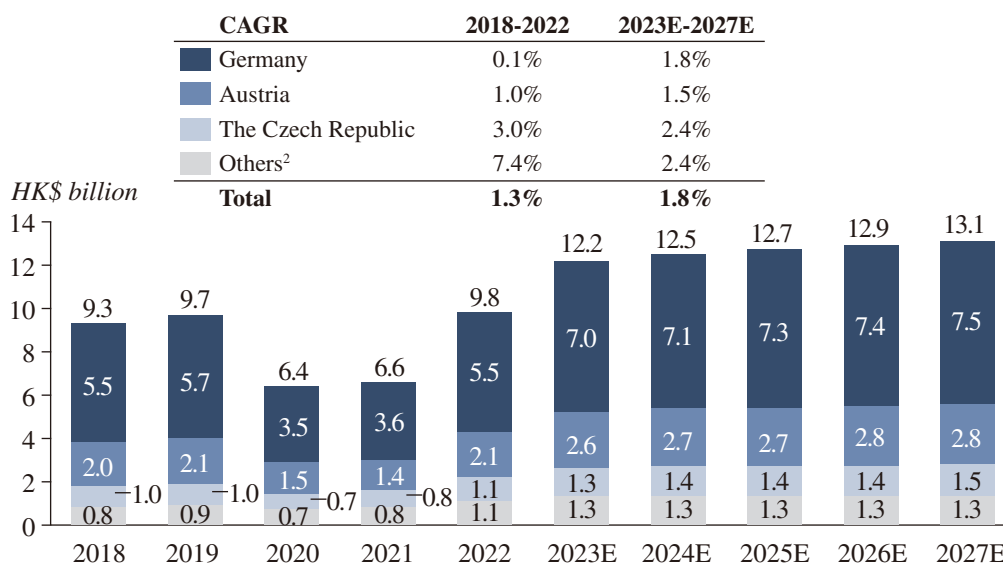
Source: China Insights Consultancy

Central Europe is a popular destination for domestic and overseas travellers. The market size of the hotel industry in Central Europe, in terms of revenue, increased from HK\$9.3 billion in 2018 to HK\$9.7 billion in 2019 and decreased to HK\$6.4 billion and HK\$6.6 billion in 2020 and 2021, respectively, due to the lockdown and restriction of travelling caused by the COVID-19 pandemic. With the global ease of the travel restriction starting in 2022, the hotel industry in Central Europe started to recover and is expected to rebound in 2023, reaching a market size of HK\$12.2 billion. The occupancy rate in Germany, Austria, and the Czech Republic, in terms of bed-places and bedrooms, increased from 39%, 32%, and 28%, respectively, in 2021 to 55%, 50%, and 38%, respectively, in 2022. As the global hotel industry gradually returns to normal, the hotel industry in Central Europe, in terms of revenue, is expected to increase to HK\$13.1 billion in 2027, representing a CAGR of 1.8% between 2023 and 2027. Germany contributed to

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approximately 56.1% of the market in Central Europe in 2022 and is expected to maintain a stable share during 2023 and 2027. There is no restriction as to the number of hotels that can be operated in the country in Central Europe.

**Market size of the hotel industry in Central Europe<sup>1</sup>,  
in terms of revenue, by country, 2018-2027E<sup>1</sup>**



Notes:

1. The market size of the hotel industry includes revenue from accommodation and catering while accommodation includes hotel, motel, tourist camp-site, etc.;
2. Others include Poland and Slovakia.

Source: Czech Statistical Office, German Federal Statistical Office, Central Statistical Office of Poland, Statistics Austria, Statistical Office of Slovakia, and China Insights Consultancy

### Key market drivers of the hotel industry in Central Europe

**Greater demand for business travel and corporate events:** Europe is the third largest business travel region in the world, with its spending in business travel accounting for about 20% of global business travel spending in 2022. It is forecasted by the Global Business Travel Association (GBTA) that after travel restrictions were eased and borders were reopened, business travel spending in Europe will continue to recover and grow another 25.3% in 2023 compared to 2022. Germany and Austria have earned recognition as leading corporate travel markets. The International Congress and Convention Association (ICCA) has performed research on the Destination Performance Index (DPI) of countries around the world to measure the overall performance of these destinations on conducting international association meetings. European countries accounted for 70.0% of the top 20 countries in 2021 in terms of DPI. Among European countries, Germany and Austria ranked second and seventh respectively. Apart from business conferences, other types of corporate events, such as corporate team building, integrating weekends and holidays into business trips, etc., are creating opportunities to hotels in these regions.

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*Recovery of tourism in Central Europe from COVID-19:* Tourism to Austria, Germany, and the Czech Republic recovers rapidly in 2022 from COVID-19. In Austria, the number of international tourist arrivals reported a 106.3% increase from 12.7 million in 2021 to 26.2 million in 2022. Similarly, Germany witnessed an uptick in international tourist arrivals, recording an increase of 143.6% to 28.5 million in 2022, compared to 11.7 million in 2021. The Czech Republic has also witnessed increase in tourists from abroad, with a year-on-year increase of 185.8% from 2.6 million in 2021 to 7.3 million in 2022. Promoting tourism to Central Europe through targeted campaigns and government initiatives serves as another catalyst for attracting visitors to the region. The German National Tourist Board (GNTB) and Austria National Tourist Office (ANTO) market the countries as destinations for both holiday tourism and business travel. The Czech Tourism Agency have developed Czech Republic Destination Strategy 2021 to 2025 to attract visitors worldwide. The increase in number of visitors will increase the demand for hotel services in Central Europe. Resulting from increasing tourists, the number of arrivals from international tourists at hotels and similar accommodations rose by 109.6%, 141.7%, and 187.1% in Austria, Germany, and the Czech Republic from 2021 to 2022.

*Increased number of wealthy people:* The number of high-net-worth-individual (HNWI), defined as people whose net wealth exceeds USD1.0 million (HK\$7.8 million), is increasing globally, potentially leading to larger number of travellers with greater wealth, as travel is one of the important areas that HNWIs allocate their wealth to. Global HNWI population was about 70.0 million in 2022, and is expected to rise to around 109.0 million in 2027 with a CAGR of about 8.9% between 2023 and 2027. Europe has been a popular destination for global tourists, and 10.4% of all international visitors to Europe visit Germany, Austria and/or the Czech Republic. Wealthier visitors tend to have higher willingness to spend more on accommodation, which may facilitate the growth of the hotel industry in Germany, Austria, and the Czech Republic.

### **Future trends of the hotel industry in Central Europe**

*Expanded offering of services to broaden revenue streams:* Hotels are moving beyond their traditional roles as mere accommodation providers, venturing into a realm where they offer multifaceted experiences. Hotels can diversify their revenue streams through a spectrum of services, including offering of spas, fitness services, and other entertainment and wellness programs. The availability of such services enables hotels to target a wider market, attracting both business travellers seeking a balanced work-life experience and leisure travellers looking for a comprehensive stay experience, and in turn bolsters occupancy rates and revenue.

*Increasing utilisation of online platforms:* Hotels in Central Europe are embracing technologies to improve their service quality, such as mobile apps, hotel management systems, etc. Digitalisation of the hotel industry can provide guests with more convenience. Mobile apps, for instance, allow guests to manage bookings, access keyless room entry, request services, and gain insights into local attractions. Online platforms also offer discounts to guests, and enable them to compare various accommodation options to find satisfying places to live within budget, leading to greater popularity of these online platforms. In Germany, Austria, and the Czech Republic, there were 51.7 million overnight stays booked via leading online travel agencies in 2018. Such number increased to 59.3 million in 2022 at a CAGR of 3.5% between 2018 and 2022. Meanwhile, the number of overnight stays booked via these platforms as percentage of the total number of nights spent at tourist accommodation establishments increased from 8.6% in 2018 to 10.5% in

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2022. It is predicted that the penetration rate of online booking will continue to grow as the use of online platforms are being more widely recognised.

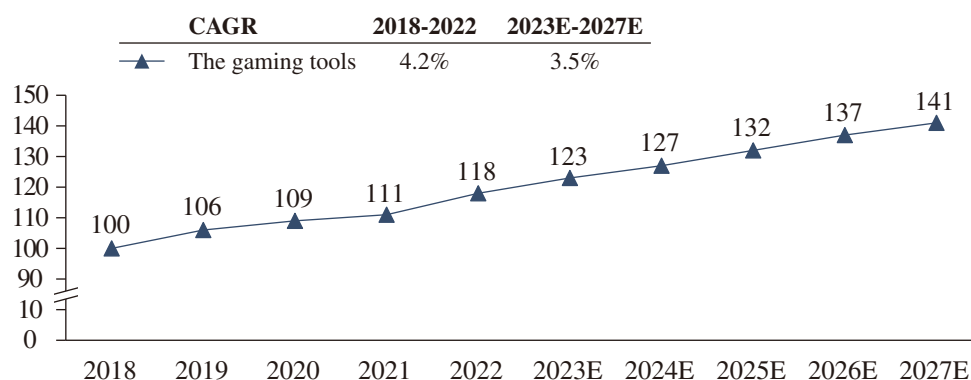
**Focus on sustainability:** With an increasing awareness on environmental issues, hotels in Central Europe are integrating sustainable practices into their operations to achieve sustainable development. More and more hotels are implementing energy-efficient technologies and initiatives, such as installing solar panels, LED lighting, water saving campaigns, to reduce their carbon footprint, minimise environmental impact, increase their operation efficiency, and establish a socially responsible image.

### COST ANALYSIS OF THE GAMING INDUSTRY AND THE HOTEL INDUSTRY IN CENTRAL EUROPE

In general, the cost structure of the gaming industry and the hotel industry consists of the following: (1) labour costs, including wages, salaries, and social security contributions paid to employees; (2) utility costs, such as electricity, water, heating, etc.; (3) material costs, including food and beverage; and (4) other costs, including marketing costs, maintenance costs, etc. Gaming tool costs, which include costs related to purchase and rental of gaming equipment, gaming software, etc., is also a key cost item for gaming business. In 2018, the annual average inflation rate in Germany, Austria, and the Czech Republic were reported at 1.9%, 2.1%, and 2.1%, respectively. The inflation rate then followed an increasing trend and reached 8.7%, 8.6%, and 15.1% in Germany, Austria, and the Czech Republic in 2022. The increase partly influences the change of related costs during the same period.

The price of the gaming tools, including rental of gaming tools, increased steadily during the year of 2018 and 2022. Due to the variety of gaming tools used in the gaming industry, a price index is used here to demonstrate the pricing trend of gaming tools in the Czech Republic. Using 2018 as the base year for the price index, the price increased by 18% in 2022 as compared to 2018, and is expected to increase by 14.6% from 2023 to 2027.

**Price index<sup>1</sup> of the gaming tools, the Czech Republic, 2018-2027E**



Note:

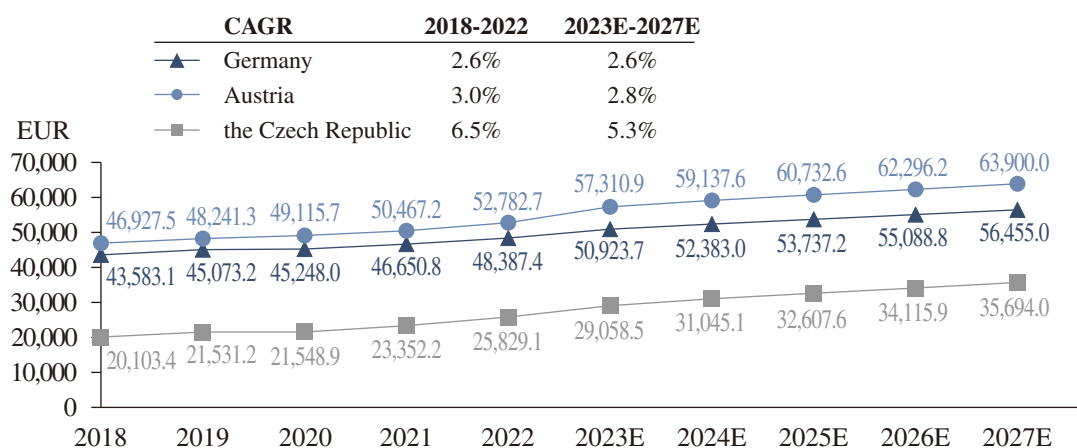
1. 2018 is used as the base year for the price index.

Source: China Insights Consultancy

## INDUSTRY OVERVIEW

Together with the increase in inflation rate over the year 2018 to 2022, the compensation per employee is growing steadily in Germany, Austria, and the Czech Republic. The annual compensation per employee in Germany, Austria and the Czech Republic increased from EUR43,583.1, EUR46,927.5 and EUR20,103.4, respectively, in 2018 to EUR48,387.4, EUR52,782.7 and EUR25,829.1, respectively, in 2022 with CAGRs of 2.6%, 3.0% and 6.5%, respectively, between the same period. Annual compensation per employee is expected to reach EUR56,455.0, EUR63,900.0 and EUR35,694.0 in 2027 in Germany, Austria, and the Czech Republic, growing at CAGRs of 2.6%, 2.8%, and 5.3%, respectively, between 2023 and 2027.

**Annual compensation per employee<sup>1</sup>, Germany, Austria,  
and the Czech Republic, 2018-2027E**



Note:

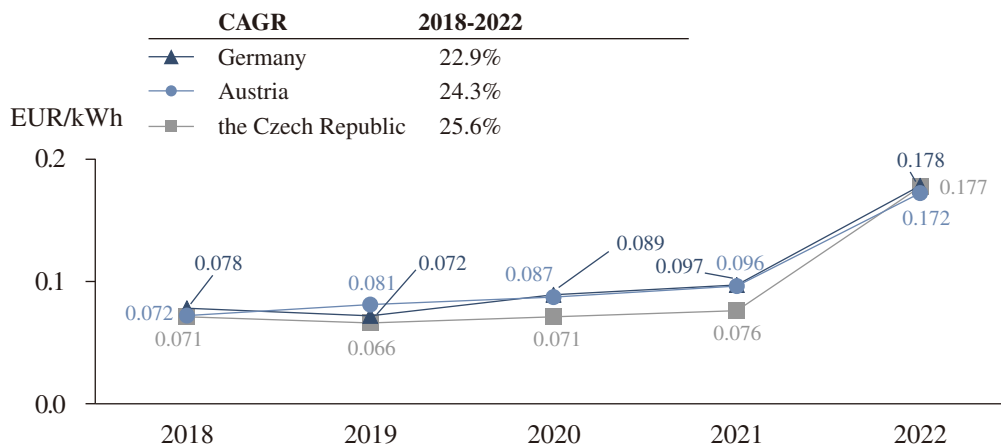
1. Compensation of employees consists of (i) wages and salaries in cash or in kind; (ii) employer's actual and imputed social contributions.

Source: Eurostat, and China Insights Consultancy

Utility expenses include costs of electricity, which usually accounts for the largest portion of the total utility expenses of a casino or a hotel. The electricity prices for non-household consumers in Germany, Austria and the Czech Republic increased with CAGRs of 22.9%, 24.3%, and 25.6% from 2018 to 2022, respectively. The increase in energy prices in Europe started from 2021, and resulted from a comprehensive set of factors. During the military conflict between Russia and Ukraine, there was a decision made by the Russian government to suspend deliveries of gas to some EU member states, which has heightened the prices for gas and electricity accordingly. Increasing inflation rate in EU has led to higher utility expenses as well. High temperature during the summer of 2022 as compared to previous years has also contributed to a higher demand of energy for cooling, which serves as another factor to push the energy prices higher.

## INDUSTRY OVERVIEW

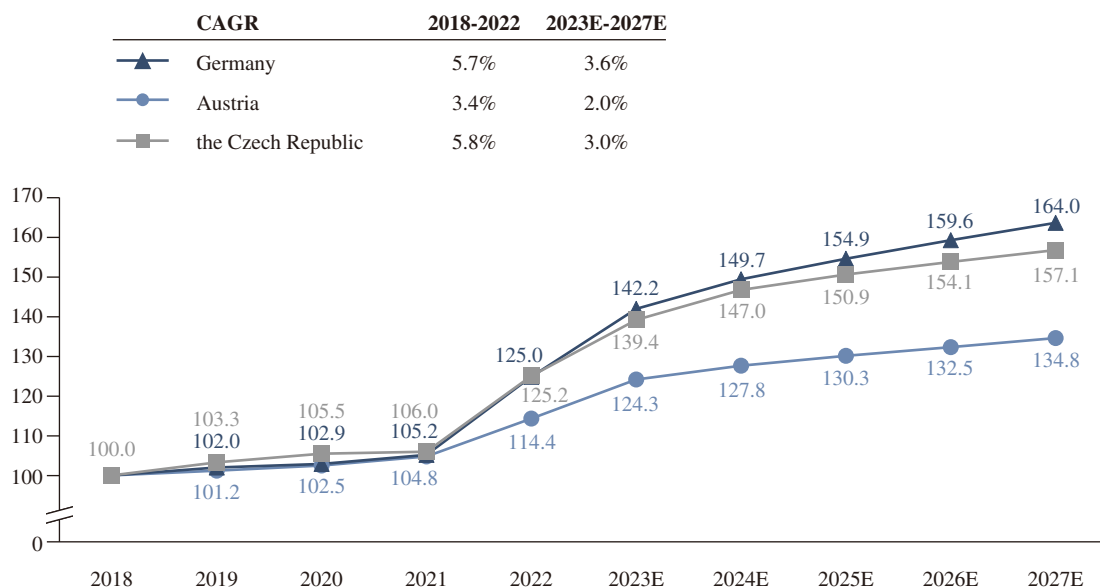
### Electricity prices for non-household consumers, Germany, Austria and the Czech Republic, 2018-2022



Source: Eurostat, and China Insights Consultancy

Material costs, particularly costs of food and beverage, is an important part of a casino's or a hotel's operating expenses if dining services are provided. The producer prices index (PPI) on manufacturing of food products and beverages reflects the cost of dining services. The PPI in Germany, Austria and the Czech Republic experienced an increase from 2018 to 2022 with CAGRs of 5.7%, 3.4% and 5.8% respectively. The increase was steady during 2018 to 2021, with a sharper increase starting from 2021. One of the major reasons for the increase lies in the rise in energy prices that contribute to the increase in cost of food production, transportation, and storage, resulting in an increase in food and beverage prices. From 2023 to 2027, the PPIs on manufacturing of food products and beverages in Germany, Austria, and the Czech Republic are expected to grow at CAGRs of 3.6%, 2.0% and 3.0%.

### PPI<sup>1</sup> of manufacture of food products and beverages, Germany, Austria, and the Czech Republic, 2018-2027E



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*Note:*

1. 2018 is used as the base year for PPI of each country.

*Source:* Eurostat, and China Insights Consultancy

### COMPETITIVE LANDSCAPE OF THE GAMING INDUSTRY AND THE HOTEL INDUSTRY IN CENTRAL EUROPE

#### Competitive landscape of the land-based casino industry in the Czech Republic

In the Czech Republic, there were 37 companies licenced to operate land-based slot machines and 33 companies licenced to operate land-based live games with 472 casinos in operation at the end of 2022. There are approximately 15, 10, and 15 casinos, respectively, within one-hour driving distance from *Palasino Excalibur City*, *Palasino Wulowitz*, and *Palasino Furth im Wald*, respectively. The land-based casino industry in the Czech Republic is relatively fragmented with the top three casino operators, in terms of total number of slot machines in casinos, accounting for around 35.4% of the total number of slot machines in casinos and the rest casino operators each accounted for less than 5% of the share. According to the Ministry of Finance, the total number of premises (including casinos and gaming halls) with slot machines and/or live games in the Czech Republic decreased from 1,636 in 2018 to around 834 in 2022, in which the total number of gaming halls decreased from 1,088 in 2018 to 362 in 2022. Due to the Czech Gambling Act, which was in force since 1 January 2017, and the Act on Gambling Tax, which was in force since 1 January 2017, a higher minimum number requirement of slot machines and stricter information technology system requirements for registration and reporting were stipulated, and operators without sufficient capital found it difficult to comply with new regulations and were wiped out eventually. According to the Ministry of Finance, due to the legal conditions, slot machines and live games are concentrated in larger scale premises. At the end of 2017, 72% of the gaming establishments had less than 15 certified slot machines. As at 1 January 2020, the number decreased to only 2%.

The Czech Gambling Act and the Act on Gambling Tax have resulted in challenging market conditions for gaming hall operators. Such development is more favourable to scalable casino operators and has presented consolidation opportunities for casino operators including our Group. In 2022, our Group is among the top ten casino operators in the Czech Republic, in terms of total number of slot machines in casinos.

#### Ranking of the top ten casino operators, in terms of total number of slot machines in casinos, the Czech Republic, 2022<sup>1</sup>

Ranking	Casino operator	Total number of slot machines in casinos of the casino operator in the Czech Republic, 2022 <sup>2</sup>	As percentage of the total number of slot machines in casinos in the Czech Republic, 2022
1	Company A	~4,270	~21.7%
2	Company B	~1,470	~7.5%
3	Company C	~1,220	~6.2%
4	Company D	~740	~3.8%

## INDUSTRY OVERVIEW

Ranking	Casino operator	Total number of slot machines in casinos of the casino operator in the Czech Republic, 2022 <sup>2</sup>	As percentage of the total number of slot machines in casinos in the Czech Republic, 2022
4	Company E	~740	~3.8%
6	Company F	~710	~3.6%
7	Company G	~690	~3.5%
8	Company H	~680	~3.5%
9	<b>Our Group</b>	<b>492</b>	<b>2.5%</b>
10	Company I	~480	~2.4%
Top ten		~11,492	~58.5%
Others		~8,178	~41.5%
<b>Total</b>		<b>19,670</b>	<b>100%</b>

*Notes:*

1. The above data are as at the end of calendar year 2022. The ranking uses the total number of slot machines in casinos as a parameter considering land-based slot machines contributed the majority of the market share of the land-based slot machine and land-based live game industry;
2. The number of slot machines only includes those in casinos, but not in gaming halls; more slot machines does not represent higher profitability as the occupancy rate of slot machines needs to be considered; for top casino operators like our Company, the number of slot machines is considered to represent the scale of business. It is also a common practice to analyse the scale of business using the number of slot machines.

*Source:* The Ministry of Finance in the Czech Republic, and China Insights Consultancy

Introduction to the top ten casino operators and their relative casinos are as follows:

Company	Location of the casinos <sup>1</sup>	Introduction
Company A	More than half of them are located on the border	A part of an international gambling group based in Austria and established in 1980 <sup>3</sup> with subsidiary engaging in a high-tech gaming technology industry and its bond was listed on the Vienna Stock Exchange which offers a wide range of gambling products including slot machines, table games, and sport betting activities. Company A is a casino operator with more than 40 casinos in the Czech Republic.
Company B	Five of them are located on the border or close to the border	A non-listed casino operator based in the Czech Republic and established in 2002 with more than 35 casinos the Czech Republic.
Company C	Around ten of them are located on the border or close to the border	A non-listed casino operator based in the Czech Republic and established in 1998 with more than 40 casinos in the Czech Republic.
Company D	Two of them are close to the border	A part of a family-owned, internationally operating, and non-listed business group in the entertainment and leisure industry based in Germany and established in 1957 with more than 10 casinos in the Czech Republic.



## INDUSTRY OVERVIEW

Company	Location of the casinos <sup>1</sup>	Introduction
Company E	Around five of them are located on the border	A non-listed casino operator based in the Czech Republic and established in 2002 with more than 25 casinos in the Czech Republic.
Company F	One of them are located close to the border	A non-listed casino operator and gaming tool provider based in the Czech Republic and established in 2002 with 4 casinos in the Czech Republic.
Company G	None of them are on the border or close to the border	A non-listed casino operator based in the Czech Republic and established in 2010 with more than 10 casinos in the Czech Republic.
Company H	None of them are on the border or close to the border	A non-listed casino operator based in the Czech Republic and established in 2018 with more than 15 casinos in the Czech Republic.
Our Group	All of them are close to the border	An entertainment, gaming and leisure group operating one integrated casino and resort and two full-service casinos in the Czech Republic.
Company I	Two of them are close to the border	A non-listed casino operator based in the Czech Republic and established in 1994 with more than 15 casinos in the Czech Republic.

*Notes:*

1. As our Group is an operator of casinos, which are not comparable to gaming halls in terms of licence required, gaming atmosphere, and target customers, only casinos are considered here;
2. The above data are as at the end of calendar year 2022;
3. According to the website of Company A.

*Source:* China Insights Consultancy

### Comparison of the operating statistics of our Group's casinos and the industry average

The operating statistics of our Group's casinos and the industry average are compared as below:

	Our Group, FY2023	Industry average, the Czech Republic, 2022
Slot machine drop per machine <sup>1</sup>	HK\$12.5 million	HK\$3.0 million
Table game drop per gaming table <sup>2</sup>	HK\$7.2 million	HK\$1.7 million
Slot machine hold percentage	4.8%	6.6%
Table hold percentage	21.6%	12.2%
Average slot win per machine per day	HK\$1,657	HK\$540
Average daily gross win per table	HK\$4,220	HK\$552

*Notes:*

1. Slot machine drop per machine = Slot machine drop / ((opening number of machines + closing number of machines) / 2);
2. Table game drop per gaming table = table game drop / ((opening number of tables + closing number of tables) / 2).

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### (1) *Drop per slot machine/gaming table*

All of our Group's casinos are strategically located on the border, which contributes to a higher drop per slot machine (i.e. HK\$12.5 million) and a higher table drop per gaming table (HK\$7.2 million) respectively compared to the industry average (slot machine: HK\$3.0 million and gaming table: HK\$1.7 million). The higher drop of our Group is mainly attributable to, among others, the various reasons set out below:

- i. **Higher financial capability from our Group's target customers:** due to the strategic locations of our casinos which are close to the border of the Czech Republic, Austria and Germany, during the Track Record Period, over 95% of our players are from neighbouring countries of the Czech Republic and a majority of which are from Austria and Germany, while around 4% of our players are local Czech residents. The spending per head of the players from Austria and Germany is higher than that of the players from the Czech Republic. The higher spending per head can be attributed to the higher annual disposable income per capita in Austria and Germany, which stood at HK\$352,366.3 in Austria and HK\$375,377.0 in Germany, compared to HK\$255,636.9 in the Czech Republic in 2022. Our Group's strategic location which is near their borders, which enables our customers to enjoy short travel distances from major cities in Austria and Germany;
- ii. **The long operating hours of our casinos:** two of our Group's casinos operate 24/7, which is longer than some gaming premises in the Czech Republic, allowing players to stay longer and enjoy longer playing time at our Group's casinos, resulting an increase in volume bet and the overall spending/drop placed by the players during their visits. Our casinos are able to operate 24/7 since, as confirmed by CIC, there is no restriction as to the operating hours for casinos according to the Czech Gambling Act and all of our gaming premises are classified as casinos. As such, the operating hours of our casinos can be determined by our management during the application of the premises licences for each of our casinos based on different commercial factors. However, for gaming halls, according to the Czech Gambling Act, they must be closed from 3 a.m. to 10 a.m., limiting their maximum operating hours to 17 hours per day. At the end of 2022, there were 362 gaming halls, accounting for 43.4% of all gaming premises in the Czech Republic;
- iii. **The provision of diversified gaming options attracts more players:** our Group can create synergies between different games which helps to extend players' stay by catering to the individual gaming preferences of each player and encouraging them to engage in different types of gaming options during their visits. By contrast, some gaming premises only provide limited gaming options, leaving players with fewer choices, as concurred by CIC;
- iv. **The provision of additional services attracts more players:** our Group's casinos offer value-added services such as catering and accommodation, etc., which helps to proliferate gaming and generate higher revenue. Specifically, Palasino Excalibur City provides hotel accommodation through Hotel Savannah, which integrates gaming services with accommodation and

## INDUSTRY OVERVIEW

catering, provides convenience to players who can have flexible time for playing and resting, enabling them to stay longer and engage in more casino activities; and

- v. **Existence of idle and not revenue-generating slot machines and gaming tables:** according to CIC, not all certified slot machines and gaming tables in the market are in continuous operation, as some may be idle and not revenue-generating, which lowers the industry average.

### *(2) Slot hold percentage and average slot win per machine per day*

Our Group's slot machine hold percentage is slightly lower than industry average but is within the industry standard. According to the 2017 Czech Gambling Act, the design of slot machines shall not allow for a win percentage for the players of less than 75% and more than 100%, which means the hold percentage should range from 0% to 25%.

The lower slot machine hold percentages of our Group had when compared with that of the industry average primarily arises from the inherent winning probabilities associated with the slot machine game offering. The determining factors, including the preset winning probabilities in each game and the composition of games within the slot machines, can result in varying chances of winning and hold percentages. These factors are determined by the slot machine suppliers from whom our Group purchases or rents the slot machines. The slot machines in the land-based casinos of our Group must undergo certification by authorised bodies nominated by the Ministry of Finance. Our Group, as a casino operator, does not have the ability or authority to manipulate these factory-setting.

Also, the actual slot hold percentage could be affected by the volatility of the game and number of games played. Therefore, potential explanation for the deviation of the slot machine hold percentage of our Group from the industry average also includes: (i) the presence of high-volatility games, causing a greater deviation from the preset winning probabilities, and (ii) games that are not played frequently may not generate enough data points to align with the statistical winning probabilities. Infrequent play of certain games will result in a higher deviation between the actual hold percentage and the preset parameters.

Despite that our Group's slot machine hold percentage is lower than that of the industry average, since the slot machine drop per machine of our Group is much higher than that of the industry average, the average slot win per machine per day is therefore much higher than that of the industry average.

### *(3) Table hold percentage and average daily gross win per table*

Different from slot machines, the table game is operated mainly by natural persons and hence its hold percentage is not subject to any setting by manufacturers. Our Group has a higher table hold percentage mainly because all of our Group's casinos are located on the border, and the customers usually stay and play for a longer time than the customers in the city casinos resulting in less-than-ideal gameplays. The customers in the city casinos are more likely to stay shorter and gamble quicker thus potentially contributing to a lower hold percentage. Because our Group's casinos have higher than industry average table game drop per gaming table as well as the table hold percentage, the average daily gross win per table is also much higher than industry average.

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### Competitive landscape of the hotel industry in Central Europe

The hotel industry in Central Europe is highly fragmented and the leading players in Central Europe are large international hotel groups. As at the end of 2022, there are more than 130,000 accommodation establishments in Central Europe. Our Group's five hotels are located in Germany, Austria, and the Czech Republic, which is dominated by international hotel chain groups. In 2022, our Company had a market share of 1.2% in Central Europe's hotel industry, in terms of revenue, and a market share of 0.03% in Central Europe's hotel industry, in terms of the number of hotel rooms.

#### Ranking of the hotel industry, in terms of number of hotel rooms, Germany, Austria and the Czech Republic, 2022

<b>Germany</b>			
<b>Ranking</b>	<b>Hotel company</b>	<b>Number of hotel rooms, 2022</b>	<b>Market share, 2022</b>
1	Company J	~50,000	5.1%
2	Company K	~20,000	2.0%
3	Company L	~18,000	1.8%
4	Company M	~17,000	1.7%
5	Company N	~16,000	1.6%

<b>Austria</b>			
<b>Ranking</b>	<b>Hotel company</b>	<b>Number of hotel rooms, 2022</b>	<b>Market share, 2022</b>
1	Company J	~5,500	1.9%
2	Company L	~3,700	1.3%
3	Company O	~2,900	1.0%
4	Company P	~2,500	0.9%
5	Company N	~2,300	0.8%

<b>The Czech Republic</b>			
<b>Ranking</b>	<b>Hotel company</b>	<b>Number of hotel rooms, 2022</b>	<b>Market share, 2022</b>
1	Company Q	~2,000	1.2%
2	Company L	~1,600	1.0%
3	Company J	~1,600	1.0%
4	Company R	~1,100	0.7%
5	Company S	~1,100	0.7%

*Note:* In the hotel industry, it is a common practice to analyse the scale of business using the number of hotel rooms.

*Source:* China Insights Consultancy

Introduction to the top five players in the hotel industry in Germany, Austria, and the Czech Republic are as follows:

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<b>Company</b>	<b>Introduction</b>
Company J	A listed world leading hotel chain group based in France and established in 1967 with more than 5,400 hotels worldwide.
Company K	A non-listed world leading hotel chain group based in the U.S. and established in 1946 with approximately 4,300 hotels worldwide.
Company L	A listed world leading hotel chain group based in the U.S. and established in 1927 with more than 2,000 hotels worldwide.
Company M	A listed world leading hotel chain group based in the U.K. and established in 2003 with more than 6,000 hotels worldwide.
Company N	A non-listed low-budget hotel chain group based in Germany and established in 2000 with approximately 90 hotels.
Company O	A non-listed hotel chain group based in Austria and established in 1988 with approximately 25 hotels.
Company P	A non-listed hotel chain group based in Austria and established in 2006 with approximately 60 hotels.
Company Q	A listed world leading hotel chain group based in the U.S. and established in 1939 with more than 7,400 hotels worldwide.
Company R	A listed world leading hotel chain group based in the U.S. and established in 1981 with approximately 9,100 hotels worldwide.
Company S	A listed world leading hotel chain group based in the U.S. and established in 1919 with more than 7,000 hotels worldwide.

### **Competitive advantages of our Group**

***Top ten largest casino operator in the Czech Republic:*** Our Group is among the top ten largest casino operators, in terms of total number of slot machines in casinos, in the Czech Republic in 2022.

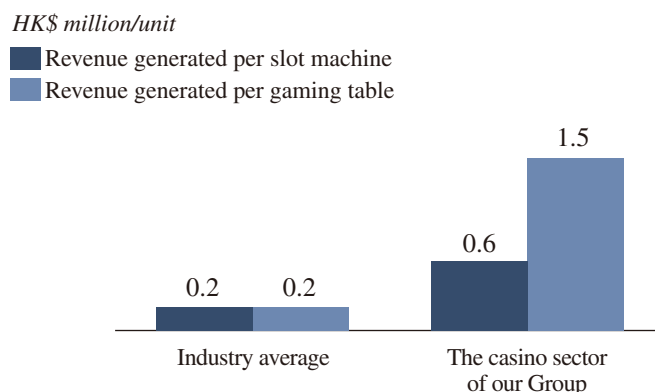
***The three casinos of our Group are one of the major players in the respective regions:*** In terms of GGR of slot machines in the Czech Republic in 2022, *Palasino Excalibur City*, *Palasino Wulowitz*, and *Palasino Furth im Wald* each accounted for around 45%, 50%, and 20% of the market share, in Znojmo, Český Krumlov, and Domažlice districts,

## INDUSTRY OVERVIEW

respectively. Our Group accounted for around 5.3% of the market share of the land-based slot machine industry in the Czech Republic, in terms of GGR.

**Higher than industry average revenue generating capability:** Our Group's casino sector generate more revenue per slot machine (i.e. HK\$0.6 million) and more revenue per gaming table (i.e. HK\$1.5 million) in FY2023 compared to industry average (slot machine: HK\$0.2 million and gaming table: HK\$0.2 million) in 2022, indicating a higher than industry average revenue generating capability.

### Comparison of the revenue generating capability between industry average and the casino sector of our Group, the Czech Republic, 2022



*Notes:*

1. Revenue generated per slot machine = revenue generated by slot machines of the year / ((opening number of slot machines + closing number of slot machines) / 2);
2. Revenue generated per gaming table = revenue generated by gaming tables of the year / ((opening number of gaming tables + closing number of gaming tables) / 2).

*Source:* The Ministry of Finance in the Czech Republic, and China Insights Consultancy.

**All casinos are strategically located on the border:** The Czech-Austrian and Czech-German border areas are characterised by a high concentration of casinos resulting from more rigid regulation of gaming on the other side of the border. For example, offline poker is only permitted in state-owned casinos in Germany and around half of the land-based casinos in Germany are state-owned. Austria prohibits poker games from being held in public places such as bars and restaurants and the government of Austria has taken steps to block foreign poker sites from operating within the country as well. All our Group's casinos are located at the border to attract players from nearby countries including Germany and Austria. Besides, different from casinos that are not located on the border, including city casinos, casinos located on the border are go-to destinations for customers who usually bring considerable funds and stay longer, leading to higher drop for slot machine and gaming table.

**The casino combined with hospitality services provide high business model resilience:** Our Group's *Palasino Savannah Resort*, comprising *Palasino Excalibur City* and *Hotel Savannah*, offers gaming facilities, accommodation and other hospitality offering. The casino combined with hospitality services business model provides benefits to travellers result from providing a one-stop comprehensive and convenient entertainment centre. Therefore, this integrated business model presents more competitiveness in the market. The gaming segment and the non-gaming segment mutually reinforce each other and boost the revenue generation.

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### Key entry barriers to the casino industry and the hotel industry in Central Europe

**Strict regulatory requirements and licence obtainment:** The casino industry is regulated in the Czech Republic, which offers limited opportunities for new entrants. Prospective casino operators must obtain licences for each type of gaming activities. There were 41 and 35 companies granted with land-based slot machine licence and land-based live game licence, respectively as at 31 December 2018. In 2022, there were only 37 and 33 companies granted with land-based slot machine licence and land-based live game licence, respectively. All prospective casino operators must undergo thorough processes, including demonstrating financial capability, ensuring transparent sources of deposit and ownership structure, etc., to comply with legal and regulatory standards. For example, the Reporting Decree No. 19/2019 Coll. has stipulated strict reporting requirements for gaming operators in terms of the scope of data to be transmitted to the Ministry of Finance, the technical parameters of data, the method and frequency of data transmission, etc. This necessitates sufficient capability to operate and maintain an agile casino management system to ensure the accuracy and efficiency of data processing and transmission. These strict requirements make it difficult for new entrants to enter the market.

**High capital requirements:** Establishing a casino involves high capital investment. Besides the initial investment on premises, gaming equipment, and other infrastructures, casino operators in the Czech Republic also must provide security deposit, either by depositing funds into a special account of the Ministry of Finance, or as a bank guarantee accepted by the Ministry of Finance. Currently, the security deposit amount ranges from CZK5.0 million (HK\$1.7 million) to CZK50.0 million (HK\$17.3 million) for basic licence application, depending on the types of games operated. Under the new Czech Gambling Act, the amount of deposit will be changed. Gaming operators will be subject to different amount of deposits based on the amount of gaming tax paid by the gaming operator of the second to fifth tax period preceding the effective date of the new Czech Gambling Act, with a maximum deposit amount up to CZK300.0 million (HK\$103.7 million). High capital requirements also apply to hotels, as running a hotel requires substantial capital outlay in land, building, construction or renovation, etc.

**Dominance of established players:** Both of the casino industry and the hotel industry in Central Europe are well-served by established market participants, who have cultivated a group of loyal customers. The process of building a reputation and forging customer loyalty is time-consuming, which is hard to gain in a short period of time by new entrants.

### Key success factors of the casino industry and hotel industry in Central Europe

**Strategic location to attract customers:** Casinos situated in strategic locations, such as in proximity to international borders, near recreational premises, or around tourist destinations, can benefit from higher foot traffic by absorbing customers from different countries. For casinos, being situated in strategic locations enables the capture of cross-border traffic and offers more accessibility for players if the casinos are within short driving distance. Hotels also benefit from strategic locations, serving as gateways to domestic and international traffic while attracting customers with scenic views. The competitive advantage gained from a prime location can increase customer reach and revenue potential, making it a pivotal factor in achieving sustainable growth and profitability.

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***Versatility in game offering:*** Casinos that demonstrate the ability to satisfy a diverse range of player preferences gain a distinct competitive advantage. By offering a wide selection of machines and games, casinos position themselves as dynamic and customer-centric destinations for players. Casinos that consistently refresh their game offerings, introduce new themes, and incorporate innovative technologies that foster player engagement and a sense of excitement. Novelty not only attracts new players but also retains existing ones by combating monotony and predictability, leading to heightened overall satisfaction.

***Strong brand awareness and customer loyalty:*** In the casino industry, the value of a strong brand can surpass its competitors by maintaining strong relationships with loyal customers, by offering tailored customer loyalty program, VIP player program, and such. They foster trust and loyalty among customers, encouraging repeated visits and word-of-mouth recommendations. This helps provide consistent inflow of revenues from recurring customers, and also draw attention from new customers.

***Quality of service and guest experience:*** Delivering exceptional customer service is paramount to achieving success in both the casino and hotel industry. Casinos and hotels need to have a good understanding about different customer profiles. Well-maintained facility is also part of the service. Casinos and hotels that invest in their facilities will elevate the overall guest experience. This includes the facilities that satisfy various demands of customers, such as guest rooms, restaurants, fitness centres, and versatile event spaces.

### **Opportunities and challenges of the casino industry and the hotel industry in Central Europe**

***Limited availability of slot machines to serve more players during peak hours:*** Most land-based casinos offer slot machines with multiple games. The popularity of some slot machines may extend players' time spent on a single machine, resulting in overcrowding and limited availability of slot machines within the casino premises. This is especially prominent during peak hours such as weekends, when more machines are occupied, leaving some players no position to play. Besides, the availability of machines is challenged by the cool-off time mandated by the Czech Gambling Act, which requires players engaging in slot machines to wait 15 minutes every two hours before they can resume playing. This renders machines unavailable for players even if they are not actively utilised. Therefore, inadequate slot machines can be a bottleneck for casinos, particularly during peak hours. Casinos need to make sure that there are enough slot machines available during peak hours, for example by looking at the peak hour occupancy rate of slot machines instead of the average occupancy rate.

***Difficulty in complying with changing gaming regulations:*** In Central Europe, gaming regulation keeps evolving, with many leaning towards a more restrictive approach as governments seek to promote responsible gaming practices. Tightening legislation poses challenges for casinos if they cannot take adequate measures to comply with new regulations. These challenges encompass various aspects, including higher capital requirement in security deposit, additional player protection measures, more investment to improve casino infrastructure, etc., where less competent casino operators may find difficult to fulfil. Moreover, in certain countries, such as the Czech Republic, individual municipalities retain the authority to restrict or ban certain gaming activities within its jurisdictions. For example, in Brno, the second largest city in the Czech



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Republic, a ban on gaming machines went into effect in 2015, resulting in decreasing number of gaming machines in the city. In such cases, less competent casinos will be compelled to scale down or face the risk of closure.

*Increasing demand for casinos with more permitted gaming options:* While the tightening regulatory framework in certain cities brings challenges for casinos there, it opens up opportunities for casinos in other areas where more types of gaming activities are permitted. For example, Prague, the capital of the Czech Republic, will enforce a ban on slot machines from 1 January 2024. Once the ban comes into effect, the number of slot machines decrease, resulting in a mismatch in demand, leading to the diversion of traffic to other cities with more relaxed regulations. Casinos in these cities can then benefit from absorbing the players from Prague.

*Potential growth in customer base from tourism to Central Europe:* The influx of tourists to Central Europe from all over the world creates an opportunity for casinos and hotels to capitalise on an expanded pool of potential customers. The potential customers also include those seeking accommodation and gaming experiences at the same time. This presents an opportunity for casino and hotel operators to market themselves and increase brand awareness to attract new customers.

*Increasing competition from alternative accommodation options:* The rise of alternative accommodation options, such as homestays and Airbnb, intensifies competition within the industry. Traditional hotels face the challenge of attracting and retaining guests who may opt for the unique and often cost-effective experiences offered by these alternatives.

### OVERVIEW

We are a gaming and leisure group comprising (i) one integrated land-based casino and resort and two full-service land-based casinos operating in the Czech Republic, primarily offering slot machines and table games, and (ii) three hotels in Germany and one hotel in Austria that offer accommodation, catering, conference, and leisure services. It is planned that the soft launch of the Online Gaming Business will take place during the first half of 2024.

As such, we are subject to the relevant laws and regulations in the Czech Republic, Germany, Austria and Malta.

### OVERVIEW OF REGULATORY FRAMEWORK OF GAMING OPERATIONS IN THE CZECH REPUBLIC

#### Gambling Act

Games of chance operation in the Czech Republic is governed by conditions set in the Czech Act No. 186/2016 Coll, on gambling, as amended (the “**Czech Gambling Act**”) effective from 1 January 2017, as the latest amended on 1 January 2024.

According to the Czech Gambling Act, gambling is defined as a game of chance; betting; or a lottery in which the participant wagers a bet, while no return on such bet is guaranteed, and the winning or loss on which is entirely or partly subject to chance or unknown circumstance. The following gambling types are regulated by the Czech Gambling Act and may be operated in the Czech Republic: a) lottery, b) odds bet, c) totalisator games, d) bingo, e) technical game, f) live game, g) raffle, and h) small-size tournament.

No gambling by persons under 18 is allowed. Moreover, the following gambling is prohibited in the Czech Republic:

- a) whose type has not been stipulated by the Czech Gambling Act;
- b) for which no licence has been issued, or that has failed to be duly notified under the Czech Gambling Act;
- c) that fails to ensure fair conditions and a fair chance to win for all gambling participants;
- d) that contravenes moral standards or public order;
- e) at which, prior to its start, the gambling participant’s age cannot be reliably verified;
- f) at which the winning chance is dependent, whether partly or entirely, on a deposit invested by a subsequent gambling participant;

## REGULATORY OVERVIEW

- g) that does not enable the gambling participant to terminate the game at any time prior to wagering the bet;
- h) that uses national emblems of an European Union Member State or a state that is a party to the Agreement on the European Economic Area, the European Union emblems, or their imitations;
- i) at which the win or loss is decided, whether partly or entirely, by a chance or unknown circumstance that the bettor or the gambling operator may influence;
- j) whose outcome has been known in advance;
- k) in breach of
  - 1. condition of its operation pursuant to the Gambling Act or its implementing decrees,
  - 2. condition of its operation set forth in the basic licence,
  - 3. an approved game plan,
  - 4. gambling premises location licence, or
  - 5. conditions for the operation of the gambling to be notified (*in case of raffle and small-scale tournament*); or
- l) by means of a different model of technical equipment from that approved in the basic licence.

To apply for gaming licences under the Czech Gambling Act, background checks on applicants, gaming systems, financial security, corporate competency, and business plan of the applicants and the relevant companies are required to be conducted.

According to Article 6(1) of the Czech Gambling Act, gaming activities may be operated in the Czech Republic only by one of the following:

- a) the Czech Republic;
- b) a corporation with
  - 1. a registered office in the Czech Republic; in another European Union Member State; or in a state that is a party to the Agreement on the European Economic Area;
  - 2. an organisational chart that sets clear and comprehensive definitions of realms and decision-making powers;

## REGULATORY OVERVIEW

3. an established board of directors, management board, supervisory board, or a similar control body;
4. fulfilled requirement of financial stability;
5. audited financial statements in accordance with the Auditors Act;
6. a transparent and unobjectionable origin of its resources; and
7. a transparent ownership structure, clearly identifying its beneficial owner according to the law regulating the register of beneficial owners.

According to the Czech Gambling Act, the operator is required to maintain and provide reporting for each game of chance via remote access.

The operator shall provide reporting via secure remote access to its server in the form of automated output in the specified scope, format and structure for the reporting period specified in the Reporting Decree, which cannot be shorter than one hour.

### Gaming Licences

#### *Initial Licence*

According to the Czech Gambling Act, a initial licence issued by the Ministry of Finance is required for games of chance operation in the Czech Republic (the “**Initial Licence**”). An Initial Licence is a decision establishing eligibility for the issue of a Basic Licence. Issuing of the Initial Licence is not dependant on type of gambling game, whereas each operator is obliged to hold only one Initial Licence.

The Ministry of Finance issues the Initial Licence, and the Initial Licence can be issued only in case that the operator fulfils following conditions:

- a) general fitness to operate gambling games,
  - b) clean criminal record,
  - c) debt-free status,
  - d) provision of a security deposit, and
  - e) the operator has neither entered liquidation nor has been found bankrupt under the law governing bankruptcy and the methods of its resolution or under a similar foreign regulation
1. within the last three years preceding the date of issue of the Initial Licence; or
  2. for the duration of the legal effects of the Initial Licence.

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According to Czech Gambling Act, the security deposit mentioned in paragraph d) above amounts according to the security deposit group to which he is assigned based on the amount of a decisive tax on gambling games.

During the licencing process, the applicant (future gambling operator) has to provide the Ministry of Finance with:

- a) a list of persons who
  1. are members of the applicant's statutory body;
  2. are members of the applicant's supervisory body;
  3. are authorised to serve as a proxy holder; and
  4. are the beneficial owner of the applicant;
- b) identification data of the individuals to whom the clean record / debt-free status requirement applies, or a document proving the clean record / debt-free status for foreign citizens;
- c) a clean criminal record and a proof of the debt-free status;
- d) financial statements certified by an auditor in accordance with the Auditors Act; and
- e) a document proving fulfilment of conditions set out in para. a), d) and e) of previous article.

The Initial Licence is issued for indefinite period. However, the Ministry of Finance may require the operator to prove fulfilment of conditions set out for its issuance at any time. The Initial Licence is unassignable.

According to the Czech Gambling Act, the games of chance operator shall notify the Ministry of Finance without undue delay any changes of the facts based on which the Initial Licence has been issued and shall submit documents on such changes within 30 days from the date the change occurred.

### *Basic Licence*

According to the Czech Gambling Act, a basic licence issued by the Ministry of Finance is also required for games of chance operation in the Czech Republic (the "**Basic Licence**"). A specific Basic Licence is required for each type of gambling operation (i.e., live games, technical games, bingo, etc.).

The Ministry of Finance issues the Basic Licence, and the Basic Licence can be issued only in the case that:

- a) the Initial Licence was granted to the operator;

## REGULATORY OVERVIEW

- b) the gambling operation will not disturb public order;
- c) proper gambling operation is guaranteed, and appropriate technical equipment is ensured;
- d) the operator has the material, personnel and organisational conditions necessary for the performance of the gambling activities to the extent to which it intends to operate gambling; and
- e) if the Basic Licence for the type of gambling has not been revoked in the last three years preceding the date of application for the basic Basic Licence.

During the licencing process, the applicant (future gambling operator) has to provide the Ministry of Finance with:

- a) a game plan;
- b) a document certifying a professional assessment and approbation of service worthiness;
- c) a document identifying the server location in the event of a game during which the chance is not generated at the place of gambling participation; and
- d) a document proving fulfilment of the condition set out in para. d) of the previous article.

The types of gambling permitted, the type of the game, and conditions of its operation are specified in the Basic Licence. The Ministry of Finance also approves the game plan and equipment with the help of which the gambling should be operated in the Basic Licence.

The Basic Licence is issued for a maximum period of six (6) years and is unassignable.

According to the Czech Gambling Act, the games of chance operator shall notify the Ministry of Finance without undue delay any changes of the facts based on which the Basic Licence has been issued and shall submit documents on such changes within 30 days from the date the change occurred.

### *Premises Licence*

According to the Czech Gambling Act, a licence for the gambling premises location is required for bingo, technical game, and live game land-based operations (hereinafter the “**Premises Licence**”).

## REGULATORY OVERVIEW

Such licence is issued, under delegated jurisdiction, by the municipal authority of the municipality within whose territorial jurisdiction the gambling premises intended for the respective gambling type are to be located.

According to the Czech Gambling Act, the Premises Licence may be issued by the relevant municipal authority if:

- a) the Basic Licence was granted to the operator;
- b) if the gambling premise's location does not contradict the Czech Gambling Act or a generally applicable decree of the municipality; and
- c) if the Premises Licence for the gaming area of the same type on the same location has not been revoked in the last three years preceding the date of application for the basic Premises Licence.

During the licencing process, the applicant has to provide the relevant municipal authority with the following:

- a) the Basic Licence for gambling operation;
- b) a certificate of the operational worthiness of each technical device through which the game is operated;
- c) a document of the legal grounds for the use of the premises intended for the gambling operation; the preceding does not apply if the legal grounds may be found in the public administration information system or its subsection serving as public records, a register, or a list; and
- d) ground plan of the gambling area marking
  1. all entrances to the play area, windows and shop windows,
  2. the proposed use of individual rooms and spaces in the gaming area,
  3. the proposed zones for the operation of technical gaming, live gaming and bingo, depending on the type of gaming to be operated in the gaming area.

In the Premises Licence, the municipal authority approves the casino location, operation of the respective gambling type, opening hours of the gambling premises, and the number of the terminal devices through which the game will be operated, including their types, serial number(s) and the precise quantity of the game access points.

The Premises Licence is valid for the effective period of the Basic Licence, subject to a maximum term of three (3) years.

### Regulation of Advertisement

Gambling games advertisement is regulated by Act No. 40/1995 Coll., on Regulation of Advertisement, as amended (the “**Act on Regulation of Advertisement**”).

According to the Act on Regulation of Advertisement, a gambling advertisement shall not contain a message that gives the impression that participation in a game of chance may be a source of funds similar to the receipt of income from a dependent, self-employed, or other similar activity. The advertising of a gambling game shall not be directed at persons under the age of 18.

The gambling advertisement must also contain a statement prohibiting the participation of persons under 18 years of age in the gambling game and a prominent and clear warning worded as follows: “The Ministry of Finance warns: Participation in gambling may lead to addiction!”.

### Other Gambling Regulations

The Ministry of Finance of the Czech Republic issued the following decrees to implement the Czech Gambling Act:

- decree No. 208/2017 Coll. (the “**Decree on Technical Parameters**”);

The Decree on Technical Parameters lays down the scope of technical parameters for devices through which gambling games are operated, requirements for the protection and storage of gaming and financial data, and their technical parameters.

- decree No. 433/2021 Coll. (the “**Decree on Output Documents**”);

The Decree on Output Documents regulates requirements for the minimum elements of the output document and the provision of the output document to the authorities exercising state administration in the field of gambling. It applies mainly to certified persons executing the output documents (professional assessment, certificate of operability, registration mark, and a change assessment report).

- decree No. 10/2019 Coll., on the method of notification and transmission of information and data by gambling operators, the scope of transmitted data, and other technical data transmission parameters (the “**Reporting Decree**”).

The Reporting Decree regulates the method of notification and transmission of information and data by a gambling operator to the authorities supervising the Czech Gambling Act, the scope of the data to be transmitted, and other technical parameters of data transmission in the form of (a) remote access, which is secure remote access to the operator’s server providing a chronological overview of gaming and financial data, (b) daily gaming reporting, (c) daily game logging; and (d) notification or transmission of other



## REGULATORY OVERVIEW

information to the supervisory authorities. According to the Reporting Decree, the operator provides remote access as per (a) above three times per calendar day for a period of eight hours.

- decree No. 466/2023 Coll, on conditions of gambling games operation (the “**Decree on Conditions of Operation**”).

The Decree on Conditions of Operation regulates the prohibited risk bonuses, sets out conditions of recording and reporting obligation as well as sets out some conditions of operation of some types of gambling games.

### **Anti-money Laundering Regulation in the Czech Republic**

As an operator of games of chance in the Czech Republic, Palasino Group is, besides conditions specified in the Czech Gambling Act, obliged to comply with AML regulation in the Czech Republic, which imposes strict obligations with respect to AML protections.

Rules and requirements related to anti-money laundering are defined in Czech Act No. 253/2008 Coll. on Selected Measures against Legitimation of Proceeds of Crime and Financing of Terrorism (the “**Czech AML Act**”).

According to the Czech AML Act, Palasino Group is considered as an obliged person (as defined in the Czech AML Act) who has to:

- a) carry out the identification of its customers, during which Palasino Group shall record customer identification data and verify them through a certificate of identity, if the identity card includes them, and then record the type and number of the identity card, issuing country, issuing authority and the validity, and to verify if the holder matches the photo on presented identification card;
- b) perform the customer due diligence during which Palasino Group shall mainly:
  1. monitor the business relationship with its customers, including scrutiny of transactions undertaken throughout the course of that business relationship to detect if these transactions are consistent with the obliged entity’s knowledge about the customer, its business, and risk profile;
  2. perform scrutiny of the sources of funds or other property affected by a transaction or business relationship; and
  3. in respect of a business relationship with a politically exposed person, adopt adequate measures to identify the origin of his/her funds.

According to the Czech AML Act, Palasino Group shall also store the following for ten (10) years since the realisation of the transaction or termination of the business relationship:

## REGULATORY OVERVIEW

- a) customers identification data obtained under the Czech AML Act or based on directly applicable regulations of the European Union adjusting information accompanying wire transfers of funds;
- b) the copies of stated documents for identification, if such documents were obtained;
- c) data about the person and the date of first performed identification of a customer;
- d) information and copies of documents obtained within the customer due diligence under the Czech AML Act;
- e) documents explaining the exemption from identification and customer due diligence under the Czech AML Act.

Palasino Group is also obliged to store data and documents about realised transactions connected with the obligation of identification at least ten (10) years after the realisation of the transaction or the termination of the business relationship.

Moreover, Palasino Group as an obliged person, shall, under the Czech AML Act:

- a) introduce and apply adequate strategies and procedures of internal control and communication to mitigate and effectively manage the risks of legitimisation of proceeds of crime and financing of terrorism identified in risk assessment; and
- b) elaborate written system of internal rules, procedures, and control measures to fulfil the obligations stipulated in the Czech AML Act, a part of which shall also be a written risk assessment.

### **Labour and Safety Regulations in the Czech Republic**

An employer must meet its obligations concerning mandatory social security, health insurance, and pension insurance contributions. The employer must consistently comply with these statutory obligations to meet its legal obligations to its employees. Under Czech law, the employer must make mandatory social security, health insurance, and pension contributions on behalf of its employees.

According to Act No. 262/2006 Coll., Labour Code, the employer is obliged to protect employees' occupational safety and health concerning the risks of possible danger to their lives and health, which relate to work performance.

## **Taxation in the Czech Republic**

### ***Gambling Tax***

Taxation of gambling activities is governed by Act No. 187/2016 Sb., on gambling tax (the “**Act on Gambling Tax**”).

According to Act on Gambling Tax, the gambling tax rate applicable to us is set out as follows:

- a) 35% of the gross gaming revenue on technical games; and
- b) 30% of the gross gaming revenue on live games.

Furthermore, the operator must pay income tax, value-added tax, and other taxes if the conditions set by the law are met.

### ***Income Tax***

Corporate income tax (CIT) is regulated by Act No. 586/1992 Coll., on Income Tax, and applies to the profits generated by all companies, including branches of foreign companies.

Czech resident companies are required to pay CIT on income derived from worldwide sources. Non-resident companies are required to pay CIT on income sourced in the Czech Republic.

The CIT rate is 21% and applies to all business profits.

### ***Value Added Tax (VAT)***

Under Czech tax law, VAT is regulated by Act No. 235/2004 Coll., and is generally charged at 21% on supplies of goods and services within the Czech Republic. Specified categories of goods and services (e.g. hotel accommodation and admission to cultural, sport, theatre, or similar facilities) are taxed at a reduced rate of 12%.

The VAT return must be filed and tax paid within 25 days after the end of the taxable period. The taxable period is a calendar month (or calendar quarter under certain circumstances).

Beside VAT return, all the VAT payers have to submit a report, as a “control statement”. In the control statement, the VAT payers have to give detailed evidence of data from invoices that have been issued and received, so that the Czech Financial Administration can compare and check transactions with business partners of the tax payer to prevent tax evasion and fraud.

### **Intellectual Property Rights in the Czech Republic**

Czech law stipulates complex protection of intellectual property rights regulating, in particular, but not limited to naming rights (trademarks and appellations of origin/geographical indications), to the results of technical creativity (inventions and utility models), as well as objects of industrial design (industrial designs), etc. The regulation of intellectual property is contained in several pieces of legislation, such as Act No. 441/2003 Coll., on Trademarks, Act No. 527/1990 Coll., on Inventions and Rationalisation Proposals, Act No. 478/1992 Coll., on Utility Models and Act No. 207/2000, of the Protection of Industrial Designs. In addition to protection at national level, the European Union regulation also provides for protection at European Union level, which is applicable also in the Czech Republic.

Intellectual property rights arise and acquire protection only in case they are registered with the competent authority (Czech Industrial Property Office in case of national intellectual property rights and European Union Intellectual Property Office in case of European Union level). Protection is stipulated only for a limited period of time.

Trademark is any designation provided that it is capable of distinguishing the goods or services of one person from those of another person and is able to be expressed in the trademark register. By registering, the proprietor of the trademark acquires the exclusive right to use it. The validity of the trademark is 10 years from the date of filing the trademark application. The validity may be extended by an additional 10 years on the basis of an application for trademark renewal filed within the statutory period.

On the basis of a registered intellectual property right, the holder may claim against the infringer to refrain from infringing and/or to remedy the consequences of the infringement, as well as the right to damages and unjust enrichment, according to Act No. 221/2006 Coll., on Enforcement of Industrial Property Rights.

### **OVERVIEW OF REGULATORY FRAMEWORK OF OPERATIONS OF HOTELS IN THE CZECH REPUBLIC**

We operate one resort in the Czech Republic that offers accommodation, catering, conference, and leisure services. We are, therefore, subject to the relevant laws and regulations in Czech Republic.

#### **Business incorporation**

All businesses are required to go through registration process in accordance with Czech Act on Business Corporations (Act No. 90/2012 Coll.) to fulfil a business incorporation.

Furthermore, all legal entities must register themselves in the commercial register at their own request in order to do business.

## REGULATORY OVERVIEW

### **Trade Authorisation (accommodation)**

To provide accommodation services, the company is required to obtain trade authorisation. Accommodation services are classified under unqualified trades, where no professional competence is set as a condition for carrying out of the trade. In order to obtain trade authorisation businesses has to notify trade licencing office. The notification can be submitted at any municipal trade office, whereas the authorisation is valid since the date of the notification.

### **Trade Authorisation (hospitality)**

All businesses providing hospitality services are also required to obtain trade authorisation. Hospitality services are classified under vocational trades, where a condition for carrying out of trade is the professional competence of responsible person determined by the company. Professional competence for vocational trades shall be documented by proof of, e.g. with a certificate of apprenticeship in a relevant field of education or recognition of professional qualifications issued by the recognition authority. However, if the responsible person is based in Czech Republic or in European Union, they can also prove their competence by proving they have been working in the field for a certain period of time ranging from 3 years to 6 years based upon the type of job position. Authorisation for hospitality includes activities consisting in the preparation and sale of food and beverages for immediate consumption in the establishment in which they are sold. As long as the nature of the trade is maintained, sales may be made by means of vending machines (beverages, snacks) or supplementary sales (e.g. tobacco products, souvenirs, basic toiletries). Registration is carried out at the trade licencing office.

Both trades (for accommodation and hospitality services) are granted for an unlimited period of time. The hotel operator must maintain hygiene standards and ensure customer safety. The hotel must post in a visible place the Accommodation Rules, which contain the conditions of accommodation, the rules of hotel operation, the range of services offered, including their use, and last but not least how to proceed in the event of unforeseen events.

## **OVERVIEW OF REGULATORY FRAMEWORK OF OPERATIONS OF HOTELS IN GERMANY**

We operate three hotels in Germany that offer accommodation, catering, conference, and leisure services. We are, therefore, subject to the relevant laws and regulations in Germany.

### **Business Registration**

All businesses are required to go through a registration process under Section 14 of the German Trade Regulation (Gewerbeordnung) to obtain a business registration.

Furthermore, all legal entities are registered automatically in the Commercial Register (Handelsregister).

## REGULATORY OVERVIEW

### Accommodation Guidelines (Beherbergungsstättenrichtlinie)

Hotels with more than 30 beds must also comply with the Accommodation Guidelines, which are subject to state legislation. These guidelines include requirements for escape routes, alarm systems and other building specifications.

Furthermore, Hesse, North Rhine-Westphalia and Lower Saxony (where our three hotels in Germany are located) have inspection regulations that directly affect hotel facilities. This applies in particular for the following systems:

- Systems for smoke evacuation or smoke control;
- automatic and non-automatic fire detection and alarm systems;
- Security power supplies;
- security lighting;
- electrical installations (under certain conditions);
- lightning protection systems; and
- hold-open systems of automatically closing fire and smoke doors.

Regular safety inspections by supervisory authorities are common practice for special buildings throughout Germany and are referred to under different terms, e.g. fire prevention inspection. Depending on the federal state, there are either binding requirements and deadlines for lodging facilities or only general guidelines that leave it to the discretion of the local authorities whether and how often such inspections are carried out.

State regulations for Hesse, North Rhine-Westphalia and Lower Saxony include:

- In Hesse, accommodation facilities with more than 30 beds are defined as special buildings in accordance with Section 2 (8) of the Hessische Bauordnung, Hessian Building Code (HBO). Furthermore, Hesse has implemented the Model Accommodation Establishment Ordinance, so that accommodation establishments with more than 12 guest beds fall within the scope. Vacation homes are not included. The Hessischen Verordnung über die Prüfung technischer Anlagen und Einrichtungen in Gebäuden, Hessian Ordinance on the Testing of Technical Installations and Equipment in Buildings (TPrüfV) applies to the inspection of technical building systems in Hesse. For lodging establishments with more than 100 beds, this stipulates an inspection prior to commissioning, after significant changes and otherwise every 3 years. In terms of fire protection, Hesse has the Verordnung über die Organisation und Durchführung der Gefahrenverhütungsschau, Ordinance on the Organisation and Implementation of the Hazard Prevention Review (GVSVO), which applies to lodging establishments with 30 or more beds. According to this, a risk prevention inspection must be carried out every 5 years.

## REGULATORY OVERVIEW

- In North Rhine-Westphalia, accommodation establishments with more than 30 beds are defined as special buildings in accordance with Sections 54 and 68 (1) sentence 3 Bauordnung für das Land Nordrhein-Westfalen, Building Regulation for the State of North Rhine-Westphalia (BauO NRW). The Verordnung über Bau und Betrieb von Sonderbauten (Sonderbauverordnung), Ordinance on the Construction and Operation of Special Buildings (SBauVO) Part 2 also applies, which covers lodging establishments with more than 12 beds. The technical building systems of lodging establishments within the meaning of the SBauVO must be inspected in accordance with the NRW inspection regulations before commissioning, after significant changes and otherwise every 3 years. For electrical systems and certain other systems, a period of 6 years applies. Furthermore, according to the Gesetz über den Brandschutz, die Hilfeleistung und den Katastrophenschutz, Law on Fire Protection, Assistance and Civil Protection (BHKG), a fire prevention inspection must be carried out if a large number of people are at risk. When this is the case is at the discretion of the municipalities. However, a fire prevention inspection must be carried out at least every 6 years.
- In Lower Saxony, accommodation facilities are defined as special buildings in accordance with § 2 Niedersächsische Bauordnung, Lower Saxony Building Code (NBauO) from a number of 12 beds. According to the Allgemeine Durchführungsverordnung zur Niedersächsischen Bauordnung, General Implementing Regulation for the Lower Saxony Building Code (DVNBauO), the inspection of technical building systems must also be carried out for accommodation facilities with a number of 12 beds or more before commissioning, after significant changes and otherwise every 3 years. Furthermore, the Niedersächsisches Gesetz über den Brandschutz und die Hilfeleistung der Feuerwehr (Niedersächsisches Brandschutzgesetz), Lower Saxony Law on Fire Protection and Assistance by Fire Departments (NBrandSchG) stipulates that a regular fire inspection must be carried out for facilities where a large number of people are at risk, whereby the municipalities are granted discretionary powers.

### **Restaurant Permit**

Some German states require a restaurant permit or concession (Gaststättenerlaubnis) to operate a restaurant and/or which offers alcoholic beverages, in other German states only a notification is required in this case. A restaurant in this sense is defined as an establishment that sells alcoholic drinks to the public. Restaurants that are part of a hotel are only covered by Restaurant Codes (Gaststättengesetze) if they are open to the public and not just to hotel guests. Whether a approval of a mere notification is required is regulated by State law and varies from state to state. The purpose of the permit/notification is to ensure that the establishment of the restaurant does not pose any risks (e.g. to the health and safety of guests, hygiene protection) or unacceptable nuisances (e.g. noise and odour emissions).

## REGULATORY OVERVIEW

A restaurant permit or concession is required for example in the state of North Rhine-Westphalia (where the *Hotel Kranichhöhe* in Siegburg of Trans World Germany is located). Only a notification is required e.g. in the states of Hesse (where *Hotel Columbus* of Trans World Germany is located) and Lower Saxony (where *Hotel Auefeld* of Trans World Germany is located).

To obtain a permit, a number of records and other documents, such as a criminal record and health and safety training records, must be submitted. The Restaurant Codes of Baden-Württemberg, Bremen, Rhineland-Palatinate, Saarland, Saxony-Anhalt, Saxony and Thuringia require restaurants to apply for a permit if they wish to serve alcoholic beverages.

The federal states of Brandenburg, Hesse and Lower Saxony do not require a restaurant approval. However, restaurant owners must notify the relevant authority four weeks before opening if they intend to open a restaurant and if they intend to serve alcoholic beverages.

### **Safety and Hygiene**

Hotel owners must also comply with a number of safety and hygiene regulations, including but not limited to the Operational Safety Ordinance (Betriebssicherheitsverordnung), the Infection Protection Act (Infektionsschutzgesetz), the regulations implementing provisions of Community legislation on food hygiene (Verordnungen zur Durchführung von Vorschriften des gemeinschaftlichen Lebensmittelhygienerechts) as well as the Non-Smokers' Protection Act (Nichtraucherschutzgesetz) and regulations relating the protection of minors.

### ***Food hygiene***

The central legal bases for complying with food hygiene requirements in hospitality businesses are:

- Food, Commodities and Feed Code (LFGB);
- Regulation (EC) No. 852/2004 on the hygiene of foods;
- Regulation (EC) No. 853/2004 laying down specific hygiene rules for food of animal origin;
- Regulation on the hygiene of foodstuffs (LMHV);
- Regulation (EC) No. 1169/2011 — Food Information Regulation (LMIV);
- Food Information Implementing Regulation (LMIDV); and
- Infection Protection Act (IfSG).



## REGULATORY OVERVIEW

### *Price Lists*

Pursuant to Section 7, paragraph 3 of the Price Indication Ordinance (PAngV), a list showing the prices of the rooms essentially offered and, if applicable, the breakfast price must be displayed or displayed in a conspicuous place at the entrance or at the registration office of the hotel or restaurant.

If food or drinks are offered, their prices must be indicated in price lists in accordance with Section 7 paragraph 1 PAngV.

### **EMPLOYMENT AND SOCIAL SECURITY LAW IN GERMANY**

In a typical German employment relationship, the parties agree all material terms and conditions of employment in a written contract. Employment contracts must consider any existing collective agreements and should also address company policies. Trans World Germany is bound by certain collective agreements.

There are also laws and regulations that regulate other general working conditions and benefits of employees, including among others, working hours, minimum wage, annual leave, sick pay, maternity protection leave, equal treatment and anti-discrimination, and employment termination.

The German social security system includes different types of insurance, which to a certain extent, are mandatory.

#### **Accident Insurance**

Every employer must insure his employees against accidents at work.

The Berufsgenossenschaft Nahrungsmittel und Gaststätten (BGN), a statutory accident insurance institution, is responsible for the hotel and catering industry. All employees are insured with the BGN against accidents at work and occupational diseases.

#### **Pension Insurance and Unemployment Insurance**

Employees are obliged to join both the public pension scheme and the unemployment insurance scheme.

Contributions are paid equally by the employer and the employee.

#### **Health Insurance and Care Insurance**

In addition, there is compulsory health and long-term care insurance based on the employee's taxable income, which is paid equally by the employer and the employee.

#### **Pensions**

By law, all employees are members of the state pension scheme established and operated by the German government.

## TAXATION IN GERMANY

### **(Corporate) Income Tax**

The income tax rate for individuals conducting business (including through a partnership) in Germany varies between 14% and 45% plus a solidarity surcharge of 5.5%.

Corporations are subject to corporate income tax plus a solidarity surcharge. Quarterly advance payments are due on 10 March, 10 June, 10 September and 10 December.

### **Trade Tax**

German trade tax is a second type of income tax on business income. Trade tax income is based on income for (corporate) income tax purposes, adjusted by certain additions and deductions. In principle, it is levied on all domestic business operations, whether they are corporations, partnerships, branches or sole proprietorships. Conceptually, trade tax is a municipal tax, but without giving municipalities the right not to levy the tax. Rates are set individually by each municipality. Trade tax rates regularly vary between 7% and 17.15% depending on the municipality where the taxpayer's business is located. Quarterly advance payments are due on 15 February, 15 May, 15 August and 15 November.

### **Value Added Tax**

In Germany, VAT is levied on the supply of goods and services to both private consumers and businesses. In principle, only private consumption is effectively charged with VAT.

Two VAT rates apply to goods and services supplied in Germany: currently the standard rate for goods and services is 19%, while some services and certain privileged goods — mainly food products — are taxed at 7%. VAT for the "letting of living and sleeping quarters which an entrepreneur makes available for the short-term accommodation of strangers, as well as the short-term letting of camping sites" is subject to Art. 5 No. 1 of the Act on the Acceleration of Economic Growth and the amendment to § 12 para. 2 no. 11 UStG, since 1.1.2010 the reduced VAT tax rate is 7%.

## OVERVIEW OF REGULATORY FRAMEWORK OF OPERATION OF HOTELS IN AUSTRIA

We operate one hotel in Austria that offers accommodation, catering, conference, and leisure services. We are, therefore, subject to the relevant laws and regulations in Austria.

## REGULATORY OVERVIEW

### **Trade Licence**

A trade licence is a document issued by the trade authority (Gewerbebehörde), the only licencing authority to grant licences in Austria, which processes all applications for new licences for hotels and restaurants under the provisions of Trade Act Gewerbeordnung, ("GewO"). According to section 111 GewO the trade licence for hospitality industry is subdivided into a) hotel licence and b) restaurant (dishes and beverages of all kind) licence. It is possible to apply of one or both licences. Trans World Austria has obtained both hotel licence and restaurant licence.

The GewO states that operators of the hotel and restaurant industry shall maintain the business premises and any other business premises and their furnishings and equipment in good condition at all times and shall ensure that the business premises and any other business premises, the furnishings and the management of the business meet the requirements appropriate to the type of business.

Both licences, the hotel and the restaurant licence are granted for an unlimited period of time. Major changes in the operation require further approval of the authority. It is the responsibility of Trans World Austria to ensure that its premises comply and continue to comply with the licence conditions and other regulations or laws of Austria.

### **Building permit and Business facility permit**

Where the business premises are capable of generating risks, nuisances or impairments to the business owner, customers or neighbours, a business facility permit (Betriebsanlagengenehmigung) will be required. In the hotel business this applies for premises with more than 30 beds. Trans World Austria has a valid business facility permit.

The approval notice from the trade authority ordinarily imposes certain conditions. These are obligations which the respective owner of the business facilities must comply with. Approved business facilities must be regularly reviewed (usually every 5 years) to confirm that they are in line with the approval notice and the applicable rules under trade law. Any variations (such as the installation of new machines and structural alterations) will generally be subject to further approval.

The company may carry out the review itself or employ the services of an independent and accredited certification body for management system, personal and product certification to perform regular audits.

### **EMPLOYMENT LAW IN AUSTRIA**

Employment law in Austria is divided into individual and collective employment law. Individual employment law refers to the employer and employee relationship, the employment agreement and employment agreement law. Collective employment law covers, in particular, the law pertaining to collective agreements and works constitutions.

## REGULATORY OVERVIEW

As a general principle, employer and employee may negotiate the content of the employment agreement on a private contractual basis. However, the applicable statutes and collective agreements often prescribe minimum standards (e.g., for minimum wage, overtime supplements, maximum permitted working hours and annual leave).

### **Collective agreements**

Collective agreements are agreements made in writing between the employer entities competent to make collective agreements (e.g., the Austrian Chamber of Commerce or Wirtschaftskammer Österreich — WKÖ) and employees (Austrian Trade Union Confederation or Österreichischer Gewerkschaftsbund — ÖGB). In the hotel business, two collective agreements, namely the “Collective agreement for employees hotel and restaurant industry” and the “Collective agreement for workers in hotel and restaurant industry” apply.

The collective agreements are mandatory. Minimum working conditions set out in collective agreements must be met, and can be exceeded.

In addition to compensation, collective agreements also include other material terms of employment such as working time, entitlements to unpaid leave or termination dates/notice periods.

### **Employment of (non-European Union) aliens in Austria**

Employment of (non-European Union) aliens in Austria is subject to various restrictions and controls under the Austrian Employment of Aliens Act (German Ausländerbeschäftigungsgesetz short: AuslBG).

## **TAXATION IN AUSTRIA**

The list of taxes below is not conclusive. It covers the most important taxes for a business.

### **Value-added tax**

Austrian value-added tax (VAT) applies to turnover generated by profit-oriented business entities within Austria, irrespective of whether the entrepreneur is domiciled in Austria or not. The rate of VAT is, as a general rule, 20%, and in certain circumstances a reduced rate of 10% or 13% will apply.

### **Corporate Income Taxation**

Austrian-based corporations (AG and GmbH) are subject to corporate income tax (“CIT”) and in general also to trade tax, which is a profit tax levied by the municipalities. CIT is charged at a rate of 23% on the taxable income. Minimum corporation tax per year is EUR500.

### Social Security

Under the rules of the General Social Security Act (German Allgemeines Sozialversicherungsgesetz, “ASVG”) employees are automatically covered by health, accident and pension and unemployment insurance. The employer is responsible for registering the employee with the relevant social security fund Austrian Health Insurance (German Österreichische Gesundheitskasse, “ÖGK”) and cover commences on the date the employee starts to work. Social security contributions are paid by both employee and employer and are directly deducted from wages or salaries by the employer. In addition the employer is obliged to contribute to the employee severance fund under the severance fund act (German Betriebliche Mitarbeiter- und Selbständigenvorsorgegesetz “BMSVG”), contributions are also deducted from wages and salaries and paid to ÖGK by the employer.

### OVERVIEW OF REGULATORY FRAMEWORK OF GAMING OPERATIONS IN MALTA

As we develop the Online Gaming Business through Palasino Malta, we are subject to the relevant laws and regulations in Malta.

#### Malta Online Gaming Regulatory Framework

The Gaming Act, Chapter 583 of the Laws of Malta (“**Gaming Act**”), was adopted by Malta’s unicameral parliament on 8 May 2018 following a unanimous vote in favour.

Malta’s approach to gaming regulation operates within a structured three-tier framework (“**Malta Regulatory Framework**”):

- **Gaming Act:** At the forefront is the Gaming Act itself, serving as the principal legislation governing all aspects of gaming within Malta and affording the relevant powers to the MGA;
- **Regulations:** The second tier encompasses regulations, which are disseminated through legal notices by the Minister responsible for the MGA, acting on the MGA’s recommendations. These regulations meticulously outline the prerequisites for licence issuance and address specific cross-cutting concerns; and
- **Directives and Instruments:** The third tier consists of directives, as well as other binding and non-binding instruments. These instruments are published by the MGA and contain the detailed processes and requirements.

The MGA also collaborates with other public authorities to develop guidance documents and analogous tools, such as with the Financial Intelligence Analysis Unit (“**FIAU**”), where the MGA has released implementing procedures (“**FIAU Implementing Procedures**”) and the Office of the Information and Data Protection Commissioner (“**IDPC**”) in respect of compliance with operators’ data protection obligations. The FIAU Implementing Procedures are tailored to offer specialised guidance to MGA licences regarding specific mandates related to AML and counter-terrorism financing obligations.

## REGULATORY OVERVIEW

The MGA is the single authority responsible for the regulation, governance, and supervision of gambling operators in Malta and its remit covers both land-based and online (or remote) gambling. The MGA has general supervisory and enforcement powers, as well as the power to grant licences.

### **Legality of Providing Gambling Services and Licencing Regime in Malta**

Any person carrying out a gaming service or providing a critical gaming supply from Malta or to any person in Malta, or through a Maltese legal entity, must possess a valid licence or be exempt from the requirement of a licence under the Gaming Act or any other regulatory instrument. The provision of a service or supply which requires a licence from the MGA without the necessary licence or the aiding or abetting of such a provision without the necessary licence constitutes a criminal offence.

Depending on whether a prospective gambling operator seeks to provide business-to-business (“**B2B**”) online gaming services or business-to-consumer (“**B2C**”) online gaming services, the MGA may issue either:

- a B2B “critical gaming supply” licence; or
- a B2C gaming services licence.

Licences are channel neutral and game neutral. However, licencees need to obtain specific approvals from the MGA to supply different activities falling under different types of games. Licences are issued for a period of ten (10) years, subject to the imposition of new conditions by the MGA and that renewal is made within a pre-established timeframe before the expiry of the licence.

A person applying for a licence with the MGA should establish a company in the European Union or the European Economic Area.

### **Gaming Compliance and Reporting Obligations**

#### *Compliance Obligations*

The Malta Regulatory Framework is a point of supply framework. This means that the Gaming Act and the regulations and directives adopted as part of the Malta Regulatory Framework do not prevent MGA B2C gaming service licence holders from offering their online gaming services to consumers in other jurisdictions. B2C gaming service licences are, however, issued by the MGA subject to the standard licence condition that the B2C gambling operators must exercise due care in selecting the markets in which to pursue their activities and the advertising thereof, ensuring that their activity is underpinned by justifiable arguments. Countries where online gaming services may be provided to consumers are therefore not prescribed under the Malta Regulatory Framework; rather, it is an obligation of the MGA B2C gaming service licence holders to ensure that their operations are not breaching applicable laws of the countries in which they provide services.

## REGULATORY OVERVIEW

The Gaming Definitions Regulations (S.L. 583.04) defines a “minor” as an individual under the age of 18 years. The Gaming Player Protection Regulations (S.L. 583.08) mandate that operators ensure the implementation of appropriate controls, policies, and procedures to prevent minors from participating in gaming activities.

A “vulnerable person” is defined in the Gaming Definitions Regulations (S.L. 583.04) as any person who is known to have a gambling problem, any person whose social circumstances may make him more susceptible to problem gambling, or any person who, by virtue of a defect in the capacity of will and understanding, is rendered more susceptible to problem gambling. This shall include players who are undergoing a period of self-exclusion, persons who have been diagnosed by medical professionals as being pathological or otherwise problem gamblers, persons who are currently seeking treatment for problem gambling, and persons under the influence of alcohol or drugs.

Directive 2 of 2018, commonly known as the Player Protection Directive, places additional responsibility on operators to protect minors from accessing gaming services or holding player accounts through internal policies and controls, and have in place safeguards to identify vulnerable persons and provide with responsible gaming features.

The MGA’s overriding objective aims to provide a safer gambling environment to a player which includes the operator implementing necessary policies, procedures and controls. For this reason, the Malta Regulatory Framework provides for different requirements on operators in order to detect problem gambling and also to provide safeguards such as self-exclusion and setting of limits. Players who are minors or self-excluded should not be allowed to participate in online gaming.

Without prejudice to any other requirements in any other law or regulatory instrument, such policies and controls should include a requirement for players to affirm that they are of legal age before utilising a gaming service. In cases where a minor or vulnerable person manages to access the gaming service, the operator is obligated to take immediate steps to prevent further use by the individual and to restore him to the state prior to playing. This includes returning any wagered funds and confiscating any winnings obtained.

In accordance with the Gaming Compliance and Enforcement Regulations (S.L. 583.06), if, for any reason, a person precluded from gambling manages to play and wager bets on an operator’s site, the MGA may, at its sole discretion, issue orders, warnings, administrative penalties, add and/or remove conditions attached to the licence, file a report with the police to commence criminal proceedings, and/or suspend or cancel the gaming licence. It is likely that a breach of such obligation imposed on the operator by the MGA will result in an administrative fine issued by the competent authority, unless there are repeated offences and the operator fails to demonstrate efforts to rectify the issue.

A B2C Licencee must also ensure that any providers of critical gaming supplies are in possession of the relevant MGA licence or an equivalent licence issued by a competent authority in an European Union or an European Economic Area Member State and subsequently recognised by the MGA.

## REGULATORY OVERVIEW

The Malta Regulatory Framework includes the Gaming Commercial Communications Regulations (SL583.09) which set out the general obligations and limitations related to advertisement of licensable games. The obligations prescribe limits to contents of commercial communications, as well as mandatory minimum information, and targeting restrictions. The Gaming Commercial Communications Regulations also provide a general prohibition on advertisements being placed in public places, with a limited number of exemptions and prescribe rules applicable to sponsorships by gaming operators.

As advised by our Maltese Legal Advisers, according to the Malta Regulatory Framework as defined in this sub-section, only minors and self-excluded persons are explicitly prohibited from participating in online gaming.

### *Enforcement Actions*

The Gaming Act stipulates the enforcement actions that the MGA may impose in case of breach of the Malta Regulatory Framework.

The Third Schedule to the Gaming Act lists a set of breaches which are considered as criminal offences against the Gaming Act, namely:

- a) Providing a service and, or supply which requires an authorisation without the necessary authorisation, or aiding, abetting or otherwise such a provision.
- b) Acting contrary to, or not adhering to the fullest extent possible to, an order issued by the MGA.
- c) Committing one or more of the breaches envisaged in articles 29 (related to counterfeiting and forgery), 30 (related to the use of premises for provision of unlawful gaming), 32 (related to the failure to provide documents as requires by the MGA) and 33 (related to providing of false, misleading or incomplete statements to the MGA) of the Gaming Act.
- d) Preventing, obstructing, or delaying any Police officer or any officer of the MGA lawfully authorised to enter any premises suspected to be used in contravention of any regulatory instrument, or giving an alarm or warning in case of such entry.
- e) Failing to effect payments to the MGA when lawfully due.
- f) Failing to effect payments to players when lawfully due:

provided that where it is disputed whether a payment is lawfully due or otherwise, such payment will be deemed to be lawfully due for the purpose of this provision when there is a final binding decision to that effect by a competent court of law or dispute resolution entity.

- g) Failing to seek the prior approval of the MGA, as may be required by any regulatory instrument, when effecting changes which require such prior approval.



## REGULATORY OVERVIEW

- h) Failing to ensure the integrity and availability of essential regulatory data.
- i) Any other breach specified in any regulatory instrument which is defined therein as giving rise to a criminal offence or an offence against the Gaming Act.

A breach of any of the above mentioned may result in a fine of not less than EUR10,000 and not more than EUR500,000 or to imprisonment for a term of not more than five years, or to both such fine and imprisonment. Where the person convicted of an offence against the Gaming Act is a recidivist of an offence against the Gaming Act, he shall be liable to a fine of not less than EUR20,000 and not more than EUR1,000,000, or to imprisonment for a term of not less than six months and of not more than six years, or to both such fine and imprisonment.

Where the person so found guilty is the president, director, manager, or any other officer exercising executive functions in a company or other undertaking, organisation, club, society or other association or body of persons, the said person shall be deemed to be vested with the legal representation of the same company or other undertaking, organisation, club, society or other association or body of persons, which shall accordingly be liable in solidum with the person found guilty for the payment of the said fine.

However, without prejudice to any other proceedings to which the person in breach may be liable to under any other law, in the case of any breach mentioned above, the MGA may, with the concurrence of the person committing the breach and subject to the rectification of the breach, impose a penalty not exceeding EUR500,000 for each infringement or failure to comply and, or a sum not exceeding EUR5,000 for each day of infringement or non-compliance, and, or any other administrative sanctions as an alternative to criminal court proceedings. Upon conclusion of such agreement the offender's criminal liability under the Gaming Act with regard to the offence or offences in relation to which the agreement has been entered, shall be extinguished.

In accordance with the Gaming Compliance and Enforcement Regulations, the MGA at its sole discretion may issue orders, warnings, administrative penalties, add and/or remove conditions attached to the licence, file a report with the police to commence criminal proceedings, and/or suspend or cancel the gaming licence.

The administrative penalties which may be imposed by the MGA for other administrative breaches not mentioned above, may not exceed EUR25,000 for every breach or non-compliance and/or EUR500 for each day on which the breach persists.

### AML Compliance and Reporting Obligations

AML and terrorist financing are regulated by the following laws and regulations:

- The Prevention of Money Laundering Act (Chapter 373 of the Laws of Malta);
- The Prevention of Money Laundering and Funding of Terrorism Regulations (S.L. 373.01) (“PMLFTR”);
- Directive on the Key Function of the Prevention of Money Laundering and the Financing of Terrorism (Directive 3 of 2020);
- The FIAU Implementing Procedures Part 1 and the FIAU Implementing Procedures Part 2 (Remote Gaming Sector);
- The Criminal Code (Chapter 9 of the Laws of Malta); and
- The European Union Directive 2015/849 of 20 May 2015 (4th AML Directive).

The FIAU is Malta’s national agency responsible for the collection, collation, processing, analysis and dissemination of information to combat money laundering and the funding of terrorism. The FIAU Implementing Procedures are binding on all subject persons and provide comprehensive guidance which assist subject persons to fulfil their obligations under the PMLFTR.

The 4th AML Directive classifies gambling operators as “subject persons” who are subject to stringent compliance, reporting and procedural obligations.

A B2C gaming licensee must adhere to the below obligations pursuant to the PMLFTR:

- a. Risk assessment;
- b. Appointment of a money laundering reporting officer;
- c. Identification and verification of a customer and, where applicable, an ultimate beneficial owner;
- d. Ongoing monitoring and record keeping;
- e. Reporting obligations; and
- f. Awareness and training for staff.

### *Identification and Verification of a Customer*

In terms of identification and verification of a customer, Regulation 7 of the PMLFTR provides that subject persons are to adopt Customer Due Diligence (“**CDD**”) measures. Furthermore, CDD shall consist of the identification and verification of the customer on the basis of the documents, data or information obtained from a reliable and independent source, including, where available, electronic identification means. The verification of identity is one of the aspects that can be outsourced.

The subject person should conduct a customer risk assessment and categorise the customer as either low-risk, medium-risk or high-risk. Depending on the categorisation under which the customer falls, different CDD measures apply. Simplified CDD is possible where there is low AML or counter terrorist financing risk.

On the other hand, subject persons are to apply enhanced CDD (“**EDD**”) measures when a high AML or counter terrorist financing risk is detected. EDD includes the collecting of more detailed information on source of wealth and source of funds as well as implement additional measures which are deemed necessary in order to mitigate the risks identified. EDD measures should be implemented in respect of the following irrespective of the actual risk presented:

- a. Politically Exposed Persons;
- b. Transactions that are complex, unusually large, conducted in an unusual pattern, or have no apparent economic or lawful purpose; and
- c. Occasional transactions or business relationships or transactions which involve non-reputable jurisdictions.

### **Taxation in Malta**

#### *Corporate income tax*

A company incorporated in Malta is automatically considered as resident and domiciled in Malta, subject to corporate income tax on its worldwide chargeable income at the rate of thirty five percent (35%), in terms of the Income Tax Act (Chapter 123 of the Laws of Malta) and the Income Tax Management Act (Chapter 372 of the Laws of Malta).

Malta currently operates a system of full imputation, whereby, when a company established in Malta distributes dividends to its shareholders out of profits on which tax has been paid in Malta, the net dividend is grossed up by a tax credit equal to the tax borne in Malta, resulting in no further tax in Malta on the dividends at the level of the shareholder.

Malta also provides for a system of tax refund, whereby the shareholders, upon receipt of dividends from a Malta company, may be entitled to a refund of the Malta tax paid by a Malta company.

### *Value Added Tax (“VAT”) Within the Gaming Industry*

Item 9 Part 2 Fifth Schedule to the Value Added Tax Act, (Chapter 406 of the Laws of Malta) (“VATA”) provides that the provision of “Government lotto and lotteries, the supply of agency services related thereto, and such other supplies related to gambling as may be approved by the Minister” are exempt without credit supplies of services.

On 21 November 2017, guidelines were issued by the Office of the Commissioner for Revenue regarding the application of Item 9 Part 2 of the Fifth Schedule to the VATA which became effective as from 1 January 2018. The guidelines identified those supplies related to gambling which, when supplied in Malta in terms of the general place of supply rules, shall be treated as exempt without credit supplies.

In terms of the guidelines, the supply of sportsbook, betting on events, lotto, lottery, bingo and live casino games are exempt without credit supplies. Whereas the supply of random number generator (RNG) casino and poker are considered as taxable supplies when supplied to players located in Malta.

Companies which are established in Malta, and which carry out taxable supplies or mixed supplies (taxable and exempt) should be registered in Malta for VAT purposes under the full VAT registration (commonly referred to as article 10 VAT registration).

### *Gaming tax and compliance contributions*

A B2C Licencee must pay a gaming tax of 5% of the gaming revenue generated from the gaming services provided by a B2C Licencee to players physically present in Malta. Gaming tax is a tax on consumption and applies on all verticals and all types of gaming services provided to Maltese players. No gaming tax is charged on supplies to non-Maltese players.

Furthermore, a compliance contribution is payable monthly. The compliance contribution is based on monthly gross gaming revenue and different brackets provide for different percentages:

- For type one gaming services, the compliance contribution fee shall not be less than €15,000 per year and shall not exceed €375,000;
- For type two gaming services, the compliance contribution fee shall not be less than €25,000 per year and shall not exceed €600,000;
- For type three gaming services, the compliance contribution fee shall not be less than €25,000 per year and shall not exceed €500,000; and
- For type four gaming services, the compliance contribution fee shall not be less than €5,000 per year and shall not exceed €500,000.

### OVERVIEW OF REGULATORY FRAMEWORK OF GAMING OPERATIONS IN THE REPUBLIC OF POLAND

#### Gambling Regulations

The gambling law of the Republic of Poland is regulated by the main legal act, Polish Act on Gambling (dated 19 November 2009, consolidated text Polish Journal of Laws Dz.U. 2023 item 227) (the “**Polish Gambling Act**”). According to Polish Gambling Act, gambling may be practiced in form of games of chance, odds bet, card games and slot games. No gambling by persons under 18 is allowed, apart from raffles and promotional lotteries.

#### Requirements to Obtain Casino Licence

A licence to operate a casino is granted by the minister responsible for public finances, namely the Minister of Finance. A casino licence is granted for six years. Conducting activities in the field of number games, cash lotteries, telebingo games and slot machine games outside the casino is covered by the state monopoly. Arranging gambling games via the internet, with the exception of betting and promotional lotteries, is covered by the state monopoly.

Conducting the activity of arranging gambling games in a casino is possible only in the form of:

- a) a joint-stock company;
- b) a limited liability company with its registered office in the territory of the Republic of Poland; or
- c) a joint-stock or a limited liability company being located in EU Member State or a Member State of the European Free Trade Association which may act in Poland using a branch in Poland (registered in the register of entrepreneurs) or by concluding an agreement with a representative registered in Poland in the meaning of the Polish Gambling Act.

Shares in the companies referred above may be held by:

- a) a legal person or a company without legal personality whose registered office is located in the territory of a Member State of the European Union or a Member State of the European Free Trade Association — a party to the Agreement on the European Economic Area;
- b) a natural person who is a citizen of a Member State of the European Union or a Member State of the European Free Trade Association (EFTA) — a party to the Agreement on the European Economic Area.

## REGULATORY OVERVIEW

Minimum share capital for a company operating a casino amounts to PLN4 million. A company operating a casino must have a supervisory board in its structure. Natural persons who are partners (shareholders) of a company conducting casino business representing at least 10% of the share capital, and members of the management board, supervisory board or audit committee or proxies, or actual beneficiaries of such a company should have an impeccable reputation, in particular they cannot be persons convicted of an intentional crime or an intentional fiscal offence in the territory of a European Union Member State.

Only applicants that are able to provide the documents proving (1) the legality of the sources of capital, (2) no arrears with the payment of taxes constituting the income of the state budget and with the payment of customs duties, and (3) no failure to pay social security and health insurance contributions, may apply for the casino licence. Applicants applying for casino licence shall also document the compliance of the company's operations with the regulations in relation to (1) counteracting money laundering and terrorism financing, and (2) accounting policy. The applicant applying for a licence or permit shall submit draft regulations for the organised gambling game to the competent authority to grant relevant approval.

### *Criteria during tender procedure*

During the tender procedure, the tender commission rates the application using the following criteria:

- a) attractiveness of the proposed location of the casino or cash bingo hall, including (1) building location, and (2) building standard;
- b) planned date of commencement of operations of the casino;
- c) planned opening hours of the casino;
- d) declared gaming tax base that the applicant applying for a licence plans to achieve;
- e) size of the gaming area designated directly for gambling;
- f) timeliness of commencing current activities after obtaining a licence in the last three calendar years;
- g) conformity of the amount of the gaming tax base previously declared by the applicant with the amount of the gaming tax base actually obtained in the activity conducted in the last three calendar years;
- h) cases of withdrawal of a licence, permit or other permit in the field of gambling, or a request by the authority to remove identified deficiencies during the last three calendar years;
- i) deficiencies in the current gambling activities identified and confirmed by the authority during the last three calendar years;

## REGULATORY OVERVIEW

- j) profitability (net result in each of the last three years of operation);
- k) experience of the management in the gambling market;
- l) failure to comply with the conditions declared in the application by the applicant that obtained the licence or permit, ascertained by the authority.

### *Casino licence fee*

Casino licence fee amounts to 320 times of the basic quotation. In 2023, the basic quotation amounts to PLN7,364.30. Thus the casino licence fee amounts to PLN2,356,576.

### *Financial security*

The applicant is obliged, within the deadline specified in the licence or permit, to provide, in order to protect the financial interests of gambling participants and to secure gaming tax liabilities, a financial security in the amount of PLN1.2 million for running a casino, which may consist of (i) presentation of bank or insurance guarantees, and (ii) deposit of the appropriate amount in the bank account indicated by the authority granting the licences or permits.

### **Tax Rate on Games**

Tax rate on games such as slot machine games, cylindrical games, dice games, card games, excluding poker played in the form of a poker tournament, amounts to 50% of an amount that is the difference between the sum of stakes deposited and the sum of winnings paid out.

## **LAWS AND REGULATIONS IN RELATION TO DATA PROTECTION**

Regulation (EU) 679/2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation, GDPR) largely harmonises data protection law at European Union level. The GDPR became directly applicable on 25 May 2018 and does not require transposition into member state law (unlike the prior European Union data protection directive).

Although directly applicable in all European Union member states, the GDPR does not provide for full harmonisation. It leaves room for national laws to some extent in some areas (for example, for data protection relating to employees or the processing of health data). Therefore, businesses will have to assess on a case-by-case basis whether the GDPR and/or specific national laws (on federal or state level) need to be met.

As a general rule, any processing of personal data is only permitted if either a statutory justification exists, or the consent of the data subject has been granted. The grant of consent must be clear and fairly detailed and based on the free decision of the data subject. Specific processing situations (for example, transfers of personal data outside the

## REGULATORY OVERVIEW

European Union, or processing health or other sensitive data) may be subject to further restrictions. European Union data protection law does not differentiate between consumers and non-consumers so that the requirements on the processing of personal data generally apply to the processing of any data of natural persons by a company, irrespective of whether that natural person acts in a personal or business context.

As data protection law is relevant whenever personal data is concerned, it has to be observed throughout all industries and in various contexts, and plays a major role in legal compliance. Also, the transfer of personal data within international groups of companies has become a major challenge for corporate compliance. With considerable accountability and documentation obligations as well as potential administrative fines of up to EUR 20 m or up to 4% of the total worldwide annual turnover of the preceding financial year, whichever is higher, data protection compliance needs to be a core element and requires early top management attention.

The applicability of the GDPR does not necessarily require any form of establishment in the European Union. With its extraterritorial reach, the GDPR also applies in case non-European Union businesses offer goods or services to data subjects located in the European Union, or monitor the behaviour of data subjects located in the European Union.

There are several data protection authorities at the federal and state level which are responsible for monitoring the application of the GDPR and other data protection laws. Such authorities may act on their own initiative (for example, random checks at randomly selected companies) or following data subjects' complaints. They are also active in promoting public awareness on data protection issues as well as in providing advice, such as by publishing regulatory authorities general guidance. These authorities also have the power to enforce data protection law, for example, by carrying out investigations, issuing orders to amend/cease certain processing activities or by imposing fines.



### OVERVIEW

We are a gaming and leisure group comprising (i) one integrated land-based casino and resort and two full-service land-based casinos operating in the Czech Republic, offering primarily slot machines and table games, and (ii) three hotels in Germany and one hotel in Austria that offer accommodation, catering, conference, and leisure services. Our Land Based Gaming Business and German and Austrian Hotel Business were acquired by the FEC Group through the Merger in 2018, and since then we have expanded our gaming offerings with the addition of new slot machines and the launch of poker game, and rebranded our casinos to “*Palasino*”. We began preparing for the launch of our Online Gaming Business with the establishment of Palasino Malta in 2021.

FEC is one of our Controlling Shareholders with subsidiaries principally engaged in (i) property development; (ii) hotel operations and management (comprising our German and Austrian Hotel Business and the hotels of the Remaining FEC Group); (iii) gaming and related operations (i.e. our Land Based Gaming Business); (iv) car park operations and facilities management; (v) property investment; (vi) securities and financial product investments; and (vii) provision of mortgage services.

By way of background, the Merger occurred in March 2018. Prior to the Merger, TWC was a company listed on the OTC Markets Group OTCQB. To the best of the knowledge, information and belief of our Directors, having made all reasonable enquires, TWC and its ultimate beneficial owner(s) were third parties independent of FEC and its connected persons. FEC UK (an indirect wholly-owned subsidiary of FEC), FEC Investment (US) Limited (then a direct wholly-owned subsidiary of FEC UK), and TWC entered into an agreement and plan of merger (the “**Merger Agreement**”), pursuant to which FEC Investment (US) Limited would merge with and into TWC, such that TWC would continue as the surviving corporation. TWC became a wholly-owned subsidiary of FEC UK on 30 April 2018 and TWC was officially delisted from the OTC Markets Group OTCQB on the same day. Each share of TWC’s common stock was cancelled and converted into the right to receive US\$4.1886 (equivalent to approximately HK\$32.6711) per share, without interest and less withholding taxes (the “**Privatisation Offer Price**”). The aggregate consideration paid by the FEC Group in the Merger for all of the outstanding equity interests of TWC was US\$42 million (equivalent to approximately HK\$327.6 million), minus certain expenses of TWC. The FEC Group paid for the consideration in cash and this was funded from the FEC Group’s internal resources. As stated in the announcement of FEC dated 5 March 2018, it was considered that the Merger would, among others, allow FEC to expand its hospitality offerings in Europe and establish a gaming platform.

To the best knowledge, information and belief of our Directors, having made all reasonable inquiries, our Directors confirm that in respect of our Group’s businesses:

- (a) TWC had, during the period it was listed on the OTC Markets Group OTCQB, complied in all material aspects with the applicable requirements of the US securities laws and regulations as well as rules and regulations of the OTC Markets Group OTCQB;
- (b) there are no matters in relation to the prior listing of TWC that need to be brought to the attention of the Shareholders; and

## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

- (c) TWC had not been subject to any administrative penalty by the OTC Markets Group OTCQB and/or relevant law enforcement authority or regulations related to securities suspension.

Based on the independent due diligence work conducted by the Sole Sponsor, nothing has come to the Sole Sponsor's attention that would cause the Sole Sponsor to disagree with our Directors' view in relation to the compliance status of TWC and the Sole Sponsor concurs with our Directors' view above.

Given that more than five years have passed since the Merger, we have not provided any comparison of the Privatisation Offer Price with the Offer Price. During this five year period, market conditions have improved, our Group has rebranded and established a stronger market position to have met the challenges of COVID-19. As a result, our Group's value has grown beyond the aggregate acquisition price paid by the FEC Group of US\$42 million. It is expected that our Group's business will continue to grow and benefit from the Spin-off, which will provide our Group with a separate fund-raising platform and broaden our investor base.

### OUR MILESTONES

The following events are the key development milestones of our Group following the Merger:

- |      |   |
|------|---|
| 2018 | FEC acquired the Land Based Gaming Business and German and Austrian Hotel Business through the Merger.    |
| 2020 | Poker was introduced at <i>Palasino Excalibur City</i> and <i>Palasino Wulowitz</i> .                     |
| 2021 | We began preparing for the launch of our Online Gaming Business with the establishment of Palasino Malta. |
| 2022 | Our Group's casinos were rebranded from " <i>American Chance Casinos</i> " to " <i>Palasino</i> ".        |
|      | Palasino Group became ISO 27001 certified.  |
|      | Palasino Malta was granted an online gaming licence by the MGA.   |

### CORPORATE DEVELOPMENT

#### Our Company

Our Company was incorporated under the laws of the Cayman Islands as an exempted company with limited liability on 6 July 2023. As a result of the Reorganisation, our Company became the holding company of our subsidiaries. See "Reorganisation" of this section for details.

## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

### Our Major Subsidiaries

Our major subsidiaries that made a material contribution to our results of operations during the Track Record Period are set out below:

Company	Date of establishment and commencement of business	Equity interests held by our Group as at the Latest Practicable Date	Place of establishment	Principal business activities
Palasino Group	6 September 1995	100%	Czech Republic	Hotel and casino operations and investment holding
Trans World Germany	3 December 2003	100%	Germany	Hotel operations
Trans World Austria	15 January 1992	100%	Austria	Hotel operations

Please refer to Note 35 to the Accountants' Report in Appendix I to this prospectus for a summary of the corporate information and the particulars of all of our subsidiaries.

On 10 February 2023, Turbo Century, Dateplum and Blossom International Investment Holdings Limited entered into a subscription agreement, pursuant to which Dateplum subscribed for 10% of the equity interest of Turbo Century for a cash consideration of US\$20,000,000 (equivalent to approximately HK\$156,000,000). As stated in the announcement of FEC dated 20 March 2023, FEC's intention was to explore capital market opportunities in relation to the gaming business segment.

### Reorganisation

In anticipation of the Listing, our Group underwent the Reorganisation to consolidate the Land Based Gaming Business, the German and Austrian Hotel Business and the Online Gaming Business from the FEC Group into our Group. The Reorganisation was implemented in the manner described below:

- (a) On 6 July 2023, our Company was incorporated in the Cayman Islands with an authorised share capital of HK\$50,000 divided into 50,000 Pre-subdivision Shares of par value of HK\$1.00 each. Upon incorporation, one fully paid Pre-subdivision Share was issued to the initial subscriber, who transferred the one fully paid Pre-subdivision Share to Ample Bonus on the same date.
- (b) On 25 July 2023, BVI Holdco was incorporated in the BVI and was authorised to issue a maximum of 50,000 shares of par value of US\$1.00 each. On 27 July 2023, one fully paid share of BVI Holdco was allotted and issued to our Company as the initial subscriber.

## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

- (c) On 18 December 2023, Cayman Holdco was incorporated in the Cayman Islands and had an authorised share capital of HK\$50,000 divided into 50,000 shares of HK\$1.00 each. Upon incorporation, one fully paid share of Cayman Holdco was issued to the initial subscriber, who transferred the one fully paid share to our Company on the same date.
- (d) As between our Group and the Remaining FEC Group, the inter-company balances (in respect of the Singford Loans and the BC Agreement) were transferred such that a single net balance was owed by FEC UK to Palasino Group (save for certain indebtedness owed by FECL to Palasino Group which was settled in 26 September 2023). The net inter-company balance (the “**Inter-company Balance**”) was set-off in its entirety by a dividend declared and paid by Palasino Group to FEC UK on 8 September 2023 of an amount equal to the Inter-company Balance.
- (e) On 22 January 2024, 100% of the shareholding interest in Trans World Germany was transferred to our Company by Palasino Group. The consideration for this transfer of EUR11,869,000 (equivalent to approximately HK\$101,479,950) (with reference to a valuation performed by an independent valuer) shall be left outstanding as an inter-company balance to be settled within nine months.
- (f) On 2 February 2024, FEC UK and Cayman Holdco entered into a share contribution agreement whereby FEC UK contributes 100% of the shareholding interest in Palasino Group for 99 newly issued shares in Cayman Holdco, representing 99% of Cayman Holdco’s issued shares upon completion of the allotment and issuance of shares. Upon completion of the share contribution, Palasino Group became wholly-owned by Cayman Holdco.
- (g) On 21 February 2024, 99% of the shareholding interest in Cayman Holdco was transferred to Ample Bonus by FEC UK. The consideration for this transfer of US\$42,000,000 (equivalent to approximately HK\$327,600,000) (by reference to the net book value of Cayman Holdco) was settled by the issue of a promissory note by Ample Bonus to FEC UK. Upon completion of the share transfer, Cayman Holdco became owned as to 99% by Ample Bonus and 1% by our Company.
- (h) On 21 February 2024, 10% of the shareholding interest in Cayman Holdco was transferred to Dateplum by Ample Bonus, in consideration of Dateplum transferring the 10% of shareholding interest in Turbo Century held by it to Ample Bonus. Upon completion of the share transfers, Cayman Holdco became owned as to 89% by Ample Bonus, 1% by our Company and 10% by Dateplum.

## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

- (i) On 1 March 2024, 89% of the shareholding interest in Cayman Holdco was transferred to our Company by Ample Bonus, in consideration of our Company issuing 89 Pre-subdivision Shares to Ample Bonus, representing 98.89% of our Company's total share capital upon completion of the allotment and issuance of Pre-subdivision Shares. On the same day, 10% of the shareholding interest in Cayman Holdco was transferred to our Company by Dateplum, in consideration of our Company issuing 10 Pre-subdivision Shares to Dateplum, representing 10% of our Company's total share capital upon completion of the allotment and issuance of Pre-subdivision Shares. After such issuances, our Company became owned as to 90% by Ample Bonus and 10% by Dateplum and Cayman Holdco became wholly-owned by our Company.

On 4 March 2024, our then Shareholders passed an ordinary resolution to approve the Share Subdivision, pursuant to which, every issued and unissued ordinary share of HK\$1.00 par value in our Company was subdivided into 100 ordinary shares of HK\$0.01 par value each. The shareholding percentages of the then Shareholders remained unchanged after the Share Subdivision. On 4 March 2024, our Company increased its authorised share capital to HK\$20,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.01 each.

Pursuant to the written resolutions of our Shareholders passed on 4 March 2024, conditional on the share premium account of our Company being credited as a result of the Global Offering or otherwise having sufficient balance, our Directors are authorised to capitalise HK\$7,142,760 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 714,276,000 Shares for issue and allotment to holders of Shares whose names appear on the register of members of our Company on the date of passing such resolution in proportion (as near as possible without involving fractions so that no fraction of a Share shall be issued and allotted) to their then existing respective shareholdings in our Company. Our Shares to be issued and allotted pursuant to such resolution shall carry the same rights in all respects with the existing issued Shares.

### Compliance with Laws and Regulations

As at the Latest Practicable Date, the establishment of our Company and transfers of equity interests have been properly and legally completed in compliance with the applicable laws and regulations.

### POLISH ACQUISITION

On 20 July 2023, Palasino Group entered into a share sale agreement with Mrs. Patrycja Sylwia Matysiak and Mrs. Justyna Mszańska (the “**Vendors**”) pursuant to which Palasino Group agreed to acquire the 100% shareholding interest of Palasino Poland held by the Vendors for a cash consideration of PLN98,709 (equivalent to approximately HK\$188,000) (the “**Polish Acquisition**”). The consideration was determined after arm's length negotiation with reference to, among others, Palasino Poland's value to our

## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

business as a Polish corporate vehicle with the requisite financial track record to facilitate the launch of our land based gaming business in Poland. The Polish Acquisition was completed in July 2023. To the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendors are Independent Third Parties.

Palasino Poland is a limited liability company incorporated in Poland on 11 May 2021 and, prior to the Polish Acquisition, was conducting car lease brokerage business. After the Polish Acquisition, it is intended that Palasino Poland would bid for casino licences in Poland. Palasino Poland has amended its articles of association on its scope of business from car lease brokerage to gaming related operations.

There is currently minimal business in Poland and the Polish Acquisition is merely to facilitate the establishment of a Polish corporate vehicle to tender for casino licences in Poland. There is no assurance that we will be successful in the launch of the business, which is subject to, among others, winning any licences.

Given that Palasino Poland is able to demonstrate (1) it meets all licencing requirements under the Polish Gambling Act, (2) its financial stability through its track record and ability to sustainably fund the operation of a casino, including (i) it has the share capital in the amount of PLN4 million, (ii) it recorded net profit for the latest three financial years, and (iii) its ability to pay the casino licence fee in the amount of PLN2.1 million, (3) its management has experience and expertise in the casino industry, and (4) its ability to comply with the technical aspects of operating a casino, including gaming equipment, IT infrastructure, security and surveillance systems, our Polish Legal Advisers are of the view that there is no material legal impediment for Palasino Poland to tender for and obtain casino licence.

For further details in relation the tendering for casino licence in Poland, please refer to "Regulatory Overview — Overview of Regulatory Framework of Gaming Operations in the Republic of Poland" in this prospectus.

### MIKULOV ACQUISITION

On 27 February 2024, Palasino Group entered into a framework share purchase agreement with the Vendor, pursuant to which Palasino Group agreed to purchase 100% of the shareholding interest in Retail Park Mikulov held by the Vendor for a consideration of CZK42.0 million (equivalent to approximately HK\$14.7 million) (subject to adjustment by reference to net asset value less bank debt). The consideration was determined after arm's length negotiation with reference to, among others, the financial statements of Retail Park Mikulov (including but not limited to the net asset value), the location of the Property and the prevailing market price in the vicinity of the Property. Retail Park Mikulov is principally engaged in rental of real estate and non-residential premises, and management of own property. Retail Park Mikulov is the owner of the Property in Mikulov of the Břeclav District of the Czech Republic, which is situated on the main route between the Austrian capital, Vienna, and the second-largest city in the Czech Republic, Brno. Our Group intends to convert the Property into a land-based casino. Taking into account the prime location of the Property held by Retail Park Mikulov, which is in line with our Group's strategy of locating our casinos close to borders and major cities, it is

## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

believed that the Mikulov Acquisition represents a good opportunity for our Group to expand the footprint of its land-based casino operations in the Czech Republic. The Mikulov Acquisition was completed by the end of February 2024. To the best of our Company's knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are Independent Third Parties.

### SPIN-OFF OF OUR GROUP FROM FEC

FEC has concluded that our Group's business is of a size which merits a separate listing and that such listing will be beneficial to our Group for the following reasons:

- (a) it provides flexibility and a separate fund-raising platform for our Group in raising future funds from the capital markets to support its growth;
- (b) it would better reflect the value of our Group on its own merits and increase its operational and financial transparency through which investors would assess the performance and potential of our Group separately and independently from the FEC Group;
- (c) it would enable the management teams of the FEC Group and our Group to focus on the respective core businesses of the two groups, thereby enhancing efficiency in their respective decision-making processes and responsiveness to market changes; and
- (d) FEC intends to maintain a more than 50% equity interest in our Company. Accordingly, FEC will continue to benefit from any potential upside in the businesses to be owned by our Group through consolidation of financial results generated by our Group.

The Spin-off by FEC complies with the requirements of Practice Note 15 of the Listing Rules. The Spin-off is not subject to the approval by the shareholders of FEC.

### THE PRE-IPO INVESTMENT

#### Overview

Pursuant to a subscription agreement entered into among Turbo Century, Dateplum and Blossom International Investment Holdings Limited on 10 February 2023, Dateplum subscribed for 10% of the equity interest of Turbo Century at a consideration of US\$20,000,000 (equivalent to approximately HK\$156,000,000). On 1 March 2024, our Company allotted and issued 10 shares to Dateplum, after which our Company was owned as to 10% by Dateplum. For details, see "Reorganisation" in this section.

Dateplum has not been granted any special rights in relation to our Group under the subscription agreement. The Shares held by Dateplum are considered part of the public float for the purposes of Rule 8.08 of the Listing Rules as (i) Dateplum is not a core connected person of our Company; (ii) the subscription of its shareholding interest in our Company was not financed directly or indirectly by any core connected person of our

## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Company; and (iii) it is not accustomed to take instructions from a core connected person in relation to the acquisition, disposal, voting or other disposition of securities of our Company registered in its name or otherwise held by it.

The following table sets out certain key information of the Pre-IPO Investment:

<b>Name of pre-IPO investor</b>	Dateplum Harvest Limited
<b>Approximate cost per Share</b>	US\$0.28 (equivalent to approximately HK\$2.18)
<b>Post-money valuation</b>	US\$200,000,000
<b>Date of the agreement</b>	10 February 2023
<b>Discount to the Offer Price</b> <sup>(Note)</sup>	16.2%
<b>Amount of the total consideration paid</b>	US\$20,000,000
<b>Settlement date of consideration</b>	The consideration was settled in cash on 20 March 2023.
<b>Basis of determination of the consideration</b>	The consideration was determined after arms' length negotiations between the parties with reference to an agreed valuation of the total equity of Turbo Century, taking into account various factors, including EV multiples and the average price-to-earnings ratio of similar industry peers, the historical performance of our Group and the status and prospects of our business, including among others, the expansion plans of our Group and the growth potential of the Online Gaming Business.
<b>Use of proceeds and whether they have been fully utilised</b>	The agreement prescribed that the proceeds be used as general working capital. After receipt of proceeds, the proceeds were applied to repay shareholders' loans. As at the Latest Practicable Date, all of the proceeds have been utilised.
<b>Strategic benefits</b>	Our Directors believe that the Pre-IPO Investment demonstrated the pre-IPO investor's confidence in our business operation and prospects, and given its investment and asset management experience, the pre-IPO investor can provide insights and recommendation in formulating our strategy in future business development.



## HISTORY, REORGANISATION AND CORPORATE STRUCTURE

<b>Percentage of shareholding in our Company upon Listing (assuming no exercise of the Over-allotment Option)</b>	8.93%
<b>Lock-up</b>	Twelve months after the completion of the share subscription or six months after the Listing, whichever is later.
<b>Information regarding the pre-IPO investor</b>	<p>Dateplum is a company incorporated in the BVI and a special purpose vehicle established for the purpose of the Pre-IPO Investment. It is indirectly wholly-owned by Blossom International Investment Holdings Limited, a company incorporated in the BVI which is principally engaged in financial investments in equity and debt products in both primary and secondary markets, asset management (through a wholly-owned subsidiary with Type 4 and 9 licences) and commodity trading. Blossom International Investment Holdings Limited focuses its equity investments in the technology sector. In addition to our Company, Blossom International Investment Holdings Limited and its affiliates have invested in technology companies such as Bitdeer Technologies Group (NASDAQ: BTDR).</p> <p>The ultimate beneficial owner of Dateplum and Blossom International Investment Holdings Limited is Ms. Yang Fang. Ms. Yang Fang is the director of Blossom International Investment Holdings Limited. Based on the Company's enquiries, Ms. Yang Fang comes from a family where the principal businesses run or invested by her father and brother are in the medical packaging field. They have done relatively well and have relationships with banks and can provide collateral for loans to fund investment, as was the case here.</p> <p>To the best of our Directors' knowledge and belief after making due and careful enquiries, Dateplum and its ultimate beneficial owner are Independent Third Parties who do not have any relationship with our Group or any connected persons of the Company save for the Pre-IPO Investment.</p>

We became acquainted with Blossom International Investment Holdings Limited through introduction at a business occasion where Mr. Ding Zhiyi (the chief executive officer of Blossom International Investment Holdings Limited) met with Mr. Cheong Thard HOONG (our non-executive Director and an executive director of FEC), who further introduced our management to Blossom International Investment Holdings Limited. The possibility of potential investment was first discussed between Mr. Cheong Thard HOONG and Mr. Ding Zhiyi during the business occasion. Since then, there had been further discussions and negotiations on the potential investment.

After further deliberations, a memorandum of understanding was subsequently signed between Turbo Century and Dateplum on 2 February 2023. Blossom International Investment Holdings Limited performed its independent due diligence and for this purpose, as confirmed by Blossom International Investment Holdings Limited, it requested and was provided with documents including the corporate structure chart and information of the directors and shareholders of our Group and relevant financial information. Upon completion of due diligence, the subscription agreement was signed between Turbo Century, Dateplum and Blossom International Investment Holdings Limited on 10 February 2023.

As an investment company, Blossom International Investment Holdings Limited aims at generating more profit for its shareholders and diversifying its investment risks. As advised by Blossom International Investment Holdings Limited, it would seek to diversify its investment portfolio and has looked into a variety of sectors other than technology, including healthcare, logistic and real estate, etc. The parties have discussed the growth prospects from the Online Gaming Business, which invariably deploys technology. In addition, our Group will be the very few gaming and leisure group operating casinos and hotels principally based in Europe to be listed on the Main Board of the Stock Exchange. Our Group's business represents a good opportunity for Blossom International Investment Holdings Limited to expand into Europe. In addition, Blossom International Investment Holdings Limited considered our Group's historical financial performance, in particular, its remarkable resilience and substantial growth in revenue and EBITDA during the COVID-19 pandemic, as well as the future growth potential of our Group and the gaming market in Central Europe. The above non-exhaustive factors contributed to Blossom International Investment Holdings Limited's decision to invest in our Group.

To the best of our Directors' knowledge, the consideration for the Pre-IPO Investment was funded by a bank loan secured by Ms. Yang Fang's family assets.

*Note:* The discount to the Offer Price is calculated based on the Offer Price of HK\$2.60 per Share.

### **Sole Sponsor's Confirmation**

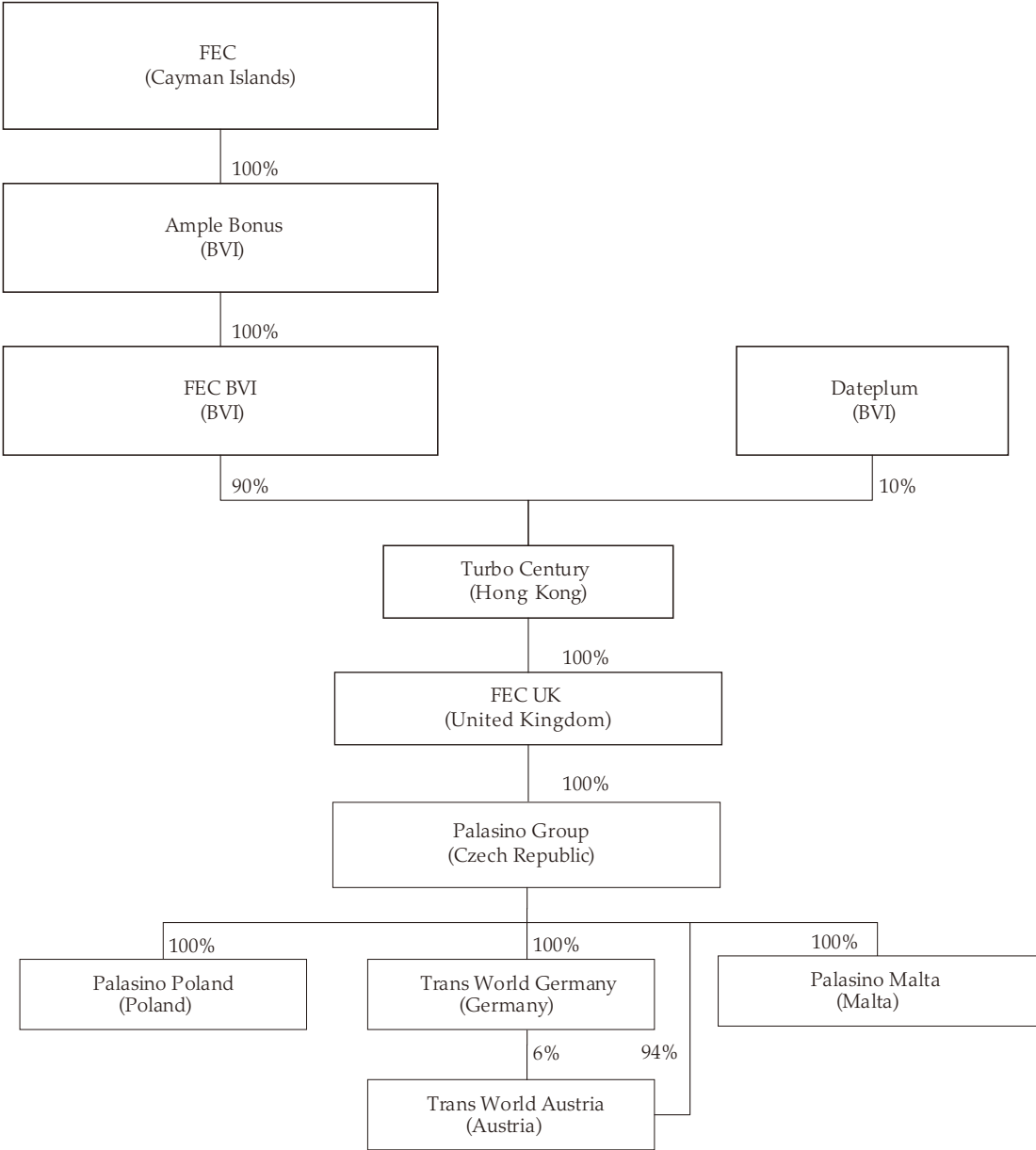
The Sole Sponsor confirms that the Pre-IPO Investment is in compliance with the Pre-IPO Investment Guidance in Chapter 4.2 of the Guide for New Listing Applicants published by the Stock Exchange.

# HISTORY, REORGANISATION AND CORPORATE STRUCTURE

## CORPORATE STRUCTURE

### Corporate Structure Immediately Prior to the Reorganisation

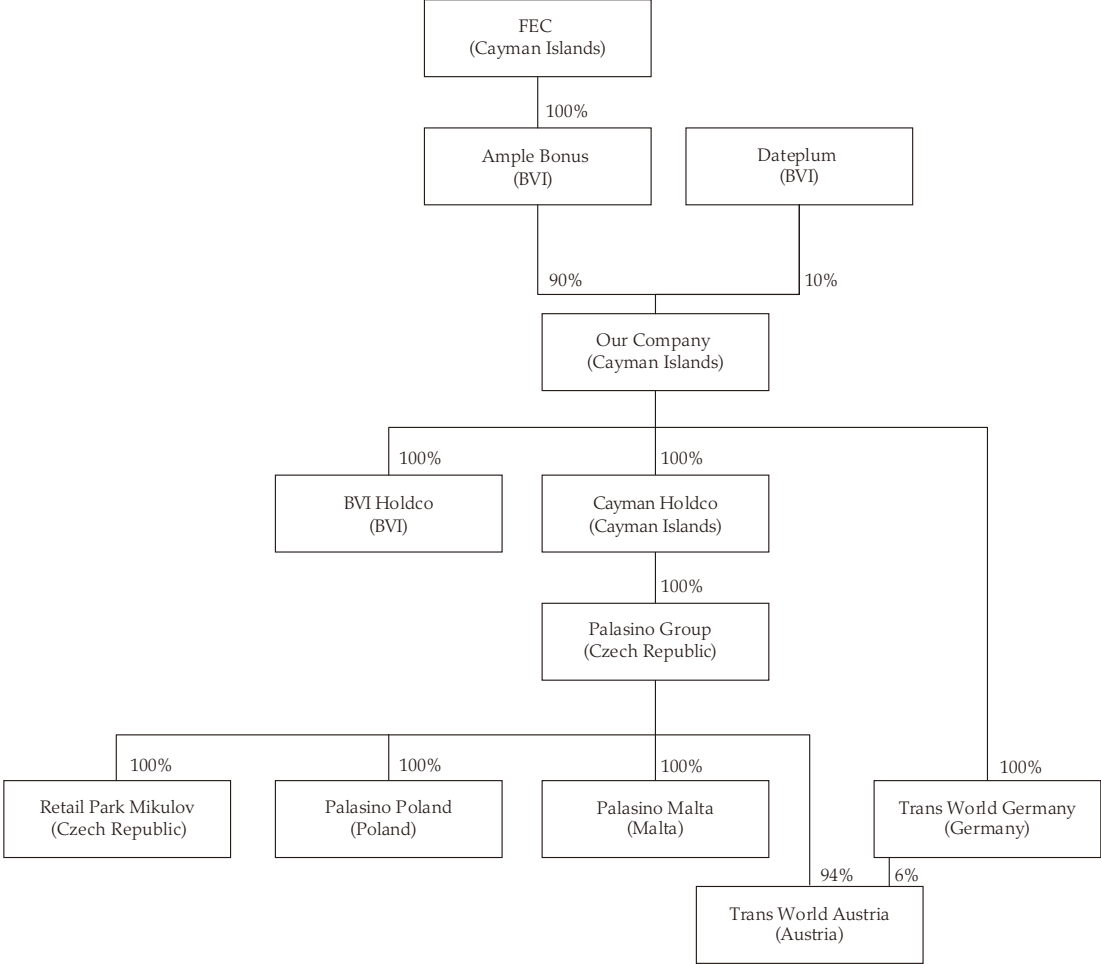
The following chart sets out the corporate structure of our Group, immediately prior to the Reorganisation:



# HISTORY, REORGANISATION AND CORPORATE STRUCTURE

## Corporate Structure After the Reorganisation

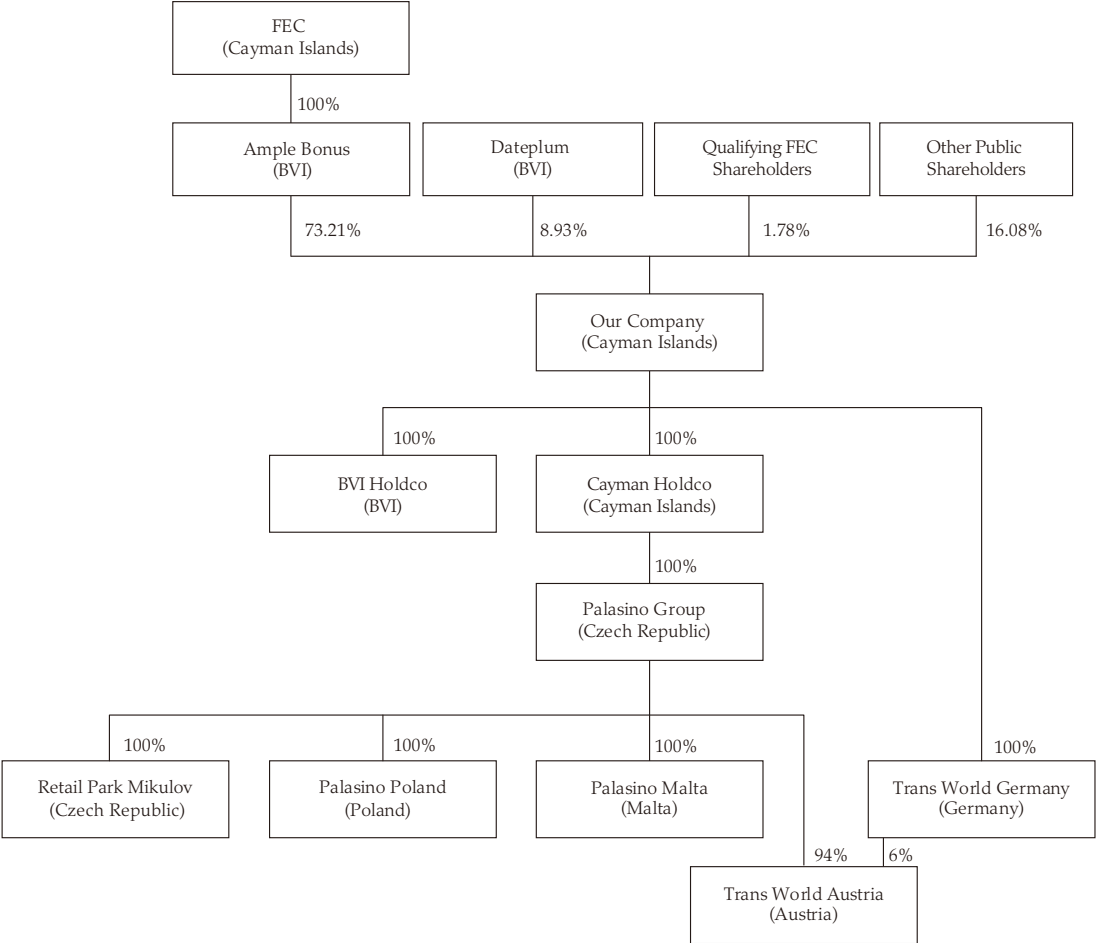
The following chart sets out the corporate structure of our Group after the Reorganisation and immediately prior to the Capitalisation Issue and Spin-off:



# HISTORY, REORGANISATION AND CORPORATE STRUCTURE

## Corporate Structure upon Completion of the Capitalisation Issue and the Spin-off

The following chart sets out the corporate structure of our Group upon completion of the Capitalisation Issue and the Spin-off (assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying FEC Shareholders and the Over-allotment Option is not exercised):



## OVERVIEW

We are a gaming and leisure group comprising (i) one integrated land-based casino and resort and two full-service land-based casinos operating in the Czech Republic, offering primarily slot machines and table games, and (ii) three hotels in Germany and one hotel in Austria that offer accommodation, catering, conference, and leisure services.

Our long operating history in central Europe could be traced back to the establishment of *Palasino Furth im Wald* (formerly known as *Česká Kubice*) in 1995, which marked our decades-long operation history in central Europe. Since then, we actively expanded our casino portfolio with the establishment of *Palasino Excalibur City* (formerly known as *Route 59*) in 1999 and *Palasino Wulowitz* (formerly known as *Route 55*) in 2004. Our three casinos have been operating under the brand "*Palasino*", and our tagline, "*at the heart of the game*", captures the essence of our Palasino casinos, where players experience a range of emotions, from the thrill and excitement of winning to the disappointment of losing. Leveraging on our robust facilities and market positioning, we are committed to providing a unique casino environment to fully manifest our tagline. Our established presence in the Czech gaming industry are deeply rooted in our ability to cater for players of different risk appetites and gaming preferences by offering a wide variety of slot machines. To create an entertaining and memorable playing experience, we also provide a broad range of non-machine gaming options, including table games and poker, all of which are located within our contemporary-styled casinos.

We tapped into the hospitality business with the launch of *Hotel Savannah* in 2008, which, along with the interconnected *Palasino Excalibur City*, form our landmark resort, *Palasino Savannah Resort*. The resort offers a range of integrated gaming, hospitality and catering services, including gaming, wellness and spa, accommodation, conference and banqueting services, and catering, which not only open doors to gaming patrons but also serves as a get-away destination for friends and families. Over the years, we have built a portfolio of hotels in Germany and Austria through acquisitions, namely *Hotel Columbus*, *Hotel Auefeld* and *Hotel Kranichhöhe*, in Germany and *Hotel Donauwelle* in Austria. The hotels in Germany and Austria primarily position themselves as business and leisure hotels targeting individuals as well as corporate clients who organise business conferences and special events in Germany and Austria. Our hotels offer different kinds of accommodations, high-quality food and beverage offerings and a variety of meeting and conference rooms.

Due to the outbreak of COVID-19, the governments of the countries which we mainly conduct our business operations, have imposed a series of measures to contain its spread. Such measures have led to the closure of our casinos and hotels for intermittent periods during the years ended 31 March 2021 and 2022. Our casinos and hotel in the Czech Republic were ordered by the government to close for intermittent periods of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Our hotels in Germany and Austria were ordered by the government to close for intermittent periods of five months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. During the Track Record Period, our performance has improved due to the easing of lockdown protocols and the gradual recovery of the global economy. Our revenue increased from HK\$145.8 million for the year

## BUSINESS

ended 31 March 2021 to HK\$351.2 million for the year ended 31 March 2022 and further increased to HK\$529.0 million for the year ended 31 March 2023, representing 140.9% and 50.6% year-on-year increase, respectively. Our revenue increased from HK\$240.8 million for the six months ended 30 September 2022 to HK\$278.3 million for the six months ended 30 September 2023, representing a 15.6% period-on-period increase. Prospective investors should note that the year-on-year comparison of revenue during the Track Record Period was significantly influenced by the lockdown protocols imposed by local governments as mentioned above, which adversely affected our financial performance for the years ended 31 March 2021 and 31 March 2022. Such comparison should not be viewed to suggest that there has been a significant growth in our business and financial performance during the years.

Our net profit increased significantly from HK\$2.6 million for the year ended 31 March 2021 to HK\$40.1 million for the year ended 31 March 2022, and further increased to HK\$44.2 million for the year ended 31 March 2023. Our net profit decreased by HK\$5.2 million or 23.3% from HK\$22.3 million for the six months ended 30 September 2022 to HK\$17.1 million for the six months ended 30 September 2023. Our adjusted EBITDA (non-HKFRS measure) amounted to HK\$32.1 million, HK\$77.0 million, HK\$85.4 million, HK\$44.5 million and HK\$52.2 million for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, respectively.

In relation to our gaming operations, our number of slot machines, which generated most of our revenue during the Track Record Period, increased from 442 as at 31 March 2021 to 446 as at 31 March 2022 and further increased to 560 as at 31 March 2023. There were 568 slot machines as at 30 September 2023. Our average slot win per machine per day was HK\$1,152, HK\$1,596, HK\$1,657 and HK\$1,611, respectively, during the Track Record Period. Regarding our hotel and catering operations, our average occupancy rate was 34.8%, 34.7%, 49.0%, 55.0% and 58.0% for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, respectively, which was in line with the industry average, as concurred by CIC.

### STRENGTHS

We believe that the following key strengths are the bedrock of our positioning as a well-established gaming and leisure group:

**Established presence in central Europe with a long operating history since 1995 with strong knowledge of the gaming and hospitality industry in terms of customer preference**

Our long operating history in central Europe can be traced back to the establishment of *Palasino Furth im Wald*, which marked our entry into the market. Harnessing its success, we grew our footprints by establishing *Palasino Excalibur City* in 1999 and *Palasino Wulowitz* in 2004 to elevate our market standing. Over the past 20 years, we evolved from a casino owner and operator to a gaming and leisure group that covers multiple target customers, including gaming patrons, individual travellers and corporate clients primarily located across central Europe. This transformation was made possible through the launch of the *Palasino Savannah Resort* and our subsequent expansion into the hotel business. Our growth and diversification strategy have allowed us to provide our



customers with a holistic gaming and hospitality experience. As at 30 September 2023, we offered a total of 568 slot machines, 62 gaming tables (including poker tables) across three casinos, and 572 suites and rooms, 48 conference rooms and 11 catering facilities across our resort and hotels.

With over 25 years of operating experience in the gaming industry under the leadership of our senior management, we are well-positioned to capture market opportunities with the accumulated operational experiences and strong industry knowledge accumulated over the years. As a member in the Czech Casino Association, which is itself a member of the European Casino Association, coupled with the fact that one of our senior management, Mr. Tomáš KMENT serving as its president as at the Latest Practicable Date, we are able to represent and advocate the interests as a casino operator with the Czech government authorities. Furthermore, we can leverage on such a platform and connect with other industry stakeholders and stay informed about the latest market trends to keep abreast of the developments of the gaming industry. Our stable and cohesive senior management team has extensive knowledge of the gaming industry in the Czech Republic, and other countries. In particular, Mr. Pavel MARŠÍK, our executive Director and Chief Executive Officer, has over 22 years of experience in the gaming industry in the Czech Republic and Mr. Colin Chapman STEWART, our Chief Operating Officer — Gaming, has over 40 years of experience in the gaming industry, having worked in various jurisdictions, including the United Kingdom, Poland, Czech Republic, Bulgaria and the Caribbean. For details of the profile of our senior management, please refer to the section headed “Directors and Senior Management” in this prospectus.

#### **Strategic locations of our casinos and hotels**

Our properties are strategically located at the heart of central Europe, specifically in the Czech Republic, Germany and Austria, making it convenient for guests from all corners of the continent to visit. Specifically, our casinos are close to the borders of the Czech Republic and Austria, and the Czech Republic and Germany: (i) *Palasino Excalibur City* (part of the *Palasino Savannah Resort*) is located about an one hour’s drive from Vienna, the capital of Austria; (ii) *Palasino Wullowitz* is located about a 45 minutes’ drive from Linz, the capital of Upper Austria subregion of the north of Austria and the third-largest city in Austria by population; and (iii) *Palasino Furth im Wald* is located about slightly more than one hour’s drive from Regensburg, the capital of the Upper Palatinate subregion in southern Bavaria, Germany. Such strategic presence enables our casinos to attract customers from different countries, such as Austria and Germany, as well as from Poland, Slovakia and Slovenia. In addition, we are able to attract players from Austria and Germany since the spendings in the Czech Republic has relatively higher purchase power in general than in Austria and Germany as shown by the higher comparative price level indices of Austria and Germany, as advised by CIC.

Due to the strategic locations of our casinos which are close to the border of the Czech Republic, Austria and Germany, our Group’s casino sector has higher revenue generating capability as compared to the industry average in the Czech Republic. During the Track Record Period, over 95% of our players are from neighbouring countries of the Czech Republic and a majority of which are from Austria and Germany. According to CIC, players from Austria and Germany have higher spending power which can be attributed to the higher annual disposable income per capita in Austria and Germany. By locating

our casinos near the border, it is expected that our Group will continue to benefit from such competitive strengths going forward due to our strategic location. For details of our higher revenue generating capability than the industry average in the Czech Republic, please refer to the section headed “Industry Overview” in this prospectus.

We also strategically locate our hotels in Germany and Austria, each with its unique features and advantages: (i) *Hotel Columbus*, located in Seligenstadt, Germany, is conveniently located about 20 minutes’ drive from the Frankfurt International Airport and the main train station in Frankfurt am Main; (ii) *Hotel Auefeld*, located on the outskirts of Hann. Münden, Germany, is situated near the city of Kassel, a city in central Germany, and is easily accessible by car or train; (iii) *Hotel Kranichhöhe*, located in Much, Germany, is in close proximity to both Cologne and Dusseldorf and is easily accessible from the Netherlands; and (iv) *Hotel Donauwelle*, located on the banks of the Danube in Linz, Austria, provides guests with a view of the river and the hills of the Mühlviertels in Upper Austria. Our strategically located hotels allow us to serve as gateways to customer traffic from multiple European countries.

### **Diversified portfolio of gaming products and hospitality services**

Our success is anchored in our distinct choice of product offerings. We primarily concentrate on classic casino games, which include slot machines and table games through the operation of three full-service casinos in the Czech Republic with a wide range of gaming products catering to ever-changing player needs and preferences, including classic house games Roulette with both single and double zero, Blackjack and Palasino Texas Poker, as well as an extensive selection of multi-game slot machines offering up to over 50 slot games per machine. To cater for the need of poker players, *Palasino Excalibur City* and *Palasino Wulowitz* hold regular poker tournaments, offering both Texas Hold’em and Omaha Poker and cross-venue quarterly festival tournaments with guaranteed prize pots. According to CIC, our major competitor, which is also a slot machine supplier, mainly offers slot machines of its own brand in its casinos. In comparison, our casinos offer a more extensive range of slot machines sourced from different suppliers, including but not limited to those offered by such competitor.

The casinos are positioned to attract gaming patrons of different risk appetites. We offer minimum bets starting from €1 and maximum bets of €200 for betting on roulette. Blackjack tables have a minimum bet of €5, with maximum bets of €500. Our slot machines offer minimum bets of €5 cents to a maximum bets of €30.

Apart from attracting gaming patrons, our landmark resort, *Palasino Savannah Resort* offers a range of integrated hospitality services, including wellness and spa, accommodation, conference and banqueting services, and catering. We believe this integrated resort model strives to sculpt a comprehensive and seamless hospitality experience that appeals to the needs of each and every guest. According to CIC, *Palasino Savannah Resort* is the only facility provider in Hatě that runs on resort-style operations.

Our resort and hotels are well-positioned to accommodate both the business and recreational needs of corporate and individual guests. *Palasino Savannah Resort*, which comprises *Palasino Excalibur City* and *Hotel Savannah*, offers gaming facilities and a range

of complementary facilities. *Hotel Columbus, Hotel Auefeld, Hotel Kranichhöhe and Hotel Donauwelle* offer a total of 493 rooms or suites as at 30 September 2023. Our hotels are equipped to organise corporate events, including team-building activities, meetings, product launches and banquets. We also offer a range of hospitality services, such as catering, conference and meeting rooms equipped with audio-visual equipment such as projectors and screens, public address systems, tele-conference facilities, tennis court and fitness area.

In order to expand our business into online gaming, we obtained the requisite gaming licence in Malta in November 2022. For details, please refer to the paragraph headed “Online Gaming Business” in this section.

In addition to our gaming facilities, our properties offer guests a comprehensive and unique entertainment experience, featuring a variety of live events, including Oktoberfest, Chinese New Year, Christmas and New Year celebrations. These events are designed to introduce, promote and drive new gaming patrons to our casinos, as well as to provide our guests with an enhanced experience that they do not enjoy every day. Our properties also feature a wide selection of dining options that cater for diverse tastes and preferences, ranging from casual dining of local food to upscale indulgence of international cuisine and cocktails. This makes our properties attractive destinations for all gaming patrons and guests.

### **High degree of flexibility and control through a self-operated and managed operating model**

Our casinos and hotels are fully self-operated and self-managed whereby we have direct control over our casinos and hotels operations. We believe that this model provides us with operating flexibility and full control over our operating process. Such an operation model ensures consistency, guest satisfaction and low implementation and maintenance costs. Our operating leverage and high degree of flexibility provides significant upside from an improving market whilst giving us flexibility and resilience in potential downside scenarios. Unlike competing operating business models such as management agreements whereby the management company assumes the responsibility for operating and managing the casino or hotel on behalf of the owners, our operating model gives us full control over the entire operating process with no revenue or profit-sharing component against a stable and predictable cost structure.

With direct control over operations, our Group can have a more personalised and tailored approach to customer services as we will receive constant feedback from our customers. This enables us to promptly address their needs and preferences, leading to increased customer satisfaction and fostering long-term loyalty.

### **Operations on self-owned lands, which provides stability and control without being subject to rental reviews**

*Palasino Savannah Resort, Palasino Wulowitz, Palasino Furth im Wald, Hotel Columbus and Hotel Kranichhöhe* are operated on self-owned lands. As we have the complete ownership and control over the self-owned lands, there are no ongoing lease payments or

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rent obligations payable to a landlord nor are we subject to any risk of rental review, which in turn significantly reduce our operating costs, allowing us to allocate resources to other operation aspects and/or for development. Furthermore, we have the freedom and flexibility to make decisions regarding the design, construction and operation of our casinos and hotels to suit our future needs, without the need to seek from other parties or being subject to restrictions that maybe imposed by the landlord. In addition, we can also make good use of the self-owned lands as collateral for bank borrowings.

### STRATEGIES

To solidify our market position, we intend to pursue the following strategies:

#### **Maintain and further consolidate our market presence in the gaming industry in the Czech Republic and central Europe through asset rejuvenation**

According to CIC, the market size of the gaming market in the Czech Republic, in terms of GGR, increased from HK\$10.8 billion in 2018 to HK\$18.6 billion in 2022 with a CAGR of 14.5% between 2018 and 2022, and is expected to further increase to HK\$31.3 billion in 2027, representing a CAGR of 10.3% between 2023 and 2027, attributable to (i) higher disposable income and consumption expenditure; (ii) supportive policy to encourage tourism in the Czech Republic; (iii) advancement of technology; and (iv) as concurred by CIC, the shift of demand from neighbouring countries and cities to gaming premises at cross-border regions. In particular, our Group primarily offers slot machines and table games, which belong to the category of live game. According to CIC, the market size of the land-based slot machine and land-based live game industry in the Czech Republic, in terms of GGR, was HK\$6.6 billion in 2022 and is expected to reach HK\$10.3 billion in 2027, representing a CAGR of 8.6% between 2023 and 2027. For details, please refer to the section headed "Industry Overview" in this prospectus.

In order to capitalise on the positive growth trajectory of the gaming industry and maintain and further consolidate our market presence, we plan to rejuvenate our assets, in particular, *Palasino Savannah Resort* and *Palasino Wulowitz*. Our Directors believe that our plan for asset rejuvenation is particularly important to our Group due to the following reasons:

- (i) slot machines in *Palasino Savannah Resort* and *Palasino Wulowitz* are one of our major revenue streams. For the financial year ended 31 March 2023 and the six months ended 30 September 2023, during the peak hours (i.e. from 8 p.m. to 12 a.m. every Friday and Saturday), the occupancy rate of our slot machines in our three casinos were 75.4% and 69.3%. At some peak hours, the occupancy rate may reach over 80%. According to CIC, the above occupancy rates are considered to be high. Such a high occupancy rate indicates the need to increase our capacity to serve more players, in particular, by way of securing more slot machines;

Further, given the models of slot machines and the game themes offered are constantly evolving, and older machines may not have the latest game themes and cabinets that players expect and in order to continuously stay ahead in the

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market and satisfy the ever-changing demands from players, it is necessary to procure new slot machines with different and up-to-date game themes and cabinets, which can help keep the gaming experience fresh and exciting for players;

- (ii) we have obtained our first gambling advertising permit in Austria in July 2023. During the Track Record Period, 92.1%, 92.5%, 92.2% and 92.2% of our players in *Palasino Excalibur City* and 94.3%, 95.9%, 95.2% and 94.8% of our players in *Palasino Wulowitz* came from Austria, respectively. We commenced our first advertising campaigns by using radio and billboards in Austria in last quarter of 2023. Our future marketing efforts in Austria together with the strategic location of our two casinos which are close to the border of Austria, namely *Palasino Savannah Resort* and *Palasino Wulowitz*, enable us to reach out to more potential players in Austria;
- (iii) the increased capital requirements and stricter gaming regulations to operate a casino in the Czech Republic may potentially result in the eradication of small-size or less competent casino in the Czech Republic, as concurred by CIC. This is primarily due to the amendments to the Czech Gambling Act, which include provisions such as higher security deposits, additional player protection measures, and investments required to enhance casino infrastructure. For details of the amendments to the Czech Gambling Act, please refer to “The New Czech Gambling Act” in this section. Our Group may therefore seize the market opportunities to absorb customers from the casinos which are unable to fulfil the requirements; and
- (iv) our Group will continue to benefit from the tightened gambling regulations of our neighbouring cities and countries, for example, prohibitions of casinos and other forms of gaming in Bratislava, Slovakia since 2021 and the gaming operators in Bratislava are allowed to operate until their licences expire, most of which will expire in one to two years which, as concurred by CIC, potentially creates a shift of demand from Bratislava to the Czech Republic, and Prague, the capital city of the Czech Republic, has announced a ban on slot machines, which took effect on 1 January 2024. Due to our proximity to the cross-border regions, our casinos will benefit from such closure by absorbing their customers due to our advantageous condition.

Our asset rejuvenation plan is intended to (i) procure and rent slot machines; and (ii) overhaul the gaming area facilities, back-of-house areas, guest rooms and other hospitality offering, which is tailored to each property’s distinct operating conditions. According to CIC, asset quality, including but not limited to gaming area, slot machines, contemporary decoration, extent of hospitality offering, maintenance standard and service level, is by far one of the primary factors when players and travellers select their casinos.

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### *Procure and rent slot machines*

In view of the high occupancy rate of our slot machines as mentioned above (i.e. the occupancy rate of the slot machines in our three casinos were 75.4% and 69.3%, during the peak hours for the year ended 31 March 2023 and the six months ended 30 September 2023), we plan to procure and rent slot machines. The procurement and rental of slot machines is divided into two phases. During the first phase, our focus is to seize immediate market opportunities from the anticipated closure of casinos in Bratislava in late 2024 due to prohibitions of casinos and other forms of gaming in Bratislava since 2021 (as explained above). The first phase is expected to be completed within the first year after Listing. Moving on to the second phase, our objective is to accommodate the expansion plan of *Palasino Savannah Resort* and *Palasino Wullowitz* (as explained hereinafter).

The table below sets forth the details of the two phases of the procurement and rental of slot machines plan:

		First phase		Second phase			
Unit cost (HK\$'000)	Unit	Sub-total costs (HK\$'000)	Unit	Sub-total costs (HK\$'000)	Total unit	Total costs (HK\$'000)	
<b>Procurement of slot machines</b>							
- <i>Palasino Savannah Resort</i>	145	20	2,900	30	4,350	50	7,250
- <i>Palasino Wullowitz</i>	145	20	2,900	20	2,900	40	5,800
<b>Unit rental cost for three years (HK\$'000)</b>							
<b>Rental of slot machines</b>							
- <i>Palasino Savannah Resort</i>	151	20	3,020 <sup>(Note)</sup>	30	4,530 <sup>(Note)</sup>	50	7,550
- <i>Palasino Wullowitz</i>	151	-	-	30	4,530 <sup>(Note)</sup>	30	4,530
<b>Total</b>		<b>60</b>	<b>8,820</b>	<b>110</b>	<b>16,310</b>	<b>170</b>	<b>25,130</b>

*Note:* We will finance such expenditure by utilising the cash generated from our operations.

We estimate the total expenditure for the two phases of the procurement and rental of slot machines plan to be HK\$25.1 million. Among which, HK\$11.9 million will be financed by the proceeds from the Global Offering, representing 6.1% of the net proceeds and the remaining will be funded by the cash generated from our operations.

We intend to utilise more proceeds from the Global Offering on procurement of slot machines than rental of slot machines, which is mainly attributable to the following reasons: (i) according to two of our four slot machines suppliers, who are also our direct

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competitors in the market, it is their policy that they do not sell their slot machines. As at 30 September 2023, we owned 19.2% of slot machines. We therefore intend to procure slot machines from our other existing slot machine suppliers or from new slot machine suppliers in the market. This not only helps our Company to diversify our gaming business from the competitors by offering a wider choices of gaming products but also reduces the reliance on certain slot machine suppliers; (ii) we can reduce the potential uncertainties in association with renting slot machines, such as rental increment, risk of termination of business relationship if we cannot maintain our relationship with our suppliers etc; and (iii) in the long run, purchasing slot machines are more cost-effective than renting slot machines. The total unit rental cost for three years is higher than the unit cost for purchasing a slot machine.

### *Overhaul the gaming area facilities, back-of-house areas, guest rooms and other hospitality offering at Palasino Savannah Resort and Palasino Wulowitz*

The expansion and upgrading works, which will be implemented by stages to minimise operational disruptions, are expected to encompass the followings:

#### *Palasino Savannah Resort*

- (i) *Gaming area extension*: gaming area extension to provide an additional area of 750 sq.m. (existing gaming area: 1,913 sq.m.) for slot machines, enlarged poker lounge, a stage for hosting daily and weekly promotions and events and a new bar;
- (ii) *Revamped back-of-house functions*: additional area for cage count, storage facilities, changing facilities for employees and office purposes;
- (iii) *Food and beverage facilities refurbishment*: expansion of our kitchen and preparation and storage area, additional coffee/day bar, expansion of our *a la carte* restaurant, addition of an “open” kitchen to provide a range of international food; and
- (iv) *Others*: additional customers restrooms in the casinos.

We estimate the total expenditure for the expansion and upgrading works for *Palasino Savannah Resort* to be HK\$69.4 million. Among which, HK\$60.1 million will be financed by the proceeds from the Global Offering, representing 31.0% of the net proceeds and the remaining will be funded by the cash generated from our operations. The works for *Palasino Savannah Resort* is estimated to commence in 2026, subject to obtaining the necessary construction permit.

#### *Palasino Wulowitz*

- (i) *Gaming area extension*: gaming area extension to provide an additional area of 600 sq.m. (existing gaming area: 1,650 sq.m.) for slot machines, gaming tables and a stage for hosting daily and weekly promotions and events;

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- (ii) *Landscaping upgrade*: a major facelift of the casino, including overhaul of the casino's façade, in order to create an eye-catching and visually appealing exterior that grabs the attention of passersby and makes a strong first impression, and installation of a panoramic lift;
- (iii) *Reception area extension*: expansion of the reception and player processing area to improve crowd management, ensure smooth flow of players and enhance the overall efficiency of the check-in and registration process;
- (iv) *Guest rooms expansion*: additional 20 guest rooms specifically designed for players;
- (v) *Food and beverage facilities refurbishment*: expansion of our kitchen, preparation and storage area, buffet serving area and dining area;
- (vi) *Revamped back-of-house functions*: additional area for cage count, storage facilities and office purposes; and
- (vii) *Others*: additional customers restrooms in the casinos.

We estimate the total expenditure for the expansion and upgrading works for *Palasino Wulowitz* to be HK\$50.5 million. Among which, HK\$44.5 million will be financed by the proceeds from the Global Offering, representing 22.9% of the net proceeds and the remaining will be funded by the cash generated from our operations. The works for *Palasino Wulowitz* is estimated to commence in 2026, subject to obtaining the necessary construction permit.

To facilitate the expansion and/or upgrading of each casino, we plan to construct an additional building on the same plot of self-owned land, on which our existing casino is located.

### **Continue to expand our gaming business in the Czech Republic, central Europe or other markets through acquisition of business or asset and/or bidding for new gaming licence**

We will actively seek expansion opportunities in the Czech Republic, central Europe or other markets by way of acquisition of business or asset. Acquisition of asset provides us with immediate access to the erected properties and/or available gaming facilities. In addition to that, acquisition of business provides us with its casino licence and the existing customer base of the acquired casino and allows us to capture a greater market share by acquiring competitors or businesses with complementary strengths and resources, thereby creating synergy. We will also consider bidding for new gaming licence to establish new gaming operation in order to expand our geographical footprint. With the aim to expanding our presence in the Czech Republic, central Europe and other markets, after acquiring business and/or asset, and/or bidding for new gaming licence, we will further take steps to develop these targets into fully operational casino(s), including procuring slot machines and refurbishment for the new establishment(s).



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Accordingly, we intend to (i) acquire business or asset in the Czech Republic, central Europe or other markets and/or (ii) bid for new gaming licence to establish new gaming operation. We plan to use HK\$58.2 million, representing 30.0% of the net proceeds for expansion and relevant expenses and costs associated to set up casino(s) for full operation in this connection.

### *Criteria for Acquisitions of Business or Asset*

Our Board will evaluate and identify potential business targets based on the following selection criteria, including but not limited to: (i) a mid-sized casino situated at the border, which its game offerings are similar to our casinos, with location in the Czech Republic, central Europe or other markets with high growth potential; (ii) its business operations are in compliance with all relevant laws and regulations in all material respects and, possession of required permits and licences under the relevant laws and regulations; (iii) not less than 100 slot machines and 10 gaming tables; (iv) have the potential of achieving EBITDA of €2 million to €3 million; (v) renowned brand and good reputation without major negative news or reports on unsatisfactory casino services, negative credit records, or pending legal proceedings and disputes; and (vi) its existing customer base, the track record and operating history. Based on the abovementioned key criteria, CIC is of the view that there are about 16 business targets situated in the Czech Republic within 30 km from the border of the Czech Republic that may potentially meet our requirements. We cannot preclude the possibility that there are other available potential business targets in the market at the time of the implementation of our acquisition plan.

In relation to asset, our plan entails acquiring property suitable for casino operations, in particular, a property which is located in the Czech Republic, central Europe or other markets with significant growth potential and has the capacity to accommodate a minimum of 100 slot machines and 10 gaming tables.

### *Implementation of Acquisition/Expansion Plan*

The acquisition will be based on the results of research, due diligence and assessments undertaken in advance. Our management will perform due diligence on potential business/asset and present an internal evaluation proposal to our Board for consideration and approval. Our Board will assess whether the business activities of the potential targets can be integrated into our Group to create synergy and economies of scale to reduce operational costs thus increasing overall sales and profitability of our Group (applicable to acquisition of business). It is expected that our acquisitions will enhance our market share in the gaming industry as a result of our enlarged portfolio of casino operations.


In line with our business practice, we may also explore potential available business targets through (i) our cooperation with business acquaintances and (ii) participation in industry social events.

Acquisition of business/asset, however, involves significant risks and uncertainties. Accordingly, we may not be able to materialise our plan. For details of the risks and uncertainties, please refer to “Risk Factors — Risks Relating to Our Business and Operations — Acquisition of business/asset involve significant risks and uncertainties and we may not be able to identify suitable targets or successfully integrate acquired business into our existing operation” and “Risk Factors — Risks Relating to Our Business and Operations — There is no assurance that the implementation of our future plan will be successful” in this prospectus. If our future acquisition plan cannot materialise, we will (i) continue identifying suitable business/asset; and (ii) continue attracting more customers through improving our service quality and enhancing our brand recognition in order to expand our market share.

### OUR BRANDS

#### Palasino — at the heart of the game


In 2022, we underwent an exercise to rebrand from “*American Chance Casinos*” to “*Palasino*”. The name “*Palasino*” is a portmanteau, which is a combination of the words “*Palace*” and “*Casino*”. This wordplay not only evokes a sense of grandeur associated with palaces but also highlights our core business as a casino operator. Rebranding provides several benefits for the casino business of our Group: (a) “*Palasino*” serves as a reflection of our commitment to providing a gaming experience that is both elegant and exhilarating and is a testament to our dedication to offering our customers the best of both worlds, which is positively accepted by the players; (b) the rebranding helps to build up an image of a group consolidating all of the casinos, which has a cluster effect combined with effective marketing activities, and allows our Group to enhance its image and perception in the market and leads to increased foot traffic; and (c) in a competitive casino industry, rebranding can provide a competitive edge. By differentiating Palasino Group from its competitors through a unique brand identity, messaging or positioning, it can stand out in the market.

Our logo “  ” draws inspiration from traditional card game symbols. The logo prominently features a “spade” card suit symbol and an additional “heart” card suit symbol at its centre. The “heart” symbol represents the passion and emotion that are an integral part of the gaming experience. In addition to the “heart” symbol, the negative space created by the infusion of the heart also forms the letter “P”, which is a subtle design element that represents our brand name “*Palasino*” and highlights our attention to details.

Our commitment to delivering an unique gaming experience is also reflected in our tagline, “*at the heart of the game,*” — casino games are played with heart and emotions such as adrenaline and excitement, which are experienced through the players’ journey through losing and winning.

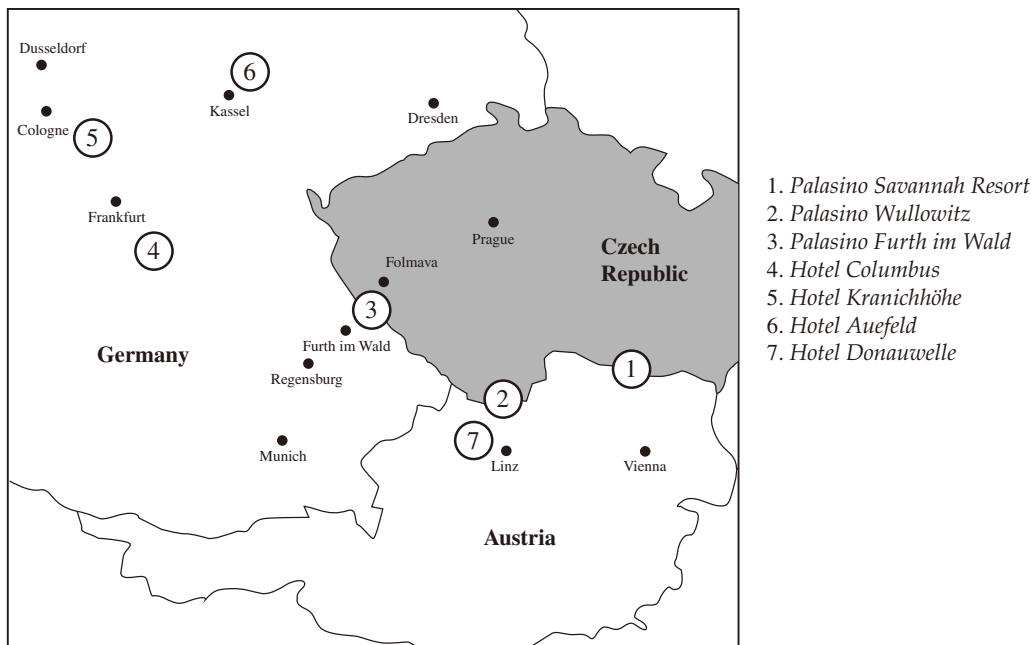
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## Trans World Hotels

In addition to *Hotel Savannah* in *Palasino Savannah Resort* under the “*Palasino*” brand, we own and operate four other hotels in Germany and Austria, under the “*Trans World Hotels*” brand with the logo “”. The brand comes from the parent company name of Trans World Hotels & Entertainment, which in turn was derived from the previous owner, Trans World Corporation.

## OUR LOCATIONS

The following diagram illustrates the location of our casinos and hotels in central Europe.



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### OUR GAMING OPERATIONS

#### Our Casinos

The following table sets forth an overview of our land-based casino portfolio as at 30 September 2023:

	<i>Palasino Excalibur</i> <i>City, which forms part of</i> <i>Palasino Savannah Resort</i> <i>(formerly named as</i> <i>American Chance Casinos</i> <i>Route 59)</i>	<i>Palasino Wulowitz</i> <i>(formerly named as</i> <i>American Chance Casinos</i> <i>Route 55)</i>	<i>Palasino Furth im Wald</i> <i>(formerly named as</i> <i>American Chance Casinos</i> <i>Ceska Kubice)</i>
Location	Chvalovice-Hatě, the Czech Republic	Dolní Dvořiště, the Czech Republic	Česká Kubice, the Czech Republic
Year of commencement of operations	1999	2004	1995
Gaming area (sq.m.)	1,913	1,650	1,450
Opening hours	24/7	24/7	Seven days a week 2 p.m. to 4 a.m. (Sunday to Thursday) 2 p.m. to 6 a.m. (Friday and Saturday)
Slot machines	289	169	110
Gaming tables (including poker tables)	32	19	11
Food and beverage facilities	2 bars	1 restaurant and 3 bars	1 restaurant and 2 bars
Major amenities	260 parking spaces 2 open-space terraces	142 parking spaces 1 outdoor balcony	119 parking spaces 1 outdoor terrace
Guest rooms	–	3	5

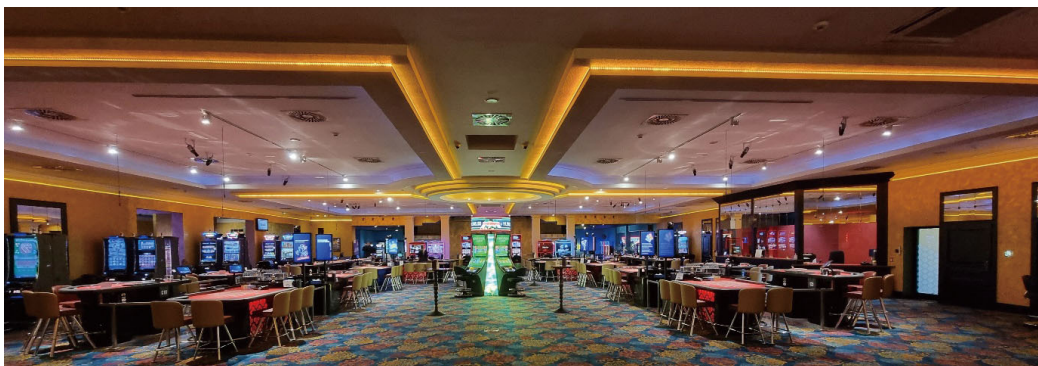
(1) *Palasino Savannah Resort*



*Palasino Savannah Resort* is our landmark integrated land-based casino and resort complex comprising *Palasino Excalibur City* and *Hotel Savannah*. The resort is located in Chvalovice-Hatě of the Znojmo District of the Czech Republic, which is close to the border of the Czech Republic and Austria. The distance between the resort and the city centre of the capital of Austria, Vienna, is about a one-hour drive. *Palasino Savannah Resort* is accessible to customers from Vienna as it is connected by an international highway, as well as a shopping outlet mall and entertainment complex nearby.

(i) *Palasino Excalibur City*

Main gaming floor



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*Palasino Excalibur City* offers 24-hour gaming and a range of gaming options including slot machines, table games and poker. Our slot machines comprise high-top and slant-top machines together with comfortable slot chairs to enhance the playing experiences of our customers and they accept cash payment as well as cashless payment of credits stored on the PAC.

Our gaming tables offer Roulette, Blackjack, Palasino Texas Poker and other card games and they are arranged to offer a variety of gaming options, allowing us to efficiently manage available staff during busy and slow periods.

Our poker tables, offering poker games featuring Texas Hold'em and Omaha Poker, and a broad selection of poker tournaments such as Texas Hold'em No Limit and Pot Limit Omaha, are located in the two poker areas situated at the rear part of the gaming floor.

### Bars

*Palasino Excalibur City* has two bars that offer a wide range of drinks including cocktails, spirits and a selection of local Czech wines and international wines. There are also two automated drinks machines and a coffee machine available 24/7 for our players.

### Amenities

In addition to the gaming and hospitality offerings, we also have two open-space terraces accessible from the main casino area. The upper floor terrace provides views over the neighbouring areas. The ground floor terrace is conveniently located next to the gaming floor and casino cash desk, allowing guests to quickly return to the table games.

We offer a total of 260 parking spaces.

### Accommodation

Interconnecting with *Hotel Savannah*, *Palasino Excalibur City* utilises the facilities of the sister hotel to offer discounted rooms for valued guests.

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(ii) *Hotel Savannah*

Hotel rooms

Being part of our *Palasino Savannah Resort*, *Hotel Savannah* is certified as a four-star hotel by Hotelstars Union, an internationally recognised organisation dedicated to hotel classification with a total of 79 rooms (including seven suites) in a range of sizes and configurations. Each hotel room is furnished with modernised amenities including air conditioning, bathrooms with bath and overhead shower or stand-alone showers and separate bath, television and complimentary WiFi internet connection.

The following table sets forth details of different types of hotel room:

Type of hotel room	Brief description of each type of room	Size (sq.m.)	Number of hotel rooms
<b>Rooms</b>			
– Comfort room	Standard room features a bathroom with a bathtub, overhead shower, toilet, and hairdryer.  Amenities include air conditioning, minibar, Smart TV, Wi-Fi connection, and a safe.	23.5	39
– Comfort room with a terrace	Standard room has a spacious shared terrace with a view of the vineyard, features a bathroom with a bathtub, overhead shower, toilet and hairdryer.  Amenities include air conditioning, minibar, Smart TV, Wi-Fi connection, and a safe.	23.5	6
– Executive room	Executive room features modern interiors and amenities, including twin beds or a double bed, air conditioning, a minibar, a bathtub and separate shower, Wi-Fi, a Smart TV and a safe.	26.5	26

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Type of hotel room	Brief description of each type of room	Size (sq.m.)	Number of hotel rooms
– Apartment	Apartment room is well-equipped with modern amenities, including air conditioning, a minibar, a living room with a second Smart TV, a bathroom with a bathtub and separate shower, Wi-Fi and a second toilet.	41	6

In addition to the above room types, we also offer an easy access room, designed specifically for guests with restricted mobility and a Savannah Suite, which features a king-size bed and a Jacuzzi-style bathtub.

### Restaurants and bar

*Hotel Savannah* has (i) two restaurants, an *a la carte* restaurant and a buffet restaurant and (ii) a lobby bar. Our *a la carte* restaurant seeks to provide a pleasant atmosphere with delicious seasonal Czech and international cuisine and can accommodate 30 guests. Our buffet restaurant serves international breakfast, buffet lunches and buffet dinners for hotel guests, casino customers as well as visitors and can accommodate 120 guests. Our lobby bar offers a wide range of drinks including cocktails, spirits and a selection of local Czech wines.

### Meeting, incentives, conferences & exhibitions

*Hotel Savannah* provides six meeting rooms with modern equipment for seminars and conferences. Each meeting room is equipped with WiFi internet connection, flipcharts, projection screens, projector and sound equipment. Our meeting rooms can be combined, for instance, combining two or three of the meeting rooms into one venue, to hold groups ranging from 18 to 70 people. Our meeting rooms are multifunctional and can be used to hold meetings as well as for celebrations, banquets and other festivities.

### Amenities

*Hotel Savannah* has a separate wellness and spa centre, which offers a diverse selection of wellness amenities for guests to relax and re-energise. Our centre includes a 22-metre swimming pool, a paddling pool for children, classic Finnish sauna, and steam room. In addition, guests can enjoy massage treatments at our centre. Our available therapies include full body massage, hot stone massage, leg massage and sea salt bath. These amenities are open to hotel guests, casino guests and visitors. Our guests can also experience wine tasting in our wine cellar.



(2) *Palasino Wulowitz*



*Palasino Wulowitz* is located in Dolní Dvořiště, the Czech Republic, which is close to the border of the Czech Republic and Austria. The casino is close to the border crossing at Dolní Dvořiště (in the Czech Republic)/Wulowitz (in Austria). The distance between the casino and city centre of Linz, the third-largest city in Austria, is about a 45 minutes' drive. *Palasino Wulowitz* is accessible by customers from Linz as it is connected by an international highway.

The casino comprises (i) main gaming floor; (ii) restaurant and bars; and (iii) guest accommodations.

*Main gaming floor*



The casino features a contemporary and modern style and is housed in a two-storey building purpose-built casino. It is generally divided into three gaming zones, namely the table game area, which is located at the centre of the ground floor, the poker lounge, which is located on ground floor at the right side of the entrance, and the slot machine area, which is located on the ground floor at the left side of the entrance and the mezzanine floor.

Our slot machines comprise high-top and slant-top machines together with slot chairs to enhance the playing experiences of our gaming patrons and they accept cash payment as well as cashless payment of credits stored on the PAC.

*Palasino Wulowitz* offers a range of gaming options, including gaming tables featuring Roulette, Blackjack and Palasino Texas Poker, poker tables offering Texas Hold'em and Omaha Poker, as well as poker tournaments for players of all levels and occasional poker games.

*Restaurant and bars*

*Palasino Wulowitz* has (i) one restaurant and (ii) three bars. Our restaurant offers *a la carte* service as well as buffet and can accommodate around 90 guests. Our three bars, offer both alcohol and non-alcohol drinks, a wide range of cocktails as well as tea and coffee for our guests at a fixed fee. There are also an automated soft drinks machine and coffee machine for players to use at any time for refreshment.

*Accommodation*

There are three guest rooms in *Palasino Wulowitz*. These rooms are also available for booking for our players, with the room price in the range of €49 to €79 per night.

*Amenities*

*Palasino Wulowitz* offers a total of 142 parking spaces as well as a large outdoor balcony.

(3) *Palasino Furth im Wald*



*Palasino Furth im Wald* is located in Česká Kubice, the Czech Republic, which is close to the border of the Czech Republic and Germany. The casino is close to the border crossing at Folmava (in the Czech Republic)/Furth im Wald (in Germany). The distance between the casino and city centre of Regensburg in southern Bavaria, Germany, is slightly more than one hour's drive. *Palasino Furth im Wald* is accessible by customers from Regensburg and the neighbouring regions including Cham, Straubing and Deggendorf, and connected by an international highway.

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The casino comprises (i) the main gaming floor, where the majority of gaming facilities are located and (ii) the annex, where additional gaming facilities, the restaurant and guest rooms are located.

### *Main gaming floor*



The main gaming floor features a contemporary and modern style and can be accessed via a two-flight staircase or by lift after guests register at the casino reception located on the ground floor from street access. This area consists of gaming tables and a majority of slot machines. The secondary gaming floor, which offers additional slot machines, can be accessed through the main restaurant.

Our slot machines comprises high-top and slant-top machines together with slot chairs to enhance the playing experiences of our gaming patrons and they accept cash payment as well as cashless payment of credits stored on the PAC.

*Palasino Furth im Wald* offers a variety of gaming options including Roulette, Blackjack and Palasino Texas poker.

### *Restaurant and bars*

*Palasino Furth im Wald* has (i) one restaurant and (ii) two bars. Our restaurant offers a limited *a la carte* service as well as buffet and can accommodate 84 guests. Our two bars offer a wide range of alcohol and non-alcohol drinks, including cocktails, tea and coffee for our guests.

### *Accommodation*

There are five guest rooms in *Palasino Furth im Wald*. These rooms are also available for booking for our gaming patrons, with the room price of €59 per night.

### *Amenities*

*Palasino Furth im Wald* offers a total of 119 parking spaces as well as an outdoor terrace with views of the forest at the rear of the casino building.

## **Our Gaming Options**

We offer a variety of gaming options across our three casinos. The gaming options are generally divided into two main categories: slot machines and table games.

### **(1) Slot Machines**

Slot machines are electronic games that feature screens displaying various symbols that rotate when a game is started. Each machine specifies its rules and betting options, and players win when specific combinations result. Players may deposit cash directly into the slot machine or use credits logged onto their PACs.

After a spin, players can choose to continue to play on or cash out. If they cash out, the machine will pay out their winnings to their PACs; no cash is paid from the machine. To play a slot machine, players must log into their account by inserting their PACs into the card reader and remove their cards when logging off. Players must take a full 15-minute break after playing for a maximum of 120 minutes as required by the relevant laws and regulations in the Czech Republic. Our CMS will monitor each players' time of play and the session will be forced to end when the 120-minute time period is reached. During the enforced break time, players may not log onto any other machines. Upon the expiration of 15-minute time, players can then continue to play.

The jackpot is divided into three levels: Gold, Silver and Mystery. For every bet made by a player, a percentage is collected and deposited in the accumulated jackpot "pool". The system is able to set certain parameters to define the maximum and minimum payout amount for each jackpot level, as well as a reset value.

As advised by our Czech Legal Advisers, every slot machine stationed in the casinos in the Czech Republic is required to be certified and licenced by authorised bodies nominated by the Ministry of Finance in the Czech Republic, as required under the relevant Czech laws and regulations. It is the responsibility of the slot machines suppliers to obtain the certification and licence. During the Track Record Period and up to the Latest Practicable Date, all of our slot machines were certified and licenced, and none of our slot machines failed to obtain such certification and licence. Our Group currently sources slot machines from four different suppliers in its casinos. All of these suppliers offer machines with multi-game themes, offering up to over 50 games per machine, allowing players to switch between games without having to switch machines. During the Track Record Period and up to the Latest Practicable Date, no purchase order had been turned down by

our slot machine suppliers. There are other readily available suppliers from which our Group could purchase slot machines at similar quality (including the quality of the devices and the software of the games) and terms (such as price, warranty period, maintenance services and technical support) offered by the current slot machine suppliers, given that, other than the four of our current suppliers, there are other four major slot machine suppliers, who have passed both (i) the testing by approved gaming equipment test laboratories and (ii) the certification process of the Ministry of Finance, in order for their machines to be sold and operated in licenced casinos in the Czech Republic, according to CIC.

In addition, machine variety is very important to our business as having an optimal mix of machines with different volatility, jackpots, and playing modes is critical for maintaining and increasing customer traffic at our casinos. This variety of offerings not only increases our competitiveness in the market but also enhances customer loyalty by providing an engaging and exciting gaming experience that encourages them to return to our casinos for different games.

We do not manufacture any of our slot machines. Instead, we regularly purchase or lease slot machines. As at 30 September 2023, our Group owned 19.2% of the total number of slot machines while the remainder are leased. For details of our machine suppliers, please refer to the subsection headed “Our Suppliers — Gaming and hotel suppliers” in this section. For our owned slot machines, in general, we have a warranty period of three months to one year, starting from the date of delivery of the machines or first used in operation and it typically covers free-of-charge replacement or repair of defects of the following components of the slot machines, including monitor, hardware and software. For our leased slot machines, our suppliers shall carry out the replacement and modification of defective software free of charge during the lease period.

In line with our Group’s strategy of enhancing customer experience, we regularly review our machine composition and make appropriate adjustments by replacing less popular and/or older machines and/or games with popular and/or latest machines and/or games.

**(2) Table Games**

We offer classic casino table games operated by a dealer which are played against the house. Some tables are equipped with modern gaming equipment such as roulette wheels and automatic shuffle machines.

Set out below are examples of the major table games at our casinos:

- *Roulette*                      Roulette is a game where players bet on where a ball will land on a wheel with 37 or 38 numbers. They can bet on single numbers, groups of numbers, odd/even, low/high, or red/black numbers. The dealer spins the ball, and the player wins if the ball lands on a number they bet on.

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- *Blackjack* In Blackjack, players aim to get a hand of cards closer to 21 than the dealer without going over. Each player plays against the dealer, who deals two cards to each player and one to themselves. Players can choose to “stay” or ask for more cards to get closer to 21. After all players finish their hands, the dealer completes their hand and pays out any winning players.
- *Double Up  
Blackjack™* Double Up Blackjack is a variant of Blackjack where players have an additional option to “Double Up” on any two-card hand (except for a natural Blackjack). To do this, the player places an additional wager equal to their original bet and stands on the two-card hand. The Double Up wager pays even money if the player beats the dealer’s hand and loses if the dealer wins or ties.
- *Palasino Texas  
Hold’em* It is the simplified Texas Hold’em Poker, where players play against the casino instead of each other. Players place an initial wager and an additional bonus game called “Trips”. The dealer deals two cards, and players can make a first bet or call “Check”. Then, the dealer deals three community cards, and players can make a bet depending on the “flop”. The dealer deals two more cards, and a final round of betting is made. The dealer declares their highest-ranking hand, and players receive a payout or lose their bets based on the dealer’s card combination.

In addition to the table games mentioned above, where players play against the house, we also offer poker, including poker games and poker tournaments, where players play against each other.

(i) *Poker games*

Poker games are played at a standard poker table and can have different variations of the games. We mainly offer Texas Hold’em Poker and Omaha Poker.

Our Group introduced poker lounges at *Palasino Excalibur City* and *Palasino Wulowitz* in 2020, which were more properly operated after the restrictions imposed because of the COVID-19 pandemic were lifted. Since then, our Group has significantly expanded its poker offerings, holding 17 poker tables as at 30 September 2023.

(ii) *Poker Tournaments*



Since 2022, we have been regularly hosting poker tournaments with cash prize pools, which we believe are a popular attraction for our poker players. *Palasino Excalibur City* and *Palasino Wulowitz* host regular poker tournaments every week, mainly on Fridays and Saturdays, with an additional tournament on Thursdays at *Palasino Excalibur City*.

Although the poker tournaments are not a major revenue generator for the business, there are several advantages to the business of our Group by hosting poker tournaments: (a) it helps to create excitement and draw in a larger player base. The introduction of poker tournaments led to a notable rise in poker players' attendance at the casinos of our Group. During the year ended 31 March 2023, over 5,000 and 1,600 poker players attended poker tournaments at *Palasino Excalibur City* and *Palasino Wulowitz* respectively, while for the six months ended 30 September 2023, over 3,500 and 1,200 poker players attended poker tournaments at *Palasino Excalibur City* and *Palasino Wulowitz* respectively. It is believed that the increase in foot traffic from poker tournaments can benefit our Group's other gaming facilities, such as slot machines and/or other table games, and help increase revenue; (b) hosting a poker tournament provides an opportunity to enhance the brand visibility and reputation of Palasino Group. Promoting poker tournaments helps increase awareness among the visiting players. This exposure may translate into future visits and patronage beyond the tournament period; and (c) the introduction of poker games also captures the opportunity to attract poker players from nearby areas where poker games became restricted.



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## SELECTED OPERATING STATISTICS OF OUR CASINOS

### Gaming revenue

The following table sets forth the breakdown of some of the selected operating statistics of our casinos for the Track Record Period:

	Year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)
Slot machine drop	1,557,535	4,581,853	6,271,933	2,967,538	3,171,291
Table games drop	<u>133,846</u>	<u>330,277</u>	<u>448,503</u>	<u>212,308</u>	<u>197,709</u>
<b>Total</b>	<b><u>1,691,381</u></b>	<b><u>4,912,130</u></b>	<b><u>6,720,436</u></b>	<b><u>3,179,846</u></b>	<b><u>3,369,000</u></b>
<b>Gross gaming revenue</b>					
Slot machine gross win	82,434	216,424	304,160	138,175	165,317
Table games gross win	<u>26,904</u>	<u>69,760</u>	<u>95,508</u>	<u>45,498</u>	<u>43,896</u>
<b>Total</b>	<b><u>109,338</u></b>	<b><u>286,184</u></b>	<b><u>399,668</u></b>	<b><u>183,673</u></b>	<b><u>209,213</u></b>
	(HK\$)	(HK\$)	(HK\$)	(HK\$)	(HK\$)
<b>Average slot win per machine per day<sup>(Note 1)</sup></b>	1,152	1,596	1,657	1,619	1,611
<b>Average daily gross win per table<sup>(Note 1)</sup></b>	2,890	3,515	4,220	3,846	3,987
<b>Slot machine hold percentage<sup>(Note 2)</sup></b>	5.3%	4.7%	4.8%	4.7%	5.2%
<b>Table hold percentage<sup>(Note 2)</sup></b>	<u>20.1%</u>	<u>21.1%</u>	<u>21.3%</u>	<u>21.4%</u>	<u>22.2%</u>

*Notes:*

- Average slot win per machine per day = Slot machine gross win / ((opening number of machines + closing number of machines)/2) / number of open days

Average daily gross win per table = Table games gross win / ((opening number of tables + closing number of tables)/2) / number of open days

Due to COVID-19 pandemic, our casinos in the Czech Republic experienced intermittent periods of closure of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Accordingly, we have adjusted our calculations for average slot win per machine per day and average daily gross win per table by excluding the closing days and only took into account the open days of our casinos for the years ended 31 March 2021 and 2022.

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2. A – slot machine drop  
B – table game drop  
C – slot machine gross win  
D – table game gross win  
Slot machine hold percentage =  $(C / A) \times 100\%$   
Table games hold percentage =  $(D / B) \times 100\%$

As a result of the impact of COVID-19 pandemic, our casinos in the Czech Republic were ordered by the government to close for intermittent periods of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022.

Although the COVID-19 pandemic has presented challenging circumstances to the gaming industry since early 2020, our Group has been able to achieve a stable recovery resulting from the combined effect of our developments (such as introduction of poker games, rebranding of our Group and provision of more slot machines), together with the easing of lockdown protocols and the relaxation of the closure restrictions. Our gross gaming revenue increased significantly by HK\$176.9 million or 161.8% from HK\$109.3 million for the year ended 31 March 2021 to HK\$286.2 million for the year ended 31 March 2022. Our gross gaming revenue from gaming operations continued to recover during the year ended 31 March 2023, increasing by HK\$113.5 million or 39.7% from HK\$286.2 million for the year ended 31 March 2022 to HK\$399.7 million for the year ended 31 March 2023. Our gross gaming revenue from gaming operations increased by HK\$25.5 million or 13.9% from HK\$183.7 million for the six months ended 30 September 2022 to HK\$209.2 million for the six months ended 30 September 2023 due to the continued recovery of our gaming operation and the gaming industry. Our gross gaming revenue for the second half of the year ended 31 March 2023, which contributed 54.1% of the total gross gaming revenue for the year ended 31 March 2023, was slightly higher than that for the six months ended 30 September 2022, which contributed 45.9% of the same, primarily attributable to the tendency for people to participate in indoor activities during the winter time, such as visiting casinos, and the fact that the second half of the year is marked with numerous festivals and holidays, such as Christmas and New Year's Eve, which contribute to the increased activities in casinos, as advised by CIC.

All of our casinos are strategically located on the border, which contributes to a much higher drop per slot machine and a higher table drop per gaming table respectively, compared to the industry average, according to CIC. The higher drop of our Group is mainly attributable to, among others, (i) the higher financial capability, in terms of spending per head, of our Group's target customers from Austria and Germany, due to the strategic location of our casinos, combined with the long operating hours of our casinos, (ii) the provision of diversified gaming options attracts more players, and (iii) the provision of additional services, such as catering and accommodation, etc. attract more players. Despite that our Group's slot machine hold percentage is slightly lower than that of the industry average, since the slot machine drop per machine of our Group is much higher than that of the industry average, the average slot win per machine per day is therefore much higher than that of the industry average. Our Group has a higher table hold percentage mainly because all of our Group's casinos are located on the border, and the customers usually stay and play for a longer time than the customers in the city casinos. Because our Group's casinos have higher than industry average table game drop

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per gaming table as well as the table hold percentage, the average daily gross win per table is also much higher than that of industry average. For further details, please refer to the section headed “Industry Overview” in this prospectus.

### (1) *Slot machine operations*

Our slot machine gross win increased significantly by HK\$134.0 million or 162.6% from HK\$82.4 million for the year ended 31 March 2021 to HK\$216.4 million for the year ended 31 March 2022. Such increase was mainly due to the relaxation of closure restrictions during the year ended 31 March 2022 (i.e. our months of operations increased from five months for the year ended 31 March 2021 to ten months for the year ended 31 March 2022), which brought our gaming patrons back to our Group’s casinos. Our monthly average player visit increased from 18,000 for the year ended 31 March 2021 to 21,000 for the year ended 31 March 2022. In the same periods, our total number of slot machines increased from 442 to 446. Similarly, our slot machine drop increased significantly by HK\$3,024.4 million or 194.2% from HK\$1,557.5 million for the year ended 31 March 2021 to HK\$4,581.9 million for the year ended 31 March 2022.

Our slot machine gross win continued to increase by HK\$87.8 million or 40.6% from HK\$216.4 million for the year ended 31 March 2022 to HK\$304.2 million for the year ended 31 March 2023. Such increase was mainly due to the complete lifting of closure restrictions and gradual recovery of customer traffic during the year ended 31 March 2023. Our monthly average player visit increased from 21,000 for the year ended 31 March 2022 to 24,000 for the year ended 31 March 2023. In the same periods, our total number of slot machines increased from 446 to 560. Similarly, our slots machine drop increased by HK\$1,690 million or 36.9% from HK\$4,581.9 million for the year ended 31 March 2022 to HK\$6,271.9 million for the year ended 31 March 2023.

Our slot machine gross win increased slightly by HK\$27.1 million or 19.6% from HK\$138.2 million for the six months ended 30 September 2022 to HK\$165.3 million for the six months ended 30 September 2023. Such increase was mainly due to the continued recovery of our gaming operations as mentioned above, and the increased demand and spendings of our customers on our slot machines offerings. In the same periods, our total number of slot machines increased from 492 to 568. Similarly, our slots machine drop increased by HK\$203.8 million or 6.9% from HK\$2,967.5 million for the six months ended 30 September 2022 to HK\$3,171.3 million for the six months ended 30 September 2023.

Slot machine hold percentage remained stable at 5.3%, 4.7%, 4.8% 4.7% and 5.2% for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, respectively.

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### *Occupancy rate*

The following table sets forth the occupancy rate of our slot machines in our three casinos during the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September
	2021	2022	2023	2023
	(%)	(%)	(%)	(%)
<b>Occupancy rate</b> <sup>(Note 1)</sup>				
Overall	20.6	21.8	22.5	20.8
Peak hours <sup>(Note 2)</sup>	70.1	71.1	75.4	69.3

*Notes:*

1. Occupancy rate = (number of slot machines that are actively being used by players/total number of slot machines available) x 100%

A slot machine is regarded as actively being used by players when a player logs into the slot machine during a gaming session by inserting a PAC card.

2. Peak hours refer to 8 p.m. to 12 a.m. every Friday and Saturday.

According to CIC, the overall occupancy rate for the three financial years ended 31 March 2023 and the six months ended 30 September 2023 are within the industry norm and our occupancy rate during the peak hours for the year ended 31 March 2023 and the six months ended 30 September 2023 is considered as high. The overall occupancy rate and the occupancy rate during peak hours were slightly lower for the six months ended 30 September 2023 mainly due to the increase of 76 slot machines since the fourth quarter of the financial year ended 31 March 2023.

### **(2) Table game operations**

Our table games gross win increased significantly by HK\$42.9 million or 159.5% from HK\$26.9 million for the year ended 31 March 2021 to HK\$69.8 million for the year ended 31 March 2022. Such an increase was due to the same reason as explained in slot machine operations. The number of gaming tables (including poker tables) remained the same (i.e. 65) for the two years ended 31 March 2021 and 2022. Similarly, our table games drop increased significantly by HK\$196.5 million or 146.9% from HK\$133.8 million for the year ended 31 March 2021 to HK\$330.3 million for the year ended 31 March 2022.

Our table games gross win continued to increase by HK\$25.7 million or 36.8% from HK\$69.8 million for the year ended 31 March 2022 to HK\$95.5 million for the year ended 31 March 2023. Such an increase was due to the same reason as explained in slot machine operations despite a decrease in the number of gaming tables (including poker tables) from 65 as at 31 March 2022 to 59 as at 31 March 2023. Similarly, our table games drop increased by HK\$118.2 million or 35.8% from HK\$330.3 million for the year ended 31 March 2022 to HK\$448.5 million for the year ended 31 March 2023.

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Our table games gross win decreased slightly by HK\$1.6 million or 3.5% from HK\$45.5 million for the six months ended 30 September 2022 to HK\$43.9 million for the six months ended 30 September 2023. Such a decrease was primarily due to a shift in preference for gaming products towards slot machines and a decrease in the number of gaming tables (including poker tables) from 65 as at 30 September 2022 to 62 as at 30 September 2023. Similarly, our table games drop decreased slightly by HK\$14.6 million or 6.9% from HK\$212.3 million for the six months ended 30 September 2022 to HK\$197.7 million for the six months ended 30 September 2023.

Our table hold percentage remained stable at 20.1%, 21.1%, 21.3%, 21.4% and 22.2% for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, respectively.

### Slot machines and gaming tables

The following table sets forth the number of slot machines and gaming tables as at the end of each financial year/period indicated.

	As at 31 March		As at 30 September		
	2021	2022	2023	2022	2023
Slot machines	442	446	560	492	568
Gaming tables (including poker tables)	65	65	59	65	62

To further capture the market demand and strengthen the market positioning, our Group has been adding more slot machines to the casinos. By adding more slot machines, our Group not only offers more diversified gaming products to players which generate more revenue, but also captures the increase in demand from the recovery of the entertainment and hospitality markets in Central Europe and, as concurred by CIC, the shifting of demand from neighbouring market and cities in a timely manner.

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### OUR HOTEL AND CATERING OPERATIONS

The following table sets forth an overview of our hotel portfolio as at 30 September 2023:

	<i>Hotel Savannah</i> <sup>(Note 1)</sup>	<i>Hotel Columbus</i>	<i>Hotel Auefeld</i>	<i>Hotel Kranichhöhe</i>	<i>Hotel Donauwelle</i>
Location	Chvalovice-Hatě the Czech Republic	Seligenstadt, Germany	Hann. Münden, Germany	Much, Germany	Linz, Austria
Year of commencement of operations in our Group	2008	2014	2015	2016	2017
Rating	Four-stars certified by Hotelstars Union, an internationally recognised organisation dedicated to hotel classification				
Target customer type	Leisure travellers and group	Business and corporate clients	Business and corporate clients Leisure travellers and group	Business and corporate clients Leisure travellers and group	Business and corporate clients Leisure travellers and group
Gross floor area (sq.m.)	11,775 <sup>(Note 2)</sup>	6,845	11,379	12,009	10,782
Number of rooms	79	117	93	107	176
Food and beverage facilities	2 restaurants 1 bar	1 restaurant 1 bar	1 restaurant 1 bar	1 restaurant 1 brasserie	1 restaurant 1 bar
Meeting and conference rooms	6 meeting and conference rooms	7 meeting and conference rooms	11 meeting and conference rooms and 1 multifunctional hall	18 meeting and conference rooms	6 meeting and conference rooms
Major amenities	1 wellness and spa centre 1 wine cellar	1 fitness centre 1 sauna room	1 fitness studio 4 tennis courts 1 table for table tennis 2 squash courts	1 indoor pool 3 tennis courts 1 fitness centre 2 sauna rooms 1 steam bath room	1 fitness area 1 sauna room 1 outdoor terrace

*Notes:*

- (1) For the detailed discussion of *Hotel Savannah*, please refer to the sub-paragraph headed “Our Casinos” under the paragraph headed “Our Gaming Operations” in this section.
- (2) The gross floor area of *Palasino Savannah Resort* comprising *Hotel Savannah* and *Palasino Excalibur City*.

### **Operating model**

The following is a summary of the operating model in respect of our hotel operations:

- *Model summary:* We self-operate and manage our hotels
- *Revenue/profit model:* There is no revenue or profit sharing component. We collect revenue from accommodation and other self-operated services and facilities in our hotels such as restaurants, bars and other amenities
- *Costs:* We bear the entire operating costs associated with our hotels
- *Property capital expenditure:* All capital expenditure, including repair and maintenance, on our hotels are borne by us
- *Centralised procurement:* As we have three hotels located in Germany, our Group has implemented a centralised procurement system in Germany to cope with our large procurement needs

### **Pricing strategy**

Our overall pricing strategy is to offer competitive prices against our market peers, taking into consideration, among others, the location and quality of hotel, room type, peak season, day of week, guest segment and local or regional events.

### **Hotel customers**

Our hotel customers primarily include (i) hotel guests who reserve our accommodation through, among others, OTAs or our own websites; (ii) companies which organise business and corporate events; (iii) tour operators; and (iv) other retail customers who consume our food and beverage, use our conference and banquet facilities and/or enjoy other hospitality services at our hotels and/or resort.

**Hotel Columbus**



*Hotel Columbus*, located in Seligenstadt, Germany, is conveniently located about 20 minutes' drive from the Frankfurt International Airport and the main train station in Frankfurt am Main. *Hotel Columbus* mainly attracts business and corporate clients.

***Hotel rooms***

The following table sets forth details of different types of hotel room:

Type of hotel room	Brief description of each type of room	Size (sq.m.)	Number of hotel rooms
– Comfort rooms <ul style="list-style-type: none"> <li>• Single</li> <li>• Double</li> </ul>	The room is equipped with contemporary amenities, such as flatscreen television, air conditioning, radio, furniture including desk, chair and cosmetic mirror and communication facilities including WiFi internet connection.	19 26	66 13
– Superior rooms	The “superior” room is furnished with additional features such as box spring beds, capsule coffee machine and care products etc.	26	38



## BUSINESS

### *Restaurant*

*Hotel Columbus* is featured with (i) a restaurant, the Columbus restaurant and (ii) a bar. The restaurant aims to offer a cosy and fresh environment for its customers through serving cuisine prepared by ingredients sourced primarily within the regional and offering seasonal menu that refreshes regularly. The restaurant can accommodate 120 guests. The bar provides a wide selection of beverages and spirits including cocktails as well as snacks.

### *Meeting, incentives, conferences & exhibitions*

*Hotel Columbus* has seven meeting and conference rooms. The seating capacities of our meeting and conference rooms are in a range of five to 120 guests. All meeting rooms offer comfortable seating and conference tables. The hotel offers conference packages that customers could also enjoy the catering service, free WiFi internet access, access to sauna and gym at the same time of the booking of the meeting rooms.

### *Amenities*

*Hotel Columbus* offers wellness amenities including fitness centre and sauna room.

### **Hotel Auefeld**



*Hotel Auefeld*, located on the outskirts of Hann. Münden, Germany, is situated near the city of Kassel, a city in central Germany, and is easily accessible by car or train. It attracts both business and corporate clients as well as leisure travellers and groups.

## BUSINESS

### *Hotel rooms*

The following table sets forth details of different types of hotel room:

Type of hotel room	Brief description of each type of room	Size (sq.m.)	Number of hotel rooms
<ul style="list-style-type: none"> <li>- Comfort rooms                             <ul style="list-style-type: none"> <li>• Single</li> <li>• Double</li> </ul> </li> </ul>	The room is equipped with contemporary amenities, such as flatscreen television, air conditioning, radio, furniture including desk, chair and communication facilities including WiFi internet connection.	<ul style="list-style-type: none"> <li>15</li> <li>22</li> </ul>	<ul style="list-style-type: none"> <li>13</li> <li>70</li> </ul>
<ul style="list-style-type: none"> <li>- Superior rooms</li> <li>- Suites</li> </ul>	The "superior" room and "suites" are furnished with additional features such as balcony, box spring beds, capsule coffee machine and care products etc.	<ul style="list-style-type: none"> <li>25</li> <li>45</li> </ul>	<ul style="list-style-type: none"> <li>8</li> <li>2</li> </ul>

### *Restaurant*

*Hotel Auefeld* consists of (i) a restaurant, the Restaurant Hex and (ii) a bar. The restaurant serves international dishes as well as regional and seasonal dishes through *a la carte* menu and buffet. The restaurant welcomes family celebrations or business events and can accommodate a maximum of 250 guests. The bar provides a wide selection of beverages and spirits including cocktails as well as snacks.

### *Meeting, incentives, conferences & exhibitions*

*Hotel Auefeld* has 11 meeting and conference rooms. Our largest meeting and conference room can accommodate up to 100 people. Our hotel also offers a multifunctional hall that can host a maximum of 800 people. Our rooms are equipped with projector and screen, pin board, flip chart, television, wireless microphone and headset etc. We also offer consulting and planning services for customers who organise events and activities at the hotel as well as conference packages that customers could also enjoy catering services, free WiFi internet access, access to sauna and fitness studio at the same time of the booking of the meeting rooms.

*Amenities*

*Hotel Auefeld* offers a range of sports activities including gym, billiards, tennis, table tennis and squash through its amenities.

**Hotel Kranichhöhe**



*Hotel Kranichhöhe*, located in Much, Germany, is in close proximity to both Cologne and Dusseldorf. It attracts both business and corporate clients as well as leisure travellers and groups.

*Hotel rooms*

The following table sets forth details of different types of hotel room:

Type of hotel room	Brief description of each type of room	Size (sq.m.)	Number of hotel rooms
– Comfort rooms	The room is equipped with double beds or two twin beds, contemporary amenities, such as flatscreen television, radio, furniture including desk, chair and communication facilities including WiFi internet connection.	18	81
– Superior rooms	The “superior” room is furnished with additional features such as welcome glass of sparkling wine, capsule coffee machine and care products etc.	18	26

## BUSINESS

### *Restaurant/brasserie*

*Hotel Kranichhöhe* is featured with (i) a restaurant, namely, restaurant Verde and (ii) a brasserie. Restaurant Verde serves regional, international and seasonal cuisines offered through its *a la carte* menu and buffet. The restaurant can accommodate a maximum of 200 guests with 130 indoor seats and 70 outdoor seats. The brasserie is a cosy meeting place that serves cocktails, aperitifs, beverage and snacks with seatings that can accommodate 30 to 80 guests.

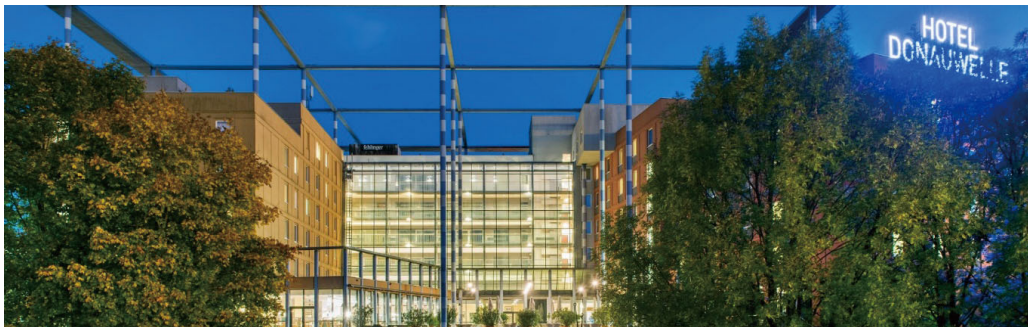
### *Meeting, incentives, conferences & exhibitions*

*Hotel Kranichhöhe* has 18 meeting and conference rooms. Our meeting and conference rooms can accommodate up to an aggregate of 240 people. Our rooms are equipped with WiFi internet access, beamer, moderation cases, pin boards and flip charts as well as conference packages that customers could also enjoy catering services.

### *Amenities*

*Hotel Kranichhöhe* includes amenities such as indoor pool, tennis courts, fitness centre, sauna rooms and steam bath room. We also offer a diverse option of massage services for the hotel guests to relax during their stay at the hotel.

### **Hotel Donauwelle**



*Hotel Donauwelle*, located on the banks of the Danube in Linz, Austria, provides guests with a view of the river and the hills of the Mühlviertels in Upper Austria. It is only a 25-minute walk from the centre of Linz. *Hotel Donauwelle* mainly attracts both business and corporate clients as well as leisure travellers and groups.

## BUSINESS

### *Hotel rooms*

The following table sets forth details of different types of hotel room:

Type of hotel room	Brief description of each type of room	Size (sq.m.)	Number of hotel rooms
– Comfort rooms	The room is equipped with two twin beds, contemporary amenities, such as flatscreen television, air conditioning, furniture including desk, chair and communication facilities including WiFi internet connection.	22	99
– Superior rooms	The “superior” room is furnished with additional features such as bathrobe, slippers, a second pillow and capsule coffee machine etc.	22	75
– Suites	The suite includes a private bathroom with one large double bed and is furnished with additional features such as dining table and a minibar etc.	44	2

### *Restaurant and bar*

*Hotel Donauwelle* has (i) a restaurant, namely restaurant Donauwelle and (ii) a bar. The restaurant serves international dishes, Austrian cuisine and seasonal food and is featured with a sun terrace where guests can enjoy a panorama view of Danube, the second-longest river in Europe. The restaurant can accommodate a maximum of 135 guests. The bar provides a wide selection of beverages and spirits including cocktails as well as snacks.

### *Meeting, incentives, conferences & exhibitions*

*Hotel Donauwelle* has six meeting and conference rooms. Our meeting and conference rooms can accommodate up to 160 people and are equipped with projectors and standard meeting equipments. We also offer conference packages that customers could also enjoy catering services and free WiFi internet access.

## BUSINESS

### *Amenities*

*Hotel Donauwelle* offers a range of wellness activities including fitness area, sauna and outdoor terrace. Our fitness area allows guests to use various fitness training equipment, including treadmills and ergometers.

### SELECTED OPERATING STATISTICS OF THE HOTELS

The table below shows the occupancy rate and average daily room rate of our hotels during the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
<b>Average Daily Room Rate</b>					
<b>(HK\$)<sup>(Note 1)</sup></b>					
<i>Hotel Columbus</i>	611	611	680	656	664
<i>Hotel Auefeld</i>	615	666	693	700	730
<i>Hotel Kranichhöhe</i>	661	676	685	665	717
<i>Hotel Donauwelle</i>	582	628	668	628	745
<i>Hotel Savannah</i>	496	525	568	597	659
<b>Average of all hotels</b>	<b>593</b>	<b>621</b>	<b>659</b>	<b>649</b>	<b>703</b>
<b>Average Occupancy Rate (%)<sup>(Note 2)</sup></b>					
<i>Hotel Columbus</i>	17.3	25.8	35.1	34.6	39.9
<i>Hotel Auefeld</i>	36.9	34.3	46.7	65.7	60.5
<i>Hotel Kranichhöhe</i>	44.2	36.3	61.9	61.5	61.7
<i>Hotel Donauwelle</i>	17.0	23.4	43.3	48.9	63.1
<i>Hotel Savannah</i>	58.6	53.6	57.9	64.2	65.1
<b>Average of all hotels</b>	<b>34.8</b>	<b>34.7</b>	<b>49.0</b>	<b>55.0</b>	<b>58.0</b>

*Notes:*

1. Average daily room rate = room revenue/the number of rooms in use
2. Average occupancy rate = (the number of rooms in use/the number of available rooms) x 100%

As a result of the impact of COVID-19 pandemic, our hotels in Germany and Austria were ordered by the government to close for intermittent periods of five months during the year ended 31 March 2021 and two months during the year ended 31 March 2022 and our hotel in the Czech Republic was ordered by the government to close for intermittent periods of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Accordingly, we have adjusted our calculations for average occupancy rate and RevPAR (as shown below) to take into account the open days in each of our hotels for the two years ended 31 March 2021 and 2022.

## BUSINESS

Although the COVID-19 pandemic has presented challenging circumstances to the hotel and catering industry since early 2020, we have been able to achieve a stable recovery resulting from the easing of lockdown protocols and the relaxation of closure restrictions. The average daily room rate of our hotels showed an overall growth trend throughout the Track Record Period, which was in line with the development of the hotel industry development in Central Europe, as concurred by CIC. Our average daily room rate indicates that our hotels focuses on the mid-market.

Our average occupancy rate was 34.8%, 34.7%, 49.0%, 55.0% and 58.0% for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, respectively, which is in line with the industry average, as concurred by CIC.

The table below shows the room revenue and RevPAR of our hotels during the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
<b>Room revenue</b>					
<b>(HK\$'000)<sup>(Note 1)</sup></b>					
<i>Hotel Columbus</i>	2,850	5,418	10,211	4,859	5,670
<i>Hotel Auefeld</i>	5,099	6,617	11,467	7,827	7,508
<i>Hotel Kranichhöhe</i>	4,688	9,035	16,560	8,000	8,651
<i>Hotel Donauwelle</i>	3,772	8,651	18,589	9,895	15,141
<i>Hotel Savannah</i>	3,304	6,945	9,487	5,540	6,199
<b>Average of all hotels</b>	<b>3,942</b>	<b>7,333</b>	<b>13,263</b>	<b>7,224</b>	<b>8,634</b>
<b>RevPAR (HK\$)<sup>(Note 2)</sup></b>					
<i>Hotel Columbus</i>	106	158	239	227	265
<i>Hotel Auefeld</i>	227	229	338	460	441
<i>Hotel Kranichhöhe</i>	192	273	424	409	442
<i>Hotel Donauwelle</i>	99	147	289	307	470
<i>Hotel Savannah</i>	290	282	329	383	429
<b>Average of all hotels</b>	<b>183</b>	<b>218</b>	<b>324</b>	<b>357</b>	<b>409</b>

Notes:

1. Rate of hotel rooms paid by our hotel guest
2. RevPAR = room revenue / the number of rooms available

Due to COVID-19 pandemic, our hotels in Germany and Austria experienced intermittent periods of closure for five months during the year ended 31 March 2021 and two months during the year ended 31 March 2022, and our hotel in the Czech Republic experienced intermittent periods of closure for seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Accordingly, we have adjusted our calculations for RevPAR by excluding the closing days and only took into account the open days in each of our hotels for the two years ended 31 March 2021 and 2022.

## BUSINESS

As (i) our average occupancy rate increased gradually, and (ii) our average daily room rates had been on an upward trend, our RevPAR across our hotels demonstrated an overall growth trend, showcasing our positive and growing operational performance.

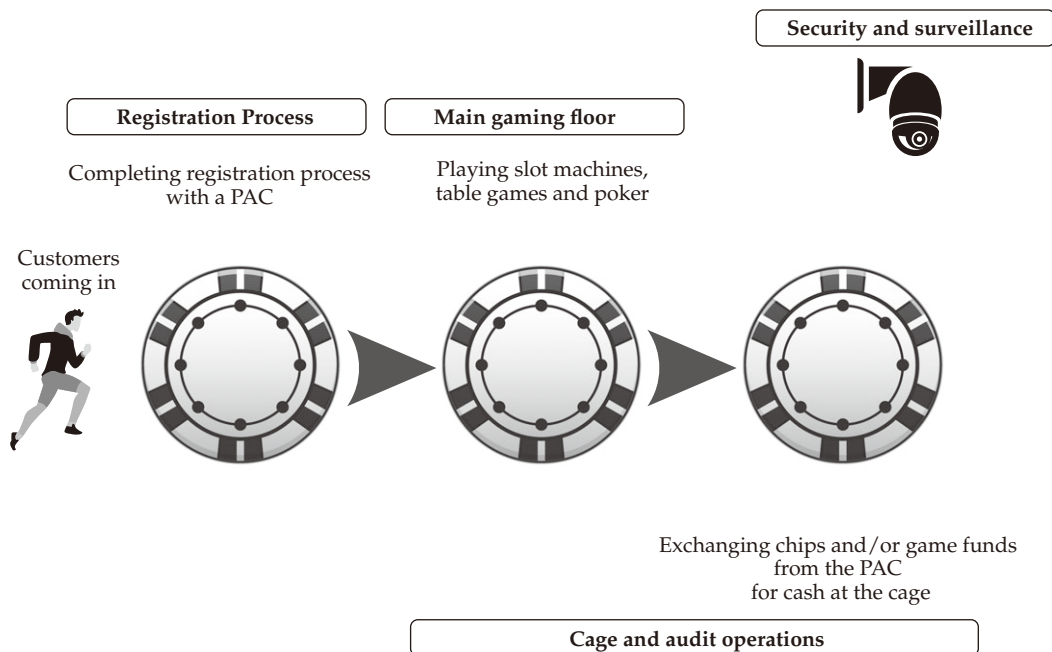
For our Group taken as a whole, we recorded an overall increase in average daily room rate, occupancy rate and RevPAR for the year ended 31 March 2023 as compared to the year ended 31 March 2022, and for the six months ended 30 September 2023 as compared to the six months ended 30 September 2022.

During the Track Record Period, Trans World Austria incurred net operating loss of HK\$3.1 million and HK\$2.3 million for the year ended 31 March 2021 and 2023, respectively. It was mainly due to the mandatory closure restrictions imposed during the COVID-19 pandemic for the year ended 31 March 2021 and the increase in operating expenses for the year ended 31 March 2023, resulting from (i) the increase in number of employees in order to support our operations in view of our post-pandemic business growth, and (ii) the high inflation rate in Austria in 2022. After the full resumption in business after the COVID-19 pandemic and with stringent cost management, Trans World Austria achieved net operating profit of HK\$3.4 million for the six months ended 30 September 2023.

### OUR OPERATION FLOW

#### Casino operations

The flowchart below sets out our casino business operations:





*(a) Registration process*

For every player visiting our casinos for the first time, they must produce a valid identification document such as passport or government issued ID card. All first-time players to the casino are also required to complete a registration form with their personal information in accordance with the relevant Czech laws and regulations. After completing the registration, our reception personnel will record their personal information in the CMS, an in-house system which mainly records information of our players and their gaming activities, as well as check against the database maintained by the Ministry of Finance in order to ensure they are not an excluded person (i.e. persons prohibited to gain access to gaming premises under the Czech Gambling Act). We will then issue a PAC to the first-time players with a unique individual casino account number and login password, which allows them to register at reception and participate in gaming activities during future visits. The PAC is non-transferable and each player may only have one PAC. The PAC is used to track all customer transactions within our casinos and must be inserted into the card reader for playing on our slot machines, purchasing chips on gaming tables and any exchange transaction at our cage.

Players who have already been given PACs are required to present their PACs to the reception desk in order to have them recorded on the CMS. Our reception team is responsible for ensuring that the entry of each player into the casino are properly recorded on the CMS.

At the registration process, each player is required to provide initial information about his source of funds for playing in the registration form, and declare that the funds have not been obtained from criminal activity and are not intended for nor related to the financing of terrorism, and that he is not a sanctioned person or a PEP (politically exposed person). The players have the obligation to inform us on any change of the source of funds. Players are automatically classified into four customer categories, namely (a) business, (b) private employment, (c) employment relationship with government or local authority, and (d) inheritance or other sources. Each customer category has its monthly deposit limit. Information such as source of funds, customer category and corresponding monthly deposit limit are all recorded in their player accounts in CMS. Any transactions exceeding the monthly deposit limit are notified in CMS where the pit boss is required to obtain additional information from the player, such as update on the source of funds. In view of the frequencies of visits and the playing amount of players in our casinos, we make continuous checks on the source of funds of players against the information provided by the players. In the event that the player's behaviour shows any sign of suspicious activities or any doubt about the truthfulness of the player's declaration made in the registration form, we ascertain the specific source of funds by making inquiries to the player and/or conducting our own checking from publicly available sources.

Should a non-player, such as a supplier or guest of management, visit the casino, they must sign the visitor's book and provide valid identification. They will be issued a pass card that identifies them as a visitor and not a player. These individuals are not allowed to participate in any of the games inside the casinos. Our employees are prohibited to participate in any of the games inside our casinos under the relevant Czech laws and regulations.

We adopt a responsible gaming program in our casinos to promote safe and/or responsible gaming behaviour among our patrons. For details of our responsible gaming program, please refer to the subsection headed "Environmental, Social and Governance — Responsible Gaming Program" in this section.

**(b) *Main gaming floor***

After entering our casinos, players can play on slot machines, gaming tables, and participate in poker games or poker tournaments if available.

**(i) *Slot Machines***

Our Group offers a variety of slot machines with multi-game themes in our casinos. Players must insert their PACs into the slot machine of choice and enter their personal password to commence the game, and the PAC must remain in the machine card-reader throughout the course of playing.

After inserting cash in EUR or the PAC into the machine, players will select the game from the multi-game theme and once selected, select the bet amounts and combinations they wish to place their stake on. Once they have selected these combinations, the player presses the start button which causes the reels to begin to spin. The reels must spin for a minimum of two seconds according to the Czech Gambling Act and during this time the game must not stop. At the end of each spin if the winning combinations are present on the reels, the PAC will be credited. After each spin, the player can choose to play on or cash out.

The slot machine game ends when the players exhaust their credits on the machine or credits in the PAC, or simply stops playing. When the player finishes playing on the slot machine, any remaining credits will be returned to the PAC which was inserted at the beginning of play. The player can use their remaining credits to play on another slot machine, cash them out at the cage, or keep the credits on the PAC for their next visit.

**(ii) *Table Games and Poker***

Our dealers are responsible for conducting and facilitating table games on the gaming floor. They handle cash and chip exchanges occurring at their tables and assist in chip float counts by using the tablet linked to the CMS.

“Pit Boss” is responsible for overseeing the overall gaming tables operation and table inspectors are responsible for supervising dealers in order to ensure the accurate exchange and recording of chip and cash transactions at the table, handling cards, dice, chips, money and other gaming equipment.

During the participation in table games and poker

To participate in table games and poker, players are required to present their PACs to the dealers for identification and before exchanging their cash for chips at the gaming table. Our games are all conducted in EUR so should a player not have Euros, they must first proceed to the cage to exchange their currency. If they wish to use some of their funds on their PACs, they must go to the cage and exchange these funds for chips. After finishing playing the table games and poker, players can exchange their chips for cash at the cage or add the credits to their PACs for future visits.

To ensure the highest integrity of our games, each of our dealers and table inspectors is trained to identify suspicious transactions, and potential cheating occurring at their gaming table, with the assistance of the CMS and surveillance system. They are required to report any such suspicions to their supervisors for immediate and appropriate action.

During table closing

Upon the closing of a gaming table, the dealer is responsible for counting the amount and value of all chips in that gaming table’s chip tray. The chips contained in a gaming table’s chip tray represent the initial daily capital for each gaming table. The amount and value of the chips are checked against the amounts recorded on the gaming tablet by the pit boss or positions above pit boss (the “**Manager**”). The chips will then be collected by the Manager and taken to the cashier at the cage, where they are further checked and verified by the cashier based on the closing recorded amount in the tablet. The drop boxes are collected by a table inspector, observed by the Manager, and taken to the cage for centralised handling under the supervision of surveillance system.

*(c) Cage and audit operations*

Our casino employees assigned to cage and audit operations have key responsibilities that are critical to the smooth functioning of our casinos. These responsibilities include maintaining the cash balance in the casino, handling cash exchange, carrying out daily reporting and creating accounting monthly closing.

Our players usually exchange cash for chips to be used in table games or cash out credits stored in their PACs at the cage, or vice versa. In compliance with the relevant laws and regulations, the maximum daily cash-out amount of each player shall not exceed €10,000. Alternatively, players can request a bank transfer for their credits to their personal account, which is carried out during the next business day. We will cross check the names of the bank accounts of the players against the name of PACs of the players before executing such transfers to ensure we are transferring the amount to the same player only.

Each cage in our casino holds a balance of cash to make sure we have the liquidity of making payments to players, and we deposit surplus cash into the bank once a week.

**(d) Security and surveillance**

Casino employees responsible for security are positioned in key areas of the casino, such as at the public entrances and exits, gaming areas, and cages of the casinos.

Casino employees work closely with the surveillance department to monitor and review suspicious gaming activities on table games. They also make reference to the gaming histories of the players through our CMS to determine if any suspicious cheating or illegal activity has occurred. The casinos are equipped with surveillance systems consisting of fixed and rotating cameras that enable the surveillance department to monitor and record all activities within the casinos, including each gaming table as well as other areas on our properties. This system is designed to assist surveillance officers in maintaining the highest levels of security in the casinos. We monitor large betting activities, significant losses, and other suspicious activities reported by casino employees and security staff.

Only authorised personnel are allowed to access the surveillance room. Person(s) other than the authorised personnel has to sign the surveillance secure area book before entering the surveillance room.

We are obliged to ensure that images from the surveillance system remain confidential and do not leak out to the public. All the gaming area cameras are relayed to the monitoring room on a 24-hour basis. Video footage shall be in two identical copies and stored for two years in accordance with the Czech Gambling Act. In the event that our casino employees need to review any recorded video footage for any betting dispute, they will make a request to the surveillance department for such a video footage, and the surveillance team will then replay the requested video footage to the employees in the surveillance room.

For further details of our internal control procedures, please refer to the section headed "Internal Controls and Anti-Money Laundering" in this prospectus.

**Hotel operations**

***Booking channels***

We sell and market accommodation mainly through (i) individual reservations; and (ii) bulk reservations.

- *Individual reservations:* Our guests generally reserve their accommodation through OTAs or our own websites or by emails. Pricing through these booking channels is generally dynamic and adjusted based on supply and demand over time for yield optimisation.

## BUSINESS

- *Bulk reservations:* We generally collaborate with (i) companies who hold corporate events from time to time and (ii) tour operators, which bundle our accommodation into holiday packages and on-sell them to end-guests. We usually offer them static pricing based on seasons to generate stable volume for our hotels.

### *Online travel agents*

OTAs mainly deliver individual bookings from international markets. Bookings through OTAs are growing and is an important channel, particularly in (i) international markets that are more difficult to reach, (ii) clientele which do not reserve their holiday components through the operators, for example, the younger generation, and (iii) markets where we do not rely on active marketing efforts.

OTAs typically charge us a booking commission ranging from 13% to 18% during the Track Record Period. When a booking is made through OTAs, payment is either (i) held on escrow by OTAs, which would then retain their commission and transfer the net amount to us usually at a monthly interval, or (ii) made directly by the end-guest before or upon check-out or at the time of booking, which would then require us to pay an aggregate commission to the OTAs also generally on a monthly basis. In either case the end-guests are accounted for in our financial statements. On this basis, we are the principal and OTAs act as the agents of us, and their end-guests are accounted for as our customers in our financial statements.

Each booking through OTAs is backed by a back-to-back order from the end-guests.

### *Corporate customers*

We generally enter into sales agreements with our corporate customers, pursuant to which we agree to provide a certain number of rooms and/or conference and meeting rooms to our corporate customers during some chosen days at a committed price. We offer a corporate rate to our corporate customers, which varies depending on each of our hotels and the particular customer.

### *Tour operators*

We generally enter into non-committed room rental agreements with tour operators. Non-committed room rental agreements are those under which a hotel will commit to providing the tour operator with a number of rooms at a fixed price during a certain period of time, but if the tour operator is unable to procure guests for those rooms, then it needs not pay the hotel, and the hotel is free to sell those rooms to other guests at whatever price it chooses. The general duration of our agreements with our travel operators is one year.

## BUSINESS

### OUR CUSTOMERS

Gaming revenue is the major revenue source of our Group which accounted for approximately 70% of our total revenue for each of the three years ended 31 March 2023 and the six months ended 30 September 2023. As such, players at our casinos are our main customers. During the Track Record Period, over 95% of our players are from neighbouring countries of the Czech Republic such as Austria and Germany. Since our customers are diversified, we do not rely on any single customers. The following table sets out the demographics analysis of our customers in respect of their residency, gender and age:

	For the year ended 31 March			For the six months ended
	2021 (% of players)	2022 (% of players)	2023 (% of players)	30 September 2023 (% of players)
<b>Residency</b>				
Czech Republic	4.5	4.2	4.0	3.8
Austria	75.8	78.4	78.6	77.2
Germany	18.1	16.0	15.7	17.3
Others <sup>(Note)</sup>	1.6	1.4	1.7	1.7
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>
<b>Gender</b>				
Male	65.1	66.1	66.8	66.7
Female	34.9	33.9	33.2	33.3
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>
<b>Age</b>				
18 to 25	10.3	9.3	10.0	10.0
26 to 40	23.5	23.6	25.5	24.5
41 to 55	33.0	32.0	31.3	31.0
56 or above	33.2	35.1	33.2	34.5
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

*Note:* Other residencies include, among others, Poland, Slovakia and Slovenia.

## BUSINESS

Our revenue derived from our five largest customers for each year or period accounted for less than 30% of our total revenue for the three years ended 31 March 2023 and the six months ended 30 September 2023.

To the best knowledge of our Directors, as at the Latest Practicable Date, all of our five largest customers for each of the years during the Track Record Period were Independent Third Parties and none of our Director or their close associates or our existing Shareholders who owned more than 5% of our issued share capital, had any interest in any of those five largest customers.

### OUR SUPPLIERS

#### Gaming and hotel suppliers

Our suppliers primarily include (i) slot machine suppliers, (ii) suppliers of food and beverage, (iii) CMS provider and (iv) suppliers of utilities and miscellaneous hotel consumables.

We select our suppliers based on a number of criteria, including their product quality, delivery terms, reliability and price. We will review and update our list of suppliers annually.

Our suppliers typically grant us a credit period of 0 to 90 days from the invoice dates, and for our top five suppliers, we are generally granted a credit term of 10 to 90 days from the invoice dates. For the three years ended 31 March 2023 and the six months ended 30 September 2023, purchases from our top five suppliers for each year or period amounted to HK\$13.7 million, HK\$20.5 million, HK\$31.5 million and HK\$17.9 million, respectively, accounting for 22.9%, 20.7%, 20.1% and 20.8% of our total purchases for the same period. During the same periods, purchase from our largest supplier amounted to HK\$4.3 million, HK\$9.5 million, HK\$13.0 million and HK\$7.3 million, respectively, accounting for 7.2%, 9.6%, 8.3% and 8.5% of our total purchases for the same periods.

## BUSINESS

The tables below sets forth our top five suppliers for each year or period during the Track Record Period and their background information:-

### For the year ended 31 March 2021

Rank	Name of supplier	Major products or services procured	Commencement of business relationship since	Credit terms	Payment method	Purchase amount (HK\$'000)	% of total purchases
1.	European Data Group	Slot Machine Rental	2000	15 days	Bank Transfer	4,297	7.2
2.	Supplier A <sup>(Note 1)</sup>	Slot Machine Purchase	2020	90 days	Bank Transfer	3,553	5.9
3.	Supplier B <sup>(Note 2)</sup>	Utilities	2010	14 days	Bank Transfer	2,931	4.9
4.	Supplier C <sup>(Note 3)</sup>	Utilities	2018	14 days	Bank Transfer	1,649	2.7
5.	APEX Gaming	Slot Machine Rental	2010	15 days	Bank Transfer	1,314	2.2

### For the year ended 31 March 2022

Rank	Supplier	Major products or services procured	Commencement of business relationship since	Credit terms	Payment method	Purchase amount (HK\$'000)	% of total purchases
1.	European Data Group	Slot Machine Rental	2000	15 days	Bank Transfer	9,514	9.6
2.	Supplier B <sup>(Note 2)</sup>	Utilities	2010	14 days	Bank Transfer	4,255	4.3
3.	APEX Gaming	Slot Machine Rental	2010	15 days	Bank Transfer	2,910	2.9
4.	Supplier C <sup>(Note 3)</sup>	Utilities	2018	14 days	Bank Transfer	2,005	2.0
5.	SS Hotel- und Gebäudereinigung GbR <sup>(Note 4)</sup>	Hotel and Building Cleaning	2019	10 days	Bank Transfer	1,855	1.9



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### For the year ended 31 March 2023

Rank	Supplier	Major products or services procured	Commencement of business relationship since	Credit terms	Payment method	Purchase amount (HK\$'000)	% of total purchases
1.	European Data Group	Slot Machine Rental	2000	15 days	Bank Transfer	13,026	8.3
2.	Supplier B <sup>(Note 2)</sup>	Utilities	2010	14 days	Bank Transfer	6,069	3.9
3.	Supplier D <sup>(Note 5)</sup>	Food and Beverage	2009	14 days	Bank Transfer	4,676	3.0
4.	Supplier C <sup>(Note 3)</sup>	Utilities	2018	14 days	Bank Transfer	4,002	2.5
5.	Alfabiz AB <sup>(Note 6)</sup>	Development of Search Engine Optimisation Platform	2022	30 days	Bank Transfer	3,740	2.4

### For the six months ended 30 September 2023

Rank	Supplier	Major products or services procured	Commencement of business relationship since	Credit terms	Payment method	Purchase amount (HK\$'000)	% of total purchases
1.	European Data Group	Slot Machine Rental	2000	15 days	Bank Transfer	7,339	8.5
2.	Supplier B <sup>(Note 2)</sup>	Utilities	2010	14 days	Bank Transfer	2,755	3.2
3.	APEX Gaming	Slot Machine Rental	2010	15 days	Bank Transfer	2,638	3.1
4.	Supplier D <sup>(Note 5)</sup>	Food and Beverage	2009	14 days	Bank Transfer	2,602	3.0
5.	Supplier E <sup>(Note 7)</sup>	Chipper Machine Purchase	2014	30 days	Bank Transfer	2,526	2.9

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*Notes:*

1. Supplier A is a limited liability company incorporated in Bulgaria and is principally engaged in the development, manufacturing, and distribution of gaming machines, equipment, and software solutions.
2. Supplier B is a joint stock company incorporated in the Czech Republic and an indirect subsidiary of an investor-owned company in Germany and listed on Frankfurt Stock Exchange and is principally engaged in operating energy networks and providing energy solutions.
3. Supplier C is a limited liability company incorporated in Germany and is principally engaged in the distribution and supply of electricity and gas.
4. Ravinder Singh Chawla und Gurdeep Singh GbR with a trade name, SS Hotel- und Gebäudereinigung GbR is a partnership registered in Germany and is principally engaged in hotel and building cleaning services.
5. Supplier D is a limited liability company incorporated in the Czech Republic and is principally engaged in the wholesale, distribution and production of food products.
6. Alfabiz AB is a limited liability company incorporated in Sweden and is principally engaged in digital marketing consulting services, such as search engine optimisation, web production and graphic design services.
7. Supplier E is a limited liability company incorporated in the United Kingdom and is principally engaged in the manufacture, sale and rental of casino related equipment.

To the best knowledge of our Directors, as at the Latest Practicable Date, all of our five largest suppliers for each of the years during the Track Record Period were Independent Third Parties and none of our Director or their close associates or our existing Shareholders who owned more than 5% of our issued share capital, had any interest in any of those five largest suppliers.

During the Track Record Period, we did not have any material long-term strategic cooperation agreement with our suppliers.

The following sets forth a summary of the principal terms of our typical slot machine lease agreement:

- Certification : Our supplier is obliged to ensure that the slot machines let to us for use under this agreement comply with all requirements of the relevant legal regulations, in particular with the Czech Gambling Act and the implementing legal regulations to the Czech Gambling Act. The supplier has all necessary approvals and certifications in relation to the slot machines.
- Right of ownership : Our suppliers' ownership of the slot machines is non-transferable. Third-party use is not permitted, except for our gambling clients. We have the right to operate the slot machines in our own name in accordance with the Czech Gambling Act and other relevant gambling regulations.

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- Rent and payment terms : We are obliged to pay monthly rent for each individual slot machine. The rent, subject to value added tax, is determined based on the type of slot machine cabinet. Monthly billing is in Euros, and our suppliers provide an invoice for our settlement. Payment should be settled within 14 or 15 days from the invoice date.
- Place of performance : The leased slot machines shall be located within the premises of the designated casino.
- Our rights and obligations : We are responsible for obtaining all necessary permits for the use of the leased slot machines at our own expense. We must comply with laws, manufacturer recommendations in slot machine operations, and promptly notify our suppliers of any issues. The leased slot machines are restricted to use within the Czech Republic. We are obliged to perform routine maintenance on the leased slot machines with the assistance of our suppliers. Assignment, subletting, or encumbrances of the leased slot machines are prohibited. Any changes to the slot machines require prior written consent from our suppliers. Unauthorised copying or use of the software is also not permitted. It is our responsibility to insure the slot machines against total damage, loss or destruction due to natural disasters.
- Suppliers' rights and obligations : Our suppliers have the right to visit our casinos where the leased slot machine is located, accompanied by an authorised representative of the lessee, during normal business hours. They can inspect the use of the equipment under the agreement. Our suppliers are responsible for replacing and modifying defective software free of charge. Our suppliers also provide free training to our technicians and conduct regular inspections.
- Termination : The agreement and lease of each slot machine can be terminated by either party with a notice period of three or four months.

**MARKETING AND PROMOTION EVENTS**

We conduct a variety of marketing and promotional events to promote our gaming business in accordance with the relevant laws and regulations. Our marketing department is responsible for organising and designing our marketing and promotion events to raise the awareness of our gaming business. The marketing and promotion events primarily include (i) live entertainment activities and gaming events such as poker tournaments, Oktoberfest Party event and Halloween event, at our casinos; and (ii) loyalty program.

During the Track Record Period, we recorded HK\$700,000, HK\$2.6 million, HK\$3.6 million and HK\$1.8 million expenses on marketing and promotional activities, representing 1.6%, 3.5%, 3.4% and 3.1% of our other operating expenses, respectively.

**Live entertainment activities and gaming events**

We host live entertainment activities, such as themed light shows with music, light shows, dance, and musical and artistic performances to entertain our guests and provide them with a unique experience. During the holiday season, we may decorate our premises with festive decor, regular raffles, live music, and shows with the aim of creating a festive atmosphere for our guests.

In addition to other entertainment activities, we regularly host poker tournaments with a prize pool, which we believe are popular among our guests and can bring an influx of guests. In 2023, we held the Palasino Anniversary Tournament, with a guaranteed prize pool of €75,000. The tournament had approximately 360 entries and took place across both *Palasino Excalibur City* and *Palasino Wullowitz*.

The below table sets forth the highlights of our major live entertainment activities and gaming events.

<b>Event</b>	<b>Year(s)</b>	<b>Description &amp; Highlights</b>
Oktoberfest Party	September 2022	Guests had the opportunity to taste Bavarian specialties, enjoy live music, and had the chance to win prizes up to €2,500.
Palasino Mega Tombola	September to November 2022; June to July 2023	We regularly offered a draw ticket to our casino’s guests for every second visit, with a total prize value of €6,000.
Halloween	October and November 2022; October and November 2023	We celebrated Halloween. On that evening, guests had the opportunity to win prizes up to €4,000, indulge in a fantastic festive buffet, and enjoy the true Halloween atmosphere.

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Event	Year(s)	Description & Highlights
Halbjahresrente	2022/2023	We ran raffles called Halbjahresrente, where guests can collect tickets over three months to win an annuity worth €6,000. The annuity was drawn during special occasions like New Year's Eve or the Palasino Anniversary.
Chinese New Year	January 2023	We held an annual Chinese New Year celebration, featuring an oriental buffet, Chinese entertainment such as Lion and Dragon Dance, Kung Fu show, calligraphy demonstration, and live music.
Palasino Anniversary Party	March 2023	In March 2023, we celebrated our first anniversary after rebranding with a festive evening event featuring live music, themed dance performances, a firework show, and close-up magic tricks by a magician. The event also included a festive buffet, raffles with prizes, and a lottery for guests to participate in.
Palasino Easter Party	April 2023	We organised Easter parties, featuring raffles with prizes, gala buffet and live music.

### **Our Casino Loyalty Program**

We have implemented a loyalty program aiming at enhancing customer loyalty and attracting recurring customers by providing them with bonus loyalty points that can be exchanged for cashable game credits. All our casinos currently have implemented a loyalty program. Upon completing the compulsory registration process when entering any of our casinos, each customer will automatically become a member of our loyalty program, unless they decide to opt out. Once a player opts out, they will not be able to earn any loyalty points. Our loyalty program has seven levels, namely, basic, basic plus, red, gold, platinum, diamond, and black. As at 30 September 2023, we had around 35,000 members in our loyalty program across our casinos.

The key features of our loyalty program include: (i) customers can earn bonus loyalty points during their gaming session and consume them directly on the slot machines and/or gaming tables or can be used to exchange for non-gaming products such as key chains and T-shirts; (ii) loyalty points can be used at all of our casinos; and (iii) loyalty points may be forfeited if the player has not visited any of our casinos within a specified period of time (normally six months) since the last game. In such cases, these loyalty points will be deemed inactive and deleted from the player's account.

Our current loyalty program has complied with the requirements under the new Czech Gambling Act. We have updated the registration form to inform all players about the conditions to award the bonuses, and make it clear to the players that there is no “risk bonus” to be provided in our casinos. For details of the new Czech Gambling Act, please refer to the paragraph headed “The New Czech Gambling Act” in this section.

In July 2023, we obtained our first gambling advertising permit in Austria. To promote our casinos, we commenced our first advertising campaigns by using radio and billboards in Austria in the last quarter of 2023.

### **Marketing compliance matters**

To ensure compliance with applicable laws and regulations on marketing and promotional activities in the gaming segment, we strictly control the choice of words and contents allowed to be used in our marketing activities, which includes the requirement for warning statements for age restrictions on gambling and responsible gambling messages. For information on regulation of the casino and its related marketing, please refer to the sub-paragraph headed “Regulation of Advertisement” under the paragraph headed “Regulatory Overview — Overview of Regulatory Framework of Gaming Operations in the Czech Republic” of this prospectus.

## **INTERNAL CONTROL AND ANTI-MONEY LAUNDERING**

### **Internal Control Measures**

In preparation for the Listing, we engaged an Independent Third Party professional internal control consultant (the “**Internal Control Consultant**”) to perform a review of our internal control systems and procedures on a fact-finding basis and to provide recommendations and remedial measures for addressing the findings during the review. The Internal Control Consultant provided recommendations and remedial measures in relation to strengthening our Group’s internal controls. In order to continuously enhance our corporate governance and to prevent recurrence of non-compliance incidents, our Directors confirmed that the recommendations and remedial measures provided by the Internal Control Consultant have been and will be implemented before the Listing.

For details in respect of our internal controls and procedures in respect of our gaming operations, please refer to the section headed “Internal Controls and Anti-Money Laundering” in this prospectus.

### **Anti-Money Laundering Measures**

We have implemented certain procedures and control measures to fulfil the obligations against money laundering and funding of criminal acts in accordance with the relevant Czech laws and regulations. As advised by our Czech Legal Advisers, we comply with the laws and regulations in the Czech Republic regarding anti-money laundering in all material respects. For further details in respect of our anti-money laundering measures in respect of our gaming operation, please refer to the section headed “Internal Controls and Anti-Money Laundering” and “Summary of Review of Anti-Money Laundering Procedures, Systems and Controls” in Appendix V to this prospectus.

### **Anti-Corruption and Anti-Bribery Measures**

We have a zero-tolerance policy against any form of fraud or bribery, and are committed to the prevention, deterrence, detection and investigation of all forms of fraud and bribery. In addition, we have imposed a whistleblowing procedure that allows employees to report actual or suspected wrongdoing. The identities of the whistleblowers are kept strictly confidential.

### **PRIVACY AND DATA SECURITY**

Ensuring the protection of data collected from clients and employees is our priority. By virtue of its object of business, we act as a controller of the personal data of our customers and employees as required by the GDPR.

We have implemented compliance measures in order to comply with the requirements and procedures under the GDPR, including but not limited to:

- appointing of a data protection officer to ensure our compliance with GDPR;
- preparing and updating our privacy policies for our customers and employees; and
- establishing internal procedures and standards governing GDPR, data security, password request security, granting access security, data collection, backup, disaster recovery, using of mobile devices and their security, and rules under ISO27001:2013.

We have taken, and will continue to take, all possible and effective measures to prevent possible data leakage or misuse. In 2023, we completed the certification of the security of information systems and processes within the company under ISO27001:2013. For information on regulation of data protection, please refer to the paragraph headed "Laws and Regulations in relation to Data Protection" under the section headed "Regulatory Overview" of this prospectus.

Our Group are in compliance with the relevant laws and regulations in the Czech Republic, Austria and Germany as well as the European Union with respect to personal data privacy in all material respects.

As advised by our Czech Legal Advisers, Austrian Legal Advisers, German Legal Advisers and Maltese Legal Advisers, during the Track Record Period and up to the Latest Practicable Date, our Group did not have material non-compliance with the relevant laws and regulations with respect to personal data privacy that had a material adverse impact on our Group's business operations and financial performance.

## **INTELLECTUAL PROPERTY**

Our Group's brand names, particularly our "*Palasino*" brand, are valuable assets for our Company and its operations. As at the Latest Practicable Date, we had five registered trademarks, seven trademarks pending approval, and 13 active domain name. For details of our intellectual property rights, please refer to the paragraph headed "Statutory and General Information — B. Further information about our business — 2. Intellectual Property Rights" in Appendix VI to this prospectus.

During the Track Record Period and up to the Latest Practicable Date, no material claim or dispute was brought against us in relation to any infringement of trademarks, patents, or other intellectual properties. Our Directors are also not aware of any use by any third party of our logos or brands and believe that there has been no infringement that would result in a significant impact on our business.

## **INFORMATION TECHNOLOGY**

We use CMS, which is developed by a global casino technology company based in the U.K., namely Intelligent Gaming Systems Limited, in our casino operations. CMS is required to be certified and licenced by authorised bodies nominated by the Ministry of Finance in the Czech Republic, as required under the relevant Czech laws and regulations. It is the responsibility of the supplier of CMS to obtain the certification and licence. During the Track Record Period and up to the Latest Practicable Date, our CMS was certified and licenced pursuant the relevant Czech laws and regulations.

Our CMS has two main roles:

- (i) *to comply with the Czech Gambling Act.* Our CMS was purchased to ensure the compliance with the reporting requirements and other relevant requirement under the applicable laws of the Czech Republic.
  - (1) *Gambling activities:* Our casinos are required to provide (i) data on each player's activity on slot machines three times per calendar day for a period of eight hours; and (ii) data on each player's activity on table games monthly, to Ministry of Finance. In addition, as mentioned in the above sub-paragraph headed "Our Gaming Options" under the paragraph headed "Our Gaming Operations" in this section, players must take a full 15-minute break after playing a slot machine for a maximum of 120 minutes as required by the relevant laws and regulations in the Czech Republic. Our CMS will monitor and record each players' time of play on slot machines and the session will be forced to end when the 120-minute time period is reached.
  - (2) *Self-limiting measures:* As mentioned in the below sub-paragraph headed "Responsible Gaming Program", as required under the Czech Gambling Act, players have the right to set their own self-limiting measures in relation to their own gaming pattern and behaviour. For example, setting a maximum bet per day or per calendar month or setting a



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maximum net loss per day. Players can set their self-limiting measures by filling in a registration form prepared by us and the information will then be recorded into the CMS and transferred to the database administered by the Ministry of Finance.

- (ii) *to provide a range of functions, including customer management, accounting and gaming floor management aside from compliance with legal requirements.* Through our CMS, we collect information about our gaming customers, including their demographic data, game preferences and frequency of visits. It can further analyse the collected data to provide analysis for us to better understand our customers' behaviour and preferences. It integrates all aspects of operations, including reception, cage, table operations, slots operations, accounting, player data, player profiling, marketing functions, reporting and business intelligence reporting. Our information security management system for the operation of the CMS and its related processes has been recognised in accordance with the ISO/IEC 27001:2013 by the Electrotechnical Testing Institute in the Czech Republic.

We use the property management system to manage our hotel operations from booking to check out, including additional services and reporting. We utilise a point-of-sale system to manage our food & beverage operations at our hotels, which covers ordering, billing, and inventory management.

### COMPETITIVE LANDSCAPE

The land-based casino industry in the Czech Republic is relatively fragmented with the top three casino operators, in terms of total number of slot machines in the casinos, accounting for around 35.4% of the total number of slot machines in casino and the remaining casino operators each accounted for less 5% of the market share.

As at the end of 2022, there were more than 130,000 accommodation establishments in Central Europe. Our Group's five hotels are located at Germany, Austria, and the Czech Republic. In terms of revenue, our Group earned a market share of 1.2% in Central Europe's hotel industry in 2022.

For a more detailed discussion regarding the markets in which we operate, please refer to the section headed "Industry Overview" in this prospectus. For details of the risks relating to the competitions in the gaming and hotel industries, please refer to the paragraphs headed "We face intense competition in the gaming industry in the Czech Republic" and "The hotel industry in Central Europe is competitive, and if we are unable to compete successfully, our financial condition and results of operations may be harmed" in the section headed "Risk Factors" in this prospectus.

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### LICENCES, PERMITS AND APPROVALS

We have been advised by our Czech Legal Advisers, German Legal Advisers, Austrian Legal Advisers and Maltese Legal Advisers that, during the Track Record Period and up to the Latest Practicable Date, we had obtained all the material requisite licences, permits and approvals from the relevant regulatory authorities for our operations in the Czech Republic, Germany, Austria and Malta, and all of our material licences, permits and approvals were valid and subsisting as at the Latest Practicable Date.

The following table sets forth the key licences and permits we have obtained for our operations:

Name of holder	Jurisdiction	Name of licences or permits	Issuing authority	Effective date	Expiry date
Palasino Group	The Czech Republic	Basic licence for live games <sup>(Notes 1&amp;2)</sup>	Ministry of Finance in the Czech Republic	1 November 2023	31 October 2029
Palasino Group	The Czech Republic	Basic licence for technical games <sup>(Notes 1&amp;2)</sup>	Ministry of Finance in the Czech Republic	1 November 2023	31 October 2029
Palasino Group	The Czech Republic	Premises licence for live games and technical games for <i>Palasino Furth im Wald</i> <sup>(Note 3)</sup>	Municipal Office of Česká Kubice in the Czech Republic	1 November 2023	31 October 2026
Palasino Group	The Czech Republic	Premises licence for live games and technical games for <i>Palasino Excalibur City</i> <sup>(Note 3)</sup>	Municipal Office of Chvalovice in the Czech Republic	1 November 2023	31 October 2026
Palasino Group	The Czech Republic	Premises licence for live games and technical games for <i>Palasino Wulowitz</i> <sup>(Note 3)</sup>	Municipal Office of Dolní Dvořiště in the Czech Republic	1 November 2023	31 October 2026
Palasino Malta	Malta	Gaming Service Licence MGA/B2C/920/2021 <sup>(Note 4)</sup>	MGA	14 November 2022	13 November 2032
Trans World Austria	Austria	Trade Licence for hotel and restaurant business	The Magistrat der Stadt Linz	14 February 1995	No expiry date
Trans World Austria	Austria	Business facility permit for hotel and restaurant business	The Magistrat der Stadt Linz	3 March 1995	No expiry date

*Notes:*

1. The basic licence for live games and the new basic licence for technical games have been obtained by us and became effective on 1 November 2023 for a term of six years. We have placed the security deposit in the sum of CZK30 million (equivalent to HK\$10.2 million) as at 30 September 2023 for the gaming licences on a special account of Ministry of Finance in the Czech Republic for the casino operations, as required by the Czech Gambling Act. Pursuant to the new Czech Gambling Act, our Group is required to apply for the initial licence with no expiry date, and as a new condition, to provide an increase of security deposit from CZK30 million (equivalent to HK\$10.5 million) to CZK150 million (equivalent to HK\$54 million). Under the three-level licence mechanism of the new Czech Gambling Act, our Group is obliged to apply for the initial licence no later than 30 June 2024. For details, please refer to the paragraph headed “The New Czech Gambling Act” in this section.
2. The basic licences were issued by the Ministry of Finance in the Czech Republic pursuant to the previous Czech Gambling Act, under the requirements that (i) the applicant has satisfied conditions necessary for basic licence specified in the Czech Gambling Act; (ii) the applicant has provided a security deposit under conditions specified in the Czech Gambling Act; (iii) the applicant has neither entered liquidation at the time of the decision for issuance or within the last three years, nor has been found conclusively bankrupt within the last three years; (iv) the gambling operation will not disturb public order; and (v) proper operation of the gambling is guaranteed and appropriate technical equipment ensured. Such licence will remain effective for a term of six year. Under the three-level licence mechanism of the new Czech Gambling Act, our Group is obliged to apply for the change of basic licences not later than 1 April 2025. For details, please refer to the paragraph headed “The New Czech Gambling Act” in this section.
3. The premises licences were issued by the relevant municipal authority of the Czech Republic pursuant to the previous Czech Gambling Act, under the requirements that (i) the applicant satisfies the conditions defined in the Czech Gambling Act; (ii) the applicant has provided a security deposit required in the Czech Gambling Act; and (iii) the gambling premises location does not contravene a generally applicable decree of the municipality. Such licence will remain effective for a term of three years.
4. In order to expand our business into online gaming, we obtained the Gaming Service Licence B2C Type 1 from the MGA in November 2022. Due to technical issues with the original system infrastructure provider, our Group decided to terminate the partnership in November 2022 and engaged a new system infrastructure provider in January 2023. To facilitate this change, we applied for a voluntary suspension of the online gaming licence, which was approved by the MGA in December 2022 for a validity period until December 2023. The re-activation of our online gaming licence has been approved by the MGA on 24 November 2023. For further details, please refer to the paragraph headed “Online Gaming Business” in this section.

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As advised by our German Legal Advisers, for our Group's operation of our hotels in Germany, namely *Hotel Columbus*, *Hotel Auefeld* and *Hotel Kranichhöhe*, save for the following approval (for *Hotel Kranichhöhe*) and notifications (for *Hotel Auefeld* and *Hotel Columbus*), no other licences, approvals, consents and certificates from authorities are required:

- (i) in relation to *Hotel Kranichhöhe*, Trans World Germany has duly obtained the approval (Erlaubnis) of the City of Much (Gemeinde Much, Der Bürgermeister) pursuant to Section 2 of the German Restaurant Act (Gaststättengesetz) for its operation of its restaurant. The approval has no expiry date.
- (ii) in relation to *Hotel Auefeld*, Trans World Germany has duly given notification to the city of Hann. Münden (Münden (Stadt Hann. Münden, Fachdienst Sicherheit und Ordnung) for its operation of its restaurant.
- (iii) in relation to *Hotel Columbus*, Trans World Germany has duly given a notification to the city of Seligenstadt, restaurant authority (Stadt Seligenstadt, Gaststättenbehörde) for its operation of its restaurant.

## LEGAL PROCEEDINGS AND COMPLIANCE

### Legal proceedings

From time to time, our business may be involved in legal proceedings or disputes that are common in the gaming and hotel business. These may include customer complaints, contract disputes with suppliers, and minor employment disputes. During the Track Record Period and up to the Latest Practicable Date, we were not engaged in any material litigation, claim or arbitration and no material litigation, claim or arbitration was known to our Directors to be pending or threatened against us.

### Legal compliance

As advised by our Czech Legal Advisers, Austrian Legal Advisers, German Legal Advisers and Maltese Legal Advisers, during the Track Record Period and up to the Latest Practicable Date, our Group did not have any non-compliance incidents which resulted in material impact on our normal operation.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We are committed to being a responsible corporate citizen and to providing sustainable value for our stakeholders, with our significant efforts in environmental, social and governance (“ESG”) matters.

## **Governance**

Our Board has the collective and overall responsibility for establishing, adopting and reviewing our ESG objectives, strategies, priorities, initiatives and goals, identifying the KPIs and the relevant measurements and evaluating, determining and addressing our ESG-related risks in accordance with Appendix C2 to the Listing Rules and reviewing and approving our ESG report. Our senior management oversees all matters related to sustainability and is responsible for managing our Group's sustainability policies and strategies including setting and monitoring targets, key initiatives, sustainability reporting, associated risks and opportunities and other matters of significance. After Listing, we will publish an ESG report annually in accordance with Appendix C2 to the Listing Rules.

Our Directors confirm that they will closely monitor our compliance with the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, the Environmental, Social and Governance Reporting Guide as set out in Appendix C2 of the Listing Rules and other relevant rules and regulations in relation to ESG aspects upon Listing. To this end, we undertake to establish an ESG committee within one year after the Listing to assist our Board in overseeing ESG governance, ensuring implementation of ESG policies, monitoring ESG-related performance and targets, adjusting ESG strategies and preparing the ESG report. In addition, we also plan to establish an ESG task force team to support our Board and the ESG committee in implementing ESG policies, targets and strategies, conducting materiality assessments of environmental, social and climate-related risks, assessing corresponding responses, collecting ESG data for the ESG report, and continuously monitoring the implementation and effectiveness of measures adopted to address our ESG-related risks and responsibilities. The ESG committee and the ESG task force team are expected to report to our Board periodically on the ESG performance of our Group, the effectiveness of our ESG systems and recommendations, if any. Within the first year post-Listing, our Group will conduct consistent ESG training sessions and provide education on pertinent market trends related to ESG for both the ESG committee and the ESG task force team. The ESG committee and the ESG task force team will collaborate to aid the Board in staying abreast of the Stock Exchange's reporting mandates and associated listing regulations.

## **Materiality Assessment**

Stakeholder engagement is conducted to promote understanding between our Group and various key internal and external stakeholders who significantly influence or are influenced by, or have a vested interest in the business of our Group, including but not limited to our Board, management, employees, shareholders, and investors. The analysis of stakeholder engagement forms the basis for conducting the ESG materiality assessment and identifying potential ESG-related risks on the business of our Group, strategy, and financial performance. The materiality assessment is then conducted through a three-step approach to identify the concerns of key stakeholders regarding ESG issues and their associated ESG-related risks.

- 1. Identification:** We have identified 15 ESG material issues from three main categories, including the “Environmental”, “Social” and “Governance” aspects. Desktop research was conducted to identify these ESG material issues, considering various factors. These factors include: (i) the regulatory trends of the landscape of climate change and anti-corruption and the disclosure topics specified by the Sustainability Accounting Standards Board (SASB) standards for the “Casinos & Gaming” industry, (ii) the ESG Industry Materiality Map of Morgan Stanley Capital International (MSCI) for the “Casinos & Gaming” industry, and (iii) the disclosure topics of peer companies.
- 2. Rating:** Our key internal and external stakeholders were invited to participate in an online survey to rate ESG issues based on their materiality and influence on them and our Group. They were provided with instructions to rate the issues based on various factors and quantifiable metrics, such as (i) the level of positive and/or negative significance, (ii) the severity of the impact caused by the issues, and (iii) the likelihood of the risk occurrence posed on them and our Group.
- 3. Prioritisation:** An analysis was conducted based on the results from the stakeholder engagement survey. Six ESG issues were identified and prioritised as the primary material issues for our Group and are explained as follows:

  - i. Climate Change and Greenhouse Gas (“GHG”) Emission:** Climate change is a defining global issue that brings various risks and opportunities to our Group. Physical risks such as extreme temperature fluctuations, rising sea levels and droughts could hinder our daily operations, while transition risks such as stricter regulations, shifts in market expectations and reputational risks could impact the operating costs of our Group. For our GHG emissions, the major contributor was energy consumption through purchased electricity (Scope 2 emissions), which represents approximately 68% of our total GHG emissions for the year ended 31 March 2023. In addition, the increase in GHG emissions was mainly attributable to the resumption of operational activities as our business recovered from the COVID-19 pandemic. Nonetheless, amidst these risks, climate-related opportunities emerge from advancing innovative technologies to address climate change. Therefore, we will continue to explore the adoption of other renewable energy across our business operations.

- ii. Energy Management:** Effective energy management involves considering fluctuations in energy prices, the availability of energy resources, and strategies to improve energy efficiency. Despite the challenges posed by these factors, they also create opportunities for developing innovative solutions to reduce our energy usage while maintaining the quality of our services and the sustainability of our business operations. To strengthen our energy efficiency and energy management strategy, our Group proactively seeks to install on-site renewable energy generating equipment to save operational costs. We are installing a photovoltaic power system with a total capacity of 485 kWp on our facilities, part of it is expected to be completed by the first quarter of 2024, while the remaining part is expected to be completed by the end of 2024. It allows us to generate electricity on-site without relying on a fossil fuel-powered grid, which does not only help reducing our carbon footprint but also result in a return on investment, hence eventually boosting our Group’s financial performance.
  
- iii. Human Rights & Employment Practice:** Mitigating employees’ exposure to risks that could lead to human rights issues, child and forced labour, injuries, diseases, and even fatalities in our operations is of utmost importance. To control and eliminate these risks, we ensure the implementation of robust safety measures that align with industry standards, policies, and applicable laws and regulations. For more details about our sustainable employment practice and relevant human right issues, please refer to the paragraph headed “Employees” in this section.

For occupational health and safety, our business operations fully comply with the relevant general health and safety laws and regulations in the relevant jurisdictions. Our Director of Administration & Facilities is responsible for the management of our Occupational Health and Safety (OH&S) system that covers all gaming operations. We have also introduced a new online platform for health and safety training, which includes fire safety as one of the topics. The platform has a final test and scoring system. Employees who do not pass the test are required to retake the training. Furthermore, we have implemented a policy that requires all new employees to complete this training. Additionally, all employees are required to attend the training every two years to refresh and enhance their awareness of health and safety. For more details about our occupational health and safety management, please refer to the paragraph headed “Environmental, Social and Governance — Work safety and security” in this section.

- iv. **Guest Health & Safety:** Guest health and safety focuses primarily on protecting guests and visitors in our casinos and hotels from accidents, injuries, and exposure to any harmful environments. We engaged external consultants to conduct audits quarterly at each site to ensure compliance with all of our established rules and processes. These measures help to prioritise the safety of guests and visitors and maintain a secure environment. Also, our gaming operations are centrally monitored through a 24-hour security system. For more details, please refer to the paragraph headed “Environmental, Social and Governance — Work safety and security” in this section.
- v. **Business Ethics and Integrity:** We understand that violation of laws and regulations can be detrimental to our business, financial performance and reputation. We have implemented policies, guidelines and practices, that align with applicable laws and regulations and the latest regulatory developments, in our daily operations to ensure that our operations uphold the highest standards of business integrity.

Designated training on specific topics is assigned to employees based on their roles and areas of responsibility. For example, relevant employees at our gaming operations receive AML training according to our internal procedures and principles. These courses cover the requirements outlined in the AML Act of the Czech Republic and were held via webinars for greater accessibility.

- vi. **Responsible Gaming:** To minimise the risk of harm, we equip and empower our customers to maintain control over their play gambling habits. For example, we offer our casino customers the legal option to set self-limiting measures for each type of game and operator. These measures include setting limits on the number of visits, the amount of funds they are willing to allocate to the game, and the frequency of logins to their user accounts. We also partnered with non-profit agencies and held training sessions for on-site representatives in the casino. The training aim to enhance their ability to recognise problem gamblers and develop effective communication and support strategies. For more details, please refer to the paragraph headed “Environmental, Social and Governance — Responsible Gaming Program” in this section.



**Environment**

We are committed to minimising any adverse impact on the environment in the regions where we operate. We believe that sound sustainability strategies can create investment value for our Group and deliver long-term returns to our shareholders, customers, and other stakeholders. We strive to improve our buildings by incorporating green design elements, such as installing solar panels to reduce carbon footprint. We also plan to replace conventional light and fluorescent tube with LED.

We track the consumption of electricity, energy and water and we are committed to reducing our environmental footprint through various energy saving initiatives. We have also implemented numerous sustainable alternatives to reduce waste. We have implemented a ban on the distribution of drinking water and other soft drinks in plastic bottles. Beverages are only distributed in returnable glass bottles, and we have put plastic recycling programs in place to help reduce our waste footprint. For our hotel operation, we also encourage the reuse of towels and bed sheets for our customers staying for more than one night. For food waste, we collected unconsumed food for ecological disposal.

We believe that our operations do not produce material industrial waste and have a relatively limited impact on the environment compared to companies that directly engage in production. Given the nature of our operations, we believe we are not subject to material risks or compliance costs in relation to environmental issues. During the Track Record Period and up to the Latest Practicable Date, we were not subject to any material fines or penalties for non-compliance of the applicable environmental laws, nor were we subject to any material administrative penalties in relation to violations of the applicable environmental laws.

We have considered the historical actual figures that reflect our management for environmental, social and climate-related risks, as well as to demonstrate achieving such targets on our Group's operations and financial performance. It includes air emissions, GHG emissions, energy and water consumption, waste generation and pollutant emissions. GHG emissions consist of Scope 1 and Scope 2 emissions. Scope 1 direct emissions include the GHG emissions from our facilities, stationary combustion sources and passenger cars and lawnmowers. Scope 2 energy indirect emissions include the GHG emissions from usage of purchased electricity and heating. The following tables set forth the information of our air pollutant emissions, GHG emissions and resource consumption for the periods indicated.

		<b>For the year ended 31 March</b>		
	<b>Unit</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>
<b>Air emissions</b>				
Nitrogen oxides	<i>kg</i>	44.7	46.1	71.9
Sulphur oxides	<i>kg</i>	0.7	0.7	1.1
Particulate matter	<i>kg</i>	3.3	3.4	5.3
Total emissions	<i>kg</i>	48.7	50.2	78.3
Total intensity	<i>kg/million revenue in Euros</i>	3.43	1.88	2.26

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	Unit	For the year ended 31 March		
		2021	2022	2023
<b>GHG emissions</b>				
Scope 1	<i>tonnes CO<sub>2</sub> equivalent</i>	452.0	465.8	860.3
Scope 2	<i>tonnes CO<sub>2</sub> equivalent</i>	1,386.9	1,375.4	1,794.5
Scope 3	<i>tonnes CO<sub>2</sub> equivalent</i>	0.0	0.1	2.6
Total emissions	<i>tonnes CO<sub>2</sub> equivalent</i>	1,838.9	1,841.3	2,657.4
Total intensity	<i>tonnes CO<sub>2</sub> equivalent/ thousand revenue in Euros</i>	0.13	0.07	0.08
<b>Energy consumption</b>				
<u>Direct energy</u>				
Petrol	<i>MWh</i>	3.1	3.5	19.8
Diesel	<i>MWh</i>	450.3	460.5	688.1
LPG	<i>MWh</i>	190.4	282.4	282.4
Fuel oil	<i>MWh</i>	208.6	202.1	224.6
Natural gas	<i>MWh</i>	1,183.1	1,180.8	2,675.8
<u>Indirect energy</u>				
Electricity	<i>MWh</i>	2,538.4	2,846.0	4,183.0
Heating	<i>MWh</i>	512.0	152.8	0.0
Total consumption	<i>MWh</i>	5,087.9	5,128.1	8,073.8
Total intensity	<i>MWh/thousand revenue in Euros</i>	0.36	0.19	0.23
<b>Water consumption</b>				
Total consumption	<i>m<sup>3</sup></i>	11,801.0	11,172.0	20,969.0
Total intensity	<i>m<sup>3</sup>/thousand revenue in Euros</i>	0.83	0.42	0.60
<b>Waste generation</b>				
<u>Hazardous waste</u>				
Total generation	<i>kg</i>	0.0	0.0	1.0
Total intensity	<i>tonnes/million revenue in Euros</i>	–	–	0.03
<u>Non-hazardous waste</u>				
Total generation	<i>tonnes</i>	124.4	153.8	220.9
Total intensity	<i>tonnes/million revenue in Euros</i>	8.77	5.76	6.37

*Note:* The ESG data scope in the above table comprises the Group's facilities of (1) *Hotel Savannah*, (2) *Palasino Excalibur City*, (3) *Palasino Wulowitz*, (4) *Palasino Furth im Wald*, and (5) the Regional Office in Czech Republic. The ESG data of *Hotel Columbus*, *Hotel Auefeld*, *Hotel Kranichhöhe*, and *Hotel Donauwelle* is not included, due to the unavailability of historical data.

- A. GHG Emissions and Energy Consumption:** Based on the table above, the total GHG emissions, and total energy consumption increased during the periods indicated. The increases were mainly attributable to the resumption of operational activities as our business recovered from the COVID-19 pandemic. Our casinos and hotels experienced periods of closure during the years ended 31 March 2021 and 2022. In particular, there was a longer period of closure for the year ended 31 March 2021. For our GHG emissions, the major contributor was energy consumption through purchased electricity, which represents approximately 68% of our total GHG emissions for the year ended 31 March 2023. Regarding the energy consumption for purchased heat, since the cogeneration unit for heat generation in *Hotel Savannah* was closed for the year ended 31 March 2023, it is shown in the table above that energy emissions from heating recorded as zero for the year ended 31 March 2023.

We have been searching for new emission reduction technologies and accordingly, we have set quantitative targets for the reduction of greenhouse emissions and energy consumption. Using the year ended 31 March 2023 as the base year, our total GHG intensity was approximately 0.08 tonnes of CO<sub>2</sub>e per thousand revenue in Euro and our total energy consumption intensity was approximately 0.23 MWh per thousand revenue in Euro. We aim to reduce 3% of our total GHG intensity and 3% of our total energy consumption intensity within three years after the Listing, by using various reduction and offsetting measures. To achieve this target, we have been searching for new emission reduction technologies. For example, we are installing a photovoltaic power system with a total capacity of 485 kWp on our facilities, part of it is expected to be completed by the first quarter of 2024, while the remaining part is expected to be completed by the end of 2024. It allows us to generate electricity on-site without relying on a fossil fuel-powered grid, which does not only help reducing our carbon footprint but also result in a return on investment, hence eventually boosting our Group's financial performance and reducing our Group-wide GHG emissions and energy consumption.

- B. Air emissions:** The total air emissions increased during the periods indicated. The increase was mainly attributable to the recovery of business from the COVID-19 pandemic, as well as the increased usage of natural gas for heat generation, resulted from the closure of heat cogeneration in *Hotel Savannah* due to gas price fluctuation and limitation. For our air emissions, the major contributor was the natural gas consumption for heat generation. The cogeneration unit for heat generation resumed operation in the beginning of 2024, with respect to the stabilisation of gas price. Thus, the total air emissions and operating costs from natural gas consumption are expected to decrease. In addition, we have been actively replacing traditional passenger cars using fossil fuels engine by hybrid passenger cars during fleet renewal.

We have set quantitative target for the reduction of the total air emission intensity. Using the year ended 31 March 2023 as the base year, our total air emission intensity was approximately 2.26 kg per million revenue in Euro. We aim to reduce 3% of our total air emission intensity within 3 years after Listing.

- C. Non-hazardous and hazardous waste:** The total generation of non-hazardous waste increased during the periods indicated. The major contributors of our non-hazardous waste were general waste and kitchen food waste during our business operations. The increase was mainly attributable to the recovery of business from the COVID-19 pandemic. We have set quantitative target for the reduction of the non-hazardous waste intensity. Using the year ended 31 March 2023 as the base year, our non-hazardous waste intensity was approximately 6.37 tonnes per million revenue in Euro. We aim to reduce 3% of our non-hazardous waste intensity within 3 years after Listing. To achieve this target, we implemented waste reduction policies, such as the abolishment of the use of plastic in beverage distribution in our facilities, promoting paperless practice at the Czech regional office, which are expected to reduce the total waste generation and long-term operating costs.

For hazardous waste, due to our business nature, we did not produce significant amount of hazardous waste. The intensity of non-hazardous waste intensity increased during the periods indicated. The increase was mainly attributable to the recycling of old electrical devices. Since the old electrical devices were all properly recycled, no hazardous waste was disposed during the periods indicated.

- D. Water:** The intensity of water consumption increased during the periods indicated. The increase is mainly attributable to the recovery of business from the COVID-19 pandemic. We have set quantitative target for the reduction of the water consumption intensity. Using the year ended 31 March 2023 as the base year, our water consumption intensity was approximately 0.60 m<sup>3</sup> per thousand revenue in Euro. We aim to reduce 3% of our water consumption intensity within 3 years after Listing. To achieve this target, we seek opportunities to implement practices to enhance our water efficiency and reduce water consumption. For example, we actively consider the installation smart water meters to monitor water consumption to reduce freshwater consumption and long-term operating costs.

We may further adjust our targets according to our business operations from time to time. If the effect of emission reduction is unsatisfactory, we will review the relevant policies and measures and make necessary improvements to achieve the above targets.

### **Corporate social responsibilities**

Apart from identifying and mitigating ESG risks related to our business, we are proactive in undertaking social responsibilities mainly by promoting responsible gaming behaviour among our customers, providing equal employment opportunities and promoting diversity, implementing a stringent anti-corruption mechanism and contributing to local communities.

#### ***Responsible Gaming Program***

We believe a visit to our casinos is an opportunity to relax, have fun, socialise and participate in a game of chance. Gaming is inherently associated with risk-taking and the thrill of the anticipation of winning. Most customers enjoy this kind of entertainment and experience but there may be some customers who may lose control of their behaviour and lead to various problems such as gaming problem and addiction. In view of the inherent compliance risks in our industry, we have upheld our long-standing commitment to fostering responsible gaming not only among our employees but also among our guests and the wider community. As a responsible business operator, we fully acknowledge the importance of upholding ethical gaming practices and we ensure the proper upkeep of all required regulatory licences, permits, approvals, registrations, orders and authorisations pursuant to the relevant laws and regulations pertaining to our operation.

It is, therefore, our responsibility to set up a responsible gaming program to promote safe and responsible gaming behaviour among our customers. Our responsible gaming program includes various measures to ensure that gaming activities in our casinos are conducted in a fair and transparent manner, and that players are provided with the necessary information and resources to make informed decisions about their gaming behaviour.

We conduct age and identity verification for every visitor to our casinos. We have a responsible gaming program leaflet at our reception with information of the program and helplines and contacts for those in need of help with problem gambling or related issues. Our staff, especially the on-site representatives in all gaming operations, have undergone training to identify players who may be experiencing gambling-related issues. This training ensures that timely support and intervention is provided to those in need. Furthermore, assistance is extended to individuals who are adversely affected by gambling problems. For instance, our representatives will assist our guests during the voluntary self-exclusion application process. We also work with non-profit agencies and government bodies to deal with this issue.

We promote healthy and responsible gaming culture. Our gaming staff follows the employment policies, which strictly prohibit gaming staff from taking part in gaming activities on our premises. Additionally, we have put a strong emphasis on responsible gaming education through providing training to all our gaming staff on commencement of work. Gaming staff are also required to undertake refresher training periodically. Through the implementation of the above, we have created a strong responsible gaming culture within the team.

Most importantly, as required under the Czech Gambling Act, the gaming operator is obliged to offer a means to the customers to set their own self-limiting measures in relation to their own gaming pattern and behaviour. For example, setting a maximum bet per day or per calendar month or setting a maximum net loss per day. Our means is to request every player to set his/her self-limiting measures by filling in a registration form. Players can choose to set self-limiting measures or reject to set in the registration form. The information in the registration form will then be recorded into our CMS and then transferred to the database administered by the Ministry of Finance in the Czech Republic. In addition, players can request a total self-exclusion from participation in gambling at any premises in the Czech Republic by completing an official application form which will be recorded in the database of the Ministry of Finance. Our management maintains continuous communication with legal advisers to stay informed about the latest legal developments and our relevant staff are also provided with any relevant updates on the legal requirement for the purpose of, ensuring that the self-limitation and self-exclusion measures in place are in compliance with applicable laws and regulations. As advised by our Czech Legal Advisers, there is no legal implication on the Group's compliance with the Czech Gambling Act if players reject to set self-limiting measures. During the Track Record Period and up to the Latest Practicable Date, we have not encountered any legal proceedings, penalties, or sanctions from regulatory authorities that had a significant impact on our business, and on this basis, we consider that our responsible gambling measures are effective.

### *Equal opportunities and diversity*

We foster inclusion and equality among employees from all backgrounds, regardless of gender, age, ethnicity, nationality, marital status or religion, among others. We believe that diversity, including but not limited to gender diversity, is important to us in thriving in the business environment. We employ people regardless of their attitude to life, their ethnicity or their gender.

### *Community involvement*

We strive to forge benign relationships with local communities to maintain sustainable business operations. For example, we donate to the charitable organisations and participate in community activities, such as sports events with young individuals.

### **Work safety and security**

As a gaming and hotel operator, we recognise that the safety of our customers, employees, and assets, as well as the safety within our immediate neighbourhood, is crucial to create a long-term sustainable business.

Our Group adopts a comprehensive workplace safety policy, incorporating the principles of workplace safety and ensuring that employees report all unsafe conditions in the workplace and workplace accidents. We also provide occupational health and safety training, such as fire safety training. These safety measures in place aim to oversee all aspects of our properties and maintain a safe work environment.

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Our casinos and hotels use a centrally monitored 24-hour surveillance system across our premises, which is monitored 24/7 by our surveillance department to ensure the safety and security of our customers, employees and assets.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any significant incident in relation to safety that resulted in actual or potential prosecution, penalty or other government action being brought against us in the Czech Republic, Germany or Austria.

Going forward, our Board will continue to monitor the ESG implications of our business and set metrics and targets for material key performance indicators (KPIs) for each financial year with reference to the disclosure requirements of Appendix C2 to the Listing Rules.

### EMPLOYEES

As at 30 September 2023, we had 515, 100, 35 and 15 full-time employees in the Czech Republic, Germany, Austria and Malta, respectively. The table below shows a breakdown of the number of employees by geographical locations and by functions:

	Czech Republic	Germany	Austria	Malta	Sub-total
Operations					
– Casino	344	–	–	7	351
– Hotel	46	85	27	–	158
General &					
administration	78	5	4	2	89
Sales & marketing	7	2	1	5	15
Repairs & maintenance	36	8	2	–	46
Human resources	4	–	1	1	6
<b>Total</b>	<b>515</b>	<b>100</b>	<b>35</b>	<b>15</b>	<b>665</b>

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The table below shows the breakdowns of the number of employees by gender, age and years of experience in our Group, and the corresponding percentage of our total employees, as at 30 September 2023:

	Number of employees	Percentage of total employees
<b>Gender</b>		
Male	321	48.3%
Female	344	51.7%
<b>Total</b>	<b>665</b>	<b>100%</b>
<b>Age</b>		
Below 20 years old	8	1.2%
20 to 30 years old	173	26.0%
31 to 40 years old	197	29.6%
41 to 50 years old	163	24.5%
51 to 60 years old	90	13.5%
Above 60 years old	34	5.1%
<b>Total</b>	<b>665</b>	<b>100%</b>
<b>Years of experience in our Group</b>		
Less than 5 years	452	68.0%
5 to 10 years	123	18.5%
10 to 20 years	68	10.2%
more than 20 years	22	3.3%
<b>Total</b>	<b>665</b>	<b>100%</b>

We are committed to delivering exceptional experience to our guests, and we firmly believe that high-performing employees are the bedrock of our success. We have a work council which represents the interests of our employees at *Hotel Auefeld* in Germany. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material labour-related disputes or industrial actions which had a material effect on our business, and we believe that we have maintained good working relationship with our employees.

We are a gaming and hotel group involving a vast number of manual labourers to provide quality services up to our service protocol. Our employment policies are designed to attract and retain talent, encompassing various aspects such as recruitment, promotion, benefits, dismissal, equal opportunity, and anti-discrimination, while adhering to the relevant laws and regulations. To align with our Group's strategy to maintain and further



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consolidate our market presence, we continue to seek out and develop potential candidates who exhibit an interest in pursuing a profession in gaming, and hospitality. Adhering to the principle of equal opportunity, our recruitment decisions are based on the candidate's experience, competency and qualifications. All job applicants are also mandated to furnish age verification as a means of ensuring compliance with the applicable laws and regulations. We unequivocally prohibit forced labour within our operations. Our employment policies outlines the terms and conditions of employment, expectations for employees' conducts and behaviours, as well as rights and benefits. Also, it contains mechanism of proceeding employees' resignation and retirement. Our employees are introduced to our employment policies as part of the new hire orientation program.

To attract and retain talents, we believe we offer competitive remuneration packages that include a base salary, incentive bonuses, complimentary meals in our company canteen, access to our company shuttle bus, and on-site accommodation facilities. Our employees' salaries are determined based on their individual qualifications, positions, work performance and other relevant factors. We also provide a wide range of leave entitlements under the relevant laws and regulations, including sickness, holidays, maternity and parental leave, to assist our staff in balancing their work and personal commitments. We continually innovate and adapt our compensation and benefits processes to provide better incentives for our staff to deliver their best work.

A comprehensive career development plan is in place to empower our employees to nurture and advance their careers. To gain deeper insights into our employees' career aspirations and support them in reaching their full potential, our management conducts annual reviews to assess team members' performance and establish targets. We also regularly assess salary structures and promotional opportunities for team members. In addition to salary adjustments and promotions, outstanding employees who excel in certain events or consistently demonstrate excellence are recognised with employee awards.

We pay close attention to their ongoing professional growth and personal well-being during their time with us. We seek to allow our employees to realise their full potential. To maintain consistent service quality across our Group, we provide our staff members with ongoing training and development opportunities, including programs on data privacy and security, GDPR compliance, anti-money laundering practices, and other relevant topics.

We believe equality at work is essential for social inclusion. To this end, we uphold a high standard of fairness to eliminate discrimination and mistreatment within our Group to create a fair and inclusive workplace where everyone's rights and unique attributes are respected during different stages of employment, including the recruitment stage and career development. We promote equal opportunity and diversity in the workplace and do not tolerate discrimination based on race, colour, religion, sex, marital status, age, national origin, or any other considerations deemed inappropriate by local labour laws. We encourage our team members to share the same commitment as us in treating others with respect and gratitude. Our equality and diversity policies integrate inclusion and diversity into the company culture and emphasise treating all individuals fairly on merit and without prejudice.

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We are subject to a number of labour laws and regulations in the Czech Republic, Germany, Austria and Malta, and are required to adopt a number of employee protection measures. Our Czech Legal Advisers, German Legal Advisers, Austrian Legal Advisers and Maltese Legal Advisers have advised that there was no material non-compliance incident in respect of any labour laws and regulations in the Czech Republic, Germany, Austria, and Malta that were applicable to us during the Track Record Period and up to the Latest Practicable Date, which would have any material adverse effect to our business operation and financial condition.

### SEASONALITY

During the Track Record Period, our Group as a whole did not have significant seasonal fluctuation in our revenue.

As to the casino operation for the year ended 31 March 2023, our gross gaming revenue for the second half of the year ended 31 March 2023, which contributed 54.1% of the total gross gaming revenue for the year ended 31 March 2023, was slightly higher than that for the six months ended 30 September 2022, which contributed 45.9% of the same, primarily attributable to the tendency for people to participate in indoor activities during the winter time, such as visiting casinos, and the fact that the second half of the year is marked with numerous festivals and holidays, such as Christmas and New Year's Eve, which contribute to the increased activities in casinos, as advised by CIC.

As to the hotel operation for the year ended 31 March 2023, the average room revenue of all our hotels for the second half of the year ended 31 March 2023, which contributed 45.5% of the total average room revenue for the year ended 31 March 2023, was slightly lower than that for the six months ended 30 September 2022, which contributed 54.5% of the same, primarily attributable to the reason that families and tourists take advantage of the summer breaks and school holidays for vacations and leisure travel, which leads to the overall better performance for hotels, as advised by CIC.

### INSURANCE

We believe that our insurance coverage is customary for businesses of our size, scale, and in line with the industry standard, and is adequate for our business operations. We face a number of inherent risks in our ordinary course of gaming and hotel operations.

We have insurance policies under which we have insured ourselves against certain operational risks, including property damage or loss, natural disasters, vandalism, premise liability, losses due to business interruption as well as labour and health insurance for our employees.

The insurance policies generally contain certain customary exclusions. Please refer to the paragraph headed "Our insurance coverage may not be adequate to cover all potential losses that we could suffer, and our insurance costs could increase" under the section headed "Risk Factors" of this prospectus for more information. In addition, our insurance costs may increase, and we may not be able to obtain the same level of insurance coverage in the future.

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As the major aspects of our operations have been covered by insurance, we believe our Group has taken out adequate insurance in line with industry standards to cover our assets and employees. During the Track Record Period, there were no material insurance claims by our Group.

### PROPERTIES AND FACILITIES

We have certain property interests in the Czech Republic, Austria and Germany.

#### Land Parcels

As at the Latest Practicable Date, we self-owned nine land parcels and leased two land parcels. The table below shows a summary of our self-owned and leased land parcels:

#### *Self-owned land parcels*

	Location	Usage	Site Area (sq.m.)
1.	Plot no. 10/29 and 10/30 of 399, Horní Folmava, Czech Republic	Casino — <i>Palasino Furth im Wald</i>	19,544
2.	Plot no. 188/3, 188/4, 419, 420, 421, 422, 423, 424, 369/6, 1464/1, 1464/2 and 1465 of No. 478, Česká Kubice, Czech Republic	Casino — <i>Palasino Furth im Wald</i>	3,741
3.	Plot no. 339/42, 339/50, 339/51, 339/73, 339/159, 339/160, 339/161, 339/162, 339/170, 339/234, 339/238, 339/273, 1271 and 333/11 of 500, Chvalovice, Czech Republic	Casino and Hotel — <i>Palasino Savannah Resort</i>	52,704
4.	Plot no. 3318, 3333 and 3353 of 310, Načeratice, Czech Republic	Casino and Hotel — <i>Palasino Savannah Resort</i>	10,095
5.	Plot no. 209 and 314 of 130, Derflice, Czech Republic	Casino and Hotel — <i>Palasino Savannah Resort</i>	11,440
6.	Plot no. st. 370, st. 373, 1806/25, 1806/27, 1806/29, 1806/30, 1806/32, 1806/33, 1806/35, 1806/47, 1806/48, 1806/49, 1806/51, 1806/76, 1806/79 and 1806/80 of 350, Dolní Dvořiště, Czech Republic	Casino — <i>Palasino Wulowitz</i>	85,147
7.	Am Reitpfad 4, 63500 Seligenstadt, land parcels 267 and 335 <sup>(Note 1)</sup>	Hotel — <i>Hotel Columbus</i>	4,548

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	Location	Usage	Site Area (sq.m.)
8.	Bövingen 129, 53804 Much, land parcels 286 and 346 <sup>(Note 2)</sup>	Hotel — <i>Hotel Kranichhöhe</i>	24,175
9.	Plot no. 3032/8, 3032/9, 3032/10, 3032/11, 3032/12, 3032/13, 3032/14, 3370/13, 3370/14, 3370/15, 3370/16, 3370/17, 3370/23, 5006/181 of 2485, Mikulov, Czech Republic	Please refer to <i>Note 3</i> below	6,086

*Notes:*

1. There is a registered land charge in the amount of EUR3.6 million in favour of a German bank Sparkasse Langen-Seligenstadt.
2. There is a registered land charge in the amount of EUR4.0 million in favour of a German bank Kreissparkasse Köln.
3. It is the plan of our Group to convert the property to be a land-based casino. For details, please refer to the paragraph headed “Waivers from Strict Compliance with the Listing Rules — The Post-Track Record Period Acquisition” in this prospectus.

### *Leased land parcels*

	Location	Usage	Site Area (sq.m.)	Rent	Terms of lease
1.	Hallenbadstraße, Hallenbadstraße 31, 31 A, 34346 Hann. Münden, land parcels 286 and 346	Hotel — <i>Hotel Auefeld</i>	26,554	The annual ground rent: 26,595.80 German Deutsche Mark (equivalent to approximately HK\$113,564.07)	Until 2084
2.	Am Winterhafen 13., Linz, Oberösterreich (Upper Austria), Austria	Hotel — <i>Hotel Donauwelle</i>	5,195	Currently approximately EUR25,041.91 (equivalent to approximately HK\$444,958.33) per month <sup>(Note 1)</sup>	Unlimited period of time <sup>(Note 2)</sup>

*Notes:*

1. As advised by our Austrian Legal Advisers, this rent is adjustable in accordance with the prevailing inflation rate.
2. The lease is for an unlimited period of time but may not be terminated by the lessor before 31 December 2061.

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### Buildings and facilities

As at the Latest Practicable Date, we self-owned eight buildings and facilities and leased eight buildings and facilities. The table below shows a summary of our self-owned buildings and facilities:-

#### *Self-owned buildings and facilities*

	Location	Usage	GFA (sq.m.)
1.	Česká Kubice 64 & Horní Folmava, 34532 Česká Kubice, Czech Republic	Casino — <i>Palasino Furth im Wald</i>	2,747
2.	Chvalovice-Hatě 198 & 199, Znojmo 669 02 & Derflice, Načeratice, Czech Republic	Casino and Hotel — <i>Palasino Savannah Resort</i>	11,775
3.	Dolní Dvořiště 225, 38272 Dolní Dvořiště, Czech Republic	Casino — <i>Palasino Wulowitz</i>	3,288
4.	Am Reitpfad 4, 63500 Seligenstadt, Germany	Hotel — <i>Hotel Columbus</i>	6,845
5.	Hallenbadstraße 33, Hann. Münden 34346, District Göttingen in Lower Saxony, Germany	Hotel — <i>Hotel Auefeld</i>	11,379
6.	Bövingen 129, Much, District Rhein-Sieg in North Rhine-Westphalia, Germany	Hotel — <i>Hotel Kranichhöhe</i>	12,009
7.	Am Winterhafen 13., Linz, Oberösterreich (Upper Austria), Austria	Hotel — <i>Hotel Donauwelle</i>	10,782
8.	28. října 1794, Mikulov, 692 01, Czech Republic	Please refer to the note below	1,759

*Note:* It is the plan of our Group to convert the property to be a land-based casino. For details, please refer to the paragraph headed “Waivers from Strict Compliance with the Listing Rules — The Post-Track Record Period Acquisition” in this prospectus.

## BUSINESS

### *Leased buildings and facilities*

	Location	Usage	GFA (sq.m.)	Rent	Terms of lease
1.	Plot no. 1057/5, 357/15, 357/11, 1060/4 of 1 and 1055/2, Česká Kubice, Czech Republic	Parking lot — <i>Palasino Furth im Wald</i>	5,774	CZK208,679.52 (equivalent to HK\$72,710.63) per year	1 October 2021 to 30 September 2031
2.	Plot no. 564 of 1, Česká Kubice, Czech Republic	Advertisement — <i>Palasino Furth im Wald</i>	174	CZK20,000 (equivalent to HK\$6,968.64) per year	Unlimited period of time from 1 November 2009
3.	Construction plot no. 160/1 of 463, Česká Kubice, Czech Republic	Accommodation for employees and storage for materials — <i>Palasino Furth im Wald</i>	1,330	CZK35,000 (equivalent to HK\$12,195.12) per month	Unlimited period of time from 1 February 2011
4.	Three apartments standing on construction plot no. 160/1 of 463, Česká Kubice, Czech Republic	Accommodation for employees and storage for materials — <i>Palasino Furth im Wald</i>	145	CZK7,000 (equivalent to HK\$2,439.02) per month	Unlimited period of time from 23 May 2020
5.	Building no. 141 standing on plot no. 353 of 10001, Dolní Dvořiště, Czech Republic	Accommodation for employees — <i>Palasino Wulowitz</i>	572	CZK25,000 (equivalent to HK\$8,710.80) per month	1 November 2021 to 31 October 2029
6.	Building no. 140 standing on plot no. st. 202 of 10001, Dolní Dvořiště, Czech Republic	Accommodation for employees — <i>Palasino Wulowitz</i>	442	CZK18,000 (equivalent to HK\$6,272) per month	9 June 2019 to July 2029
7.	Building No. 170 and Plot No. 81/1, Chvalovice, Czech Republic	Accommodation for employees — <i>Palasino Savannah Resort</i>	1,594	CZK45,000 (equivalent to HK\$15,679.44) per month	Unlimited period of time from 1 June 2006

## BUSINESS

Location	Usage	GFA (sq.m.)	Rent	Terms of lease
8. No. 16, Level 8, Melfar Buildings, Triq C de Brocktorff, Msida, Malta and for three parking spaces in Casa Agius, Msida, Malta	Office (together with three parking spaces)	300 (for the three parking spaces: approximately 43.2)	Year 1: EUR 51,000 (equivalent to HK\$436,050) Year 2: EUR 54,000 (equivalent to HK\$461,700) Year 3: EUR 56,160 (equivalent to HK\$480,168) Year 4: EUR 58,406 (equivalent to HK\$499,371) Year 5: EUR 60,742 (equivalent to HK\$519,344) (For the three parking spaces: EUR 450 (equivalent to HK\$3,848) per year)	The first fixed term: 1 November 2021 to 31 October 2023 The second fixed term: 1 November 2023 to 31 October 2024 The third fixed term: 1 November 2024 to 31 October 2025 The fourth fixed term: 1 November 2025 to 31 October 2026 (For the three parking spaces: 1 July 2023 to 31 October 2026)

As at the Latest Practicable Date, save as self-owned land parcel no. 7 and 8, none of our property interests: (i) was subject to any restriction on use, (ii) was subject to encumbrances, liens, pledges and mortgages, or (iii) involved in any breach of law and regulation (including environmental regulation), title defect, investigation, notice or pending litigation.

For further details of our property interests, please refer to the Property Valuation Report set out in Appendix III to this prospectus.

### THE NEW CZECH GAMBLING ACT

#### Background

The parliament of the Czech Republic has approved the proposed amendments to the Czech Gambling Act submitted by the government to (i) impose new licencing and deposit requirements; (ii) better protect the players; and (iii) make administrative changes to the previous Czech Gambling Act. The new Czech Gambling Act has come into effect on 1 January 2024. For details of the Czech Gambling Act, please refer to the section headed “Regulatory Overview — Overview of Regulatory Framework of Gaming Operations in the Czech Republic — Gambling Act” in this prospectus.

## Major amendments to the Czech Gambling Act

For illustration purposes only, set out below is a summary of (i) the major amendments to the previous Czech Gambling Act; (ii) their relevant implications on our business operations and financial position; and (iii) the follow-up actions taken/to be taken by our Group:

Previous Czech Gambling Act	New Czech Gambling Act	Relevant implications on our business operations and/or financial position and the follow-up actions taken/to be taken by our Group
<p><b>A. Administrative changes</b></p>		
<p><b>Licensing regime</b></p>		
<p>1. Two-level licence</p>		
<p>(1) Basic licence</p> <ul style="list-style-type: none"> <li>- a prerequisite to obtain the next level of licence, which is the gaming premises licence</li> <li>- <i>Purpose:</i> (i) to certify the competence of a gaming operator to operate gambling activities, including but not limited to its ownership and organisational structure, the integrity of the operator and its ultimate beneficial owners, and assets of the gaming operator</li> </ul>	<p>(1) Initial licence</p> <ul style="list-style-type: none"> <li>- a prerequisite to obtain the next level of licence, which is the basic licence</li> <li>- <i>Purpose:</i> to certify the competence of a gaming operator to operate gambling activities, including but not limited to its ownership and organisational structure, the integrity of the operator and its ultimate beneficial owners, assets of the gaming operator</li> </ul>	<p>Our Group is required to comply with the three-levels licence regime.</p> <p>As advised by our Czech Legal Advisers,</p> <ul style="list-style-type: none"> <li>(i) the operator is obliged to submit an application for assessment of the fulfilment of the conditions for issuing an initial licence under the new Czech Gambling Act within six months from the effective date of the new Czech Gambling Act (i.e. 1 January 2024);</li> <li>(ii) all basic licences issued by the Ministry of Finance of the Czech Republic pursuant to the previous Czech Gambling Act will remain in force until the expiry date if the operator applies for change of the basic licence before 1 April 2025. The operator is obliged to apply to the Ministry of Finance for the change of the basic licence by submission of game plans as well as other required documents under the new Czech Gambling Act by 1 April 2025; and</li> <li>(iii) the premises licences granted by the relevant municipal authorities according to the previous Czech Gambling Act will remain valid under the new Czech Gambling Act.</li> </ul>
<p>(2) Gaming premises licence</p> <ul style="list-style-type: none"> <li>- <i>Purpose:</i> to grant authorisation to operate the relevant gambling activities in a specific location</li> </ul>	<p>(2) Basic licence</p> <ul style="list-style-type: none"> <li>- a prerequisite to obtain the next level of licence, which is the gaming premises licence</li> <li>- <i>Purpose:</i> to grant authorisation to operate a specific type of gambling</li> </ul>	<p>We are required to apply for the initial licence not later than 30 June 2024 and the change of the basic licences not later than 1 April 2025 by the new Czech Gambling Act. Based on the understanding of the current requirements of the new Czech Gambling Act and the previous experience of our management, we plan to submit the application couple of months before June 2024 and April 2025 for the initial licence and the change of the basic licences respectively, to leave the authority sufficient time to process our applications. The Ministry of Finance has absolute discretion to decide on whether and when to issue the initial licence and approve the change of the basic licences after assessing the application documents. As advised by our Czech Legal Advisers, as long as we make the applications on time, our operations comply with all relevant laws and regulations and we fulfil all applicable requirements and conditions and adhere to the procedures set forth in the new Czech Gambling Act, the Ministry of Finance shall issue decision on the change of basic licences which will remain valid until their expiry date, i.e. 31 October 2029, and our existing premises licences issued pursuant to the previous Czech Gambling Act remain valid until their expiry date, i.e. 31 October 2026.</p> <p>As advised by our Czech Legal Advisers, we are of the view that there is no foreseeable difficulties in our Group's application for the initial licence and the change of the basic licences so long as we meet the applicable requirements and conditions and adhere to the procedures set forth in the new Czech Gambling Act, given that as advised by our Czech Legal Advisers (i) the three-level licence scheme is administrative in nature in order to streamline the licensing process to reduce administrative cost; (ii) our Group has not breached relevant laws and regulations in material respect in the Czech Republic during the Track Record Period, and that one of the matters considered by the authorities for granting these licences is the Group's previous clean compliance history in all material aspects on the Czech Gambling Act; and (iii) save as the security deposit, there is no material change to the licensing conditions and requirements under the new Czech Gambling Act.</p> <p>Our Directors are of the view that our Group will be able to operate with our licences granted under the previous Czech Gambling Act until their expirations and remain in compliance with relevant laws and regulations in the Czech Republic, given that (i) the management of our Group has extensive experience on operating and managing gaming business under relevant laws and regulations in the Czech Republic together with their deep understanding of the gaming laws and regulations in the Czech Republic, the management team of our Group is able to monitor and ensure compliance with licensing requirements, reporting obligations, responsible gaming practices, AML requirements, and other relevant regulations in all material respects, (ii) as advised by our Czech Legal Advisers, our Group has not breached relevant laws and regulations in material respect in the Czech Republic during the Track Record Period, (iii) our Group has obtained the current basic licences in August 2023 and premises licences in October 2023 from the relevant government authorities, and that one of the matters considered by the authorities for granting such licences is the Group's previous clean compliance history in all material aspects on the Czech Gambling Act. As advised by the Czech Legal Advisers, the three-level licence scheme is to streamline the licensing process to reduce administrative cost. Save as the security deposit, there is no material change to the licensing conditions and requirements under the new Czech Gambling Act, (iv) the Czech Gambling Act was previously amended in 2022, and our Group was able to adapt to the new requirements at the material time, and (v) we will continue to engage different professional parties, including legal advisers in the Czech Republic to advise us on ongoing compliance matters regarding the new Czech Gambling Act.</p>



**Relevant implications on our business operations and/or financial position and the follow-up actions taken/to be taken by our Group**

**New Czech Gambling Act**

**Security deposit**  
 2. Based on the number of casinos, our Group was required to provide a security deposit of CZK30 million in the form of cash or bank guarantee to the Ministry of Finance in the Czech Republic (the "Ministry") when applying for the basic licence.

According to the category we currently belong to and as advised by our Czech Legal Advisers, our Group is required to provide a security deposit of CZK150 million (equivalent to HK\$54 million) in the form of cash or bank guarantee to the Ministry when applying for the initial licence. The category is divided into below four levels and the classification depends on the amount of gaming tax which is the last known tax as at the last day of the gaming tax period immediately following the gaming tax period in which the tax obligation arose.

Our Group is required to provide a security deposit of CZK150 million (equivalent to HK\$54 million) in the form of cash or bank guarantee when applying for the initial licence.

Based on the cash and cash equivalents on hand as at 31 January 2024 and our bank guarantee with a maximum amount of CZK120 million (equivalent to HK\$43.2 million) as at the Latest Practicable Date, our Group confirms that we are in a position to meet this requirement. The increase in the required security deposit may potentially have an adverse impact to our Group's working capital and financial positions in the future, despite that our Group currently has sufficient working capital for operations.

Category	Amount of security deposit	Gambling tax	
		Not less than	
		Not more than	
1	CZK 20,000,000	CZK0	CZK 5,000,000
2	CZK 70,000,000	CZK 5,000,000	CZK 50,000,000
3	CZK 150,000,000	CZK 50,000,000	CZK 200,000,000
4	CZK 300,000,000	CZK 200,000,000	

**No temporary user account**

3. A gaming operator shall establish a temporary user account for a non-Czech Republic citizen, which may be active for a maximum period of 90 days.

Such a temporary user account provision has been deleted in the new Czech Gambling Act.

Our Group is required to set up permanent user accounts for non-Czech Republic citizens. Our CMS has been modified and the existing temporary user accounts in our CMS have been converted to permanent user accounts for non-Czech citizens.

Given the change is solely administrative in nature, our Group confirms that there will be no material impact on our business operations nor financial position.

**General play space requirements**

4. No relevant provision under the Czech Gambling Act.

The operator must ensure that the gaming area is not visible to the players from the registration area.

*Palasino Furth im Wald* fulfilled the new general play space requirements before the new requirement came into effect. Additional temporary walls and glass screens have been installed in *Palasino Excalibur City* and *Palasino Wallowitz* in order to block the view from the registration area to the gaming area.

Given that it is only a minor construction change, our Group confirms that there will be no material impact on our business operations nor financial position.

**Previous Czech Gambling Act**

**Diagram of the camera system**  
 5. No relevant provision under the Czech Gambling Act.

**New Czech Gambling Act**

The operator is obliged to keep a diagram of the camera system in each gambling hall and casino.

If there is a change in the facts stated in the camera system diagram, the operator is obliged to draw up a new camera system diagram without delay.

There is a list of drawing requirements which shall be included in the diagram of the CCTV system.

**Relevant implications on our business operations and/or financial position and the follow-up actions taken/to be taken by our Group**

As at the Latest Practicable Date, we had a diagram of the camera system, but the current diagrams may not satisfy all of the drawing requirements specified in the new Czech Gambling Act.

As advised by our Czech Legal Advisers, as the government allows a transitional period of six months, our Group is obliged to update the diagram of camera system by 1 July 2024. Our Group has engaged a software services provider to update the diagram of our camera systems in each of the three casinos pursuant to the new Czech Gambling Act. Given the change is solely administrative in nature, our Group confirms that there will be no material impact on our business operations nor financial position.

**B. Players protection**

**Panic button**

6. No such a provision in relation to the "panic button" feature.

Under the previous Czech Gambling Act, the Ministry is responsible for maintaining a register (the "Register") which serves to prevent access of excluded natural persons to gambling and there is a list of persons whom the Ministry shall include in the register, including, among others, a natural person (i) who receives benefits of assistance in material distress; (ii) are bankrupt; and (iii) who has been subjected to a reasonable restriction and a reasonable obligation to abstain from gambling, gaming machines and betting or to protective treatment consisting of treatment for gambling addiction under the Criminal Code. Each of the gaming operators in the Czech Republic has access to the Register and the operators shall prohibit the persons listed in the Register to gain access to the gambling area or the online gaming websites.

Under the new Czech Gambling Act, "a person who has voluntarily opted for being excluded from participating in gambling for 48 hours" has been introduced to the list of persons who shall be included in the Register or alternatively only by operator. Accordingly, each of the gaming operators in the Czech Republic and online gaming websites shall make available a means for the players to opt for such a self-exclusion (the "Panic Button Feature").

When a player opts for his/her self-exclusion from participating in gambling activities for 48 hours, the gaming operators are obliged to (i) promptly notify the Ministry of Finance that the player wishes to be included in the Register and (ii) explain to the player the consequences of being registered in the Register.

After the 48 hours has passed, such a player will be removed from the Register and is able to regain access the gambling area or online gaming websites.

The final technical specifications of the Panic Button Feature have been announced by the Ministry of Finance.

*Note:* under the previous Czech Gambling Act, players can only apply directly to the Ministry for lifetime self-exclusion. Under the new Czech Gambling Act, players can opt for lifetime self-exclusion at the gaming operator premises by using the Panic Button Feature.

Our Group is required to provide a Panic Button Feature, which is a means for players to opt for self-exclusion for 48 hours/lifetime. In addition to a list of persons specified in the Czech Gambling Act, we are also required to check whether a player, who has opt for self-exclusion for 48 hours/lifetime, is on the Register before he/she is allowed to enter the gaming area going forward.

Our Group has attended meetings with the Ministry of Finance where they have explained the purpose of the Panic Button and how they envision this function to be performed, and the manner of fulfilling and interpretation of this provision. Our Company confirms that the Panic Button can be an application which serves the function of alerting the excluded person based on his/her record of self-exclusion registration in the CMS database.

As advised by our Czech Legal Advisers, as the government allows a transitional period, our Group is obliged to implement part of the Panic Button Feature by 1 July 2024. The other amendments shall be implemented within six months from the publication of technical specifications, which has been issued on 30 January 2024 by the Ministry of Finance. As at the Latest Practicable Date, the Panic Button application development has been initiated and we have formulated the specifications for the application development. As phase one, we have commenced crafting the technical documentation for the development of the application. Following the completion of phase one, which is expected to be done by the end of March 2024, we will proceed to phase two, which will be the development of both the front-end and back-end of the application and expected to be completed by the required implementation of time. It is estimated that the total cost to be incurred for full installation of the Panic Button Feature is CZK1.1 million (equivalent to HK\$0.4 million).

<p><b>Legal restrictions</b></p> <p>7. No relevant provision under the Czech Gambling Act.</p>	<p><b>Previous Czech Gambling Act</b></p>	<p><b>New Czech Gambling Act</b></p> <p>An operator shall not encourage a person registered to participate in a gambling game who has previously notified the operator that he or she does not wish to be approached with incentives to participate in the gambling game. This applies equally to a person who has been registered for that gambling within the last 3 years.</p>	<p><b>Relevant implications on our business operations and/or financial position and the follow-up actions taken/to be taken by our Group</b></p> <p>Our Group is prohibited to encourage a player to participate in gambling who has previously informed us that he or she does not wish to be approached with incentives to participate in gambling.</p> <p>We will not encourage a person to participate in a gambling game who has previously notified us that he or she does not wish to be approached with incentives to participate in the gambling game. Going forward, our marketing department will check with every record of the player before providing any incentive from time to time.</p> <p>Given the change is solely administrative in nature, our Group confirms that there will be no material impact on our business operations nor financial position because there will not be material cost incurred to fulfil this restriction.</p>
<p>8. In connection with the operation of a gambling game, the operator shall be prohibited from providing any advantage in the form of food, beverages, tobacco products or stimulants to a gambling participant.</p>	<p>In connection with the operation of a gambling game, the operator is prohibited from providing any advantage to a gambling participant in the form of</p> <ul style="list-style-type: none"> <li>(i) a food, drink, tobacco product or stimulant; or</li> <li>(ii) the prohibited risk premium set out in the Decree.</li> </ul> <p>Under the Decree, the followings are considered as risk bonuses (risk premium):</p> <ul style="list-style-type: none"> <li>(i) A prohibited risk bonus is a risk bonus that meets at least one of the following conditions: (a) the offer to obtain the bonus or any other promotional communication relating to the bonus does not include at least a brief description of the conditions for the players to obtain or use the bonus, (b) the conditions for obtaining or using the bonus are not demonstrably communicated to the players before the bonus is obtained.</li> <li>(ii) A prohibited risk bonus is always a bonus,             <ul style="list-style-type: none"> <li>(a) the terms and conditions of which encourage competition based on a comparison of the frequency of participation, the amount of stakes or the winnings of the players, if (1) the competition relates to participation in a technical game; or (2) the aggregate of the deposits of an individual player in all competitions relating to that type of gambling game with that operator exceeds CZK1,000 per calendar day;</li> <li>(b) the acquisition or use of which is conditional upon the player not withdrawing funds or any part thereof from the user's account; or</li> <li>(c) which is provided after the operator receives a request to cancel the user account.</li> </ul> </li> </ul>	<p>The loyalty program provided by our Group can no longer provide any bonus which falls within the definition of "risk bonus" to our players.</p> <p>Our Company confirms that our current loyalty program has complied with the requirements under the new Czech Gambling Act and does not need to be modified. We have updated the registration form to inform all players about the conditions to award the bonuses, and make it clear to the players that there is no "risk bonus" to be provided in our casinos.</p> <p>Our Group confirms that the update of our registration form will have no material impact on our business operations nor financial position.</p>	<p>The loyalty program provided by our Group can no longer provide any bonus which falls within the definition of "risk bonus" to our players.</p> <p>Our Company confirms that our current loyalty program has complied with the requirements under the new Czech Gambling Act and does not need to be modified. We have updated the registration form to inform all players about the conditions to award the bonuses, and make it clear to the players that there is no "risk bonus" to be provided in our casinos.</p> <p>Our Group confirms that the update of our registration form will have no material impact on our business operations nor financial position.</p>

For item (1), based on the advice from our Czech Legal Advisers that (i) the three-level licence scheme is administrative in nature in order to streamline the licencing process to reduce administrative cost; (ii) our Group has not breached relevant laws and regulations in material respect in the Czech Republic during the Track Record Period, and that one of the matters considered by the authorities for granting these licences is the Group's previous clean compliance history in all material aspects on the Czech Gambling Act; and (iii) save as the security deposit, there is no material change to the licencing conditions and requirements under the new Czech Gambling Act, our Company is of the view that there is no foreseeable difficulties in our Group's application for the initial licence and the change of the basic licences so long as we meet the applicable requirements and conditions and adhere to the procedures set forth in the new Czech Gambling Act.

For item (2), our Group has already set aside the required security deposit of CZK150 million (equivalent to HK\$54 million) to obtain the gaming licences, which is one-off in nature and non-recurring. It is currently expected that there will be sufficient working capital for our operations after such payment. However, the increase in the required security deposit may potentially have an adverse impact to our Group's working capital and financial positions in the future. For details, please refer to the paragraph headed "Risk Factors — Our business operation, financial results and our cashflow may be adversely affected if the government is of the view that the measures we adopted or to be adopted do not comply with the new Czech Gambling Act" in this prospectus.

For items (3), (5) and (7) which are solely administrative changes in nature, and item (4) which is a minor construction change, it is expected that the administrative costs of HK\$3.0 million will be incurred for the year ending 31 March 2024.

For item (6), as at the Latest Practicable Date, the detailed technical requirements have been officially confirmed. Our Company confirms that the Panic Button can be an application which serves the function of alerting the excluded person based on his/her record of self-exclusion registration in the CMS database. It is estimated that the total cost to be incurred for full installation of the Panic Button Feature is CZK1.1 million (equivalent to HK\$0.4 million).

For item (8), there will be no material impact on our business operations nor financial position, because (i) our current loyalty program has complied with the requirements under the new Czech Gambling Act and does not need to be modified, (ii) the loyalty program is not the primary channel for attracting customer traffic to our business, as each customer will automatically become a member of our loyalty program after completing the compulsory registration process, (iii) our Group has a variety of marketing and promotional events to attract customers, such as poker tournaments, events for Halloween, Chinese New Year and Palasino Anniversary Party. We have also commenced advertising campaigns by using radio and billboards in Austria. For details, please refer to "Business — Marketing and Promotion Events" in this prospectus, (iv) the financial impact to our Group is limited as the contract liability in relation to the loyalty

program was HK\$33,000, HK\$1.3 million, HK\$1.2 million and HK\$2.0 million for the three years ended 31 March 2023 and six months ended 30 September 2023, respectively, and (v) there will not be material cost incurred to fulfil the restriction.

Based on the above, our Directors consider and the Sole Sponsor concurs that, save as the one-off in nature security deposit, the potential financial and operational impact brought by the new Czech Gambling Act to our Group is not material.

In addition, based on our understanding of the requirements of the new Czech Gambling Act and given that the major amendments mainly concern the casino operators and has no material impact on gaming experience from the players' perspective, save as items (6) (i.e. the Panic Button Feature) which is an extra option of voluntary player protection feature which kicks in after the player opts out from playing and would not affect the gaming experience of the players who do not self-exclude themselves, our Company is of the view that the new Czech Gambling Act would not have material impact on players in term of gaming experience and exposure, and would not bring about material impact on our Group's business operation.

Although these requirements will take effect at a later stage with the details stated above under the new Czech Gambling Act, as advised by our Czech Legal Advisers, there are no foreseeable material difficulties for our Group to comply with those requirements and to obtain the licences (based on the reasons discussed above) as long as we make the applications on time, our operations comply with all relevant laws and regulations and we fulfil all applicable requirements and conditions and adhere to the procedures set forth in the new Czech Gambling Act. Based on the understanding of the requirements of the new Czech Gambling Act, and the aforementioned reasons, with respect to the changes of items (1), (2), (5) and (6), for which the government allows a transitional period for operators to comply with after the effective date of 1 January 2024, our Directors do not foresee, and the Sole Sponsor concurs, any material difficulties in meeting such requirements of the new Czech Gambling Act during the transitional period.

Please refer to the paragraph headed "Risk Factors — Our business operation, financial results and our cashflow may be adversely affected if the government is of the view that the measures we adopted or to be adopted do not comply with the new Czech Gambling Act" in this prospectus for further details of the risks relating to the implementation of the new Czech Gambling Act.

### **Internal control measures for the new Czech Gambling Act**

In relation to the requirements under the new Czech Gambling Act, as at the Latest Practicable Date, our Group has been formulating several internal control measures, for example (i) CZK150 million has been set aside for the purpose of applying for the initial licence, (ii) our CMS has been modified in order to convert the existing temporary user accounts to permanent user accounts for non-Czech citizens, (iii) additional temporary walls and glass screens have been installed in *Palasino Excalibur City* and *Palasino Wulowitz* to block the view from the registration area to the gaming area, (iv) we have engaged a software services provider to update the diagram of our camera systems in each of our three casinos, (v) our staff will not approach any customer who has indicated that he/she does not wish to be approached with incentives to participate in the gaming, and (vi) we have updated the registration form to inform all players about the conditions to award the bonuses, and make it clear to the players that there is no “risk bonus” to be provided in our casinos.

In order to comply with the new Czech Gambling Act, the management of our Group has been continuously communicating with the relevant regulators and services providers to understand the updated requirements and measures for compliance, and has been reviewing and updating our existing internal control manuals to ensure full compliance with the details of the new Czech Gambling Act. In addition, pursuant to our internal audit policy, our internal audit department is responsible to ensure the compliance with relevant laws and regulations, including the new Czech Gambling Act, through continuous monitoring and evaluation of our internal controls measures. As confirmed by our Czech Legal Advisers, there is a transitional period for our Group to implement the internal control measures with respect to the implementation of update of diagram of camera system and the Panic Button Features in order to ensure full compliance with the new Czech Gambling Act.

The Internal Control Consultant has reviewed all relevant policies and procedures for managing the compliance with the new Czech Gambling Act, and has not noted any material deficiency on the design of these policies and procedures.

In view of the abovementioned internal control measures implemented and to be implemented, the Internal Control Consultant is not aware of any material concern on such policies for the new Czech Gambling Act, our Directors are of the view and the Sole Sponsor concurs that our Group is able to comply with the internal control requirements under the new Czech Gambling Act in material aspects, and is not aware of any material deficiencies in relation to the internal control measures of our Group in this regard.

### **ONLINE GAMING BUSINESS**

Palasino Malta has been granted a Gaming Service Licence B2C Type 1 by the MGA with a term of 10 years effective from 14 November 2022. Due to technical issues with the original system infrastructure provider, our Group decided to terminate the partnership in November 2022 and engaged a new system infrastructure provider in January 2023. To facilitate this change, we applied for a voluntary suspension of the online gaming licence, which was approved by the MGA in December 2022 for a validity period until December

## BUSINESS

2023. The re-activation of our online gaming licence has been approved by the MGA on 24 November 2023. In order to support the platform's functionality, we have established the system infrastructure of our online gaming platform, which mainly includes the servers, databases, networking and software, information management and storage system, backup inventory system and system security. The system audit on our online gaming platform has been performed and approved by the MGA. It is planned that the soft launch of the Online Gaming Business will take place during the first half of 2024. The soft launch will only be available to the players over the age of 18 located in Malta. The scale of the initial operation will be minimal with expectations of limited players during the first six months of operations.

During the three years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2023, the total expenses incurred by Palasino Malta amounted to nil, HK\$5.6 million, HK\$13.1 million and HK\$8.2 million, respectively. The expenses were primarily attributable to the operating expenses, which includes employee benefit expenses, gaming operation expenses relating to platform licence, licence application, cloud service and office expenses. During the Track Record Period, Palasino Malta did not recorded any revenue.

Our future plan, which included expansion of our online gaming business to regulated jurisdictions, has not incurred any material cost as at the Latest Practicable Date. Material cost may be incurred when we expand our online gaming business.

For details, please refer to the paragraph headed "Risk Factor — The online gaming industry is a rapidly evolving industry, which makes it difficult to evaluate our business and financial prospects". Going forward, we will exercise caution and evaluate the expenses before entering into new jurisdictions.

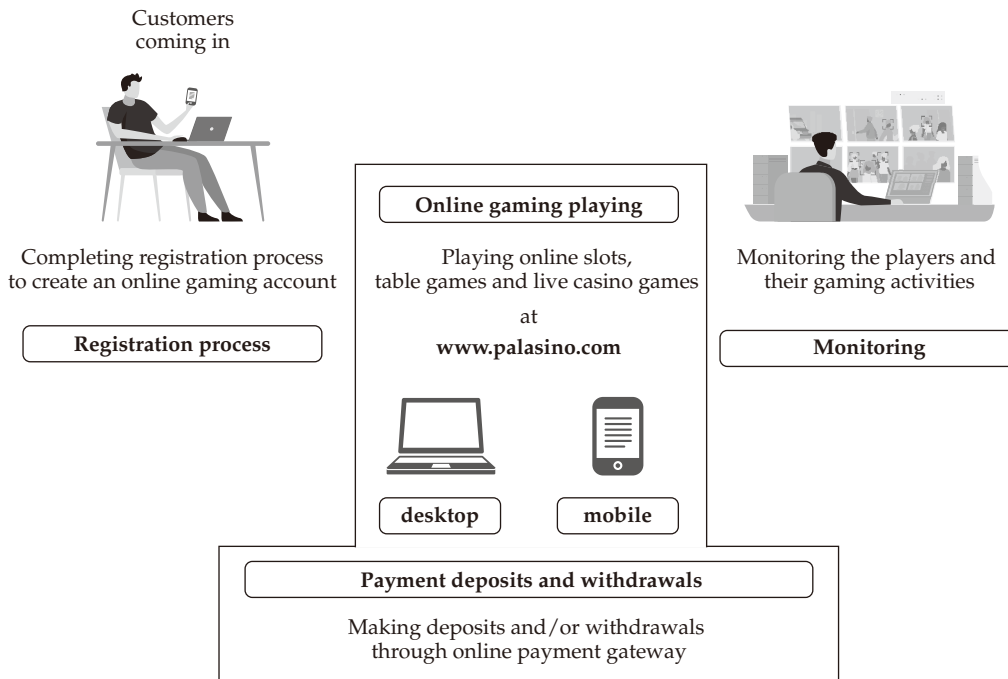
Our platform is monitored continuously to ensure that access is only limited to an IP address located in Malta. Any player attempting to access our online gaming platform by unauthorised access (such as VPN, proxy servers or other similar gateways) would be detected and attempted registrations will be blocked.

As to the future plans on the online gaming business, it is the current intention of our Group to target on the regulated jurisdictions including those in Central Europe, subject to satisfactory feasibility study of such regulated market or any possible potential market aware of by our Group in the future. Our Group continuously conducts research to (i) identify potential target jurisdiction, (ii) evaluate market size, regulatory environment and relevant legal requirements for licencing and AML, (iii) check the availability of service providers (such as service providers for the online gaming platform) and (iv) estimate the financial costs, etc. in order to assess the potential success rate of entering into a specific new jurisdiction. Such plan is only the preliminary plan based on the current circumstances and information available to our Group. Same as having the online gaming licence in Malta, in respect of those regulated markets that our Group is proposing to tap into, certain requirements must be met, and online gaming licences must be sought. Our Group will continuously monitor the regulatory development of the jurisdictions where our Group operates in or intends to operate in to ensure that its Online Gaming Business are in compliance with the latest relevant and available rules and regulations.

**Online Gaming Operation**

Palasino Malta provides its online gaming service through the website [www.palasino.com](http://www.palasino.com), which is available on both desktop and mobile device channels. Through our online gaming platform, we provide various digital games and entertainment options to players over the internet. Our online gaming platform is supported by a software development company. We also engage various game service providers to provide the gaming contents, which are integrated to our online gaming platform. Both the software development company and the game service providers have obtained the licences or approval granted by the MGA. We also have (i) customer relationship management platform to provide the functions of communication with the players, (ii) AML monitoring platform to assess and manage AML requirements, and (iii) payment gateways through which payment service providers are integrated to provide the online payment services.

The flowchart below sets out the operation of our Online Gaming Business:



**Registration process**

The registration process is conducted through completing the registration form in the required fields by the new players in accordance with the relevant Maltese laws and regulations, such as name, date of birth, gender, address, email and mobile number, during the initial registration process. To create an account, the player is also requested to read and accept the terms and conditions (the “**Terms and Conditions**”), privacy policy and cookie policy of our online gaming platform. The Terms and Conditions include terms that require the player to declare and confirm that he/she has provided true and accurate information, including but not limited to age, nationality and address. Pursuant to the Terms and Conditions, among other things, (i) a person must not use the website to play



games if he/she is under 18 years old. Any funds deposited by such person will be returned to the individual after the account has been closed by Palasino and any winnings will be forfeited, (ii) a player warrants and represents that he/she is at least 18 years old, and he/she has not been excluded from gaming (e.g. self-excluded, blocked from our website or services, or excluded in a National Self Exclusion Register), and (iii) by registering as a player, a player must confirm that he/she is not a resident in the countries that are expressly prohibited from using the online gaming website and/or any other jurisdiction where his/her participation of the online gaming would be in conflict with any applicable laws or rules. It is the sole responsibility of the player to understand the laws in his/her jurisdiction of residence relating to all aspects of playing any games and/or services provided by Palasino Malta. The player is responsible for his/her compliance with the local laws which is applicable to him/her, and Palasino Malta makes no representation that the online gaming on the platform is appropriate, available or allowed in his/her jurisdiction.

At the end of the registration process, players are automatically presented with responsible gaming information along with a list of responsible gaming tools, such as deposit limits, session limits, playing time checks, and self-exclusion setting, etc., through our gaming website.

As a first step of customer due diligence and AML procedure, we will check all the new registrations by using screening tools to ensure the new players are not politically exposed persons, or appeared in the sanction lists or adverse media. After going through the know-your-client and AML procedure, players will have their own accounts at our online gaming platform. For details, please refer to the paragraph headed "Internal control measures for our Online Gaming Business" below.

### *Online games playing*

Once a player is successfully logged in to his account using either a username/password or email/password combination created during the registration process, he may access to various types of games among the three main categories, namely (i) slots games, (ii) table games and (iii) live casino games. The games in the categories of slots and table games are operated based on RNG, while the live casino games are operated by real dealers streamed from studios which are set up to replicate the experience in a real land-based casino. In order to enhance the players' experience, we will make available for the players a range of filters, both simple and advanced search function by category and game provider, to surf through the wide range of games in a timely manner in order to select their most favourite game. All of the games provided in our website have been tested and approved by the MGA.

After logging-in to their accounts on our website to play online games, players can log out at any time they want to do so. For security purpose, Palasino Malta is required to automatically log out players after 30 minutes of inactivity, of which the players will be informed in advance accordingly. Players will need to input username/password or email/password to log in again.

### *Payment deposits and withdrawals*

The players can make deposits to their accounts via online payment gateways integrated with our platform and start playing. The players can choose from the following payment methods to make a deposit: debit card, credit card or online e-wallet licenced within the European Economic Area. The player's balance is displayed at all times and is also updated when a bet is placed and as applicable, when the player wins. All the amounts are displayed together with the respective currency symbol. Players can also withdraw the balance in their accounts through the online payment gateways. A withdrawal request with the payment method the same as the deposit can be processed automatically, or a proof of identification will be required to process for the withdrawal exceeding certain amount. If the payment method of a withdrawal request differs from that of the original deposit, a proof of ownership of the account the amount is withdrawn to is required for the withdrawal process. Transaction history, such as deposits, bonuses, placed bets, won bets, lost bets and/or withdrawals, is made available to the players at all times in their accounts in our website.

### *Monitoring*

The monitoring and review of the players and their gaming activities, including deposit, withdrawal and game playing, are conducted constantly and continuously. This is achieved by a partially automated monitoring system with technical means catered for the online casino, and further manual monitoring conducted by our operation department. The back office is equipped with all players' activity histories, where each transaction can link to a player. This allows us to determine if any suspicious or illegal activity has occurred. Large amount deposits, large winnings, suspicious payments are automatically flagged by the system on which our website is operating and escalated to our operation department for further action. A record of a player's history, from registration to termination of transaction, with all of the player's playing activities, is required to be kept for continuous evaluation on the player to ensure the activities conducted by the player is consistent with the knowledge we have on the player and the player's risk profile, and to identify any deviation from the norm and suspicious activity. Such records shall be kept for ten years after the business relationship with a player is terminated.

### *Measures to prevent unauthorised access*

In order to ensure only the Maltese residents located in Malta can participate the online games of our Group, our Group has installed certain blocking software in the system infrastructure of our online gaming platform to block unauthorised access, including VPN. To participate in online games, a player must access to the online gaming platform and make deposits to his/her account via online payment gateways integrated with our Group's online gaming platform. As per the testing conducted by the Internal Control Consultant together with the Sole Sponsor, our Company's online gaming website (i.e. [www.palasio.com](http://www.palasio.com)) has successfully blocked the fake Malta IP address by the use of VPN. Based on the test result, there is no circumstance that could lead our Company, the Internal Control Consultant and the Sole Sponsor to believe that the blocking software is not effective.

Our Maltese Legal Advisers advised that under our Terms and Conditions, which are legally binding between Palasino Malta and player who accepts our Terms and Conditions, such player shall be solely responsible for his/her own compliance with the laws and rules to the jurisdiction(s) where he/she situated in. In the event a player situated in a jurisdiction that online gaming is prohibited, participates in gambling activities on the Palasino Malta's online gaming platform, based on the measures implemented by Palasino Malta to detect and block non-Maltese IP address from accessing the online gaming platform of Palasino Malta for participating in online gaming activities by way of VPN, the Maltese Legal Advisers are of the view that it is highly remote that any material regulatory measures by the Maltese regulator would be imposed on Palasino Malta.

### **Internal control measures for our Online Gaming Business**

#### *Measures to prevent underaged players from playing*

To prevent underaged players (i.e. below 18 years old) from playing our online games, our Group has adopted the following internal control measures:

- when registering an online gaming account, the player must agree to the Terms and Conditions stated in our online gaming website, and indicate his/her date of birth and confirm that he/she is over the age of 18;
- the gaming management system can continue monitoring and identify suspicious behaviour based on a set of predefined rules, such as unusual transaction records and gaming activities. Our staff will investigate and commence the customer verification process, if necessary for the material matter(s), once alerts are received from our gaming management system for any suspicious behaviour detected. The customer verification process includes the checking of identity document, proof of payment method, proof of source of wealth and proof of address, and completing a source of wealth questionnaire depending on the risk level of the player and the relevant trigger event. Any false information provided by the player, such as fake age, will be detected during the customer verification process, which can be triggered at anytime whenever suspicious behaviour is detected by the gaming management system of our Group; and
- in respect of any player who is found to have provided false information, breached the Terms and Conditions, or made misstatement on the "over the age of 18" confirmation, we will immediately terminate the account of such player and prohibit him/her from playing our online games.

#### *Measures to monitor vulnerable persons*

To monitor vulnerable persons in playing our online games, our Group has adopted the following internal control measures:

- Palasino Malta has provided responsible gaming tools to players, of which had different effects to limit the access of players to different functionalities of

our gaming platform, including deposit limit, wagering limit, loss limit, session limit, regular reality check notifications (summary of wins, losses and money wagered), time out and self-exclusion, during or after the registration process. During the excluded period, such players will not be able to access their accounts. Players are given three different options for exclusion: (i) for the next 24 hours, (ii) for a specified period chosen by the player, and (iii) for an indefinite period until further notice;

- Palasino Malta maintains a register of those self-excluded players with appropriate records, including name, address and account details. Palasino Malta will also put a flag in the system informing that this particular player has chosen to be self-excluded. Such players cannot gain access to any of the gaming activities. Revoking the time out and self-exclusion was not permitted;
- a player safety early detection system with AI machine learning algorithms has been installed at our online gaming platform to calculate the probability and flag players at potential risk of self-exclusion by analysing certain predictions at an early stage. Such system analyses bets, payment types, wins, withdrawals, deposits and jackpots (where applicable) of the players across different time periods and group players into four exclusion risk categories (i.e. unsuspecting, low risk, medium risk and high risk) under certain probability thresholds. Accounts with medium and high risk which are triggered by this system will receive automated on-screen messages (OSM) and are reviewed by player safety team to detect any potential problematic gaming behaviour; and
- in order to detect any potential problematic gaming behaviour at early stage, Palasino Malta has also introduced additional technical measures to assist the responsible gaming strategy. A real-time alert system reacts to the indicators on the following potential problems:
  - (i) if a player revises previously set limits, he/she runs the risk to lose control regarding his/her own gaming behaviour. At any instance where limits are reached, the player is informed accordingly via the player interface indicating that the limits have been reached;
  - (ii) the automated system considers the frequency of logged in as an indication of high frequency of gaming, which will trigger evaluation by our staff;
  - (iii) players who make deposits which are cancelled due to insufficient funds are closely monitored by our staff; and
  - (iv) gaming transactions are recorded and analysed in order to identify signs of excessive participation. Such signs could be, for example, playing very frequently or with increasing frequency, playing at different times of the day, and playing for very long or increasingly long periods.

## BUSINESS

Upon alerts are flagged, our staff will act in accordance with the level of risk attributed to the players to change or control their gaming behaviour.

### *Measures to prevent players in jurisdictions that prohibit online gaming from playing*

To prevent players in jurisdictions that prohibit online gaming from playing our online games, our Group has adopted the following internal control measures:

- when registering an online gaming account, the player must indicate his/her country of residence from a drop-down menu, which only contains the jurisdictions that allow online gaming and the jurisdictions where Palasino Malta are allowed to operate its Online Gaming Business. At the soft launch stage, only Malta will be shown in the drop-down menu;
- responsible personnel of Palasino Malta will continuously monitor the registration data and the operating data to identify any suspicious activities over the online gaming. For example, we will check the country of residence indicated during the registration against the IP address of the actual place where the player places bets. Frequent changes in IP address and logins from blacklisted IP address of a player may lead to immediate termination of the account of such player; and
- a geo-location lock has been implemented where the IP used to access the site (prior to registration and/or login) is a non-Maltese IP address, which will consequently prevent registration and/or log in with such IP.

There will be enhanced customer due diligence when a player reaches the threshold of EUR2,000 in cumulative deposits since his/her account registration within a rolling period of 180 days, where such player must complete a detailed know-your-client (“KYC”) questionnaire, present a valid government-issued identity card or passport and proof of residential address to us. Enhanced customer due diligence on players requiring further verification documents and proof will also be performed if suspicious activities, such as when the login IP address is different from the indicated country of residence at account registration, or when a player has been identified as high-risk customer according to our relevant internal control and AML policies.

Given that (i) Palasino Malta has obtained the online gaming licence from MGA, which indicated that Palasino Malta has satisfied the statutory licencing requirements and has the operational capacity to meet the obligations prescribed by the relevant law and policy in Malta, and (ii) the internal policies and procedures and the system audit of Palasino Malta have been approved in July 2022, and further approved in July 2023 due to the voluntary licence suspension and new technical platform, by the MGA, which has led to the re-activation of the online gaming licence, our Directors are satisfied with the effectiveness of the internal control measures for our Online Gaming Business.

## BUSINESS

We will adopt the following measures to further improve our internal control measures for our Online Gaming Business:

- establishing an internal control team to (i) check the information provided by the potential players in the account registration procedures, (ii) continually monitor the suspicious activities, and (iii) enhance risk awareness among key managers in our Group;
- continually monitoring our Online Gaming Business to ensure its compliance with our established internal control measures; routinely evaluating the operation of our internal control measures, and categorising the potential defects identified in the evaluation into high, medium and low levels based on the impact of the defects and determine the rectification time accordingly;
- engaging our Maltese Legal Advisers to advise on the compliance of our internal control measures with all regulatory requirements, including any updated applicable laws and regulations; and
- developing additional measures, including implementation of internal control policy and provision of training programs to the relevant personnel.

The Internal Control Consultant has obtained and reviewed all relevant policies and procedures (including blocking unauthorised access from restricted jurisdiction) for managing the Online Gaming Business of Palasino Malta, and has not noted any material deficiency on the design of these policies and procedures.

Based on the above, our Directors are of the view and the Sole Sponsor concurs that our Group has complied with the internal control requirements for the Online Gaming Business (including blocking unauthorised access from restricted justification) in all material aspects, and are not aware of any material deficiencies in relation to the internal control measures of our Group in this regard.

### COMPLIANCE WITH THE GENERAL PRINCIPLES ON SUITABILITY FOR LISTING

#### Land Based Gaming Business

Our Land Based Gaming Business is operated through three casinos located at the Czech Republic. Licence is required to operate games of chance in the Czech Republic. As advised by our Czech Legal Advisers, (i) our Group has maintained all the licences necessary for the operation of its Land Based Gaming Business and complies in all material respects with the conditions stipulated in the licences; (ii) during the Track Record Period and up to the Latest Practicable Date, our Group has complied with the relevant laws and regulations in the Czech Republic with respect to the operations of gambling activities and anti-money laundering in all material aspects.

On the basis that our Land Based Gaming Business (i) takes place only in the Czech Republic and outside Hong Kong; and (ii) the bookmaking transactions of our Land Based Gaming Business take place outside Hong Kong and the parties to such transactions (i.e. the players and the operator, being Palasino Group) are not in Hong Kong, our Hong Kong

## BUSINESS

Legal Advisers are of the view that our Land Based Gaming Business is not unlawful under the Gambling Ordinance.

Based on the above, our Land-Based Gaming Business complies with the general principles and requirements set out in Chapter 4.7 “Gambling Activities” of the Guide for New Listing Applicants.

### **Online Gaming Business**

On the basis that (i) all online gaming activities conducted by our Group take place outside Hong Kong; and (ii) the bookmaking transactions of our Online Gaming Business take place outside Hong Kong and the parties to such transactions (i.e. the players and the operator, being Palasino Malta) are not in Hong Kong, our Hong Kong Legal Advisers are of the view that our Online Gaming Business is not unlawful under the Gambling Ordinance. In giving their advice, our Hong Kong Legal Advisers have also noted (i) the legal opinion from the Maltese Legal Advisers that all applicable laws and regulations in relation to online gaming in Malta have been complied with by Palasino Malta in all material respects, and (ii) the Internal Control Consultant not having noted any material deficiency in the design of our Group’s policies and procedures for managing the Online Gaming Business (including its measures to prevent players in jurisdictions that prohibit online gaming from playing, such as Hong Kong).

Our Online Gaming Business is operated through the online game platform of Palasino Malta. The MGA is the regulatory body responsible for overseeing and regulating the gaming industry in Malta. Palasino Malta has been granted a Gaming Service Licence B2C Type 1 by the MGA with a term of 10 years effective from 14 November 2022. Given that (i) Palasino Malta has obtained the online gaming licence from the MGA, which indicated that Palasino Malta has satisfied the statutory licencing requirements and has the operational capacity to meet the obligations prescribed by the relevant law and policy in Malta, and (ii) the internal policies and procedures of Palasino Malta have been approved in July 2022, and further approved in July 2023 due to the voluntary licence suspension and new technical platform has been approved following a system audit, by the MGA, which has led to the re-activation of the online gaming licence, our Maltese Legal Advisers advised that all applicable laws and regulations in relation to online gaming in Malta have been complied with by Palasino Malta in all material respects since its incorporation and up to the Latest Practicable Date.

Our Group has complied with the internal control requirements for the Online Gaming Business in all material aspects. Based on the above, our Company is of the view and the Sole Sponsor concurs that, our Online Gaming Business complies with the general principles and requirements set out in Chapter 4.7 “Gambling Activities” of the Guide for New Listing Applicants. Unless the Gambling Ordinance is amended to the extent which permits the online gaming activities and bookmaking transactions of online gaming business in Hong Kong, our online gaming platform will not be available to people located in Hong Kong.

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

### RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

As at the Latest Practicable Date, FEC, through its wholly-owned subsidiary, Ample Bonus, held an indirect interest of 90% in our Company. Immediately upon completion of the Capitalisation Issue and the Spin-off (assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying FEC Shareholders and the Over-allotment Option is not exercised), (i) our Company will be owned as to approximately 73.21% by Ample Bonus; and (ii) Ample Bonus will continue to be wholly-owned by FEC.

As at the Latest Practicable Date, FEC was directly held as to approximately 0.98% by Tan Sri Dato' David CHIU, as to approximately 52.40% by Sumptuous Assets Limited (a direct wholly-owned subsidiary of Far East Organization (International) Limited, which in turn was directly wholly-owned by Tan Sri Dato' David CHIU), as to approximately 0.001% by Modest Secretarial Services Limited (which was directly wholly-owned by Tan Sri Dato' David CHIU) and as to approximately 0.74% by Mrs. Nancy CHIU NG (the spouse of Tan Sri Dato' David CHIU). As a result, Ample Bonus, FEC, Tan Sri Dato' David CHIU, Sumptuous Assets Limited, Modest Secretarial Services Limited, Far East Organization (International) Limited and Mrs. Nancy CHIU NG constitute a group of our Controlling Shareholders.

FEC is an exempted company with limited liability incorporated in the Cayman Islands and its shares are listed on the Main Board of the Stock Exchange (stock code: 35). Ample Bonus, Sumptuous Assets Limited, Modest Secretarial Services Limited and Far East Organization (International) Limited are investment holding companies.

### BUSINESS DELINEATION BETWEEN OUR GROUP AND THE REMAINING FEC GROUP

We are principally engaged in the Land Based Gaming Business and the German and Austrian Hotel Business and are developing the Online Gaming Business. Prior to the Listing, the FEC Group (together with our Group) is principally engaged in (i) property development; (ii) hotel operations and management (comprising the German and Austrian Hotel Business and the hotels of the Remaining FEC Group); (iii) gaming and related operations (i.e. the Land Based Gaming Business); (iv) car park operations and facilities management; (v) property investment; (vi) securities and financial product investments; and (vii) provision of mortgage services.

After the Listing, gaming and related operations (which is currently one of the FEC Group's core business segments) will cease to be classified as a core business segment of the Remaining FEC Group, as the Remaining FEC Group will no longer have any interest in gaming operations other than its shareholding in Palasino Group and its minority interest (less than 5%) and joint venture interest in certain gaming business in Australia (as detailed below). The Remaining FEC Group will continue to focus on its remaining core business segments, namely, property development, hotel operations and management, car park operations and facilities management, property investment, securities and financial product investments, and provision of mortgage services. FEC Group will continue to consolidate the financial results of our Group based on the accounting standard in place.



## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

In March 2018, the FEC Group entered into a strategic alliance agreement with The Star Entertainment Group Limited (“**The Star**”) and Chow Tai Fook group and as at Latest Practicable Date, held an approximately 2.81% equity stake in The Star, one of the two major casino operators in Australia which has a dominant position in Sydney, the Gold Coast and Brisbane. The Destination Brisbane Consortium (“**DBC**”), a joint venture between the FEC Group, The Star and Chow Tai Fook Enterprises Limited, entered into development agreements with the Queensland State, Australia for the delivery of the Queen’s Wharf Project located in Brisbane. The Queen’s Wharf Project envisages two residential towers, a commercial tower, three world-class hotels, high-end food and commercial outlets and a casino in Brisbane’s prime waterfront district. It is currently expected that the casino operations at Queen’s Wharf, Brisbane will commence in 2024. The FEC Group does not consolidate the financials of The Star or the DBC in its financial statements.

In respect of its hotel operations, the FEC Group currently owns and operates its hotel portfolio under the Dorsett brand (with the exception of the Ritz-Carlton hotels in Perth and Melbourne), with a focus on the three to four-star hotel segment. As at the Latest Practicable Date, excluding the hotels of our Group, the FEC Group owned a total of 35 hotels (8 of which were under development), including the wholly-owned Dorsett group, the Ritz Carlton properties in Australia and Dao by Dorsett AMTD in Singapore, spreading over Mainland China, Hong Kong, Malaysia, Singapore, Australia and the United Kingdom. The Ritz Carlton properties in Australia are luxury 5-star hotels that were developed by FEC and managed by an external hotel manager. As at the Latest Practicable Date, the FEC Group also managed 3 other hotels in Malaysia.

On the basis of the differences set out below, we consider that apart from their interest in our Company, our Controlling Shareholders do not currently control a business similar to the principal business of our Group that competes or is likely to compete, either directly or indirectly, with our Group’s business:

- in terms of the gaming operations, the Land Based Gaming Business forms our core business. On the other hand, the FEC Group does not consolidate the results of the DBC (in which it has a joint venture interest) or the results of The Star (in which it has a less than 5% minority interest) into its accounts. In addition, the casino operations of our Group are located only in the Czech Republic, whereas the casino operations of the DBC and The Star are located only in Australia (and to our Company’s knowledge as at the Latest Practicable Date, neither the DBC nor The Star has any expansion plans outside of Australia or any online gaming presence). Accordingly, there are distinct differences in terms of business focus and no direct or material competition between the two; and
- in terms of the hotel operations, the Remaining FEC Group’s operations in the hospitality sector do not extend to the Czech Republic, Germany and Austria, where our Group’s hotels are located, and the two are therefore entirely geographically distinct. As at the Latest Practicable Date, out of the 35 hotels owned by the Remaining FEC Group, only 4 hotels (2 of which were under development) were located in Europe (specifically, the United Kingdom). To

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

our Company's knowledge as at the Latest Practicable Date, there is no present intention for the Remaining FEC Group to expand into the locations of our hotel business (i.e., the Czech Republic, Germany and Austria), and if any conflict of interest should arise, the respective boards of FEC and our Company are expected to adopt decision making which takes into account the corporate governance expectations set out in "Corporate Governance Measures" in this section. In any event, given that the Remaining FEC Group has no hospitality or gaming operations in the Czech Republic, Germany and Austria at all, and no present intention to expand into these locations, we do not foresee any potential conflict of interest.

In addition, all of the hotels of the Remaining FEC Group (with the exception of the Ritz Carlton properties in Australia) are operated under FEC's Dorsett brand, whereas the hotels of our Group (which were acquired by the FEC Group in 2018 along with the Czech casinos as part of the Merger) remain operated under the Trans World brand. The hotels of our Group have, since before the Merger, been managed and operated by an operating team that is separate from and not involved in the hotel operations of the Remaining FEC Group.

The hotels operated by the Remaining FEC Group and the hotels operated by our Group also target different markets. For example, the hotel portfolio of the Remaining FEC Group comprises mainly hotels located in major cosmopolitan cities (i.e. Hong Kong, Shanghai, Chengdu, Wuhan, Singapore, London, Melbourne, Perth and Kuala Lumpur) that are typically nestled in or within a short distance from prime city centre locations, whereas the hotel portfolio of our Group comprises mainly regional hotels that are located some distance from major cities. In particular, (i) *Palasino Savannah Resort* is located in Znojmo, which is outside of Vienna; (ii) *Hotel Columbus* is located in Seligenstadt, which is outside of Frankfurt; (iii) *Hotel Auefeld* is located in Hann, which is outside of Kassell; and (iv) *Hotel Kranichhöhe* is located in Much, which is outside of Cologne.

The hotels of our Group also tend to have fewer rooms than those of the Remaining FEC Group. With the exception of *Hotel Donauwelle*, the hotels of our Group all have fewer than 120 rooms. By contrast, the hotels of the Remaining FEC Group typically have no fewer than 150 rooms (with a majority of them having over 200 rooms). Given their central location and size, the hotels of the Remaining FEC Group tend to attract international business and leisure travellers that are looking for short stays, and accordingly their marketing strategies are aimed at targeting this demographic. On the other hand, due to their regional location and smaller room offerings, the hotels of our Group are catered to a more local/regional clientele and do not tend to attract an international clientele looking to stay in major cities. The facilities and marketing strategies of these hotels are therefore also geared towards attracting local and regional travellers. For example, these hotels tend to offer facilities that complement their countryside setting (such as wellness and fitness facilities) and have meeting rooms and conferencing facilities that allow them to host corporate events/conferences/team-building events.

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

In respect of the sole hotel which is part of the Land Based Gaming Business, namely the *Palasino Savannah Resort*, it is integral to supporting the operations of *Palasino Excalibur City* to which it is connected and its business and operation are designed to function in alignment with the casino's operations and to bolster and increase the casino's business. By contrast, the hotels operated by the Remaining FEC Group are focused on the wider scope of hotel operations and as mentioned above, have an entirely separate target customer base.

On the basis of the above, we consider that: (a) apart from their interest in our Company, our Controlling Shareholders do not currently control a business similar to the principal business of our Group that competes or is likely to compete, either directly or indirectly, with our Group's business; (b) our business is clearly delineated from that of the Remaining FEC Group; and (c) together with the reasons set out below in this section, we are sufficiently independent from and do not rely on the Remaining FEC Group.

### INDEPENDENCE FROM THE REMAINING FEC GROUP

Our Board is satisfied, on the basis of the following matters, that our Company can operate independently of the Remaining FEC Group after the Listing.

#### (a) Independence of boards and management

Our business is managed and conducted by our Board and senior management. Our Board comprises one executive Director, two non-executive Directors and three independent non-executive Directors.

The following table shows the details of the directorships of our Company upon Listing and that of FEC as at the Latest Practicable Date:

Name of directors	Our Company	FEC
Tan Sri Dato' David CHIU (丹斯里拿督邱達昌)	Non-executive Director	Executive Director
Mr. Cheong Thard HOONG (孔祥達)	Non-executive Director	Executive Director
Mr. Dennis CHIU (邱達成)	None	Executive Director
Mr. Craig Grenfell WILLIAMS	None	Executive Director
Ms. Wing Kwan Winnie CHIU (邱詠筠)	None	Executive Director
Ms. Jennifer Wendy CHIU (邱詠賢)	None	Executive Director
Mr. Kwong Siu LAM (林廣兆)	None	Independent non-executive Director

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Name of directors	Our Company	FEC
Mr. Wai Hon Ambrose LAM (林懷漢)	None	Independent non-executive Director
Mr. Lai Him Abraham SHEK (石禮謙)	None	Independent non-executive Director
Mr. Wai Hung Boswell CHEUNG (張偉雄)	None	Chief financial officer and company secretary
Mr. Pavel MARŠÍK	Executive Director	None
Dr. Ngai Wing LIU (廖毅榮)	Independent non-executive Director	None
Mr. Kam Choi Rox LAM (林錦才)	Independent non-executive Director	None
Ms. Sin Kiu NG (吳先僑)	Independent non-executive Director	None

Our Directors believe that our Board and our senior management are capable of operating our business and managing all actual or potential conflicts of interest independently of the Remaining FEC Group for the following reasons:

- except for our non-executive Directors, Tan Sri Dato' David CHIU and Mr. Cheong Thard HOONG, there will not be any overlap between the Remaining FEC Group and our Company in terms of directors and senior management. Tan Sri Dato' David CHIU and Mr. Cheong Thard HOONG are executive directors of FEC. See "Directors and Senior Management" in this prospectus for more details on their roles within FEC. Each of Tan Sri Dato' David CHIU and Mr. Cheong Thard HOONG will not be participating in the day-to-day management of our Group after the Listing and each will abstain from voting on any relevant board resolution of our Company in which FEC has a conflict of interest;
- the executive Director and the members of our senior management are responsible for the day-to-day management of our business and none of them holds any directorships and/or other roles within the Remaining FEC Group. Our Company will have a team of full-time senior management and employees who operate independently from the Remaining FEC Group;

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- all of our independent non-executive Directors are professionals with requisite knowledge and experience in different industries. See the section headed “Directors and Senior Management” in this prospectus for more details. Our independent non-executive Directors are appointed in accordance with the requirements under the Listing Rules to ensure that the decisions of our Board are made only after due consideration of independent and impartial opinions. None of our independent non-executive Directors are directors of FEC or otherwise connected with FEC in any manner that may affect their independent judgement or independence as required under the Listing Rules; and
- each Director is aware of his/her fiduciary duties as a director which require, among others, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as a Director and any personal interests. Further, our Company will have in place such corporate governance measures as set out below such that they would only be involved in our Group’s business when there is no conflict and hence there should not be any concern over their duties of care and loyalty in cases where they do participate in the management of our Group.

Based on the above, our Directors believe that our business is managed independently of the Remaining FEC Group.

### **(b) Financial independence**

We believe our Group will be financially independent from the Remaining FEC Group after the Listing for the following reasons:

- we have established our own finance and accounting department with independent teams of staff separate from the Remaining FEC Group, and are responsible for our own financial management, accounting, reporting, treasury and internal control functions;
- we make financial decisions independently according to our own funding needs;
- we have established our own independent audit system, accounting system and financial management system;
- we are capable of obtaining financing from independent financial institutions on a standalone basis without guarantee or other financial assistance from the Remaining FEC Group, if necessary or desirable; and
- upon the Listing, there will be no outstanding inter-company loans or guarantees or other forms of financial assistance which were provided by the Remaining FEC Group to or for the benefit of our Group.

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

### (c) Operational independence

We hold all material licences and own all relevant intellectual properties necessary to carry on our business and have sufficient capital, facilities, equipment and employees to operate our business independently of the Remaining FEC Group. Our access to, and relationship with, our customers and suppliers are independent of the Remaining FEC Group, and we have an independent management team that operates our business.

The FEC Group provides us with administrative support services, including office administration, secretarial, legal and staff training services. In addition, we rent an office space from the FEC Group. See the section headed “Connected Transactions” in this prospectus for further details of and reasons for entering into these transactions. We are of the view that we do not and will not significantly rely on the FEC Group as a result of FEC Group’s provision of these services considering (i) the nature of the administrative support services being capable of being provided by independent third parties, if necessary, and (ii) there is clear division of the area occupied by our Group in the office building of the FEC Group which will not materially affect our operational independence.

We have also established our own accounting and internal audit departments which operate independently from the FEC Group and adopted a set of internal control procedures to maintain effective and independent operation of our business.

Based on the above, our Directors believe that we are able to operate independently of the Remaining FEC Group.

### CORPORATE GOVERNANCE MEASURES

Our Directors recognise the importance of good corporate governance in protecting our Shareholders’ interests. The following will also be adopted as part of our Company’s governance upon Listing:

- as part of our preparation for the Listing, we have adopted our Articles to comply with the Listing Rules. In particular, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his close associates has a material interest nor shall such Director be counted in the quorum present at the meeting;
- where a Shareholders’ meeting is to be held for considering proposed transactions in which the Controlling Shareholders or any of their associates have a material interest, the Controlling Shareholders will not vote on the resolutions;
- under the Articles, where any member is, under the Listing Rules, required to abstain from voting on or restricted to voting only for or only against any particular resolution proposed at a Shareholders’ meeting, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted;

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- a Director with material interests shall make full disclosure in respect of matters that may have actual or potential conflict with any of our interest and abstain from the Board meetings on matters in which such Director or his/her associates have a material interest, unless the attendance or participation of such Director at such meeting of the Board is specifically requested by a majority of the independent non-executive Directors;
- our Company has established internal control mechanisms to identify connected transactions, and we will comply with the applicable Listing Rules if we enter into connected transactions with our Controlling Shareholders or any of their associates after Listing;
- where our Directors reasonably request the advice of independent professionals, such as financial advisers, the appointment of such independent professionals will be made at our Company's expenses;
- we have appointed Altus Capital Limited as our compliance adviser for the period prescribed by the Listing Rules to provide advice and guidance to us in respect of compliance with the applicable laws and regulations, as well as the Listing Rules, including various requirements relating to corporate governance;
- as required by the Listing Rules, our independent non-executive Directors will review any continuing connected transaction annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favourable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interests of our Shareholders as a whole;
- the independent non-executive Directors will review, on an annual basis, whether there is any conflict of interests between our Group and our Controlling Shareholders (the "**Annual Review**") and provide impartial and professional advice to protect the interests of our minority Shareholders;
- our Controlling Shareholders will provide all information necessary as required by the independent non-executive Directors for the Annual Review; and
- our Company will disclose decisions (with basis) on matters reviewed by the independent non-executive Directors either in its annual report or by way of announcements.

## CONNECTED TRANSACTIONS

### CONNECTED TRANSACTIONS

The transactions with the Remaining FEC Group disclosed in this section are expected to continue after the Listing and will constitute one-off connected transactions or continuing connected transactions of our Group under Chapter 14A of the Listing Rules upon Listing, as FEC is one of our Controlling Shareholders and members of the Remaining FEC Group are our connected persons for the purposes of Chapter 14A of the Listing Rules.

#### **Fully Exempt Continuing Connected Transaction - Shared administrative services**

On 4 March 2024, our Company and FEC entered into a shared administrative services framework agreement (the “**Shared Administrative Services Framework Agreement**”) which is effective upon Listing, pursuant to which members of the Remaining FEC Group and our Group may share certain administrative services such as office administration, secretarial, legal and staff training services (the “**Shared Administrative Services**”) from time to time. The Shared Administrative Services will be shared on a cost basis, and the cost of sharing the Shared Administrative Services will be identifiable and allocated to each of the Remaining FEC Group and our Group on a fair and equitable basis.

Since the Shared Administrative Services Framework Agreement is a new transaction with effect from the Listing Date, there are no historical amounts for this transaction.

Our Directors estimate the maximum amounts to be incurred by us under the Shared Administrative Services Framework Agreement for the three years ending 31 March 2026 will be less than HK\$3.0 million a year.

As the Shared Administrative Services constitute the sharing of administrative services on a cost basis, and the costs will be identifiable and will be allocated to the parties on a fair and equitable basis, the transactions under the Shared Administrative Services Framework Agreement are fully exempt from shareholders’ approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.98 of the Listing Rules.

#### **Connected Transaction — Tenancy agreement**

On 4 March 2024, our Company as the tenant entered into a tenancy agreement (the “**Tenancy Agreement**”) with Annick Investment Limited (“**Annick**”) as the landlord, pursuant to which we agreed to lease a room of 84 sq. ft at 16/F, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong (the “**Office Premise**”) as an office space for a term of three years from 25 March 2024 to 24 March 2027 at a monthly rental of HK\$3,200 (inclusive of rates, government rent and management fee, air-conditioning charges, water charges, electricity charges, telephone charges and Wi-Fi services and other similar charges and expenses).

Since the Tenancy Agreement is a new transaction with effect from the Listing Date, there are no historical amounts for this transaction.



## CONNECTED TRANSACTIONS

In accordance with HKFRS 16 “Leases”, our Company will recognise a right-of-use asset on its combined statement of financial position in connection with the lease of the Office Premise under the Tenancy Agreement. Accordingly, the entering into of the Tenancy Agreement will be regarded as an acquisition of asset by our Group for the purpose of the Listing Rules.

The value of the right-of-use asset to be recognised by our Company under the Tenancy Agreement is expected to be approximately HK\$88,000.

Annick is a wholly-owned subsidiary of FEC, one of our Controlling Shareholders. Accordingly, Annick is a connected person of our Company and the transaction contemplated under the Tenancy Agreement constitutes a connected transaction of our Company under Chapter 14A of the Listing Rules. As all the applicable percentage ratios in respect of the estimated value of the right-of-use asset to be recognised by our Group under the Tenancy Agreement are less than 0.1%, the transactions contemplated under the Tenancy Agreement falls within the *de minimis* threshold under Rule 14A.76(1)(a) of the Listing Rules and is exempt from the reporting, annual review, announcement, circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

## DIRECTORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board of Directors consists of six Directors, including one executive director, two non-executive directors and three independent non-executive Directors.

The following table sets out certain information in respect of the members of our Board:

Name	Age	Date of joining our Group	Date of appointment	Position	Responsibilities	Relationship with other Directors and senior management
Tan Sri Dato' David CHIU (丹斯里拿督邱達昌)	69	26 August 2023	26 August 2023	Non-executive Director and Chairman of the Board	Providing strategic advice in the formulation of business plans and major decisions of our Group	None
Cheong Thard HOONG (孔祥達)	55	26 August 2023	26 August 2023	Non-executive Director	Providing strategic advice in the formulation of business plans and major decisions of our Group	None
Pavel MARŠÍK	51	March 2000	6 July 2023	Executive Director and Chief Executive Officer	Day-to-day management and strategic planning of our Group	None
Ngai Wing LIU (廖毅榮)	73	4 March 2024	4 March 2024	Independent non-executive Director	Providing oversight of the Board and independent advice on the operation and management of our Group	None
Kam Choi Rox LAM (林錦才)	68	4 March 2024	4 March 2024	Independent non-executive Director	Providing oversight of the Board and independent advice on the operation and management of our Group	None
Sin Kiu NG (吳先僑)	50	4 March 2024	4 March 2024	Independent non-executive Director	Providing oversight of the Board and independent advice on the operation and management of our Group	None

The functions and duties of our Board include convening Shareholders' meetings, reporting to Shareholders at Shareholders' meetings, implementing the resolutions of the Shareholders, determining our business and investment plans, formulating our annual budget and final accounts, formulating proposals for our dividend and bonus distributions and for the increase or reduction of capital, and exercising other powers, functions and duties as authorised by the Articles of Association.

Save as disclosed in "Board of Directors" of this section and "Appendix VI — Statutory and General Information — C. Further Information About Directors and Substantial Shareholders" to this prospectus, each of our Directors confirms with respect to himself or herself that he or she (i) did not hold other long positions or short positions in the Shares, underlying Shares, debentures of our Company or any associated

## DIRECTORS AND SENIOR MANAGEMENT

corporation (within the meaning of Part XV of the SFO) as at the Latest Practicable Date; (ii) did not hold any other directorships in the three years prior to the Latest Practicable Date in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; and (iii) there are no other matters concerning his or her appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. As at the Latest Practicable Date, none of our Directors or senior management is related to other Directors or senior management of our Company.

### Non-executive Directors

**Tan Sri Dato' David CHIU** (丹斯里拿督邱達昌), aged 69, is our non-executive Director and chairman of our Board. He is also one of our Controlling Shareholders. Tan Sri Dato' David CHIU is responsible for providing strategic advice in the formulation of business plans and major decisions of our Group. Tan Sri Dato' David CHIU has over 40 years of experience in property development and extensive experience in hotel development. He graduated from the University of Sophia in Japan with a Bachelor of Science degree in Business Administration and Economics in July 1975. He was appointed as the managing director of FEC and later became the deputy chairman and chief executive officer of the FEC Group in 1978, 1994 and 1997, respectively. In 2011, Tan Sri Dato' David CHIU was appointed as the chairman of FEC. He is an executive director of FEC and also a director of a number of the FEC Group's subsidiaries. Tan Sri Dato' David CHIU was the vice-chairman and a non-executive director of i-CABLE Communications Limited (stock code: 1097) from September 2017 until May 2023. In Malaysia, he was conferred an honorary award which carried the title "Dato" and subsequently a more senior honorary title of "Tan Sri" by His Majesty, the King of Malaysia, in 1997 and 2005, respectively.

Tan Sri Dato' David CHIU was a director of the following companies prior to their dissolutions:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Canning Investments Limited 建程投資有限公司	Hong Kong	5 Feb 2021	Deregistration	Cessation of business	Investment holding
Commodious Property Limited	Hong Kong	5 Feb 2021	Deregistration	Dormant	Dormant
Dorsett Hotels & Resorts (H.K.) Limited	Hong Kong	12 Jan 2018	Deregistration	Cessation of business	Investment holding
Ersign Development Limited	Hong Kong	23 Mar 2001	Deregistration	Dormant	Dormant

## DIRECTORS AND SENIOR MANAGEMENT

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Far East Consortium China Infrastructure Company Limited 遠東發展中國基建有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Investment holding
Far East Pudong Development Limited 遠東浦東開發有限公司	Hong Kong	5 Feb 2021	Deregistration	Cessation of business	Investment holding
Faubert Investment Limited	Hong Kong	22 Aug 2008	Deregistration	Dormant	Dormant
Happiways Construction Limited 悅途工程有限公司	Hong Kong	27 Feb 2004	Deregistration	Dormant	Dormant
Healthonline.Com Limited	Hong Kong	6 Oct 2006	Deregistration	Dormant	Dormant
Hepworth Investment Limited 謙和投資有限公司	Hong Kong	11 Feb 2021	Deregistration	Cessation of business	Investment holding
Hong Kong Indoor Recreation Centres Limited 香港室內娛樂場有限公司	Hong Kong	20 Apr 2001	Deregistration	Cessation of business	Amusement centre
Modern Recreation Centre Limited 現代娛樂有限公司	Hong Kong	21 Jun 2019	Deregistration	Cessation of business	Amusement centre
Oi Tak Enterprises Limited 愛德企業有限公司	Hong Kong	7 Nov 2014	Deregistration	Cessation of business	Investment holding
Profess World Investments Limited 好而威投資有限公司	Hong Kong	29 Sep 2006	Deregistration	Dormant	Dormant
Renoir Realty Limited 朗廈物業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sea Wave Properties Limited 景滔置業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sheen Profit Industries Limited 瑞益實業有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Hotel operation

## DIRECTORS AND SENIOR MANAGEMENT

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
The Warwick Hotel (H.K.) Limited 華威酒店(香港)有限公司	Hong Kong	13 Dec 2002	Striking-off	Failed to deliver annual returns	Dormant
Transcamp Limited	Hong Kong	18 Jul 2003	Striking-off	Failed to deliver annual returns	Dormant
Turbulent Limited	Hong Kong	30 Jun 2017	Deregistration	Cessation of business	Investment holding
United Automobile Holdings Limited 聯達汽車集團有限公司	Hong Kong	25 Apr 2003	Striking-off	Failed to deliver annual returns	Investment holding
United Automobile Manufacturing Limited 聯達汽車製造廠有限公司	Hong Kong	25 Apr 2003	Striking-off	Failed to deliver annual returns	Dormant
Upperace Development Limited 登藝發展有限公司	Hong Kong	18 Aug 2017	Deregistration	Cessation of business	Investment holding

Tan Sri Dato' David CHIU confirmed that he has not been involved in any dispute with the above companies' creditors, shareholders and directors in respect of the dissolutions, that the above companies have been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before their dissolutions and were solvent at the time of dissolutions, that the dissolutions of the companies had not resulted in any liability or obligation being imposed against him, that his involvements in the above companies were in relation to his appointments as director of the companies and that no misconduct or misfeasance on his part had been involved in the dissolutions.

**Cheong Thard HOONG (孔祥達)**, aged 55, is our non-executive Director. Mr. Hoong is responsible for providing strategic advice in the formulation of business plans and major decisions of our Group. Mr. Hoong has over 12 years of experience in the corporate finance and investment banking industry in Asia. In 1997, he joined UBS as an associate director in the corporate finance department and was subsequently promoted to director and executive director in 2000 and 2002, respectively. From 2003 to 2006, Mr. Hoong worked for Deutsche Bank as a director. Mr. Hoong was the chief executive officer and an executive director of China LotSynergy Holdings Limited (which was then listed on GEM of the Stock Exchange but has since transferred its listing to the Main Board of the Stock Exchange and changed its name to China Ecotourism Group Limited) from 2006 to 2008, and its non-executive director from 2008 to 2017. Mr. Hoong has been an executive director of FEC since August 2012. Mr. Hoong was the managing director of FEC from September 2008 to December 2023 and was redesignated as the managing director of Far

## DIRECTORS AND SENIOR MANAGEMENT

East Organization (International) Limited with effect from 1 January 2024. Mr. Hoong has been a non-independent and non-executive director of Land & General Berhad, a company listed on the main board of Bursa Malaysia, since 1 June 2010. Mr. Hoong was a non-executive director of i-CABLE Communications Limited, a company listed on the Main Board of the Stock Exchange, from September 2017 to May 2023. Mr. Hoong was a director of AGORA Hospitality Group Co., Ltd., a company listed on the Tokyo Stock Exchange, from March 2009 to March 2017. Mr. Hoong graduated from Imperial College of Science, Technology and Medicine, University of London in the United Kingdom in August 1989 with a Bachelor of Engineering degree in Mechanical Engineering. Mr. Hoong is a member of the Institute of Chartered Accountants in England and Wales.

Mr. Hoong was a director of the following companies prior to their dissolutions:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Dorsett Hotels & Resorts (H.K.) Limited	Hong Kong	12 Jan 2018	Deregistration	Cessation of business	Investment holding
Far East Consortium China Infrastructure Company Limited 遠東發展中國基建有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Investment holding
Renoir Realty Limited 朗厦物業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sea Wave Properties Limited 景滔置業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sheen Profit Industries Limited 瑞益實業有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Hotel operation
Turbulent Limited	Hong Kong	30 Jun 2017	Deregistration	Cessation of business	Investment holding
Upperace Development Limited 登藝發展有限公司	Hong Kong	18 Aug 2017	Deregistration	Cessation of business	Investment holding

Mr. Hoong confirmed that he has not been involved in any dispute with the above companies' creditors, shareholders and directors in respect of the dissolutions, that the above companies have been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before their dissolutions and were solvent at the time of dissolutions, that the dissolutions of the companies had not resulted in any liability or obligation being imposed against him, that his involvements in the above companies were in relation to his appointments as director of the companies and that no misconduct or misfeasance on his part had been involved in the dissolutions.

## DIRECTORS AND SENIOR MANAGEMENT

### Executive Director

**Pavel MARŠÍK**, aged 51, is our executive Director and Chief Executive Officer. As our Chief Executive Officer, Mr. Maršík is responsible for formulating overall corporate and business strategies of our Company and, with the support of a management team which includes other members of our senior management and divisional heads, overseeing the day-to-day management and operation of our Group. Mr. Maršík is also a director of various subsidiaries of our Group. Mr. Maršík worked at Arthur Andersen Prague from August 1996 to March 2000. Mr. Maršík joined Palasino Group in March 2000 as the Regional Financial Controller and board member. Initially, Mr. Maršík supported TWC (the then parent company of Palasino Group) in the implementation of internal control and financial reporting systems as well as the financial management of Palasino Group. Since 2004, Mr. Maršík has taken an active role in growing and diversifying Palasino Group's business both organically as well as by acquisitions and greenfield developments of casinos in the Czech Republic and hotels in the Czech Republic, Germany, and Austria. From September 2018 to June 2020, Mr. Maršík was the chief financial officer (Europe) of FEC. Since July 2020, Mr. Maršík has been leading the team at Palasino Group as managing director (which position he held until he took up the position of chief executive officer in July 2023), chairman of the board and chief financial officer of Palasino Group.

With over 23 years of experience at Palasino Group in a variety of leadership positions (including, most recently, as managing director or chief executive officer, chairman and chief financial officer of Palasino Group, in which capacities he has led our Group through the challenges of the COVID-19 pandemic), Mr. Maršík has an in-depth understanding of our business. During his tenure at our Group, Mr. Maršík has helped shepherd the acquisitions of our hotels in Germany and Austria, as well as the establishment of our landmark resort, *Palasino Savannah Resort*. Following the Merger in 2018 which saw FEC acquire TWC, Mr. Maršík guided Palasino Group through the first few years of new ownership in his role as chief financial officer (Europe) of FEC. Mr. Maršík has long held finance-related positions at our Group and his strong track record in both financial and operational management (specifically as it relates to our Group) gives him a unique perspective that will help guide our Group as we navigate a fast-changing post-COVID landscape, and makes him uniquely qualified to assume the Chief Executive Officer position.

As our Chief Executive Officer, Mr. Maršík will be well supported by a management team which includes other members of our senior management and divisional heads. As this reporting structure has been in place since Mr. Maršík assumed the role of managing director of Palasino Group in 2020, having Mr. Maršík take on the Chief Executive Officer position would ensure consistency in leadership.

Mr. Maršík obtained a Dipl. Ing. (Master's Degree) from the University of Economics in Prague in June 1996, specialising in International Trade, and obtained the FCCA title from the Association of Chartered Certified Accountants in the United Kingdom in May 2005.

## DIRECTORS AND SENIOR MANAGEMENT

### Independent Non-executive Directors

**Ngai Wing LIU (廖毅榮)**, aged 73, was appointed as an independent non-executive Director with effect from 4 March 2024. Dr. Liu is responsible for providing oversight of the Board and independent advice on the operation and management of our Group. Prior to joining our Group, Dr. Liu held other senior management positions in companies whose shares are or were listed on the Main Board of the Stock Exchange. Dr. Liu was the chief executive officer and non-executive chairman at Yoshiya International Corporation, Limited (currently known as Capital Estate Limited, Stock Code: 193) from October 1996 to November 1998 and from December 1998 to April 2002, respectively; the chief executive officer and executive director of Singapore Hong Kong Properties Investment Limited (Stock Code: 245) (currently known as China Vered Financial Holding Corporation Limited) from September 2000 to December 2001; and an executive director of eSun Holdings Limited (Stock Code: 571) from November 1998 to May 2008. From March 2000 to December 2008, Dr. Liu was an independent non-executive director and the chairman of the audit committee of Hang Fung Gold Technology Limited (currently known as 3D-GOLD Jewellery Holdings Limited), a company whose shares were listed on the Main Board of the Stock Exchange but were subsequently delisted on 9 July 2012. Shares in 3D-GOLD were suspended from trading since 29 September 2008, and it was announced on the same day that Dr. Lam Sai Wing (“**Dr. Lam**”), the then chairman of 3D-GOLD, had passed away and that technical breaches of certain loan facilities may arise as a result of Dr. Lam ceasing to be chairman of 3D-GOLD. On 14 October 2008 it was announced that certain wholesale trade receivables of 3D-GOLD might not be recoverable, and a winding up petition for 3D-GOLD was filed by The Hongkong and Shanghai Banking Corporation Limited on 17 October 2008. The winding-up petition was subsequently adjourned to 13 July 2011 based on the available announcement of 3D-GOLD. The shares of 3D-GOLD were delisted with effect from 9 July 2012 by the Stock Exchange. Since Dr. Liu’s resignation from the board of directors of 3D-GOLD on 5 December 2008, he has been unaware of any further developments in the affairs of 3D-GOLD.

Since 1 April 2019, Dr. Liu has been acting as an independent non-executive Director and a member of the audit committee of Hanvey Group Holdings Limited (Stock Code: 8219), a company whose shares are listed on GEM of the Stock Exchange. He also previously acted as an independent non-executive Director and a member of the audit committee in other companies listed on the Main Board of the Stock Exchange, including in Daiwa Associate Holdings Limited (Stock Code: 1037) (currently known as Maxnerva Technology Services Limited) from September 2004 to December 2015, and in New Smart Energy Group Limited (Stock Code: 91) (currently known as Golden Century International Holdings Group Limited) from July 2005 to September 2009. Dr. Liu was also an independent non-executive Director and the chairman of the audit committee of Dorsett Hospitality International Limited from September 2010 to October 2015.

Dr. Liu was awarded a Master of Business Administration from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) in December 1999. He further obtained multiple degrees, including a Master of Science degree in Hotel and Tourism Management from The Hong Kong Polytechnic University in November 2001 and a Master of Science degree in Global Business from The Chinese University of Hong Kong in December 2002. Dr. Liu obtained his PhD degree from the Hotel and Tourism Management School of The Hong Kong Polytechnic University in October 2008, a Master of Arts degree in China Studies from Hong Kong University of Science and Technology in November 2011, a Doctor of Business Administration degree



## DIRECTORS AND SENIOR MANAGEMENT

from Curtin University of Technology in January 2013, a Master of Arts degree in Asian and International Studies from The City University of Hong Kong in February 2013, a Master of Arts degree in Practical Philosophy from Lingnan University in November 2015, a Master of Arts degree in Chinese Studies from Chu Hai College of Higher Education in October 2017, a Bachelor of Arts degree in Chinese Humanities from Hong Kong Metropolitan University in August 2018, and a Bachelor of Social Sciences degree from Hong Kong Metropolitan University in November 2021.

Dr. Liu is an associate of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Company Secretaries), an associate of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), a member of The Hong Kong Institute of Certified Public Accountants and a fellow of The Association of Chartered Certified Accountants.

Dr. Liu was a director of the following companies prior to their dissolutions:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Ich International City Hotels Management Limited 國際城市酒店管理有限公司	Hong Kong	21 June 2022	Striking Off	Failure to submit annual return within the specified time	Hotel management
Transcamp Limited	Hong Kong	18 July 2003	Striking-off	Failed to deliver annual returns	Dormant
China Fair Investment Limited 新華福投資有限公司	Hong Kong	27 November 2009	Deregistration	Cease of operation	Property Investment
Engward Industrial Limited 優越實業有限公司	Hong Kong	2 July 2010	Deregistration	Cease of operation	Paper Handkerchiefs Factory
Forever Win Development Limited 恒中發展有限公司	Hong Kong	11 January 2008	Deregistration	Cease of operation	Hotel Investment
Good Friends Limited 明誼有限公司	Hong Kong	24 March 2006	Deregistration	Cease of operation	Canton-pop Concerts
Link Clever Industries Limited 同勇實業有限公司	Hong Kong	24 February 2006	Deregistration	Cease of operation	Share Investments

## DIRECTORS AND SENIOR MANAGEMENT

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Roebling Development Limited 羅寧發展有限公司	Hong Kong	8 February 2002	Deregistration	Cease of operation	Property Investment
Rosemary Limited	Hong Kong	11 October 2019	Deregistration	Cease of operation	Property Investment
Senior Wisdom Limited 晉敏有限公司	Hong Kong	2 May 2008	Deregistration	Cease of operation	Property Investment

Dr. Liu confirmed that he has not been involved in any dispute with the above companies' creditors, shareholders and directors in respect of the dissolutions, that the above companies have been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before the dissolutions and were solvent at the time of dissolutions, that the dissolutions of the companies had not resulted in any liability or obligation being imposed against him, that his involvements in the above companies were in relation to his appointments as director of the companies and that no misconduct or misfeasance on his part had been involved in the dissolutions.

**Kam Choi Rox LAM (林錦才)**, aged 68, was appointed as an independent non-executive Director with effect from 4 March 2024. Mr. Lam is responsible for providing oversight of the Board and independent advice on the operation and management of our Group. Mr. Lam is a retired senior banker with over 40 years of experience in the banking and financial industry. Prior to joining our Group, Mr. Lam was with OCBC Bank (HK Branch) from July 2007 to April 2023, where he has held various positions, including Head of Corporate and Institutional Banking, deputy general manager, and chief executive and general manager, which was his last position with the bank. From March 1978 to July 2007, Mr. Lam worked at the Bank of Tokyo-Mitsubishi UFJ (currently known as MUFG Bank), where he has held various positions, including Head of Corporate Banking and Deputy General Manager. Mr. Lam's last position with the Bank of Tokyo-Mitsubishi UFJ was Senior Assistant General Manager of the Asian Investment Banking Division - Global Finance Department. From October 1984 to March 1987, Mr. Lam was with the Bank of Credit and Commerce where he was promoted from officer to acting manager. Mr. Lam was a bank officer in the Advances Department in Barclays Bank from October 1978 to October 1984. Mr. Lam obtained a Master of Business Administration from the University of Ballarat (currently known as Federation University Australia) in Australia in September 2006. Mr. Lam had been a Certified Credit Risk Management Professional (Credit Portfolio Management (CCRP(CPM))) of the Hong Kong Institute of Bankers since January 2021 until his retirement in April 2023.

## DIRECTORS AND SENIOR MANAGEMENT

**Sin Kiu NG (吳先僑)**, aged 50, was appointed as an independent non-executive Director with effect from 4 March 2024. Ms. Ng is responsible for providing oversight of the Board and independent advice on the operation and management of our Group. Ms. Ng has been a partner of the law firm, Watson Farley & Williams LLP, since December 2015. She was previously also a partner at Squire Patton Boggs from April 2012 to December 2015. Ms. Ng has over 10 years of experience in corporate finance matters, and has advised on a broad spectrum of matters, including initial public offerings, secondary equity and equity-linked offerings, merges and acquisitions, transactional and compliance matters, and other commercial matters. Prior to becoming partner, Ms. Ng was an assistant solicitor at Paul Hastings from January 2008 to October 2008, and at Gallant (formerly known as Gallant Y.T. Ho & Co) from February 2000 to April 2001. From May 2001 to December 2007 and October 2008 to December 2009, Ms. Ng was an assistant solicitor at Sidley Austin, and she was a consultant at Sidley Austin from January 2010 to March 2012. Ms. Ng graduated with a Bachelor of Laws degree from The University of Hong Kong (“HKU”) in November 1995, and also obtained her Postgraduate Certificate in Laws at HKU in June 1996. She was awarded a Master of Laws degree from HKU in December 1999. Ms. Ng was qualified as a Solicitor of the High Court of Hong Kong in August 1998, of the Supreme Court of England & Wales in March 1999, and of the Greater Bay Area in May 2023.

Ms. Ng was a director of the following company prior to its dissolution:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Gain Pacific Investment Limited 裕國投資有限公司	Hong Kong	8 May 2020	Striking off	Failure to pay annual registration fee	No business prior to dissolution

Ms. Ng confirmed that she has not been involved in any dispute with the above company’s creditors, shareholders and directors in respect of the dissolution, that the above company has been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before the dissolution and was solvent at the time of dissolution, that the dissolution of the company had not resulted in any liability or obligation being imposed against her, that her involvement in the above company was in relation to her appointment as director of the company and that no misconduct or misfeasance on her part had been involved in the dissolution.

Each of our Directors (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 27 February 2024; and (ii) confirmed that he/she understood his/her obligations as a Director.

## DIRECTORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

The following table sets out certain information in respect of our senior management personnel:

Name	Age	Date of joining our Group	Date of appointment as a member of senior management of our Group	Position	Responsibilities	Relationship with other Directors and senior management
Pavel MARŠÍK	51	March 2000	March 2000	Executive Director and Chief Executive Officer	Day-to-day management and strategic planning of our Group	None
Kwok Tai LAW (羅國泰)	52	August 2023	August 2023	Chief Financial Officer and Company Secretary	Responsible for the overall financial management and capital markets and investor relations of our Company	None
Tomáš KMENT	58	October 1997	March 2000	Director of Admin and Facilities	Responsible for the corporate governance and administrative matters of the Land Based Gaming Business and the German and Austrian Hotel Business	None
Colin Chapman STEWART	59	February 2014	November 2015	Chief Operating Officer — Gaming	Responsible for operations and formulating business development strategies of the Land Based Gaming Business and Online Gaming Business	None
John FRIAR	51	November 1999	August 2008	Director of Audit and Compliance	Responsible for supervision and compliance of the operation of the Land Based Gaming Business and the German and Austrian Hotel Business	None

**Pavel MARŠÍK**, aged 51, is our executive Director and Chief Executive Officer. His biographical details are set out under “Board of Directors — Executive Director” in this section.

**Kwok Tai LAW (羅國泰)**, aged 52, is our Chief Financial Officer and Company Secretary. He is responsible for the overall financial management and capital market and investor relations of our Company. Mr. Law has over 20 years of experience in the corporate finance, investment banking and financial industry. Prior to joining our Group, Mr. Law was an executive director at Morgan Stanley Asia Limited from September 2018 to May 2023 and a director at Credit Suisse (Hong Kong) Limited from September 2015 to August 2018. From August 2006 to August 2015, Mr. Law worked at BNP Paribas Capital (Asia Pacific) Limited with his last position as a director. Mr. Law was an assistant vice president at BOCI Asia Limited from February 2005 to August 2006. From March 2000 to February 2005, Mr. Law was at Anglo Chinese Corporate Finance, Limited, where his last position was senior manager. From December 1996 to February 2000, Mr. Law was at KPMG, where his last position was assistant manager. Mr. Law graduated from Hong Kong Polytechnic with an honorary Bachelor of Science in Nursing in November 1994 and obtained his Master of Business Administration from Monash in Melbourne, Australia in December 1996. Mr. Law is qualified as a Certified Public Accountant in Australia and in Hong Kong and was certified as a Chartered Financial Analyst in September 2001. Mr. Law is also a fellow of the Hong Kong Securities and Investment Institute.

## DIRECTORS AND SENIOR MANAGEMENT

**Tomáš KMENT**, aged 58, is our Director of Administration and Facilities, and leads the administration, legal, facilities and IT team of our Company responsible for the procurement and maintenance of facilities and equipment of the Land Based Gaming Business and German and Austrian Hotel Business, as well as other general administrative functions of our Company. He is also responsible for the corporate governance of our Group, including overseeing the licencing and permit agenda and dealings with governmental agencies. Mr. Kment is also a director of various subsidiaries of our Group. Mr. Kment has over 26 years of management experience. He joined LMJ Casino Rozvadov in October 1997 as an administrative manager and was appointed our Director of Administrations and Facilities in 2000. Prior to joining our Group, Mr. Kment worked at Kreditní banka a.s., Plzeň in the Czech Republic from 1993 to 1996. Mr. Kment graduated from Czech Technical University, Transportation and Handling Technology in Prague in September 1990 with a dipl Ing degree. Mr. Kment is the president of the Czech Casino Association (which is a member of the European Casino Association).

**Colin Chapman STEWART**, aged 59, is our Chief Operating Officer — Gaming and leads the operations team in relation to the Land Based Gaming Business and the Online Gaming Business and is responsible for formulating the business development strategies of the Land Based Gaming Business and Online Gaming Business. Mr. Stewart also handles the gaming licence applications of the Online Gaming Business. Mr. Stewart is also a director of various subsidiaries of our Group. Mr. Stewart joined our Group in February 2014 as director of casino operations and was appointed our Director of Operations in November 2015. Mr. Stewart has been heading Palasino Malta as its chief executive officer since July 2021 and is a Key Functionary of Palasino Malta, having been granted the Key Function Certificate by the MGA in November 2022. Mr. Stewart has over 40 years of experience in the gaming industry, having worked in various jurisdictions, including the United Kingdom, Poland, Czech Republic, Bulgaria and the Caribbean. During the period from 1988 to 2007, Mr. Stewart worked in casinos in different countries, including Genting Lucaya Beach Resort & Casino (in the Bahamas), Shangri La Casino of Storm International (in Russia), Zjednoczone Przedsiębiorstwa Rozrywkowe S.A. (in Poland), Asperts (Newcastle) Ltd (in the United Kingdom) and Princess Trimontium Casino (in Bulgaria) with various senior titles, including gaming shift manager, pit boss, head of marketing and general manager. Prior to joining our Group, Mr. Stewart worked at Casino Marketing Design, where his responsibilities included preparing market and business reports for casinos.

**John FRIAR**, aged 51, is our Director of Audit and Compliance and is responsible for supervising the operation of the Land Based Gaming Business and the German and Austrian Hotel Business to ensure they remain compliant with external regulations and internal procedures. Mr. Friar has over 20 years of experience in the gaming industry. He joined TWC as a trainee dealer in 1999 and was appointed as an internal auditor of our Group in 2001 and our Director of Audit and Compliance in 2008. Prior to joining our Group, Mr. Friar was with Prudential Assurance Company PLC in the United Kingdom from 1989 to 1995. Mr. Friar is a Key Functionary of Palasino Malta, having been granted the Key Function Certificate by the MGA in November 2022. Mr. Friar finished his secondary education at Downs School, Compton in the United Kingdom in 1989.

## DIRECTORS AND SENIOR MANAGEMENT

### COMPANY SECRETARY

Mr. Kwok Tai LAW (羅國泰), aged 52, was appointed as our company secretary on 29 August 2023. His biographical details are set out under “Senior Management” in this section.

### BOARD COMMITTEES

#### Audit Committee

We have established an Audit Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference in compliance with Rules 3.21 – 3.23 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

The primary duties of the Audit Committee are to review and supervise our financial reporting process and system, risk management and internal control systems, to nominate and monitor external auditors, and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee consists of three members, namely, Dr. Ngai Wing LIU, Mr. Kam Choi Rox LAM and Ms. Sin Kiu NG. The Audit Committee is chaired by Dr. Ngai Wing LIU.

#### Remuneration Committee

We have established a Remuneration Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference in compliance with Rules 3.25 – 3.26 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

The primary duties of the Remuneration Committee are to review, evaluate and make recommendations to our Board regarding the remuneration of our Directors and senior management.

The Remuneration Committee consists of three members, namely, Dr. Ngai Wing LIU, Mr. Cheong Thard HOONG and Mr. Kam Choi Rox LAM. The Remuneration Committee is chaired by Dr. Ngai Wing LIU.

#### Nomination Committee

We have established a Nomination Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference in compliance with Rules 3.27A and 8A.27 – 8A.28 of the Listing Rules, and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

## DIRECTORS AND SENIOR MANAGEMENT

The primary duties of the Nomination Committee are to review the structure, size and composition of our Board, assessing the independence of independent non-executive Directors, identifying individuals suitably qualified to become Board members, and to make recommendations to the Board on the appointment or reappointment of Directors and on any proposed changes to the Board to complement our corporate strategy.

The Nomination Committee consists of four members, namely, Tan Sri Dato' David CHIU, Dr. Ngai Wing LIU, Mr. Kam Choi Rox LAM and Ms. Sin Kiu NG. The Nomination Committee is chaired by Tan Sri Dato' David CHIU.

### **Executive Committee**

We have established an Executive Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference as the regular management body of our Group.

The primary duties of the Executive Committee are to consider our Company's overall objectives, corporate strategies and key results, and make strategic and executive decisions for our Group, including but not limited to business plans, corporate development policies and performance targets.

The Executive Committee consists of two members, namely, Mr. Pavel MARŠÍK and Mr. Kwok Tai LAW. The Executive Committee is chaired by Mr. Pavel MARŠÍK.

### **COMPLIANCE WITH THE CODE PROVISIONS OF APPENDIX C1 TO THE LISTING RULES**

We are committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, we will comply with the code provisions set out in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules after the Listing.

### **BOARD DIVERSITY POLICY**

Our Board has adopted the Board Diversity Policy in order to enhance the effectiveness of our Board of Directors and to maintain a high standard of corporate governance. The Board Diversity Policy sets out the criteria in selecting candidates to our Board of Directors, including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge, and/or length of service. The ultimate decision for appointment to our Board will be based on merit and the contribution that the selected candidates will bring to our Board of Directors.

Our Directors have a balanced mix of knowledge and skills, including but not limited to overall business management, finance, accounting and legal knowledge and skillsets. They have obtained degrees in diversified majors including hotel and tourism management, law, international trade, accounting, business administration, economics, and mechanical engineering. Our Board is of the view that our Board of Directors satisfies the Board Diversity Policy. In addition, our Board of Directors encompasses a wide range

## DIRECTORS AND SENIOR MANAGEMENT

of ages, ranging from 50 to 73. One of our Directors is female. While we recognise that the gender diversity at our Board of Directors level can be improved given that the majority of our Directors are male, we will continue to apply the appointment criteria based on competence and with reference to the overall diversity policy. Our Board of Directors will also ensure that appropriate balance of gender diversity is achieved with reference to investors' expectation, and international and local recommended best practices.

To further ensure gender diversity of our Board of Directors in the long run, our Group will also identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such female individuals who possess qualities to become members of our Board of Directors, which will be reviewed by our Nomination Committee periodically in order to develop a pipeline of potential successors to our Board of Directors to promote gender diversity. In addition to our Board level, we are also committed to promoting gender diversity at the senior management and all other levels of our Group by providing career development opportunities for female staff, making available to them knowledge and skills training in support of succession planning and ensuring that future gender diversity can be achieved on our Board.

The Nomination Committee is responsible for reviewing the diversity of our Board. The Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. The Nomination Committee will also include in successive annual reports a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

### SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, the purpose of which is to, amongst others, motivate our Directors, senior management and key employees to optimise their future contributions to our Group and/or reward them for their past contributions, and/or to attract and retain or otherwise maintain on-going relationships with such participants who are significant to or whose contributions are or will be beneficial to the performance, growth or success of our Group. For details relating to selection criteria, eligibility and determination of entitlement, and principal terms of the Share Option Scheme, see "Appendix VI — Statutory and General Information — D. Share Option Scheme".

### REMUNERATION OF DIRECTORS

The aggregate remuneration received by our Directors (including fees, salaries, and other allowances and benefits in kind and discretionary bonuses) from us for the three years ended 31 March 2023 and the six months ended 30 September 2023 was approximately HK\$2.0 million, HK\$2.1 million, HK\$2.4 million and HK\$1.6 million, respectively. Under the arrangements currently in force, we estimate the aggregate remuneration (including fees, salaries, and other allowances and benefits in kind, excluding discretionary bonuses) payable to our Directors for the year ending 31 March 2024 to be HK\$3.0 million.



## DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of salary and other allowances and benefits paid by us to the five highest paid individuals (including one director) of our Group during the three years ended 31 March 2023 and the six months ended 30 September 2023 was approximately HK\$6.8 million, HK\$6.7 million, HK\$7.9 million and HK\$4.8 million, respectively.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as compensation for loss of office in respect of the three years ended 31 March 2023. None of our Directors waived any emoluments during the Track Record Period.

Except as disclosed above, no other payments have been paid or are payable in respect of the three years ended 31 March 2023 by us or any of our subsidiaries to our Directors.

Our Directors are entitled to receive annual salaries as described in “Statutory and General Information — C. Further Information About Directors and Substantial Shareholders — 1. Particulars of Letters of Appointment” and in “Statutory and General Information — C. Further Information About Directors and Substantial Shareholders — 2. Directors Remuneration” and such annual salaries are determined by our Remuneration Committee. All Directors receive reimbursements from our Company for expenses which are necessarily and reasonably incurred for providing services to our Company or executing matters in relation to the operations of our Company. Our Directors may also receive options to be granted under the Share Option Scheme.

### COMPLIANCE ADVISER

We have appointed Altus Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the proceeds of the Global Offering in a manner that is different from that detailed in this prospectus or where our business activities, development or results deviate from any forecasts, estimates or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares, the possible development of a false market in the Shares or any other matters.

The term of appointment of the compliance adviser shall commence on the Listing Date and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date.

## DIRECTORS AND SENIOR MANAGEMENT

### MANAGEMENT PRESENCE

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This will normally mean that at least two of its executive directors must be ordinarily resident in Hong Kong. We do not have sufficient management presence in Hong Kong for the purpose of Rule 8.12 of the Listing Rules.

Accordingly, we have applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.12 of the Listing Rules. Please refer to the section headed “Waivers from Strict Compliance with the Listing Rules” in this prospectus for further details.

## SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the completion of the Global Offering:

<b>Authorised Share Capital</b>	<i>HK\$</i>
2,000,000,000      Shares of par value HK\$0.01 each	20,000,000

### Issued Share Capital

<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the Global Offering (assuming the Over-allotment Option is not exercised):</i>		<i>HK\$</i>	<b>Percentage to total share capital</b>
10,000	Shares in issue as at the date of this prospectus	100	0.001%
714,276,000	Shares to be issued pursuant to the Capitalisation Issue	7,142,760	89.28%
85,714,000	Shares to be issued pursuant to the Global Offering	857,140	10.71%
<b><u>800,000,000</u></b>	<b>Total</b>	<b><u>8,000,000</u></b>	<b><u>100%</u></b>

<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the Global Offering (assuming the Over-allotment Option is exercised in full):</i>		<i>HK\$</i>	<b>Percentage to total share capital</b>
10,000	Shares in issue as at the date of this prospectus	100	0.001%
714,276,000	Shares to be issued pursuant to the Capitalisation Issue	7,142,760	87.87%
85,714,000	Shares to be issued pursuant to the Global Offering	857,140	10.54%
12,857,000	Shares to be issued pursuant to the Over-allotment Option	128,570	1.58%
<b><u>812,857,000</u></b>	<b>Total</b>	<b><u>8,128,570</u></b>	<b><u>100%</u></b>

## SHARE CAPITAL

### PUBLIC FLOAT REQUIREMENT

Rule 8.08(1)(a) of the Listing Rules requires there to be an open market in the securities for which listing is sought and for a sufficient public float of an issuer's listed securities to be maintained. This normally means that at least 25% of the issuer's total issued share capital must at all times be held by the public.

Our Company will meet the public float requirement under the Listing Rules after completion of the Global Offering (whether or not the Over-allotment Option is exercised in full).

### ASSUMPTIONS

The above table assumes that the Global Offering becomes unconditional and that Shares are issued pursuant to the Global Offering, but does not take into account the exercise of any options to be granted under the Share Option Scheme or any Shares which may be issued or repurchased pursuant to the general mandate given to our Directors for issue and allotment of Shares or the repurchase mandate referred to in "Appendix VI — Statutory and General Information" to this prospectus.

### RANKING

The Shares are ordinary shares in our share capital and rank equally with all Shares currently in issue and, in particular, will rank equally for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus.

### SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme, the principal terms of which are set out in "Appendix VI — Statutory and General Information — D. Share Option Scheme" to this prospectus.

### GENERAL MANDATE TO ISSUE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares (otherwise than pursuant to, or in consequence of, the Global Offering, a rights issue or the exercise of any options under the Share Option Scheme or any scrip dividend scheme or similar arrangements, any adjustment of rights to subscribe for Shares under options and warrants or a special authority granted by our Shareholders) with an aggregate nominal value of not more than the sum of:

- 20% of the aggregate nominal value of our share capital in issue immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares to be issued pursuant to the exercise of the Over-allotment Option); and
- the aggregate nominal value of our share capital repurchased by us (if any) under the general mandate to repurchase Shares referred to below.

## SHARE CAPITAL

This general mandate to issue Shares will remain in effect until the earliest of:

- the conclusion of our next annual general meeting, unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which our next annual general meeting is required to be held under any applicable law of the Cayman Islands or our Articles of Association; or
- the passing of an ordinary resolution of our Shareholders in general meeting revoking or varying the authority.

Particulars of this general mandate to allot, issue and deal with Shares are set out under “Statutory and General Information — Further Information About Us — Written Resolutions of our Shareholders” in this prospectus.

### GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of the Shares in issue immediately following the Global Offering (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time.

The general mandate to repurchase Shares will remain in effect until the earliest of:

- the conclusion of our next annual general meeting, unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which our next annual general meeting is required to be held under any applicable law of the Cayman Islands or our Articles of Association; or
- the passing of an ordinary resolution of our Shareholders in general meeting revoking or varying the authority.

## SHARE CAPITAL

### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED**

Our Company has only one class of shares, namely ordinary shares, each of which carries the same rights as the other shares.

Pursuant to the Cayman Companies Act and the terms of the Memorandum of Association and the Articles of Association, our Company may from time to time by its Shareholders passing ordinary resolution (i) increase its capital, (ii) consolidate and divide its capital into shares of larger amount, (iii) divide its shares into classes, (iv) subdivide its shares into shares of smaller amount and (v) cancel any shares which have not been taken. In addition, our Company may, subject to the provisions of the Cayman Companies Act, reduce its share capital or capital redemption reserve by its Shareholders passing special resolution. For more details, see “Appendix IV — Summary of the Constitution of the Company and Cayman Islands Company Law” to this prospectus.

## SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, the following persons will, immediately following completion of the Capitalisation Issue and the Spin-off (without taking into account of: (i) any Shares which may be issued upon the exercise of the Over-Allotment Option; and (ii) any change in the shareholding of FEC between the Latest Practicable Date and the Record Date), assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying FEC Shareholders, have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Group:

Name of Shareholder	Capacity/ Nature of interest	Shares held immediately prior to the completion of the Capitalisation Issue and the Spin-off		Shares held immediately following the completion of the Capitalisation Issue and the Spin-off <sup>(Note 11)</sup>	
		Number of Shares	Approximate percentage	Number of Shares	Approximate percentage
Ample Bonus	Beneficial owner <sup>(Note 1)</sup>	9,000	90%	585,714,000	73.21%
FEC	Interest of controlled corporation <sup>(Note 2)</sup>	9,000	90%	585,714,000	73.21%
Sumptuous Assets Limited	Interest of controlled corporation and beneficial owner <sup>(Note 3)</sup>	9,000	90%	593,170,066	74.15%
Far East Organization (International) Limited	Interest of controlled corporation <sup>(Note 4)</sup>	9,000	90%	593,170,066	74.15%
Tan Sri Dato' David CHIU	Interest of controlled corporations, beneficial owner and interest of spouse <sup>(Note 5)</sup>	9,000	90%	593,414,370	74.18%
Mrs. Nancy CHIU NG	Beneficial owner and interest of spouse <sup>(Note 5)</sup>	9,000	90%	593,414,370	74.18%
Dateplum	Beneficial owner <sup>(Note 6)</sup>	1,000	10%	71,429,000	8.93%
Blossom Industrial Investment Limited	Interest of controlled corporation <sup>(Note 7)</sup>	1,000	10%	71,429,000	8.93%
Blossom Investment Consultant Limited	Interest of controlled corporation <sup>(Note 8)</sup>	1,000	10%	71,429,000	8.93%

## SUBSTANTIAL SHAREHOLDERS

Name of Shareholder	Capacity/ Nature of interest	Shares held immediately prior to the completion of the Capitalisation Issue and the Spin-off		Shares held immediately following the completion of the Capitalisation Issue and the Spin-off <sup>(Note 11)</sup>	
		Number of	Approximate	Number of	Approximate
		Shares	percentage	Shares	percentage
Blossom International Investment Holdings Limited	Interest of controlled corporation <sup>(Note 9)</sup>	1,000	10%	71,429,000	8.93%
Yang Fang	Interest of controlled corporation <sup>(Note 10)</sup>	1,000	10%	71,429,000	8.93%

*Notes:*

1. Ample Bonus is a company incorporated in the BVI.
2. Ample Bonus is wholly-owned by FEC. Under the SFO, FEC is deemed to be interested in the Shares held through Ample Bonus.
3. Sumptuous Assets Limited is a company incorporated in the BVI. As at the Latest Practicable Date, Sumptuous Assets Limited was interested in 52.40% of the total number of issued shares of FEC. Assuming Sumptuous Assets Limited remains interested in the same number of shares of FEC on the Record Date and Sumptuous Assets Limited will fully take up its Assured Entitlement to the Reserved Shares under the Preferential Offering, under the SFO, Sumptuous Assets Limited will be interested in 593,170,066 Shares, representing approximately 74.15% of the total number of issued Shares, immediately following the completion of the Capitalisation Issue and the Spin-off.
4. Sumptuous Assets Limited is wholly-owned by Far East Organization (International) Limited, which is a company incorporated in the BVI. Under the SFO, Far East Organization (International) Limited is deemed to be interested in the Shares in which Sumptuous Assets Limited is interested.
5. As at the Latest Practicable Date, Tan Sri Dato' David CHIU, as a beneficial owner and through his controlled corporations and his spouse, Mrs. Nancy CHIU NG (the "**David Chiu Group**"), was interested in 1,524,673,310 shares of FEC, representing approximately 54.11% of the existing issued share capital of FEC. Assuming the David Chiu Group remains interested in the same number of shares of FEC on the Record Date and the David Chiu Group will fully take up its Assured Entitlement to the Reserved Shares under the Preferential Offering, under the SFO, Tan Sri Dato' David CHIU and Mrs. Nancy CHIU NG will be interested in 593,414,370 Shares, representing approximately 74.18% of the total number of issued Shares, immediately following the completion of the Capitalisation Issue and the Spin-off.
6. Dateplum is a company incorporated in the BVI.
7. Dateplum is wholly-owned by Blossom Industrial Investment Limited, which is a company incorporated in the BVI. Under the SFO, Blossom Industrial Investment Limited is deemed to be interested in the Shares held through Dateplum.
8. Blossom Industrial Investment Limited is wholly-owned by Blossom Investment Consultant Limited, which is a company incorporated in the BVI. Under the SFO, Blossom Investment Consultant Limited is deemed to be interested in the Shares in which Blossom Industrial Investment Limited is interested.



## SUBSTANTIAL SHAREHOLDERS

9. Blossom Investment Consultant Limited is wholly-owned by Blossom International Investment Holdings Limited, which is a company incorporated in the BVI. Under the SFO, Blossom International Investment Holdings Limited is deemed to be interested in the Shares in which Blossom Investment Consultant Limited is interested.
10. Blossom International Investment Holdings Limited is wholly-owned by Yang Fang. Under the SFO, Yang Fang is deemed to be interested in the Shares in which Blossom International Investment Holdings Limited is interested.
11. The relevant percentages have been calculated by reference only to the aggregate number of Shares expected to be in issue on the Listing Date. We have therefore assumed that no Shares will be issued pursuant to the Share Option Scheme or the Over-allotment Option and that 800,000,000 Shares will be in issue on the Listing Date.

Save as disclosed above, our Directors are not aware of any person who will, immediately following completion of the Capitalisation Issue and the Spin-off (without taking into account of: (i) any Shares which may be issued upon the exercise of the Over-Allotment Option; and (ii) any change in the shareholding of FEC between the Latest Practicable Date and the Record Date), assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying FEC Shareholders, have beneficial interests or short positions in any Shares or underlying Shares, which would be required to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly interested in 10% or more of the issued voting shares of any member of our Group. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

### INTERNAL CONTROLS

Our Group has established and adopted internal control policies and procedures for the management of its gaming operations, which are designed by referencing to the internal control requirements set forth in the Czech Gambling Act, the Czech AML Act and any other applicable laws and regulations in the Czech Republic. During the Track Record Period and up to the Latest Practicable Date, we confirm that our Group was, and currently is, in compliance with relevant internal control regulations applicable to our Group and has not received any notification from the relevant Czech authorities for any material non-compliance with such regulations.

Our internal control measures on the gaming operations include but are not limited to the following:

- slot operations management, including slot drops and counts procedure, jackpot payout procedure and statistic monitoring;
- table game operations management, including table opening and closing procedures, table fills and credits procedures, chip and cash exchange procedures, winning payout procedures, and table drop and count procedures;
- cage and count management, including cage opening and closing procedures, chip and cash exchange and other exchange procedures, and main safe management;
- daily closing and accounting include regular balance checks and reporting management to monitor and record the daily operation of our casinos;
- intelligent system access controls to monitor the operation of our intelligent systems and control the access rights to the CMS;
- security and surveillance system management, including to control accesses to sensitive areas and monitor such areas with CCTV cameras, control the access to surveillance room, protect physical transfer of excessive cash and monitor and report of suspicious activities;
- gaming equipment and tools management, including slot machines management and gaming chips management;
- loyalty program management to record and manage the loyalty points granted and redeemed, and detect any abnormal loyalty point allocation;
- staff roster and shift change procedures to maintain adequate staffing levels throughout different shifts smoothly and efficiently and to prevent potential internal fraud in our casinos; and

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

- anti-money laundering procedures, including procedures on detecting and reporting on large sum transactions, criminal activities and other suspicious transactions, customer due diligence measures and staff AML training. Please refer to the paragraph headed “Anti-Money Laundering” of this section.

### Slot Operations Management

Customers are required to insert their PACs into the slot machines to play slot games. Customers can play slot games by using cash notes inserted directly into the slot machines, gaming credits loaded onto their PACs or loyalty points accumulated in their PACs. Each slot machine has the built-in software that automatically calculates and records all betting transactions. The software of the slot machine tracks and updates the customer’s player account in the CMS.

Our Group has established and adopted the internal control policies and procedures to govern slot machines operations, including, among other things, slot drop and count procedures, jackpot payout procedures and statistic monitoring.

#### *Slot Drop and Count Procedures*

The collection and counting of slot machine funds (the “**slot drop**”) are performed around 25 times every month. The process involves several steps to ensure accurate counting and verification of cash collected from slot machines, which are monitored by surveillance team. The count is performed in a count room with restricted access. A counting dealer empties the cash onto a count table, counts the drop amounts for each slot machine under the observation of the count manager. A cash-on-floor report is generated as per the records of the CMS. The slot count team signs off on the machine count report, which is also reviewed and signed by the count manager. The cashier then collects the drop amounts, together with the machine count report, and performs another independent count against the report. In addition, a full count of slot machines is performed on a monthly basis, with the same count procedures.

#### *Jackpot Payout Procedures*

Jackpot pool and winning is automatically run by slot machines according to machine setting by the suppliers of machines. Manual interference is not allowed. When a customer wins a jackpot at a slot machine, the slot machine will be frozen. The cashier team checks against the record in the CMS to verify the jackpot payout amount. The jackpot is only credited to the customer’s PAC after both approvals from pit boss and cashier are obtained in the CMS.

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

### *Statistic Monitoring*

Slot machine manager is responsible for slot statistics monitoring and has read-only access to slot machine data in the CMS. On a monthly basis, the slot machine manager prepares monthly slot statistics report and has monthly meetings with casino management to review the monthly report on the slot machines operations. The audit team also performs comparison among mechanic metering record, electronic metering record and the CMS record on a monthly basis to ensure slot machine metering is accurate.

### **Table Game Operations Management**

Our Group has established and adopted the internal control policies and procedures to govern table game operations, including, among other things, table opening and closing procedure, table fills and credits procedures, chip and cash exchange procedures, winning payout procedures, and table drop and count procedures.

#### *Table Opening and Closing Procedures*

For the procedure of opening of a gaming table, the opening manager, who is a pit boss or a management with higher level, checks the chip amounts at the table comparing to the table opener slip, which is printed out from the CMS containing information such as transaction number, quantity and total value by chip denomination of that table, signs off and drops the table opener slip into the table drop box. For the procedure of closing of a gaming table, the chip amounts at the table are counted by the dealer under the observation by the closing manager, who is a pit boss or a management with higher level. A table closer slip, which is printed out from the CMS containing the same information as that in a table opener slip, is dually signed off by the dealer and the closing manager and dropped into the table drop box.

#### *Table Fills and Credits Procedures*

When additional gaming chips are required from the cage at a table, a table fill procedure is followed. The duty manager submits a fill request in the CMS, upon which the cash desk prepares the requested chips. The duty manager verifies the chip amounts and transfers the chips in a transparent box called a birdcage to the gaming table, where the dealer checks the chip amounts. On the contrary, when there are excessive gaming chips at table, a table credit procedure is performed. The duty manager submits a table credit request in the CMS, upon which the cash desk prepares a birdcage. The duty manager collects the birdcage from the cage to the gaming table. The dealer prepares the credit chips and counts the chip amounts under the observation by the duty manager. The duty manager then puts the credit chips into the birdcage and transfers to cash desk. Both the table fill and table credit procedures are recorded by the relevant slips with details such as date, time, quantity and total value.

The whole process of all table fills and credits procedures are monitored by the surveillance team.

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

### *Chip and Cash Exchange Procedures*

Customers can change cash for gaming chips at the gaming tables. The dealer verifies the authenticity of cash notes with money detector machine and cash notes are then dropped into the table drop box. Authenticity of gaming chips used by customers at table games are also verified by dealers based on their experience. All chip and cash exchange transactions are recorded in the CMS under customers' player accounts.

### *Winning Payout Procedures*

Winning payout is done by the dealer. If a customer wins, gaming chips are distributed to customer by the dealer according to table gaming rules. On the contrary, gaming chips from customer are collected by the dealer if the customer loses. A pit supervisor is also assigned to monitor the winning payout procedures. CCTV cameras are installed to monitor each gaming table and the winning payout procedures are also monitored by the surveillance team.

### *Table Drop and Count Procedures*

Table tip and drop collection and count procedures are performed on a daily basis. The process involves several steps to ensure accurate counting and verification of cash collected from table games, which are monitored by surveillance team. The counts are performed in a count room with restricted access.

Table tip counts are performed first, followed by table drop counts. To conduct table tip counts, a counting dealer empties the gaming chips from the tip box onto a count table, counts the tip amounts for each table under the observation of the count manager. Similarly, to conduct table drop counts, a counting dealer empties the cash and slips from the drop box onto a count table, counts the drop amounts for each table under the observation of the count manager. The count manager checks the counted amounts and the slips for completeness. Both the counted tip amount and drop amount are updated into the CMS by the count manager. After these procedures, the table count team signs off the table count and table daily results report printed out from the CMS, upon which, cashier collects the tip and drop amounts, together with the report and relevant table slips, to perform another independent count against the report.

Drop boxes along with tip boxes are locked. The drop boxes are placed into the locked outer boxes at the gaming table. There are three types of keys, including tip box key, drop box key and outer box key. All keys to the outer boxes, tip and drop boxes are sealed in key pouches. Tip box and drop box keys are only used for tip and drop counts inside the count room. Outer box key is only used when removing and replacing drop boxes. Only pit boss or those management with higher level are authorised to obtain these key pouches for tip and drop counts procedures.

### **Cage and Count Management**

Our Group has established and adopted the internal controls over the cage and count operations, including, among other things, cage opening and closing, chip and cash exchange and other exchange, main safe management.

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

### *Cage Opening and Closing Procedures*

Cage is closed on a daily basis at around 8:00 a.m., where a daily cash count is performed as part of the cage balance process. The cash count of both cash and chips at cage is performed by cashier under the observation by a pit boss. Counted cash and chips amounts are updated in the CMS to balance the transactions during the gaming day. Regular cage balance controls are also carried out during the gaming day. The cage is opened for a new gaming day upon the cash count and when the cage balance process is completed.

### *Chip and Cash Exchange and Other Exchange Procedures*

Customers can exchange chips and cash at cash desk of the cage. The cashier is required to sign in the customer into the CMS with his/her PAC before any chip and cash exchange transaction can be conducted. The cashier verifies the authenticity of gaming chips by experience and cash notes by money detector machines. Customers are able to cash out from their player accounts at cash desk, limited to Euro 10,000 every day under the Czech laws. Alternatively, customers can redeem their credits by asking the casino to transfer to their bank accounts. Besides cash, gaming chips can be purchased with debit or credit cards. Customers are also able to exchange foreign currencies at cash desk. Cheques cashing or wire transfers are not available at cash desk.

Except for foreign exchanges transactions, the above transactions are recorded in the CMS under customers' player accounts. Foreign exchanges transactions are recorded in the exchange application, which is approved by the Czech National Bank and can only be used for this purpose.

### *Main Safe Management*

Main safe is located at the back of the cage. Passcode is required to unlock the main safe door where a portion of the passcode is kept by casino management and another portion of the passcode is kept by cashier team. Only cashier team is able to access to the cage with their staff cards, which is managed within the door access control program for casinos. Also, only cashier team is granted the system user access right to the cash desk management module in the CMS. CCTV cameras are installed both at the cage and inside the main safe for monitoring.

### **Daily Revenue Recording and Reporting Management**

To monitor and record the daily operation of our casinos, a daily summary report is printed out by the cashier team from the CMS on a daily basis, which includes information such as opening and closing cash and chips balances, cash and chips transactions, and slot count amount for the gaming day. The daily summary report is also reviewed by pit boss. Reviewed daily summary report, together with relevant supporting reports and documents, are sent to the accounting team for revenue booking. In addition, consolidated daily revenue report is prepared by the audit manager, which included daily revenue for all casinos, and shared with the casino assistant manager or the management with higher level for review.

### **Intelligent System Access Controls**

Our Group employs policies and procedures to monitor the operation of the intelligent system and control the access rights to the CMS. All slot machine transaction data is automatically recorded in the CMS and not editable. Only slot machine manager and pit boss or those management with higher level have the read-only access to slot machine data in the CMS. A table tablet is located at each gaming table. The table tablet is linked to the CMS system and used for daily gaming table operations and recording. Only pit boss is entitled to log in to access to CMS with the table tablet. After logging in by the pit boss, dealers use the tablet to enter cash and gaming chips exchange transactions for record.

A computer is located at the pit boss desk, which is linked to the CMS system and used for monitoring of slot machines and table gaming activities on a real-time basis. Only pit boss or those management with higher level have the user accounts to log into the CMS with the computer, where user access rights are granted based on corresponding roles and responsibilities.

### **Security and Surveillance System Management**

Our Group has established and adopted the internal control policies and procedures to govern the security and surveillance system.

Accesses to sensitive areas, such as cage, main safe, count room and surveillance room, are restricted to respective teams. All gaming areas are installed with CCTV cameras and under 24-hour surveillance to ensure 100% coverage of gaming areas, the recordings of which are kept in two tape copies for two years, which are requirements under the Czech Gambling Act. Only surveillance team has the access right to the surveillance room with their staff cards. The surveillance room is with surveillance staff on duty all day. Security officer is on duty at the reception of each casino.

Cash level is kept at different maximum amounts at each casino that are approved by senior management at cage, which is the amount covered by insurance. Any excessive cash is transferred to bank on a weekly basis, which is sealed with an untransparent bag and passed to external security company for transfer. Surveillance team is informed of the weekly cash transfer to bank and monitors the whole process.

Surveillance team is also responsible for monitoring and reporting of suspicious activities. Surveillance daily report is prepared on a daily basis and reviewed by the surveillance operations manager, director of audit and compliance and the casino management, who will handle any identified suspicious activities. Any potential AML risk identified is also reported to AML contact person namely, Mr. Tomáš KMENT for handling. Please refer to the paragraph headed "Anti-Money Laundering" of this section.

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

### **Gaming Equipment and Tools Management**

Our Group has employed internal control measures on the management of the gaming equipment and tools. Slot machines are located on the gaming floor, which is under 24-hour surveillance covering all slot machines. Gaming chips are certified by the Ministry of Finance in the Czech Republic, and are kept at gaming tables, cash desk and main safe. Playing cards are securely stored at each gaming table. The gaming tables, cage and main safe are under 24-hour surveillance.

### **Loyalty Program Management**

There are internal policies and procedures that apply to our loyalty program. Under our loyalty program, 100 loyalty points equalled to Euro 1, which can be consumed on the slot machines and/or gaming tables or can be used to exchange for non-gaming products such as key chains and T-shirts. For slot machines and table games, loyalty points are automatically credited to the players' user accounts based on the system pre-set calculation. Loyalty points are also granted to the players by the casino management based on their gaming activities, according to established rules for our loyalty programs.

A loyal points summary report, which included all automatically and manually granted loyalty points, is prepared by the audit manager on a monthly basis and shared with the casino assistant manager or above for review. A monthly assessment of manual loyalty allocation is performed by the audit manager. Any abnormal loyalty point allocation is followed up by the casino management.

### **Staff Roster and Shift Change Procedures**

To maintain adequate staffing levels throughout different shifts smoothly and efficiently and to prevent potential internal fraud in our casinos, we implement plans of roster and shift change for our casino employees. Roster plan for gaming table team is planned on a monthly basis, with each shift ranging from eight to ten hours, which is approved by the casino management. In addition, dealer at each gaming table is rotated every 20 minutes. Roster plan for cashier team is planned every one to two months, which is approved by the casino management. Upon shift change, cash and chips count is performed by both the incoming and outgoing cashiers. Roster plan for surveillance team is planned on a monthly basis, with each 12-hour shift, which is approved by the surveillance operations manager and the director of audit and compliance. The rotation plans are prepared and updated in the CMS by the pit boss.

Our Group engaged an international advisory firm as its Internal Control Consultant and conducted an internal control review of gaming operations for Palasino Group. Our Company has implemented additional internal control measures over gaming operation process as recommended by the Internal Control Consultant. The Internal Control Consultant conducted a follow up review of those additional internal control measures over gaming operation process, and did not find further deviations to indicate control inadequacies and ineffectiveness.



## ANTI-MONEY LAUNDERING

### Regulatory Regime

Our Group has established and adopted the policies and procedures for the AML management, which are approved by Financial Analytical Office (“FAU”). The AML policy and procedures of our Group are designed to meet the internal control requirements set forth in the Czech Gambling Act, the Czech AML Act, and any other applicable laws and regulations in the Czech Republic. For regulatory regime on AML measures that are applicable to our Group, please refer to “Regulatory Overview — Overview of Regulatory Framework of Gaming Operations in the Czech Republic — Anti-money Laundering Regulation in the Czech Republic.”

### Anti-Money Laundering Controls

Our Group has put in place controls designed to detect and prevent money laundering in our casinos and gaming operations. The management of our Group is, and will continue to be, solely responsible for designing, implementing and maintaining appropriate systems, internal controls, processes for AML including, without limitation, systems designed to assure compliance with policies, procedures, and applicable laws and regulations.

Our Group continuously updates its AML policies in order to ensure compliance with any relevant new laws and regulations of the Czech Republic. Various departments and functional teams of our Group, including gaming operations, surveillance, security and internal audit departments, are involved in and contribute to ensuring compliance with AML policies. During the Track Record Period and as at the Latest Practicable Date, we believe that our Group was in compliance with all AML regulations applicable to our Group and has not received any notification from the relevant Czech authorities for any material non-compliance with such regulations.

The AML policies of our Group require:

- compliance with all AML legal and regulatory requirements in the Czech Republic;
- periodic assessment of the risk level and changes in our Group’s operations and indicators of suspicious activity;
- a system of procedures and controls designed to detect and report suspicious activities in gaming operations through cage, gaming operations, security and surveillance;
- background due diligence through our screen system, in which, among others, suspicious activities are identified, and further diligence is conducted to identify suspected violators, blacklisted persons, money launderers, terrorists and other sanctioned individuals and organisations; and

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

- comprehensive training of all relevant staff prior to the commencement of their work and on annual basis thereafter, concerning our Group's AML mission, policy, procedures and controls and job-specific information to help identify indicators of suspicious activity.

We have implemented the following key measures to help detect and mitigate money laundering risks in our casinos:

- procedures on identification of indicators of money laundering risk and suspicious activity, which mainly include, without limitation:
  - customers are required to provide their source of fund at registration. The Czech customers are required to register once while the overseas customers are required to re-register every 90 days. The customers have the obligation to inform us on any change of source of fund. Customers are automatically classified into four categories. Each customer category has its monthly normal trigger limit, which are also updated in the CMS when the source of fund changed.
  - customers are required to provide their nationality and permanent residence at registration. Customers coming from a country on the list of countries at risk maintained in the CMS are automatically classified as high-risk customers. When such customers enter our casinos, automatic notification emails are sent to the casino management, surveillance team and pit boss for increased monitoring.
- customer due diligence measures including Know Your Customer (KYC) procedures. This process mainly includes, without limitation:
  - new customers are required to register a player account at casino reception before entering casinos, including completion of registration form, scanning of identity documents, recording of customer's information in the CMS, politically exposed person check and international sanction check. A customer's information, including scanned registration form, identity documents and transaction records, is retained in the CMS for ten years since his/her last transaction with our casinos.
  - a list of persons subject to international sanctions is maintained in the CMS. Any persons subject to national or international sanctions are automatically notified in the CMS and not allowed to enter into our casinos. In addition, a list of countries at risk is maintained in the CMS. Customers coming from a country at risk are classified as high-risk customers. When they enter our casinos, automatic notification emails will be sent to the casino management, surveillance team and pit boss for increased monitoring. Both lists are updated upon any change in sanctions list.

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

- database of blacklisted individuals is maintained in the intelligence database in the CMS. Any updates of the blacklist database are approved by the regional casino operations manager. Blacklisted individuals are not allowed to enter into our casinos.
- procedures on identifying, recording and reporting large sum transactions, criminal activities and other suspicious transactions. These procedures mainly includes, without limitation:
  - all customers have a monthly normal trigger limit under their player accounts in the CMS. Any transactions exceeding the monthly normal trigger limit are notified in the CMS where the pit boss is required to obtain additional information and assess if there are any suspicious activities. The assessment result and additional information are also recorded in the CMS.
  - any suspicious activities, including potential criminal activities, identified by the CCTV cameras are recorded in surveillance daily report by surveillance team and handled by the surveillance operations manager, director of audit and compliance or the casino management.
  - any other suspicious activities, potential criminal activities and behaviours observed by gaming team are reported to the casino management for handling. Surveillance team is informed of the suspicious activities for monitoring. Additional investigation may be conducted based on the judgement of the casino management or higher management.
  - any potential AML risk identified is reported by the casino management to AML contact person for handling. After collecting relevant information, the reported case is assessed by AML contact person based on features of suspicious transactions stipulated in AML policies, as well as his experience and knowledge. Based on the assessment result, AML contact person may file a notification of suspicious (the “OPO”) trade to FAU, if necessary, for its instruction. The OPO includes information such as identification data of the suspicious trade notifier, identification details of the person concerned by the notification, a detailed description of the subject matter and material circumstances of the suspicious transaction, a notice where the notification also relates to property subject to international sanctions, whether and when the trade is carried out or postponed, or the reason why the trade is or is not carried out, and contact information.

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

- procedures on monitoring large cash transactions in the exchange counters, which mainly includes, without limitation:
  - any chip and cash exchange transactions exceeding the monthly normal trigger limit are notified in the CMS where the pit boss is required to obtain additional information and assess if there are any suspicious activities.
  - for any foreign exchange transactions over Euro 1,000, the cashier is required to register a customer profile in foreign exchange application for record.
  - customers are only able to cash out from their player accounts and exchange foreign currencies up to Euro 10,000 every day under the Czech laws.

Our Group engaged an international advisory firm as its AML consultant and conducted a limited assurance review over the AML management process for Palasino Group and the report is set out in Appendix V to this prospectus, which, among others, stated “nothing has come to the AML consultant’s attention that causes them to believe that Palasino Group’s AML control procedures do not comply, in all material respects, with the AML statutes and guidelines for the period from July 1, 2022 to June 30, 2023”.

As advised by our Czech Legal Advisers, we complied with the relevant laws and regulations in the Czech Republic with respect to the operations of gambling activities and anti-money laundering in all material aspects during the Track Record Period and up to the Latest Practicable Date. As advised by our Czech Legal Advisers, there had been no regulatory fines and/or penalties imposed on our Group, and our Group is not aware of any investigations against us in relation to AML, during the Track Record Period and up to the Latest Practicable Date.

### **Internal Control and AML measures for Palasino Malta**

The IT systems of Palasino Malta have passed the MGA System Audit undertaken in July 2023 and its internal control policies and procedures were approved by MGA. Our Company has designed internal control and anti-money laundering measures in its standard operating procedures in accordance with the relevant Maltese gaming and anti-money laundering laws and regulations.

The following written policies and procedures were designed for Palasino Malta:

- Anti-money laundering
- Customer registration and verification
- Customer funds on account
- Management of customers at risk (including AML risk and business risk)

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

- Responsible gambling and player protection
- Handling of customer complaints
- Reconciliation between the record per online gaming system and the bank record
- Accounting for recording payments and receipts

Our Company will only accept deposits made from accounts held with licenced financial institutions or through licenced payment providers, via bank transfers, credit or debit cards, or licenced payment service providers. Cash deposits will not be accepted. Withdrawals will only be remitted to the same account from which the funds originated, and where this is not possible, verification of ownership of the payment method to be used for withdrawal would be required.

Our Company has designed the Responsible Gambling Procedure according to the Gaming Player Protection Regulations in Malta. Our Company will offer responsible gaming tools, such as deposit limit, wager limit, loss limit, session limit, periodic reality check notifications (summary of wins, losses and money wagered) and self-exclusion, to all customers, which are readily available for the customer to use at any point of the business relationship. Customer behaviours, such as the timing, duration and frequency of gambling and communications with Customer Service, will be monitored by the Company. If any problematic gambling behaviour is identified, our Company will contact the concerned customer and offer or impose the responsible gaming tools and support, or even refuse further service to the concerned customer.

To prevent players from jurisdictions that prohibit gambling from playing, it was stipulated in our Company's policies that:

- (1) the registering player must indicate his/her country of residence from a drop-down menu which only contains jurisdictions that allow gambling and jurisdictions that our Company's online business operates in.
- (2) our Company will continuously monitor the registration data and the operating data to identify any suspicious activities, including monitoring the player's IP address.
- (3) a geo-location lock has also been implemented where the IP used to access the site (prior to registration and/or login) is a non-Maltese IP address, which consequently prevents registration and/or log in.

AML policies and procedures were designed according to the Maltese AML-related laws and regulations. Specifically, the policies and procedures included:

- the appointment of a Money Laundering Reporting Officer;

## INTERNAL CONTROLS AND ANTI-MONEY LAUNDERING

- procedures related to the ongoing monitoring of payment and gaming transactions;
- the Customer Acceptance Policy that described the categorisation of risk levels of customers based on their background and behaviours, such as Politically Exposed Persons or income sources;
- the Anti-Money Laundering Procedures that described the registration checks such as email or phone number verification and sanction list checking, on-going assessment of risk levels of customers based on the registration details and customers' behaviours, suspicious transaction reporting and money laundering risk analysis;
- the Player Registration & KYC Procedures that described the triggers and procedures for Customer Due Diligence and Enhanced Due Diligence:
  - Customer Due Diligence would be performed when a player reaches the EUR2,000 threshold in cumulative deposits since the account registration within a rolling period of 180 days, where such player must complete a know-your-client ("KYC") questionnaire, present a valid government-issued identity card or passport and proof of residential address to our Company;
  - Enhanced Due Diligence on players requiring further documents and verification would be performed if suspicious activities, such as the login IP address differing from the indicated country of residence at registration, are identified, or a player has been identified as high-risk according to our Company's relevant gaming and anti-money laundering policies.
- the Employee Due Diligence Procedures that described the different due diligence checks on employees based on their duties and responsibilities in the operations, such as requesting copy of identification documents, reference checking, police conduct certificate and annual involvement and interest declaration for senior management and directors;
- the Employee Awareness Procedures that described the training programs on AML and Responsible Gaming provided to all employees and directors, including the training topics, time and terms; and
- the Suspicious Reporting Procedures that described the procedures of internal Suspicious Transaction Report and external Suspicious Transaction Report to the Financial Intelligence Analysis Unit in Malta.

It is stipulated in our Company's Internal Audit Policy that the Internal Audit Department is responsible for ensuring our Company's full compliance with the applicable laws and regulations and adherence to the internal standard operating procedures through continuous monitoring and evaluation.

## FINANCIAL INFORMATION

*You should read the following discussion and analysis of our Group's financial condition and results of operations in conjunction with our audited combined financial statements as at and for the three years ended 31 March 2023 and the six months ended 30 September 2023, including notes thereto set out in the Accountants' Report included as Appendix I to this prospectus (the "Combined Financial Information"). Our Combined Financial Information have been prepared in accordance with the HKFRS. You should read the whole Accountants' Report and not merely rely on the information contained in this section.*

*The following discussion and analysis contain certain forward-looking statements that involve risks and uncertainties. These statements are based on assumptions and analysis made by us in light of our experience and perception of historic trends, current conditions and expect future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties over which we do not have control. For further information, you should refer to the section "Risk Factors" and "Forward-Looking Statements" in this prospectus.*

### OVERVIEW

We are a gaming and leisure group comprising (i) one integrated land-based casino and resort and two full-service land-based casinos operating in the Czech Republic, primarily offering slot machines and table games and (ii) three hotels in Germany and one hotel in Austria that offer accommodation, catering, conference and leisure services.

During the Track Record Period, due to the outbreak of COVID-19, the governments of the countries which we mainly conduct our business operations, have imposed a series of measures to contain its spread. Our casinos and hotel in the Czech Republic were ordered by the government to close for intermittent periods of seven months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Our hotels in Germany and Austria were ordered by the government to close for intermittent periods of five months during the year ended 31 March 2021 and two months during the year ended 31 March 2022. Such measures have led to the closure of our casinos and hotels for intermittent periods, which has resulted in a temporary decline in the visits to our casinos and hotels. During the Track Record Period, our performance has improved due to the easing of lockdown protocols and the gradual recovery of the global economy since the latter half of 2020. Our revenue increased from HK\$145.8 million for the year ended 31 March 2021 to HK\$351.2 million for the year ended 31 March 2022 and HK\$529.0 million for the year ended 31 March 2023, representing 140.9% and 50.6% year-on-year increase, respectively. We experienced continuous growth, with our revenue increased by 15.6% from HK\$240.8 million for the six months ended 30 September 2022 to HK\$278.3 million for the six months ended 30 September 2023. Prospective investors should note that the year-on-year comparison of revenue during the Track Record Period was significantly influenced by the lockdown protocols imposed by local governments as mentioned above, which adversely affected our financial performance for the years ended 31 March 2021 and 31 March 2022. Such comparison should not be viewed to suggest that there has been a significant growth in our business and financial performance during the years.

## FINANCIAL INFORMATION

Our net profit increased significantly from HK\$2.6 million for the year ended 31 March 2021 to HK\$40.1 million for the year ended 31 March 2022, and further increased to HK\$44.2 million for the year ended 31 March 2023, representing 1,442.3% and 10.2% year-on-year increase, respectively. Our net profit decreased by HK\$5.2 million or 23.3% from HK\$22.3 million for the six months ended 30 September 2022 to HK\$17.1 million for the six months ended 30 September 2023. Our adjusted EBITDA (non-HKFRS measure) amounted to HK\$32.1 million, HK\$77.0 million, HK\$85.4 million, representing 139.9% and 10.9% year-on-year increase, respectively, for the three years ended 31 March 2023, and HK\$44.5 million and HK\$52.2 million for the six months ended 30 September 2022 and 2023, representing 17.3% period-on-period increase.

For further details of our business and operations, please refer to the section headed “Business” in this prospectus.

### **BASIS OF PRESENTATION OF FINANCIAL INFORMATION**

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on 6 July 2023. Upon completion of the Reorganisation before the Listing, our Group comprising our Company and its subsidiaries resulting from the Reorganisation have always been under the control of Ample Bonus and is regarded as a continuing entity. For further details of our Reorganisation, please refer to the section headed “History, Reorganisation and Corporate Structure” in this prospectus.

Our historical financial information has been prepared and presented as a continuation of our business, with the assets and liabilities of our Group recognised and measured at the carrying amount of our business upon the completion of the Reorganisation (except for the non-controlling interest held by Dateplum) had been in existence throughout the Track Record Period or since their respective dates of incorporation where this is a shorter period.

Our historical financial information has been prepared under the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, and in accordance with accounting policies which conform with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, our combined financial statements have included the applicable disclosures requirements under the Listing Rules and the Companies Ordinance. For further details on the basis of presentation of the financial information included in this section, please refer to “Accountants’ Report — Notes to the Historical Financial Information of Palasino Holdings Limited — 1. General, Group Reorganisation and Basis of Preparation and Presentation of Historical Financial Information” in Appendix I to this prospectus.

We have consistently applied the accounting policies which conform with HKFRSs issued by the HKICPA that are effective for our Group’s financial year beginning 1 April 2022 and throughout the Track Record Period, for the purpose of preparing and presenting our historical financial information for the Track Record Period.



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### MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The results of operations and financial condition of our Group have been and will continue to be, affected by a number of factors, including those discussed below and under the section headed “Risk Factors” in this prospectus.

#### Gaming regulations and tax in the Czech Republic

Gaming is a highly regulated industry in the Czech Republic. The continuation of our gaming operations in the Czech Republic is contingent upon our maintaining all necessary regulatory licences, permits, approvals, registrations, orders and authorisations pursuant to laws and regulations in the Czech Republic. In addition, our gaming operation is subject to scrutiny and approval by various government authorities, including the Ministry of Finance in the Czech Republic, which holds the authority to issue our gaming licences. For more information, please refer to “Regulatory Overview — Overview of Regulatory Framework of Gaming Operations in the Czech Republic” and “Risk Factors — Our business operation, financial results and our cashflow may be adversely affected if the government is of the view that the measures we adopted or to be adopted do not comply with the new Czech Gambling Act” in this prospectus.

During the Track Record Period, the tax rate for gambling in the Czech Republic has been set at 23% of GGR of live games, and at 35% of GGR of slot machines. The proposal of the increase in (i) corporate income tax rate from 19% to 21%; (ii) live games tax rate from 23% to 30%; and (iii) value-added tax on specified categories of goods and services (e.g. hotel accommodation) from 10% to 12%, took effect on 1 January 2024 and the gaming tax under the relevant Czech laws of live games increased from 23% to 30% on 1 January 2024. If there are any changes in tax rates, or tax laws, regulations and policies that apply to our operation, we may face significantly higher income tax expenses and gaming tax expenses, which could materially and adversely affect our business, financial condition and results of operations. For more information, please refer to “Regulatory Overview — Taxation in the Czech Republic” and “Risk Factors — We may be exposed to various types of taxes in the jurisdictions in which we operate or have a presence” in this prospectus.

Current laws and regulations, such as licencing requirements, tax rates and other regulatory obligations, could change or become more stringent. These potential changes could have a significant impact on our business and may require us to adapt to new requirements and standards to ensure our continued operations and compliance with the law. For instance, the government of the Czech Republic is presently contemplating amending the Czech Gambling Act. These potential changes may include new licencing and deposit requirements and measures to better protect players. As the amendment process unfolds, it could lead to new regulatory requirements and compliance obligations for gaming operators like us. Staying abreast of these developments and adjusting our operations accordingly will be essential to maintain our gaming licences and continue our business activities in the Czech Republic. Please refer to the paragraph headed “Risk factors — Our business operation, financial results and our cashflow may be adversely affected if the government is of the view that the measures we adopted or to be adopted do not comply with the new Czech Gambling Act” and the paragraph headed “Business — The New Czech Gambling Act” in this prospectus.

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### **Outbreak of infectious diseases including but not limited to the COVID-19 pandemic**

The outbreak of COVID-19 pandemic had posed challenging circumstances to our gaming and hotel operations during the Track Record Period. As most of our patrons travel to reach our casinos and hotels, the strength and profitability of our business depends on the ability of our patrons to travel. During the most severe period of the COVID-19 pandemic, the governments of the Czech Republic, Germany and Austria have ordered the mandatory closure of businesses. For the years ended 31 March 2021 and 31 March 2022, our three casinos had to remain closed for seven months and two months respectively, while our four hotels were ordered to shut down for five months and one month respectively during the same period. Despite these setbacks caused by the COVID-19 pandemic, we demonstrated remarkable resilience, and our revenue increased from HK\$145.8 million for the year ended 31 March 2021 to HK\$351.2 million in for the year ended 31 March 2022 and HK\$529.0 million in for the year ended 31 March 2023, representing 140.9% and 50.6% year-on-year increase, respectively, and from HK\$240.8 million for the six months ended 30 September 2022 to HK\$278.3 million for the six months ended 30 September 2023, representing 15.6% period-on-period increase. Prospective investors should note that the year-on-year comparison of revenue during the Track Record Period was significantly influenced by the lockdown protocols imposed by local governments as mentioned above, which adversely affected our financial performance for the years ended 31 March 2021 and 31 March 2022. Such comparison should not be viewed to suggest that there has been a significant growth in our business and financial performance during the year. We recorded profits of HK\$2.6 million, HK\$40.1 million, HK\$44.2 million, HK\$22.3 million and HK\$17.1 million for the three years ended 31 March 2023 and for the six months ended 30 September 2022 and 2023, respectively, representing 1,442.3%, 10.2% year-on-year increase and 22.3% period-on-period decrease, respectively.

To the extent that the resurgence of COVID-19 disrupts our normal business operations, we may face disrupted market demand and operational challenges. We are closely monitoring the development of the pandemic and continuously evaluating any potential impact on our business, results of operations and financial condition. However, we cannot estimate with any degree of certainty the full impact of the COVID-19 pandemic on our financial condition and future results of operations. The ultimate impact of the COVID-19 pandemic will depend upon future developments, including the duration and severity of the COVID-19 pandemic; the negative impact it has on global and regional economies and economic activity, its short and longer-term impact on the demand for travel, transient and group business, and levels of consumer confidence; actions of governments, businesses and individuals take in response to the resurgence of variants of COVID-19 or any other infectious diseases, including limiting or banning travel and/or limiting or banning leisure, casino and entertainment activities.

### **Competition**

The gaming market in the Czech Republic, as well as the hotel industry in Germany and Austria, are rapidly evolving and increasingly competitive.

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While our properties are strategically located to attract and cater to guests from neighbouring countries, any potential introduction of new casino establishments or hotel developments in close proximity could pose a risk to our customer base and have an adverse impact on our Group's business.

According to CIC, as at 31 December 2022, there were 37 companies licenced to operate land-based slot machines and 33 companies licenced to operate land-based live games. At the end of 2022, there were 472 casinos and 362 gaming halls in the Czech Republic. Our three casinos are located in (i) Hatě of the Znojmo District of the Czech Republic, which is close to the border of Austria; (ii) Dolní Dvořiště, the Czech Republic, which is close to the border of Austria; and (iii) Česká Kubice, the Czech Republic, which is close to the border of Germany, and there were 15, 10 and 15 casinos within one-hour driving distance from each of our respective casinos in 2022. According to CIC, the land-based casino industry is relatively fragmented in the Czech Republic with the top three casino operators having a market share of 35.4%, in terms of total number of slot machines in the casinos and the remaining casino operators each accounted for less than 5% of the market share. Accordingly, the competition is intense among those remaining casino operations. There are already established players in the industry with resources and/or strong brand recognition. It is also possible that there will be consolidation in the gaming industry amongst our competitors who may rapidly acquire significant market share.

There is no assurance that our Group will be able to uphold our competitive strengths. If we cannot effectively compete with our current or potential competitors, our business, results of operations, financial conditions and prospects may be materially and adversely affected. Please refer to the paragraph headed "Risk factor — We face intense competition in the gaming industry in the Czech Republic" in this prospectus.

### **Fluctuation of employee benefits expenses and inflation**

According to CIC, the average inflation rate in the three countries where our hotels and casinos are located (the Czech Republic, Germany and Austria) was 3.3% and 10.8% for the years 2021 and 2022, respectively, and is expected to be 8.7% in 2023. Consequently and our employee benefits expenses have increased and led to higher costs on our operations, which significantly impacted our day-to-day operation expenses.

For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, we recorded employee benefits expenses of HK\$109.3 million, HK\$127.0 million, HK\$170.2 million, HK\$74.9 million and HK\$95.8 million, respectively, demonstrating an increasing trend which is consistent with our business growth and the inflation rate during the same periods. Should inflation continue to rise, we anticipate facing further increases in employee benefits expenses, which could adversely affect our competitiveness and overall financial condition.

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### *Sensitivity analysis*

For illustrative purpose only, the following sensitivity analysis illustrates the impact of hypothetical fluctuations of our employee benefits expenses on our profit before tax during the Track Record Period. Hypothetical fluctuations in our employee benefits expenses are assumed to be 5%, 10% and 15% while all other factors remain unchanged.

Increase/(decrease) in profit before tax	Decrease/increase in the employee benefits expenses		
	-/+ 5%	-/+ 10%	-/+ 15%
	HK\$'000	HK\$'000	HK\$'000
Year ended 31 March 2021	5,466/(5,466)	10,932/(10,932)	16,398/(16,398)
Year ended 31 March 2022	6,348/(6,348)	12,695/(12,695)	19,043/(19,043)
Year ended 31 March 2023	8,509/(8,509)	17,018/(17,018)	25,527/(25,527)
Six months ended 30 September 2023	4,788/(4,788)	9,576/(9,576)	14,364/(14,364)

Prospective investors should note that the above analysis on the historical financials is based on assumptions and is for reference only and should not be viewed as actual effect.

### **Exposure to foreign exchange fluctuations**

The majority of our revenue is denominated in EUR while our costs are largely denominated in EUR and CZK. We recorded foreign exchange loss of HK\$1.0 million, HK\$4.9 million, HK\$9.5 million and HK\$1.7 million for the three years ended 31 March 2023 and the six months ended 30 September 2022, respectively and foreign exchange gain of HK\$8.2 million for the six months ended 30 September 2023. The value of the EUR against the CZK fluctuates depends to a large extent on domestic and international economic and political developments as well as supply and demand in the local market. It is difficult to predict how market forces or government policies may impact the exchange rate between the CZK and the EUR or other currencies in the future.

We receive foreign currency payments from our customers during our daily operations, and we have borrowing and loan balances in different currencies. The fluctuation in exchange rates may significantly reduce our revenue which is presented in HK\$ in our combined statements of profit or loss and other comprehensive income. As a result, we are subject to fluctuations in currency exchange rates which may cause volatility in our results of operations and may make it difficult or impossible to compare our results of operations from period to period. For more information, please refer to "Market Risk and Risk Management" in this section.

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### MATERIAL ACCOUNTING POLICIES INFORMATION AND CRITICAL ESTIMATES AND JUDGEMENTS

We have identified certain accounting policies that are material to the preparation of our Group's financial statements. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgements relating to accounting items such as assets, liabilities, income and expenses. In each case, the determination of these items requires management estimates based on information and financial data that may change in future periods. When reviewing our financial statements, you should consider: (i) our selection of critical accounting policies; (ii) the estimates affecting the application of such policies; and (iii) the sensitivity of reported results to changes in conditions and assumptions. Our material accounting policies information, accounting judgements and estimates, which are important for an understanding of our financial condition and results of operations, are summarised below and the full text is set out in notes 3 and 4 to the Accountants' Report contained in Appendix I to this prospectus for details. Our estimates are based on historical experience and other factors which our Directors believe to be reasonable under the circumstances. Results may differ under different assumptions and conditions.

#### Significant Accounting Policies

##### *Revenue from contracts with customers*

Our Group's revenue contracts with customers consist of gaming, hotel rooms, food and beverage and other transactions.

Gaming revenue is the aggregate net difference between gaming wins and losses. Our Group accounts for gaming revenue on a portfolio basis given the similar characteristics of wagers by recognising net win per gaming day.

For gaming operations that our Group provides award points to customers under our loyalty programs, our Group allocates a portion of the gaming revenue to the loyalty programs liabilities based on its relative stand-alone selling price of such award points (less estimated breakage). Such allocated amount is deferred revenue and recognised as loyalty programs liabilities until customers redeem the award points for free services (such as cashable credit on any slot machine gaming and table games) or use them to purchase non-gaming products (such as key chains, T-shirts and hand sanitisers). Upon redemption, the deferred consideration of each good and service is allocated to the respective type of revenue. Some of the features of our loyalty program may be modified upon the implementation of the new Czech Gambling Act. For details of the new Czech Gambling Act, please refer to the section headed "Business — The New Czech Gambling Act — Major Amendments to the Czech Gambling Act".

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The transaction price of hotel rooms, food and beverage, and other transactions is the net amount collected from the customer for such goods and services. The transaction price for such transactions is recorded as revenue when the good or service is transferred or rendered to the customer during their stay at the hotel or when the delivery is made for the food and beverage and other services.

### *Impairment losses on property and equipment, intangible assets and right-of-use assets*

At the end of each reporting period, our Group reviews the carrying amounts of its property and equipment, intangible assets and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any. Intangible asset not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

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

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

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

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

### Critical Estimates

#### *Impairment assessment of the property and equipment and right-of-use assets related to Trans World Austria*

In determining whether impairment loss of property and equipment and right-of-use assets related to Trans World Austria should be recognised or reversed, our management has to make estimation on the recoverable amounts of the property and equipment and right-of-use assets related to Trans World Austria. Changes in the key assumptions, including the pre-tax discount rate, terminal growth rate and expected changes in revenues and costs in the discounted cash flow projections, could materially affect the recoverable amounts.

Our management considered there was indication (i.e. operating loss) for impairment for these property and equipment and right-of-use assets for the three years ended 31 March 2023 and the six months ended 30 September 2023 and prepared discounted cash flow projections for Trans World Austria based on the financial budget approved by the management of our Group and engaged an independent professional valuer to conduct impairment assessment on their recoverable amount of property and equipment and right-of-use assets. The carrying amounts of the property and equipment related to Trans World Austria as at 31 March 2021, 2022, 2023 and 30 September 2023 were approximately HK\$32.8 million, HK\$28.1 million, HK\$24.4 million and HK\$21.5 million respectively, after taking into account the accumulated impairment of HK\$53.2 million, HK\$54.7 million, HK\$54.7 million and HK\$51.7 million respectively. The carrying

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amounts of the right-of-use assets related to Trans World Austria as at 31 March 2021, 2022, 2023 and 30 September 2023 were approximately HK\$11.5 million, HK\$11.5 million and HK\$16.8 million, and HK\$15.7 million respectively, after taking into account the accumulated impairment of HK\$16.1 million, HK\$16.5 million, HK\$16.5 million and HK\$15.6 million respectively. The decreasing trend of the carrying amount of the property and equipment related to Trans World Austria as at 31 March 2021, 2022, 2023 and 30 September 2023 was primarily due to the combined effect of (i) exchange adjustments and (ii) depreciation of property and equipment during the same periods. The carrying amount of the right-of-use assets related to Trans World Austria remained relatively stable as at 31 March 2021 and 2022 and increased from HK\$11.5 million as at 31 March 2022 to HK\$16.8 million as at 31 March 2023 mainly due to the lease reassessment. For details of the lease reassessment of Trans World Austria, please refer to the paragraph headed “Right-of-Use Assets” in this section. The carrying amount of the right-of-use assets related to Trans World Austria decreased from HK\$16.8 million as at 31 March 2023 to HK\$15.7 million as at 30 September 2023 primarily due to the depreciation of CZK against HKD during the same period. We estimated the recoverable amount of the property and equipment and right-of-use assets related to Trans World Austria based on value in use and concluded that the carrying amount of these assets does not materially differ from their recoverable amount. Accordingly, no impairment loss or reversal was recognised during the Track Record Period. For details, please refer to note 4 to the Accountants’ Report contained in Appendix I to this prospectus.

### *Deferred tax asset*

As at 31 March 2021, 2022, 2023 and 30 September 2023, no deferred tax asset has been recognised on the tax losses of HK\$121.8 million, HK\$129.8 million, HK\$134.7 million and HK\$125.8 million, respectively, and deductible temporary difference of HK\$88.6 million, HK\$88.7 million, HK\$85.2 million and HK\$79.6 million due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on the economic condition in Europe. In cases where the actual future taxable profits generated are more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.



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### SUMMARY OF RESULTS OF OPERATIONS

The following table sets out the summary of our Group's combined results for the Track Record Period, which are derived from, and should be read in conjunction with the combined financial information contained in the Accountants' Report set out in Appendix I to this prospectus:

	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(unaudited)	
Gaming revenue	107,914	278,458	390,403	172,074	194,279
Hotel, catering and related services revenue	<u>37,857</u>	<u>72,738</u>	<u>138,618</u>	<u>68,679</u>	<u>84,008</u>
Gaming, hotel, catering and related services revenues	145,771	351,196	529,021	240,753	278,287
Gaming tax	(36,964)	(94,965)	(133,097)	(58,448)	(67,351)
Inventories consumed	(4,919)	(13,090)	(25,076)	(11,324)	(14,520)
Other income	76,413	42,235	5,172	3,019	2,946
Other gains and losses	4,048	(6,605)	(12,192)	(6,288)	8,186
Depreciation and amortisation	(24,974)	(24,493)	(23,180)	(10,962)	(11,810)
Employee benefits expenses	(109,322)	(126,951)	(170,182)	(74,874)	(95,758)
Listing expenses	–	–	–	–	(14,452)
Other operating expenses	(42,883)	(74,788)	(105,274)	(47,593)	(56,656)
Finance costs	<u>(3,651)</u>	<u>(3,489)</u>	<u>(3,576)</u>	<u>(1,583)</u>	<u>(1,974)</u>
<b>PROFIT BEFORE TAXATION</b>	<b>3,519</b>	<b>49,050</b>	<b>61,616</b>	<b>32,700</b>	<b>26,898</b>
Income tax expense	<u>(962)</u>	<u>(8,967)</u>	<u>(17,462)</u>	<u>(10,400)</u>	<u>(9,844)</u>
<b>PROFIT FOR THE YEAR/PERIOD</b>	<b>2,557</b>	<b>40,083</b>	<b>44,154</b>	<b>22,300</b>	<b>17,054</b>
<b>Other comprehensive income (expense)</b>					
<i>Item that will not be reclassified to profit or loss:</i>					
Exchange difference arising from translation of functional currency to presentation currency	<u>37,640</u>	<u>(7,296)</u>	<u>(9,275)</u>	<u>(48,952)</u>	<u>(19,085)</u>

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	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(unaudited)	
<i>Item that may be reclassified subsequently to profit or loss:</i>					
Exchange differences arising on translation of foreign operations	4,571	8,259	4,638	(560)	(331)
<b>TOTAL COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR/PERIOD</b>	<b><u>44,768</u></b>	<b><u>41,046</u></b>	<b><u>39,517</u></b>	<b><u>(27,212)</u></b>	<b><u>(2,362)</u></b>
<b>Attributable to:</b>					
Owners of the Company	44,768	41,046	39,517	(27,212)	(2,126)
Non-controlling interests	-	-	-	-	(236)
	<b><u>44,768</u></b>	<b><u>41,046</u></b>	<b><u>39,517</u></b>	<b><u>(27,212)</u></b>	<b><u>(2,362)</u></b>

### Non-GAAP Financial Measures

In evaluating our business, we consider and use adjusted EBITDA (non-HKFRS measure), which is a non-GAAP measure, as supplemental measures to review and assess our operating performance. We believe that these non-GAAP measures facilitate comparison of operating performance from period to period.

We provide a reconciliation of adjusted EBITDA (non-HKFRS measure) to profit for the year, calculated and presented in accordance with HKFRS. Adjusted EBITDA (non-HKFRS measure) refers to earnings before interest income, finance costs, income tax and depreciation and amortisation. The term of adjusted EBITDA is not defined under HKFRS and should not be considered in isolation or construed as alternatives to loss/profit from operations or any other measure of performance or as an indicator of our operating performance or profitability.

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Our adjusted EBITDA (non-HKFRS measure) may not be comparable to similarly titled measures of another company because it does not have a standardised meaning and all companies may not calculate adjusted EBITDA in the same manner. The following table presents a reconciliation of adjusted EBITDA (non-HKFRS measure) to loss/profit for each of the years/periods indicated:

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(unaudited)	
<b>Profit for the year/period</b>	2,557	40,083	44,154	22,300	17,054
Add:					
Listing expenses	—	—	—	—	14,452
<b>Adjusted net profit (non-HKFRS measure)</b>	<b>2,557</b>	<b>40,083</b>	<b>44,154</b>	<b>22,300</b>	<b>31,506</b>
Add:					
Depreciation and amortisation	24,974	24,493	23,180	10,962	11,810
Finance costs	3,651	3,489	3,576	1,583	1,974
Income tax	962	8,967	17,462	10,400	9,844
Less:					
Bank interest income	—	52	661	351	12
Interest income from related parties	—	—	2,296	363	2,919
<b>Adjusted EBITDA (non-HKFRS measure)</b>	<b>32,144</b>	<b>76,980</b>	<b>85,415</b>	<b>44,531</b>	<b>52,203</b>

For the three years ended 31 March 2023, we recorded an increase in adjusted EBITDA (non-HKFRS measure) from HK\$32.1 million for the year ended 31 March 2021 to HK\$77.0 million for the year ended 31 March 2022, and further to HK\$85.4 million for the year ended 31 March 2023. Such increase was primarily due to (i) the gradual recovery from the impact of the COVID-19 pandemic and the resumption to normal business operations during the same periods and (ii) government grants which were provided to our Group to subsidise our business operations as a result of the impact of the COVID-19 pandemic for the year ended 31 March 2022.

For the six months ended 30 September 2022 and 2023, we recorded an increase in adjusted EBITDA (non-HKFRS measure) from HK\$44.5 million for the six months ended 30 September 2022 to HK\$52.2 million for the six months ended 30 September 2023. Such increase is consistent with the growing trend demonstrated during the three years ended 31 March 2023.

## FINANCIAL INFORMATION

### DESCRIPTION OF SELECTED ITEMS OF COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

#### Gaming, hotel, catering and related services revenues

For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, we recorded revenue of HK\$145.8 million, HK\$351.2 million, HK\$529.0 million, HK\$240.8 million and HK\$278.3 million, respectively, which was principally generated from our gaming operations and hotel and catering operations.

The following table sets out a breakdown of our revenue by operating segment and its percentage in terms of our total revenue during the Track Record Period:

	For the year ended 31 March						For the six months ended 30 September			
	2021		2022		2023		2022		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Gaming revenue	107,914	74.0	278,458	79.3	390,403	73.8	172,074	71.5	194,279	69.8
Hotel, catering and related service revenue	<u>37,857</u>	<u>26.0</u>	<u>72,738</u>	<u>20.7</u>	<u>138,618</u>	<u>26.2</u>	<u>68,679</u>	<u>28.5</u>	<u>84,008</u>	<u>30.2</u>
<b>Total</b>	<b><u>145,771</u></b>	<b><u>100.0</u></b>	<b><u>351,196</u></b>	<b><u>100.0</u></b>	<b><u>529,021</u></b>	<b><u>100.0</u></b>	<b><u>240,753</u></b>	<b><u>100.0</u></b>	<b><u>278,287</u></b>	<b><u>100.0</u></b>

For details on how we generate our revenue from our business models, please refer to “Business — Our Gaming Operations” and “Business — Our Hotel and catering operations” in this prospectus.

#### *Gaming revenue*

We generated gaming revenue from our three casinos in the Czech Republic, which mainly offer slot machines and table games. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, we recorded gaming revenue of HK\$107.9 million, HK\$278.5 million, HK\$390.4 million, HK\$172.1 million and HK\$194.3 million, representing 74.0%, 79.3%, 73.8% 71.5% and 69.8%, respectively, of our total revenue for the same periods. Among which, our revenue generated from slot machines operation amounted to HK\$81.6 million, HK\$212.9 million, HK\$300.1 million, HK\$130.5 million and HK\$155.9 million, representing 75.6%, 76.5%, 76.9%, 75.9% and 80.2%, respectively, of our total gaming revenue for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023.

## FINANCIAL INFORMATION

The following table sets out information about our gaming revenue by type of games during the Track Record Period:

	For the year ended 31 March						For the six months ended			
	2021		2022		2023		30 September		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
	(unaudited)									
Slot machines	81,611	75.6	212,943	76.5	300,124	76.9	130,546	75.9	155,896	80.2
Table games	26,303	24.4	65,515	23.5	90,279	23.1	41,528	24.1	38,383	19.8
<b>Total</b>	<b>107,914</b>	<b>100.0</b>	<b>278,458</b>	<b>100.0</b>	<b>390,403</b>	<b>100.0</b>	<b>172,074</b>	<b>100.0</b>	<b>194,279</b>	<b>100.0</b>

### *Hotel, catering and related service revenue*

We generate hotel, catering and related services revenue primarily from (i) *Hotel Savannah* in the Czech Republic, (ii) *Hotel Columbus*, *Hotel Auefeld*, *Hotel Kranichhöhe* in Germany, and (iii) *Hotel Donauwelle* in Austria. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023 we recorded revenue from hotel, catering and related services of HK\$37.9 million, HK\$72.7 million, HK\$138.6 million, HK\$68.7 million and HK\$84.0 million, representing 26.0%, 20.7%, 26.2%, 28.5% and 30.2%, respectively, of our total revenue for the same periods.

The following table sets out a breakdown of our hotel, catering and related service revenue by service type during the Track Record Period:

	For the year ended 31 March						For the six months ended			
	2021		2022		2023		30 September		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
	(unaudited)									
Hotel operation	23,583	62.3	41,667	57.3	76,238	55.0	39,769	57.9	48,379	57.6
Catering operation	14,274	37.7	31,071	42.7	62,380	45.0	28,910	42.1	35,629	42.4
<b>Total</b>	<b>37,857</b>	<b>100.0</b>	<b>72,738</b>	<b>100.0</b>	<b>138,618</b>	<b>100.0</b>	<b>68,679</b>	<b>100.0</b>	<b>84,008</b>	<b>100.0</b>

For further details on the operating statistics of our hotels such as the occupancy rate, average room rate and RevPAR, please refer to “Business — Our Hotels — Selected Operating Statistics of the Hotels” in this prospectus.

## FINANCIAL INFORMATION

### *Revenue by geographic location*

Our casinos are situated in the Czech Republic, while our hotels are located in the Czech Republic, Germany and Austria. During the Track Record Period, our revenue was mainly generated from the Czech Republic. Our revenue generated from the Czech Republic for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023 amounted to HK\$117.0 million, HK\$302.6 million, HK\$431.0 million, HK\$190.6 million and HK\$218.0 million, representing 80.3%, 86.2%, 81.5%, 79.1% and 78.3%, respectively, of our total revenue for the same periods.

The following table sets out information about our revenue by geographical location of our operation during the Track Record Period:

	For the year ended 31 March						For the six months ended 30 September			
	2021		2022		2023		2022		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
	(unaudited)									
The Czech Republic	116,991	80.3	302,574	86.2	430,966	81.5	190,558	79.1	217,992	78.3
Germany	23,263	15.9	36,060	10.2	71,845	13.6	36,771	15.3	38,758	13.9
Austria	5,517	3.8	12,562	3.6	26,210	4.9	13,424	5.6	21,537	7.8
<b>Total</b>	<b>145,771</b>	<b>100.0</b>	<b>351,196</b>	<b>100.0</b>	<b>529,021</b>	<b>100.0</b>	<b>240,753</b>	<b>100.0</b>	<b>278,287</b>	<b>100.0</b>

### **Gaming tax**

The gaming tax under the relevant Czech laws is calculated based on 35% and 23% of the GGR of slot machines and tables games during the Track Record Period, respectively, whereas the revenue from gaming operations is recognised after deducting a portion of revenue to the loyalty programs liabilities based on its relative stand-alone selling price of such award point based on the relevant accounting policy. The gaming tax under the relevant Czech laws of live games increased from 23% to 30% on 1 January 2024.

Our gaming tax for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023 amounted to HK\$37.0 million, HK\$95.0 million, HK\$133.1 million, HK\$58.4 million and HK\$67.4 million representing 34.3%, 34.1%, 34.1%, 34.0% and 34.7% of our gaming revenue, respectively.

### **Inventories consumed**

Our inventories consumed consisted mainly of our cost of food and beverage for our catering operation. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our cost of inventories consumed amounted to HK\$4.9 million, HK\$13.1 million, HK\$25.1 million, HK\$11.3 million and HK\$14.5 million, respectively.

## FINANCIAL INFORMATION

### Other income

Our other income primarily consisted of (i) government grants; (ii) interest income from related parties; and (iii) bank interest income. We recorded other income of HK\$76.4 million, HK\$42.2 million, HK\$5.2 million, HK\$3.0 million and HK\$2.9 million for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, respectively.

The following table sets out our other income during the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
				(unaudited)	
Government grants	76,413	42,183	2,215	2,305	15
Interest income					
from related parties	–	–	2,296	363	2,919
Bank interest income	–	52	661	351	12
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>Total</b>	<b><u>76,413</u></b>	<b><u>42,235</u></b>	<b><u>5,172</u></b>	<b><u>3,019</u></b>	<b><u>2,946</u></b>

During the Track Record Period, our Group received government grants from the governments of the Czech Republic, Germany and Austria mainly to subsidise the business operations of our respective entities incorporated in these countries as a result of the COVID-19 impact. During the Track Record Period, all government grants recognised in our combined statements of profit or loss and other comprehensive income by our Group are unconditional.

For interest income from related parties, please refer to “Related Party Transactions — Advances to Related Parties” in this section for details.

### Other gains and losses

Our other gains and losses mainly consist of (i) fair value change on financial assets at FVTPL, (ii) net foreign exchange loss, (iii) gain or loss on disposal of property and equipment, and (iv) net impairment loss reversed or recognised under expected credit loss model. We recorded other gains of HK\$4.0 million for the year ended 31 March 2021 and other losses of HK\$6.6 million and HK\$12.2 million for the two years ended 31 March 2022 and 2023, respectively. For the six months ended 30 September 2022 and 2023, we recorded other losses of HK\$6.3 million and other gains of HK\$8.2 million, respectively.

## FINANCIAL INFORMATION

The following table sets out the breakdown of our other gains and losses during the Track Record Period:

	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Fair value change on financial assets at FVTPL <sup>(Note 1)</sup>	4,518	(1,533)	(3,107)	(4,708)	17
Foreign exchange (loss) gain, net <sup>(Note 2)</sup>	(1,044)	(4,891)	(9,523)	(1,684)	8,152
(Loss) gain on disposal of property and equipment	(38)	143	107	106	17
Impairment losses reversed (recognised) under expected credit loss model, net	612	(324)	331	(2)	–
<b>Total</b>	<b><u>4,048</u></b>	<b><u>(6,605)</u></b>	<b><u>(12,192)</u></b>	<b><u>(6,288)</u></b>	<b><u>8,186</u></b>

Notes:

1. The fair value change on financial assets at FVTPL represents the change in the fair value of our investment administered by Singford, a fellow subsidiary of our Group. For details, please refer to the paragraph headed “Current Assets and Current Liabilities — Financial Assets at FVTPL” in this section.
  
2. The majority of our revenue is denominated in EUR while our costs are largely denominated in EUR and CZK. The increase in net foreign exchange loss during the three years ended 31 March 2021, 2022 and 2023 was due to the depreciation of EUR against CZK for the same periods. We recorded foreign exchange gain during the six months ended 30 September 2023, primarily due to the appreciation of EUR against CZK during the same period. As at the Latest Practicable Date, we have not entered into any agreements to hedge our exchange rate exposure relating to any foreign currencies.



## FINANCIAL INFORMATION

### Depreciation and amortisation

Our depreciation and amortisation primarily consisted of (i) depreciation of property and equipment, (ii) depreciation of right-of-use assets and (iii) amortisation of intangible assets. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our depreciation and amortisation amounted to HK\$25.0 million, HK\$24.5 million, HK\$23.2 million, HK\$11.0 million and HK\$11.8 million, respectively.

The following table sets out the breakdown of our depreciation and amortisation during the Track Record Period:

	For the year ended 31 March						For the six months ended 30 September			
	2021		2022		2023		2022		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Depreciation of property and equipment	24,593	98.5	24,083	98.3	22,181	95.7	10,566	96.4	10,247	86.8
Depreciation of right-of-use assets	381	1.5	410	1.7	999	4.3	396	3.6	486	4.1
Amortisation of intangible assets	-	0.0	-	0.0	-	0.0	-	0.0	1,077	9.1
<b>Total</b>	<b>24,974</b>	<b>100.0</b>	<b>24,493</b>	<b>100.0</b>	<b>23,180</b>	<b>100.0</b>	<b>10,962</b>	<b>100.0</b>	<b>11,810</b>	<b>100.0</b>

For details of our property and equipment and right-of-use assets, please refer to the paragraph headed “Description of Selected Items of Combined Statements of Financial Position — Property and Equipment” and “Description of Selected Items of Combined Statements of Financial Position — Right-of-Use Assets” in this section.

### Employee benefits expenses

Our employee benefits expenses primarily consisted of (i) directors' remuneration, (ii) salaries, allowances and other benefits and (iii) pension schemes contributions. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our employee benefits expenses amounted to HK\$109.3 million, HK\$127.0 million, HK\$170.2 million, HK\$74.9 million and HK\$95.8 million.

## FINANCIAL INFORMATION

The following table sets out the breakdown of our employee benefits expenses during the Track Record Period:

	Year ended 31 March						For the six months ended 30 September			
	2021		2022		2023		2022		2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Directors' remuneration	2,046	1.9	2,054	1.6	2,434	1.4	1,304	1.7	1,560	1.6
Other staff costs (excluding the directors' remuneration)										
– Salaries, allowances and other benefits	107,199	98.0	124,800	98.3	167,665	98.5	73,526	98.2	94,117	98.3
– Pension schemes contributions	77	0.1	97	0.1	83	0.1	44	0.1	81	0.01
<b>Total</b>	<b>109,322</b>	<b>100.0</b>	<b>126,951</b>	<b>100.0</b>	<b>170,182</b>	<b>100.0</b>	<b>74,874</b>	<b>100.0</b>	<b>95,758</b>	<b>100.0</b>

For the three years ended 31 March 2023 and the six months ended 30 September 2023, we had 446, 469, 496 and 515 employees respectively in the Czech Republic, where the majority of our employees were based.

### Listing expenses

Listing expenses represent expenses in relation to our proposed Listing and Global Offering. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, we recorded listing expenses of nil, nil, nil, nil and HK\$14.5 million, respectively.

### Other operating expenses

Our other operating expenses primarily consisted of expenses related to gaming operation and hotel and catering operation. For the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023, our other operating expenses amounted to HK\$42.9 million, HK\$74.8 million, HK\$105.3 million, HK\$47.6 million and HK\$56.7 million, representing 29.4%, 21.3%, 19.9%, 19.8% and 20.4%, respectively, of our total revenue for the same periods.

## FINANCIAL INFORMATION

The following table sets out the breakdown of our other operating expenses during the Track Record Period:

	Year ended 31 March						For the six months ended					
	2021		2022		2023		30 September 2022		30 September 2023			
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	(unaudited)	
Hotel and catering operating expenses <sup>(Note 1)</sup>	10,997	25.7	16,184	21.6	25,710	24.4	12,857	27.0	13,957	24.6		
Gaming operating expenses <sup>(Note 2)</sup>	4,940	11.5	9,978	13.3	12,137	11.5	7,449	15.7	9,765	17.3		
Rental expenses of slot machines	5,843	13.6	13,216	17.7	19,128	18.2	8,783	18.5	9,934	17.5		
Utilities	3,578	8.3	11,064	14.8	14,981	14.2	6,872	14.4	6,640	11.7		
Office expenses	1,236	2.9	2,713	3.6	2,551	2.4	1,369	2.9	1,799	3.2		
Management fee <sup>(Note 3)</sup>	2,582	6.0	–	0.0	–	0.0	–	0.0	–	0.0		
Audit and professional fee	4,397	10.3	8,194	11.0	10,742	10.2	3,150	6.6	4,074	7.2		
Repair and maintenance	3,990	9.3	4,991	6.7	7,010	6.7	2,853	6.0	3,571	6.3		
Insurance	1,430	3.3	1,472	2.0	1,623	1.6	915	1.9	983	1.7		
Bank charges	622	1.5	1,458	1.9	2,341	2.2	1,065	2.2	1,288	2.3		
Others <sup>(Note 4)</sup>	3,268	7.6	5,518	7.4	9,051	8.6	2,280	4.8	4,645	8.2		
<b>Total</b>	<b>42,883</b>	<b>100.0</b>	<b>74,788</b>	<b>100.0</b>	<b>105,274</b>	<b>100.0</b>	<b>47,593</b>	<b>100.0</b>	<b>56,656</b>	<b>100.0</b>		

*Notes:*

1. Our hotel and catering operating expenses include laundry services, commission fees paid to booking agencies, cleaning services providers etc.
2. Our gaming operating expenses include expenses incurred for daily gaming operation, including cleaning, storage cost of the surveillance records, service fees paid to CMS provider etc.
3. For details of the management fee, please refer to “Related Party Transactions — Management Fee Paid” in this section.
4. Our other expenses include various miscellaneous expenses that were incurred during our daily operating activities.

### Finance costs

Our finance costs mainly represented interest on our lease liabilities and bank and other borrowings. Our finance costs for the three years ended 31 March 2023 and the six months ended 30 September 2022 and 2023 remained stable at HK\$3.7 million, HK\$3.5 million, HK\$3.6 million, HK\$1.6 million and HK\$2.0 million, respectively.

## FINANCIAL INFORMATION

### Income tax expense

Income tax consists of current tax expense and deferred tax expenses. The following table sets out the breakdown of income tax expenses for the years indicated:

	Year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(unaudited)	
Current tax:					
– The Czech Republic corporation tax	560	9,869	17,731	10,427	9,261
– Austria corporation tax	15	15	15	8	8
	575	9,884	17,746	10,435	9,269
Deferred tax	387	(917)	(284)	(35)	575
<b>Income tax expense</b>	<b>962</b>	<b>8,967</b>	<b>17,462</b>	<b>10,400</b>	<b>9,844</b>

For the three years ended 31 March 2023, our income tax expense amounted to HK\$1.0 million, HK\$9.0 million, HK\$17.5 million, respectively. Our Group's overall effective tax rates which were calculated by dividing income tax expense with our profit before income tax were 27.3%, 18.3%, 28.3% during the same periods, respectively. Our effective tax rate remained relatively stable for the years ended 31 March 2021 and 2023, except that of 31 March 2022, which was primarily due to the improvement of the financial performance of Trans World Austria which led to a higher profit before tax during the same period. The slight increase in effective tax rate from 27.3% for the year ended 31 March 2021 to 28.3% for the year ended 31 March 2023 was primarily due to the effect of the non-tax-deductible initial set up costs incurred by Palasino Malta in the amount of HK\$13.1 million for the year ended 31 March 2023. The total expenses incurred by Palasino Malta amounted to HK\$6.2 million (unaudited) for the six months ended 30 September 2022 and HK\$8.2 million for the six months ended 30 September 2023. For details, please refer to the paragraph headed "Business — Online Gaming Business" in this prospectus.

For the six months ended 30 September 2022 and 2023, our income tax expenses amounted to HK\$10.4 million and HK\$9.8 million and our effective tax rates were 31.8% and 36.6% respectively. The increase in effective tax rate was primarily due to the effect of (i) the listing expenses in relation to our proposed Listing and Global Offering in the amount of HK\$14.5 million for the six months ended 30 September 2023 and (ii) the total expenses incurred by Palasino Malta for the six months ended 30 September 2022 and 2023, which is non-tax-deductible.

During the Track Record Period and up to the Latest Practicable Date, we have paid all relevant taxes when due and we are not aware of any disputes or unresolved tax issues with any tax authorities.

## FINANCIAL INFORMATION

We are subject to various rates of income tax under different jurisdictions. The following summarises major factors affecting our applicable tax rates in the Cayman Islands, the Czech Republic, Hong Kong, Germany and Austria.

### *Cayman Islands*

We are incorporated in the Cayman Islands. Under the current law of the Cayman Islands, we are not subject to income or capital gains tax. In addition, dividend payments are not subject to withholding tax in the Cayman Islands.

### *The Czech Republic*

During the Track Record Period, we were subject to the Czech Republic corporation tax, which was calculated at a rate of 19% on the estimated assessable profits. The relevant tax rate increased from 19% to 21% on 1 January 2024. Withholding tax of 15% is imposed on dividends declared in respect of profits earned by the subsidiary incorporated in the Czech Republic.

### *Hong Kong*

No provision for Hong Kong profits tax was made as we did not generate any assessable income subject to Hong Kong profits tax during the Track Record Period.

### *Germany*

No provision for Germany corporation tax for the Track Record Period as our Group either incurred tax loss or utilised tax loss for offsetting the income tax payable.

### *Austria*

No provision for Austria corporation tax was made during the Track Record Period as our Group incurred tax loss. However, entities in a tax loss position were required to pay a minimum Austria corporation tax of EUR437.5 for each quarter throughout the Track Record Period.

### **Foreign exchange difference**

Items included in the financial information of each of our Group's entities are measured using the currency of the primary economic environment in which our entity operates (the "functional currency"). The functional currency of our Company is CZK. We determined to present our combined financial statements in HKD as it is considered that HKD is the most appropriate presentation currency in view of our place of proposed Listing.

## FINANCIAL INFORMATION

For the purposes of presenting the combined financial statements, the assets and liabilities of our Group's operations are translated into HKD (i.e. the presentation currency) using exchange rates prevailing at the end of each reporting period. Other comprehensive income of HK\$37.6 million and other comprehensive expense of HK\$7.3 million, HK\$9.3 million, HK\$49.0 million and HK\$19.1 million for the three years ended 31 March 2023 and for the six months ended 30 September 2022 and 2023, respectively, were resulted from the exchange difference arising from translation of functional currency to presentation currency. We recorded significant other comprehensive income on exchange difference for the year ended 31 March 2021 primarily due to the appreciation of CZK against HKD by 12.9% as compared with the exchange rate for the year ended 31 March 2020. Due to the depreciation of the market exchange rate of CZK against HKD as at 30 September 2022 and 2023 when compared with the exchange rate as at 31 March 2022 and 2023, we recorded significant other comprehensive expenses on exchange difference arising from translation of functional currency to presentation currency during the six months ended 30 September 2022 and 2023.

### LISTING EXPENSES

The total amount of listing expenses in connection with the Global Offering, including underwriting commissions, is estimated to be HK\$48.0 million (based on the Offer Price of HK\$2.60 per Offer Share and assuming the Over-allotment Option is not exercised). The total listing expenses mainly comprise of professional fees paid and payable to the professional parties for their services rendered in relation to the Listing and the Global Offering, among which, (a) non-underwriting-related expenses are expected to be HK\$33.1 million, representing 8.9% of the gross proceeds from our Global Offering, including (i) fees for legal advisers and reporting accountants of HK\$19.6 million, representing 5.3% of the gross proceeds from our Global Offering, and (ii) other non-underwriting-related fees and expenses of HK\$13.5 million, representing 3.6% of the gross proceeds from our Global Offering, as well as (b) the underwriting-related expenses (including but not limited to commissions and fees) of HK\$14.9 million, representing 4.0% of the gross proceeds from our Global Offering, payable to the Underwriters in connection with the offering of Shares under the Global Offering based on the Offer Price. The amount of the listing expenses is expected to account for 12.9% of the gross proceeds from the Global Offering.

HK\$28.8 million of the listing expenses will be borne by our Group and HK\$19.2 million will be borne by the FEC Group. Among the HK\$28.8 million to be borne by us, (i) HK\$14.5 million has been charged to our combined statement of profit or loss during the six months ended 30 September 2023, (ii) HK\$12.7 million will be charged to our combined statement of profit or loss during the year ending 31 March 2024; and (iii) HK\$1.6 million is expected to be accounted for as a deduction from equity upon the Listing.

The professional fees and/or other expenses related to the preparation of the Listing are currently in estimates for reference only and the actual amount to be recognised is subject to adjustment based on audit and the then changes in variables and assumptions.

## FINANCIAL INFORMATION

### REVIEW OF HISTORICAL RESULTS OF OPERATION

Six months ended 30 September 2023 as compared to six months ended 30 September 2022

#### *Gaming, hotel, catering and related services revenues*

Our gaming, hotel, catering and related services revenues increased by HK\$37.5 million or 15.6% from HK\$240.8 million for the six months ended 30 September 2022 to HK\$278.3 million for the six months ended 30 September 2023, mainly due to the increase in revenue from both our gaming operation and hotel and catering operations during the same period, details of which are as follows.

#### *Gaming revenue*

Our gaming revenue increased by HK\$22.2 million or 12.9% from HK\$172.1 million for the six months ended 30 September 2022 to HK\$194.3 million for the six months ended 30 September 2023, mainly due to the increase in the number of slot machines from 492 as at 30 September 2022 to 568 as at 30 September 2023 to meet post-COVID-19 pent-up demand for entertainment and social experiences. The gaming appetite and spending of our patrons further increased, which is consistent with the growing trend demonstrated during the three years ended 31 March 2023. As a result, we recorded an increase in slot attendance and slot machine drop for the six months ended 30 September 2023 and our gaming revenue contributed by slot machines increased from 75.9% for the six months ended 30 September 2022 to 80.2% for the six months ended 30 September 2023.

#### *Hotel, catering and related services revenue*

Our hotel, catering and related services revenue increased by HK\$15.3 million or 22.3% from HK\$68.7 million for the six months ended 30 September 2022 to HK\$84.0 million for the six months ended 30 September 2023, mainly due to (i) the further improvement of our average occupancy rate which is consistent with the growing trend demonstrated during the three years ended 31 March 2023 as a result of the gradual recovery from the impact of the COVID-19 pandemic; and (ii) the increase in average room rate. In particular, the average occupancy rate of *Hotel Donauwelle* increased from 48.9% for the six months ended 30 September 2022 to 63.1% for the six months ended 30 September 2023 and the revenue contributed by *Hotel Donauwelle* significantly increased by HK\$8.1 million or 60.4% from HK\$13.4 million for the six months ended 30 September 2022 to HK\$21.5 million for the six months ended 30 September 2023.

#### *Gaming tax*

Our gaming tax increased by HK\$8.9 million or 15.2% from HK\$58.5 million for the six months ended 30 September 2022 to HK\$67.4 million for the six months ended 30 September 2023 which is consistent with the growth of our GGR for the same period.

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### *Inventories consumed*

Our inventories consumed increased by HK\$3.2 million or 28.3% from HK\$11.3 million for the six months ended 30 September 2022 to HK\$14.5 million for the six months ended 30 September 2023, primarily due to (i) the increase in our sales from catering operation by HK\$6.7 million or 23.2% from HK\$28.9 million for the six months ended 30 September 2022 to HK\$35.6 million for the six months ended 30 September 2023 and (ii) the increase in the cost of inventories as a result of the impact of inflation in the three countries where our hotels and casinos are located.

### *Other income*

Our other income slightly decreased by HK\$0.1 million or 3.3% from HK\$3.0 million for the six months ended 30 September 2022 to HK\$2.9 million for the six months ended 30 September 2023. The decrease was primarily due to the decrease in government grants recognised due to the ease of the severity of the COVID-19 pandemic, which was partially offset by the increase in interest income from related parties including BC Mortgage and Singford. For details, please refer to note 30 to the Accountants' Report contained in Appendix I to this prospectus.

### *Other gains and losses*

We recorded other losses of HK\$6.3 million for the six months ended 30 September 2022, as compared to other gains of HK\$8.2 million for the six months ended 30 September 2023. The turnaround from other losses to other gains for the six months ended 30 September 2023 was mainly due to (i) the fact that there is no material fair value change on financial assets at FVTPL as a result of the stable return in relation to the investment administered by Singford as compared with the fair value loss recorded for the six months ended 30 September 2022 and (ii) the net foreign exchange gain as a result of the appreciation of EUR against CZK.

### *Depreciation and amortisation*

Our depreciation and amortisation expenses increased by HK\$0.8 million or 7.3% from HK\$11.0 million for the six months ended 30 September 2022 to HK\$11.8 million for the six months ended 30 September 2023 which was mainly due to the amortisation of intangible assets amounting to HK\$1.1 million, which was in relation to our search engine optimisation (“SEO”) platform. For details, please refer to the paragraph headed “Description of Selected Items of a Combined Statements of Financial Position — Intangible Assets” in this section.

### *Employee benefits expenses*

Our employee benefits expenses increased by HK\$20.9 million or 27.9% from HK\$74.9 million for the six months ended 30 September 2022 to HK\$95.8 million for the six months ended 30 September 2023, which was mainly attributable to (i) the increase in number of employees in order to support our operations in view of our post-pandemic business growth and an increased number of visitors to our casinos and hotels, and (ii) the



## FINANCIAL INFORMATION

increase in the salary expenses of our staff due to the impact of inflation in the three countries where our hotels and casinos are located.

### *Other operating expenses*

Our other operating expenses increased by HK\$9.1 million or 19.1% from HK\$47.6 million for the six months ended 30 September 2022 to HK\$56.7 million for the six months ended 30 September 2023 which was mainly due to (i) our hotel and catering expenses of HK\$14.0 million, (ii) our gaming operating expenses of HK\$9.8 million, which were generally consistent with our revenue generated from hotel and catering operating and gaming operations during the same period and (iii) the impact of inflation in the three countries where our hotels and casinos are located during the same period.

### *Finance costs*

Our finance costs increased by HK\$0.4 million or 25.0% from HK\$1.6 million for the six months ended 30 September 2022 to HK\$2.0 million for the six months ended 30 September 2023, mainly due to appreciation of CZK against HKD for the six months ended 30 September 2023 as compared with the exchange rate for the six months ended 30 September 2022.

### *Profit before taxation*

As a result of the foregoing, we recorded profit before tax of HK\$32.7 million for the six months ended 30 September 2022 and HK\$26.9 million for the six months ended 30 September 2023.

### *Income tax expense*

Our income tax expenses decreased by HK\$0.6 million or 5.8% from HK\$10.4 million for the six months ended 30 September 2022 to HK\$9.8 million for the six months ended 30 September 2023.

Our effective tax rate increased from 31.8% for the six months ended 30 September 2022 to 36.6% for the six months ended 30 September 2023. The effective tax rate for the six months ended 30 September 2023 was higher primarily due to the decrease in our profits before income tax as a result of the listing expenses in relation to our proposed Listing and Global Offering.

### *Profit for the period*

As a result of the cumulative effect of the above factors, our profit for the period decreased by HK\$5.2 million or 23.3% from HK\$22.3 million for the six months ended 30 September 2022 to HK\$17.1 million for the six months ended 30 September 2023.

## FINANCIAL INFORMATION

### Year ended 31 March 2023 as compared to year ended 31 March 2022

#### *Gaming, hotel, catering and related services revenues*

Our gaming, hotel, catering and related services revenues increased by HK\$177.8 million or 50.6% from HK\$351.2 million for the year ended 31 March 2022 to HK\$529.0 million for the year ended 31 March 2023, mainly due to the increase in revenue from both our gaming operation and hotel and catering operations during the same period, details of which are as follows.

#### *Gaming revenue*

Our gaming revenue increased by HK\$111.9 million or 40.2% from HK\$278.5 million for the year ended 31 March 2022 to HK\$390.4 million for the year ended 31 March 2023, mainly due to an increase of slot machine drop as a result of the increase in the number of patrons brought by the complete lifting of mandatory closure restrictions that were previously imposed due to the COVID-19 pandemic for the year ended 31 March 2023, in response to which we have also increased the number of slot machines in our casinos to meet the pent-up demand. The mandatory closure of our casinos initiated by the government were two months for the year ended 31 March 2022 while our casinos remained fully opened for the year ended 31 March 2023. The relaxation of these restrictions allowed our three casinos to operate continuously throughout the year ended 31 March 2023, resulting in an increase in the number of patrons to our casinos. Due to the pent-up demand for entertainment and social experiences during the COVID-19 pandemic, gaming appetite and spending of our patrons also increased upon the ease of restrictions and continuous opening of our casinos. As a result, we recorded an increase in slot machine drop for the year ended 31 March 2023.

#### *Hotel, catering and related services revenue*

Our hotel, catering and related services revenue significantly increased by HK\$65.9 million or 90.6% from HK\$72.7 million for the year ended 31 March 2022 to HK\$138.6 million for the year ended 31 March 2023, mainly due to (i) the improvement of our average occupancy rate mainly driven by the complete uplifting of opening restrictions during the COVID-19 pandemic for the year ended 31 March 2023; and (ii) the increase in average room rate.

#### *Gaming tax*

Our gaming tax increased by HK\$38.1 million or 40.1% from HK\$95.0 million for the year ended 31 March 2022 to HK\$133.1 million for the year ended 31 March 2023 which is consistent with the growth of our GGR for the same period.

#### *Inventories consumed*

Our inventories consumed increased significantly by HK\$12.0 million or 91.6% from HK\$13.1 million for the year ended 31 March 2022 to HK\$25.1 million for the year ended 31 March 2023, which followed the trend of the increase in our sales from catering operation from HK\$31.1 million for the year ended 31 March 2022 to HK\$62.4 million for the year ended 31 March 2023.

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### *Other income*

Our other income decreased significantly by HK\$37.0 million or 87.7% from HK\$42.2 million for the year ended 31 March 2022 to HK\$5.2 million for the year ended 31 March 2023. The decrease was primarily due to the significant decrease in government grants to our subsidiaries, which was reduced by HK\$40.0 million or 94.8% from HK\$42.2 million for the year ended 31 March 2022 to HK\$2.2 million for the year ended 31 March 2023, due to the ease of the severity of the COVID-19 pandemic and the gradual resumption to normal business operations for the year ended 31 March 2023. The decrease was partially offset by the interest income from related parties at the amount of HK\$2.3 million for the year ended 31 March 2023, as a result of advances to related parties. For details, please refer to the paragraph headed “Related Party Transactions — Advances to Related Parties” in this section.

### *Other gains and losses*

Our other losses increased significantly by HK\$5.6 million or 84.8% from HK\$6.6 million for the year ended 31 March 2022 to HK\$12.2 million for the year ended 31 March 2023. The increase was primarily due to (i) the substantial increase in net foreign exchange loss by HK\$4.6 million or 93.9% from HK\$4.9 million for the year ended 31 March 2022 to HK\$9.5 million for the year ended 31 March 2023 as a result of the depreciation of EUR against CZK; and (ii) the increase in the fair value of our investment administered by Singford by HK\$1.6 million from HK\$1.5 million for the year ended 31 March 2022 to HK\$3.1 million for the year ended 31 March 2023, a fellow subsidiary of our Group.

### *Depreciation and amortisation*

Our depreciation and amortisation expenses decreased slightly by HK\$1.3 million or 5.3% from HK\$24.5 million for the year ended 31 March 2022 to HK\$23.2 million for the year ended 31 March 2023, which was mainly due to the reduction in depreciation of property and equipment as a result of the disposal of gaming equipment in the amount of HK\$4.9 million in the year ended 31 March 2022.

### *Employee benefits expenses*

Our employee benefits expenses increased significantly by HK\$43.1 million or 33.9% from HK\$127.0 million for the year ended 31 March 2022 to HK\$170.2 million for the year ended 31 March 2023, which was primarily attributable to (i) the increase in number of employees in order to support our operations in view of the recovery of business from the impact of the COVID-19 pandemic, which is consistent with the post-pandemic business growth and an increased number of visitors to our hotels and casinos, and (ii) the increase in the salary expenses of our staff due to the impact of inflation in the three countries where our hotels and casinos are located.

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### *Other operating expenses*

Our other operating expenses increased by HK\$30.5 million or 40.8% from HK\$74.8 million for the year ended 31 March 2022 to HK\$105.3 million for the year ended 31 March 2023, which was primarily attributable to (i) the increase in operating expenses of our gaming, hotel and catering operations from an aggregate amount of HK\$26.2 million for the year ended 31 March 2022 to HK\$37.8 million for the year ended 31 March 2023 as a result of the gradual resumption of our business operation in view of the ease of the impact from the COVID-19 pandemic; (ii) the increase in rental expenses of slot machines by HK\$5.9 million because the arrangement of waiving our rental charges of slot machines during the COVID-19 pandemic ceased; and (iii) the increase in utilities expenses by HK\$3.9 million.

### *Finance costs*

Our finance costs remained relatively stable at HK\$3.5 million and HK\$3.6 million for the two years ended 31 March 2023.

### *Profit before taxation*

As a result of the foregoing, we recorded profit before tax of HK\$49.1 million for the year ended 31 March 2022 and HK\$61.6 million for the year ended 31 March 2023.

### *Income tax expense*

Our income tax expenses increased significantly by HK\$8.5 million or 94.4% from HK\$9.0 million for the year ended 31 March 2022 to HK\$17.5 million for the year ended 31 March 2023. The increase in our income tax expense was mainly due to the increase in taxable income arising from casino operations.

Our effective tax rate increased from 18.3% for the year ended 31 March 2022 to 28.3% for year ended 31 March 2023. The increase in effective tax rate was mainly attributable to certain non-tax-deductible items under the relevant tax law in the Czech Republic, including (i) the employee welfare related expenses such as meals and medical benefits provided to our employees and (ii) initial set up cost incurred by Palasino Malta, which have not commenced operation as at the Latest Practicable Date.

### *Profit for the year*

As a result of the cumulative effect of the above factors, our profit for the year increased by HK\$4.1 million or 10.2% from HK\$40.1 million for the year ended 31 March 2022 to HK\$44.2 million for the year ended 31 March 2023.

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### Year ended 31 March 2022 as compared to year ended 31 March 2021

#### *Gaming, hotel, catering and related services revenues*

Our gaming, hotel, catering and related services revenues increased significantly by HK\$205.4 million or 140.9% from HK\$145.8 million for the year ended 31 March 2021 to HK\$351.2 million for the year ended 31 March 2022, mainly due to the increase in revenue from both gaming operation and hotel and catering operation during the same period, details of which are as follows.

#### *Gaming revenue*

Our gaming revenue increased significantly by HK\$170.6 million or 158.1% from HK\$107.9 million for the year ended 31 March 2021 to HK\$278.5 million for the year ended 31 March 2022, mainly due to an increase of slot machine drop as a result of the increase in the number of patrons brought by the relaxation of mandatory closure restrictions that were imposed due to the COVID-19 pandemic during the year ended 31 March 2022, in response to which we have increased the number of slot machines in our casinos to meet the pent-up demand. The mandatory closure of our casinos initiated by the government decreased from seven months for the year ended 31 March 2021 to two months for the year ended 31 March 2022. The easing of these pandemic measures resulted in a significant surge in the number of patrons visiting our casinos and an increase in gaming appetite and spending of our patrons which resulted in an increase in slot machine drop.

#### *Hotel, catering and related services revenue*

Our hotel, catering and related services revenue significantly increased by HK\$34.8 million or 91.8% from HK\$37.9 million for the year ended 31 March 2021 to HK\$72.7 million for the year ended 31 March 2022, mainly due to (i) the improvement in our average occupancy rate with the decrease in the number of closing days, (ii) the increase in average room rate; and (iii) the increased number of diners as a result of recovery from the COVID-19 pandemic.

#### *Gaming tax*

Our gaming tax increased by HK\$58.0 million or 156.8% from HK\$37.0 million for the year ended 31 March 2021 to HK\$95.0 million for the year ended 31 March 2022, which followed the same trend of the growth of our GGR.

#### *Inventories consumed*

Our inventories consumed increased significantly by HK\$8.2 million or 167.3% from HK\$4.9 million for the year ended 31 March 2021 to HK\$13.1 million for the year ended 31 March 2022, which was consistent with the increase in our sales from catering operation from HK\$14.3 million for the year ended 31 March 2021 to HK\$31.1 million for the year ended 31 March 2022.

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### *Other income*

Our other income decreased by HK\$34.2 million or 44.8% from HK\$76.4 million for the year ended 31 March 2021 to HK\$42.2 million for the year ended 31 March 2022. The decrease was primarily due to the significant reduction in government grants which was provided to our Group to subsidise our business operations as a result of the impact of the COVID-19 pandemic by HK\$34.2 million or 44.8% from HK\$76.4 million for the year ended 31 March 2021 to HK\$42.2 million for the year ended 31 March 2022, due to the ease of the severity of the COVID-19 pandemic in the year ended 31 March 2022.

### *Other gains and losses*

We recorded other losses of HK\$6.6 million for the year ended 31 March 2022 as compared to other gains of HK\$4.0 million for the year ended 31 March 2021 primarily due to (i) the change in the fair value of our investment administered by Singford of gain of HK\$4.5 million for the year ended 31 March 2021 to a loss of HK\$1.5 million for the year ended 31 March 2022; and (ii) the increase in net foreign exchange loss from HK\$1.0 million for the year ended 31 March 2021 to HK\$4.9 million for the year ended 31 March 2022 due to the depreciation of EUR against CZK.

### *Depreciation and amortisation*

Our depreciation and amortisation expenses decreased slightly by HK\$0.5 million or 2.0% from HK\$25.0 million for the year ended 31 March 2021 to HK\$24.5 million for the year ended 31 March 2022, which was primarily attributable to the reduction in depreciation of property and equipment by HK\$0.5 million.

### *Employee benefits expenses*

Our employee benefits expenses increased by HK\$17.7 million or 16.2% from HK\$109.3 million for the year ended 31 March 2021 to HK\$127.0 million for the year ended 31 March 2022, which was primarily attributable to the increase in the salary expenses of our staff due to the impact of inflation in the three countries where our hotels and casinos are located.

### *Other operating expenses*

Our other operating expenses increased considerably by HK\$31.9 million or 74.4% from HK\$42.9 million for the year ended 31 March 2021 to HK\$74.8 million for the year ended 31 March 2022, which was primarily attributable to (i) the increase in operating expenses of our gaming, hotel and catering operations from an aggregate amount of HK\$15.9 million for the year ended 31 March 2021 to HK\$26.2 million for the year ended 31 March 2022 as a result of the gradual resumption of our business operation in view of the ease of the impact from the COVID-19 pandemic; and (ii) the increase in rental expenses of slot machines by HK\$7.4 million because some of our slot machines suppliers waived their rental charges during the COVID-19 pandemic in 2021.

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### *Finance costs*

Our finance costs remained relatively stable at HK\$3.7 million and HK\$3.5 million for the two years ended 31 March 2022.

### *Profit before taxation*

As a result of the foregoing, we recorded profit before tax of HK\$3.5 million for the year ended 31 March 2021 and HK\$49.1 million for the year ended 31 March 2022.

### *Income tax expense*

Our income tax expenses increased significantly by HK\$8.0 million or 800.0% from HK\$1.0 million for the year ended 31 March 2021 to HK\$9.0 million for the year ended 31 March 2022. Our income tax expense increased mainly due to the increase in our taxable income arising from casino operations.

Our effective tax rate decreased from 27.3% for the year ended 31 March 2021 to 18.3% for the year ended 31 March 2022. The effective tax rate for the year ended 31 March 2021 was higher primarily because we recorded loss mainly from our hotel operations in Austria and the decrease in effective tax rate for the year ended 31 March 2022 was primarily due to the improvement of our overall financial performance which led to a higher profits before tax during the same period.

### *Profit for the year*

As a result of the cumulative effect of the above factors, our profit for the year increased by HK\$37.5 million from HK\$2.6 million for the year ended 31 March 2021 to HK\$40.1 million for the year ended 31 March 2022.

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### DESCRIPTION OF SELECTED ITEMS OF COMBINED STATEMENTS OF FINANCIAL POSITION

The table below sets out selected information from our combined statements of financial position as at the dates indicated:

	As at 31 March			As at
	2021	2022	2023	30 September
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>2023</i> <i>HK\$'000</i>
<b>Non-current assets</b>				
Property and equipment	399,514	378,596	365,500	355,266
Deposits for acquisition of equipment	–	1,883	2,696	–
Deposits for gaming licence	10,500	10,800	10,800	10,200
Intangible assets	–	870	4,046	3,172
Right-of-use assets	19,022	21,149	25,853	23,944
Loan to a related party	–	–	39,165	–
Pledged bank deposits	6,002	4,212	4,059	4,202
Deferred tax assets	–	–	–	35
	435,038	417,510	452,119	396,819
<b>Current assets</b>				
Inventories	1,358	1,805	2,277	2,067
Financial assets at FVTPL	26,984	41,047	21,089	21,378
Trade receivables	916	4,876	7,058	9,386
Other receivables, deposits and prepayments	25,790	17,382	13,175	20,335
Amounts due from fellow subsidiaries	–	–	35,013	1,443
Amount due from an intermediate holding company	–	–	–	*
Cash and cash equivalents	31,349	94,537	86,084	77,549
	86,397	159,647	164,696	132,158

\* The balance represents amount less than HK\$1,000.



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	As at 31 March			As at
	2021	2022	2023	30 September
	HK\$'000	HK\$'000	HK\$'000	2023 HK\$'000
<b>Current liabilities</b>				
Trade payables	5,770	7,024	6,294	6,007
Other payables	41,271	58,390	66,646	84,260
Income tax payable	347	7,768	9,255	3,418
Contract liabilities	300	1,642	1,955	2,355
Lease liabilities	869	1,312	1,446	1,392
Bank and other borrowings	8,757	8,575	31,191	8,825
	57,314	84,711	116,787	106,257
<b>Net current assets</b>	29,083	74,936	47,909	25,901
<b>Total assets less current liabilities</b>	464,121	492,446	500,028	422,720
<b>Non-current liabilities</b>				
Bank and other borrowings	84,781	72,835	38,998	56,293
Lease liabilities	56,580	58,884	63,420	59,196
Other payables	8,732	6,388	4,038	3,532
Deferred tax liabilities	6,829	6,094	5,810	6,081
	156,922	144,201	112,266	125,102
<b>Net assets</b>	307,199	348,245	387,762	297,618
<b>Capital and reserves</b>				
Share capital	37,000	37,000	37,000	37,000
Reserves	270,199	311,245	311,986	230,856
Equity attributable to owners of the Company	307,199	348,245	348,986	267,856
Non-controlling interests	–	–	38,776	29,762
<b>Total equity</b>	307,199	348,245	387,762	297,618

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### Property and equipment

Our property and equipment consisted of freehold land, buildings under freehold land, buildings under leasehold land, office furniture, fixtures and equipment, motor vehicle and gaming equipments. As at 31 March 2021, 2022 and 2023 and 30 September 2023, the carrying amount of our property and equipment amounted to HK\$399.5 million, HK\$378.6 million, HK\$365.5 million and HK\$355.3 million, respectively. The decrease in our property and equipment from 31 March 2021 to 31 March 2022 of HK\$20.9 million was primarily due to disposals of office furniture, fixtures and equipment, motor vehicle and gaming equipment including slot machines and gaming tables during the year ended 31 March 2022. The decrease in property and equipment from 31 March 2022 to 31 March 2023 of HK\$13.1 million was primarily due to exchange adjustments arising from the depreciation of EUR and CZK against HKD, partially offset by the additions of office furniture, fixtures and equipment, motor vehicles and gaming equipment during the year ended 31 March 2023. The further decrease in our property and equipment from 31 March 2023 to 30 September 2023 of HK\$10.2 million was primarily due to the exchange adjustments arising from the depreciation of EUR and CZK against HKD, partially offset by the additions of buildings under freehold land as a result of our enhancement work in our casinos.

### Deposits for acquisition of equipment

Our deposits for acquisition of equipment represented our deposits paid for gaming-related equipment, construction materials and environmental-friendly equipment. Our deposits for acquisition of equipment amounted to nil, HK\$1.9 million, HK\$2.7 million and nil as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively. The deposits for acquisition of equipments for the two years ended 31 March 2022 and 2023 were attributable to the deposits paid to suppliers for (i) purchase of vehicles and gaming tables and (ii) reconstruction of casino facilities and (iii) purchase of environmental-friendly equipment, respectively.

### Deposits for gaming licence

Our deposits for gaming licence represented the security deposit placed on a special account of the Ministry of Finance in the Czech Republic for the casino operations in accordance with the Czech Gambling Act. Our deposits for gaming licence remained stable at HK\$10.5 million, HK\$10.8 million and HK\$10.8 million as at 31 March 2021, 2022 and 2023, respectively. The amount is refundable upon the conclusive withdrawal or cessation of the gaming licence. As the amount will not be realised within 12 months from the end of the Track Record Period, the amount is classified as non-current assets.

During the six months ended 30 September 2023, on top of the security deposit of HK\$10.2 million, an additional deposit of HK\$10.2 million has been placed for the purpose of renewal of gaming licence. Therefore, our gaming deposits increased to HK\$20.4 million as at 30 September 2023 (comprising both security deposit and additional deposit). The additional deposit of HK\$10.2 million was refunded in December 2023 after the successful renewal of gaming licence. As such, the additional deposit is classified as current assets as at 30 September 2023. For further details of our gaming licence, please refer to the paragraph headed "Business — Licences, Permits and Approvals" in this prospectus.

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### **Intangible assets**

Our intangible assets represented our development cost incurred for the SEO platform, which amounted to nil, HK\$0.9 million, HK\$4.0 million and HK\$3.2 million as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively. We have been actively optimising our website since the year ended 31 March 2022. Our SEO platform development is part of our marketing initiatives to reach more potential customers of our gaming business through online platforms and it includes market and keyword analysis, development of content strategy and ongoing updates and maintenance. We carefully select relevant keywords and improve technical aspects of the website to enhance search engine indexing and increase organic visibility. Our SEO strategy focuses on attracting organic traffic to our website, enhancing search engine visibility, and reaching more potential customers for our gaming business through our online gaming platform.

During the six months ended 30 September 2023, our SEO platform was available for use and was amortised in accordance with our accounting policy. The decrease in our intangible assets from 31 March 2023 to 30 September 2023 of HK\$0.8 million was primarily due to the amortisation of the development costs during the same period.

### **Right-of-use assets**

Our right-of-use assets represented our leased office premises and pieces of land of hotel buildings used in our operation. Our right-of-use assets amounted to HK\$19.0 million, HK\$21.1 million, HK\$25.9 million and HK\$23.9 million as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively.

Our right-of-use assets remained stable as at 31 March 2021 and as at 31 March 2022. Our right-of-use assets increased from HK\$21.1 million as at 31 March 2022 to HK\$25.9 million as at 31 March 2023 due to the increase in rental payment of *Hotel Donauwelle* in Austria as a result of inflation. The decrease in our right-of-use assets from 31 March 2023 to 30 September 2023 of HK\$2.0 million is consistent with the depreciation of CZK against HKD during the same period.

### **Loan to a related party**

Our loan to a related party represented the loan advanced to BC Mortgage, being a joint venture of our Controlling Shareholder. Our loan to a related party amounted to nil, nil, HK\$39.2 million and nil as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively.

The balance is non-trade in nature, interest bearing at 5.95% plus Sterling Overnight Index Average, secured by the property of the borrower and with maturity on 30 June 2025. Our loan to a related party as at 31 March 2023 has been settled by way of novation and distribution of dividends. For further details, please refer to the paragraph headed "Related Party Transactions" in this section.

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### Pledged bank deposits

Our pledged bank deposits represented our bank deposits pledged to banks to secure long-term bank borrowings granted to our Group. As at 31 March 2021, 2022, 2023 and 30 September 2023, our pledged bank deposits amounted to HK\$6.0 million, HK\$4.2 million, HK\$4.1 million and HK\$4.2 million, respectively. Our pledged bank deposits carry fixed interest rate of 0.5%, 0.5%, 0.5% and 0.5% as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively.

Apart from above pledged assets, our Group also pledged the entire shareholding of Trans World Austria for the bank borrowings as at 31 March 2021, 2022, 2023 and 30 September 2023.

The following table sets out the carrying amount of our pledged bank deposits and property and equipment secured for our bank borrowings and consideration payable:

	2021	2022	2023	For the six months ended 30 September 2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Pledged bank deposits	6,002	4,212	4,059	4,202
Property and equipment <sup>(Note 1)</sup>	197,081	183,938	169,988	126,471
	<b>203,083</b>	<b>188,150</b>	<b>174,047</b>	<b>130,673</b>

*Note:*

1. This includes our self-owned land parcel no. 6 and 7 as disclosed in the paragraph headed "Business — Properties and Facilities" in this prospectus.

## FINANCIAL INFORMATION

### CURRENT ASSETS AND CURRENT LIABILITIES

The table below sets out a summary of our current assets and current liabilities as at the dates indicated:

	As at 31 March			As at	As at
	2021	2022	2023	30 September	31 January
	HK\$'000	HK\$'000	HK\$'000	2023 HK\$'000	2024 HK\$'000
					(unaudited)
<b>Current assets</b>					
Inventories	1,358	1,805	2,277	2,067	2,256
Financial assets at FVTPL	26,984	41,047	21,089	21,378	22,171
Trade receivables	916	4,876	7,058	9,386	3,097
Other receivables, deposits and prepayments	25,790	17,382	13,175	20,335	18,192
Amounts due from fellow subsidiaries	–	–	35,013	1,443	–
Amount due from an intermediate holding company	–	–	–	*	*
Cash and cash equivalents	31,349	94,537	86,084	77,549	67,452
<b>Total current assets</b>	<b>86,397</b>	<b>159,647</b>	<b>164,696</b>	<b>132,158</b>	<b>113,168</b>
<b>Current liabilities</b>					
Trade payables	5,770	7,024	6,294	6,007	6,884
Other payables	41,271	58,390	66,646	84,260	50,866
Amount due to a fellow subsidiary	–	–	–	–	6,254
Income tax payable	347	7,768	9,255	3,418	5,697
Contract liabilities	300	1,642	1,955	2,355	1,756
Lease Liabilities	869	1,312	1,446	1,392	1,407
Bank and other borrowings	8,757	8,575	31,191	8,825	8,475
<b>Total current liabilities</b>	<b>57,314</b>	<b>84,711</b>	<b>116,787</b>	<b>106,257</b>	<b>81,339</b>
<b>Net current assets</b>	<b>29,083</b>	<b>74,936</b>	<b>47,909</b>	<b>25,901</b>	<b>31,829</b>

\* The balance represents amount less than HK\$1,000

## FINANCIAL INFORMATION

Our total current assets as at 31 March 2021, 2022, 2023 and 30 September 2023 amounted to HK\$86.4 million, HK\$159.6 million, HK\$164.7 million and HK\$132.2 million, respectively, which consisted of inventories, financial assets at FVTPL, trade receivables, other receivables, deposits and prepayments, amounts due from fellow subsidiaries, amount due from an intermediate holding company and cash and cash equivalents. Our total current liabilities as at 31 March 2021, 2022, 2023 and 30 September 2023 amounted to HK\$57.3 million, HK\$84.7 million, HK\$116.8 million and HK\$106.3 million, respectively, which consisted of trade payables, other payables, income tax payable, contract liabilities, lease liabilities and bank and other borrowings.

Our Group recorded an increase in our net current assets from HK\$29.1 million as at 31 March 2021 to HK\$75.0 million as at 31 March 2022, which was primarily attributable to (i) the increase in cash and cash equivalents mainly generated from our gaming operations due to the recovery from the COVID-19 pandemic; and (ii) the receipt of government grant in the amount of HK\$42.2 million during the year ended 31 March 2022 to subsidise our business which was affected by the COVID-19 pandemic.

Our Group recorded a decrease in our net current assets from HK\$75.0 million as at 31 March 2022 to HK\$47.9 million as at 31 March 2023, which was primarily attributable to (i) the loan to BC Mortgage, being a joint venture of our Controlling Shareholder and our related party, which was accounted for non-current assets; (ii) the reclassification of Trans World Austria's bank borrowing from non-current liabilities to current liabilities due to its breach of the term of a bank borrowing, which primarily related to debt service cover ratio. During the six months ended 30 September 2023, the bank has waived its rights as at 31 March 2023 to demand immediate payment after 31 March 2023. For details, please refer to Note 27 to the Accountants' Report contained in Appendix I to this prospectus.

Our Group recorded a decrease in our net current asset from HK\$47.9 million as at 31 March 2023 to HK\$25.9 million as at 30 September 2023, primarily attributable to the combined effect of (i) the amount due from Singford of HK\$35.0 million as at 31 March 2023, settled by way of novation and distribution of dividends by our Group declared on 8 September 2023, (ii) the reclassification of bank borrowing of HK\$22.8 million from current liabilities to non-current liabilities after obtaining waiver from the bank of its rights to demand immediate payment and the repayment of bank borrowings and (iii) the increase in dividend payable of HK\$14.0 million as at 30 September 2023. For details, please refer to the paragraphs headed "Related Party Transactions" and "Indebtedness and Contingent Liabilities — Bank and Other Borrowings" and "Current Assets and Current Liabilities — Other Payables" in this section.

### **Inventories**

Our inventories consisted mainly of food and beverage held for sale.

As at 31 March 2021, 2022, 2023, our inventories increased from HK\$1.4 million as at 31 March 2021 to HK\$1.8 million as at 31 March 2022 and further to HK\$2.3 million as at 31 March 2023, which was consistent with the growth of our catering operation. Our inventories remained stable at HK\$2.3 million as at 31 March 2023 and HK\$2.1 million as at 30 September 2023.

## FINANCIAL INFORMATION

As at 31 January 2024, HK\$2.1 million, or 100.0% of our inventories consumed as at 30 September 2023 has been subsequently utilised.

We monitor our inventory level including the purchase of food and beverage throughout the periods according to our internal inventory management policy, which is based on the consumption schedule.

### Financial assets at FVTPL

During the Track Record Period, our financial assets at FVTPL comprised our investment administered by Singford, a fellow subsidiary of our Group. We believe that such arrangement can make better use of funds which are not immediately used in our business by making appropriate investments to enhance our income without interfering with our business operation or capital expenditures. Major terms of our investment administration agreement with Singford include, among others,

- *Scope of the agreement:* Singford is responsible for investing the spare funds generated by our Group from our business activities which are not immediately used in our businesses (the “Spare Funds”).
- *Singford’s power in relation to investment:* Singford may use or invest the Spare Funds in any way as it, at its sole discretion, considers appropriate provided that such use or investment is in the interest of our Group and reasonable in the circumstances and prudent.
- *Ownership and return of the Spare Funds:* Our Group remains as the owner of the Spare Funds during the period that they are administered by Singford under this Agreement. Singford is obliged to return the amount of the Spare Funds (or the residual value of the Spare Funds assets if the amount requested is more than the net asset value of the Spare Funds) that our Group has requested within ten calendar days from the date of receipt of the request by Singford.
- *Remuneration:* Singford shall not charge any service fee for carrying out the scope of this agreement. Our Group shall pay Singford such costs and expenses that Singford may reasonably incur in carrying out the scope of this agreement.
- *Keeping of records:* Singford shall provide monthly statements of the net value of all assets in which Singford has used the Spare Funds to invest and shall not combine its own property with the Spare Funds.

## FINANCIAL INFORMATION

Our investment administered by Singford included cash and cash equivalents, over-the-counter currency bonds as well as listed equity instruments.

The balance of our financial assets at FVTPL was HK\$27.0 million, HK\$41.0 million, HK\$21.1 million and HK\$21.4 million as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively. It is expected that the balance will be realised before Listing.

Going forward, we will adopt internal control measures over our investments to ensure proper requisition, monitoring and exit of our investments upon Listing and will designate personnel with relevant financial background to review and approve our investment decisions after due and careful consideration of a number of factors, including but not limited to the expected profit, risks involved, the investment costs etc. The primary tenet of our investment strategy is ensuring the safety of principal and generating future economic benefits. Speculative investments are prohibited under our investment management policy. Our finance and accounting department, subject to the review and approval of our management, is responsible for managing our investment. Our finance department assesses our cash flow, operational needs and capital expenditure as well as the targeted products' risk profile before making a proposal for investment. Our investment projects with an amount less than or equal to US\$3.5 million shall be reviewed by our Chief Financial Officer and approved by the executive director or Chairman of the Board. Any investment projects in the amount greater than US\$3.5 million shall be reviewed by the Chief Financial Officer and approved by the executive director and Chairman of the Board. Such investments after the Listing will be subject to compliance with Chapter 14 of the Listing Rules. The management of our Group determines the appropriate valuation techniques and inputs for fair value measurements. We believe that our internal control policies regarding our investment and risk management mechanisms are adequate.

Our director and Chief Executive Officer, Pavel MARŠÍK, is responsible for our Group's day-to-day management and strategic planning and our Chief Financial Officer, Mr. Kwok Tai LAW, is responsible for our Company's overall financial management, with the support of senior staff of our accounting department with relevant accounting experience. For details, please refer to the section headed "Directors and Senior Management" in this Prospectus.

### **Trade receivables**

Trade receivables represent outstanding amounts due from our customers for hotel and catering services performed in the ordinary course of business. Our trade receivables increased from HK\$0.9 million as at 31 March 2021 to HK\$4.9 million as at 31 March 2022, and further to HK\$7.1 million and HK\$9.4 million as at 31 March 2023 and 30 September 2023, respectively, primarily due to the increase in our hotel revenue during the respective periods.



## FINANCIAL INFORMATION

The following table sets out our trade receivables as at the dates indicated:

	As at 31 March			As at
	2021	2022	2023	30 September
	HK\$'000	HK\$'000	HK\$'000	2023 HK\$'000
Trade receivables	1,006	5,290	7,141	9,464
Less: allowance for credit losses	(90)	(414)	(83)	(78)
<b>Total</b>	<b>916</b>	<b>4,876</b>	<b>7,058</b>	<b>9,386</b>

Our trade receivables are entirely arising from hotel and catering operations. Our Group generally grants credit terms ranging from 30 days to 60 days to its corporate customers from the date of invoices. Other than that, transactions with patrons and individual customers are settled by cash or credit cards through payment gateways, which will generally settle the amounts with our Group within 2 days after the sales were made. During the Track Record Period, our expected credit loss rate were 8.9%, 7.8%, 1.2% and 0.8%, respectively.

An ageing analysis of the trade receivables, net of allowance for impairment losses, presented based on the invoice dates at the end of each reporting period are as follows:

	2021		As at 31 March				As at	
	HK\$'000	%	2022		2023		30 September	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Within 30 days	637	69.5	3,097	63.5	5,913	83.8	8,223	87.6
31 days to 60 days	–	–	286	5.9	413	5.8	147	1.6
Over 60 days	279	30.5	1,493	30.6	732	10.4	1,016	10.8
	<b>916</b>	<b>100.0</b>	<b>4,876</b>	<b>100.0</b>	<b>7,058</b>	<b>100.0</b>	<b>9,386</b>	<b>100.0</b>

We recorded a faster pace to collect our trade receivables during the Track Record Period. The percentage of our trade receivables over 60 days in our total trade receivable remained stable at 30.5% as at 31 March 2021 and at 30.6% as at 31 March 2022 and decreased to 10.4% as at 31 March 2023 and remained stable at 10.8% as at 30 September 2023 due to the fact that we have strengthened our credit control policy with the appointment of designated staff to monitor customers' credit terms. As at 31 March 2021, 2022, 2023 and 30 September 2023, no balance has been past due 90 days or more. As at 31 January 2024, HK\$8.9 million, or 94.0% of our trade receivables as at 30 September 2023 has been subsequently settled.

## FINANCIAL INFORMATION

### Other receivables, deposits and prepayments

Other receivables, deposits and prepayments consist of (i) rental and utilities deposits, (ii) deposits for acquisition of equipment, (iii) deposits for gaming licence, (iv) government grants receivables, (v) deferred issue costs and (vi) other miscellaneous prepayments. The following table sets out the breakdown of our other receivables, deposits and prepayments as at the dates indicated:

	As at 31 March			As at
	2021	2022	2023	30 September 2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Rental and utilities deposits	41	93	362	439
Deposits for acquisition of equipment	–	1,883	2,696	–
Deposits for gaming licence <sup>(Note 1)</sup>	10,500	10,800	10,800	20,400
Government grants receivables <sup>(Note 2)</sup>	21,264	10,680	6,638	53
Deferred issue costs <sup>(Note 3)</sup>	–	–	–	1,889
Other miscellaneous prepayments <sup>(Note 4)</sup>	4,485	6,609	6,175	7,754
<b>Total</b>	<b>36,290</b>	<b>30,065</b>	<b>26,671</b>	<b>30,535</b>
Presented as:				
Current	25,790	17,382	13,175	20,335
Non-current	10,500	12,683	13,496	10,200
<b>Total</b>	<b>36,290</b>	<b>30,065</b>	<b>26,671</b>	<b>30,535</b>

*Notes:*

1. For details, please refer the paragraph headed “Description of Selected Items of Combined Statements of Financial Position — Deposits for Gaming Licence” in this section.
2. The balance mainly represents the grants receivables from the governments of the Czech Republic, Germany and Austria for reimbursing our Group’s staff costs as at 31 March 2021, 2022 and 2023.
3. Deferred issue costs represent the listing expenses to be capitalised and deducted from equity upon Listing.
4. Other miscellaneous prepayments primarily represent prepayments for insurance and IT-related services.

## FINANCIAL INFORMATION

As at 31 January 2024, HK\$19.3 million, or 94.9% of our current other receivables, deposits and prepayments as at 30 September 2023 has been subsequently utilised.

### **Amounts due from fellow subsidiaries**

As at 31 March 2021, 2022, 2023 and 30 September 2023, our amounts due from fellow subsidiaries, namely Singford and FECL, was nil, nil, HK\$35.0 million and HK\$1.4 million, respectively. The amount due from Singford is non-trade in nature, unsecured, interest bearing at 4.5% per annum and recoverable on demand as at 31 March 2023. Such amount has been settled by way of novation and distribution of dividends by our Group declared on 8 September 2023. The amount due from FECL is non-trade in nature, unsecured, interest-free and recoverable on demand as at 30 September 2023. For further details, please refer to “Related Party Transactions — Advances to related parties — Amounts due from fellow subsidiaries” in this section.

### **Cash and cash equivalent**

Our cash and cash equivalents comprise cash held by our Group, bank balances and short-term bank deposits for the purpose of meeting our Group’s short-term cash commitments.

As at 31 March 2021, 2022, 2023 and 30 September 2023, the amount of our cash and cash equivalent was HK\$31.3 million, HK\$94.5 million, HK\$86.1 million and HK\$77.5 million, respectively. The substantial increase of HK\$63.2 million in our cash and cash equivalent from HK\$31.3 million as at 31 March 2021 to HK\$94.5 million as at 31 March 2022 was mainly due to the increase in revenue from both our gaming operation and hotel and catering operation during the same period.

## FINANCIAL INFORMATION

### Trade payables

Our trade payables represent liabilities for products and services provided to us prior to the end of each financial year which are unpaid.

Our trade payables increased from HK\$5.8 million as at 31 March 2021 to HK\$7.0 million as at 31 March 2022, primarily which was consistent with our business growth during the same period.

Our trade payables decreased from HK\$7.0 million at 31 March 2021 to HK\$6.3 million as at 31 March 2023, primarily due to earlier settlement.

Our trade payables remained relatively stable at HK\$6.3 million as at 31 March 2023 and HK\$6.0 million as at 30 September 2023.

The credit period granted by our suppliers ranged from 0 to 90 days from the invoice date. The ageing analysis of the trade payables of our Group presented based on the invoice dates at the end of each reporting period is as follows:

	2021		As at 31 March 2022		2023		As at 30 September 2023	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Within 60 days	2,441	42.3	7,024	100	6,133	97.4	5,762	95.9
61 days to 90 days	3,329	57.7	–	–	161	2.6	245	4.1
	<b>5,770</b>	<b>100.0</b>	<b>7,024</b>	<b>100.0</b>	<b>6,294</b>	<b>100.0</b>	<b>6,007</b>	<b>100.0</b>

Our trade payables which were aged over 60 days amounted to HK\$3.3 million, nil, HK\$0.2 million and HK\$0.2 million as at 31 March 2021, 2022, 2023 and 30 September 2023, represented 57.7%, nil, 2.6% and 4.1% of our total trade payables as at the same dates, respectively. As at 31 January 2024, HK\$6.0 million, or 100% of our trade payables as at 30 September 2023 has been subsequently settled.

## FINANCIAL INFORMATION

### Other payables

Our other payables primarily consist of (i) chips in circulation, (ii) other payables and accruals, (iii) refundable government subsidy, (iv) deferred income, (v) listing expenses payable, (vi) issue costs payable, (vii) other tax payables, (viii) dividend payable, (ix) salaries payables and (x) consideration payable. As at 31 March 2021, 2022, 2023 and 30 September 2023, the amount of our other payables was HK\$41.3 million, HK\$58.4 million, HK\$66.6 million and HK\$84.3 million, respectively. The table below sets out the breakdown of our other payables as at the dates indicated:

	As at 31 March		As at 30 September	
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Chips in circulation <sup>(Note 1)</sup>	571	1,358	1,405	1,736
Other payables and accruals	1,940	4,161	7,355	4,402
Government subsidy <sup>(Note 2)</sup>	140	2,687	2,520	2,217
Deferred income <sup>(Note 3)</sup>	1,702	1,719	1,601	1,567
Listing expenses payable	–	–	–	8,524
Issue costs payable <sup>(Note 4)</sup>	–	–	–	1,739
Other tax payables <sup>(Note 5)</sup>	29,154	34,797	37,602	38,372
Dividend payable <sup>(Note 6)</sup>	–	–	–	14,034
Salaries payables	7,325	13,271	15,662	11,759
Consideration payable <sup>(Note 7)</sup>	9,171	6,785	4,539	3,442
	<u>50,003</u>	<u>64,778</u>	<u>70,684</u>	<u>87,792</u>
Less: Non-current portion of consideration payable	(7,073)	(4,712)	(2,480)	(2,045)
Non-current portion of deferred income	(1,659)	(1,676)	(1,558)	(1,487)
	<u>(8,732)</u>	<u>(6,388)</u>	<u>(4,038)</u>	<u>(3,532)</u>
<b>Total</b>	<b><u>41,271</u></b>	<b><u>58,390</u></b>	<b><u>66,646</u></b>	<b><u>84,260</u></b>

*Notes:*

1. Chips in circulation represent the outstanding chips held by patrons as at the end of each reporting period.
2. During the Track Record Period, we received government grants from the German government to subsidise our business operations which were affected by the COVID-19 pandemic which was calculated at the estimated financial performance. The government subsidy represents the amount of grant which is refundable to the government after taking into account the difference between the estimated and actual financial performance of Trans World Germany.
3. Trans World Austria was granted by the Austrian government for subsidising the construction cost of hotel building at amount of EUR0.2 million (equivalent to HK\$1.8 million). The government grant will be amortised over the useful life of the hotel building.
4. Issue costs payable represent the listing expenses directly associated with the issue of new shares not yet paid.

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5. Other tax payables represent our gaming tax and value added tax to be paid at the end of each quarter.
6. For details, please refer to the paragraph headed “Dividends” in this section.
7. The balance represents the consideration payable arising from the acquisition of a hotel building in 2015, the amount is repayable on a monthly basis from year 2015 to 2025, interest bearing at 3% per annum and secured by the property held by our Group.

Our total other payables increased by HK\$17.1 million or 41.4% from HK\$41.3 million as at 31 March 2021 to HK\$58.4 million as at 31 March 2022, which was mainly attributable to (i) the increase in salaries payables of HK\$5.9 million which was due to the increase of salary of staff mainly as a result of inflation in the three countries where our hotels and casinos are located; (ii) the increase in other tax payables of HK\$5.6 million; and (iii) the increase in government subsidy of HK\$2.5 million, which were partially offset by the settlement of consideration payable of HK\$2.4 million.

Our total other payables increased by HK\$8.2 million, or 14.0% from HK\$58.4 million as at 31 March 2022 to HK\$66.6 million as at 31 March 2023, which was mainly attributable to (i) the increase in other payables and accruals of HK\$3.2 million which is consistent with our growth of business; (ii) the increase in salaries payables of HK\$2.4 million which was due to the increase of the salary of staff mainly as a result of inflation in the three countries where our hotels and casinos are located; and (iii) the increase in other tax payables of HK\$2.8 million, which were partially offset by the decrease of consideration payable of HK\$2.2 million because the payment was settled on a monthly basis.

Our total other payables further increased by HK\$17.7 million, or 26.6% from HK\$66.6 million as at 31 March 2023 to HK\$84.3 million as at 30 September 2023, which was mainly attributable to (i) the dividends payable of HK\$14.0 million in relation to our dividend declared on 8 September 2023 and (ii) the listing expenses payable and issue costs payable in relation to our proposed Listing and Global Offering.

As at 31 January 2024, HK\$80.4 million, or 95.4% of our other payables as at 30 September 2023 has been subsequently settled.

### **Income tax payable**

As at 31 March 2021, 2022, 2023 and 30 September 2023, the amount of our income tax payable was HK\$0.3 million, HK\$7.8 million, HK\$9.3 million and HK\$3.4 million, respectively. The substantial increase of HK\$7.5 million of the income tax payable from HK\$0.3 million as at 31 March 2021 to HK\$7.8 million as at 31 March 2022 was mainly due to the increase in taxable income arising from casino operations.

## FINANCIAL INFORMATION

### Contract liabilities

Our contract liabilities comprised (i) advances received in relation to the service of hotel accommodation; and (ii) our customer loyalty programme. Contract liabilities in relation to the service of hotel accommodation represented the advance payments received from the customers upon ordering and before provision of services, until the services are rendered and revenue are recognised.

For the advances received in relation to the service of hotel accommodation, we receive the advance payments when customers book our hotel accommodation services through traditional travel agencies, online travel agencies or our own websites, prior to the actual delivery of the accommodation services. These payments as revenue is recognised when the services of the hotel accommodation are actually rendered to the customers.

For the customer loyalty programme, our Group offers customer loyalty programme in our gaming operations. Our customers can earn points from slot machines and table games and use them as cashable credit on any slot machines, table games or to purchase non-gaming products such as key chains, T-shirts and hand sanitisers. All award points can be accumulated and will expire in the following six months since the last game. The expiry date of the award points will be automatically extended if the customer places a new bet during the six-month period. Contract liabilities in relation to customer loyalty programme represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as at the end of the Track Record Period. Our Group expects the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue when the award points are redeemed. Some of the features of our loyalty program may be modified upon the implementation of the new Czech Gambling Act. For details of the new Czech Gambling Act, please refer to the section headed “Business — The New Czech Gambling Act — Major Amendments to the Czech Gambling Act”.

As at 31 March 2021, 2022 and 2023 and 30 September 2023, our contract liabilities amounted to HK\$0.3 million, HK\$1.6 million, HK\$2.0 million and HK\$2.4 million, which was consistent with the growth of our business during the respective periods following the relaxation of the COVID-19 related operation restrictions. For the contract liabilities as at 31 March 2021, 2022 and 2023 and 30 September 2023, approximately 90% of the balances were/will be recognised as revenue during the years ended/ending 31 March 2021, 2022, 2023 and 2024, respectively.

### LIQUIDITY AND CAPITAL RESOURCES

Our principal use of cash has been, and is expected to continue to be, able to meet the costs associated with our business operations. Our main source of liquidity has been generated mainly from cash flow from operations and bank and other borrowings. In the foreseeable future, we expect cash flow from operations to continue to be our principal source of liquidity and we may use a portion of the proceeds from the Global Offering to finance some of our capital requirements.

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Our Directors are not aware of any other factors that would have a material impact on our liquidity. Details of the funds necessary to meet our existing operations and to finance our future plans are set out in the section headed “Future Plans and Use of Proceeds” in this Prospectus.

### Cash Flow

The following table sets out selected cash flows data from our combined statements of cash flows for the year indicated:

	For the year ended 31 March			For the six months ended 30 September	
	2021	2022	2023	2022	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Cash and cash equivalents at beginning of the year/period	37,189	31,349	94,537	94,537	86,084
Net cash from operating activities	19,827	101,264	91,468	22,037	20,877
Net cash used in investing activities	(11,840)	(17,211)	(81,470)	(23,612)	(19,643)
Net cash used in financing activities	(18,697)	(21,772)	(18,076)	(6,297)	(7,511)
Net (decrease) increase in cash and cash equivalents	(10,710)	62,281	(8,078)	(7,872)	(6,277)
Effect of foreign rate changes	4,870	907	(375)	(4,441)	(2,258)
Cash and cash equivalents at end of the year/period	<u>31,349</u>	<u>94,537</u>	<u>86,084</u>	<u>82,224</u>	<u>77,549</u>

### Net cash from operating activities

For the year ended 31 March 2021, we recorded net cash from operating activities of HK\$19.8 million. The aforesaid net cash generated was principally derived from profit before tax of HK\$3.5 million which was affected by the mandatory closure restrictions that were imposed due to the COVID-19 pandemic during the year ended 31 March 2021.

For the year ended 31 March 2022, we recorded net cash from operating activities of HK\$101.3 million. The aforesaid net cash generated was derived from profit before tax of HK\$49.1 million, which is primarily driven by the increase in segment results of our gaming operations from HK\$17.1 million for the year ended 31 March 2021 to HK\$73.1 million for the year ended 31 March 2022 as a result of the recovery from the COVID-19 pandemic.



## FINANCIAL INFORMATION

For the year ended 31 March 2023, we recorded net cash from operating activities of HK\$91.5 million. The aforesaid net cash generated was principally derived from profit before tax of HK\$61.6 million, primarily driven by the further increase in our segment results of our gaming operations from HK\$73.1 million for the year ended 31 March 2022 to HK\$102.7 million for the year ended 31 March 2023, partially offset by the decrease in government grants receivables for the year ended 31 March 2023 due to the ease of seriousness of the impact of the COVID-19 pandemic.

For the six months ended 30 September 2023, we recorded net cash from operating activities of HK\$20.9 million. The aforesaid net cash generated was principally derived from profit before tax of HK\$26.9 million, adjusted for depreciation of property and equipment of HK\$10.2 million and net unrealised foreign exchange gain of HK\$4.5 million as well as the combined effect of (i) increase in other payables of HK\$13.2 million mainly attributable to the dividend payable of HK\$14.0 million, (ii) increase in other receivables, deposits and prepayments of HK\$7.8 million mainly due to the refundable additional deposit of HK\$10.2 million for the renewal of gaming licence, (iii) increase in trade receivables of HK\$2.7 million mainly arising from our hotel and catering operations and (iv) payment of income tax of HK\$15.8 million.

### **Net cash used in investing activities**

For the year ended 31 March 2021, we recorded net cash used in investing activities of HK\$11.8 million, which was primarily attributable to the purchase of property and equipment in the amount of HK\$13.6 million primarily for the addition of office furniture, fixtures and gaming equipment.

For the year ended 31 March 2022, we recorded net cash used in investing activities of HK\$17.2 million, which was primarily attributable to our additional investment administered by Singford in the amount of HK\$19.1 million.

For the year ended 31 March 2023, we recorded net cash used in investing activities of HK\$81.5 million, which was primarily attributable to (i) advances to BC Mortgage in the amount of HK\$39.2 million and (ii) advances to Singford in the amount of HK\$35.0 million. For details of the advances to related parties, please refer to the paragraph headed “Related Party Transactions” in this section.

For the six months ended 30 September 2023, we recorded net cash used in investing activities of HK\$19.6 million, which was primarily attributable to (i) the purchase of financial assets at FVTPL of HK\$18.8 million (ii) advances to Singford in relation to the Second Singford Loan in the amount of HK\$17.3 million and (iii) the purchase of property and equipment of HK\$15.5 million due to the enhancement work in our casinos, partially offset by (i) the withdrawal of financial assets at FVTPL of HK\$17.4 million and (ii) the repayment from FECL in the amount of HK\$12.9 million.

## FINANCIAL INFORMATION

### Net cash used in financing activities

For the three years ended 31 March 2023 and the six months ended 30 September 2023, our net cash used in financing activities amounted to HK\$18.7 million, HK\$21.8 million, HK\$18.1 million and HK\$7.5 million, respectively. Our net cash outflow was primarily attributable to the repayment of bank and other borrowings and relevant interest expenses.

### Working capital

Taking into account the financial resources available to us, including our available facilities, our cash flows generated from our operating activities, cash and cash equivalents on hand and the estimated net proceeds from the Global Offering, our Directors are of the view that we have sufficient working capital to meet our present requirements and for the next 12 months from the date of this prospectus. From time to time, we may require further funding through public or private offerings, debt financings or other funding sources. Any fluctuation in the funding for our operations will impact our cash flow and our results of operation.

Details of the funds necessary to meet our existing operations and to fund our future plans are set out in the section headed “Future Plans and Use of Proceeds” in this Prospectus.

### INDEBTEDNESS AND CONTINGENT LIABILITIES

The following table sets out our total debts as at the dates indicated:

	As at 31 March			As at 30 September	As at 31 January
	2021	2022	2023	2023	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Bank borrowings	91,984	80,250	69,465	64,628	63,036
Other borrowings	1,554	1,160	724	490	359
Consideration payable <sup>(Note 1)</sup>	9,171	6,785	4,539	3,442	2,829
Lease liabilities	57,449	60,196	64,866	60,588	60,152
Amount due to a fellow subsidiary <sup>(Note 2)</sup>	–	–	–	–	6,254
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>Total</b>	<b><u>160,158</u></b>	<b><u>146,391</u></b>	<b><u>139,594</u></b>	<b><u>129,148</u></b>	<b><u>132,630</u></b>

Notes:

- The amount is unguaranteed and secured by our property and equipment.
- The amount due to a fellow subsidiary represents the amount due to FECL for the listing expenses FECL paid on behalf of our Group. The amount due to FECL is non-trade in nature, unsecured, unguaranteed, interest-free, repayable on demand and will be settled by Listing.

## FINANCIAL INFORMATION

### Bank and other borrowings

The following tables set out the repayment schedules of our bank and other borrowings as at the dates indicated respectively:

#### *Bank borrowings*

	As at 31 March			As at 30 September	As at 31 January
	2021	2022	2023	2023	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000 (unaudited)
Within one year	8,331	8,139	7,987	8,427	8,116
Within a period of more than one year, but not exceeding two years	8,485	8,291	8,137	8,038	8,269
Within a period of more than two years, but not more than five years	26,419	25,824	25,351	24,994	38,123
Within a period of more than five years	48,749	37,996	27,990	23,169	8,528
<b>Total</b>	<b>91,984</b>	<b>80,250</b>	<b>69,465</b>	<b>64,628</b>	<b>63,036</b>

#### *Other borrowings*

	As at 31 March			As at 30 September	As at 31 January
	2021	2022	2023	2023	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000 (unaudited)
Within one year	426	436	414	398	359
Within a period of more than one year, but not exceeding two years	424	414	310	92	–
Within a period of more than two years, but not more than five years	704	310	–	–	–
<b>Total</b>	<b>1,554</b>	<b>1,160</b>	<b>724</b>	<b>490</b>	<b>359</b>

## FINANCIAL INFORMATION

The following table sets out the range of effective interest rate for our borrowings as at the dates indicated respectively:

	Year ended 31 March		Six months ended	
			30 September	
	2021	2022	2023	2023
Effective interest rates:				
Bank borrowings	1.41% to 3.10%	1.49% to 3.10%	1.95% to 4.99%	1.95% to 5.90%
Other borrowings	3.7%	3.7%	3.7%	3.7%

Our bank borrowings as at 30 September 2023 primarily consisted of (i) the loan agreement entered into between Trans World Austria and Erste Bank on 12 March 2020 in relation to a term loan of EUR3.8 million (the “**Austrian Bank Borrowing**”), (ii) the loan agreement entered into between Trans World Germany and Sparkasse Langen — Seligenstadt on 9 September 2014 in relation to a term loan of EUR 3.6 million, (iii) the loan agreement entered into between Trans World Germany and Kreis- und Stadtsparkasse Münden on 19 June 2015 in relation to a term loan of EUR 1.9 million to be fully paid 30 May 2025 and (iv) the loan agreement entered into between Trans World Germany and Kreissparkasse Köln on 21 December 2016 in relation to a term loan of EUR4 million to be fully paid by 31 December 2026 ((ii), (iii) and (iv) together referred to as the “**German Bank Borrowings**”).

The Austrian Bank Borrowing, which shall be repaid by 31 December 2028, has an interest rate of 3-month Euro Interbank Offered Rate (Euribor) plus 1.95% since 1 April 2020. It contains the following major financial covenants which shall be complied with as at the end of each financial year end, being 31 March:

- *Debt service cover ratio:* The ratio of EBITDA, calculated as profit with interest, taxes, depreciation and amortisation added back to debt service total of Trans World Austria shall be not less than 1.20;
- *Loan to value ratio:* The ratio of loan to value of Trans World Austria shall be not more than 0.75; and
- *Equity ratio:* The equity to total assets of Trans World Austria shall not be less than 0.25.

For the year ended 31 March 2023, Trans World Austria breached the financial covenant in respect of the Austrian Bank Borrowing in relation to the debt service cover ratio of Trans World Austria. Upon discovery of the breach, we immediately informed the bank and commenced a renegotiation of the term of the borrowing with the relevant banker. We subsequently obtained a waiver letter issued by the bank on 12 July 2023, pursuant to which the bank waived its right as at 31 March 2023 to demand immediate payment after 31 March 2023. Such breach of covenant of the Austrian Bank Borrowing did not trigger cross-default provisions of the German Bank Borrowings as the German Bank Borrowings do not contain any major financial covenants.

## FINANCIAL INFORMATION

We have strengthened the internal monitoring and control so as to prevent similar breaches from occurring at the end of each financial year end, being 31 March. We manage the compliance risk through close and frequent review of covenants compliance status and evaluation of potential impact. In particular,

- our finance team is responsible for calculating the financial ratios on a monthly basis and reporting to our chief financial officer for monitoring;
- our senior management team will review the financial ratios and management account at least one month prior to the bank's assessment; and
- for the preparation of the annual budget, our finance team will take into account covenant compliance on the forecast and conduct reviews on a regular basis.

As at the end of each of the Track Record Period, our bank borrowings are all denominated in EUR and other borrowings are all denominated in CZK.

As at 31 March 2021, 2022 and 2023, 30 September 2023 and 31 January 2024, our bank borrowings are subject to annual review, unguaranteed and secured by our pledged bank deposits, property and equipment and/or pledged shares of Trans World Austria.

As at 31 March 2021, 2022 and 2023, 30 September 2023 and 31 January 2024, our other borrowings are unguaranteed and unsecured.

Save as the above breach of financial covenant in respect of the Austrian Bank Borrowing as detailed above, our Directors confirm that as at the Latest Practicable Date, there was no material covenant on any of our outstanding debt and there was no breach of any covenant during the Track Record Period and up to the Latest Practicable Date.

Our Directors also confirm that during the Track Record Period and up to the Latest Practicable Date, we had not experienced any difficulty in obtaining credit facilities or withdrawal of facilities, request for early repayment, default in payments or breach of financial covenants of bank borrowings.

Save as disclosed above and the agreement with a bank to obtain a guarantee as at the Latest Practicable Date as disclosed in the paragraph headed "Business — The New Czech Gambling Act", we did not have any bank and other loan, or any loan capital issued and outstanding or agreed to be issued, bank overdraft, borrowing or similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchases or finance lease commitments, guarantees or other material contingent liabilities as at the Latest Practicable Date for our indebtedness statement. Our Directors confirm that there had been no material change in our indebtedness since 31 January 2024 up to the Latest Practicable Date.

As at 30 September 2023, we had fully utilised our banking facility and our total bank borrowings are HK\$64.6 million. As at 31 January 2024, we had aggregate banking facilities of HK\$63.0 million, all of which was utilised.

## FINANCIAL INFORMATION

There are no material covenants relating to our outstanding bank borrowings and other borrowings which would impact or restrict our ability to undertake additional debt or equity financing.

### Lease liabilities

The following table sets out the payment schedules of our lease liabilities as at 31 March 2021, 2022, 2023 and 30 September 2023 respectively:

	As at 31 March			As at
	2021	2022	2023	30 September
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>2023</i> <i>HK\$'000</i>
Within one year	869	1,312	1,446	1,392
More than one year, but not more than two years	887	1,331	1,503	1,447
More than two years, but not more than five years	1,893	4,113	4,045	3,632
More than five years	53,800	53,440	57,872	54,117
<b>Total</b>	<b>57,449</b>	<b>60,196</b>	<b>64,866</b>	<b>60,588</b>

Our lease liabilities remained stable at HK\$57.4 million and HK\$60.2 million as at 31 March 2021 and 2022, respectively. Our lease liabilities slightly increased from HK\$57.4 million as at 31 March 2021 to HK\$60.2 million as at 31 March 2022 due to the entering of office lease by Palasino Malta. Our lease liabilities increased from HK\$60.2 million as at 31 March 2022 to HK\$64.9 million as at 31 March 2023 due to the increase in rental payment of *Hotel Donauwelle* in Austria as a result of inflation. Our lease liabilities decreased from HK\$64.9 million as at 31 March 2023 to HK\$60.6 million as at 30 September 2023 due to the depreciation of CZK against HKD during the same period.

As at 31 March 2021, 2022 and 2023, 30 September 2023 and 31 January 2024, our lease liabilities are unguaranteed and secured by our rental deposits.

The weighted average incremental borrowing rates applied to lease liabilities is 2.1%, 2.1%, 2.2%, and 2.2% as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively.

### Other outstanding indebtedness

Save as disclosed above, and apart from intra group liabilities, as at 31 January 2024, we did not have any other borrowings, mortgages, charges, debentures, or debt securities, issued or outstanding, or authorised or otherwise created but unissued, or other similar indebtedness, term loans, bank overdrafts, recognised lease liabilities, liabilities under acceptance (other than normal trade bills), acceptance credits, hire purchase commitments, contingent liabilities or guarantees.

## FINANCIAL INFORMATION

### CAPITAL EXPENDITURE AND COMMITMENTS

Our Group's capital expenditure consisted of additions of property, equipment and intangible assets. During the Track Record Period, our Group incurred capital expenditures of HK\$13.6 million, HK\$3.1 million, HK\$29.4 million and HK\$18.4 million for the three years ended 31 March 2023 and the six months ended 30 September 2023, respectively. Since 30 September 2023 and up to the Latest Practicable Date, our Group did not incur any material capital expenditure.

For the year ending 31 March 2024, we estimate that the capital expenditures will amount to HK\$30.4 million. The estimated capital expenditure for (i) the general renovation and maintenance of our hotels and casinos, (ii) the upgrade and replacement of property and equipment and (iii) purchase of IT-related services is estimated to be HK\$21.2 million, HK\$5.2 million and HK\$4.0 million, respectively. Such amount of capital expenditure is expected to be funded by cash generated from our operations and/or bank borrowings and/or the net proceeds from the Global Offering.

We expect to meet our contractual commitments and capital expenditure requirements through our cash and cash equivalents, cash generated from our operations as well as the net proceeds from the Global Offering. We believe that these sources of funding will be sufficient to finance our contractual commitments and capital expenditure requirements for the next 12 months.

#### Capital commitments

We mainly have capital commitments with respect to capital expenditure for the acquisition of property and equipment contracted for but not provided in the combined financial statements. Our capital commitments as at 31 March 2023 and as at 30 September 2023 represented the amount we have committed to our supplier for the purchase of slot machines.

Significant capital expenditure contracted for but not recognised as liabilities amounted to nil, nil, HK\$5.9 million and HK\$5.7 million as at 31 March 2021, 2022, 2023 and as at 30 September 2023, respectively.

### RELATED PARTY TRANSACTIONS

#### Advances from related parties

During the Track Record Period, our Group obtained no advance from related parties.

## FINANCIAL INFORMATION

### Advances to related parties

The table below sets out our advances to related parties during the Track Record Period:

	Year ended 31 March			Six months ended
				30 September
	2021	2022	2023	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Loan to a related party</b>				
BC Mortgage	–	–	39,165	–
<b>Amounts due from fellow subsidiaries</b>				
Singford	–	–	35,013	–
FECL	–	–	–	1,443
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total</b>	<b>–</b>	<b>–</b>	<b>74,178</b>	<b>1,443</b>
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The interest income from the advances to related parties as at 30 September 2023 is set out below:

	Year ended 31 March			Six months ended	
				30 September	
	2021	2022	2023	2022	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Interest Income from:</b>					
BC Mortgage	–	–	2,188	363	2,033
Singford	–	–	108	–	886
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total</b>	<b>–</b>	<b>–</b>	<b>2,296</b>	<b>–</b>	<b>2,919</b>
	<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>

Pursuant to the investment cooperation agreement entered into between our Group and Singford, Singford administrated our Group's investment without charging any service fee during the Track Record Period.

### *Loan to a related party*

Our loan to a related party represents the loan advanced to BC Mortgage, being a joint venture of our Controlling Shareholder. Pursuant to the BC Agreement, FECL provided finance to BC Mortgage in respect of the Marlowes Shopping Centre in the UK.



## FINANCIAL INFORMATION

On 16 August 2022, FECL, Palasino Group and BC Mortgage entered into BC Deed of Novation, pursuant to which FECL transferred all its rights, benefits and obligations in respect of the BC Agreement to Palasino Group. As at 31 March 2023, the outstanding balance under the BC Agreement was HK\$39.2 million.

The balance is non-trade in nature, interest bearing at 5.95% plus Sterling Overnight Index Average, secured by the property of the borrower and with maturity on 30 June 2025.

Our loan to a related party as at 31 March 2023 has been settled by way of novation from Palasino Group to FECL and distribution of dividends declared on 8 September 2023 from our Group to FEC UK, which is Palasino Group's immediate holding company. The distribution of dividends was partially offset by the amount due from FEC UK and partially settled by withholding tax to be paid on behalf of FEC UK. For details, please refer to "History, Reorganisation and Corporate Structure — Corporate Development — Reorganisation" in this prospectus and note 38 to the Accountants' Report contained in Appendix I to this prospectus.

### *Amounts due from fellow subsidiaries*

Our amounts due from fellow subsidiaries represent (i) the advance made to Singford and (ii) amount due from FECL. The advance made to Singford is non-trade in nature, unsecured, interest bearing at 4.5% per annum and recoverable on demand as at 31 March 2023. As at 31 March 2023, the outstanding amount due from Singford was HK\$35.0 million. Such amount has been settled by way of novation from our Group to FEC UK and distribution of dividends by Palasino Group to FEC UK which has declared on 8 September 2023. For details, please refer to "History, Reorganisation and Corporate Structure — Corporate Development — Reorganisation" and "Statutory and General Information — Further information about our business — Summary of Material Contracts" in this prospectus.

The amount due from FECL is non-trade in nature, unsecured, interest-free and recoverable on demand as at 30 September 2023. The outstanding amount due from FECL will be settled prior to the Listing.

### *Amount due from an intermediate holding company*

Our amount due from an intermediate holding company represents the unpaid share capital of our Company due from Ample Bonus.

The amount is non-trade in nature, unsecured, interest-free and recoverable on demand as at 30 September 2023. Our amount due from an intermediate holding company will be settled prior to the Listing.

## FINANCIAL INFORMATION

### Management fee paid

For the year ended 31 March 2021, we paid a management fee in the sum of HK\$2.6 million to TWG International U.S. Corporation (“TWGUS”), which was a fellow subsidiary of Palasino Group before its dissolution on 5 May 2021. Pursuant to the agreement signed between our Group and TWC, TWC and/or TWGUS as services provider(s) shall provide services including administrative, tax and legal services to Group. The management fee represented the fee paid by our Group to TWGUS in consideration of the services TWC and/or TWGUS provided and is of non-trade nature.

Our Directors confirm that our transactions with the related parties during the Track Record Period were conducted on an arm’s length basis, and they did not distort our results of operations or make our historical results not reflective of our future performance.

### KEY FINANCIAL RATIOS

The following table sets out our key financial ratios as at each of the dates indicated:

	For the year ended/As at 31 March			For the six months ended/As at 30 September
	2021	2022	2023	2023
<b>Liquidity ratios</b>				
Current ratio <sup>(Note 1)</sup>	1.5	1.9	1.4	1.2
Quick ratio <sup>(Note 2)</sup>	1.5	1.9	1.4	1.2
<b>Capital adequacy ratios</b>				
Gearing ratio <sup>(Note 3)</sup> (%)	30.5	23.4	18.1	21.9
Interest coverage <sup>(Note 4)</sup>	2.0	15.1	18.2	14.6
<b>Profitability ratios</b>				
Return on total assets <sup>(Note 5)</sup> (%)	0.5	7.3	7.4	6.0
Return on equity <sup>(Note 6)</sup> (%)	0.8	12.2	12.0	10.0
Net profit margin <sup>(Note 7)</sup> (%)	1.8	11.4	8.4	6.1

Notes:

- Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of each reporting period during the Track Record Period.
- Quick ratio is calculated based on total current assets less inventories divided by total current liabilities as at the end of each reporting period during the Track Record Period.
- Gearing ratio is calculated based on the total bank and other borrowings divided by the total equity as at the end of each reporting period and multiplied by 100%.

## FINANCIAL INFORMATION

4. Interest coverage is calculated based on the profit before finance cost and tax divided by the finance cost of each reporting period during the Track Record Period.
5. Return on total assets is calculated based on the profit for the year for each year divided by average of the total assets as at the beginning and end of the respective years and multiplied by 100%. Return on assets in the six months ended 30 September 2023 was annualised by multiplying by two. Accordingly, the annualised return on assets may not be indicative of that for the full year ending 31 March 2024. Investors are cautioned not to place any undue reliance on such information.
6. Return on equity is calculated based on the profit for the year for each year divided by average of the total equity as at the beginning and end of the respective years and multiplied by 100%. Return on equity in the six months ended 30 September 2023 was annualised by multiplying by two. Accordingly, the annualised return on equity may not be indicative of that for the full year ending 31 March 2024. Investors are cautioned not to place any undue reliance on such information.
7. Net profit margin is calculated based on the profit for the year/period for each reporting period divided by the revenue for each reporting period and multiplied by 100%.

### Current ratio

As at 31 March 2021, 2022 and 2023 and 30 September 2023, our current ratio was 1.5 times, 1.9 times, 1.4 times and 1.2 times, respectively.

The increase in our current ratio from 1.5 times as at 31 March 2021 to 1.9 times as at 31 March 2022 was primarily as a result of the increase in financial assets at FVTPL and cash and cash equivalents. Our current ratio decreased from 1.9 times as at 31 March 2022 to 1.4 times as at 31 March 2023 mainly due to the reclassification of Trans World Austria's bank borrowing from non-current liabilities to current liabilities due to its breach of term which the bank subsequently waived its right as at 31 March 2023 to demand immediate payment after 31 March 2023. Our current ratio decreased from 1.4 times as at 31 March 2023 to 1.2 times as at 30 September 2023 as a result of the decrease in current assets primarily due to the decrease in the amounts due from Singford, as the amounts have been settled by way of novation and distribution of dividends by our Group declared on 8 September 2023.

### Quick ratio

As at 31 March 2021, 2022 and 2023 and 30 September 2023, our quick ratio was 1.5 times, 1.9 times, 1.4 times and 1.2 times, respectively.

The increase in our quick ratio from 1.5 times as at 31 March 2021 to 1.9 times as at 31 March 2022, the decrease to 1.4 times as at 31 March 2023 and further decrease to 1.2 times as at 30 September 2023 was consistent with the trend of the current ratio as explained above.

## FINANCIAL INFORMATION

### Gearing ratio

As at 31 March 2021, 2022 and 2023 and 30 September 2023, our gearing ratio was 30.5%, 23.4%, 18.1% and 21.9%, respectively.

Our gearing ratio decreased from 30.5% as at 31 March 2021 to 23.4% as at 31 March 2022 mainly due to (i) the decrease in total bank and other borrowings from HK\$93.5 million as at 31 March 2021 to HK\$81.4 million as at 31 March 2022 and (ii) the increase in total equity from HK\$307.2 million as at 31 March 2021 to HK\$348.2 million as at 31 March 2022. Our gearing ratio further decreased from 23.4% as at 31 March 2022 to 18.1% as at 31 March 2023 mainly due to (i) the decrease in total bank and other borrowings from HK\$81.4 million as at 31 March 2022 to HK\$70.2 million as at 31 March 2023 and (ii) the increase in total equity from HK\$348.2 million as at 31 March 2022 to HK\$387.8 million as at 31 March 2023. Our gearing ratio increased from 18.1% as at 31 March 2023 to 21.9% as at 30 September 2023 as a result of the decrease in total equity from HK\$387.8 million as at 31 March 2023 to HK\$297.6 million as at 30 September 2023 primarily due to the dividends recognised as distribution amounting to HK\$93.6 million during the same period.

### Interest coverage

For the three years ended 31 March 2023 and the six months ended 30 September 2023, our interest coverage was 2.0 times, 15.1 times, 18.2 times and 14.6 times, respectively.

Our interest coverage increased significantly from 2.0 times for the year ended 31 March 2021 to 15.1 times for the year ended 31 March 2022 which was principally attributable to the significant increase in profit before interest and tax for the year ended 31 March 2022. Our interest coverage further increased to 18.2 times for the year ended 31 March 2023, which is consistent with our further increase in profit before interest and tax for the year ended 31 March 2023 and our finance cost remain stable for the 3 years ended 31 March 2023. Our interest coverage decreased to 14.6 times for the six months ended 30 September 2023, which is consistent with the decrease in profit before interest and tax primarily due to the listing expenses in relation to our proposed Listing and Global Offering.

### Return on total assets

For the three years ended 31 March 2023 and the six months ended 30 September 2023, our return on total assets was 0.5%, 7.3%, 7.4% and 6.0% (which was annualised. For details, please refer to Note 6 above), respectively.

The significant increase in return on total assets from 0.5% for the year ended 31 March 2021 to 7.3% for the year ended 31 March 2022 was mainly due to the combined effect of the significant increase in the profit for the year from HK\$2.6 million for the year ended 31 March 2021 to HK\$40.1 million for the year ended 31 March 2022 and the increase in total assets from HK\$521.4 million for the year ended 31 March 2021 to HK\$577.2 million for the year ended 31 March 2022.

Our return on total assets remained stable for the two years ended 31 March 2023.

## FINANCIAL INFORMATION

Our return on total assets decreased from 7.4% for the year ended 31 March 2023 to 6.0% (which was annualised. For details, please refer to Note 6 above) for the six months ended 30 September 2023, which was primarily due to (i) the listing expenses in relation to our proposed Listing and Global Offering and (ii) the decrease in our total assets from HK\$616.8 million as at 31 March 2023 to HK\$529.0 million as at 30 September 2023, which was in turn primarily due to the settlement of the loan advanced to BC Mortgage and amounts due from Singford, both of which have been settled by way of novation and distribution of dividends declared on 8 September 2023.

### **Return on equity**

For the three years ended 31 March 2023 and the six months ended 30 September 2023, our return on equity was 0.8%, 12.2%, 12.0% and 10.0% (which was annualised. For details, please refer to Note 7 above), respectively.

Our return on equity increased significantly from 0.8% for the year ended 31 March 2021 to 12.2% for the year ended 31 March 2022, which was mainly due to the increase in our profit for the year outweighed the increase in our total equity. Our return on equity remained relatively stable from the year ended 31 March 2022 to the year ended 31 March 2023.

Our return on equity decreased from 12.0% for the year ended 31 March 2023 to 10.0% (which was annualised. For details, please refer to Note 7 above) for the six months ended 30 September 2023, which was mainly due to the combined effect of the decrease in our profit for the years and the decrease in our total equity as a result of the dividend declared during the six months ended 30 September 2023.

### **Net profit margin**

For the three years ended 31 March 2023 and the six months ended 30 September 2023, our net profit margin was 1.8%, 11.4%, 8.4% and 6.1%, respectively. Our net profit margin increased significantly from 1.8% for the year ended 31 March 2021 to 11.4% for the year ended 31 March 2022 due to the increase in the gaming, hotel, catering and related services revenues as a result of an increase of slot machine drop as a result of the increase in the number of patrons brought by the relaxation of mandatory closure restrictions that were imposed due to the COVID-19 pandemic during the year ended 31 March 2022, in response to which we have increased the number of slot machines in our casinos to meet the pent-up demand.

Our net profit margin decreased from 11.4% for the year ended 31 March 2022 to 8.4% for the year ended 31 March 2023, primarily due to (i) the increase in employee benefits expenses which is consistent with our business growth and the inflation rate of the three countries where our hotels and casinos are located during the same period and (ii) the decrease in other income resulting from the significant decrease in government grants as the severity of the COVID-19 pandemic eased and normal business operation resumed for the year ended 31 March 2023.

## FINANCIAL INFORMATION

Our net profit margin decreased from 8.4% for the year ended 31 March 2023 to 6.1% for the six months ended 30 September 2023, primarily due to the listing expenses incurred for our proposed Listing and Global Offering.

### MARKET RISK AND RISK MANAGEMENT

We are exposed to various types of market risks in our ordinary course of business, primarily including currency risk, interest rate risk, credit risk and liquidity risk. The management of our Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. For further details regarding our financial risks, please also refer to note 33 to the Accountants' Report in Appendix I to this prospectus.

#### Currency risk

Our Group has foreign currency risk exposures, which arises from transactions denominated in foreign currencies for its casino and hotel operations. During the Track Record Period, all of our Group's receipt of its casino operations are denominated in EUR other than the functional currency of the group entities.

We currently do not have a foreign currency hedging policy to hedge against our exposure to currency risk. However, management of our Group manages our foreign currency risk by closely monitoring the movement of foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

#### Interest rate risk

Our Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and variable-rate bank borrowings as at 31 March 2021, 2022 and 2023 and loan to a related party as at 31 March 2023.

Our Group's cash flow interest rate risk is mainly concentrated on the fluctuations of the Czech Republic deposit rate arising from the Group's bank balances.

We currently do not have interest rate risk hedging policy. However, our management closely monitors our exposure to future cashflow interest rate risk as a result of change on market interest rate and will consider hedging changes in market interest rates should the need arise.

## FINANCIAL INFORMATION

### **Credit risk**

Our Group's credit risk is primarily attributable to its trade receivables, other receivables and deposits, amount due from a related company, loan to a related company, pledged bank deposits and bank balances.

Our Group's maximum exposure to credit risk which will cause a financial loss to our Group due to failure to discharge obligations by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in our combined statements of financial position. Except for the loan from a related company, our Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

### **Liquidity risk**

In management of the liquidity risk, our Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance our Group's operations and mitigate the effects of fluctuations in cash flows.

### **DIVIDEND**

During the Track Record Period, we declared a dividend of CZK267.3 million (equivalent to approximately HK\$93.6 million). The dividend payables was partially offset by the amount due from FEC UK, the immediate holding company of Palasino Group, amounting to approximately HK\$79.6 million and partially settled by withholding tax to be paid on behalf of FEC UK amounting to HK\$14.0 million.

After completion of the Listing, our Directors, may at its discretion, declare dividends to our Shareholders in the future after taking into account our results of operations, earnings, financial condition, cash requirements and availability, contractual arrangements and other factors as it may deem relevant at such time. We do not have any specific dividend policy nor any pre-determined dividend payout ratio. Any final dividend for a financial year will be subject to Shareholders' approval. The past dividend distribution record may not be used as a reference or basis to determine the level of dividends that may be declared or paid by our Company in the future.

## FINANCIAL INFORMATION

### PROPERTY INTERESTS AND VALUATION OF PROPERTIES

Roma Appraisals Limited, an independent qualified professional valuer, valued our property interests as at 31 December 2023 at HK\$470.6 million. Details of the valuation are summarised in Appendix III to this prospectus.

The following table sets out the reconciliation between the net book value of the relevant properties as at 30 September 2023 as extracted from the Accountants' Report in Appendix I to this prospectus and the property valuation report as set out in Appendix III to this prospectus as at 31 December 2023:

	<i>HK\$'000</i>
Net carrying amount of our Group's property interests as at 30 September 2023	278,636
Less: depreciation in relation to our property and equipment during the period from 1 October 2023 to 31 December 2023	<u>(6,510)</u>
Net book value of our Group's property interests as at 31 December 2023	272,126
Net valuation surplus	<u>198,444</u>
Valuation of properties owned by our Group as at 31 December 2023 as set out in the property valuation report in Appendix III	<u><u>470,570</u></u>

### OFF BALANCE SHEET ARRANGEMENTS

During the Track Record Period and as at the Latest Practicable Date, we did not have any material off-balance sheet arrangements.

### DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, except as otherwise disclosed in this prospectus, as at the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

### DISTRIBUTABLE RESERVES

Our Company was incorporated under the laws of the Cayman Islands on 6 July 2023 as an exempted company with limited liability. There were no reserves available for distribution to the Shareholders as at the Latest Practicable Date.



## FINANCIAL INFORMATION

### UNAUDITED PRO FORMA FINANCIAL INFORMATION

Please refer to Appendix II to this prospectus for the unaudited pro forma adjusted net tangible assets.

### SUBSEQUENT EVENTS AFTER TRACK RECORD PERIOD

Save as disclosed in note 39 of the Accountants' Report, there is no other significant event took place subsequent to 30 September 2023. For the details of subsequent events, please refer to note 39 of the Accountants' Report contained in Appendix I to this prospectus.

### NO MATERIAL ADVERSE CHANGE

Save as disclosed in (i) note 39 "Subsequent Events" in the Accountants' Report and (ii) "Recent Developments" of the section headed "Summary", to the best knowledge, information and belief of our Directors, having made all reasonable enquiries, our Directors confirm that there has been no material adverse change in our financial, operational or trading positions or prospects since 30 September 2023, being the date of our combined financial statements as set out in the Accountants' Report contained in Appendix I to this prospectus, and up to the date of this prospectus.

## FUTURE PLANS AND USE OF PROCEEDS

### FUTURE PLANS AND PROSPECTS

Please refer to “Business — Strategies” in this prospectus for a detailed description of our future plans.

We estimate that we will receive net proceeds of approximately HK\$194.1 million from the Global Offering, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering, based on the Offer Price of HK\$2.60 per Offer Share assuming that the Over-allotment Option is not exercised. We intend to use such net proceeds from the Global Offering for the purposes and in the amounts set forth below:

- (1) HK\$116.5 million (representing 60.0% of the net proceeds) will be used to maintain and further consolidate our market presence in the gaming industry in the Czech Republic through asset rejuvenation, including,
  - (i) HK\$66.7 million (representing 34.4% of the net proceeds) will be used to finance our asset rejuvenation plan at *Palasino Savannah Resort*;
  - (ii) HK\$49.8 million (representing 25.6% of the net proceeds) will be used to finance our asset rejuvenation plan at *Palasino Wulowitz*;
- (2) HK\$58.2 million (representing 30.0% of the net proceeds) will be used to continue to expand our gaming business in the Czech Republic, Central Europe or other markets through acquisition of business or asset and/or bidding for new gaming licence; and
- (3) the remaining balance of HK\$19.4 million (representing 10.0% of the net proceeds) will be used for additional working capital and other general corporate purposes.

## FUTURE PLANS AND USE OF PROCEEDS

### IMPLEMENTATION PLAN

The following table sets our approximate amount, sources of funding, key milestones and timeframe for each strategic plan. Our actual course of business may vary from the business strategies set forth in this prospectus due to unforeseeable events, and there can be no assurance that we will accomplish our business strategies in a timely manner, or at all.

Major Categories	% of Net Proceeds	Approximate Amount (HK\$ in millions)	Specific Plans	% of Net Proceeds	Intended Timeframe and Approximate Amount (HK\$ in millions)				Total	
					Year 1 after Listing	Year 2 after Listing	Year 3 after Listing	Post-Year 3 after Listing		
Maintain and further consolidate our market presence in the gaming industry in the Czech Republic through asset rejuvenation	60.0%	116.5	<i>Palasino Savannah Resort</i>							
			(i) Overhaul the gaming area facilities, back-of-house areas and other hospitality offering	31.0%	6.3	6.3	25.0	22.5	60.1	
			(ii) Procure slot machines	3.4%	2.9	1.5	2.2	-	6.6	
			<i>Palasino Wulowitz</i>							
			(i) Overhaul the gaming area facilities, back-of-house areas, guest rooms and other hospitality offering	22.9%	4.9	4.9	19.5	15.2	44.5	
			(ii) Procure slot machines	2.7%	2.9	-	2.4	-	5.3	
Continue to expand our gaming business in the Czech Republic, Central Europe or other markets through acquisition of business or asset and/or bidding for new gaming licence	30.0%	58.2	-	30.0%	31.9	16.0	10.3	-	58.2	

## FUTURE PLANS AND USE OF PROCEEDS

### Basis and Assumptions

Our future plans and business strategies are based on the following general assumptions:

- there will be no material change in the funding requirement for each of our future plans described in this prospectus from the amount as estimated by our Directors;
- we will have sufficient financial resources to meet the planned capital expenditures and business development requirements during the period to which our future plans relate;
- the Global Offering will be completed in accordance with and as described in “Structure of the Global Offering” in this prospectus;
- there will be no material changes in existing accounting policies from those stated in the audited combined financial statements of our Group for the Track Record Period;
- our operations including our future plans will not be interrupted by any *force majeure*, unforeseeable factors, extraordinary items or economic changes in respect of inflation, interest rate and tax rate in the Czech Republic and other jurisdictions where we have operations;
- there will be no material changes in the bases or rates of taxation applicable to our activities;
- we will not be materially affected by the risk factors as set out in “Risk Factors” in this prospectus;
- we will continue with our operation including but not limited to retaining our key management and staff and maintaining our customers and suppliers in the same manner as we did during the Track Record Period;
- there will be no material change in existing laws and regulations, or other governmental policies relating to our Group and our business, or in the political or market conditions in which we operate; and
- there will be no epidemic or disasters, natural, political or otherwise, which would materially disrupt our businesses or operations.

Based on the Offer Price of HK\$2.60 per Offer Share (assuming the Over-allotment Option is not exercised), the net proceeds we receive will be approximately HK\$194.1 million, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

To the extent our net proceeds are either more or less than expected, we will adjust the above allocation of the net proceeds from the Global Offering on a pro rata basis.

## FUTURE PLANS AND USE OF PROCEEDS

In the event that the Over-allotment Option is exercised in full, we will receive additional net proceeds of approximately HK\$32.1 million (based on the Offer Price of HK\$2.60 per Offer Share), after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

To the extent that the net proceeds are not immediately applied to the above purposes and to the extent permitted by applicable law and regulations, we will hold such funds in short-term deposits with licenced banks or authorised financial institutions as defined under the SFO or the applicable laws in the relevant jurisdiction for non-Hong Kong based deposits. We will make an appropriate announcement if there is any change to the above proposed use of proceeds or if any amount of the proceeds will be used for general corporate purpose.

### **Selling Shareholder Proceeds**

We estimate the net proceeds to the Selling Shareholder from the sale of Sale Shares pursuant to the Global Offering, assuming the Over-allotment Option is not exercised, to be HK\$129.4 million (based on the Offer Price of HK\$2.60 per Offer Share), after deducting the underwriting commission and estimated related expenses payable by the Selling Shareholder. We will not receive net proceeds from the sale of Sale Shares pursuant to the Global Offering, whether or not the Over-allotment Option is exercised.

In the event that the Over-allotment Option is exercised in full, the Selling Shareholder will receive additional net proceeds of approximately HK\$21.4 million (based on the Offer Price of HK\$2.60 per Offer Share), after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

## **THE CORNERSTONE PLACING**

We have entered into a cornerstone investment agreement (the “**Cornerstone Investment Agreement**”) with XIANG SHANG GAMES CO., LTD. (向上國際科技股份有限公司) (the “**Cornerstone Investor**”) on 27 February 2024, pursuant to which the Cornerstone Investor has agreed to, subject to the terms of the Cornerstone Investment Agreement, subscribe for a certain number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) that may be purchased with an aggregate amount of HK\$70.0 million at the Offer Price (the “**Cornerstone Placing**”).

The total number of Offer Shares to be subscribed for or purchased by the Cornerstone Investor at the Offer Price of HK\$2.60 per Offer Share would be 26,923,000 Shares, representing (a) approximately 18.8% of the total number of the Offer Shares assuming the Over-allotment Option is not exercised; (b) approximately 16.4% of the total number of the Offer Shares assuming the Over-allotment Option is fully exercised; (c) approximately 3.4% of the Shares in issue upon the completion of the Capitalisation Issue and the Global Offering (assuming the Over-allotment Option is not exercised); and (d) approximately 3.3% of the Shares in issue upon the completion of the Capitalisation Issue and the Global Offering (assuming the Over-allotment Option is fully exercised).

Our Company is of the view that, leveraging on the Cornerstone Investor’s investment experience, the Cornerstone Placing will help raise the profile of our Company and to signify that such investor has confidence in our business and prospect of our Group. The Cornerstone Investor was introduced through a mutual friend in the gaming industry.

The Cornerstone Placing forms part of the International Offering, and the Cornerstone Investor will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreement). The Offer Shares to be subscribed by the Cornerstone Investor will rank *pari passu* in all respects with the other fully paid Shares in issue following the completion of the Global Offering and to be listed on the Stock Exchange, and will be counted towards the public float of our Company under Rule 8.08 of the Listing Rules. The Cornerstone Investor does not have any preferential rights under the Cornerstone Investment Agreement compared with other public Shareholders, other than a guaranteed allocation of the relevant Offer Shares at the Offer Price.

Immediately following the completion of the Global Offering, the Cornerstone Investor will not become a substantial Shareholder of our Company nor will it have any Board representation in our Company. To the best knowledge of our Company, the Cornerstone Investor, (i) is an Independent Third Party and is not our connected person and the respective associates and not an existing Shareholder; (ii) is not financed by us, our Directors, our chief executive, our Controlling Shareholders, our substantial Shareholders, existing Shareholders or any of its subsidiaries or their respective close associates; and (iii) is not accustomed to take instructions from us, our Directors, our chief executive, our Controlling Shareholders, our substantial Shareholders, existing Shareholders or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Offer Shares registered in its name or otherwise held by it.

As confirmed by the Cornerstone Investor, its subscription under the Cornerstone Placing would be financed by its own internal financial resources. There are no side arrangements or agreements between our Company and the Cornerstone Investor, nor any benefit, direct or indirect, conferred on the Cornerstone Investor by virtue of or in relation to the Cornerstone Placing, other than a guaranteed allocation of the relevant Offer Shares

## CORNERSTONE INVESTOR

at the Offer Price, following the principles as set out in Chapter 4.15 of the Guide for New Listing Applicants. The Cornerstone Investor has confirmed that all necessary approvals have been obtained with respect to the Cornerstone Placing and that no specific approval from any stock exchange (if relevant) or its shareholders or other regulatory authority is required for the relevant cornerstone investment as it has general authority to invest.

There will be no delayed delivery or deferred settlement of Offer Shares to be subscribed by the Cornerstone Investor, and the consideration for the subscriptions of Offer Shares pursuant to the Cornerstone Investment Agreement will be settled by the Cornerstone Investor before the Listing Date. The Offer Shares to be subscribed by the Cornerstone Investor may be affected by the reallocation in the event of over-subscription under the Hong Kong Public Offering, as described in “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation”. Details of the allocations to the Cornerstone Investor will be disclosed in the allotment results announcement to be published on or around 25 March 2024.

### Based on the Offer Price of HK\$2.60 per Offer Share

Cornerstone Investor	Investment amount <sup>(1)</sup> (HK\$)	Number of Offer Shares <sup>(2)</sup>	Approximate % of total number of Offer Shares		Approximately % of total Shares in issue immediately following the completion of the Capitalisation Issue and the Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised
XIANG SHANG GAMES CO., LTD.	70,000,000	26,923,000	18.8%	16.4%	3.4%	3.3%
<b>Total</b>	<b>70,000,000</b>	<b>26,923,000</b>	<b>18.8%</b>	<b>16.4%</b>	<b>3.4%</b>	<b>3.3%</b>

*Notes:*

- (1) The investment amount is exclusive of brokerage, the SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy.
- (2) Subject to rounding down to the nearest whole board lot of 1,000 Shares.

### THE CORNERSTONE INVESTOR

The information about the Cornerstone Investor set forth below has been provided by the Cornerstone Investor in connection with the Cornerstone Placing.

The Cornerstone Investor is a private company incorporated in Taiwan and engages in the provision of slot machines and social games. The Cornerstone Investor has no past or present business relationship with our Group. On 22 December 2023, we entered into a non-legally binding memorandum of understanding with the Cornerstone Investor (the “MOU”), whereby the Cornerstone Investor expressed an intention to participate in the initial public offering of the Offer Shares at the Offer Price (the “**Cornerstone Investment**”). Subsequently, on 27 February 2024, our Company, the Cornerstone

## CORNERSTONE INVESTOR

Investor, the Sole Overall Coordinator and the Sole Sponsor entered into the Cornerstone Investment Agreement, pursuant to which the Cornerstone Investor has agreed to subscribe for, at the Offer Price, such number of Shares as may be purchased with HK\$70,000,000 (rounded down to the nearest whole board lot of 1,000 Shares).

In addition, pursuant to the MOU, our Group expressed an intention to enter into a separate slot equipment procurement agreement to procure slot machines from the Cornerstone Investor's wholly-owned subsidiary, Velvix Corporation (萬國遊戲股份有限公司) (“Velvix”), which is an international slot machine provider (the “**Potential Procurement Arrangement**”). Our Company confirms that each of our Company and the Cornerstone Investor has taken into account different and separate considerations when deciding whether to further pursue the Cornerstone Investment and the Potential Procurement Arrangement, respectively. Accordingly, the Cornerstone Investment and the Procurement Arrangement are not inter-dependent on each other. Furthermore, the Potential Procurement Arrangement is not inter-conditional nor a prerequisite for the Cornerstone Investment.

As at the Latest Practicable Date, the potential slot machines procurement with Velvix under the MOU is preliminary.

If such potential slot machines procurement materializes in the future, in order to ensure that the price and terms of the procurement with Velvix will be determined on arm's length basis, our Group will take the following steps:

- (i) as per our internal control policy, we will obtain fee quotations from at least two other slot machine providers based on the specific requirements (e.g. whether the slot machines are certified and licenced by authorised bodies nominated by the Ministry of Finance in the Czech Republic under the relevant Czech laws) and make reference to the pricing, quality (quality of the device and the software of the games) and terms (such as warranty period, maintenance services and technical support) to make sure that the pricing and terms offered by Velvix are fair, reasonable and are not less favourable than those offered by other slot machine suppliers;
- (ii) we will designate dedicated personnel from the financial department of our Group to review and assess the terms of the slot machine procurement arrangement to compare the prices and terms with the market prices or standards of similar transactions to consider whether the prices are fair and reasonable; and
- (iii) before entering into the slot machines procurement agreement, we will engage an independent financial adviser to assess whether the price is fair and reasonable and report to the audit committee of our Board who will also conduct review of the slot machine procurement agreement to confirm that the transaction is (a) on normal commercial terms or better and in our Group's ordinary and usual course of business and (b) the terms under such transaction are fair and reasonable as well as in the interests of the shareholders as a whole.

As at the Latest Practicable Date, the Cornerstone Investor is held (i) as to 74.38% (directly and indirectly) by Mr. KU, Kang-Wei (顧剛維) and Ms. PU, Chung-Yen (卜仲妍) (spouse of Mr. KU, Kang-Wei), who are Independent Third Parties; (ii) as to 24.87% (directly and indirectly) by Mr. Ku Che-Ming (顧哲銘), who is Mr. Ku Kang-Wei's brother and an Independent Third Party; and (iii) as to 0.75% held by three individuals who are Independent Third Parties. Mr. KU, Kang-Wei, one of the ultimate beneficial owners and a



## CORNERSTONE INVESTOR

director of the Cornerstone Investor, is also the chairperson of the board of directors and chief executive officer of GameSparcs Co. Ltd (隆中網絡股份有限公司) (“**GameSparcs**” (TWSE: 6542)). According to the 2022 annual report of GameSparcs, it generates revenues mainly from (i) providing online games and selling various services or virtual goods within the games, (ii) receiving licencing fees from its gaming platform services, (iii) commissioned development for gaming software. GameSparcs has been successful in developing mobile and online gaming apps and licencing entertainment gaming system.

### CLOSING CONDITIONS

The subscription obligation of the Cornerstone Investor under the Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- a) the underwriting agreements for the Hong Kong Public Offering and the International Offering being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Underwriting Agreements, and neither of the aforesaid underwriting agreements having been terminated;
- b) the Offer Price having been agreed upon between our Company (for itself and on behalf of the Selling Shareholder) and the Sole Overall Coordinator (on behalf of the Underwriters);
- c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Shares (including the Shares subscribed for by the Cornerstone Investor as well as other applicable waivers and approvals) and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;
- d) no applicable laws shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or in the Cornerstone Investment Agreement and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- e) the representations, warranties, undertakings, and confirmations of the Cornerstone Investor under the Cornerstone Investment Agreement in relation to the Cornerstone Investor are accurate and true in all respects and not misleading and that there is no material breach of such Cornerstone Investment Agreement on the part of such Cornerstone Investor.

### RESTRICTIONS ON DISPOSALS BY THE CORNERSTONE INVESTOR

The Cornerstone Investor has agreed that it will not, whether directly or indirectly, at any time during the period of six (6) months from the Listing Date (the “**Lock-up Restriction**”), dispose of any of the Offer Shares it has purchased pursuant to the Cornerstone Investment Agreement, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Restriction.

## UNDERWRITING

### HONG KONG UNDERWRITERS

Guotai Junan Securities (Hong Kong) Limited  
CMB International Capital Limited  
Zhongtai International Securities Limited  
UOB Kay Hian (Hong Kong) Limited  
CCB International Capital Limited  
Livermore Holdings Limited  
Guosen Securities (HK) Capital Company Limited  
Long Bridge HK Limited

### UNDERWRITING ARRANGEMENTS AND EXPENSES

#### Hong Kong Public Offering

##### *Hong Kong Underwriting Agreement*

Pursuant to the Hong Kong Underwriting Agreement, our Company is offering 14,286,000 Hong Kong Offer Shares for subscription by the public in Hong Kong on, and subject to, the terms and conditions set out in this prospectus.

Subject to:

- (a) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, our Shares to be issued pursuant to the Global Offering or otherwise described in this prospectus and such listing of and permission to deal in the Shares not subsequently having been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;
- (b) the International Underwriting Agreement having been signed and becoming, and continuing to be, unconditional in accordance with its terms and not having been terminated in accordance with its terms or otherwise, prior to 8:00 a.m. on the Listing Date; and
- (c) certain other conditions set out in the Hong Kong Underwriting Agreement,

the Hong Kong Underwriters have agreed severally, and not jointly, to subscribe for, or procure subscribers for, the Hong Kong Offer Shares which are being offered but are not taken up under the Hong Kong Public Offer, on the terms and conditions set out in this prospectus, and the Hong Kong Underwriting Agreement.

## UNDERWRITING

### *Grounds for termination*

The obligations of the Hong Kong Underwriters to subscribe or procure subscribers for the Hong Kong Offer Shares will be subject to termination by notice in writing to our Company (for itself and on behalf of the Selling Shareholder) from the Sole Overall Coordinator (for itself and on behalf of the other Hong Kong Underwriters) with immediate effect if any of the following events occur at or prior to 8:00 a.m. on the Listing Date:

- (a) there has come to the notice of the Sole Overall Coordinator or the Sole Overall Coordinator has cause to believe:
  - (i) that any statement contained in any of the Offer Documents (as defined in the Hong Kong Underwriting Agreement) and/or any announcements, advertisements, communications or other documents issued or used by or on behalf of our Company in connection with the Global Offering (including any supplement or amendments thereto) (collectively, the “**Relevant Documents**”), was, when it was issued, or has become, untrue, incorrect, misleading or deceptive in any material respect or that any forecast, expression of opinion, intention or expectation expressed in any of the Relevant Documents is not, in the sole and absolute opinion of the Sole Overall Coordinator (for itself and on behalf of the other Hong Kong Underwriters), fair and honest and based on reasonable assumptions, when taken as a whole; or
  - (ii) that any matter has arisen or has been discovered which would or might, had it arisen or been discovered immediately before the respective dates of the publication of the Relevant Documents, constitute a material omission therefrom; or
  - (iii) any breach of any of the obligations imposed or to be imposed upon any party to the Hong Kong Underwriting Agreement or the International Underwriting Agreement (in each case, other than on the part of any of the Underwriters); or
  - (iv) any event, act or omission having occurred which gives or is likely to give rise to any material liability of any of our Company, FEC and Ample Bonus (the “**Warrantors**”) pursuant to the indemnities given by them under the Hong Kong Underwriting Agreement or under the International Underwriting Agreement; or
  - (v) any change or development involving a prospective adverse change in the assets, liabilities, general affairs, management, business prospects, shareholders’ equity, profits, losses, results of operations, position or conditions (financial, trading or otherwise) or performance of any member of our Group (“**Group Company**”); or

## UNDERWRITING

- (vi) any breach of, or any event or circumstance rendering untrue or incorrect in any respect, any of the representations, warranties, agreements and undertakings to be given by the Warrantors respectively in terms set out in the Hong Kong Underwriting Agreement; or
- (vii) the approval by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Shares (including any additional Shares that may be issued upon the exercise of the Over-allotment Option) is refused or not granted, or is qualified (other than subject to customary conditions), on or before the Listing Date, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld; or
- (viii) our Company withdraws any of the Relevant Documents or the Global Offering; or
- (ix) any person (other than the Hong Kong Underwriters) has withdrawn or sought to withdraw its consent to being named in any of the Relevant Documents or to the issue of any of the Relevant Documents; or
- (x) that a petition or an order is presented for the winding-up or liquidation of any Group Company or any Group Company makes any composition or arrangement with its creditors or enters into a scheme of arrangement or any resolution is passed for the winding-up of any Group Company or a provisional liquidator, receiver or manager is appointed to take over all or part of the assets or undertaking of any Group Company or anything analogous thereto occurs in respect of any Group Company; or
- (xi) any material loss or damage has been sustained by any Group Company (howsoever caused and whether or not the subject of any insurance or claim against any person); or
- (xii) there is a prohibition on our Company for whatever reason from offering, allotting, issuing or selling any of the Offer Shares (including pursuant to any exercise of the Over-allotment Option) pursuant to the terms of the Global Offering; or
- (xiii) the Chief Executive Officer, Chief Financial Officer, any Director or member of senior management of our Company is vacating his or her office; or

## UNDERWRITING

- (xiv) any Director or member of senior management of our Company is being charged with an indictable offence or is prohibited by operation of law or otherwise disqualified from taking part in the management of a company or there is the commencement by any governmental, political or regulatory body of any investigation or other action against any Director or member of senior management of our Company or any member of our Group in his or her capacity as such, or an announcement by any governmental, political or regulatory body that it intends to commence any such investigation or take any such action; or
  - (xv) any of the cornerstone placing or any of the cornerstone investor has been withdrawn, terminated or cancelled or if any cornerstone investor is unable to fulfil its obligations under the respective cornerstone investment agreement; or
  - (xvi) a material portion of the orders placed in the book-building process have been withdrawn, terminated or cancelled; or
- (b) there shall develop, occur, exist or come into effect:
- (i) any local, national, regional, international event or circumstance, or series of events or circumstances, beyond the reasonable control of the Underwriters (including, without limitation, any acts of government or orders of any courts, strikes, calamity, crisis, lock-outs, fire, explosion, flooding, civil commotion, acts of war, outbreak or escalation of hostilities (whether or not war is declared), acts of God, acts of terrorism, declaration of a local, regional, national or international emergency, riot, public disorder, economic sanctions, outbreaks of diseases, pandemics or epidemics (including, without limitation, Severe Acute Respiratory Syndrome, avian influenza A (H5N1), Swine Flu (H1N1), Middle East Respiratory Syndrome, coronavirus or such related or mutated forms) or interruption or delay in transportation); or
  - (ii) any change or development involving a prospective change, or any event or circumstance or series of events or circumstances likely to result in any change or development involving a prospective change, in any local, regional, national, international, financial, economic, political, military, industrial, fiscal, legal regulatory, currency, credit or market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, the interbank markets and credit markets); or

## UNDERWRITING

- (iii) any moratorium, suspension or restriction on trading in securities generally (including, without limitation, any imposition of or requirement for any minimum or maximum price limit or price range) on the Stock Exchange, the New York Stock Exchange, the London Stock Exchange, the NASDAQ Global Market, the Shanghai Stock Exchange, the Shenzhen Stock Exchange and the Tokyo Stock Exchange; or
- (iv) any new law(s), rule(s), regulation(s), guideline(s), opinion(s), notice(s), circular(s), order(s), code(s), policy(ies), consent(s), judgement(s), decree(s) or ruling(s) of any Governmental Authority (as defined in the Hong Kong Underwriting Agreement) (“**Laws**”), or any change or development involving a prospective change in existing Laws, or any event or circumstance or series of events or circumstances likely to result in any change or development involving a prospective change in the interpretation or application of existing Laws by any court or other competent authority, in each case, in or affecting any of Hong Kong, the Czech Republic, Germany, Austria, Malta, Poland, BVI, Cayman Islands or any other jurisdictions relevant to any Group Company or the Global Offering (the “**Specific Jurisdictions**”); or
- (v) any general moratorium on commercial banking activities, or any disruption in commercial banking activities, foreign exchange trading or securities settlement or clearance services or procedures or matters, in or affecting any of the Specific Jurisdictions; or
- (vi) the imposition of economic sanctions, in whatever form, directly or indirectly, by or for any of the Specific Jurisdictions; or
- (vii) a change or development involving a prospective change in or affecting taxation or exchange control (or the implementation of any exchange control), currency exchange rates or foreign investment Laws (including, without limitation, any change in the system under which the value of the Hong Kong currency is linked to that of the currency of the United States or a material fluctuation in the exchange rate of the Hong Kong dollar or the Renminbi against any foreign currency) in or affecting any of the Specific Jurisdictions or affecting an investment in the Shares; or
- (viii) any change or development involving a prospective change in, or a materialisation of, any of the risks set out in “Risk Factors” in this prospectus; or
- (ix) any litigation, dispute, legal action, regulatory investigation, claim, legal proceeding or action being threatened or instigated or announced against any Group Company or the Warrantor or any Directors; or

## UNDERWRITING

- (x) a contravention by any Group Company or any Director of the Listing Rules, the Companies Ordinance or any other Laws applicable to the Global Offering; or
- (xi) non-compliance of this prospectus and the other Relevant Documents or any aspect of the Global Offering with the Listing Rules or any other Laws applicable to the Global Offering; or
- (xii) the issue or requirement to issue by our Company of a supplement or amendment to this prospectus and/or any of the other Relevant Documents pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Listing Rules or any requirement or request of the Stock Exchange and/or the SFC; or
- (xiii) a valid demand by any creditor for repayment or payment of any indebtedness of any Group Company or in respect of which any Group Company is liable prior to its stated maturity;

which in each case individually or in aggregate in the sole and absolute opinion of the Sole Overall Coordinator (for itself and on behalf of the other Hong Kong Underwriters):

- (a) has or is or will or likely to be or could be expected to have an adverse effect on the assets, liabilities, business, general affairs, management, shareholders' equity, profits, losses, results of operation, financial, trading or other condition or prospects or risks of our Company or our Group or any Group Company or on any present or prospective shareholder of our Company in his, her or its capacity as such; or
- (b) has or will or likely to have or could be expected to have an adverse effect on the success, marketability or pricing of the Global Offering or the level of applications under the Hong Kong Public Offer or the level of interest under the International Offering; or
- (c) makes or will make or is likely to make it inadvisable, inexpedient or impracticable for any part of the Hong Kong Underwriting Agreement or the Global Offering to be performed or implemented or proceeded with as envisaged or to market the Global Offering or shall otherwise result in an interruption to or delay thereof; or
- (d) has or will or would have the effect of making any part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or which prevents the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof.

## UNDERWRITING

### Undertakings given to the Stock Exchange pursuant to the Listing Rules

#### *By our Company*

Pursuant to Rule 10.08 of the Listing Rules, our Company has undertaken to the Stock Exchange that, no further Shares or securities convertible into equity securities of our Company (whether or not of a class already listed) may be issued or form the subject of any agreement to such an issue within six months from the Listing Date (whether or not such issue of Shares or securities will be completed within six months from the Listing Date), except under any of the circumstances provided under Rule 10.08 of the Listing Rules.

#### *By our Controlling Shareholders*

Pursuant to Rule 10.07 of the Listing Rules, each of our Controlling Shareholders has undertaken to us and to the Stock Exchange that except pursuant to the Capitalisation Issue, the Global Offering, the Stock Borrowing Agreement or the Over-allotment Option, he/she/it shall not:

- (a) in the period commencing on the date by reference to which disclosure of its shareholdings in our Company is made in this prospectus and ending on the date which is six months from the Listing Date, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of our securities that it is shown to beneficially own in this prospectus (the “**Relevant Shares**”); or
- (b) in the period of a further six months commencing on the date on which the period referred to in paragraph (a) above expires, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Relevant Shares if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, he/she/it will cease to be a controlling shareholder (as defined in the Listing Rules) of our Company.

Each of our Controlling Shareholders has further undertaken to us and the Stock Exchange that, within the period commencing on the date by reference to which disclosure of its shareholdings in our Company is made in this prospectus and ending on the date which is 12 months from the Listing Date, he/she/it will:

- (a) when he/she/it pledges or charges any Shares or securities in our Company beneficially owned by him/her/it, in favour of an authorised institution pursuant to Note (2) to Rule 10.07(2) of the Listing Rules, immediately inform us in writing of such pledge or charge together with the number of our securities so pledged or charged; and
- (b) when he/she/it receives indications, either verbal or written, from the pledgee or chargee that any of our pledged or charged securities beneficially owned by him/her/it will be disposed of, immediately inform us in writing of such indications.



## UNDERWRITING

We will also inform the Stock Exchange as soon as we have been informed of the matters mentioned in the paragraphs (a) and (b) above by our Controlling Shareholders (if any) and subject to the then requirements of the Listing Rules disclose such matters by way of an announcement which is published in accordance with Rule 2.07C of the Listing Rules as soon as possible.

### Undertakings given to the Hong Kong Underwriters

#### *Undertakings by our Company*

Our Company has undertaken to each of the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the other Hong Kong Underwriters and the Capital Market Intermediaries that, and the Warranting Shareholders undertake to procure that, except pursuant to the Global Offering (including pursuant to the Over-allotment Option, the Capitalisation Issue and the Share Option Scheme), during the period commencing on the date of the Hong Kong Underwriting Agreement and ending on, and including, the date that is six months after the Listing Date (the “**First Six-Month Period**”), we will not, and will procure each other Group Company not to, without the prior written consent of the Sole Sponsor and the Sole Overall Coordinator (for itself and on behalf of the other Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

- (a) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, or otherwise transfer or dispose of or create any pledge, charge, lien, mortgage, option, restriction, right of first refusal, security interest, claim, pre-emption rights, equity interest, third party rights or interests or rights of the same nature as that of the foregoing or other encumbrances or security interest of any kind or another type of preferential arrangement (including without limitation, retention arrangement) having similar effect (“**Encumbrance**”) over, either directly or indirectly, conditionally or unconditionally, any Shares or other securities of our Company or any shares or other securities of any other Group Company, as applicable, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any other warrants or other rights to purchase, any Shares or any shares of any other Group Company, as applicable), or deposit any Shares or other securities of our Company or any shares or other securities of any other Group Company, as applicable, with a depository in connection with the issue of depository receipts; or repurchase any Shares or other securities of our Company or any shares or other securities of any other Group Company, as applicable; or

## UNDERWRITING

- (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other securities of our Company or any shares or other securities of any other Group Company, as applicable, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or other securities of our Company or any shares or other securities of any other Group Company, as applicable); or
- (c) enter into any transaction with the same economic effect as any transactions specified in (a) or (b) above; or
- (d) offer to or agree to or announce any intention to effect any transaction specified in (a), (b) or (c) above,

in each case, whether any of the transactions specified in (a), (b) or (c) above is to be settled by delivery of Shares or other securities of our Company or shares or other securities of any other Group Company, as applicable, or in cash or otherwise (whether or not the issue of such Shares or other shares or securities will be completed within the First Six-Month Period).

Our Company has also undertaken that it will not, and will procure each other Group Company not to, enter into any of the transactions specified in (a), (b) or (c) above or offer to or agree to or announce any intention to effect any such transaction, such that our Controlling Shareholders would cease to be a “controlling shareholder” (as defined in the Listing Rules) of our Company during the period of six months immediately following the expiry of the First Six-Month Period (the “**Second Six-Month Period**”).

In the event that, during the Second Six-Month Period, our Company enters into any of the transactions specified in (a), (b) or (c) above or offers to or agrees to or announces any intention to effect any such transaction, our Company shall take all reasonable steps to ensure that it will not create a disorderly or false market in any Shares or other securities of our Company.

## UNDERWRITING

### *By our Controlling Shareholders*

Each of our Controlling Shareholders has undertaken to each of our Company, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the other Hong Kong Underwriters and the Capital Market Intermediaries that, except in compliance with the requirements under Rule 10.07(3) of the Listing Rules, without the prior written consent of the Sole Sponsor and the Sole Overall Coordinator (for itself and on behalf of the other Hong Kong Underwriters):

- (i) at any time during the First Six-Month Period, it shall not, and shall procure that the relevant registered holder(s), any nominee or trustee holding on trust for him/her/it and the companies controlled by it (together, the “**Controlled Entities**”) shall not,
  - (a) sell, offer to sell, contract or agree to sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to sell, or otherwise transfer or dispose of or create an Encumbrance over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares) beneficially owned by it directly or indirectly through its Controlled Entities (the “**Relevant Securities**”), or deposit any Relevant Securities with a depository in connection with the issue of depository receipts; or
  - (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Relevant Securities; or
  - (c) enter into or effect any transaction with the same economic effect as any of the transactions referred to in sub-paragraphs (a) or (b) above; or
  - (d) offer to or agree to or announce any intention to enter into or effect any of the transactions referred to in sub-paragraphs (a), (b) or (c) above,

in each case, whether any of the foregoing transactions referred to in sub-paragraphs (a), (b) or (c) is to be settled by delivery of Shares or any other securities of our Company or in cash or otherwise (whether or not the issue of such Shares or other securities will be completed within the First Six-Month Period);

- (ii) at any time during the Second Six-Month Period, he/she/it shall not, and shall procure that the Controlled Entities shall not, enter into any of the transactions referred to in (i)(a), (b) or (c) above or offer to or agree to or announce any intention to enter into any such transaction if, immediately

## UNDERWRITING

following any sale, transfer or disposal or upon the exercise or enforcement of any option, right, interest or Encumbrance pursuant to such transaction, he/she/it would cease to be a “controlling shareholder” (as defined in the Listing Rules) of our Company;

- (iii) in the event that it enters into any of the transactions specified in (i)(a), (b) or (c) above or offer to or agrees to or announce any intention to effect any such transaction within the Second Six-Month Period, he/she/it shall take all reasonable steps to ensure that it will not create a disorderly or false market for any Shares or other securities of our Company; and
- (iv) he/she/it shall, and shall procure that the relevant registered holder(s) and other Controlled Entities shall, comply with all the restrictions and requirements under the Listing Rules on the sale, transfer or disposal by him/her/it or by the registered holder(s) and/or other Controlled Entities of any Shares or other securities of our Company.

Each of our Controlling Shareholders has further undertaken to each of our Company, the Stock Exchange, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the other Hong Kong Underwriters and the Capital Market Intermediaries that, within the period from the date by reference to which disclosure of their shareholding in our Company is made in this prospectus and ending on the date which is 12 months from the Listing Date, he/she/it will:

- (i) when he/she/it pledges or charges any securities or interests in the Relevant Securities in favour of an authorised institution pursuant to Note 2 to Rule 10.07(2) of the Listing Rules, immediately inform our Company, the Sole Sponsor and the Sole Overall Coordinator in writing of such pledges or charges together with the number of securities and nature of interest so pledged or charged; and
- (ii) when he/she/it receives indications, either verbal or written, from any pledgee or chargee that any of the pledged or charged securities or interests in the securities of our Company will be sold, transferred or disposed of, immediately inform our Company, the Sole Sponsor and the Sole Overall Coordinator in writing of such indications.

### **Underwriters’ interests in our Group**

Save for their respective obligations under the Hong Kong Underwriting Agreement and the International Underwriting Agreement or as otherwise disclosed in this prospectus, as at the Latest Practicable Date, none of the Underwriters was interested directly or indirectly in any of our Shares or securities or any shares or securities of any other member of our Group or had any right or option (whether legally enforceable or not) to subscribe for, or to nominate persons to subscribe for, any of our Shares or securities or any shares or securities of any other member of our Group.

## UNDERWRITING

Following the completion of the Global Offering, the Underwriters and their affiliated companies may hold a certain portion of our Shares as a result of fulfilling their respective obligations under the Hong Kong Underwriting Agreement and International Underwriting Agreement.

### **The Sole Sponsor's Independence**

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

### **The International Offering**

#### *International Offering*

In connection with the International Offering, we expect to enter into the International Underwriting Agreement on or around 21 March 2024 with, among others, the Selling Shareholder, the Warranting Shareholders (as defined therein), the Sole Sponsor, the Sole Overall Coordinator and the International Underwriters. Under the International Underwriting Agreement, the International Underwriters would, subject to certain conditions, severally and not jointly, agree to purchase the International Offer Shares or procure purchasers for the International Offer Shares initially being offered pursuant to the International Offering. See “Structure of the Global Offering — The International Offering” in this prospectus.

Under the International Underwriting Agreement, our Company and the Selling Shareholder intend to grant to the International Underwriters the Over-allotment Option, exercisable in whole or in part at one or more times, at the sole and absolute discretion of the Sole Overall Coordinator (for itself and on behalf of the International Underwriters) from the Listing Date until 30 days from the last day for the lodging of applications under the Hong Kong Public Offer to require our Company to issue and allot up to an aggregate of 12,857,000 additional New Shares and the Selling Shareholder to sell up to an aggregate of 8,571,000 additional Shares, which in aggregate representing approximately 15% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option) and at the Offer Price, to cover, among other things, any over-allocations in the International Offering, if any. To the extent that the Over-allotment Option is exercised in part, the Sole Overall Coordinator shall require our Company to issue and allot additional Shares equivalent to 60% of the total additional Shares to be offered pursuant to the exercise of the Over-allotment Option and shall require the Selling Shareholder to sell additional Shares equivalent to 40% of the total additional Shares to be offered pursuant to the exercise of the Over-allotment Option (which may be rounded, as determined by the Sole Overall Coordinator and our Company at their sole and absolute discretion, to avoid fractions and odd lots).

### **Commission and Expenses**

Syndicate members involved in the Global Offering (including all Underwriters) will receive an underwriting commission of 2.5% of the aggregate Offer Price of the Offer Shares (including any Offer Shares to be issued by our Company or sold by the Selling Shareholder pursuant to the exercise of the Over-allotment Option) (“**Fixed Fees**”).

## UNDERWRITING

Assuming the Over-allotment Option is not exercised and based on an Offer Price of HK\$2.60, the aggregate commissions and estimated expenses, together with the Stock Exchange listing fee, SFC transaction levy, AFRC transaction levy, Stock Exchange trading fee, legal and other professional fees, printing and other fees and expenses relating to the Global Offering, are estimated to amount to HK\$48.0 million in total and are payable by us, save for such underwriting commissions, fees and expenses relating to the sale of the Sale Shares by the Selling Shareholder which will be borne by the Selling Shareholder.

The Selling Shareholder will pay underwriting commission, brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee and any stamp or capital duty (if any) or premium duty (if any) in respect of the Sale Shares.

In addition, our Company may, at our discretion, (i) pay an additional incentive fee of up to 1.5% of the aggregate Offer Price of the Offer Shares (including any Offer Shares to be issued by our Company or sold by the Selling Shareholder pursuant to the exercise of the Over-allotment Option) to the syndicate members involved in the Global Offering (“**Discretionary Fees**”). Assuming the Discretionary Fees are paid in full, the ratio of the Fixed Fees and the Discretionary Fees is therefore 62.5:37.5.

### **Indemnity**

We have undertaken to indemnify and keep indemnified on demand (on an after-tax basis) and hold harmless each of the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the other Hong Kong Underwriters and the Capital Market Intermediaries (for itself and on trust for its directors, officers, employees, agents, assignees and affiliates) from and against certain losses which they may suffer, including losses arising from their performance of their obligations under the Hong Kong Underwriting Agreement and any breach by us or any of the other Warrantor of the Hong Kong Underwriting Agreement.

### **Restrictions on the Offer Shares**

No action has been taken to permit a public offering of the Offer Shares, other than in Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

### **ACTIVITIES BY SYNDICATE MEMBERS**

The underwriters of the Hong Kong Public Offer and the International Offering and the Capital Market Intermediaries (together, the “**Syndicate Members**”) and their affiliates may each individually undertake a variety of activities (as further described below) which do not form part of the underwriting or stabilising process.

## UNDERWRITING

The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, trading, hedging, investing and other activities for their own account and for the account of others. In the ordinary course of their various business activities, the Syndicate Members and their respective affiliates may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers. Such investment and trading activities may involve or relate to assets, securities and/or instruments our Company and/or persons and entities with relationships with our Company and may also include swaps and other financial instruments entered into for hedging purposes in connection with our Group's loans and other debt.

In relation to the Shares, the activities of the Syndicate Members and their affiliates could include acting as agent for buyers and sellers of the Shares, entering into transactions with those buyers and sellers in a principal capacity, including as a lender to initial purchasers of the Shares (which financing may be secured by the Shares) in the Global Offering, proprietary trading in the Shares, and entering into over the counter or listed derivative transactions or listed or unlisted securities transactions (including issuing securities such as derivative warrants listed on a stock exchange) which have as their underlying assets, assets including the Shares. Such transactions may be carried out as bilateral agreements or trades with selected counterparties. Those activities may require hedging activity by those entities involving, directly or indirectly, the buying and selling of the Shares, which may have a negative impact on the trading price of the Shares. All such activities could occur in Hong Kong and elsewhere in the world and may result in the Syndicate Members and their affiliates holding long and/or short positions in the Shares, in baskets of securities or indices including the Shares, in units of funds that may purchase the Shares, or in derivatives related to any of the foregoing.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the relevant rules of the exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the Shares in most cases.

All such activities may occur both during and after the end of the stabilising period described in the section headed "Structure of the Global Offering" in this prospectus. Such activities may affect the market price or value of the Shares, the liquidity or trading volume in the Shares and the volatility of the price of the Shares, and the extent to which this occurs from day to day cannot be estimated.

## UNDERWRITING

It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following:

- (a) the Syndicate Members (other than the Stabilising Manager or any person acting for it) must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares) whether in the open market or otherwise, with a view to stabilising or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and
- (b) the Syndicate Members must comply with all applicable laws and regulations, including the market misconduct provisions of the SFO, including the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

Certain of the Syndicate Members or their respective affiliates have provided from time to time, and expect to provide in the future, investment banking and other services to our Company and its affiliates for which such Syndicate Members or their respective affiliates have received or will receive customary fees and commissions.



## STRUCTURE OF THE GLOBAL OFFERING

### THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

- the Hong Kong Public Offering of initially 14,286,000 Offer Shares (subject to reallocation as described below) in Hong Kong as described in “The Hong Kong Public Offering” in this section; and
- the International Offering of initially 128,571,000 Offer Shares (comprising 71,428,000 New Shares and 57,143,000 Sale Shares) (subject to reallocation and the Over-allotment Option as described below) outside the United States (including to professional, institutional and corporate investors and other investors anticipated to have a sizeable demand for the Offer Shares in Hong Kong) in offshore transactions in reliance of Regulation S as described in “The International Offering” in this section.

Of the 128,571,000 Offer Shares initially being offered under the International Offering, 14,286,000 Sale Shares will be offered under the Preferential Offering to the Qualifying FEC Shareholders as an Assured Entitlement as described in “The Preferential Offering” in this section.

Investors may either:

- apply for the Hong Kong Offer Shares under the Hong Kong Public Offering; or
- apply for or indicate an interest for the International Offer Shares under the International Offering,

but may not do both (except that Qualifying FEC Shareholders who are eligible to apply for the Reserved Shares in the Preferential Offering may also either (i) apply for the Hong Kong Offer Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for International Offer Shares under the International Offering, if qualified to do so).

The 142,857,000 Offer Shares in the Global Offering will represent approximately 17.86% of our enlarged share capital immediately after the completion of the Global Offering and the Capitalisation Issue, without taking into account the exercise of the Over-allotment Option. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 20.21% of the our enlarged share capital immediately following the completion of the Global Offering and the Capitalisation Issue.

References to applications, application monies or procedure for applications relate solely to the Hong Kong Public Offering and the Preferential Offering.

## STRUCTURE OF THE GLOBAL OFFERING

### THE HONG KONG PUBLIC OFFERING

#### Number of Offer Shares initially offered

We are initially offering for subscription by the public in Hong Kong 14,286,000 Offer Shares, representing approximately 10.0% of the total number of Offer Shares initially available under the Global Offering. Subject to the reallocation of Offer Shares between the International Offering and the Hong Kong Public Offering, the number of Offer Shares offered under the Hong Kong Public Offering will represent approximately 1.79% of our enlarged issued share capital immediately after completion of the Global Offering and the Capitalisation Issue, assuming the Over-allotment Option is not exercised.

The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities that regularly invest in shares and other securities.

Completion of the Hong Kong Public Offering is subject to the conditions as set forth in “Conditions of the Global Offering” in this section.

#### Allocation

Allocation of Hong Kong Offer Shares to investors under the Hong Kong Public Offering will be based on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary depending on the number of Hong Kong Offer Shares validly applied for by applicants. We may, if necessary, allocate the Hong Kong Offer Shares on the basis of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

For allocation purposes only, the total number of Offer Shares available under the Hong Kong Public Offering is to be divided equally into two pools (with any odd board lots being allocated to pool A):

- **Pool A:** The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares with an aggregate subscription price of HK\$5 million or less (excluding brokerage, SFC transaction levy, Stock Exchange trading fee and Accounting and Financial Reporting Council transaction levy payable); and
- **Pool B:** The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares with an aggregate subscription price of more than HK\$5 million and up to the value of pool B (excluding brokerage, SFC transaction levy, Stock Exchange trading fee and Accounting and Financial Reporting Council transaction levy payable).

## STRUCTURE OF THE GLOBAL OFFERING

Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If the Hong Kong Offer Shares in one (but not both) of the pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in the pool and be allocated accordingly. For the purpose of this subsection only, the “subscription price” for the Hong Kong Offer Shares means the price payable on application therefor. Applicants can only receive an allocation of Hong Kong Offer Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications under the Hong Kong Public Offering and any application for more than 7,143,000 Hong Kong Offer Shares will be rejected.

### Reallocation

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation at the sole and absolute discretion of the Sole Overall Coordinator, subject to Paragraph 4.2 of Practice Note 18 of the Listing Rules and Chapter 4.14 under the Guide for New Listing Applicants published by the Stock Exchange that requires a clawback mechanism to be put in place, which would have the effect of increasing the number of Hong Kong Offer Shares to a certain percentage of the total number of Offer Shares offered under the Global Offering if certain prescribed total demand levels are reached as further described below:

- (a) where the International Offer Shares are fully subscribed or oversubscribed:
  - (i) if the Hong Kong Offer Shares are undersubscribed, the Sole Overall Coordinator has the authority to reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering, in such proportions as the Sole Overall Coordinator deems appropriate;
  - (ii) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents more than 100% but less than 15 times the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then up to 14,286,000 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 28,572,000 Offer Shares, representing approximately 20% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
  - (iii) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents (1) 15 times or more but less than 50 times; (2) 50 times or more but less than 100 times; and (3) 100 times or more of the number of Offer Shares initially available under the Hong Kong Public Offering, the Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering in accordance with the clawback requirements set forth in paragraph 4.2 of Practice Note 18 of the Listing Rules, so that the total number of Hong Kong Offer Shares will be increased to 42,858,000 Offer Shares (in the case of (1)),

## STRUCTURE OF THE GLOBAL OFFERING

57,143,000 Offer Shares (in the case of (2)) and 71,429,000 Offer Shares (in the case of (3)), representing approximately 30%, approximately 40% and approximately 50% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), respectively;

- (b) where the International Offer Shares are undersubscribed:
  - (i) if the Hong Kong Offer Shares are also undersubscribed, the Global Offering will not proceed unless fully underwritten by the Underwriters; and
  - (ii) if the Hong Kong Offer Shares are fully subscribed or oversubscribed (irrespective of the extent of over-subscription), then up to 14,286,000 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 28,572,000 Offer Shares, representing approximately 20% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option).

In the event of a reallocation of Offer Shares from the International Offering to the Hong Kong Public Offering in circumstances under paragraph (a)(ii), (a)(iii) and (b)(ii) above, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between pool A and pool B in equal proportion and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Sole Overall Coordinator deems appropriate. Subject to the above, the Sole Overall Coordinator may, in its sole discretion, reallocate International Offer Shares as it deems appropriate from the International Offering to the Hong Kong Public Offering to satisfy in whole or in part excess valid applications under the Hong Kong Public Offering. The above clawback mechanism complies with paragraph 4.2 of Practice Note 18 of the Listing Rules and Chapter 4.14 under the Guide for New Listing Applicants published by the Stock Exchange.

Any such clawback and reallocation between the International Offering and the Hong Kong Public Offering will be completed prior to any adjustment of the number of Offer Shares pursuant to the exercise of the Over-allotment Option, if any.

If the Hong Kong Public Offering is not fully subscribed for, the Sole Overall Coordinator has the authority to reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering in such proportions as the Sole Overall Coordinator deems appropriate.

The Reserved Shares which are offered under the Preferential Offering to Qualifying FEC Shareholders out of the Offer Shares being offered under the International Offering will not be subject to reallocation between the Hong Kong Public Offering and the International Offering.

## STRUCTURE OF THE GLOBAL OFFERING

### Applications

Each applicant under the Hong Kong Public Offering will be required to give an undertaking and confirmation in the application submitted by him that he and any person(s) for whose benefit he is making the application has not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares under the International Offering (except in respect of the Reserved Shares applied for pursuant to the Preferential Offering), and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be) or it has been or will be placed or allocated International Offer Shares under the International Offering.

Applicants under the Hong Kong Public Offering may be required to pay, on application (subject to application channels), HK\$2.60 per Offer Share in addition to brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and Accounting and Financial Reporting Council transaction levy of 0.00015% on each Offer Share, amounting to a total of HK\$2,626.22 for one board lot of 1,000 Shares. For further details, see "How to Apply for Hong Kong Offer Shares and Reserved Shares" in this prospectus.

### THE PREFERENTIAL OFFERING

#### Basis of the Assured Entitlement

In order to enable FEC Shareholders to participate in the Global Offering on a preferential basis as to allocation only, subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares on the Main Board and such approval not having been withdrawn and the Global Offering becoming unconditional, Qualifying FEC Shareholders are being invited to apply for an aggregate of 14,286,000 Reserved Shares in the Preferential Offering, representing approximately 11.1% and approximately 10% of the Offer Shares initially available under the International Offering and the Global Offering (assuming that the Over-allotment Option is not exercised), respectively, as an Assured Entitlement. The Reserved Shares are being offered out of the International Offer Shares under the International Offering and are not subject to reallocation as described in "— The Hong Kong Public Offering — Reallocation" in this section. In the event the Over-allotment Option is exercised, the number of Reserved Shares will not change.

**The basis of the Assured Entitlement is one Reserved Share for every integral multiple of 198 FEC Shares held by each Qualifying FEC Shareholder as at 4:30 p.m. on the Record Date.**

Qualifying FEC Shareholders should note that their Assured Entitlement to the Reserved Shares may not represent a full board lot of 1,000 Shares. Further, the Reserved Shares allocated to the Qualifying FEC Shareholders will be rounded down to the nearest whole number if required. No odd lot matching services will be provided and dealings in odd lots of the Shares may be at a price below the prevailing market price for full board lots.

**Assured Entitlement of Qualifying FEC Shareholders to Reserved Shares are not transferable. There will be no trading in nil-paid entitlements on the Stock Exchange.**

## STRUCTURE OF THE GLOBAL OFFERING

Qualifying FEC Shareholders who hold less than 198 FEC Shares on the Record Date and therefore will not have an Assured Entitlement to the Reserved Shares will still be entitled to participate in the Preferential Offering by applying only for excess Reserved Shares as further described below.

### **Basis of Allocation for Applications for Reserved Shares**

Qualifying FEC Shareholders may apply for a number of Reserved Shares which is greater than, less than or equal to their Assured Entitlement or may apply only for excess Reserved Shares under the Preferential Offering.

Where a Qualifying FEC Shareholder applies for Reserved Shares, the number of Reserved Shares of relevant Assured Entitlement applied under such valid application will be satisfied in full (subject to terms and conditions of an application set out in this prospectus and on the designated website of the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) and assuming the conditions of the Preferential Offering are satisfied) but the excess portion of such application will only be satisfied to the extent that there are sufficient Available Reserved Shares as described below.

Qualifying FEC Shareholders should pay the correct amount payable on application, as calculated by and set out on the designated website of the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk).

To the extent that excess applications for the Reserved Shares are:

- (a) less than the Reserved Shares not taken up by the Qualifying FEC Shareholders (the “**Available Reserved Shares**”), the Available Reserved Shares will first be allocated to satisfy such excess applications for the Reserved Shares in full and if there are any Reserved Shares remaining after satisfying the excess applications, such Reserved Shares will be reallocated, at the discretion of the Sole Overall Coordinator, to the International Offering;
- (b) equal to the Available Reserved Shares, the Available Reserved Shares will be allocated to satisfy such excess applications for the Reserved Shares in full; or
- (c) more than the Available Reserved Shares, the Available Reserved Shares will be allocated on a fair and reasonable basis which will be consistent with the allocation basis commonly used in the case of over-subscriptions in Hong Kong Public Offering, where a higher allocation percentage will be applied in respect of smaller applications of excess Reserved Shares.

If there are any Shares remaining after satisfying the excess applications, such Shares will be re-allocated, at the discretion of the Sole Overall Coordinator, to the International Offering.

No preference will be given to any excess applications made to top up odd lot holdings to whole lot holdings of Shares.

Save for the above, the Preferential Offering will not be subject to the clawback arrangement between the International Offering and the Hong Kong Public Offering.

## STRUCTURE OF THE GLOBAL OFFERING

Beneficial FEC Shareholders (not being Non-Qualifying FEC Shareholders) whose FEC Shares are held by a nominee company should note that our Company will regard the nominee company as a single FEC Shareholder according to the register of members of FEC. Accordingly, such Beneficial FEC Shareholders whose FEC Shares are held by a nominee company should note that the arrangement under paragraph (c) above will not apply to them individually. Any Beneficial FEC Shareholders (not being Non-Qualifying FEC Shareholders) whose FEC Shares are registered in the name of a nominee, trustee or registered holder in any other capacity should make arrangements with such nominee, trustee or registered holder in relation to applications for Reserved Shares under the Preferential Offering. Any such person is advised to consider whether it wishes to arrange for the registration of the relevant FEC Shares in the name of the beneficial owner prior to the Record Date.

### **Applications by Qualifying FEC Shareholders for Hong Kong Offer Shares**

In addition to any application for Reserved Shares made through the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk), Qualifying FEC Shareholders will be entitled to make one application for Hong Kong Offer Shares by applying through the **HK eIPO White Form** service or the HKSCC EIPO channel. Qualifying FEC Shareholders will receive no preference as to entitlement or allocation in respect of applications for Hong Kong Offer Shares made through the **HK eIPO White Form** service or the HKSCC EIPO channel under the Hong Kong Public Offering.

### **Qualifying FEC Shareholders and Non-Qualifying FEC Shareholders**

Only FEC Shareholders whose names appeared on the register of members of FEC on the Record Date and who are not Non-Qualifying FEC Shareholders are entitled to subscribe for the Reserved Shares under the Preferential Offering. Qualifying FEC Shareholders who are entitled to participate in the Preferential Offering include certain Directors and their close associates, namely, Tan Sri Dato' David CHIU and his spouse, Mrs. Nancy CHIU NG, and his wholly-owned companies, Sumptuous Assets Limited and Modest Secretarial Services Limited, Mr. Cheong Thard HOONG and his spouse, Ms. Pei Chun TENG, and Dr. Ngai Wing LIU ("FEC Non-Independent Participants"). No preferential treatment will be given to the FEC Non-Independent Participants who are Qualifying FEC Shareholders in the allocation of the Reserved Shares under the Preferential Offering.

Non-Qualifying FEC Shareholders are those FEC Shareholders with registered addresses in, or who are otherwise known by FEC to be residents of, jurisdictions outside Hong Kong on the Record Date, in respect of whom the directors of FEC and our Company, based on the enquiries made by them, consider it necessary or expedient to exclude from the Preferential Offering on account either of the legal restrictions under the laws of the relevant jurisdiction in which the relevant FEC Shareholder is resident or the requirements of the relevant regulatory body or stock exchange in that jurisdiction.

## STRUCTURE OF THE GLOBAL OFFERING

The directors of FEC and our Company have made enquiries regarding the legal restrictions under the applicable securities legislation of the Specified Territories and the requirements of the relevant regulatory bodies or stock exchanges with respect to the offer of the Reserved Shares to the FEC Shareholders in the Specified Territories. Having considered the circumstances, the directors of FEC and our Company have formed the view that it is necessary or expedient to restrict the ability of FEC Shareholders in the Specified Territories to take up their Assured Entitlement to the Reserved Shares under the Preferential Offering due to the time and costs involved in the registration or filing of this prospectus and/or approval required by the relevant authorities in those territories and/or additional steps which our Company and the FEC Shareholders would need to take to comply with the local legal and/or other requirements which would need to be satisfied in order to comply with the relevant local or regulatory requirements in those territories.

Accordingly, for the purposes of the Preferential Offering, the Non-Qualifying FEC Shareholders are:

- (a) FEC Shareholders whose names appeared in the register of members of FEC on the Record Date and whose addresses as shown in such register are in any of the Specified Territories; and
- (b) FEC Shareholders or Beneficial FEC Shareholders on the Record Date who are otherwise known by FEC to be resident in any of the Specified Territories.

Notwithstanding any other provision in this prospectus or on the designated website of the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk), our Company reserves the right to permit any FEC Shareholder to take up his/her/its Assured Entitlement to the Reserved Shares if our Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions described above.

### **Distribution of this Prospectus**

Qualifying FEC Shareholders will receive a copy of this prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under FEC's corporate communications policy.

If a Qualifying FEC Shareholder has elected to receive corporate communications from FEC in printed form, or has not been asked to elect the means of receiving FEC's corporate communications, a printed copy of this prospectus in the elected language version(s) will be despatched to such Qualifying FEC Shareholder.

If a Qualifying FEC Shareholder (a) has elected to receive an electronic version of corporate communications or (b) is deemed to have consented to receiving the electronic version of corporate communications from FEC, an electronic version of this prospectus (which is identical to the printed prospectus) can be accessed and downloaded from the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of our Company ([www.palasinoholdings.com](http://www.palasinoholdings.com)).



## STRUCTURE OF THE GLOBAL OFFERING

Distribution of this prospectus into any jurisdiction other than Hong Kong may be restricted by law. Persons into whose possession this prospectus come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of, and observe, any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction.

Receipt of this prospectus does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this prospectus must be treated as sent for information only and should not be copied or redistributed.

### **Application Procedures**

The procedures for application under the terms and conditions of the Preferential Offering are set out in “How to Apply for Hong Kong Offer Shares and Reserved Shares — B. Applications for Reserved Shares” in this prospectus and on the designated website of the HK eIPO Blue Form service at [www.hkeipo.hk](http://www.hkeipo.hk).

**The documents to be issued in connection with the Hong Kong Public Offering and the Preferential Offering will not be registered or filed under applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. No action has been taken to permit an offering of the Hong Kong Offer Shares and the Reserved Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.**

## THE INTERNATIONAL OFFERING

### **Number of Offer Shares Initially Offered**

The International Offering will consist of an initial offering of 71,428,000 New Shares offered by the Company and 57,143,000 Sale Shares offered by the Selling Shareholder, representing approximately 90% of the Offer Shares under the Global Offering. Subject to the reallocation of Offer Shares between the International Offering and the Hong Kong Public Offering, the number of Offer Shares offered under the International Offering will represent approximately 16.07% of our enlarged issued share capital immediately after completion of the Global Offering and the Capitalisation Issue, assuming the Over-allotment Option is not exercised. The Reserved Shares being offered pursuant to the Preferential Offering are being offered out of the International Offer Shares.

## STRUCTURE OF THE GLOBAL OFFERING

### **Allocation**

The International Offer Shares will conditionally be offered to selected professional, institutional and corporate investors and other investors anticipated to have a sizeable demand for our Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. Allocation of the International Offer Shares pursuant to the International Offering will be determined by the Sole Overall Coordinator and will be based on a number of factors including the level and timing of demand, total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely to buy further, and/or hold or sell its Shares, after the listing of the Shares on the Stock Exchange. Such allocation is intended to result in a distribution of the International Offer Shares on a basis which would lead to the establishment of a solid professional and institutional shareholder base to the benefit of our Company and our Shareholders as a whole.

The Sole Overall Coordinator (for itself and on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Offering and who has made an application under the Hong Kong Public Offering to provide sufficient information to the Sole Overall Coordinator so as to allow it to identify the relevant applications under the Hong Kong Public Offering and to ensure that they are excluded from any applications of Hong Kong Offer Shares under the Hong Kong Public Offering.

### **Reallocation**

The total number of Offer Shares to be issued pursuant to the International Offering may change as a result of the clawback arrangement as described in "The Hong Kong Public Offering — Reallocation" in this section or the Over-allotment Option in whole or in part and/or any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering and/or any Offer Shares from the International Offering to the Hong Kong Public Offering at the discretion of the Sole Overall Coordinator.

### **OVER-ALLOTMENT OPTION**

In connection with the Global Offering, it is expected that our Company and the Selling Shareholder will grant the Over-allotment Option to the International Underwriters.

Pursuant to the Over-allotment Option, the International Underwriters will have the right, exercisable at the discretion of the Sole Overall Coordinator (for itself and on behalf of the International Underwriters) at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require our Company to issue up to 12,857,000 additional Shares and the Selling Shareholder to sell up to 8,571,000 additional Shares, in aggregate representing approximately 15.0% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover

## STRUCTURE OF THE GLOBAL OFFERING

over-allocations in the International Offering, if any. To the extent that the Over-allotment Option is exercised in part, the Sole Overall Coordinator shall require our Company to issue and allot additional Shares equivalent to 60% of the total additional Shares to be offered pursuant to the exercise of the Over-allotment Option and shall require the Selling Shareholder to sell additional Shares equivalent to 40% of the total additional Shares to be offered pursuant to the exercise of the Over-allotment Option (which may be rounded, as determined by the Sole Overall Coordinator and our Company at their sole and absolute discretion, to avoid fractions and odd lots).

If the Over-allotment Option is exercised in full, the additional New Shares to be issued pursuant thereto will represent approximately 1.58% of our Company's enlarged issued share capital immediately following the completion of the Global Offering and the Capitalisation Issue. In the event that the Over-allotment Option is exercised, an announcement will be made.

### STABILISATION

Stabilisation is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilise, the underwriters may bid for, or purchase, the securities in the secondary market, during a specified period of time, to retard and, if possible, prevent a decline in the initial public market price of the securities below the offer price. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including those of Hong Kong. In Hong Kong, the price at which stabilisation is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Stabilising Manager, or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager or any persons acting for it to conduct any such stabilising action. Such stabilising action, if taken, will be conducted at the absolute discretion of the Stabilising Manager or any person acting for it and may be discontinued at any time, and is required to be brought to an end on Saturday, 20 April 2024, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

Stabilisation action permitted in Hong Kong under the Securities and Futures (Price Stabilising) Rules of the SFO includes (i) over-allocating for the purpose of preventing or minimising any reduction in the market price of our Shares, (ii) selling or agreeing to sell our Shares so as to establish a short position in them for the purpose of preventing or minimising any reduction in the market price of our Shares, (iii) purchasing, or agreeing to purchase, our Shares pursuant to the Over-allotment Option in order to close out any position established under (i) or (ii) above, (iv) purchasing, or agreeing to purchase, any of our Shares for the sole purpose of preventing or minimising any reduction in the market price of our Shares, (v) selling or agreeing to sell any Shares in order to liquidate any position established as a result of those purchases, and (vi) offering or attempting to do anything as described in (ii), (iii), (iv) or (v) above.

## STRUCTURE OF THE GLOBAL OFFERING

Stabilisation actions by the Stabilising Manager, or any person acting for it shall be entered into in accordance with the laws, rules and regulations in place in Hong Kong on stabilisation.

Specifically, prospective applicants for and investors in the Shares should note that:

- the Stabilising Manager (or any person acting for it) may, in connection with the stabilising action, maintain a long position in the Shares;
- there is no certainty as to the extent to which and the time or period for which the Stabilising Manager (or any person acting for it) will maintain such a long position;
- liquidation of any such long position by the Stabilising Manager (or any person acting for it) and selling in the open market may have an adverse impact on the market price of the Shares;
- no stabilising action can be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date and is expected to end on Saturday, 20 April 2024, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, when no further action may be taken to support the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall;
- the price of the Shares cannot be assured to stay at or above the Offer Price by the taking of any stabilising action; and
- stabilising bids or transactions effected in the course of the stabilising action may be made at any price at or below the Offer Price, which means that stabilising bids or transactions effected may be made at a price below the price paid by applicants for, or investors in, the Offer Shares.

Our Company will ensure or procure that an announcement in compliance with the Securities and Futures (Price Stabilising) Rules of the SFO will be made within seven days of the expiration of the stabilisation period.

### OVER-ALLOCATION

Following any over-allocation of Shares in connection with the Global Offering, the Stabilising Manager (or any person acting for it) may cover such over-allocations by (among other methods) exercising the Over-allotment Option in full or in part, using Shares purchased by the Stabilising Manager (or any person acting for it) in the secondary market at prices that do not exceed the Offer Price, or through the stock borrowing arrangement as detailed below or a combination of these means.

## STRUCTURE OF THE GLOBAL OFFERING

### STOCK BORROWING AGREEMENT

In order to facilitate the settlement of over-allocations in connection with the Global Offering, the Stabilising Manager may choose to enter into an agreement with Ample Bonus, a Controlling Shareholder of our Company, to borrow, whether on its own or through its affiliates, up to 21,428,000 Shares, representing approximately 15.0% of the total number of the Offer Shares initially available for the Global Offering. The stock borrowing arrangement under such an agreement, if entered into, will not be subject to the restrictions of Rule 10.07(1)(a) of the Listing Rules, provided that the requirements set forth in Rule 10.07(3) of the Listing Rules are complied with as follows:

- such stock borrowing arrangement is fully described in this prospectus and must be for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option;
- the maximum number of Shares to be borrowed from Ample Bonus by the Stabilising Manager (or any person acting for it) is the maximum number of Shares which may be issued upon full exercise of the Over-allotment Option;
- the same number of Shares so borrowed must be returned to Ample Bonus or its nominee(s) within three business days following the earlier of (a) the last day on which the Over-allotment Option may be exercised, (b) the day on which the Over-allotment Option is exercised in full, and (c) such earlier time as may be agreed in writing between Ample Bonus and the Stabilising Manager;
- the stock borrowing arrangement will be effected in compliance with all applicable listing rules, laws and other regulatory requirements; and
- no payment will be made to Ample Bonus by the Stabilising Manager (or any person acting for it) in relation to the stock borrowing arrangement.

### PRICING AND ALLOCATION

The Offer Price will be HK\$2.60 per Offer Share, unless otherwise announced, as further explained below. If you apply for the Offer Shares under the Hong Kong Public Offering, you may be required to pay the Offer Price of HK\$2.60 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and Accounting and Financial Reporting Council transaction levy of 0.00015%, amounting to a total of HK\$2,626.22 for one board lot of 1,000 Shares.

The International Underwriters will be soliciting from prospective investors indications of interest in acquiring Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as “book-building”, is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offering.

## STRUCTURE OF THE GLOBAL OFFERING

The Sole Overall Coordinator (for itself and on behalf of the Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective professional, institutional and other investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares and/or the Offer Price range below that stated in this prospectus prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, we will as soon as practicable following the decision to make such reduction and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering publish a notice on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company at [www.palasinoholdings.com](http://www.palasinoholdings.com) (the contents of the website do not form a part of this prospectus). The Company will also, as soon as practicable following the decision to make such change, issue a supplemental prospectus updating investors of the change in the number of Offer Shares being offered under the Global Offering and/or the Offer Price. The Global Offering must first be cancelled and subsequently relaunched on FINI pursuant to the supplemental prospectus.

Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or the Offer Price may not be made until the day which is the last day for lodging applications under the Hong Kong Public Offering. Such notice will also confirm or revise, as appropriate, the working capital statement, the Global Offering statistics as currently set out in “Summary” in this prospectus, and any other financial information which may change as a result of such reduction. In the absence of any such notice so published, the Offer Price, if agreed upon between the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and us (for ourselves and on behalf of the Selling Shareholder) will under no circumstances be set at a price that is not the Offer Price as stated in this prospectus. However, if the number of Offer Shares and/or the Offer Price is reduced, the Company will issue a supplemental prospectus updating investors of the change in the number of Offer Shares being offered under the Global Offering and/or the Offer Price. The Global Offering must first be cancelled and subsequently relaunched on FINI pursuant to the supplemental prospectus.

If you have already submitted an application for the Hong Kong Offer Shares before the last day for lodging applications under the Hong Kong Public Offering, you will not be allowed to subsequently withdraw your application.

In the event of a reduction in the number of Offer Shares, the Sole Overall Coordinator may, at its discretion, reallocate the number of Offer Shares to be offered in the Hong Kong Public Offering and the International Offering, provided that the number of Offer Shares comprised in the Hong Kong Public Offering shall not be less than 10.0% of the total number of Offer Shares available under the Global Offering (assuming the Over-allotment Option is not exercised).

## STRUCTURE OF THE GLOBAL OFFERING

The Offer Price, the level of indication of interest in the International Offering, the basis of allotment of Offer Shares available under the Hong Kong Public Offering and the Preferential Offering and the identification document numbers of successful applicants under the Hong Kong Public Offering and the Preferential Offering are expected to be made available in a variety of channels in the manner described in “How to Apply for Hong Kong Offer Shares and Reserved Shares — D. Publication of Results” in this prospectus.

### CONDITIONS OF THE GLOBAL OFFERING

Acceptance of all applications for Offer Shares is conditional on, among other things:

- the Listing Committee granting approval for the listing of, and permission to deal in, our Shares in issue and to be issued as described in this prospectus (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option);
- the execution and delivery of the International Underwriting Agreement on or around 21 March 2024; and
- the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement and the obligations of the International Underwriters under the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements,

in each case on or before the dates and times specified in the Hong Kong Underwriting Agreement and/or the International Underwriting Agreement, as the case may be (unless and to the extent such conditions are validly waived on or before such dates and times) and in any event not later than the date which is the 30th day after the date of this prospectus.

The consummation of each of the Hong Kong Public Offering and the International Offering is conditional upon, among other things, each other offering becoming unconditional and not having been terminated in accordance with its respective terms. If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by the Company in our website at [www.palasinoholdings.com](http://www.palasinoholdings.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the next day following such lapse. In such an event, all application monies will be returned, without interest (subject to application channels), on the terms set out in “How to Apply for Hong Kong Offer Shares and Reserved Shares — F. Despatch/Collection of Shares Certificates and Refund of Application Monies” in this prospectus. In the meantime, all application monies will be held in separate bank account(s) with the receiving bank or other bank(s) in Hong Kong licenced under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong).

## STRUCTURE OF THE GLOBAL OFFERING

Share certificates for the Offer Shares are expected to be issued on Monday, 25 March 2024 but will only become valid evidence of title at 8:00 a.m. on Tuesday, 26 March 2024 provided that (i) the Global Offering has become unconditional in all respects; and (ii) the right of termination as described in “Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination” in this prospectus has not been exercised at or before that time.

### UNDERWRITING ARRANGEMENTS

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to, among other conditions, us (for ourselves and on behalf of the Selling Shareholder), the Sole Overall Coordinator (for itself and on behalf of the Underwriters) agreeing on or around 15 March 2024.

We expect to enter into the International Underwriting Agreement relating to the International Offering on or around 21 March 2024.

Certain terms of the underwriting arrangements, the Hong Kong Underwriting Agreement and the International Underwriting Agreement, are summarised in “Underwriting” in this prospectus.

### SHARES WILL BE ELIGIBLE FOR CCASS

All necessary arrangements have been made enabling our Shares to be admitted into CCASS. If the Stock Exchange grants the listing of, and permission to deal in, our Shares and our Company complies with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in our Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

### DEALING ARRANGEMENTS

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 26 March 2024, it is expected that dealings in our Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 26 March 2024.

The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 2536.



**IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES  
FULLY ELECTRONIC APPLICATION PROCESS**

*We have adopted a fully electronic application process for the Hong Kong Public Offering and below are the procedures for application.*

*This prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “HKEXnews > New Listings > New Listing Information” section, and our website at [www.palasinoholdings.com](http://www.palasinoholdings.com).*

*The contents of this prospectus are identical to the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.*

*Set out below are procedures through which you can apply for the Hong Kong Offer Shares electronically. We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public.*

**A. APPLICATION FOR HONG KONG OFFER SHARES**

**1. Who Can Apply**

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are 18 years of age or older;
- have a Hong Kong address (*for the **HK eIPO White Form** service only*); and
- are outside the United States, and are not a United States Person (as defined in Regulation S under the U.S. Securities Act).

You can also or alternatively apply for Reserved Shares through the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) if you are also a Qualifying FEC Shareholder.

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to us, you cannot apply for any Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are an existing beneficial owner of Shares in our Company and/or any its subsidiaries;
- are a Director or chief executive officer of our Company and/or any of its subsidiaries;

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

- are a close associate (as defined in the Listing Rules) of any of the above; or
- have been allocated or have applied for or indicated an interest in any International Offer Shares or otherwise participate in the International Offering (except in respect of Reserved Shares applied for pursuant to the Preferential Offering).

### 2. Application Channels

**The Hong Kong Public Offering period will begin at 9:00 a.m. on Monday, 18 March 2024 and end at 12:00 noon on Thursday, 21 March 2024 (Hong Kong time).**

To apply for Hong Kong Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
HK eIPO White Form service	IPO App (which can be downloaded by searching “IPO App” in App Store or Google Play or downloaded at <a href="http://www.hkeipo.hk/IPOApp">www.hkeipo.hk/IPOApp</a> or <a href="http://www.tricorglobal.com/IPOApp">www.tricorglobal.com/IPOApp</a> ) or <a href="http://www.hkeipo.hk">www.hkeipo.hk</a> ;	Investors who would like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Monday, 18 March 2024 to 11:30 a.m. on Thursday, 21 March 2024, Hong Kong time.  The latest time for completing full payment of application monies will be 12:00 noon on Thursday, 21 March 2024, Hong Kong time.
HKSCC EIPO channel	Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC’s FINI system in accordance with your instruction	Investors who would <u>not</u> like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant’s stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

The **HK eIPO White Form** service and the HKSCC EIPO channel are facilities subject to capacity limitations and potential service interruptions and you are advised not to wait until the last day of the application period to apply for Hong Kong Offer Shares.

For those applying through the **HK eIPO White Form** service, once you complete payment in respect of any application instructions given by you or for your benefit through the **HK eIPO White Form** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. If you are a person for whose benefit the **electronic application instructions** are given, you shall be deemed to have declared that only one set of **electronic application instructions** has been given for your benefit. If you are an agent for another person, you shall be deemed to have declared that you have only given one set of **electronic application instructions** for the benefit of the person for whom you are an agent and that you are duly authorised to give those instructions as an agent.

For the avoidance of doubt, giving an application instruction under the **HK eIPO White Form** service more than once and obtaining different payment reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you apply through the **HK eIPO White Form** service, you are deemed to have authorised the **HK eIPO White Form** Service Provider to apply on the terms and conditions in this prospectus, as supplemented and amended by the terms and conditions of the **HK eIPO White Form** service.

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the HKSCC EIPO channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorised HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to apply for Hong Kong Offer Shares on your behalf and to do on your behalf all the things stated in this prospectus and any supplement to it.

For those applying through HKSCC EIPO channel, an actual application will be deemed to have been made for any application instructions given by you or for your benefit to HKSCC (in which case an application will be made by HKSCC Nominees on your behalf) provided such application instruction has not been withdrawn or otherwise invalidated before the closing time of the Hong Kong Public Offering.

HKSCC Nominees will only be acting as a nominee for you and neither HKSCC nor HKSCC Nominees shall be liable to you or any other person in respect of any actions taken by HKSCC or HKSCC Nominees on your behalf to apply for Hong Kong Offer Shares or for any breach of the terms and conditions of this prospectus.

If you apply for Hong Kong Offer Shares, then you may not apply for or indicate an interest for International Offer Shares (except in respect of Reserved Shares applied for pursuant to the Preferential Offering).

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

### 3. Information Required to Apply

You must provide the following information with your application:

For Individual Applicants	For Corporate Applicants
<ul style="list-style-type: none"> <li>• Full name(s)<sup>2</sup> as shown on your identity document</li> <li>• Identity document's issuing country or jurisdiction</li> <li>• Identity document type, with order of priority:                             <ul style="list-style-type: none"> <li>i. HKID card; or</li> <li>ii. National identification document; or</li> <li>iii. Passport; and</li> </ul> </li> <li>• Identity document number</li> </ul>	<ul style="list-style-type: none"> <li>• Full name(s)<sup>2</sup> as shown on your identity document</li> <li>• Identity document's issuing country or jurisdiction</li> <li>• Identity document type, with order of priority:                             <ul style="list-style-type: none"> <li>i. LEI registration document; or</li> <li>ii. Certificate of incorporation; or</li> <li>iii. Business registration certificate; or</li> <li>iv. Other equivalent document; and</li> </ul> </li> <li>• Identity document number</li> </ul>
<p><i>Notes:</i></p> <ol style="list-style-type: none"> <li>1. If you are applying through the <b>HK eIPO White Form</b> service, you are required to provide a valid e-mail address, a contact telephone number and a Hong Kong address. You are also required to declare that the identity information provided by you follows the requirements as described in Note 2 below. In particular, where you cannot provide a HKID number, you must confirm that you do not hold a HKID card. The number of joint applicants may not exceed four. If you are a firm, the applicant must be in the individual members' names.</li> <li>2. The applicant's full name as shown on their identity document must be used. If an applicant's identity document contains both an English and Chinese name, both English and Chinese names must be used. Otherwise, either English or Chinese names will be accepted. The order of priority of the applicant's identity document type must be strictly followed and where an individual applicant has a valid HKID card, the HKID number must be used when making an application to subscribe for shares in a public offer. Similarly for corporate applicants, a LEI number must be used if an entity has a LEI certificate.</li> <li>3. If the applicant is a trustee, the client identification data ("<b>CID</b>") of the trustee, as set out above, will be required. If the applicant is an investment fund (i.e. a collective investment scheme, or CIS), the CID of the asset management company or the individual fund, as appropriate, which has opened a trading account with the broker will be required, as above.</li> </ol>	

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

4. The maximum number of joint account holders on FINI is capped at 4<sup>1</sup> in accordance with market practice.
5. If you are applying as a nominee, you must provide: (i) the full name (as shown on the identity document), the identity document's issuing country or jurisdiction, the identity document type; and (ii), the identity document number, for each of the beneficial owners or, in the case(s) of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.
6. If you are applying as an unlisted company and (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be treated as being for your benefit and you should provide the required information in your application as stated above.

"Unlisted company" means a company with no equity securities listed on the Stock Exchange or any other stock exchange.

"Statutory control" means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

<sup>1</sup> Subject to change, if the Company's Articles of Incorporation and applicable company law prescribe a lower cap.

For those applying through HKSCC EIPO channel, and making an application under a power of attorney, we and the Sole Overall Coordinator, as our agent, have discretion to consider whether to accept it on any conditions we think fit, including evidence of the attorney's authority.

Failing to provide any required information may result in your application being rejected.

**4. Permitted Number of Hong Kong Offer Shares for Application**

**Board lot size** : 1,000

**Permitted number of Hong Kong Offer Shares for application and amount payable on application/successful allotment** : Hong Kong Offer Shares are available for application in specified board lot sizes only. Please refer to the amount payable associated with each specified board lot size in the table below.

The Offer Price is HK\$2.60 per Share.

If you are applying through the HKSCC EIPO channel, you are required to pre-fund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong.

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the HKSCC EIPO Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorised HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to arrange payment of the Offer Price, brokerage, SFC transaction levy, the Stock Exchange trading fee and the Accounting and Financial Reporting Council transaction levy by debiting the relevant nominee bank account at the Designated Bank for your broker or custodian.

If you are applying through the **HK eIPO White Form** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

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No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$	No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$	No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$	No. of Hong Kong Offer Shares applied for	Amount payable <sup>(2)</sup> on application/successful allotment HK\$
1,000	2,626.22	15,000	39,393.31	80,000	210,097.68	900,000	2,363,598.90
2,000	5,252.44	20,000	52,524.42	90,000	236,359.89	1,000,000	2,626,221.00
3,000	7,878.66	25,000	65,655.53	100,000	262,622.10	2,000,000	5,252,442.00
4,000	10,504.89	30,000	78,786.64	200,000	525,244.20	3,000,000	7,878,663.00
5,000	13,131.10	35,000	91,917.74	300,000	787,866.30	4,000,000	10,504,884.00
6,000	15,757.32	40,000	105,048.85	400,000	1,050,488.40	5,000,000	13,131,105.00
7,000	18,383.55	45,000	118,179.95	500,000	1,313,110.50	6,000,000	15,757,326.00
8,000	21,009.77	50,000	131,311.06	600,000	1,575,732.60	7,143,000 <sup>(1)</sup>	18,759,096.61
9,000	23,635.99	60,000	157,573.25	700,000	1,838,354.70		
10,000	26,262.21	70,000	183,835.46	800,000	2,100,976.80		

*Notes:*

- (1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.
- (2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and Accounting and Financial Reporting Council transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** Service Provider) while the SFC transaction levy, the Stock Exchange trading fee and the Accounting and Financial Reporting Council transaction levy will be paid to the SFC, the Stock Exchange and the Accounting and Financial Reporting Council, respectively.

### 5. Multiple Applications Prohibited

You or your joint applicant(s) shall not make more than one application for your own benefit, except (i) where you are a nominee and provide the information of the underlying investor in your application as required under the paragraph headed “— A. Application for Hong Kong Offer Shares — 3. Information Required to Apply” in this section; and (ii) if you are a Qualifying FEC Shareholder, you may also apply for the Reserved Shares through the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk). If you are suspected of submitting or cause to submit more than one application, all of your applications will be rejected.

Multiple applications made either through (i) the **HK eIPO White Form** service, (ii) HKSCC EIPO channel, or (iii) both channels concurrently are prohibited and will be rejected. If you have made an application through the **HK eIPO White Form** service or HKSCC EIPO channel, you or the person(s) for whose benefit you have made the application shall not apply further for any Offer Shares under the Global Offering (except where you applied as or for a Qualifying FEC Shareholder under the Preferential Offering).

The Hong Kong Share Registrar would record all applications into its system and identify suspected multiple applications with identical names and identification document numbers according to the Best Practice Note on Treatment of Multiple/Suspected Multiple Applications (“**Best Practice Note**”) issued by the Federation of Share Registrars Limited.

Since applications are subject to personal information collection statements, identification document numbers displayed are redacted.

## 6. Terms and Conditions of An Application

By applying for Hong Kong Offer Shares through the **HK eIPO White Form** service or HKSCC EIPO channel, you (or as the case may be, HKSCC Nominees will do the following things on your behalf):

- (i) undertake to execute all relevant documents and instruct and authorise us and/or the Sole Overall Coordinator (or its agents or nominees), as our agent, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association, and (if you are applying through the HKSCC EIPO channel) to deposit the allotted Hong Kong Offer Shares directly into CCASS for the credit of your designated HKSCC Participant’s stock account on your behalf;
- (ii) confirm that you have read and understand the terms and conditions and application procedures set out in this prospectus, the **IPO App** and the designated website of the **HK eIPO White Form** service (or as the case may be, the agreement you entered into with your broker or custodian), and agree to be bound by them;
- (iii) (if you are applying through the HKSCC EIPO channel) agree to the arrangements, undertakings and warranties under the participant agreement between your broker or custodian and HKSCC and observe the General Rules of HKSCC and the HKSCC Operational Procedures for giving application instructions to apply for Hong Kong Offer Shares;
- (iv) confirm that you are aware of the restrictions on offers and sales of shares set out in this prospectus and they do not apply to you, or the person(s) for whose benefit you have made the application;
- (v) confirm that you have read this prospectus and any supplement to it and have relied only on the information and representations contained therein in making your application (or as the case may be, causing your application to be made) and will not rely on any other information or representations;
- (vi) agree that the Relevant Persons, the Hong Kong Share Registrar and HKSCC will not be liable for any information and representations not in this prospectus and any supplement to it;



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- (vii) agree to disclose the details of your application and your personal data and any other personal data which may be required about you and the person(s) for whose benefit you have made the application to us, the Relevant Persons, the Hong Kong Share Registrar, HKSCC, HKSCC Nominees, the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, for the purposes under the paragraph headed “— H. Personal Data — 3. Purposes and 4. Transfer of personal data” in this section;
- (viii) agree (without prejudice to any other rights which you may have once your application (or as the case may be, HKSCC Nominees’ application) has been accepted) that you will not rescind it because of an innocent misrepresentation;
- (ix) agree that subject to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any application made by you or HKSCC Nominees on your behalf cannot be revoked once it is accepted, which will be evidenced by the notification of the result of the ballot by the Hong Kong Share Registrar by way of publication of the results at the time and in the manner as specified in the paragraph headed “— D. Publication of Results” in this section;
- (x) confirm that you are aware of the situations specified in the paragraph headed “— E. Circumstances In Which You Will Not Be Allotted Hong Kong Offer Shares And/Or Reserved Shares” in this section;
- (xi) agree that your application or HKSCC Nominees’ application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- (xii) agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Articles of Association and laws of any place outside Hong Kong that apply to your application and that neither we nor the Relevant Persons nor any of their respective officers or advisers will breach any law inside and/or outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus;
- (xiii) confirm that (a) your application or HKSCC Nominees’ application on your behalf is not financed directly or indirectly by the Company, any of the directors, chief executives, substantial Shareholder(s) or existing shareholder(s) of the Company or any of its subsidiaries or any of their respective close associates; and (b) you are not accustomed or will not be accustomed to taking instructions from the Company, any of the directors, chief executives, substantial shareholder(s) or existing

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

shareholder(s) of the Company or any of its subsidiaries or any of their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Shares registered in your name or otherwise held by you;

- (xiv) warrant that the information you have provided is true and accurate;
- (xv) confirm that you understand that we and the Sole Overall Coordinator will rely on your declarations and representations in deciding whether or not to allocate any Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;
- (xvi) agree to accept Hong Kong Offer Shares applied for or any lesser number allocated to you under the application;
- (xvii) declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying, that you or the person(s) for whose benefit you have made the application will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering nor participated in the International Offering (except in respect of Reserved Shares applied for pursuant to the Preferential Offering);
- (xviii) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC or to the **HK eIPO White Form** Service Provider by you or by any one as your agent or by any other person (except in respect of application for Reserved Shares pursuant to the Preferential Offering);
- (xix) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC directly or indirectly or to the **HK eIPO White Form** Service Provider or by any one as your agent or by any other person;
- (xx) (if you are making the application as an agent for the benefit of another person) warrant that (1) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC or the **HK eIPO White Form** Service Provider (except in respect of application for Reserved Shares pursuant to the Preferential Offering) and (2) you have due authority to give **electronic application instructions** on behalf of that other person as its agent;

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

- (xxi) represent, warrant and undertake that (a) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and (b) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S; and
- (xxii) authorise our Company to place your name(s) or the name of the HKSCC Nominees, on our Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and our Company and/or its agents to send any Share certificate(s) and/or any e-Auto Refund payment instructions and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have fulfilled the criteria mentioned in "— F. Despatch/collection of Share certificates and refund of application monies" in this section to collect the Share certificate(s) and/or refund cheque(s) in person.

### **B. APPLICATIONS FOR RESERVED SHARES**

#### **1. HOW TO APPLY**

Only FEC Shareholders whose names appeared on the register of members of FEC at 4:30 p.m. on the Record Date and who are not Non-Qualifying FEC Shareholders are entitled to subscribe for the Reserved Shares under the Preferential Offering.

Non-Qualifying FEC Shareholders are those FEC Shareholders with registered addresses in, or who are otherwise known by FEC to be residents of, jurisdictions outside Hong Kong on the Record Date, in respect of whom the directors of FEC and our Company, based on the enquiries made by them, consider it necessary or expedient to exclude from the Preferential Offering on account either of the legal restrictions under the laws of the relevant jurisdiction in which the relevant FEC Shareholder is resident or the requirements of the relevant regulatory body or stock exchange in that jurisdiction.

The directors of FEC and our Company have made enquiries regarding the legal restrictions under the applicable securities legislation of the Specified Territories and the requirements of the relevant regulatory bodies or stock exchanges with respect to the offer of the Reserved Shares to the FEC Shareholders in the Specified Territories. Having considered the circumstances, the directors of FEC and our Company have formed the view that it is necessary or expedient to restrict the ability of FEC Shareholders in the Specified Territories to take up their Assured Entitlement to the Reserved Shares under the Preferential Offering due to the time and costs involved in the registration or filing of this prospectus and/or approval required by the relevant authorities in those territories and/or additional steps which our Company and the FEC Shareholders would need to take to comply

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

with the local legal and/or other requirements which would need to be satisfied in order to comply with the relevant local or regulatory requirements in those territories.

Accordingly, for the purposes of the Preferential Offering, the Non-Qualifying FEC Shareholders are:

- (a) FEC Shareholders whose names appeared in the register of members of FEC on the Record Date and whose addresses as shown in such register are in any of the Specified Territories; and
- (b) FEC Shareholders or Beneficial FEC Shareholders on the Record Date who are otherwise known by FEC to be resident in any of the Specified Territories.

Notwithstanding any other provision in this prospectus or on the designated website of the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk), our Company reserves the right to permit any FEC Shareholder to take up his/her/its Assured Entitlement to the Reserved Shares if our Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions described above.

With respect to the Specified Territories, FEC has sent a letter to HKSCC Participants notifying them that in light of applicable laws and regulations of the Specified Territories, to the extent they hold any FEC Shares on behalf of the Non-Qualifying FEC Shareholders, they are excluded from participating in the Preferential Offering.

Qualifying FEC Shareholders are entitled to apply on the basis of an Assured Entitlement of one Reserved Share for every 198 FEC Shares held by them as at 4:30 p.m. on the Record Date.

Qualifying FEC Shareholder who hold less than 198 FEC Shares as at 4:30 on the Record Date will not have an Assured Entitlement to the Reserved Shares, but they will still be entitled to participate in the Preferential Offering by applying for excess Reserved Shares.

If you are a firm, the application must be in the individual members' names, but not in the name of your firm. If a body corporate wants to make application via the **HK eIPO Blue Form** service, please contact the Hong Kong Share Registrar, Tricor Investor Services Limited at +852 2980 1333 for arrangement.

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to us, you cannot apply for any Reserved Shares if you are:

- an existing beneficial owner of Shares in our Company and/or any of our subsidiaries;
- a director or chief executive of our Company and/or any of our subsidiaries (other than a Director and/or his close associates who are Qualifying FEC Shareholders who may apply for Reserved Shares pursuant to the Preferential Offering);
- a close associate (as defined in the Listing Rules) of any of the above persons; or
- a Non-Qualifying FEC Shareholder.

None of you or your joint applicant(s) may make more than one application (whether individually or jointly), except (i) where you are a nominee and provide the required information in your application; and (ii) if you are a Qualifying FEC Shareholder, you may also apply for the Reserved Shares through the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk).

Our Company, the Sole Overall Coordinator, the **HK eIPO White Form** Service Provider, the **HK eIPO Blue Form** Service Provider and their respective agents may reject or accept any application in full or in part for any reason at their discretion.

### 2. WHO CAN APPLY

An application for Reserved Shares under the Preferential Offering may only be made by Qualifying FEC Shareholders through the **HK eIPO Blue Form** service via [www.hkeipo.hk](http://www.hkeipo.hk).

Qualifying FEC Shareholders may apply for a number of Reserved Shares which is greater than, less than or equal to their Assured Entitlement or may apply only for excess Reserved Shares under the Preferential Offering. Qualifying FEC Shareholders who hold less than 198 FEC Shares as at 4:30 p.m. on the Record Date and therefore will not have an Assured Entitlement to the Reserved Shares but will still be entitled to participate in the Preferential Offering by applying only for excess Reserved Shares.

Where a Qualifying FEC Shareholder applies for Reserved Shares, the number of Reserved Shares of relevant Assured Entitlement applied under such valid application will be satisfied in full (subject to terms and conditions of an application mentioned above and set out on the designated website of the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) and assuming the conditions of the Preferential Offering are satisfied) but the excess portion of such application will only be satisfied to the extent that there are sufficient Available Reserved Shares as described below.

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

Qualifying FEC Shareholders should pay the correct amount payable on application, as calculated by and set out on the designated website of the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk).

To the extent that excess applications for the Reserved Shares are:

- (i) less than the Reserved Shares not taken up by the Qualifying FEC Shareholders' Assured Entitlement (the "**Available Reserved Shares**"), the Available Reserved Shares will first be allocated to satisfy such excess applications for the Reserved Shares in full and thereafter will be allocated, at the discretion of the Sole Overall Coordinator, to the International Offering;
- (ii) equal to the Available Reserved Shares, the Available Reserved Shares will be allocated to satisfy such excess applications for the Reserved Shares in full; or
- (iii) more than the Available Reserved Shares, the Available Reserved Shares will be allocated on an allocation basis which will be consistent with the allocation basis commonly used in the case of over-subscriptions in Hong Kong Public Offering, where a higher allocation percentage will be applied in respect of smaller applications of excess Reserved Shares.

If there are any Shares remaining after satisfying the excess applications, such Shares will be reallocated, at the discretion of the Sole Overall Coordinator, to the International Offering. No preference will be given to any excess applications made to top up odd lot holdings to whole lot holdings of Shares.

Save for the above, the Preferential Offering will not be subject to the clawback arrangement between the International Offering and the Hong Kong Public Offering.

Qualifying FEC Shareholders who have applied for Reserved Shares under the Preferential Offering through the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) may also make one application through the **HK eIPO White Form** service or the HKSCC EIPO channel for the Hong Kong Offer Shares in the Hong Kong Public Offering. However, Qualifying FEC Shareholders will receive no preference as to entitlement or allocation in respect of applications for Hong Kong Offer Shares made through the **HK eIPO White Form** service or the HKSCC EIPO channel under the Hong Kong Public Offering.

Persons who held their FEC Shares as at 4:30 p.m. on the Record Date in CCASS indirectly through a broker/custodian, and wish to participate in the Preferential Offering, should instruct their broker or custodian to apply for the Reserved Shares on their behalf by no later than the deadline set by HKSCC or HKSCC Nominees. In order to meet the deadline set by HKSCC, such persons should check with their broker/custodian for the timing on the processing of their instructions, and submit their instructions to their broker/custodian as required by

them. Persons who held their FEC Shares as at 4:30 p.m. on the Record Date in CCASS directly as an HKSCC Investor Participant, and wish to participate in the Preferential Offering, should give their instruction to HKSCC via the CCASS Phone System or CCASS Internet System by no later than the deadline set by HKSCC or HKSCC Nominees.

### 3. DISTRIBUTION OF THE PROSPECTUS

Qualifying FEC Shareholders will receive a copy of this prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under FEC's corporate communications policy.

If a Qualifying FEC Shareholder has elected to receive corporate communications from FEC's in printed form under FEC's corporate communications policy or has not been asked to elect the means of receiving FEC's corporate communications, a printed copy of this prospectus in the elected language version(s) (if applicable) will be despatched to such Qualifying FEC Shareholder.

If a Qualifying FEC Shareholder (a) has elected to receive an electronic version of corporate communications or (b) is deemed to have consented to receiving the electronic version of corporate communications from FEC, an electronic version of this prospectus (which is identical to the printed prospectus) can be accessed and downloaded from the websites of the Company at [www.palasinoholdings.com](http://www.palasinoholdings.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the section entitled "HKEXnews > New Listings > New Listing Information."

A Qualifying FEC Shareholder who has elected to receive or is deemed to have consented to receiving the electronic version of this prospectus may at any time request for a printed copy of this prospectus, free of charge, by sending a request in writing to the Hong Kong Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. The Hong Kong Share Registrar will promptly, upon request, send by ordinary post a printed copy of this prospectus to such Qualifying FEC Shareholder, free of charge, although such Qualifying FEC Shareholder may not receive that printed copy of this prospectus before the close of the Hong Kong Public Offering and the Preferential Offering.

Distribution of this prospectus into any jurisdiction other than Hong Kong may be restricted by law. Persons who come into possession of this prospectus (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this prospectus should not be distributed, forwarded or transmitted in, into or from the Specified Territories, except to Qualifying FEC Shareholders as specified in this prospectus.

Receipt of this prospectus does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this prospectus must be treated as sent for information only and should not be copied or redistributed.

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this prospectus should not, in connection with the Preferential Offering, distribute or send the same in, into or from, the Specified Territories. Any person (including, without limitation, agents, custodians, nominees and trustees) who forwards this prospectus in, into or from the Specified Territories (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

### 4. APPLYING THROUGH THE HK eIPO BLUE FORM SERVICE

If you apply for Reserved Shares online through the **HK eIPO Blue Form** service:

- (a) detailed instructions for application through the **HK eIPO Blue Form** service are set out on the designated website at [www.hkeipo.hk](http://www.hkeipo.hk). You should read these instructions carefully. If you do not follow the instructions, your application may be rejected by the **HK eIPO Blue Form** Service Provider and may not be submitted to our Company;
- (b) you must also be willing to provide a valid e-mail address; and
- (c) once payment is completed via **electronic application instructions** given by you or for your benefit, an actual application is deemed to have been made.

### 5. WHEN MAY APPLICATIONS BE MADE

#### Application through the HK eIPO Blue Form service

You may submit your application via the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m., Monday, 18 March 2024 until 11:30 a.m., Thursday, 21 March 2024 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon, Thursday, 21 March 2024 or such later time as sets out in "C. Severe weather arrangements" in this section.

#### Application lists

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 21 March 2024, the last application day or such later time as described in "C. Severe weather arrangements" in this section. No proceedings will be taken on applications for Reserved Shares and no allotment of any such Reserved Shares will be made until after the closing of the application lists.



**How many applications may be made**

You should refer to “— A. Application For Hong Kong Offer Shares — 5. Multiple Applications Prohibited” in this section for the situations where you may make an application for Hong Kong Offer Shares under the Hong Kong Public Offering in addition to application(s) for Reserved Shares under the Preferential Offering.

**6. PERMITTED NUMBER OF RESERVED SHARES FOR APPLICATION**

**The Preferential Offering**

Qualifying FEC Shareholders may apply for a number of Reserved Shares which is greater than, less than or equal to their Assured Entitlement or may apply only for excess Reserved Shares under the Preferential Offering through the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) and should pay the correct amount payable on application, as calculated by and set out on the designated website of the **HK eIPO Blue Form** service at [www.hkeipo.hk](http://www.hkeipo.hk).

**7. ADDITIONAL TERMS AND CONDITIONS AND INSTRUCTIONS**

You should refer to the terms on the **HK eIPO Blue Form** service website for details of the additional terms and conditions and instructions which apply to applications for Reserved Shares.

**C. SEVERE WEATHER ARRANGEMENTS**

**The Opening and Closing of the Application Lists**

The application lists will not open or close on Thursday, 21 March 2024 if, there is:

- a tropical cyclone warning signal number 8 or above;
- a black rainstorm warning; and/or
- Extreme Conditions,

(collectively, “**Severe Weather Signals**”),

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 21 March 2024.

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

Instead they will open between 11:45 a.m. and 12:00 noon and/or close at 12:00 noon on the next business day which does not have **Severe** Weather Signals in force at any time between 9:00 a.m. and 12:00 noon.

Prospective investors should be aware that a postponement of the opening/closing of the application lists may result in a delay in the listing date. Should there be any changes to the dates mentioned in the section headed “Expected Timetable” in this prospectus, an announcement will be made and published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.palasinoholdings.com](http://www.palasinoholdings.com) of the revised timetable.

If a **Severe** Weather Signal is hoisted on Monday, 25 March 2024, the Hong Kong Share Registrar will make appropriate arrangements for the delivery of the Share certificates to the CCASS Depository’s service counter so that they would be available for trading on Tuesday, 26 March 2024.

If a **Severe** Weather Signal is hoisted on Monday, 25 March 2024, for application of less than 1,000,000 Hong Kong Offer Shares, the despatch of physical Share certificate(s) will be made by ordinary post when the post office re-opens after the **Severe** Weather Signal is lowered or cancelled (e.g. in the afternoon of Monday, 25 March 2024 or on Tuesday, 26 March 2024).

If a **Severe** Weather Signal is hoisted on Tuesday, 26 March 2024, for application of 1,000,000 Hong Kong Offer Shares or more, physical Share certificate(s) will be available for collection in person at the Hong Kong Share Registrar’s office after the **Severe** Weather Signal is lowered or cancelled (e.g. in the afternoon of Tuesday, 26 March 2024 or on Wednesday, 27 March 2024).

**Prospective investors should be aware that if they choose to receive physical Share certificates issued in their own name, there may be a delay in receiving the Share certificates.**

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

### D. PUBLICATION OF RESULTS

#### Results of Allocation

You can check whether you are successfully allocated any Hong Kong Offer Shares and/or Reserved Shares through:

Platform	Date/ Time	
Applying through the <b>HK eIPO White Form</b> service or the <b>HK eIPO Blue Form</b> service or <b>HKSCC EIPO channel</b> :		
Website	<p>from “IPO Results” function in the <b>IPO App</b> (applicable for the <b>HK eIPO White Form</b> service only) or the designated results of allocations website at <a href="http://www.tricor.com.hk/ipo/result">www.tricor.com.hk/ipo/result</a> or <a href="http://www.hkeipo.hk/IPOResult">www.hkeipo.hk/IPOResult</a> with a “search by ID” function.</p> <p>The full list of (i) wholly or partially successful applicants using the <b>HK eIPO White Form</b> service, the <b>HK eIPO Blue Form</b> service and HKSCC EIPO channel, and (ii) the number of Hong Kong Offer Shares and/or the Reserved Shares conditionally allotted to them, among other things, will be displayed at <a href="http://www.hkeipo.hk/IPOResult">www.hkeipo.hk/IPOResult</a> or <a href="http://www.tricor.com.hk/ipo/result">www.tricor.com.hk/ipo/result</a>.</p>	24 hours, from 11:00 p.m. on Monday, 25 March 2024 to 12:00 midnight on Sunday, 31 March 2024 (Hong Kong time).
	<p>The Stock Exchange’s website at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> and our website at <a href="http://www.palasinoholdings.com">www.palasinoholdings.com</a> which will provide links to the above mentioned websites of the Hong Kong Share Registrar.</p>	No later than 11:00 p.m. on Monday, 25 March 2024 (Hong Kong time).
Telephone	+852 3691 8488 — the allocation results telephone enquiry line provided by the Hong Kong Share Registrar.	Between 9:00 a.m. and 6:00 p.m., from Tuesday, 26 March 2024 to Tuesday, 2 April 2024 (Hong Kong time) on a business day.
For those applying through HKSCC EIPO channel, you may also check with your broker or custodian from 6:00 p.m. on Friday, 22 March 2024 (Hong Kong time)		

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Friday, 22 March 2024 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

### **Allocation Announcement**

We expect to announce the results of the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the Preferential Offering and the basis of allocations of Hong Kong Offer Shares and Reserved Shares on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.palasinoholdings.com](http://www.palasinoholdings.com) by no later than 11:00 p.m. on Monday, 25 March 2024 (Hong Kong time).

### **E. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED HONG KONG OFFER SHARES AND/OR RESERVED SHARES**

You should note the following situations in which Hong Kong Offer Shares and/or Reserved Shares will not be allocated to you or the person(s) for whose benefit you are applying for:

**1. If your application is revoked:**

Your application or the application made by HKSCC Nominees on your behalf may be revoked pursuant to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

**2. If we or our agents exercise our discretion to reject your application:**

We, the Sole Overall Coordinator, the **HK eIPO White Form** Service Provider, the **HK eIPO Blue Form** Service Provider, the Hong Kong Share Registrar and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

**3. If the allocation of Hong Kong Offer Shares and/or Reserved Shares is void:**

The allocation of Hong Kong Offer Shares and/or Reserved Shares will be void if the Stock Exchange does not grant permission to list the Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Stock Exchange notifies us of that longer period within three weeks of the closing date of the application lists.

4. **If:**

- you make multiple applications or suspected multiple applications (other than an application (if any) made through the **HK eIPO Blue Form** service in your capacity as a Qualifying FEC Shareholder). You may refer to the paragraph headed “— A. Application for Hong Kong Offer Shares — 5. Multiple Applications Prohibited” in this section on what constitutes multiple applications;
- you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Hong Kong Offer Shares and International Offer Shares (except in respect of Reserved Shares applied for pursuant to the Preferential Offering);
- your application instruction is incomplete;
- your payment (or confirmation of funds, as the case may be) is not made correctly;
- the Underwriting Agreements do not become unconditional or are terminated;
- we or the Sole Overall Coordinator believe that by accepting your application, it or we would violate applicable securities or other laws, rules or regulations;
- your application is for more than 50% of the Hong Kong Offer Shares initially offered under the Hong Kong Public Offering.

5. **If there is money settlement failure for allotted Shares:**

Based on the arrangements between HKSCC Participants and HKSCC, HKSCC Participants will be required to hold sufficient application funds on deposit with their Designated Bank before balloting. After balloting of Hong Kong Offer Shares, the Receiving Bank will collect the portion of these funds required to settle each HKSCC Participant’s actual Hong Kong Offer Share allotment from their Designated Bank.

**There is a risk of money settlement failure.** In the extreme event of money settlement failure by a HKSCC Participant (or its Designated Bank), who is acting on your behalf in settling payment for your allotted shares, HKSCC will contact the defaulting HKSCC Participant and its Designated Bank to determine the cause of failure and request such defaulting HKSCC Participant to rectify or procure to rectify the failure.

However, if it is determined that such settlement obligation cannot be met, the affected Hong Kong Offer Shares will be reallocated to the Global Offering. Hong Kong Offer Shares applied for by you through the broker or custodian may be affected to the extent of the settlement failure. In the extreme case, you will not be allocated any Hong Kong Offer Shares due to the money settlement failure by such HKSCC Participant. None of us, the Relevant Persons, the Hong Kong Share Registrar and HKSCC is or will be liable if Hong Kong Offer Shares and/or Reserved Shares are not allocated to you due to the money settlement failure.

**F. DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES**

You will receive one Share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering and one Share certificate for all Reserved Shares allocated to you under the Preferential Offering (as the case may be) (except pursuant to applications made through the HKSCC EIPO channel where the Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of our Shares. No receipt will be issued for sums paid on application.

Share certificates will only become valid at 8:00 a.m. on Tuesday, 26 March 2024 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so entirely at their own risk.

The right is reserved to retain any Share certificate(s) and (if applicable) any surplus application monies pending clearance of application monies.

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

The following sets out the relevant procedures and time:

	The HK eIPO White Form service or HK eIPO Blue Form service	HKSCC EIPO channel
<b>Despatch/Collection of Share certificate<sup>(Note)</sup></b>		
<b>For application of 1,000,000 Hong Kong Offer Shares or Reserved Shares or more</b>	<p>Collection in person at the Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong</p> <p><b>Time:</b> from 9:00 a.m. to 1:00 p.m. on Tuesday, 26 March 2024 (Hong Kong time)</p> <p>If you are an individual, you must not authorise any other person to collect for you. If you are a corporate applicant, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop</p> <p>Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar</p> <p><i>Note:</i> If you do not collect your Share certificate(s) personally within the time above, it/they will be sent to the address specified in your application instructions by ordinary post at your own risk.</p>	<p>Share certificate(s) will be issued in the name of HKSCC Nominees, deposited into CCASS and credited to your designated HKSCC Participant's stock account</p> <p>No action by you is required</p>
<b>For application of less than 1,000,000 Hong Kong Offer Shares or Reserved Shares</b>	<p>Your Share certificate(s) will be sent to the address specified in your application instructions by ordinary post at your own risk</p> <p><b>Date:</b> Monday, 25 March 2024</p>	

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

	The <b>HK eIPO White Form</b> service or <b>HK eIPO Blue Form</b> service	<b>HKSCC EIPO channel</b>
<b>Refund mechanism for surplus application monies paid by you</b>		
<b>Date</b>	Tuesday, 26 March 2024	Subject to the arrangement between you and your broker or custodian
<b>Responsible party</b>	Hong Kong Share Registrar	Your broker or custodian
<b>Application monies paid through single bank account</b>	e-Auto Refund payment instructions to your designated bank account	Your broker or custodian will arrange refund to your designated bank account subject to the arrangement between you and it
<b>Application monies paid through multiple bank accounts</b>	Refund cheque(s) will be despatched to the address as specified in your application instructions by ordinary post at your own risk	

*Note:* Except in the event of a tropical cyclone warning signal number 8 or above, a black rainstorm warning and/or an “extreme conditions” announcement issued after a super typhoon in force in Hong Kong in the morning on Monday, 25 March 2024 rendering it impossible for the relevant Share certificates to be dispatched to HKSCC in a timely manner, the Company shall procure the Hong Kong Share Registrar to arrange for delivery of the supporting documents and Share certificates in accordance with the contingency arrangements as agreed between them. You may refer to “C. Severe Weather Arrangements” in this section.

### **G. ADMISSION OF THE SHARES INTO CCASS**

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants is required to take place in CCASS on the second Settlement Day after any trading day.

All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

You should seek the advice of your broker or other professional adviser for details of the settlement arrangement as such arrangements may affect your rights and interests.



## **H. PERSONAL DATA**

The following Personal Information Collection Statement applies to any personal data collected and held by the Company, the Hong Kong Share Registrar, the receiving bank and the Relevant Persons about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. This personal data may include client identifier(s) and your identification information. By giving application instructions to HKSCC, you acknowledge that you have read, understood and agree to all of the terms of the Personal Information Collection Statement below.

### **1. Personal Information Collection Statement**

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and the Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

### **2. Reasons for the collection of your personal data**

It is necessary for applicants and registered holders of Hong Kong Offer Shares to ensure that personal data supplied to the Company or its agents and the Hong Kong Share Registrar is accurate and up-to-date when applying for Hong Kong Offer Shares or transferring Hong Kong Offer Shares into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data or supplying inaccurate data may result in your application for Hong Kong Offer Shares being rejected, or in the delay or the inability of the Company or the Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of Hong Kong Offer Shares which you have successfully applied for and/or the despatch of Share certificate(s) to which you are entitled.

It is important that applicants for and holders of Hong Kong Offer Shares inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

### **3. Purposes**

Your personal data may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque and e-Auto Refund payment instruction(s), where applicable, verification of compliance with the terms and application procedures set out in this prospectus and announcing results of allocation of Hong Kong Offer Shares;

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of the holders of the Shares including, where applicable, HKSCC Nominees;
- maintaining or updating the register of members of the Company;
- verifying identities of applicants for and holders of the Shares and identifying any duplicate applications for the Shares;
- facilitating Hong Kong Offer Shares balloting;
- establishing benefit entitlements of holders of the Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and profiles of the holder of the Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to applicants and holders of the Shares and/or regulators and/or any other purposes to which applicants and holders of the Shares may from time to time agree.

#### **4. Transfer of personal data**

Personal data held by the Company and the Hong Kong Share Registrar relating to the applicants for and holders of Hong Kong Offer Shares will be kept confidential but the Company and the Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- the Company's appointed agents such as financial advisers, receiving bank and overseas principal share registrar;
- HKSCC or HKSCC Nominees, who will use the personal data and may transfer the personal data to the Hong Kong Share Registrar, in each case for the purposes of providing its services or facilities or performing its functions in accordance with its rules or procedures and operating FINI and CCASS (including where applicants for the Hong Kong Offer Shares request a deposit into CCASS);

## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, including for the purpose of the Stock Exchange's administration of the Listing Rules and the SFC's performance of its statutory functions; and
- any persons or institutions with which the holders of Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or brokers etc.

### **5. Retention of personal data**

The Company and the Hong Kong Share Registrar will keep the personal data of the applicants and holders of Hong Kong Offer Shares for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

### **6. Access to and correction of personal data**

Applicants for and holders of Hong Kong Offer Shares have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to the Company and the Hong Kong Share Registrar, at their registered address disclosed in the section headed "Corporate information" in this prospectus or as notified from time to time, for the attention of the company secretary, or the Hong Kong Share Registrar for the attention of the privacy compliance officer.

*The following is the text of a report set out on pages I-1 to I-67, received from the Company's reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.*

# Deloitte.

# 德勤

## ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF PALASINO HOLDINGS LIMITED AND GUOTAI JUNAN CAPITAL LIMITED

### Introduction

We report on the historical financial information of Palasino Holdings Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages I-4 to I-67, which comprise the combined statements of financial position of the Group as at 31 March 2021, 2022, 2023 and 30 September 2023, the statement of financial position of the Company as at 30 September 2023, the combined statements of profit or loss and other comprehensive income, the combined statements of changes in equity and the combined statements of cash flows of the Group for each of the three years ended 31 March 2023 and six months ended 30 September 2023 (the “**Track Record Period**”) and material accounting policy information and other explanatory information (together, the “**Historical Financial Information**”). The Historical Financial Information set out on pages I-4 to I-67 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 18 March 2024 (the “**Prospectus**”) in connection with the initial listing of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in note 1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

### Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 “Accountants' Reports on Historical Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in note 1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the Group's financial position as at 31 March 2021, 2022, 2023 and 30 September 2023, of the Company's financial position as at 30 September 2023 and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in note 1 to the Historical Financial Information.

### **Review of stub period comparative financial information**

We have reviewed the stub period comparative financial information of the Group which comprises the combined statement of profit or loss and other comprehensive income, the combined statement of changes in equity and the combined statement of cash flows for the six months ended 30 September 2022 and other explanatory information (the "**Stub Period Comparative Financial Information**"). The directors of the Company are responsible for the preparation and presentation of the Stub Period Comparative Financial Information in accordance with the basis of preparation and presentation set out in note 1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Stub Period Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation and presentation set out in note 1 to the Historical Financial Information.

**Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

*Adjustments*

The Historical Financial Information is stated after making such adjustments to the Underlying Financial Statements as defined on page I-4 as were considered necessary.

*Dividends*

We refer to note 12 to the Historical Financial Information which contains information about dividend declared or paid by group entities comprising the Group in respect of the Track Record Period and states that no dividend has been declared or paid by the Company since its incorporation.

*No historical financial statements for the Company*

No financial statements have been prepared for the Company since its date of incorporation.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

18 March 2024

**HISTORICAL FINANCIAL INFORMATION OF THE GROUP****Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The Historical Financial Information in this report was prepared based on the consolidated financial statements of Palasino Group, a.s. (formerly known as Trans World Hotels & Entertainment, a.s.) ("**Palasino Group**") and its subsidiaries for the Track Record Period, the management account of the Company from 6 July 2023 (date of incorporation) to 30 September 2023 and the management account of Palasino (BVI) Limited ("**Palasino BVI**") from 25 July 2023 (date of incorporation) to 30 September 2023 (together, the "**Underlying Financial Statements**"). The consolidated financial statements of Palasino Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and were audited by us in accordance with Hong Kong Standards on Auditing issued by the HKICPA.

The Historical Financial Information is presented in Hong Kong dollars ("**HK\$**") and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

## COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	NOTES	Year ended 31 March			Six months ended 30 September	
		2021	2022	2023	2022	2023
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
						(Unaudited)
Gaming revenue		107,914	278,458	390,403	172,074	194,279
Hotel, catering and related services revenue		37,857	72,738	138,618	68,679	84,008
Gaming, hotel, catering and related services revenues	6	145,771	351,196	529,021	240,753	278,287
Gaming tax		(36,964)	(94,965)	(133,097)	(58,448)	(67,351)
Inventories consumed		(4,919)	(13,090)	(25,076)	(11,324)	(14,520)
Other income	7(a)	76,413	42,235	5,172	3,019	2,946
Other gains and losses	7(b)	4,048	(6,605)	(12,192)	(6,288)	8,186
Depreciation and amortisation		(24,974)	(24,493)	(23,180)	(10,962)	(11,810)
Employee benefits expenses		(109,322)	(126,951)	(170,182)	(74,874)	(95,758)
Listing expenses		-	-	-	-	(14,452)
Other operating expenses		(42,883)	(74,788)	(105,274)	(47,593)	(56,656)
Finance costs	8	(3,651)	(3,489)	(3,576)	(1,583)	(1,974)
Profit before taxation	10	3,519	49,050	61,616	32,700	26,898
Income tax expense	9	(962)	(8,967)	(17,462)	(10,400)	(9,844)
<b>Profit for the year/period</b>		<b>2,557</b>	<b>40,083</b>	<b>44,154</b>	<b>22,300</b>	<b>17,054</b>
<b>Other comprehensive income (expense)</b>						
<i>Item that will not be reclassified to profit or loss:</i>						
Exchange difference arising from translation of functional currency to presentation currency		37,640	(7,296)	(9,275)	(48,952)	(19,085)
<i>Item that may be reclassified subsequently to profit or loss:</i>						
Exchange differences arising on translation of foreign operations		4,571	8,259	4,638	(560)	(331)
<b>Total comprehensive income (expense) for the year/period</b>		<b>44,768</b>	<b>41,046</b>	<b>39,517</b>	<b>(27,212)</b>	<b>(2,362)</b>



	Year ended 31 March			Six months ended	
	2021	2022	2023	30 September	
	HK\$'000	HK\$'000	HK\$'000	2022	2023
				HK\$'000	HK\$'000
				(Unaudited)	
<b>Profit for the year/period attributable to:</b>					
Owners of the Company	2,557	40,083	44,154	22,300	15,349
Non-controlling interests	–	–	–	–	1,705
	<u>2,557</u>	<u>40,083</u>	<u>44,154</u>	<u>22,300</u>	<u>17,054</u>
<b>Total comprehensive income (expense)</b>					
<b>for the year/period attributable to:</b>					
Owners of the Company	44,768	41,046	39,517	(27,212)	(2,126)
Non-controlling interests	–	–	–	–	(236)
	<u>44,768</u>	<u>41,046</u>	<u>39,517</u>	<u>(27,212)</u>	<u>(2,362)</u>

## COMBINED STATEMENTS OF FINANCIAL POSITION

	NOTES	As at 31 March			As at 30
		2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	September 2023 HK\$'000
<b>Non-current assets</b>					
Property and equipment	14	399,514	378,596	365,500	355,266
Deposits for acquisition of equipment	20	–	1,883	2,696	–
Deposits for gaming licence	20	10,500	10,800	10,800	10,200
Intangible assets	15	–	870	4,046	3,172
Right-of-use assets	16	19,022	21,149	25,853	23,944
Loan to a related party	21(b)	–	–	39,165	–
Pledged bank deposits	22	6,002	4,212	4,059	4,202
Deferred tax assets	28	–	–	–	35
		<u>435,038</u>	<u>417,510</u>	<u>452,119</u>	<u>396,819</u>
<b>Current assets</b>					
Inventories	17	1,358	1,805	2,277	2,067
Financial assets at fair value through profit or loss	18	26,984	41,047	21,089	21,378
Trade receivables	19	916	4,876	7,058	9,386
Other receivables, deposits and prepayments	20	25,790	17,382	13,175	20,335
Amounts due from fellow subsidiaries	21(a)	–	–	35,013	1,443
Amount due from an intermediate holding company	21(c)	–	–	–	–*
Cash and cash equivalents	22	<u>31,349</u>	<u>94,537</u>	<u>86,084</u>	<u>77,549</u>
		<u>86,397</u>	<u>159,647</u>	<u>164,696</u>	<u>132,158</u>
<b>Current liabilities</b>					
Trade payables	23	5,770	7,024	6,294	6,007
Other payables	24	41,271	58,390	66,646	84,260
Income tax payable		347	7,768	9,255	3,418
Contract liabilities	25	300	1,642	1,955	2,355
Lease liabilities	26	869	1,312	1,446	1,392
Bank and other borrowings	27	<u>8,757</u>	<u>8,575</u>	<u>31,191</u>	<u>8,825</u>
		<u>57,314</u>	<u>84,711</u>	<u>116,787</u>	<u>106,257</u>
<b>Net current assets</b>		<u>29,083</u>	<u>74,936</u>	<u>47,909</u>	<u>25,901</u>
<b>Total assets less current liabilities</b>		<u>464,121</u>	<u>492,446</u>	<u>500,028</u>	<u>422,720</u>

\* The balance represents amount less than HK\$1,000.

	NOTES	As at 31 March			As at 30
		2021	2022	2023	September
		HK\$'000	HK\$'000	HK\$'000	2023
					HK\$'000
<b>Non-current liabilities</b>					
Bank and other borrowings	27	84,781	72,835	38,998	56,293
Lease liabilities	26	56,580	58,884	63,420	59,196
Other payables	24	8,732	6,388	4,038	3,532
Deferred tax liabilities	28	6,829	6,094	5,810	6,081
		<u>156,922</u>	<u>144,201</u>	<u>112,266</u>	<u>125,102</u>
<b>Net assets</b>		<u>307,199</u>	<u>348,245</u>	<u>387,762</u>	<u>297,618</u>
<b>Capital and reserves</b>					
Share capital	29	37,000	37,000	37,000	37,000
Reserves		<u>270,199</u>	<u>311,245</u>	<u>311,986</u>	<u>230,856</u>
Equity attributable to owners of the Company		307,199	348,245	348,986	267,856
Non-controlling interests		–	–	38,776	29,762
<b>Total equity</b>		<u>307,199</u>	<u>348,245</u>	<u>387,762</u>	<u>297,618</u>

## STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	<i>Notes</i>	<b>As at 30 September 2023 HK\$'000</b>
<b>Non-current asset</b>		
Investment in a subsidiary		—*
<b>Current assets</b>		
Deferred issue costs and other prepayments	20	2,061
Amount due from a subsidiary	21(d)	9
Amount due from an intermediate holding company	21(c)	—*
Amount due from a fellow subsidiary	21(a)	676
		<u>2,746</u>
<b>Current liabilities</b>		
Other payables	24	10,263
Amount due to a subsidiary	21(d)	1,404
		<u>11,667</u>
<b>Net current liabilities</b>		<u>(8,921)</u>
<b>Net liabilities</b>		<u><u>(8,921)</u></u>
<b>Capital and reserves</b>		
Share capital	29	—*
Reserves	29	(8,921)
<b>Total deficiency</b>		<u><u>(8,921)</u></u>

\* The balances represent amount less than HK\$1,000.

No statement of financial position as at 31 March 2021, 2022 and 2023 is presented as the Company has not been incorporated at that time.

## COMBINED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company						Sub-total HK\$'000	Non- controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000 (note 29)	Foreign exchange reserve HK\$'000	Merger reserve HK\$'000	Capital reserve HK\$'000	Other reserve HK\$'000	Retained profits HK\$'000			
At 1 April 2020	37,000	(96,107)	-	-	-	399,519	340,412	-	340,412
Profit for the year	-	-	-	-	-	2,557	2,557	-	2,557
Exchange difference arising from translation of functional currency to presentation currency	-	37,640	-	-	-	-	37,640	-	37,640
Exchange differences arising on translation of foreign operations	-	4,571	-	-	-	-	4,571	-	4,571
Total comprehensive income for the year	-	42,211	-	-	-	2,557	44,768	-	44,768
Amalgamation with holding companies (note 1)	-	-	-	-	(77,981)	-	(77,981)	-	(77,981)
At 31 March 2021	37,000	(53,896)	-	-	(77,981)	402,076	307,199	-	307,199
Profit for the year	-	-	-	-	-	40,083	40,083	-	40,083
Exchange difference arising from translation of functional currency to presentation currency	-	(7,296)	-	-	-	-	(7,296)	-	(7,296)
Exchange differences arising on translation of foreign operations	-	8,259	-	-	-	-	8,259	-	8,259
Total comprehensive income for the year	-	963	-	-	-	40,083	41,046	-	41,046
At 31 March 2022	37,000	(52,933)	-	-	(77,981)	442,159	348,245	-	348,245
Profit for the year	-	-	-	-	-	44,154	44,154	-	44,154
Exchange difference arising from translation of functional currency to presentation currency	-	(9,275)	-	-	-	-	(9,275)	-	(9,275)
Exchange differences arising on translation of foreign operations	-	4,638	-	-	-	-	4,638	-	4,638
Total comprehensive (expense) income for the year	-	(4,637)	-	-	-	44,154	39,517	-	39,517
Group reorganisation (note 2)	-	-	(38,776)	-	-	-	(38,776)	38,776	-
At 31 March 2023	37,000	(57,570)	(38,776)	-	(77,981)	486,313	348,986	38,776	387,762

	Attributable to owners of the Company								Total HK\$'000
	Share capital HK\$'000 (note 29)	Foreign exchange reserve HK\$'000	Merger reserve HK\$'000	Capital reserve HK\$'000	Other reserve HK\$'000	Retained profits HK\$'000	Sub-total HK\$'000	Non- controlling interests HK\$'000	
At 1 April 2023	37,000	(57,570)	(38,776)	-	(77,981)	486,313	348,986	38,776	387,762
Profit for the period	-	-	-	-	-	15,349	15,349	1,705	17,054
Exchange difference arising from translation of functional currency to presentation currency	-	(17,177)	-	-	-	-	(17,177)	(1,908)	(19,085)
Exchange differences arising from translation of foreign operations	-	(298)	-	-	-	-	(298)	(33)	(331)
Total comprehensive (expense) income for the period	-	(17,475)	-	-	-	15,349	(2,126)	(236)	(2,362)
Deemed contribution from shareholder (note 3)	-	-	-	5,203	-	-	5,203	578	5,781
Dividends recognised as distribution (note 12)	-	-	-	-	-	(84,207)	(84,207)	(9,356)	(93,563)
At 30 September 2023	<u>37,000</u>	<u>(75,045)</u>	<u>(38,776)</u>	<u>5,203</u>	<u>(77,981)</u>	<u>417,455</u>	<u>267,856</u>	<u>29,762</u>	<u>297,618</u>
At 1 April 2022	37,000	(52,933)	-	-	(77,981)	442,159	348,245	-	348,245
Profit for the period (unaudited)	-	-	-	-	-	22,300	22,300	-	22,300
Exchange difference arising from translation of functional currency to presentation currency (unaudited)	-	(48,952)	-	-	-	-	(48,952)	-	(48,952)
Exchange differences arising from translation of foreign operations (unaudited)	-	(560)	-	-	-	-	(560)	-	(560)
Total comprehensive (expense) income for the period (unaudited)	-	(49,512)	-	-	-	22,300	(27,212)	-	(27,212)
At 30 September 2022 (unaudited)	<u>37,000</u>	<u>(102,445)</u>	<u>-</u>	<u>-</u>	<u>(77,981)</u>	<u>464,459</u>	<u>321,033</u>	<u>-</u>	<u>321,033</u>

## Notes:

- On 1 April 2020, the then holding companies of Palasino Group amalgamated with Palasino Group and they ceased to exist as separate entities after completion of the amalgamation ("Amalgamation"). Palasino Group became the surviving amalgamated company with HK\$77,981,000 recognised as a deemed distribution for net liabilities assumed from the holding companies.
- Pursuant to the Reorganisation as defined and set out in Note 1, 10% equity interest of Turbo Century Limited ("Turbo"), a company indirectly owned by Far East Consortium International Limited ("FEC") and indirectly owned 100% equity interest of Palasino Group, is acquired by Dateplum Harvest Limited ("Dateplum"), an independent third party, on 20 March 2023. Dateplum is accounted as the non-controlling interests of the Company and accordingly, 10% of net assets of the Group is attributable to non-controlling interests since 20 March 2023.
- The amount represents the portion of listing expenses and issue costs in excess of those relating to sales of shares by FEC, which is treated as deemed contribution.

## COMBINED STATEMENTS OF CASH FLOWS

	Year ended 31 March			Six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
					(Unaudited)
OPERATING ACTIVITIES					
Profit before taxation	3,519	49,050	61,616	32,700	26,898
Adjustments for:					
Finance costs	3,651	3,489	3,576	1,583	1,974
Interest income	–	(52)	(2,957)	(714)	(2,931)
Amortisation of intangible assets	–	–	–	–	1,077
Acquisition cost for bidding casino licence in Poland ( <i>Note 35(f)</i> )	–	–	–	–	130
Depreciation of property and equipment	24,593	24,083	22,181	10,566	10,247
Depreciation of right-of-use assets	381	410	999	396	486
Fair value change on financial assets at fair value through profit or loss	(4,518)	1,533	3,107	4,708	(17)
(Reversal of) impairment losses under credit loss model, net of reversal	(612)	324	(331)	2	–
Net loss (gain) on disposal of property and equipment	38	(143)	(107)	(106)	(17)
Net unrealised foreign exchange loss (gain)	6,642	2,270	10,035	(11,605)	(4,463)
Operating cashflows before movements in working capital	33,694	80,964	98,119	37,530	33,384
Decrease (increase) in trade receivables	3,459	(4,185)	(1,863)	129	(2,720)
(Increase) decrease in other receivables, deposits and prepayments	(6,076)	8,198	4,207	(4,280)	(7,845)
Decrease (increase) in inventories	763	(408)	(472)	(264)	83
Increase (decrease) in trade payables	5,770	1,089	(730)	(3,090)	63
(Decrease) increase in other payables	(21,116)	16,759	8,152	2,595	13,214
(Decrease) increase in contract liabilities	(980)	1,333	313	146	509
Cash generated from operations	15,514	103,750	107,726	32,766	36,688
Income taxes refund (paid)	4,313	(2,486)	(16,258)	(10,729)	(15,811)
NET CASH FROM OPERATING ACTIVITIES	19,827	101,264	91,468	22,037	20,877

	Year ended 31 March			Six months ended	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(Unaudited)	
INVESTING ACTIVITIES					
Interest received from banks	–	52	661	351	12
Interest received from related parties	–	–	2,296	363	2,152
Placement of deposits for acquisition of property and equipment	–	(1,883)	(2,696)	(238)	–
Purchase of property and equipment	(13,566)	(2,202)	(24,303)	(3,831)	(15,480)
Purchase of intangible assets	–	(870)	(3,176)	(1,847)	(266)
Advance to a related party	–	–	(39,165)	(34,825)	–
Repayment from a fellow subsidiary	–	–	–	–	12,911
Proceed of disposals of property and equipment	–	2,185	4,374	629	17
Net cash outflow on acquisition of a subsidiary (Note 35(f))	–	–	–	–	(176)
Advance to a fellow subsidiary	–	–	(35,013)	–	(17,327)
Purchase of financial assets at fair value through profit or loss	(6,904)	(19,052)	(60,912)	(23,706)	(18,843)
Withdrawal of financial assets at fair value through profit or loss	8,630	2,598	76,464	39,492	17,357
Release of pledged bank deposits	–	1,961	–	–	–
	<u>–</u>	<u>1,961</u>	<u>–</u>	<u>–</u>	<u>–</u>
NET CASH USED IN INVESTING ACTIVITIES	<u>(11,840)</u>	<u>(17,211)</u>	<u>(81,470)</u>	<u>(23,612)</u>	<u>(19,643)</u>
FINANCING ACTIVITIES					
Repayments of lease liabilities	(850)	(894)	(1,033)	(523)	(674)
Repayments of bank and other borrowings	(11,472)	(14,801)	(11,221)	(3,237)	(3,754)
Settlement of consideration payable	(2,724)	(2,588)	(2,246)	(954)	(959)
Interest paid	(3,651)	(3,489)	(3,576)	(1,583)	(1,974)
Share issue costs paid	–	–	–	–	(150)
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(150)</u>
NET CASH USED IN FINANCING ACTIVITIES	<u>(18,697)</u>	<u>(21,772)</u>	<u>(18,076)</u>	<u>(6,297)</u>	<u>(7,511)</u>



	Year ended 31 March			Six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(10,710)	62,281	(8,078)	(7,872)	(6,277)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR/PERIOD	37,189	31,349	94,537	94,537	86,084
EFFECT OF FOREIGN RATE CHANGES	<u>4,870</u>	<u>907</u>	<u>(375)</u>	<u>(4,441)</u>	<u>(2,258)</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR/PERIOD	<u>31,349</u>	<u>94,537</u>	<u>86,084</u>	<u>82,224</u>	<u>77,549</u>
Analysis of the balances of cash and cash equivalents, representing bank balances and cash	<u>31,349</u>	<u>94,537</u>	<u>86,084</u>	<u>82,224</u>	<u>77,549</u>

**NOTES TO THE HISTORICAL FINANCIAL INFORMATION OF PALASINO HOLDINGS LIMITED****1. GENERAL, GROUP REORGANISATION AND BASIS OF PREPARATION AND PRESENTATION OF HISTORICAL FINANCIAL INFORMATION**

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Act (As Revised) of the Cayman Islands on 6 July 2023. The addresses of the Company's registered office and the principal place of business are disclosed in the paragraph headed "Corporate Information" to the Prospectus. The ultimate controlling shareholder of the Company is Tan Sri Dato' David CHIU, who controls the Company through the investment holding company incorporated in the Cayman Islands, namely FEC, which shares are listed on the Stock Exchange.

The Company acts as an investment holding company and the operating subsidiaries, as disclosed in Note 35, are principally engaged in the hospitality and gaming business in Germany, Austria and the Czech Republic (the "**Business**").

The Company's functional currency is Czech Koruna ("**CZK**"). The combined financial statements are presented in Hong Kong dollars ("**HK\$**") as the directors of the Company consider that the Hong Kong dollar is the most appropriate presentation currency in view of the Company's place of proposed listing.

The Historical Financial Information has been prepared based on the accounting policies which conform with HKFRSs issued by the HKICPA.

Prior to incorporation of the Company and the completion of the reorganisation as described below (the "**Reorganisation**"), the Business was mainly carried out by Palasino Group, a limited liability company incorporated in the Czech Republic and its subsidiaries (the "**Operating Entities**").

In preparation of the listing of the Company's shares on the Stock Exchange (the "**Listing**"), the companies comprising the Group underwent Reorganisation to incorporate the Company as the holding Company of the companies which now comprise the Group to conduct the Business as described below.

- (a) On 6 July 2023, the Company was incorporated under the laws of the Cayman Islands as an exempted company with limited liability. Upon incorporation, one share was allotted and issued to the initial subscriber, who transferred the one share to Ample Bonus Limited ("**Ample**"), a company directly wholly-owned by FEC. Upon completion of such allotment, the Company was wholly-owned by Ample.
- (b) On 25 July 2023, Palasino BVI was incorporated in the British Virgin Islands (the "**BVI**") with limited liability and one share was allotted and issued as fully paid to the Company on 27 July 2023.
- (c) On 18 December 2023, Palasino (Cayman) Limited ("**Cayman Holdco**") was incorporated in the Cayman Islands with limited liability and one share was allotted and issued as fully paid to the initial subscriber, who transferred the one share to the Company on the same date.
- (d) On 22 January 2024, the entire equity interest of Trans World Hotels Germany GmbH ("**Trans World Germany**") was transferred to the Company by Palasino Group in consideration of EURO ("**EUR**")11,869,000 (equivalent to approximately HK\$101,480,000).
- (e) On 2 February 2024, FEC Overseas Investment (UK) Limited ("**FEC UK**") and Cayman Holdco entered into a share contribution agreement whereby FEC UK contributes 100% of the equity interest in Palasino Group for 99 newly issued shares in Cayman Holdco, representing 99% of Cayman Holdco's issued shares upon completion of the allotment and issuance of shares (the "**Share Contribution**"). Upon completion of the Share Contribution, Palasino Group was wholly-owned by Cayman Holdco.
- (f) On 21 February 2024, the 99% shareholding interest in Cayman Holdco held by FEC UK was transferred to Ample by FEC UK in consideration of approximately United States dollars ("**USD**") 42,000,000 (equivalent to approximately HK\$327,600,000). Upon completion of the share transfer, Cayman Holdco was owned as to 99% by Ample and 1% by the Company.

- (g) On 21 February 2024, the 10% shareholding interest in Cayman Holdco held by Ample was transferred to Dateplum, an independent party not connected to FEC, by Ample in consideration of Dateplum transferring the 10% shareholding interest in Turbo held by Dateplum to Ample. Upon completion of the share transfers, Cayman Holdco was owned as to 89% by Ample, 1% by the Company and 10% by Dateplum.
- (h) On 1 March 2024, the 89% shareholding interest in Cayman Holdco held by Ample was transferred to the Company by Ample, in consideration of the Company issuing 89 Shares to Ample, representing 89% of the Company's total share capital upon completion of the allotment and issuance of shares. On the same day, the 10% shareholding interest in Cayman Holdco held by Dateplum was transferred to the Company by Dateplum, in consideration of the Company issuing 10 Shares to Dateplum, representing 10% of the Company's total share capital upon completion of the allotment and issuance of shares. After such issuances, the Company was owned as to 90% by Ample and 10% by Dateplum.

Except for step (d) which constituted an internal reorganisation within the Group, upon the completion of the above steps, the Company became the holding company of the companies now comprising the Group. The Group comprising the Company and its subsidiaries resulting from the Reorganisation have always been under the control of Ample and is regarded as a continuing entity. Accordingly, the combined statements of profit or loss and other comprehensive income, combined statements of changes in equity and combined statements of cash flows for the years ended 31 March 2021, 31 March 2022 and 31 March 2023 and six months ended 30 September 2023 have been prepared to include the results, changes in equity and cash flows of the companies now comprising the Group as if the group structure upon the completion of the Reorganisation (except for the non-controlling interest held by Dateplum) had been in existence throughout the years ended 31 March 2021, 31 March 2022 and 31 March 2023 and six months ended 30 September 2023, or since their respective dates of incorporation where this is a shorter period.

The combined statements of financial position as at 31 March 2021, 2022, 2023 and 30 September 2023 have been prepared to present the carrying amounts of the assets and liabilities of the companies now comprising the Group as if the group structure upon the completion of the Reorganisation (except for the non-controlling interest held by Dateplum) had been in existence at those dates taking into account the respective dates of the incorporation, where applicable.

No statutory financial statements of the Company have been prepared since its date of incorporation as it is incorporated in the jurisdiction where there are no statutory audit requirements.

## 2. APPLICATION OF HKFRSs

For the purpose of preparing and presenting the Historical Financial Information for the Track Record Period, the Group has consistently applied the accounting policies which conform with HKFRSs issued by the HKICPA that are effective for the Group's financial year beginning 1 April 2023 and throughout the Track Record Period.

The Group has not early applied the following amendments to HKFRSs in issue which 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 <sup>1</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>2</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>2</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>2</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>3</sup>

<sup>1</sup> Effective for the Group's annual periods beginning on or after a date to be determined

<sup>2</sup> Effective for the Group's annual periods beginning on or after 1 April 2024

<sup>3</sup> Effective for the Group's annual periods beginning on or after 1 April 2025

The management of the Group anticipate that the application of all amendments to HKFRSs will have no material impact on the Group's financial position and financial performance in the foreseeable future.

### 3. MATERIAL ACCOUNTING POLICY INFORMATION

The Historical Financial Information has been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period (as explained in the accounting policies below) and in accordance with the following accounting policies which conform with HKFRSs issued by the HKICPA. In addition, the Historical Financial Information includes the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this Historical Financial Information is determined on such a basis, except for leasing transactions that are within the scope of HKFRS 16 "Leases", and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 "Impairment of assets".

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

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

The principal accounting policies adopted are set out below.

#### **Basis of consolidation**

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

#### *Changes in the Group's interests in existing subsidiaries*

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

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

#### **Revenue from contracts with customers**

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

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

A receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

*Contracts with multiple performance obligations (including allocation of transaction price)*

For contracts that contain more than one performance obligations including obligation to provide goods or services to patrons on complementary basis and patron's options to acquire additional goods or services for free or at a discount in future granted under customer relationship programs, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

*Revenue recognition*

The Group's revenue contracts with customers consist of gaming, hotel rooms, food and beverage and other transactions.

Gaming revenue is the aggregate net difference between gaming wins and losses. The Group accounts for gaming revenue on a portfolio basis given the similar characteristics of wagers by recognising net win per gaming day.

For gaming operations that the Group provides award points to customers under loyalty programs, the Group allocates a portion of the gaming revenue to the loyalty programs liabilities based on its relative stand-alone selling price of such award points (less estimated breakage). Such allocated amount is deferred revenue and recognised as loyalty programs liabilities until customers redeem the award points for free goods and services. Upon redemption, the deferred consideration of each good and service is allocated to the respective type of revenue.

The transaction price of hotel rooms, food and beverage, and other transactions is the net amount collected from the customer for such goods and services. The transaction price for such transactions is recorded as revenue when the good or service is transferred or rendered to the customer during their stay at the hotel or when the delivery is made for the food and beverage and other services.

**Foreign currencies**

In preparing the financial statements of the each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges

prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income.

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

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

Exchange differences relating to the retranslation of the Group's net assets in CZK to the Group's presentation currency (i.e. HK\$) are recognised directly in other comprehensive income and accumulated in foreign exchange reserve. Such exchange differences accumulated in the foreign exchange reserve are not reclassified to profit or loss subsequently.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

#### **Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the combined statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are represented under "other income".

#### **Short-term employee benefits**

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

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

#### **Cash and cash equivalents**

Cash and cash equivalents presented on the combined statements of financial position include cash, which comprises of cash on hand and demand deposits.

**Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

Current and deferred tax are recognised in profit or loss.

**Property and equipment**

Property and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than freehold lands as described below). Property and equipment are stated in the combined statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the combined statements of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property and equipment.

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

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

#### **Intangible asset**

Intangible asset not yet available for use with finite useful life that is acquired separately is carried at cost less any accumulated impairment losses. Amortisation for intangible asset with finite useful life commences when the asset is available for use and is recognised on a straight line basis over its estimated useful life. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

#### **Leases**

##### *Definition of a lease*

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

The Group assesses whether a contract is or contains a lease at inception, modification date or business acquisition date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

##### *Short-term leases and leases of low-value assets*

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

##### *The Group as lessee*

##### *Right-of-use assets*

The Group recognises right-of-use asset at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

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



- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

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

#### *Refundable rental deposits*

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

#### *Lease liabilities*

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- variable lease payments that depend on an index or a rate.

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease payments change due to changes in an index or a rate, in which case the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

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

#### **Impairment losses on property and equipment, intangible assets and right-of-use assets**

At the end of each reporting period, the Group reviews the carrying amounts of its property and equipment, intangible assets and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any. Intangible asset not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate

that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

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

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

#### **Financial instruments**

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

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

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

#### ***Financial assets***

##### *Classification and subsequent measurement of financial assets*

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

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

All other financial assets are subsequently measured at fair value.

*Amortised cost and interest income*

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

*Financial assets at FVTPL*

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

*Impairment of financial assets subject to impairment assessment under HKFRS 9*

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, other receivables and deposits, deposits for gaming licence, amount due from a fellow subsidiary, loan to a related party, pledged bank deposits and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at the end of each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always assesses lifetime ECL for trade receivables.

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

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk. e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default; (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

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

(ii) Definition of default

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

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

(iii) Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

## (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any subsequent recoveries are recognised in profit or loss.

## (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

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

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

- Nature of financial instruments;
- Past-due status; and
- Nature, size and industry of debtors.

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

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

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

*Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

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

*Financial liabilities and equity**Classification as debt or equity*

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

*Equity instruments*

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

*Financial liabilities*

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

*Financial liabilities at amortised cost*

Financial liabilities (including trade payables, other payables, amount due to a subsidiary of the Company, and bank and other borrowings) are subsequently measured at amortised cost, using the effective interest method.

*Derecognition of financial liabilities*

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

**4. KEY SOURCES OF ESTIMATION UNCERTAINTY**

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

The estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimate is recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

***Impairment assessment of the property and equipment and right-of-use assets related to Trans World Hotels Austria GmbH ("Trans World Austria")***

In determining whether impairment loss of property and equipment and right-of-use assets related to Trans World Austria should be recognised or reversed, the management of the Group has to make estimation on the recoverable amounts of the property and equipment and right-of-use assets related to Trans World Austria. Changes in the key assumptions, including the pre-tax discount rate, terminal growth rate and expected changes in revenues and costs in the discounted cash flow projections, could materially affect the recoverable amounts.

The management of the Group considered there was indication (i.e. operating loss) for impairment for these property and equipment and right-of-use assets for the years ended 31 March 2021, 2022, 2023 and six months ended 30 September 2023 and prepared discounted cash flow projections for Trans World Austria based on the financial budget approved by the management of the Group and engaged an independent professional valuer to conduct impairment assessment on these property and equipment and right-of-use assets by estimating their recoverable amounts. At 31 March 2021, 2022, 2023 and 30 September 2023, the carrying amounts of the property and equipment and right-of-use assets related to Trans World Austria were approximately HK\$32,848,000 and HK\$11,475,000, HK\$28,068,000 and HK\$11,507,000, HK\$24,405,000 and HK\$16,808,000 and HK\$21,516,000 and HK\$15,665,000, respectively, after taking into account the accumulated impairment of HK\$53,186,000 and HK\$16,087,796, HK\$54,706,000 and HK\$16,547,000, HK\$54,706,000 and HK\$16,547,000 and HK\$51,660,000 and HK\$15,556,000 respectively. The Group estimated the recoverable amount of the property and equipment and right-of-use assets related to Trans World Austria based on value in use and concluded that the carrying amount of these assets does not materially differ from their recoverable amount. Accordingly, no impairment loss or reversal was recognised during the Track Record Period.

#### *Deferred tax assets*

As at 31 March 2021, 2022, 2023 and 30 September 2023, no deferred tax asset has been recognised on the tax losses of HK\$121,759,000, HK\$129,787,000, HK\$134,708,000 and HK\$125,750,000 and deductible temporary difference of HK\$88,622,000, HK\$88,703,000, HK\$85,225,000 and HK\$79,568,000 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on how the economic condition in Europe. In cases where the actual future taxable profits generated are more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a recognition takes place.

## 5. SEGMENT INFORMATION

The Group is currently organised into two reportable segments – gaming operations, and hotel and catering operations. Principal activities of these two reportable segments are as follows:

- (i) Gaming operations – operation of casinos
- (ii) Hotel and catering operations – operation of hotel, catering and related services

Reportable segments are reported in a manner consistent with the internal reporting provided to the executive director of the Company, being the chief operating decision maker (the “CODM”). CODM, who is responsible for allocating resources and assessing performance of the reportable segments, has been identified as a group of senior management that makes strategic decisions.

The CODM regularly analyses gaming operations in terms of table gaming operations and slot machine gaming operations for each casino, and the relevant revenues and operating results are reviewed as a whole for resources allocation and performance assessment. For hotel and catering operations, the CODM regularly reviews the performance on the basis of the individual hotel. For segment reporting under HKFRS 8 Operating Segments, financial information of the Group’s hotels with similar economic characteristics has been aggregated into a single reportable segment named “hotel and catering operations”.

Segment information about these businesses is presented below:

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

	Year ended 31 March			Six months ended	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
					(Unaudited)
<b>Segment revenue</b>					
Gaming operations: recognised at a point in time	107,914	278,458	390,403	172,074	194,279
Hotel and catering operations:					
Catering operations:					
recognised at a point in time	14,274	31,071	62,380	28,910	35,629
Hotel operations:					
recognised over time	<u>23,583</u>	<u>41,667</u>	<u>76,238</u>	<u>39,769</u>	<u>48,379</u>
Revenue from contracts with customers:					
recognised at a point in time	122,188	309,529	452,783	200,984	229,908
recognised over time	<u>23,583</u>	<u>41,667</u>	<u>76,238</u>	<u>39,769</u>	<u>48,379</u>
	<u>145,771</u>	<u>351,196</u>	<u>529,021</u>	<u>240,753</u>	<u>278,287</u>
<b>Segment results</b>					
Gaming operations	17,097	73,087	102,691	48,852	41,617
Hotel and catering operations	2,208	6,899	4,317	7,742	5,847
Unallocated corporate income	4,518	195	3,064	819	11,084
Unallocated corporate expenses	<u>(20,304)</u>	<u>(31,131)</u>	<u>(48,456)</u>	<u>(24,713)</u>	<u>(31,650)</u>
Profit before taxation	<u>3,519</u>	<u>49,050</u>	<u>61,616</u>	<u>32,700</u>	<u>26,898</u>

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the profit before taxation from each segment without allocation of listing expenses, certain finance costs and corporate income and expenses. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.



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

	As at 31 March			As at
	2021	2022	2023	30
	HK\$'000	HK\$'000	HK\$'000	September
				2023
				HK\$'000
<b>ASSETS</b>				
Segment assets:				
– gaming operations	139,920	133,874	124,269	147,471
– hotel and catering operations	265,065	269,072	255,142	228,556
	<u>404,985</u>	<u>402,946</u>	<u>379,411</u>	<u>376,027</u>
Other unallocated assets	116,450	174,211	237,404	152,950
	<u>521,435</u>	<u>577,157</u>	<u>616,815</u>	<u>528,977</u>
Group's total				
<b>LIABILITIES</b>				
Bank and other borrowings:				
– gaming operations	1,554	1,160	724	490
– hotel and catering operations	91,984	80,250	69,465	64,628
	<u>93,538</u>	<u>81,410</u>	<u>70,189</u>	<u>65,118</u>
Other segment liabilities:				
– gaming operations	636	9,398	11,199	5,392
– hotel and catering operations	113,233	130,010	141,855	154,767
	<u>113,869</u>	<u>139,408</u>	<u>153,054</u>	<u>160,159</u>
Total segment liabilities	207,407	220,818	223,243	225,277
Unallocated liabilities	6,829	8,094	5,810	6,082
	<u>214,236</u>	<u>228,912</u>	<u>229,053</u>	<u>231,359</u>
Group's total				

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

- (i) other unallocated assets include mainly certain property and equipment, deposits for acquisition of equipment, intangible assets, certain right-of-use assets, loan to a related party, financial assets at FVTPL, certain other receivables, deposits and prepayments, amounts due from fellow subsidiaries, amount due from an intermediate holding company, deferred tax assets and certain cash and cash equivalents.
- (ii) unallocated liabilities include mainly certain other payables, deferred tax liabilities and certain lease liabilities.
- (iii) all assets are allocated to reportable segments, other than assets not attributable to respective segments as mentioned in above (i).
- (iv) all liabilities are allocated to reportable segments, other than liabilities not attributable to respective segments as mentioned in above (ii).

## (c) Other segment information of the Group

Amounts included in the measurement of segment profit or loss:

**For the year ended 31 March 2021**

	<b>Gaming operations</b>	<b>Hotel and catering operations</b>	<b>Unallocated</b>	<b>Total</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Depreciation of right-of-use assets	–	381	–	381
Depreciation of property and equipment	9,820	5,678	9,095	24,593
Net loss on disposal of property and equipment	–	–	38	38
Finance costs	–	3,651	–	3,651
Income tax expense	947	15	–	962
Impairment losses reversed	–	(612)	–	(612)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**For the year ended 31 March 2022**

	<b>Gaming operations</b>	<b>Hotel and catering operations</b>	<b>Unallocated</b>	<b>Total</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Depreciation of right-of-use assets	–	410	–	410
Depreciation of property and equipment	9,544	6,058	8,481	24,083
Net gain on disposal of property and equipment	–	–	(143)	(143)
Bank interest income	–	–	(52)	(52)
Finance costs	–	3,489	–	3,489
Income tax expense	8,952	15	–	8,967
Impairment losses recognised	–	324	–	324
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**For the year ended 31 March 2023**

	<b>Gaming operations</b>	<b>Hotel and catering operations</b>	<b>Unallocated</b>	<b>Total</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Depreciation of right-of-use assets	–	563	436	999
Depreciation of property and equipment	7,406	6,005	8,770	22,181
Net gain on disposal of property and equipment	–	–	(107)	(107)
Bank interest income	–	–	(661)	(661)
Interest income from related parties	–	–	(2,296)	(2,296)
Finance costs	–	3,504	72	3,576
Income tax expense	17,447	15	–	17,462
Impairment losses reversed	–	(331)	–	(331)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

## For the six months ended 30 September 2022 (Unaudited)

	Gaming operations HK\$'000	Hotel and catering operations HK\$'000	Unallocated HK\$'000	Total HK\$'000
Depreciation of right-of-use assets	–	396	–	396
Depreciation of property and equipment	3,487	3,020	4,059	10,566
Net gain on disposal of property and equipment	–	–	(106)	(106)
Bank interest income	–	–	(351)	(351)
Finance costs	–	1,548	35	1,583
Interest income from a related party	–	–	(363)	(363)
Income tax expense	10,392	8	–	10,400
Impairment losses recognised	–	2	–	2
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

## For the six months ended 30 September 2023

	Gaming operations HK\$'000	Hotel and catering operations HK\$'000	Unallocated HK\$'000	Total HK\$'000
Depreciation of right-of-use assets	–	274	212	486
Depreciation of property and equipment	3,619	2,993	3,635	10,247
Amortisation of intangible assets	1,077	–	–	1,077
Net gain on disposal of property and equipment	–	–	(17)	(17)
Bank interest income	–	–	(12)	(12)
Finance costs	–	1,945	29	1,974
Interest income from related parties	–	–	(2,919)	(2,919)
Income tax expense (credit)	9,864	(16)	(4)	9,844
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

	Year ended 31 March			Six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
Additions to non-current assets (other than financial instruments)					
– gaming operations	5,267	878	4,124	483	13,380
– hotel and catering operations	1,528	92	2,088	1,134	75
– corporate level*	6,771	5,985	23,963	1,388	2,291
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
	13,566	6,955	30,175	3,005	15,746

\* Amount includes additions to certain property and equipment, certain right-of-use assets and deposits for acquisition of equipment where the directors of the Group consider it impracticable to divide into individual segments.



For hotel and catering transactions, the Group generally grants credit terms ranging from 30 to 60 days to its corporate customers from the date of invoices. Other than that, transactions with patrons and individual customers are settled by cash or credit cards through payment gateways, which will generally settle the amounts with the Group within 2 days after the date of transactions. As at 31 March 2021, 2022, 2023 and 30 September 2023, all outstanding sales contracts are expected to be fulfilled within 12 months after the end of each reporting period. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contract is not disclosed.

#### 7. OTHER INCOME/OTHER GAINS AND LOSSES

	Year ended 31 March			Six months ended	
	2021	2022	2023	30 September	
	HK\$'000	HK\$'000	HK\$'000	2022	2023
				HK\$'000	HK\$'000
				(Unaudited)	
(a) Other income					
Bank interest income	–	52	661	351	12
Interest income from related parties	–	–	2,296	363	2,919
Government grants ( <i>Note</i> )	76,413	42,183	2,215	2,305	15
	<u>76,413</u>	<u>42,235</u>	<u>5,172</u>	<u>3,019</u>	<u>2,946</u>
(b) Other gains and losses					
Fair value change on financial assets at FVTPL	4,518	(1,533)	(3,107)	(4,708)	17
Foreign exchange (loss) gain, net	(1,044)	(4,891)	(9,523)	(1,684)	8,152
(Loss) gain on disposal of property and equipment	(38)	143	107	106	17
Impairment losses reversed (recognised) under expected credit loss model, net	612	(324)	331	(2)	–
	<u>4,048</u>	<u>(6,605)</u>	<u>(12,192)</u>	<u>(6,288)</u>	<u>8,186</u>

*Note:* During the Track Record Period, the Group recognised government grants from the government of the Czech Republic, Germany and Austria mainly to subsidise the business operations of respective entities incorporated in these countries for the COVID-19 impact. All of government grants recognised during the Track Record Period are unconditional.

## 8. FINANCE COSTS

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Interest on lease liabilities	1,137	1,205	1,401	597	668
Interest on bank and other borrowings	2,514	2,284	2,175	986	1,306
	<u>3,651</u>	<u>3,489</u>	<u>3,576</u>	<u>1,583</u>	<u>1,974</u>

## 9. INCOME TAX EXPENSE

## Income tax expense

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current tax:					
– The Czech Republic Corporation Tax	560	9,869	17,731	10,427	9,261
– Austria Corporation Tax	15	15	15	8	8
	<u>575</u>	<u>9,884</u>	<u>17,746</u>	<u>10,435</u>	<u>9,269</u>
Deferred tax ( <i>Note 28</i> )	<u>387</u>	<u>(917)</u>	<u>(284)</u>	<u>(35)</u>	<u>575</u>
Income tax expense	<u>962</u>	<u>8,967</u>	<u>17,462</u>	<u>10,400</u>	<u>9,844</u>

The Group is not subject to any income tax in the Cayman Islands pursuant to the rules and regulations in the jurisdiction.

During the Track Record Period, the Czech Republic Corporation Tax is calculated at a rate of 19% on the estimated assessable profits.

No provision for Hong Kong profits tax was made as the Group had no estimated assessable profit that was subject to Hong Kong profits tax during the Track Record Period.

No provision for Germany corporation tax for the Track Record Period as the Group either incurred tax loss or utilised tax loss for offsetting the income tax payable.

No provision for Austria Corporation Tax during the Track Record Period as the Group incurred tax loss, however, there is a minimum Corporation Tax of EUR 437.5 for each quarter during the Track Record Period for entities in a tax loss position.

Withholding tax of 15% is imposed on dividends declared in respect of profits earned by the subsidiary incorporated in the Czech Republic. At 31 March 2021, 2022, 2023 and 30 September 2023, the amount of distributable earnings for the Group's subsidiary incorporated in the Czech Republic in respect of which the Group has not provided for dividend withholding tax amounted to HK\$472,054,000, HK\$517,097,000, HK\$576,433,000 and HK\$521,675,000, respectively. No deferred tax liability has been recognised in respect of these amounts because the Group is in a position in control of the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

The income tax expense for the Track Record Period can be reconciled to the profit before taxation per the combined statements of profit or loss and other comprehensive income as follows:

	Year ended 31 March			Six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
Profit before taxation	3,519	49,050	61,616	32,700	26,898
Tax at the statutory tax rate of 19% in the Czech Republic	669	9,320	11,707	6,213	5,111
Tax effect of expenses not deductible for tax purpose	238	3,213	5,589	5,210	5,259
Tax effect of income not taxable for tax purpose	(64)	(3,021)	(148)	(69)	(24)
Tax effect of tax losses not recognised	931	141	771	–	–
Effect of tax exemptions granted to Czech subsidiary ( <i>note</i> )	(50)	(108)	(75)	–	–
Utilisation of tax losses previously not recognised	(9)	(264)	–	(693)	(288)
Utilisation of deductible temporary difference previously not recognised	(768)	(579)	(457)	(269)	(222)
Tax effect of deductible temporary differences not recognised	–	250	60	–	–
Minimum tax to Austria subsidiary	15	15	15	8	8
Income tax expense	962	8,967	17,462	10,400	9,844

*Note:* Tax exemption of approximately CZK151,000, CZK304,000, CZK208,000, CZK nil (unaudited) and CZK nil has been granted to Czech subsidiary for the years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2022 and 2023, respectively.

#### 10. PROFIT BEFORE TAXATION

	Year ended 31 March			Six months ended 30 September	
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000
Profit before taxation has been arrived at after charging:					
Auditor's remuneration	751	777	836	–	–
Directors' remuneration ( <i>Note 11</i> )	2,046	2,054	2,434	1,304	1,560
Other staff costs (excluding the directors' remuneration)					
– Salaries, allowances and other benefits	107,199	124,800	167,665	73,526	94,117
– Pension schemes contributions	77	97	83	44	81
Total staff costs	109,322	126,951	170,182	74,874	95,758
Amortisation of intangible assets	–	–	–	–	1,077
Depreciation of property and equipment	24,593	24,083	22,181	10,566	10,247
Depreciation of right-of-use assets	381	410	999	396	486

## 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

## (a) Directors' and the chief executive's emoluments

During the Track Record Period, Mr. Pavel Maršík (“**Mr. Maršík**”), who is also the chief executive, was appointed as the executive director of the Company on 26 August 2023. Tan Sri Dato' David CHIU (丹斯里拿督邱達昌) (“**Mr. Chiu**”) and Mr. Cheong Thard HOONG (孔祥達) (“**Mr. Hoong**”) were appointed as the non-executive directors of the Company on 26 August 2023. Mr. Paul Liu, Mr. Kam Choi Rox LAM (林錦才) and Ms. Rosa Ng were proposed to be appointed as independent non-executive directors and their appointments shall become effective upon the listing and commencement of trading of the shares on the Stock Exchange.

The emoluments paid or payable to the directors of the Company (including emoluments for services as director/employee of the group entities prior to becoming directors of the Company) by the Group during the Track Record Period are as follows:

The emoluments of Mr. Chiu and Mr. Hoong during the six months ended 30 September 2023 were included in the emoluments paid by FEC.

*Executive director***For the year ended 31 March 2021**

	<b>Mr. Maršík</b> HK\$'000
Fee	1,655
Salaries, allowances and other benefits	20
Discretionary bonus ( <i>Note</i> )	371
	<hr/>
	2,046
	<hr/> <hr/>

**For the year ended 31 March 2022**

	<b>Mr. Maršík</b> HK\$'000
Fee	1,846
Salaries, allowances and other benefits	24
Discretionary bonus ( <i>Note</i> )	184
	<hr/>
	2,054
	<hr/> <hr/>

**For the year ended 31 March 2023**

	<b>Mr. Maršík</b> HK\$'000
Fee	2,033
Salaries, allowances and other benefits	34
Discretionary bonus ( <i>Note</i> )	367
	<hr/>
	2,434
	<hr/> <hr/>



## For the six months ended 30 September 2022 (Unaudited)

	<b>Mr. Maršík</b> HK\$'000
Fee	946
Salaries, allowances and other benefits	16
Discretionary bonus ( <i>Note</i> )	342
	<hr/>
	1,304
	<hr/> <hr/>

## For the six months ended 30 September 2023

	<b>Mr. Maršík</b> HK\$'000
Fee	1,050
Salaries, allowances and other benefits	16
Discretionary bonus ( <i>Note</i> )	494
	<hr/>
	1,560
	<hr/> <hr/>

*Non-executive directors*

## For the six months ended 30 September 2023

	<b>Mr. Chiu</b> HK\$'000	<b>Mr. Hoong</b> HK\$'000	<b>Total</b> HK\$'000
Fee	–	–	–
Salaries, allowances and other benefits	–	–	–
Discretionary bonus ( <i>Note</i> )	–	–	–
	<hr/>	<hr/>	<hr/>
	–	–	–
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

*Note:* The discretionary bonus is determined by reference to the duties and responsibilities of the relevant individual within the Group and the Group's performance.

The executive director's emoluments shown above were for his services in connection with the management of the affairs of the Group.

None of the directors nor chief executive waived or agreed to waive any emoluments during the Track Record Period.

**(b) Employees' emoluments**

The five highest paid individuals included 1 director for the years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2022 (unaudited) and 2023, respectively, whose emoluments are included in the disclosures in (a) above for the Track Record Period. The emoluments of the remaining 4 individuals for the years ended 31 March 2021, 2022 and 2023 and the six months ended 30 September 2022 and 2023, respectively, are as follows:

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
					(Unaudited)
Salaries, allowances and other benefits	3,863	4,237	4,195	1,823	2,160
Discretionary bonus ( <i>Note</i> )	850	418	1,248	802	1,097
	<u>4,713</u>	<u>4,655</u>	<u>5,443</u>	<u>2,625</u>	<u>3,257</u>

*Note:* The discretionary bonus is determined by reference to the duties and responsibilities of the relevant individual within the Group and the Group's performance.

The emoluments of the highest paid employees who are not director of the Company were within the following band:

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
					(Unaudited)
Nil to HK\$1,000,000	1	1	1	4	4
HK\$1,000,001 to HK\$1,500,000	3	3	2	–	–
HK\$1,500,001 to HK\$2,000,000	–	–	1	–	–
	<u>4</u>	<u>4</u>	<u>4</u>	<u>4</u>	<u>4</u>

During the Track Record Period, no emoluments were paid by the Group to any of the directors of the Company or the chief executive of the Group or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

**12. DIVIDENDS****The Group**

	Year ended 31 March			Six months ended 30 September	
	2021	2022	2023	2022	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
					(Unaudited)
Dividends for equity shareholders of Palasino Group recognised as distribution during the year/period	–	–	–	–	93,563
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>93,563</u>

As set out in Note 38, dividend payables of HK\$79,529,000 was offset by the amount due from FEC UK during the six months ended 30 September 2023.

For Palasino Group, the rate of dividend and number of shares ranking for the above dividends are not presented as such information is not considered meaningful having regard to the purpose of the report.

#### The Company

No dividend has been declared or paid by the Company since its incorporation.

### 13. EARNINGS PER SHARE

Earnings per share information is not presented as its inclusion, for the purpose of the Historical Financial Information, is not considered meaningful having regard to the Reorganisation and the result of the Group for the Track Record Period that is prepared on a combined basis as disclosed in Note 1 to the Historical Financial Information.

### 14. PROPERTY AND EQUIPMENT

	Freehold land HK\$'000	Buildings under freehold land HK\$'000	Buildings under leasehold land HK\$'000	Office furniture, fixtures and equipment HK\$'000	Motor vehicle HK\$'000	Gaming equipments HK\$'000	Total HK\$'000
COST							
At 1 April 2020	20,844	326,230	172,945	110,874	6,282	57,971	695,146
Additions	-	2,186	-	6,771	-	4,609	13,566
Disposals	-	-	-	(530)	(263)	(26)	(819)
Exchange adjustments	2,690	35,370	14,985	14,306	795	7,509	75,655
At 31 March 2021	23,534	363,786	187,930	131,421	6,814	70,063	783,548
Additions	92	605	-	859	373	273	2,202
Disposals	-	-	-	(12,082)	(4,650)	(4,541)	(21,273)
Exchange adjustments	(1,007)	2,755	2,877	1,314	195	2,002	8,136
At 31 March 2022	22,619	367,146	190,807	121,512	2,732	67,797	772,613
Additions	-	5,528	39	16,437	3,537	645	26,186
Disposals	-	-	-	(745)	(236)	(4,896)	(5,877)
Exchange adjustments	(807)	(5,937)	(14,271)	(4,654)	(78)	(2,598)	(28,345)
At 31 March 2023	21,812	366,737	176,575	132,550	5,955	60,948	764,577
Additions	-	12,744	74	661	1,365	3,332	18,176
Disposals	-	-	-	(750)	(303)	-	(1,053)
Exchange adjustments	(488)	(18,000)	(9,027)	(7,976)	(444)	(3,447)	(39,382)
At 30 September 2023	<u>21,324</u>	<u>361,481</u>	<u>167,622</u>	<u>124,485</u>	<u>6,573</u>	<u>60,833</u>	<u>742,318</u>

	Freehold land HK\$'000	Buildings under freehold land HK\$'000	Buildings under leasehold land HK\$'000	Office furniture, fixtures and equipment HK\$'000	Motor vehicle HK\$'000	Gaming equipments HK\$'000	Total HK\$'000
DEPRECIATION AND IMPAIRMENT							
At 1 April 2020	-	65,345	156,011	62,951	2,310	36,661	323,278
Provided for the year	-	7,616	479	8,212	883	7,403	24,593
Eliminated on disposal	-	-	-	(530)	(225)	(26)	(781)
Exchange adjustments	-	8,082	14,983	8,548	298	5,033	36,944
At 31 March 2021	-	81,043	171,473	79,181	3,266	49,071	384,034
Provided for the year	-	8,212	461	7,670	811	6,929	24,083
Eliminated on disposal	-	-	-	(12,013)	(3,360)	(3,858)	(19,231)
Exchange adjustments	-	536	2,764	396	33	1,402	5,131
At 31 March 2022	-	89,791	174,698	75,234	750	53,544	394,017
Provided for the year	-	8,243	440	7,826	944	4,728	22,181
Eliminated on disposal	-	-	-	(745)	(236)	(629)	(1,610)
Exchange adjustments	-	(1,610)	(12,371)	(478)	(29)	(1,023)	(15,511)
At 31 March 2023	-	96,424	162,767	81,837	1,429	56,620	399,077
Provided for the period	-	4,604	271	2,983	652	1,737	10,247
Eliminated on disposal	-	-	-	(750)	(303)	-	(1,053)
Exchange adjustments	-	(5,488)	(8,111)	(5,539)	(29)	(2,052)	(21,219)
At 30 September 2023	-	95,540	154,927	78,531	1,749	56,305	387,052
CARRYING VALUES							
At 31 March 2021	23,534	282,743	16,457	52,240	3,548	20,992	399,514
At 31 March 2022	22,619	277,355	16,109	46,278	1,982	14,253	378,596
At 31 March 2023	21,812	270,313	13,808	50,713	4,526	4,328	365,500
At 30 September 2023	21,324	265,941	12,695	45,954	4,824	4,528	355,266

The above items of property and equipment are depreciated on a straight-line basis at the following rates per annum, taking into account the residual value:

Office furniture, fixtures and equipment	8%-33%
Motor vehicle	20%-33%
Gaming equipments	20%-25%
Buildings under leasehold land	over the lease term
Buildings under freehold land	2%-2.5%

## 15. INTANGIBLE ASSETS

	Search engine platform HK\$'000	Search engine platform under construction HK\$'000	Total HK\$'000
<b>COST</b>			
At 1 April 2020 and 31 March 2021	–	–	–
Additions	–	870	870
At 31 March 2022	–	870	870
Additions	–	3,176	3,176
At 31 March 2023	–	4,046	4,046
Transfer	4,046	(4,046)	–
Additions	266	–	266
Exchange adjustments	(78)	–	(78)
At 30 September 2023	4,234	–	4,234
<b>AMORTISATION</b>			
At 1 April 2020, 31 March 2021, 2022 and 2023	–	–	–
Provided for the period	1,077	–	1,077
Exchange adjustments	(15)	–	(15)
At 30 September 2023	1,062	–	1,062
<b>CARRYING VALUES</b>			
At 31 March 2021	–	–	–
At 31 March 2022	–	870	870
At 31 March 2023	–	4,046	4,046
At 30 September 2023	3,172	–	3,172

*Note:* As at 31 March 2022, 2023 and 30 September 2023, the intangible asset represents the development cost incurred for the search engine optimisation platform. The development cost starts to amortise during the six months ended 30 September 2023 on a straight-line basis at 33% per annum.

## 16. RIGHT-OF-USE ASSETS

	Office premises HK\$'000	Leasehold land HK\$'000	Total HK\$'000
COST			
At 1 April 2020	–	32,162	32,162
Exchange adjustments	–	4,150	4,150
At 31 March 2021	–	36,312	36,312
Additions	2,000	–	2,000
Exchange adjustments	–	1,037	1,037
At 31 March 2022	2,000	37,349	39,349
Lease reassessment	–	5,742	5,742
Exchange adjustments	(39)	–	(39)
At 31 March 2023	1,961	43,091	45,052
Exchange adjustments	(110)	(2,392)	(2,502)
At 30 September 2023	1,851	40,699	42,550
DEPRECIATION AND IMPAIRMENT			
At 1 April 2020	–	14,956	14,956
Provided for the year	–	381	381
Exchange adjustments	–	1,953	1,953
At 31 March 2021	–	17,290	17,290
Provided for the year	–	410	410
Exchange adjustments	–	500	500
At 31 March 2022	–	18,200	18,200
Provided for the year	436	563	999
At 31 March 2023	436	18,763	19,199
Provided for the period	212	274	486
Exchange adjustments	(31)	(1,048)	(1,079)
At 30 September 2023	617	17,989	18,606
CARRYING VALUES			
At 31 March 2021	–	19,022	19,022
At 31 March 2022	2,000	19,149	21,149
At 31 March 2023	1,525	24,328	25,853
At 30 September 2023	1,234	22,710	23,944

	Year ended 31 March			Six months ended	
	2021	2022	2023	30 September	
	HK\$'000	HK\$'000	HK\$'000	2022	2023
				(Unaudited)	
Expense relating to short-term leases	–	327	147	74	941
Expense relating to lease of low-value assets	66	74	76	40	112
Total cash outflow for leases	2,053	2,500	2,657	1,234	2,395

The Group leases office premises and pieces of land of hotel buildings during the Track Record Period. Lease contracts for office premises and leasehold land are entered into for fixed term of 4 years and 42 to 66 years, without any extension nor termination options, respectively. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

During the year ended 31 March 2022, the Group entered into new lease agreements for the use of office premises for 4.5 years. On the lease commencement, the Group recognised HK\$2,000,000 of right-of-use assets and HK\$2,000,000 of lease liabilities respectively.

The lease payment of the leasehold land in Austria is charged at fixed amount on a monthly basis. During the year ended 31 March 2023, lease reassessment of HK\$5,742,000 has been recognised as right-of-use assets and lease liabilities using the initial discount rate. The lease payment for the remaining years will be adjusted by the inflation rate at the end of each calendar year provided that the inflation rate of Austria exceeds 5% per annum.

#### Restrictions or covenants on leases

In addition, lease liabilities of HK\$57,449,000, HK\$60,196,000, HK\$64,866,000 and HK\$60,588,000 are recognised with related right-of-use assets of HK\$19,022,000, HK\$21,149,000, HK\$25,853,000 and HK\$23,944,000 as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

#### 17. INVENTORIES

	As at 31 March			As at
	2021	2022	2023	30
	HK\$'000	HK\$'000	HK\$'000	September
				2023
				HK\$'000
Food and beverage held for sale	1,358	1,805	2,277	2,067

## 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets at FVTPL	26,984	41,047	21,089	21,378

Financial assets at FVTPL represents the investment held and managed by Singford Holdings Limited (“Singford”), a fellow subsidiary of the Group. The investment fund mainly consisted of cash and cash equivalents, over-the-counter currency bonds as well as listed equity instruments as at 31 March 2021, 2022, 2023 and 30 September 2023. The balance is classified as current asset as the management of the Group expects to realise within 12 months from the end of reporting period.

## 19. TRADE RECEIVABLES

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Trade receivables	1,006	5,290	7,141	9,464
Less: allowance for credit losses	(90)	(414)	(83)	(78)
	916	4,876	7,058	9,386

As at 1 April 2020, trade receivables from contracts with customers amounted to HK\$3,821,000.

The entire trade receivables are arising from hotel and catering operations. The Group generally grants credit terms ranging from 30 to 60 days to its corporate customers from the date of invoices. Transactions with individual customers are settled by cash or credit cards through payment gateways, which will generally settle the amounts with the Group within 2 days after the sales was made. An ageing analysis of the trade receivables, net of allowance for impairment losses, presented based on the invoice dates at the end of each reporting period is as follows:

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Within 30 days	637	3,097	5,913	8,223
31 days to 60 days	–	286	413	147
Over 60 days	279	1,493	732	1,016
	916	4,876	7,058	9,386

The Group provides ECL of trade receivables as prescribed by HKFRS 9. Details of impairment assessment of trade receivables as at 31 March 2021, 2022, 2023 and 30 September 2023 are set out in Note 33.

As at 31 March 2021, 2022, 2023 and 30 September 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$279,000, HK\$1,779,000, HK\$1,145,000 and HK\$1,163,000, respectively, which are past due as at the reporting date. As at the end of each reporting period, no balance has been past due 90 days or more. The Group does not hold any collateral over these balances.



## 20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS/DEFERRED ISSUE COSTS AND OTHER PREPAYMENTS

## The Group

	As at 31 March			As at 30 September 2023
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2023 HK\$'000
Rental and utilities deposits	41	93	362	439
Deposits for acquisition of equipment	–	1,883	2,696	–
Deposits for gaming licence ( <i>note i</i> )	10,500	10,800	10,800	20,400
Government grants receivables ( <i>note ii</i> )	21,264	10,680	6,638	53
Deferred issue costs	–	–	–	1,889
Other receivables, deposits and prepayments	4,485	6,609	6,175	7,754
<b>Total</b>	<b>36,290</b>	<b>30,065</b>	<b>26,671</b>	<b>30,535</b>
Presented as:				
Current	25,790	17,382	13,175	20,335
Non-current	10,500	12,683	13,496	10,200
	<b>36,290</b>	<b>30,065</b>	<b>26,671</b>	<b>30,535</b>

## The Company

	As at 30 September 2023 HK\$'000
Deferred issue costs	1,889
Other prepayments	172
	<b>2,061</b>

## Notes:

- (i) Deposits of CZK30,000,000 (equivalents to approximately HK\$10,500,000, HK\$10,800,000, HK\$10,800,000 and HK\$10,200,000 as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively) have been placed on a special account of the Ministry of Finance of the Czech Republic as surety deposit for the casino operations. Such deposit is refundable upon the gaming licence is conclusively withdrawn or ceased and will not be realised within 12 months from the end of reporting period, therefore, the amount is classified as non-current assets.

During the six months ended 30 September 2023, additional deposit of CZK30,000,000 (equivalents to approximately HK\$10,200,000) has been placed for the purpose of renewal of gaming licence (the "Additional Deposit"). The Additional Deposit will be refunded upon the successful renewal of gaming licence, which is expected to be realised by end of December 2023 therefore, the Additional Deposit is classified as current assets as at 30 September 2023.

- (ii) The balance mainly represents the grants receivables from the government of the Czech Republic, Germany and Austria for reimbursing the Group's staff costs as at 31 March 2021, 2022, 2023 and 30 September 2023.

Details of impairment assessment of other receivables and deposits as at 31 March 2021, 2022, 2023 and 30 September 2023 are set out in Note 33.

**21. AMOUNTS DUE FROM FELLOW SUBSIDIARIES/LOAN TO A RELATED PARTY/AMOUNT DUE FROM AN INTERMEDIATE HOLDING COMPANY/AMOUNTS DUE FROM (TO) SUBSIDIARIES****(a) Amounts due from fellow subsidiaries**

The amounts represent (i) amount due from Singford amounting to HK\$35,013,000, which is non-trade in nature, unsecured, interest bearing at 4.5% per annum and recoverable on demand as at 31 March 2023 and (ii) amount due from Far East Consortium Limited ("FECL") amounting to HK\$1,443,000, which is non-trade in nature, unsecured, interest-free and recoverable on demand as at 30 September 2023.

As disclosed in Note 38, the obligation and interest of the entire balance due from Singford have been novated to FEC UK and the entire balance was then offset by dividend payables during the six months ended 30 September 2023.

As represented by the management of the Group, the outstanding amount due from FECL would be settled prior to the Listing.

**(b) Loan to a related party**

The balance represents loan to BC Mortgage Service Asia Limited ("**BC Mortgage**"), which is non-trade in nature, interest bearing at 5.95% plus Sterling Overnight Index Average, secured by the property of the borrower and with maturity on 30 June 2025. As the amount will not be realised within 12 months from the end of each reporting period, the amount is classified as non-current asset as at 31 March 2023.

BC Mortgage is a joint venture of FEC.

As disclosed in Note 38, the right and obligation of the entire balance have been novated to FECL and HK\$12,911,000 was settled in cash whereas the right and obligation of remaining balance amounting to HK\$26,254,000 was further novated by FECL to FEC UK and then offset by dividend payables during the six months ended 30 September 2023.

**(c) Amount due from an intermediate holding company**

The amount is non-trade in nature, unsecured, interest-free and recoverable on demand as at 30 September 2023.

As represented by the management of the Group, the outstanding amount due from an intermediate holding company would be settled prior to the Listing.

**(d) Amounts due from (to) subsidiaries**

The amounts are non-trade in nature, interest-free and recoverable/repayable on demand as at 30 September 2023.

Details of impairment assessment of amounts due from fellow subsidiaries and an intermediate holding company and a loan to a related party are set out in Note 33.

**22. CASH AND CASH EQUIVALENTS/PLEDGED BANK DEPOSITS**

Cash and cash equivalents comprise cash held by the Group, bank balances and short-term bank deposits for the purpose of meeting the Group's short term cash commitments.

Bank balances carry variable interest at average market rates of 0.5% per annum, 3.5% per annum, 6% per annum and 0.5% per annum as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively.

Pledged bank deposits carry fixed interest rate of 0.5%, 0.5%, 0.5% and 0.5% as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively and represent deposits pledged to banks to secure long-term bank borrowings granted to the Group, and are therefore classified as non-current assets. The pledged bank deposits will be released upon the settlement of relevant bank borrowings.

Details of impairment assessment of bank balances and pledged bank deposits are set out in Note 33.

### 23. TRADE PAYABLES

The credit period granted by suppliers ranged from 0 to 90 days. The ageing analysis of the trade payables of the Group presented based on the invoice dates at the end of each reporting period is as follows:

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Within 60 days	2,441	7,024	6,133	5,762
61 to 90 days	3,329	–	161	245
	<u>5,770</u>	<u>7,024</u>	<u>6,294</u>	<u>6,007</u>

### 24. OTHER PAYABLES

#### The Group

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Chips in circulation	571	1,358	1,405	1,736
Other payables and accruals	1,940	4,161	7,355	4,402
Refundable government subsidy	140	2,687	2,520	2,217
Deferred income ( <i>note i</i> )	1,702	1,719	1,601	1,567
Listing expenses payable	–	–	–	8,524
Issue costs payable	–	–	–	1,739
Other tax payables	29,154	34,797	37,602	38,372
Dividend payable ( <i>note iii</i> )	–	–	–	14,034
Salaries payables	7,325	13,271	15,662	11,759
Consideration payable ( <i>note ii</i> )	9,171	6,785	4,539	3,442
	<u>50,003</u>	<u>64,778</u>	<u>70,684</u>	<u>87,792</u>
Less: Non-current portion of consideration payable	(7,073)	(4,712)	(2,480)	(2,045)
Non-current portion of deferred income	(1,659)	(1,676)	(1,558)	(1,487)
	<u>41,271</u>	<u>58,390</u>	<u>66,646</u>	<u>84,260</u>

**The Company**

	As at 30 September 2023 HK\$'000
Listing expenses payable	8,524
Issue costs payable	1,739
	<u>10,263</u>

*Notes:*

- (i) Trans World Austria was granted by the Austria Government for subsidising the construction cost of hotel building at amount of EUR200,000 (equivalent to approximately HK\$1,800,000). The government grant will be amortised over the useful life of the hotel building.
- (ii) The balance represents the consideration payable arising from the acquisition of a hotel building in 2015, the amount is repayable on a monthly basis from year 2015 to 2025, interest bearing at 3% per annum and secured by the property held by the Group.
- (iii) The balance was fully settled subsequently.

**25. CONTRACT LIABILITIES**

	As at 31 March		As at 30 September	
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Advances received in relation to the service of hotel accommodation	267	352	790	381
Customer loyalty programme	33	1,290	1,165	1,974
	<u>300</u>	<u>1,642</u>	<u>1,955</u>	<u>2,355</u>

As at 1 April 2020, the contract liabilities amounted to HK\$1,134,000.

For the contract liabilities as at 1 April 2020, 31 March 2021, 2022, 2023 and 30 September 2023, approximate 90% of the balances were/will be recognised as revenue during the years ended/ending 31 March 2021, 2022, 2023 and 2024, respectively.

**Advances received in relation to the service of hotel accommodation**

Contract liabilities in relation to the service of hotel accommodation represent the advance payments received from the customers upon ordering and before provision of services, until the services are rendered and revenue are recognised.

**Customer loyalty programme**

The Group offers customer loyalty programme in the Group's gaming operations. Basically, the customers can earn points from slot machine gaming and table gaming. The customers can use the points as cashable credit on any slot machine gaming and table gaming or use to purchase non-gaming products by utilising the award points earned under the customer loyalty programme. All award points can be accumulated and will be expired in the following 6 months since the last gaming. The expiry date of the award points will be automatically extended if there is a gaming betted by the customers during the 6-month period. Contract liabilities in relation to customer loyalty programme represent the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period. The increase in contract liabilities from (i) year ended 31 March 2021 to 31 March 2022 was mainly due to more awards points granted after the release of the COVID-19 related operation restrictions and (ii) year ended 31 March 2023 to six months ended 30 September 2023 was mainly due to many award points granted have not yet been redeemed by the customers.

The Group expects the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue when the award points are redeemed.

**26. LEASE LIABILITIES**

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Lease liabilities payable				
Within one year	869	1,312	1,446	1,392
More than one year, but not more than two years	887	1,331	1,503	1,447
More than two years, but not more than five years	1,893	4,113	4,045	3,632
More than five years	53,800	53,440	57,872	54,117
	57,449	60,196	64,866	60,588
Less: Amount due for settlement within 12 months shown under current liabilities	(869)	(1,312)	(1,446)	(1,392)
Amount due for settlement after 12 months shown under non-current liabilities	56,580	58,884	63,420	59,196

The weighted average incremental borrowing rates applied to lease liabilities is 2.1%, 2.1%, 2.2% and 2.2% as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively.

## 27. BANK AND OTHER BORROWINGS

	As at 31 March			As at
	2021	2022	2023	30
	HK\$'000	HK\$'000	HK\$'000	September
				2023
				HK\$'000
Bank borrowings	91,984	80,250	69,465	64,628
Other borrowings	1,554	1,160	724	490
	<u>93,538</u>	<u>81,410</u>	<u>70,189</u>	<u>65,118</u>
Analysed as:				
Secured	91,984	80,250	69,465	64,628
Unsecured	1,554	1,160	724	490
	<u>93,538</u>	<u>81,410</u>	<u>70,189</u>	<u>65,118</u>
The carrying amount of the bank borrowings are repayable:				
– Within one year	8,331	8,139	7,987	8,427
– Within a period of more than one year, but not exceeding two years	8,485	8,291	8,137	8,038
– Within a period of more than two years, but not more than five years	26,419	25,824	25,351	24,994
– Within a period of more than five years	48,749	37,996	27,990	23,169
	<u>91,984</u>	<u>80,250</u>	<u>69,465</u>	<u>64,628</u>
Less: The carrying amount of above bank borrowings that are repayable on demand due to breach of loan covenants (for which the Group has obtained a letter from the relevant bank to waive the relevant term subsequent to respective year end) (shown under current liabilities)	–	–	(22,790)	–
	<u>91,984</u>	<u>80,250</u>	<u>46,675</u>	<u>64,628</u>
Amount due within one year shown under current liabilities based on scheduled repayment dates	(8,331)	(8,139)	(7,987)	(8,427)
	<u>83,653</u>	<u>72,111</u>	<u>38,688</u>	<u>56,201</u>
Amount shown under non-current liabilities				

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
The carrying amount of the other borrowings are repayable:				
– Within one year	426	436	414	398
– Within a period of more than one year, but not exceeding two years	424	414	310	92
– Within a period of more than two years, but not more than five years	704	310	–	–
	<u>1,554</u>	<u>1,160</u>	<u>724</u>	<u>490</u>
Less: Amount due within one year shown under current liabilities based on scheduled repayment dates	<u>(426)</u>	<u>(436)</u>	<u>(414)</u>	<u>(398)</u>
Amount shown under non-current liabilities	<u>1,128</u>	<u>724</u>	<u>310</u>	<u>92</u>

Interest rate	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Fixed rate	61,739	53,187	45,200	41,202
Variable rate	31,799	28,223	24,989	23,916
	<u>93,538</u>	<u>81,410</u>	<u>70,189</u>	<u>65,118</u>

For the bank and other borrowings as at 31 March 2021, 2022, 2023 and 30 September 2023, the bank borrowings amounted of HK\$31,799,000, HK\$28,223,000, HK\$24,989,000 and HK\$23,916,000, respectively are variable-rate borrowing which carrying interest at 3-month EURIBOR + 1.95% per annum. The remaining bank and other borrowings amounted to HK\$61,739,000, HK\$53,187,000, HK\$45,200,000 and HK\$41,202,000, respectively carry fixed interest rates was range from 1.95% to 3.7%.

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	Year ended 31 March			Six months ended 30 September
	2021	2022	2023	2023
Effective interest rates:				
Bank borrowings	1.41% to 3.10%	1.49% to 3.10%	1.95% to 4.99%	1.95% to 5.90%
Other borrowings	3.7%	3.7%	3.7%	3.7%

All bank borrowings are denominated in EUR as at the end of each of the Track Record Period.

All other borrowings are denominated in CZK as at the end of each of the Track Record Period.

In respect of a bank loan with a carrying amount of HK\$24,989,000 as at 31 March 2023, Trans World Austria breached the term of a bank borrowing, which is primarily related to the debt service cover ratio of Trans World Austria. On discovery of the breach, the directors of Trans World Austria immediately informed the bank and commenced a renegotiation of the term of the borrowing with the relevant banker. A letter has been issued by the bank to Trans World Austria to waive its right as at 31 March 2023 to demand immediate payment after 31 March 2023. As such, the management of the Group reclassified the non-current portion of the bank borrowing as a current liability as at 31 March 2023. As a letter has been issued by the bank to Trans World Austria to waive its right as at 31 March 2023 during the six months ended 30 September 2023 and the bank will only examine the covenants at the end of each financial year end, the non-current portion of such bank borrowing has been reclassified as non-current liability as at 30 September 2023.

## 28. DEFERRED TAX LIABILITIES

The following is the analysis of the deferred tax balances for the financial reporting purposes:

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Deferred tax liabilities	6,829	6,094	5,810	6,081
Deferred tax assets	–	–	–	(35)
	<u>6,829</u>	<u>6,094</u>	<u>5,810</u>	<u>6,046</u>

The following are the major deferred tax (assets) liabilities recognised by the Group and movements during the Track Record Period.

	Lease liabilities HK\$'000	Right-of-use assets HK\$'000	Accelerated tax allowance HK\$'000	Total HK\$'000
At 1 April 2020	(7,235)	7,235	5,717	5,717
Exchange adjustments	(934)	934	725	725
Charge to profit or loss	–	–	387	387
	<u>–</u>	<u>–</u>	<u>387</u>	<u>387</u>
At 31 March 2021	(8,169)	8,169	6,829	6,829
Exchange adjustments	(233)	233	182	182
Credit to profit or loss	–	–	(917)	(917)
	<u>–</u>	<u>–</u>	<u>(917)</u>	<u>(917)</u>
At 31 March 2022	(8,402)	8,402	6,094	6,094
Credit to profit or loss	–	–	(284)	(284)
	<u>–</u>	<u>–</u>	<u>(284)</u>	<u>(284)</u>
At 31 March 2023	(8,402)	8,402	5,810	5,810
Exchange adjustments	489	(488)	(340)	(339)
(Credit) charge to profit or loss	(766)	746	595	575
	<u>(766)</u>	<u>746</u>	<u>595</u>	<u>575</u>
At 30 September 2023	<u>(8,679)</u>	<u>8,660</u>	<u>6,065</u>	<u>6,046</u>



The Group's unrecognised tax losses are as follows:

	Year ended 31 March			Six months ended 30
	2021	2022	2023	September
	HK\$'000	HK\$'000	HK\$'000	2023 HK\$'000
Tax losses carry forward	121,759	129,787	134,708	125,750

During the Track Record Period, all tax losses may be carried forward indefinitely. No deferred tax asset in respect of tax losses has been recognised because the amount of future taxable profit that will be available to realise such assets is uncertain.

As at 31 March 2021, 2022, 2023 and 30 September 2023, the Group has deductible temporary differences of HK\$88,622,000, HK\$88,703,000, HK\$85,225,000 and HK\$79,568,000, respectively. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

## 29. SHARE CAPITAL AND RESERVES

### The Group

For the purpose of presentation of the combined statements of financial position, the balance of share capital as at 31 March 2021, 2022, 2023 represented the share capital of Palasino Group prior to the completion of the Reorganisation.

For the purpose of presentation of combined statement of financial position, the balance of share capital as at 30 September 2023 represented the aggregate of share capital of the Company and Palasino Group prior to the completion of the Reorganisation.

### The Company

Authorised ordinary shares at	Number of shares	Amount HK\$'000
HK\$1 per share:		
At 6 July 2023 (date of incorporation) and 30 September 2023	50,000	50
Issued and fully paid ordinary shares at HK\$1 per share:		
At 6 July 2023 (date of incorporation) and 30 September 2023	1	–*

\* less than HK\$1,000.

**Reserves of the Company**

Below table sets out the details of reserves of the Company:

	<b>Capital reserve</b> <i>HK\$'000</i>	<b>Accumulated losses</b> <i>HK\$'000</i>	<b>Total</b> <i>HK\$'000</i>
At 6 July 2023 (date of incorporation)	–	–	–
Loss and total comprehensive expense for the period	–	(14,702)	(14,702)
Deemed contribution from shareholder	5,781	–	5,781
	<u>5,781</u>	<u>–</u>	<u>5,781</u>
At 30 September 2023	<u>5,781</u>	<u>(14,702)</u>	<u>(8,921)</u>

**30. RELATED PARTY DISCLOSURES****(i) Transactions**

The Group had the following transactions with related parties during the Track Record Period.

Name of related parties	Notes	Nature of transactions	Six months ended				
			Year ended 31 March			30 September	
			2021	2022	2023	2022	2023
			<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
							(Unaudited)
BC Mortgage	(i)	Interest income	–	–	2,188	363	2,033
Singford	(ii)	Interest income	–	–	108	–	886
TWG International U.S. Corporation	(iii)	Management fee paid	(2,582)	–	–	–	–

Notes:

- (i) BC Mortgage is a joint venture of FEC.
- (ii) Singford is a fellow subsidiary of the Group.
- (iii) TWG International U.S. Corporation is a fellow subsidiary of the Group, which was dissolved during the year ended 31 March 2022.

As set out in Note 18, Singford managed the Group's investment without charging any service fee during the Track Record Period.

During the six months ended 30 September 2023, FECL paid expenses on behalf of the Group on an incidental basis and without charging handling fees.

Saved as the above transactions and balances as disclosed in Note 21 to the Historical Financial Information, the Group did not have any other related party transactions during the Track Record Period.

## (ii) Compensation of key management personnel

The remuneration of key management during the Track Record Period was as follows:

	Year ended 31 March			Six months ended	
	2021	2022	2023	30 September	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(Unaudited)	
Short-term benefits	6,759	6,709	7,877	3,929	4,817

## 31. RETIREMENT BENEFIT SCHEMES

The Group participates in the Pension insurance of Austria (the "Austria Pension") for all its qualifying employees in Austria. The assets of the schemes are held separately from those of the Group, in funds under the control of Austria Government.

For members of the Austria Pension, the Group contributes 1.53% of relevant monthly payroll costs per person during the Track Record Period.

The only obligation of the Group with respect to the Austria Pension is to make the specified contributions. During the Track Record Period, the total amounts contributed by the Group to such scheme and costs charged to the profit or loss represents contributions paid or payable to the scheme by the Group at rates specified in the rules of the scheme. The retirement benefits scheme contributions made by the Group amounted to HK\$77,000, HK\$97,000, HK\$83,000, HK\$44,000 (unaudited) and HK\$81,000 for the years ended 31 March 2021, 2022 and 2023 and six months ended 30 September 2022 and 2023, respectively.

There is no statutory requirement for the Group to participate any retirement benefit scheme for the employees in the Czech Republic and Germany during the Track Record Period.

The Group is not obligated for any payment to the retirement benefit schemes in Germany and the Czech Republic during the Track Record Period.

## 32. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the group companies will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The overall strategy remains unchanged throughout the Track Record Period.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure regularly. As part of the review, the directors of the Company consider the cost and the risks associated with each class of the capital. Based on the recommendations of the management of the Group, the Group will balance its overall capital structure through issue of new shares, issue of new debt and redemption of existing debts.

## 33. FINANCIAL INSTRUMENTS

## Categories of financial instrument

## The Group

	As at 31 March			As at 30 September
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets				
Amortised cost	51,257	119,396	186,664	119,112
Financial assets at FVTPL	26,984	41,047	21,089	21,378
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Financial liabilities				
Amortised cost	109,386	97,429	84,120	102,483
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

## The Company

	As at 30 September 2023 HK\$'000
Financial assets	
Amortised cost	685
	<u>          </u>
Financial liabilities	
Amortised cost	11,667
	<u>          </u>

## Financial risk management objectives and policies

The Group's and the Company's financial instruments include trade receivables, other receivables and deposits, amounts due from fellow subsidiaries, amount due from a subsidiary, amount due from an intermediate holding company, loan to a related party, amount due to a subsidiary, financial assets at FVTPL, cash and cash equivalents, pledged bank deposits, trade payables, other payables, bank and other borrowings and lease liabilities.

Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risks (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

*Currency risk*

The Group has transactions denominated in foreign currencies for its casino and hotel operations, which expose the Group to foreign currency risk. All of the Group's receipt of its casino operations are denominated in EUR and some of the financial assets are denominated in USD and GBP, other than the functional currency of the group entity, during the Track Record Period.

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

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

	As at 31 March		As at 30 September	
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Assets</b>				
EUR	46,659	81,506	38,300	48,898
USD	2,551	2,096	50,698	8,735
GBP	–	–	40,382	1,596
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>Liabilities</b>				
EUR	101,154	87,036	74,002	72,777
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

#### *Sensitivity analysis*

The following tables details the Group's sensitivity to a 5% weakening in the functional currencies of group entities against the relevant foreign currencies of respective group entities, while all other variables are held constant. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents the management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding monetary items denominated in foreign currencies at the year end/period end. For a 5% strengthening of the functional currencies of group entities against the relevant foreign currencies, these would be an equal and opposite impact on profit after tax.

	(Decrease) increase in profit after tax			
	As at 31 March		As at 30 September	
	2021	2022	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
EUR	(2,207)	(224)	(1,446)	(967)
USD	103	85	2,053	354
GBP	–	–	1,635	65
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

#### *Interest rate risk*

The Group is exposed to fair value interest rate risk in relation to the Group's fixed-rate pledged bank deposits, lease liabilities, and bank and other borrowings as at 31 March 2021, 2022, 2023 and 30 September 2023 and amount due from a fellow subsidiary as at 31 March 2023.

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and variable-rate bank borrowing as at 31 March 2021, 2022, 2023 and 30 September 2023 and loan to a related party as at 31 March 2023.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuations of the Czech Republic and Germany deposit rate arising from the Group's bank balances, the Sterling Overnight Index Average arising from the Group's loan to a related party and the 3-month EURIBOR rate arising from bank borrowings.

The Group currently does not have interest rate risk hedging policy. However, management of the Group closely monitors its exposure to future cashflow interest rate risk as a result of change on market interest rate and will consider hedging changes in market interest rates should the need arise.

*Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to interest rates for loan to a related party, variable-rate bank deposits and bank borrowing for the Track Record Period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points increase or decrease is used when reporting interest rate risk internally to key management personnel and represents directors' assessment of the reasonably possible change in interest rates. If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the years ended 31 March 2021, 2022 and 2023 and six months ended 30 September 2022 and 2023 would increase/decrease by HK\$89,000, HK\$294,000, HK\$424,000, HK\$407,000 (unaudited) and HK\$226,000 respectively as a result of the Group's exposure to interest rates on its loan to a related company and variable-rate bank deposits.

If interest rates had been increased/decreased by 50 basis points and all other variables were held constant, the Group's post-tax profit for the years ended 31 March 2021, 2022 and 2023 and six months ended 30 September 2022 and 2023 would decrease/increase by HK\$129,000, HK\$114,000, HK\$101,000, HK\$95,000 (unaudited) and HK\$97,000 respectively as a result of the Group's exposure to interest rate on its variable-rate bank borrowings.

*Credit risk and impairment assessment*

The Group's credit risk is primarily attributable to trade receivables, other receivables and deposits, amounts due from fellow subsidiaries, loan to a related party, amount due from an intermediate holding company, pledged bank deposits and bank balances.

The Company's credit risk is primarily attributable to amount due from a subsidiary, amount due from an intermediate holding company and amount due from a fellow subsidiary.

The Group's and the Company's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge the obligations by counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the combined statements of financial position at the end of each reporting period. Except for the loan from a related party, the Group and the Company do not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

*Trade receivables*

In order to minimise the credit risk on trade receivables, the management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management of the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate provisions for impairment losses are made for irrecoverable amounts on trade receivable.

The Group always recognises lifetime ECL for trade receivables. To measure the ECL, the Group performs impairment assessment under the ECL model on trade receivables collectively based on shared credit risk characteristics by reference to the Group's internal credit rating.

As at 31 March 2021, 2022, 2023 and 30 September 2023, the Group fully provided HK\$90,000 and HK\$414,000 and HK\$83,000 and HK\$78,000 impairment allowance for credit-impaired trade receivables.

The Group's concentration of credit risk on the top five largest debtors accounted for 90%, 64%, 49% and 46%, respectively of the total trade receivables as at 31 March 2021, 2022, 2023 and 30 September 2023, respectively.

*Other receivables and deposits (including deposits for gaming licence)*

The management of the Group make periodic individual assessment on the recoverability of significant balances based on historical settlement records (if any), past experience, and also available reasonable and supportive forward-looking information. The management of the Group believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits having

considered the historical settlement records, past experience, and also available reasonable and supportive forward-looking information. For the deposits for gaming licence, the amount is refundable by the Government of the Czech Republic. As at 31 March 2021, 2022, 2023 and 30 September 2023, the Group assessed that the ECL for other receivables and deposits and deposits for gaming licence was insignificant.

*Loan to a related party/amounts due from fellow subsidiaries, a subsidiary and an intermediate holding company*

The Group has concentration of credit risk on the loan to a related party and amount due from a fellow subsidiary as at 31 March 2023.

The Group and the Company performs impairment assessment under 12-month ECL model. The management of the Group continuously monitor the credit quality and financial position of the related company and the level of exposure to ensure that the follow-up action is taken to recover the debt. In the opinion of the management of the Group, the risk of default by the related company is not significant taking into consideration of the collateral value of the loan to a related party and the Group assessed that the ECL on the balance is insignificant as at 31 March 2023 and thus no impairment loss allowance was recognised.

For amounts due from fellow subsidiaries, in the opinion of the management of the Group, the probability of default is negligible as the fellow subsidiaries are financially supported by the ultimate holding company, and concluded that the credit risk is insignificant. Accordingly, the ECL on the balances is insignificant as at 31 March 2023 and 30 September 2023 and thus no impairment loss allowance was recognised.

For the amount due from a subsidiary, in the opinion of the management, the ECL on the balance is insignificant as at 30 September 2023 as the entire balance is not material and thus no impairment loss allowance was recognised.

*Bank balances/pledged bank deposits*

The credit risk for bank balances and pledged bank deposits are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. There has been no history of default in relation to these banks. The Group performs impairment assessment on the bank balances and pledged bank deposits under 12-month ECL model. The management of the Group considers the risk of default is regarded as low based on the average loss rate by reference to credit ratings assigned by international credit-rating agencies. As at 31 March 2021, 2022, 2023 and 30 September 2023, the Group assessed that the ECL for bank balances and pledged bank deposits were insignificant.

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

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

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

### The Group

Financial assets	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amounts			
					As at 31 March			As at
					2021	2022	2023	30 September 2023
					HK\$'000	HK\$'000	HK\$'000	HK\$'000
Amortised cost								
Trade receivables	19	N/A	Low risk	Lifetime ECL	916	4,876	7,058	9,386
			Loss	Lifetime ECL	90	414	83	78
Other receivables and deposits	20	N/A	Low risk	12-month ECL	2,490	4,971	4,485	6,132
Deposits for gaming licence	20	N/A	Low risk	12-month ECL	10,500	10,800	10,800	20,400
Amounts due from fellow subsidiaries	21(a)	N/A	Low risk	12-month ECL	-	-	35,013	1,443
Amount due from an intermediate holding company	21(c)	N/A	Low risk	12-month ECL	-	-	-	-*
Loan to a related party	21(b)	N/A	Low risk	12-month ECL	-	-	39,165	-
Bank balances	22	A1-Aa2	N/A	12-month ECL	21,870	72,635	65,458	55,918
Pledged bank deposits	22	A1-Aa2	N/A	12-month ECL	6,002	4,212	4,059	4,202

### The Company

Financial assets	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amounts	
					As at	
					30 September 2023	HK\$'000
Amortised cost						
Amount due from a subsidiary	21(d)	N/A	Low risk	12-month ECL		9
Amount due from an intermediate holding company	21(c)	N/A	Low risk	12-month ECL		-*
Amount due from a fellow subsidiary	21(a)	N/A	Low risk	12-month ECL		676

\* The balance represents amount less than HK\$1,000.

### Liquidity risk

In management of the liquidity risk, the Group and the Company monitor and maintain levels of cash and cash equivalents deemed adequate by the management to finance the Group's and the Company's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's and the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cashflows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest rates are floating rate, the undiscounted amount is derived from interest rate at the end of each reporting period.



*Liquidity tables***The Group**

	Interest rate %	Less than 1 year HK\$'000	1 and 2 years HK\$'000	2 to 5 years HK\$'000	Over 5 years HK\$'000	Undiscounted cash flows HK\$'000	Carrying amount HK\$'000
<i>As at 31 March 2021</i>							
Non-derivative financial liabilities							
Trade payables	N/A	5,770	–	–	–	5,770	5,770
Other payables	N/A	907	–	–	–	907	907
Consideration payable (included in other payables)	3.00	2,344	2,344	5,078	–	9,766	9,171
Bank and other borrowings	2.38	14,249	9,808	29,423	50,361	103,841	93,538
		<u>23,270</u>	<u>12,152</u>	<u>34,501</u>	<u>50,361</u>	<u>120,284</u>	<u>109,386</u>
Lease liabilities	2.10	<u>2,056</u>	<u>2,056</u>	<u>6,169</u>	<u>77,056</u>	<u>87,337</u>	<u>57,449</u>
<i>As at 31 March 2022</i>							
Non-derivative financial liabilities							
Trade payables	N/A	7,024	–	–	–	7,024	7,024
Other payables	N/A	2,210	–	–	–	2,210	2,210
Consideration payable (included in other payables)	3.00	2,249	2,249	2,623	–	7,121	6,785
Bank and other borrowings	2.37	10,569	9,409	28,226	38,904	87,108	81,410
		<u>22,052</u>	<u>11,658</u>	<u>30,849</u>	<u>38,904</u>	<u>103,463</u>	<u>97,429</u>
Lease liabilities	2.10	<u>2,134</u>	<u>2,135</u>	<u>6,398</u>	<u>77,142</u>	<u>87,809</u>	<u>60,196</u>
<i>As at 31 March 2023</i>							
Non-derivative financial liabilities							
Trade payables	N/A	6,294	–	–	–	6,294	6,294
Other payables	N/A	3,098	–	–	–	3,098	3,098
Consideration payable (included in other payables)	3.00	2,167	2,167	360	–	4,694	4,539
Bank and other borrowings	3.44	9,788	9,203	27,190	28,412	74,593	70,189
		<u>21,347</u>	<u>11,370</u>	<u>27,550</u>	<u>28,412</u>	<u>88,679</u>	<u>84,120</u>
Lease liabilities	2.15	<u>2,810</u>	<u>2,828</u>	<u>7,792</u>	<u>82,546</u>	<u>95,976</u>	<u>64,866</u>

	Interest rate %	Less than 1 year HK\$'000	1 and 2 years HK\$'000	2 to 5 years HK\$'000	Over 5 years HK\$'000	Undiscounted cash flows HK\$'000	Carrying amount HK\$'000
<i>As at 30 September 2023</i>							
Non-derivative financial liabilities							
Trade payables	N/A	6,007	-	-	-	6,007	6,007
Other payables	N/A	27,916	-	-	-	27,916	27,916
Consideration payable (included in other payables)	3.00	2,120	1,413	-	-	3,533	3,442
Bank and other borrowings	3.25	9,409	8,962	26,609	23,370	68,350	65,118
		<u>45,452</u>	<u>10,375</u>	<u>26,609</u>	<u>23,370</u>	<u>105,806</u>	<u>102,483</u>
Lease liabilities	2.15	<u>2,662</u>	<u>2,680</u>	<u>7,126</u>	<u>76,746</u>	<u>87,214</u>	<u>60,588</u>

**The Company**

	Interest rate %	Less than 1 year HK\$'000	1 and 2 years HK\$'000	2 to 5 years HK\$'000	Over 5 years HK\$'000	Undiscounted cash flows HK\$'000	Carrying amount HK\$'000
<i>As at 30 September 2023</i>							
Non-derivative financial liabilities							
Other payables	N/A	10,263	-	-	-	10,263	10,263
Amount due to a subsidiary	N/A	<u>1,404</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,404</u>	<u>1,404</u>
		<u>11,667</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,667</u>	<u>11,667</u>

**Fair value measurements of financial instruments**

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The management and the Company's determines the appropriate valuation techniques and inputs for fair value measurements.

In determining the fair value of the investment fund, the management of the Group have made reference to the quotation from the counterparties and used market-observables data to the extent it is available.

- (i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis.

	Fair value				Fair value hierarchy	Valuation technique(s) and key input(s)
	As at 31 March 2021 HK\$'000	As at 31 March 2022 HK\$'000	As at 31 March 2023 HK\$'000	As at 30 September 2023 HK\$'000		
Investment fund	<u>26,984</u>	<u>41,047</u>	<u>21,089</u>	<u>21,378</u>	Level 2	Based on the net asset values of the fund, determined with reference to the observable (quoted) prices of underlying investment portfolio.

- (ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis.

Except as detailed in the following table, the management considers that the carrying amounts of other financial assets and financial liabilities recognised in the combined financial statements approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

	31/03/2021			31/03/2022			31/03/2023			30/09/2023		
	Carrying amount	Fair value	Fair value hierarchy	Carrying amount	Fair value	Fair value hierarchy	Carrying amount	Fair value	Fair value hierarchy	Carrying amount	Fair value	Fair value hierarchy
	HK\$'000	HK\$'000	Level	HK\$'000	HK\$'000	Level	HK\$'000	HK\$'000	Level	HK\$'000	HK\$'000	Level
<b>Financial liabilities</b>												
Bank borrowings												
– Fixed rate	60,185	59,052	Level 2	52,027	46,484	Level 2	44,476	38,658	Level 2	40,712	36,093	Level 2

#### 34. MOVEMENT ON GROUP'S LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Accrued share issue costs	Dividend payable	Consideration payable	Bank and other borrowings	Lease liabilities	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2020	–	–	10,374	93,009	51,636	155,019
Financing cash flows	–	–	(2,724)	(13,986)	(1,987)	(18,697)
Finance costs	–	–	–	2,514	1,137	3,651
Exchange adjustments	–	–	1,521	12,001	6,663	20,185
At 31 March 2021	–	–	–9,171	93,538	57,449	160,158
Financing cash flows	–	–	(2,588)	(17,085)	(2,099)	(21,772)
Finance costs	–	–	–	2,284	1,205	3,489
Commencement of new leases	–	–	–	–	2,000	2,000
Exchange adjustments	–	–	202	2,673	1,641	4,516
As 31 March 2022	–	–	6,785	81,410	60,196	148,391
Financing cash flows	–	–	(2,246)	(13,396)	(2,434)	(18,076)
Finance costs	–	–	–	2,175	1,401	3,576
Lease reassessment	–	–	–	–	5,742	5,742
Exchange adjustments	–	–	–	–	(39)	(39)
At 31 March 2023	–	–	4,539	70,189	64,866	139,594
Financing cash flows	(150)	–	(959)	(5,060)	(1,342)	(7,511)
Finance costs	–	–	–	1,306	668	1,974
Dividend declared	–	93,563	–	–	–	93,563
Deferred issue costs accrued	1,889	–	–	–	–	1,889
Non-cash transactions (Note 38)	–	(79,529)	–	–	–	(79,529)
Exchange adjustments	–	–	(138)	(1,317)	(3,604)	(5,059)
At 30 September 2023	1,739	14,034	3,442	65,118	60,588	144,921

	Consideration payable HK\$'000	Bank and other borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 31 March 2022	6,785	81,410	60,196	148,391
Financing cash flows (unaudited)	(954)	(4,223)	(1,120)	(6,297)
Finance costs (unaudited)	–	986	597	1,583
Exchange adjustments (unaudited)	(654)	(11,307)	(8,360)	(20,321)
At 30 September 2022 (unaudited)	<u>5,177</u>	<u>66,866</u>	<u>51,313</u>	<u>123,356</u>

### 35. PARTICULARS OF SUBSIDIARIES

Particulars of the subsidiaries at the end of each reporting period and the date of this report are as follows:

Name of subsidiaries	Place and Date of incorporation/ establishment	Place of operation	Issued and fully paid share capital	Equity interest attributable to the Group					As at date of this report	Principal activities	Notes
				As at 31 March		September		As at 30			
				2021	2022	2023	2023				
	%	%	%	%	%						
Palasino BVI	BVI	BVI	USD50,000	N/A	N/A	N/A	100	100	Inactive	(a)	
Cayman Holdco	Cayman Islands	Cayman Islands	HK\$1	N/A	N/A	N/A	N/A	100	Investment holding	(a)	
Palasino Group	The Czech Republic	The Czech Republic	CZK100,000,000	100	100	100	100	100	Hotel and casino operations and investment holding	(b)	
Trans World Germany	Germany	Germany	EUR25,000	100	100	100	100	100	Hotel operations	(c)	
Trans World Austria	Austria	Austria	EUR40,000	100	100	100	100	100	Hotel operations	(d)	
Palasino Malta Limited ("Palasino Malta")	Malta	Malta	EUR100,000	N/A	100	100	100	100	Development of online gaming	(e)	
Palasino Poland Sp.z.o.o (formerly known as 2ConnectU sp.z.o.o) ("Palasino Poland")	Poland	Poland	Polish Zloty ("PLN") 5,000	N/A	N/A	N/A	100	100	Inactive	(f)	
Retail Park Mikulov s.r.o.	The Czech Republic	The Czech Republic	CZK200,000	N/A	N/A	N/A	N/A	100	Investment holding	(g)	

Notes:

- (a) No statutory financial statements of Palasino BVI and Cayman Holdco have been prepared since the date of incorporation as they are incorporated in the jurisdiction where there are no statutory audit requirements.
- (b) The statutory financial statements of Palasino Group for the years ended 31 March 2021, 2022 and 2023 were prepared in accordance with accounting principles generally accepted in the Czech Republic and were audited by Schaffer & Partner Audit s.r.o., certified public accountants registered in the Czech Republic.
- (c) The statutory financial statements of Trans World Germany for the years ended 31 March 2021, 2022 and 2023 were prepared in accordance with accounting principles generally accepted in Germany and were audited by Schaffer WP Partner GmbH, certified public accountants registered in Germany.

- (d) The statutory financial statements of Trans World Austria for the years ended 31 March 2021, 2022 and 2023 were prepared in accordance with accounting principles generally accepted in Austria. Trans World Austria is exempted from the statutory audit requirement in accordance with Accounting Act of Austria.
- (e) The statutory financial statements of Palasino Malta for the period from 8 July 2021 (date of incorporation) to 31 March 2022 and year ended 31 March 2023 were prepared in accordance with International Financial Reporting Standards and were audited by Sada Service Ltd, certified public accountants registered in Malta.
- (f) During the six months ended 30 September 2023, the Group acquired the entire equity interest of Palasino Poland at cash consideration of approximately PLN99,000 (equivalent to approximately HK\$188,000), the fair value of net assets acquired was approximately PLN30,000 (equivalent to approximately HK\$58,000), and acquisition cost for bidding casino licence in Poland amounting to approximately PLN69,000 (equivalent to approximately HK\$130,000) was recognised as other operating expenses. The bank balances and cash acquired were approximately PLN6,200 (equivalent to approximately HK\$12,000), the net cash outflow arising on acquisition was approximately HK\$176,000. Palasino Poland was licenced to conduct car lease brokerage business before the acquisition and such business was ceased on date of acquisition. The acquisition is not accounted for as a business combination, instead it is accounted for as an asset acquisition. The purpose of acquiring Palasino Poland is to bid for casino licences in Poland in the future.

No statutory financial statements of Palasino Poland have been prepared for the period from 11 May 2021 (date of incorporation) to 31 December 2021 and year ended 31 December 2022 as Palasino Poland is exempted from the statutory audit requirement in accordance with Article 64 of Polish Accounting Act.

- (g) Retail Park Mikulov s.r.o. is acquired after the Track Record Period, the details of the acquisition after Track Record Period is stated in Note 39.

Except for Palasino BVI and Cayman Holdco which are directly held by the Company, all other subsidiaries are indirectly held by the Company.

None of the subsidiaries had issued any debt securities at 31 March 2021, 2022, 2023 and 30 September 2023.

### 36. PLEDGE OF ASSETS

The Group's bank borrowings and consideration payable had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

	2021	2022	2023	As at 30 September 2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Pledged bank deposits	6,002	4,212	4,059	4,202
Property and equipment	197,081	183,938	169,988	126,471
	<u>203,083</u>	<u>188,150</u>	<u>174,047</u>	<u>130,673</u>

Apart from above pledged assets, the Group also pledged the entire shareholding of Trans World Austria for the bank borrowings as at 31 March 2021, 2022, 2023 and 30 September 2023.

## 37. CAPITAL COMMITMENTS

	2021	2022	2023	As at 30 September 2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Capital expenditure in respect of the acquisition of property and equipment contracted for but not provided in the combined financial statements	–	–	5,885	5,749

## 38. NON CASH TRANSACTIONS

On 8 September 2023, a deed of assignment and novation has been signed among Palasino Group, BC Mortgage and FECL, under which Palasino Group has agreed to novate all of its rights and obligations of a loan due from BC Mortgage amounting to GBP4,000,000 (equivalent to approximately HK\$39,600,000) to FECL.

On 8 September 2023, a deed of novation has been signed among Palasino Group, FEC UK and FECL under which FECL has agreed to novate all the obligations and interest of a debt due to Palasino Group amounting to GBP2,586,687 (equivalent to approximately HK\$26,254,000) to FEC UK.

On 8 September 2023, 2 deeds of novation have been signed among Palasino Group, FEC UK and Singford, under which Singford has agreed to novate all the obligations and interest of 2 debts due to Palasino Group amounting to USD4,591,070 (equivalent to approximately HK\$35,948,000) and EUR2,024,164 (equivalent to approximately HK\$17,327,000), respectively to FEC UK.

On 8 September 2023, Palasino Group declared a dividend of CZK267,323,421 (equivalent to approximately HK\$93,563,000). The dividend payables was partially offset by the amount due from FEC UK, its holding company, amounting to approximately HK\$79,529,000 and partially settled by withholding tax to be paid on behalf of FEC UK amounting to approximately HK\$14,034,000.

## 39. SUBSEQUENT EVENTS

Subsequent events of the Group are detailed as below.

Upon the completion of transfer of the entire equity interest of Trans World Germany on 22 January 2024, Trans World Germany becomes the wholly owned subsidiary of the Company and the Group is liable for German real estate transfer tax of approximately EUR910,000 (equivalent to approximately HK\$8,736,000) (subject to the finalisation from German tax authorities), which will be recognised in profit or loss for the year ending 31 March 2024. Such amount is indemnified by FEC and Ample and will be recognised under equity upon the settlement of the amount.

On 27 February 2024, the Group has entered into a framework share purchase agreement (the "SPA") with CAIAC Fund Management AG, an independent third party. Pursuant to the SPA, the Group acquired the entire equity interest of Retail Park Mikulov s.r.o., at a cash consideration of approximately CZK43,110,000 (equivalent to approximately HK\$15,089,000) (the "Transaction"). The principal activity of Retail Park Mikulov s.r.o. is holding an investment property in the Czech Republic. The transaction is accounted for as an asset acquisition. The Transaction has been completed on 29 February 2024.

On 4 March 2024, an ordinary resolution was passed, pursuant to which, every issued and unissued ordinary share of HK\$1 par value in the Company was subdivided into 100 ordinary shares of HK\$0.01 par value each.

On 4 March 2024, a written resolution was passed for the 714,276,000 shares to be issued upon capitalisation of the amount of HK\$7,142,760 standing to the credit of the share premium account of the Company as referred to in Note 4(c)(iii) under part A of "Appendix VI — Statutory and General Information" to this prospectus.

## 40. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, any of its subsidiaries or the Group in respect of any period subsequent to 30 September 2023.

The information set out in this Appendix does not form part of the accountants' report on the historical financial information of the Group for each of the three years ended 31 March 2023 and the six months ended 30 September 2023 (the "Accountants' Report") prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set out in Appendix I to this prospectus and is included in this prospectus for information only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial information" of this prospectus and the Accountants' Report set out in Appendix I to this prospectus.

**A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED COMBINED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY**

The following unaudited pro forma statement of adjusted combined net tangible assets of the Group attributable to owners of the Company prepared in accordance with paragraph 4.29 of the Listing Rules is set out below to illustrate the effect of the Global Offering (as defined in this prospectus) on the audited combined net tangible assets of the Group attributable to owners of the Company as of 30 September 2023 as if the Global Offering had taken place on that date.

The unaudited pro forma statement of adjusted combined net tangible assets of the Group attributable to owners of the Company has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the combined net tangible assets of the Group attributable to owners of the Company as of 30 September 2023 or any future dates following the Global Offering.

The following unaudited pro forma statement of adjusted combined net tangible assets of the Group attributable to owners of the Company is prepared based on the audited combined net tangible assets of the Group attributable to owners of the Company as of 30 September 2023 as derived from the Accountants' Report, the text of which is set out in Appendix I to this prospectus, and adjusted as follows:

	Audited combined net tangible assets of the Group attributable to owners of the Company as of 30 September 2023 HK\$'000 (Note 1)	Estimated net proceeds from the Global Offering HK\$'000 (Note 2)	Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of 30 September 2023 HK\$'000	Unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of 30 September 2023 per Share HK\$ (Note 3)
Based on an Offer Price of HK\$2.60 per Offer Share	265,001	208,490	473,491	0.65

*Notes:*

1. The amount is calculated based on the audited combined net assets of the Group attributable to owners of the Company as of 30 September 2023 amounting to approximately HK\$267,856,000, with adjustment for intangible assets of the Group attributable to owners of the Company as of 30 September 2023 of HK\$2,855,000 as derived from the Accountants' Report as set out in Appendix I to this prospectus.
2. The estimated net proceeds from the Global Offering are based on 85,714,000 Offer Shares to be issued at the Offer Price of HK\$2.60 per Offer Share, after deduction of the estimated listing expenses and share issue costs (including underwriting fees and other related expenses) expected to be incurred and borne by the Group subsequent to 30 September 2023. It does not take into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or any options which may be granted under share option scheme or any Shares which may be issued or repurchased by the Company referred to the section headed "Share Capital — General mandate to issue Shares" or section headed "Share Capital — General mandate to repurchase Shares".
3. The number of shares used for the calculation of unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company per Share is based on 728,571,400 Shares, assuming 90 shares issued by the Company to Ample Bonus, the immediate controlling shareholder of the Company as part of the Reorganisation, the Share Subdivision and the Capitalisation Issue related to the 90 shares and the Global Offering of 85,714,000 Offer Shares had taken place on 30 September 2023. It does not take into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or any options which may be granted under share option scheme or any Shares which may be issued or repurchased by the Company referred to the section headed "Share Capital — General mandate to issue Shares" or section headed "Share Capital — General mandate to repurchase Shares".
4. No adjustment has been made to the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as of 30 September 2023 to reflect any operating result or other transactions of the Group entered into subsequent to 30 September 2023. In particular, the above unaudited pro forma adjusted combined net tangible assets of the Group attributable to the owners of the Company does not take into account the issuance of 10 shares by the Company to acquire the 10% non-controlling interests of the Group as part of the Reorganisation with nil cash consideration and the corresponding Share Subdivision and Capitalisation Issue. Had the acquisition of the 10% non-controlling interests and the corresponding Share Subdivision and Capitalisation Issue been completed on 30 September 2023, the unaudited pro forma adjusted combined net tangible assets of the Group attributable to the owners of the Company would be increased by HK\$29,445,000 to approximately HK\$502,936,000 based on an Offer Price of HK\$2.60 per Offer Share and accordingly, the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company per Share would be HK\$0.63.



The amount of HK\$29,445,000 is calculated based on the audited combined net assets of the Group attributable to non-controlling interests as of 30 September 2023 amounting to approximately HK\$29,762,000, with adjustment for intangible assets of the Group attributable to non-controlling interests as of 30 September 2023 of HK\$317,000 as derived from the Accountants' Report as set out in Appendix I to this prospectus.

The number of shares used for the calculation of unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company per Share of 800,000,000 Shares is based on 728,571,400 Shares as calculated in note 3 and assuming the 10 shares issued as consideration of the 10% non-controlling interests of the Group and the corresponding Share Subdivision and Capitalisation Issue related to the 10 shares amounting to 71,428,600 Shares had been issued on 30 September 2023. It does not take into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or any options which may be granted under share option scheme or any Shares which may be issued or repurchased by the Company referred to the section headed "Share Capital — General mandate to issue Shares" or section headed "Share Capital — General mandate to repurchase Shares".

5. By comparing the valuation of the Group's properties set out in the valuation report prepared by Roma Appraisals Limited dated 18 March 2024, the net valuation surplus is approximately HK\$198,444,000 as compared to the carrying amounts of the properties as at 30 September 2023, which has not been included in the above combined net tangible assets of the Group. The valuation surplus of the properties will not be incorporated in the Group's combined financial statements in the future. If the valuation surplus were to be included in the Group's combined financial statements, an additional annual depreciation charge of approximately HK\$4,947,000 would be incurred.

**B. REPORTING ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.*

**Deloitte.****德勤****INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION****To the Directors of Palasino Holdings Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Palasino Holdings Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted combined net tangible assets as of 30 September 2023 and related notes as set out on pages II-1 to II-3 of Appendix II to the prospectus issued by the Company dated 18 March 2024 (the "**Prospectus**"). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-3 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed Global Offering (as defined in this Prospectus) on the Group's financial position as of 30 September 2023 as if the Global Offering had taken place at 30 September 2023. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's historical financial information for each of the three years ended 31 March 2023 and six months ended 30 September 2023, on which an accountants' report set out in Appendix I to the Prospectus has been published.

**Directors' Responsibilities for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

**Our Independence and Quality Management**

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants’ Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 September 2023 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

18 March 2024

*The following is the text of a report prepared for the purpose of incorporation in this prospectus received from Roma Appraisals Limited, an independent valuer, in connection with its valuations as at 31 December 2023 of all properties interests of the Group.*



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<http://www.romagroup.com>

18 March 2024

The Board of Directors  
**Palasino Holdings Limited**  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Dear Sir/Madam,

**Re: Properties Valuation for Palasino Holdings Limited**

In accordance with your instructions for us to value the properties held by Palasino Holdings Limited (the “Company”) and/or its subsidiaries (together with the Company referred to as the “Group”) in the Czech Republic, Germany and Austria, we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the for the purpose of providing you with our opinion of the market values of the properties as at Valuation Date (the “31 December 2023”) for the purpose of incorporation in the prospectus of the Company dated 18 March 2024.

**1. BASIS OF VALUATION**

Our valuations of the properties are our opinion of the market values of the concerned properties which we would define as intended to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

Market value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

## 2. VALUATION METHODOLOGY

We have valued the property by the direct comparison approach assuming sale of the property in its existing state with the benefit of vacant possession and by making reference to comparable sales transactions as available in the relevant market.

## 3. TITLE INVESTIGATION

For the properties in the Czech Republic, Germany and Austria, we have been provided with copies of extracts of various title documents relating to the properties. However, we have not searched the original documents to ascertain the existence of any amendments which do not appear on the copies handed to us. We have relied to a very considerable extent on information given by the Group's legal advisers, Becker a Poliakoff, s.r.o. Law Firm, Avocado Rechtsanwälte Law Firm and Kraft Rechtsanwälte Law Firm regarding the title of the property in the Czech Republic, Germany and Austria respectively. All documents have been used for reference only.

In valuing the properties, we have relied on the advice given by the Group and its legal advisers that the Group has valid and enforceable title to the property which is freely transferable, and has free and uninterrupted right to use the same, for the whole of the unexpired term granted subject to the payment of annual government rent/land use fees and all requisite land premium/purchase consideration payable have been fully settled.

## 4. VALUATION ASSUMPTIONS

Our valuations have been made on the assumption that the owner sells the properties in the market in their existing states without the benefit of deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements which would serve to affect the values of such properties. In addition, no account has been taken of any option or right of pre-emption concerning or affecting the sale of the properties and no allowance has been made for the properties to be sold in one lot or to a single purchaser.

## 5. SOURCE OF INFORMATION

In the course of our valuations, we have relied to a very considerable extent on the information provided by the Group and have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenure, identification of properties, particulars of occupation, site/floor areas, ages of buildings and all other relevant matters which can affect the values of the properties. All documents have been used for reference only.

We have no reason to doubt the truth and accuracy of the information provided to us. We have also been advised that no material facts have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and have no reason to suspect that any material information has been withheld.

## 6. VALUATION CONSIDERATION

We have inspected the exterior and, where possible, the interior of certain properties. No structural survey has been made in respect of the properties. However, in the course of our inspections, we did not note any serious defects. We are not, however, able to report that the properties are free from rot, infestation or any other structural defects. No tests were carried out on any of the building services.

We have not carried out on-site measurement to verify the site/floor areas of the properties under consideration but we have assumed that the site/floor areas shown on the documents handed to us are correct. Except as otherwise stated, all dimensions, measurements and areas included in the Valuation Certificates are based on information contained in the documents provided to us by the Group and are therefore approximations.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the properties nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

Our valuations are prepared in compliance with the requirements set out in Chapter 5 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in accordance with the RICS Valuation — Global Standards published by the Royal Institution of Chartered Surveyors and the International Valuation Standards published by the International Valuation Standards Council.

**7. REMARKS**

Unless otherwise stated, all monetary amounts stated in our valuations are in Euro (EUR). The exchange rate adopted in our valuations are approximately Euro (EUR) 1 = Hong Kong Dollars (HKD) 8.55, which was approximately the prevailing exchange rate as at the date of valuation.

Our Summary of Values and Valuation Certificates are attached.

**8. INDEPENDENT CLAUSE**

We are independent from the Company and its subsidiaries (collectively, the “Group”) and their respective directors and controlling shareholders and that we do not have any direct or indirect material interest in the securities or assets of the Group, its connected persons, or any associate of the Group.

Yours faithfully,  
For and on behalf of  
**Roma Appraisals Limited**

**Frank F. Wong**

*BA (Business Admin in Acct/Econ) MSc (Real Est)*

*MRICS Registered Valuer MAusIMM ACIPHE*

*Director, Head of Property and Asset Valuation*

*Note:* Mr. Frank F. Wong is a Chartered Surveyor, Registered Valuer, Member of the Australasian Institute of Mining & Metallurgy and Associate of Chartered Institute of Plumbing and Heating Engineering with over 24 years of valuation, transaction advisory and project consultancy experience of properties in Hong Kong and 16 years of experience in valuation of properties in the PRC as well as relevant experience in the Asia-Pacific region, Australia and Oceania-Papua New Guinea, Thailand, France, Germany, Czech Republic, Austria, Poland, United Kingdom, United States, Abu Dhabi (UAE), Ukraine and Jordan.



## SUMMARY OF VALUES

## Property held by Group for operation in the Czech Republic, Germany and Austria

No.	Property	Market Value in Existing State as at 31 December 2023
1.	<i>Palasino Furth im Wald</i> located at Česká Kubice 64 & Horní Folmava, 34532 Česká Kubice, Czech Republic	EUR3,960,000 (HKD33,858,000)
2.	<i>Palasino Excalibur City &amp; Hotel Savannah</i> located at Chvalovice-Hatě 198 & 199, Znojmo 669 02 & Derflice, Načeratice Czech Republic	EUR18,870,000 (HKD161,338,500)
3.	<i>Palasino Wulowitz</i> located at Dolní Dvořiště 225, 38272 Dolní Dvořiště, Czech Republic	EUR11,260,000 (HKD96,273,000)
4.	<i>Hotel Columbus</i> located at Am Reitpfad 4, 63500 Seligenstadt, Germany	EUR5,100,000 (HKD43,300,000)
5.	<i>Hotel Auefeld</i> located at Hallenbadstraße 33, Hann. Münden 34346, District Göttingen in Lower Saxony, Germany	EUR4,700,000 (HKD40,600,000)
6.	<i>Hotel Kranichhöhe</i> located at Bövingen 129, Much, District Rhein-Sieg in North Rhine-Westphalia, Germany	EUR5,300,000 (HKD45,500,000)
7.	<i>Hotel Donauwelle</i> located at Am Winterhafen 13., Linz, Oberösterreich (Upper Austria), Austria	EUR5,800,000 (HKD49,700,000)
Total:		<hr/> <b>EUR54,990,000</b> <b>(HKD470,569,500)</b> <hr/>

## VALUATION CERTIFICATE

## Properties held by the Group for operation in the Czech Republic

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 31 December 2023
1.	<i>Palasino Furth im Wald</i> located at Česká Kubice 64 & Horní Folmava, 34532 Česká Kubice, Czech Republic	The property comprises numerous parcels of land with a total site area of approximately 23,285 sq.m., with a 2-storey building erected thereon which were renovated into a casino from the original cinema in 1995 and other ancillary area has constructed from 2014 to 2017.  The property has a total gross floor area ("GFA") of about 2,747 sq.m.  The land is held under Fee Simple Estate.	The property is operated by the Group as casino, restaurant and ancillary office uses.	EUR3,960,000 (HKD33,858,000)

## Notes:

1. Pursuant to a Real Estate Title Certificate, Letter of Ownership No. 478, issued by the Cadastral Office for the Pilsen Region, Cadastral Workplace Domažlice, the land use rights of the property with a site area of approximately 3,741 sq.m. have been granted to Trans World Hotels & Entertainment, a.s., for built-up area, courtyard and other area.
2. Pursuant to a Real Estate Title Certificate, Letter of Ownership No. 399, issued by the Cadastral Office for the Pilsen Region, Cadastral Workplace Domažlice, the land use rights of the property with a site area of approximately 19,544 sq.m. have been granted to Trans World Hotels & Entertainment, a.s., for permanent grassland.
3. The site inspection was performed by Mr. Frank F. Wong, MRICS Registered Valuer, in September 2023.
4. We have been provided with a legal opinion on the title to the property issued by the Group's Czech Republic legal advisers, which contains, *inter alia*, the following information:
  - a. Trans World Hotels & Entertainment, a.s. is the legal owner of the property inscribed in Ownership Certificate No. 399 registered as at 1 October 2020 and No. 478 registered as at 23 January 2013 for plot No. 10/29 & 10/30 (both permanent grassland) and, the construction plots No. 188/3, 188/4, 419, 420, 421, 422, 423, 369/6, 1464/1, 1464/2, 1465 (all other area) & 424 (all built-up area and courtyard) maintained by the Cadastral Registry for the Pilsen Region, Cadastral office in Domažlice; and
  - b. The existing use of the property is in compliance with the local planning regulations, required licence and has been approved by the relevant government authorities.

## VALUATION CERTIFICATE

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 31 December 2023
2.	<i>Palasino Excalibur City &amp; Hotel Savannah</i> located at Chvalovice-Hatě 198 & 199, Znojmo 669 02 & Derflice, Načeratice Czech Republic	<p>The properties comprise several lands with a site area of approximately 74,239 sq.m. with a single-storey casino hall and a 3-storey hotel building erected thereon which were completed in 1999 and 2008 respectively.</p> <p>The hotel accommodates 79 rooms, 6 conference and banquet rooms, restaurant, ancillary office, swimming pool and other recreational facilities such as fitness centre and spa. vineyard and playground were placed behind to the hotel building.</p> <p>The property has a total gross floor area ("GFA") of approximately 11,775 sq.m.</p> <p>The land is held under Fee Simple Estate.</p>	The property is operated by the Group for hotel and casino uses.	EUR18,870,000 (HKD161,338,500)

## Notes:

1. Pursuant to a Real Estate Title Certificate, Letter of Ownership No. 500 and Certificate of Ownership No. 807, issued by the Cadastral Office for the Bohemian Region, Cadastral office in Znojmo, the land use rights of the property with a site area of approximately 52,704 sq.m. have been granted to Trans World Hotels & Entertainment, a.s., for built-up area, courtyard, arable land and other area.
2. Pursuant to a Real Estate Title Certificate, Letter of Ownership No. 130 and Certificate of Ownership No. 310, issued by the Cadastral Office for the Bohemian Region, Cadastral office in Znojmo, the land use rights of the property with a site area of approximately 21,535 sq.m. have been granted to Trans World Hotels & Entertainment, a.s., for arable land and other area.
3. The site inspection was performed by Mr. Frank F. Wong, MRICS Registered Valuer, in September 2023.

4. We have been provided with a legal opinion on the title to the property issued by the Group's Czech Republic legal advisers, which contains, inter alia, the following information:
- a. Trans World Hotels & Entertainment, a.s. is the legal owner of the property inscribed in Ownership Certificate No. 500 with Purchase contract V11 1784/1996 as at 18 July 1996 for the plots No. 333/11, 339/42, 339/51, 339/162, 1271 (all arable land), plots No. 339/50, 339/73, 339/159, 339/161, 339/273 (all other area), plot No. 339/160 (built-up area and courtyard) of which building Hatě, no. 199 is a part, plot No. 339/170 (built-up area and courtyard) of which building without registration number is a part and plots No. 339/234 and 339/238 (both built-up area and courtyard) including building Hatě, No. 198 maintained by the Cadastral Registry South Bohemian Region, Cadastral office in Znojmo;
  - b. Trans World Hotels & Entertainment, a.s. is the legal owner of the property inscribed in Ownership Certificate No. 310, No. 130 and No. 807 for the plots No. 3318, 3333 (both other area) and plot No. 3353 (arable land), No. 209, 314 (both arable land), and No. 199/1, 199/2 (both other non-residential space) maintained by the Cadastral Registry South Bohemian Region, Cadastral office in Znojmo; and
  - c. The existing use of the property is in compliance with the local planning regulations, required licence and has been approved by the relevant government authorities.

## VALUATION CERTIFICATE

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 31 December 2023
3.	<i>Palasino Wulowitz</i> located at Dolní Dvořiště 225, 38272 Dolní Dvořiště, Czech Republic	<p>The properties comprise multiple parcels of land with a site area of approximately 85,147 sq.m. with a 2-storey casino building erected thereon which were completed in 2004 and 3 hotel rooms were furnished from 2010.</p> <p>The property has a total gross floor area ("GFA") of approximately 3,288 sq.m.</p> <p>The land is held under Fee Simple Estate.</p>	The property is operated by the Group as casino use.	EUR11,260,000 (HKD96,273,000)

*Notes:*

1. Pursuant to a Real Estate Title Certificate, Certificate of Ownership No. 350, issued by the Cadastral Office for the South Bohemian Region, Český Krumlov, the land use rights of the property with a site area of approximately 85,147 sq.m. have been granted to Trans World Hotels & Entertainment, a.s., for built-up area, courtyard, arable land and other area.
2. The site inspection was performed by Mr. Frank F. Wong, MRICS Registered Valuer, in September 2023.
3. We have been provided with a legal opinion on the title to the property issued by the Group's Czech Republic legal advisers, which contains, inter alia, the following information:
  - a. Trans World Hotels & Entertainment, a.s. is the legal owner of the property inscribed in Ownership Certificate No. 350 includes plot No. 1806/76, 1806/80 (arable land) and No. 1806/79 (all other area) for the construction plot No. 370 (built-up area and courtyard) of which building under construction is a part (Owner Certificate 332), construction plot No. 373 (built-up area and courtyard) including building Dolní Dolní Dvořiště, No. 225, plots No. 1806/25, 1806/30, 1806/32, 1806/33, 1806/35, 1806/47, 1806/48, 1806/49, 1806/51 (all arable land) and plots No. 1806/27, 1806/29 (all other area) maintained by the Cadastral Registry South Bohemian Region, Cadastral office in Český Krumlov; and
  - b. The existing use of the property is in compliance with the local planning regulations, required licence and has been approved by the relevant government authorities.

## VALUATION CERTIFICATE

## Properties held by the Group for operation in Germany

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 31 December 2023
4.	<i>Hotel Columbus</i> located at Am Reitpfad 4, 63500 Seligenstadt, Germany	<p>The properties comprise several parcels of land with a site area of approximately 4,548 sq.m. with a 4-storey hotel building erected thereon which were completed in 2000 and renovated in 2012.</p> <p>The hotel accommodates 117 rooms, restaurant, bar, conference rooms, car parking spaces and recreational area such as gym room and sauna room.</p> <p>The property has a total gross floor area ("GFA") of approximately 6,845 sq.m.</p> <p>The land is held under Fee Simple Estate.</p>	The property is operated by the Group for hotel use.	EUR5,100,000 (HKD43,300,000)

*Notes:*

1. Pursuant to a Real Estate Title Certificate, the land use right of the plot no. 267 and 335 of the property with a site area of approximately 4,548 sq.m. have been granted to the Trans World Hotels Germany GmbH. for building and open space uses.
2. The site inspection was performed by Ms. Wai Kwan Lam, Gloria, BSc (Hons) in Surveying, with about 3 years property valuation experience in September 2023.
3. We have been provided with a legal opinion on the title to the property issued by the Group's Germany legal advisers, which contains, inter alia, the following information:
  - a. Trans World Hotels Germany GmbH. is the legal owner of the property inscribed in the land register of Froschhausen, sheet 3099 ("Blatt"), serial no. 1 ("Ifd. Nr."), Froschhausen district ("Gemarkung"), plot 8 ("Flur"), land parcel 267 ("Flurstück") and Froschhausen, sheet 3161 ("Blatt"), serial no. 1 ("Ifd. Nr."), Froschhausen district ("Gemarkung"), plot 8 ("Flur"), land parcel 335 ("Flurstück");
  - b. The site areas of the property at Am Reitpfad 4 and Am Reitpfad 7, 63500 Seligenstadt are 3,498 sq.m. and 1,050 sq.m. respectively used for building and open space; and
  - c. The existing use of the property is in compliance with the local planning regulations, required licence and has been approved by the relevant government authorities.

## VALUATION CERTIFICATE

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 31 December 2023
5.	<i>Hotel Auefeld</i> located at Hallenbadstraße 33, Hann. Münden 34346, District Göttingen in Lower Saxony, Germany	<p>The properties comprise several parcels of land with a site area of approximately 26,554 sq.m. with several hotel buildings erected thereon which were completed between 1983 and 2001.</p> <p>The hotel accommodates 70 spacious double rooms, 13 comfortably furnished single rooms, 8 superior rooms as well as 2 individual suites and sport facilities such as 4 indoor tennis courts, 2 squash courts, 2 bowling lanes, gym and a sauna.</p> <p>The property has a total gross floor area ("GFA") of approximately 11,379 sq.m.</p> <p>The land is held under leasehold land which is expired on 1 March 2084.</p>	The property is operated by the Group for hotel use.	EUR4,700,000 (HKD40,600,000)

*Notes:*

1. Pursuant to a Real Estate Title Certificate granted by Country of Göttingen, the land use right of the plots no. 82/19, 82/17, 82/16, 194/4, 194/6, 84/18, 84/16 and 84/12 of the property with a site area of approximately 26,554 sq.m. have been granted to Trans World Hotels Germany GmbH., for built-up area, courtyard, arable land and other area expired on 1 March 2084.
2. The site inspection was performed by Ms. Wai Kwan Lam, Gloria, BSc (Hons) in Surveying, with about 3 years property valuation experience in September 2023.
3. We have been provided with a legal opinion on the title to the property issued by the Group's Germany legal advisers, *inter alia*, the following information:
  - a. Trans World Hotels Germany GmbH. is the legal owner of the property inscribed in the land register of Gimte, sheet 1172 ("Blatt"), serial no. 1 ("lfd. Nr."), Gimte district ("Gemarkung"), plot 4 ("Flur"), land parcels 82/19, 82/17, 82/16, 194/4, 194/6, 84/18, 84/16 ("Flurstück") and sheet 1011 ("Blatt"), hereditary land register ("Erbbaugrundbuch"), serial no. 1 ("lfd. Nr."), Gimte district ("Gemarkung"), plot 4 ("Flur"), land parcel 84/12 ("Flurstück");
  - b. The total site area of all the property described in Notes 3(a) is 26,554 sq.m. used for building and open space; and
  - c. The existing use of the property is in compliance with the local planning regulations, required licence and has been approved by the relevant government authorities.

## VALUATION CERTIFICATE

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 31 December 2023
6.	<i>Hotel Kranichhöhe</i> located at Bövingen 129, Much, District Rhein-Sieg in North Rhine-Westphalia, Germany	<p>The properties comprise 2 parcels of land with a site area of approximately 24,175 sq.m. with several hotel buildings erected thereon which were completed between 1991 and 1992. The last refurbishment took place in 2009 and 2017.</p> <p>The whole hotel is formed by a 3-storey main building, a 1-storey building and a 2-storey recreational building. There are totally 107 hotel rooms with various recreational facilities such as bar, indoor and outdoor sauna, and volleyball court.</p> <p>The property has a total gross floor area ("GFA") of approximately 12,009 sq.m.</p> <p>The land is held under Fee Simple Estate.</p>	The property is operated by the Group for hotel use.	EUR5,300,000 (HKD45,500,000)

*Notes:*

1. Pursuant to a Real Estate Title Certificate issued by Rhein-Sieg-Kreis Katasteramt, the land use right of the parcel no. 286, 344, 346, 345 of the property with a site area of approximately 24,175 sq.m. have been granted to Trans World Hotels Germany GmbH., for mainly used as building and open space, trade and economy, and recreational space.
2. The site inspection was performed by Ms. Wai Kwan Lam, Gloria, BSc (Hons) in Surveying, with about 3 years property valuation experience in September 2023.
3. We have been provided with a legal opinion on the title to the property issued by the Group's Germany legal advisers, which contains, inter alia, the following information:
  - a. Trans World Hotels Germany GmbH. is the legal owner of the property inscribed in the land register of F Gerlinghausen, sheet 531 ("Blatt"), serial no. 1 ("lfd. Nr."), Gerlinghausen district ("Gemarkung"), plot 4 ("Flur"), land parcel 286 ("Flurstück") and sheet 592 ("Blatt"), serial no. 1 ("lfd. Nr."), Gerlinghausen district ("Gemarkung"), plot 4 ("Flur"), land parcels 346, 344 and 345 ("Flurstück");
  - b. The site area of the property in Siegburg, *Hotel Kranichhöhe* is 24,175 sq.m. used for building and open space, trade and economy, and recreational area; and
  - c. The existing use of the property is in compliance with the local planning regulations, required licence and has been approved by the relevant government authorities.



## VALUATION CERTIFICATE

## Properties held by the Group for operation in Austria

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 31 December 2023
7.	<i>Hotel Donauwelle</i> located at Am Winterhafen 13., Linz, Oberösterreich (Upper Austria), Austria	<p><i>Hotel Donauwelle</i> is a 4-star hotel with a site area of approximately 5,195 sq.m. erected thereon which were completed around 1995. The last refurbishment took place in 2014 and 2017.</p> <p>The property is a 6-storey building (excluding a story of underground) with multiple recreational facilities such as spa/massage room, fitness centre and bar.</p> <p>The hotel accommodates 176 rooms, car parking spaces, restaurant, bar and recreational area such as indoor sauna, steam bath, relax room, gym room and meeting rooms.</p> <p>The property has a total gross floor area ("GFA") of approximately 10,782 sq.m.</p> <p>The land is held under lease agreement which is expired on 31 December 2061 in accordance to Notes 3b and 3c.</p>	The property is operated by the Group for hotel use.	EUR5,800,000 (HKD49,700,000)

## Notes:

1. The owner of the building is Trans World Hotel Austria GmbH.
2. The site inspection was performed by Mr. Frank F. Wong, MRICS Registered Valuer, in September 2023.
3. We have been provided with a legal opinion on the title to the property issued by the Group's Austria legal advisers, which contains, inter alia, the following information:
  - a. Trans World Hotels Austria GmbH. (TWhA) is the legal owner of the building on the parcel no. 1563/2 and no. 1624;

- b. The lease agreement was originally concluded between ID International Deal Fehlinger KG (an independent third party), as lessor, and Ipla Ges.m.b.H as lessee, dated 16 November 1991 was transferred to TWHA by the lease agreement concluded between ID International Deal Fehlinger KG and TWHA dated 16 November 1991 and amended by agreement between Willi Fehlinger and TWHA dated on 20 December 1991 and 21 September 1994 / 02 February 1995 and 2017 at the occasion of the acquisition of TWHA shares by TWHE and TWHG;
- c. The lease is for an unlimited period of time but may not be terminated by the lessor before 31 December 2061; and
- d. The existing use of the property is in compliance with the local planning regulations, required licence and has been approved by the relevant government authorities.

Set out below is a summary of certain provisions of the Memorandum and Articles of Association of the Company and of certain aspects of Cayman Islands company law.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 6 July 2023 under the Companies Act (As Revised) of the Cayman Islands (the “**Companies Act**”). The Company’s constitutional documents consist of its Amended and Restated Memorandum of Association (the “**Memorandum**”) and its Amended and Restated Articles of Association (the “**Articles**”).

## 1. MEMORANDUM OF ASSOCIATION

- (a) The Memorandum states, inter alia, that the liability of members of the Company is limited to the amount, if any, for the time being unpaid on the shares respectively held by them and that the objects for which the Company is established are unrestricted (including acting as an investment company), and that the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided in section 27(2) of the Companies Act and in view of the fact that the Company is an exempted company that the Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands.
- (b) The Company may by special resolution alter its Memorandum with respect to any objects, powers or other matters specified therein.

## 2. ARTICLES OF ASSOCIATION

The Articles were conditionally adopted on 4 March 2024 with effect from the Listing Date. The following is a summary of certain provisions of the Articles:

### (a) Shares

#### (i) *Classes of shares*

The share capital of the Company consists of ordinary shares.

#### (ii) *Variation of rights of existing shares or classes of shares*

Subject to the Companies Act, if at any time the share capital of the Company is divided into different classes of shares, all or any of the special rights attached to the shares or any class of shares may (unless otherwise provided for by the terms of issue of that class) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of the Articles relating to general meetings will *mutatis mutandis* apply, but so that the necessary quorum (including at an adjourned

meeting) shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class. Every holder of shares of the class shall be entitled to one vote for every such share held by him.

Any special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

*(iii) Alteration of capital*

The Company may by ordinary resolution of its members:

- (i) increase its share capital by the creation of new shares;
- (ii) consolidate all or any of its capital into shares of larger amount than its existing shares;
- (iii) divide its shares into several classes and attach to such shares any preferential, deferred, qualified or special rights, privileges, conditions or restrictions as the Company in general meeting or as the directors may determine;
- (iv) subdivide its shares or any of them into shares of smaller amount than is fixed by the Memorandum; or
- (v) cancel any shares which, at the date of passing of the resolution, have not been taken and diminish the amount of its capital by the amount of the shares so cancelled.

The Company may reduce its share capital or any capital redemption reserve or other undistributable reserve in any way by special resolution.

*(iv) Transfer of shares*

All transfers of shares may be effected by an instrument of transfer in the usual or common form or in a form prescribed by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or in such other form as the board may approve and which may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the board may approve from time to time.

Notwithstanding the foregoing, for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Stock Exchange (the “**Listing Rules**”) that are or shall be applicable to such listed shares. The register of members in respect of its listed shares (whether the principal register

or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.

The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the board may dispense with the execution of the instrument of transfer by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of that share.

The board may, in its absolute discretion, at any time transfer any share upon the principal register to any branch register or any share on any branch register to the principal register or any other branch register.

The board may decline to recognise any instrument of transfer unless a fee (not exceeding the maximum sum as the Stock Exchange may determine to be payable) determined by the Directors is paid to the Company, the instrument of transfer is properly stamped (if applicable), it is in respect of only one class of share and is lodged at the relevant registration office or registered office or such other place at which the principal register is kept accompanied by the relevant share certificate(s) and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

The registration of transfers may be suspended and the register closed on giving notice by announcement or by electronic communication or by advertisement in any newspaper or by any other means in accordance with the requirements of the Stock Exchange, at such times and for such periods as the board may determine. The register of members must not be closed for periods exceeding in the whole thirty (30) days in any year. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by members by ordinary resolution.

Subject to the above, fully paid shares are free from any restriction on transfer and free of all liens in favour of the Company.

*(v) Power of the Company to purchase its own shares*

The Company is empowered by the Companies Act and the Articles to purchase its own shares subject to certain restrictions and the board may only exercise this power on behalf of the Company subject to any applicable requirements imposed from time to time by the Stock Exchange.

The board may accept the surrender for no consideration of any fully paid share.

*(vi) Power of any subsidiary of the Company to own shares in the Company*

There are no provisions in the Articles relating to ownership of shares in the Company by a subsidiary.

*(vii) Calls on shares and forfeiture of shares*

The board may from time to time make such calls upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium). A call may be made payable either in one lump sum or by instalments. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. (20%) per annum as the board may agree to accept from the day appointed for the payment thereof to the time of actual payment, but the board may waive payment of such interest wholly or in part. The board may, if it thinks fit, receive from any member willing to advance the same, either in money or money's worth, all or any part of the monies uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the board may decide.

If a member fails to pay any call on the day appointed for payment thereof, the board may serve not less than fourteen (14) clear days' notice on him requiring payment of so much of the call as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment and stating that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the board to that effect. Such forfeiture will include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty per cent. (20%) per annum as the board determines.

**(b) Directors***(i) Appointment, retirement and removal*

At each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

Neither a Director nor an alternate Director is required to hold any shares in the Company by way of qualification. Further, there are no provisions in the Articles relating to retirement of Directors upon reaching any age limit.

The Directors have the power to appoint any person as a Director either to fill a casual vacancy on the board or as an addition to the existing board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

A Director (including a managing or other executive Director) may be removed by an ordinary resolution of the Company before the expiration of his term of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and members of the Company may by ordinary resolution appoint another in his place. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two. There is no maximum number of Directors.

The office of director shall be vacated if:

- (aa) he resigns by notice in writing delivered to the Company;
- (bb) he becomes of unsound mind or dies;
- (cc) without special leave, he is absent from meetings of the board for six (6) consecutive months, and the board resolves that his office is vacated;
- (dd) he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
- (ee) he is prohibited from being a director by law; or

- (ff) he ceases to be a director by virtue of any provision of law or is removed from office pursuant to the Articles.

The board may appoint one or more of its body to be managing director, joint managing director, or deputy managing director or to hold any other employment or executive office with the Company for such period and upon such terms as the board may determine and the board may revoke or terminate any of such appointments. The board may delegate any of its powers, authorities and discretions to committees consisting of such Director or Directors and other persons as the board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed must, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may from time to time be imposed upon it by the board.

*(ii) Power to allot and issue shares and warrants*

Subject to the provisions of the Companies Act and the Memorandum and Articles and to any special rights conferred on the holders of any shares or class of shares, any share may be issued (a) with or have attached thereto such rights, or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, as the Directors may determine, or (b) on terms that, at the option of the Company or the holder thereof, it is liable to be redeemed.

The board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may determine.

Subject to the provisions of the Companies Act and the Articles and, where applicable, the Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, all unissued shares in the Company are at the disposal of the board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount to their nominal value.

Neither the Company nor the board is obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the board, be unlawful or impracticable or that based on legal opinions provided by legal advisers, the board considers it necessary or expedient not to offer the shares to such members on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant



regulatory body or stock exchange in that place. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

*(iii) Power to dispose of the assets of the Company or any of its subsidiaries*

There are no specific provisions in the Articles relating to the disposal of the assets of the Company or any of its subsidiaries. The Directors may, however, exercise all powers and do all acts and things which may be exercised or done or approved by the Company and which are not required by the Articles or the Companies Act to be exercised or done by the Company in general meeting.

*(iv) Borrowing powers*

The board may exercise all the powers of the Company to raise or borrow money, to mortgage or charge all or any part of the undertaking, property and assets and uncalled capital of the Company and, subject to the Companies Act, to issue debentures, bonds and other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

*(v) Remuneration*

The ordinary remuneration of the Directors is to be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the board may agree or, failing agreement, equally, except that any Director holding office for part only of the period in respect of which the remuneration is payable shall only rank in such division in proportion to the time during such period for which he held office. The Directors are also entitled to be prepaid or repaid all travelling, hotel and incidental expenses reasonably expected to be incurred or incurred by them in attending any board meetings, committee meetings or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties as Directors.

Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the board go beyond the ordinary duties of a Director may be paid such extra remuneration as the board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration as a Director. An executive Director appointed to be a managing director, joint managing director, deputy managing director or other executive officer shall receive such remuneration and such other benefits and allowances as the board may from time to time decide. Such remuneration may be either in addition to or in lieu of his remuneration as a Director.

The board may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's monies to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the following paragraph shall include any Director or past Director who may hold or have held any executive office or any office of profit with the Company or any of its subsidiaries) and ex-employees of the Company and their dependents or any class or classes of such persons.

The board may pay, enter into agreements to pay or make grants of revocable or irrevocable, and either subject or not subject to any terms or conditions, pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any such scheme or fund as is mentioned in the previous paragraph. Any such pension or benefit may, as the board considers desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

The board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting.

*(vi) Compensation or payments for loss of office*

Pursuant to the Articles, payments to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by the Company in general meeting.

*(vii) Loans and provision of security for loans to Directors*

The Company must not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

*(viii) Disclosure of interests in contracts with the Company or any of its subsidiaries*

A Director may hold any other office or place of profit with the Company (except that of the auditor of the Company) in conjunction with his office of Director for such period and upon such terms as the board may determine, and may be paid such extra remuneration therefor in addition to any remuneration provided for by or pursuant to the Articles. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration, profits or other benefits received by him as a director, officer or member of, or from his interest in, such other company. The board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

No Director or proposed or intended Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company must declare the nature of his interest at the meeting of the board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case, at the first meeting of the board after he knows that he is or has become so interested.

A Director shall not vote (nor be counted in the quorum) on any resolution of the board approving any contract or arrangement or other proposal in which he or any of his close associates is materially interested, but this prohibition does not apply to any of the following matters, namely:

- (aa) the giving of any security or indemnity either:
  - (aaa) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (bbb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (bb) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (cc) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
  - (aaa) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
  - (bbb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Directors, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (dd) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

**(c) Proceedings of the Board**

The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have an additional or casting vote.

**(d) Alterations to constitutional documents and the Company's name**

The Articles may be rescinded, altered or amended by the Company in general meeting by special resolution. The Articles state that a special resolution shall be required to alter the provisions of the Memorandum, to amend the Articles or to change the name of the Company.

**(e) Meetings of members*****(i) Special and ordinary resolutions***

A special resolution of the Company must be passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

Under the Companies Act, a copy of any special resolution must be forwarded to the Registrar of Companies in the Cayman Islands within fifteen (15) days of being passed.

An ordinary resolution is defined in the Articles to mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

***(ii) Voting rights and right to demand a poll***

Subject to any special rights or restrictions as to voting for the time being attached to any shares, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

At any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

Any corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members.

The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and such corporation shall for the purposes of the Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by that clearing house (or its nominee(s)) including, the right to speak and to vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

All members have the right to speak and vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

Where the Company has any knowledge that any member is, under the Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

*(iii) Annual general meetings and extraordinary general meetings*

The Company must hold an annual general meeting of the Company for each financial year other than the financial year of the Company's adoption of the Articles and such general meeting must be held within six (6) months after the end of the Company's financial year unless a longer period would not infringe the Listing Rules.

Extraordinary general meetings may be convened on the requisition of one or more members holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis. Such requisition shall be made in writing to the board or the secretary for the purpose of requiring an extraordinary general meeting to be called by the board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the board fails to proceed to convene such meeting, the requisitioner(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the board shall be reimbursed to the requisitioner(s) by the Company.

Notwithstanding any provisions in the Articles, any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting.

*(iv) Notices of meetings and business to be conducted*

An annual general meeting must be called by notice of not less than twenty-one (21) clear days. All other general meetings must be called by notice of at least fourteen (14) clear days. The notice is exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and must specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in the case of special business, the general nature of that business.

In addition, notice of every general meeting must be given to all members of the Company other than to such members as, under the provisions of the Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to, among others, the auditors for the time being of the Company.

Any notice to be given to or by any person pursuant to the Articles may be served on or delivered to any member of the Company personally, by post to such member's registered address or by advertisement in newspapers in accordance with the requirements of the Stock Exchange. Subject to compliance with Cayman Islands

law and the Listing Rules, notice may also be served or delivered by the Company to any member by electronic means.

All business that is transacted at an extraordinary general meeting and at an annual general meeting is deemed special, save that in the case of an annual general meeting, each of the following business is deemed an ordinary business:

- (aa) the declaration and sanctioning of dividends;
- (bb) the consideration and adoption of the accounts and balance sheet and the reports of the directors and the auditors;
- (cc) the election of directors in place of those retiring;
- (dd) the appointment of auditors and other officers; and
- (ee) the fixing of the remuneration of the directors and of the auditors.

*(v) Quorum for meetings and separate class meetings*

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment of a chairman.

The quorum for a general meeting shall be two members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy, and entitled to vote. In respect of a separate class meeting (including an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class.

*(vi) Proxies*

Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company and is entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy is entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise as if it were an individual member. Votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy.



**(f) Accounts and audit**

The board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Companies Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

The accounting records must be kept at the registered office or at such other place or places as the board decides and shall always be open to inspection by any Director. No member (other than a Director) shall have any right to inspect any accounting record or book or document of the Company except as conferred by law or authorised by the board or the Company in general meeting. However, an exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company at its general meeting, together with a printed copy of the Directors' report and a copy of the auditors' report, shall not less than twenty-one (21) days before the date of the meeting and at the same time as the notice of annual general meeting be sent to every person entitled to receive notices of general meetings of the Company under the provisions of the Articles; however, subject to compliance with all applicable laws, including the Listing Rules, the Company may send to such persons summarised financial statements derived from the Company's annual accounts and the directors' report instead provided that any such person may by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Moreover, the members may, at any general meeting, by ordinary resolution remove the auditor at any time before the expiration of his terms of office and shall by ordinary resolution at that meeting appoint another auditor for the remainder of his term. The remuneration of the auditors shall be fixed and approved by the Company by an ordinary resolution passed at a general meeting or in such manner as the members may by ordinary resolution determine.

The financial statements of the Company shall be audited by the auditor in accordance with generally accepted auditing standards which may be those of a country or jurisdiction other than the Cayman Islands. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor must be submitted to the members in general meeting.

**(g) Dividends and other methods of distribution**

The Company in general meeting may declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the board.

The Articles provide dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Act.

Except in so far as the rights attaching to, or the terms of issue of, any share may otherwise provide, (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid but no amount paid up on a share in advance of calls shall for this purpose be treated as paid up on the share and (ii) all dividends shall be apportioned and paid pro rata according to the amount paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. The Directors may deduct from any dividend or other monies payable to any member or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the board may further resolve either (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment, or (b) that members entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the board may think fit.

The Company may also upon the recommendation of the board by an ordinary resolution resolve in respect of any one particular dividend of the Company that it may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to members to elect to receive such dividend in cash in lieu of such allotment.

Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address, or in the case of joint holders, addressed to the holder whose name stands first in the register of the Company in respect of the shares at his address as appearing in the register or addressed to such person and at such addresses as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of

such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared the board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind.

All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the board and shall revert to the Company.

No dividend or other monies payable by the Company on or in respect of any share shall bear interest against the Company.

**(h) Inspection of corporate records**

Pursuant to the Articles, the register and branch register of members maintained in Hong Kong shall be open to inspection for at least two (2) hours during business hours by members without charge, or by any other person upon a maximum payment of HK\$2.50 or such lesser sum specified by the board, at the registered office or such other place at which the register is kept in accordance with the Companies Act or, upon a maximum payment of HK\$1.00 or such lesser sum specified by the board, at the office where the branch register of members is kept, unless the register is closed in accordance with the Articles.

**(i) Rights of minorities in relation to fraud or oppression**

There are no provisions in the Articles relating to rights of minority shareholders in relation to fraud or oppression. However, certain remedies are available to members of the Company under Cayman Islands law, as summarised in paragraph 3(f) of this Appendix.

**(j) Procedures on liquidation**

Unless otherwise provided by the Companies Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares:

- (i) if the Company is wound up and the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such members in proportion to the amount paid up on the shares held by them respectively; and

- (ii) if the Company is wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

If the Company is wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Companies Act divide among the members in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

**(k) Subscription rights reserve**

The Articles provide that to the extent that it is not prohibited by and is in compliance with the Companies Act, if warrants to subscribe for shares have been issued by the Company and the Company does any act or engages in any transaction which would result in the subscription price of such warrants being reduced below the par value of a share, a subscription rights reserve shall be established and applied in paying up the difference between the subscription price and the par value of a share on any exercise of the warrants.

**3. CAYMAN ISLANDS COMPANY LAW**

The Company is incorporated in the Cayman Islands subject to the Companies Act and, therefore, operates subject to Cayman Islands law. Set out below is a summary of certain provisions of Cayman Islands company law, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of Cayman Islands company law and taxation, which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar:

**(a) Company operations**

As an exempted company, the Company's operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the amount of its authorised share capital.

**(b) Share capital**

The Companies Act provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on those shares shall be transferred to an account, to be called the “share premium account”. At the option of a company, these provisions may not apply to premiums on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium.

The Companies Act provides that the share premium account may be applied by the company subject to the provisions, if any, of its memorandum and articles of association in (a) paying distributions or dividends to members; (b) paying up unissued shares of the company to be issued to members as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of section 37 of the Companies Act); (d) writing-off the preliminary expenses of the company; and (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company.

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Act provides that, subject to confirmation by the Grand Court of the Cayman Islands (the “Court”), a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, by special resolution reduce its share capital in any way.

**(c) Financial assistance to purchase shares of a company or its holding company**

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company to another person for the purchase of, or subscription for, its own or its holding company’s shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and acting in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm’s-length basis.

**(d) Purchase of shares and warrants by a company and its subsidiaries**

A company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder and the Companies Act expressly provides that it shall be lawful for the rights attaching to any shares to be varied, subject to the provisions of the company’s articles of association, so as to provide that such shares are to be or are liable to be so redeemed. In addition, such a

company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. However, if the articles of association do not authorise the manner and terms of purchase, a company cannot purchase any of its own shares unless the manner and terms of purchase have first been authorised by an ordinary resolution of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any issued shares of the company other than shares held as treasury shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

Shares purchased by a company is to be treated as cancelled unless, subject to the memorandum and articles of association of the company, the directors of the company resolve to hold such shares in the name of the company as treasury shares prior to the purchase. Where shares of a company are held as treasury shares, the company shall be entered in the register of members as holding those shares, however, notwithstanding the foregoing, the company is not to be treated as a member for any purpose and must not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void, and a treasury share must not be voted, directly or indirectly, at any meeting of the company and must not be counted in determining the total number of issued shares at any given time, whether for the purposes of the company's articles of association or the Companies Act.

A company is not prohibited from purchasing and may purchase its own warrants subject to and in accordance with the terms and conditions of the relevant warrant instrument or certificate. There is no requirement under Cayman Islands law that a company's memorandum or articles of association contain a specific provision enabling such purchases and the directors of a company may rely upon the general power contained in its memorandum of association to buy and sell and deal in personal property of all kinds.

Under Cayman Islands law, a subsidiary may hold shares in its holding company and, in certain circumstances, may acquire such shares.

**(e) Dividends and distributions**

The Companies Act permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account. With the exception of the foregoing, there are no statutory provisions relating to the payment of dividends. Based upon English case law, which is regarded as persuasive in the Cayman Islands, dividends may be paid only out of profits.

No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distribution of assets to members on a winding up) may be made to the company, in respect of a treasury share.

**(f) Protection of minorities and shareholders' suits**

The Courts ordinarily would be expected to follow English case law precedents which permit a minority shareholder to commence a representative action against or derivative actions in the name of the company to challenge (a) an act which is ultra vires the company or illegal, (b) an act which constitutes a fraud against the minority and the wrongdoers are themselves in control of the company, and (c) an irregularity in the passing of a resolution which requires a qualified (or special) majority.

In the case of a company (not being a bank) having a share capital divided into shares, the Court may, on the application of members holding not less than one fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Court shall direct.

Any shareholder of a company may petition the Court which may make a winding up order if the Court is of the opinion that it is just and equitable that the company should be wound up or, as an alternative to a winding up order, (a) an order regulating the conduct of the company's affairs in the future, (b) an order requiring the company to refrain from doing or continuing an act complained of by the shareholder petitioner or to do an act which the shareholder petitioner has complained it has omitted to do, (c) an order authorising civil proceedings to be brought in the name and on behalf of the company by the shareholder petitioner on such terms as the Court may direct, or (d) an order providing for the purchase of the shares of any shareholders of the company by other shareholders or by the company itself and, in the case of a purchase by the company itself, a reduction of the company's capital accordingly.

Generally claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

**(g) Disposal of assets**

The Companies Act contains no specific restrictions on the power of directors to dispose of assets of a company. However, as a matter of general law, every officer of a company, which includes a director, managing director and secretary, in exercising his powers and discharging his duties must do so honestly and in good faith with a view to the best interests of the company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**(h) Accounting and auditing requirements**

A company must cause proper books of account to be kept with respect to (i) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; (ii) all sales and purchases of goods by the company; and (iii) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

An exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

**(i) Exchange control**

There are no exchange control regulations or currency restrictions in the Cayman Islands.

**(j) Taxation**

Pursuant to the Tax Concessions Act of the Cayman Islands, the Company has obtained an undertaking:

- (1) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciation shall apply to the Company or its operations; and
- (2) that the aforesaid tax or any tax in the nature of estate duty or inheritance tax shall not be payable on or in respect of the shares, debentures or other obligations of the Company.

The undertaking for the Company is for a period of twenty years from 21 July 2023.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are a party to a double tax treaty entered into with the United Kingdom in 2010 but otherwise is not party to any double tax treaties.

**(k) Stamp duty on transfers**

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

**(l) Loans to directors**

There is no express provision in the Companies Act prohibiting the making of loans by a company to any of its directors.



**(m) Inspection of corporate records**

The notice of registered office is a matter of public record. A list of the names of the current directors and alternate directors (if applicable) is made available by the Registrar of Companies for inspection by any person on payment of a fee. The register of mortgages is open to inspection by creditors and members.

Members of the Company have no general right under the Companies Act to inspect or obtain copies of the register of members or corporate records of the Company. They will, however, have such rights as may be set out in the Company's Articles.

**(n) Register of members**

An exempted company may maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as the directors may, from time to time, think fit. The register of members shall contain such particulars as required by Section 40 of the Companies Act. A branch register must be kept in the same manner in which a principal register is by the Companies Act required or permitted to be kept. The company shall cause to be kept at the place where the company's principal register is kept a duplicate of any branch register duly entered up from time to time.

There is no requirement under the Companies Act for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection. However, an exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of members, as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

**(o) Register of Directors and Officers**

The Company is required to maintain at its registered office a register of directors and officers which is not available for inspection by the public. A copy of such register must be filed with the Registrar of Companies in the Cayman Islands and any change must be notified to the Registrar within thirty (30) days of any change in such directors or officers.

**(p) Beneficial Ownership Register**

An exempted company is required to maintain a beneficial ownership register at its registered office that records details of the persons who ultimately own or control, directly or indirectly, 25% or more of the equity interests or voting rights of the company or have rights to appoint or remove a majority of the directors of the company. The beneficial ownership register is not a public document and is only accessible by a designated competent authority of the Cayman Islands. Such requirement does not, however, apply to an exempted company with its shares listed on an approved stock exchange, which includes the Stock Exchange. Accordingly, for so long as the shares of the Company are listed on the Stock Exchange, the Company is not required to maintain a beneficial ownership register.

**(q) Winding up**

A company may be wound up (a) compulsorily by order of the Court, (b) voluntarily, or (c) under the supervision of the Court.

The Court has authority to order winding up in a number of specified circumstances including where the members of the company have passed a special resolution requiring the company to be wound up by the Court, or where the company is unable to pay its debts, or where it is, in the opinion of the Court, just and equitable to do so. Where a petition is presented by members of the company as contributories on the ground that it is just and equitable that the company should be wound up, the Court has the jurisdiction to make certain other orders as an alternative to a winding-up order, such as making an order regulating the conduct of the company's affairs in the future, making an order authorising civil proceedings to be brought in the name and on behalf of the company by the petitioner on such terms as the Court may direct, or making an order providing for the purchase of the shares of any of the members of the company by other members or by the company itself.

A company (save with respect to a limited duration company) may be wound up voluntarily when the company so resolves by special resolution or when the company in general meeting resolves by ordinary resolution that it be wound up voluntarily because it is unable to pay its debts. In the case of a voluntary winding up, such company is obliged to cease to carry on its business (except so far as it may be beneficial for its winding up) from the time of passing the resolution for voluntary winding up or upon the expiry of the period or the occurrence of the event referred to above.

For the purpose of conducting the proceedings in winding up a company and assisting the Court therein, there may be appointed an official liquidator or official liquidators; and the court may appoint to such office such person, either provisionally or otherwise, as it thinks fit, and if more persons than one are appointed to such office, the Court must declare whether any act required or authorised to be done by the official liquidator is to be done by all or any one or more of such persons. The Court may also determine whether any and what security is to be given by an official liquidator on his appointment; if no official liquidator is appointed, or during any vacancy in such office, all the property of the company shall be in the custody of the Court.

As soon as the affairs of the company are fully wound up, the liquidator must make a report and an account of the winding up, showing how the winding up has been conducted and how the property of the company has been disposed of, and thereupon call a general meeting of the company for the purposes of laying before it the account and giving an explanation thereof. This final general meeting must be called by at least 21 days' notice to each contributory in any manner authorised by the company's articles of association and published in the Gazette.

**(r) Reconstructions**

There are statutory provisions which facilitate reconstructions and amalgamations approved by (i) a majority in number representing seventy-five per cent. (75%) in value of creditors, or (ii) seventy-five per cent. (75%) in value of shareholders or class of shareholders, as the case may be, as are present at a meeting called for such purpose and thereafter sanctioned by the Court. Whilst a dissenting shareholder would have the right to express to the Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management.

The Companies Act also contains statutory provisions which provide that a company may present a petition to the Court for the appointment of a restructuring officer on the grounds that the company (a) is or is likely to become unable to pay its debts within the meaning of section 93 of the Companies Act; and (b) intends to present a compromise or arrangement to its creditors (or classes thereof) either, pursuant to the Companies Act, the law of a foreign country or by way of a consensual restructuring. The petition may be presented by a company acting by its directors, without a resolution of its shareholders or an express power in its articles of association. On hearing such a petition, the Court may, among other things, make an order appointing a restructuring officer or make any other order as the Court thinks fit.

**(s) Take-overs**

Where an offer is made by a company for the shares of another company and, within four (4) months of the offer, the holders of not less than ninety per cent. (90%) of the shares which are the subject of the offer accept, the offeror may at any time within two (2) months after the expiration of the said four (4) months, by notice in the prescribed manner require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Court within one (1) month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

**(t) Indemnification**

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Court to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

**(u) Economic Substance Requirements**

Pursuant to the International Tax Cooperation (Economic Substance) Act of the Cayman Islands ("ES Act") that came into force on 1 January 2019, a "relevant entity" is required to satisfy the economic substance test set out in the ES Act. A "relevant entity" includes an exempted company incorporated in the Cayman Islands as is the Company; however, it does not include an entity that is tax resident outside the Cayman Islands. Accordingly, for so long as the Company is a tax resident outside the Cayman Islands, including in Hong Kong, it is not required to satisfy the economic substance test set out in the ES Act.

**4. GENERAL**

Conyers Dill & Pearman, the Company's special legal counsel on Cayman Islands law, have sent to the Company a letter of advice summarising certain aspects of Cayman Islands company law. This letter, together with a copy of the Companies Act, is on display as referred to in the paragraph headed "Documents on display" in Appendix VII to this prospectus. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he is more familiar is recommended to seek independent legal advice.

## INDEPENDENT ASSURANCE REPORT

### To: The Directors of Palasino Holdings Limited

We have been engaged by Palasino Holdings Limited (“**Palasino Group**”) to perform a limited assurance engagement for the period from July 1, 2022 to June 30, 2023, relating to assessment of internal controls over anti-money laundering (“**AML**”) management of the operations of gambling activities in connection with the following AML statutes and guidelines (collectively known as the “**AML statutes and guidelines**”):

- (a) Czech Act No. 186/2016 Coll, on gambling (the “**Gambling Act**”); Part Three Chapter II on Identification and Monitoring within Gambling Room and Casino; and
- (b) Czech Act No. 253/2008 Coll. On Selected Measures against Legitimation of Proceeds of Crime and Financing of Terrorism (the “**AML Act**”).

### Management’s Responsibility

In preparing our report we have relied upon representations made to us by Palasino Group’s management, officers and staff and on materials and information made available to us for the purposes of this engagement. Palasino Group’s management warrant that the information provided and materials made available to us are correct to the best of their knowledge and belief and that there is no other information the omission of which may cause the information furnished to us to be misled or which may appear to be misleading.

The management of Palasino Group are, and will continue to be, solely responsible for designing, implementing and maintaining appropriate systems, internal controls, processes including, without limitation, systems designed to assure compliance with policies, procedures, and applicable laws and regulations. All decisions in connection with the design and implementation of internal controls, processes and computer systems are the responsibilities of, and made by Palasino Group. The management will be responsible for overseeing the services we provide under this engagement.

Accordingly, Palasino Group has designed an AML policy as the basis for Palasino Group to meet the requirements of the AML statutes and guidelines. The latest version of this policy was submitted and acknowledged by the Financial Analytical Office of Czech Republic on April 19, 2022. Under the AML Act, Palasino Group is required to establish the internal rules and procedures for combating money laundering and financing of terrorism.

**Deloitte Touche Tohmatsu's Responsibility**

It is our responsibility to express a conclusion as to adequacy and effectiveness of the AML review with limited assurance. We report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our work in accordance with the Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the Hong Kong Institute of Certified Public Accountants. This Standard requires that we comply with ethical requirements, and plan and perform the assurance engagement to obtain limited assurance as to whether any matters have come to our attention that cause us to believe that the Palasino Group's AML control procedures have significant deficiencies or material weakness.

In a limited assurance engagement the evidence-gathering procedures are more limited than for an audit or a reasonable assurance engagement, and therefore less assurance is obtained than in an audit or a reasonable assurance engagement. The procedures selected depend on our judgement, including the assessment of Palasino Group's procedures, policies in connection to AML statutes and guidelines. A summary of work performed to assess Palasino Group's control procedures is listed below:

- (1) Assessed control procedures on identification of money laundering risk and indicators of suspicious activity;
- (2) Assessed the Company's AML controls, communication, organisation awareness and training to staff;
- (3) Assessed customer due diligence measures including Know Your Customer (KYC) procedures;
- (4) Assessed control procedures on identifying, recording and reporting large sum transactions;
- (5) Assessed control procedures on identifying, recording and reporting suspicious transactions which indicate any activity of money laundering or funding terrorism;
- (6) Assessed record retention and information confidentiality control procedures;
- (7) Assessed the control procedures on reporting the practice of criminal activities, including money laundering in accordance with the AML Act;
- (8) Assessed the control procedures on monitoring large cash transactions in the exchange counters.

**Inherent Limitation**

We draw attention to the fact that the procedures performed and the report, include certain inherent limitations that can influence the reliability of the information. Accordingly, errors or irregularities may occur and not be detected. Such procedures cannot guarantee protection against fraudulent collusion. It should be noted that we cannot guarantee that any regulatory authority would not reach an alternative conclusion, which is dependent on their own interpretation of the legislation, regulations, and prevailing industry practices, nor can our findings be considered legal advice. Furthermore, our conclusion is based on historical information and the projection of any information contained in our conclusion to any future period is subject to the risk that changes in procedures or circumstances may alter their validity.

**Conclusion**

Based on our limited assurance engagement, nothing has come to our attention that causes us to believe that Palasino Group's AML control procedures do not comply, in all material respects, with the AML statutes and guidelines for the period from July 1, 2022 to June 30, 2023.

**Restriction on Use and Distribution**

Our report is intended solely for the use of the Company in connection with the submission to The Stock Exchange of Hong Kong Limited and for inclusion in the listing document of the Company in connection with its proposed listing. This report may not be suitable for other purposes. This report is not intended to be, and should not be distributed to or used for any other purpose.

Yours faithfully

For and on behalf of

Deloitte Touche Tohmatsu

Chan Yat Man

Partner

Risk Advisory

**A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR GROUP****1. Incorporation of our Company**

Our Company was incorporated under the laws of the Cayman Islands on 6 July 2023 as an exempted company with limited liability. Our Company's registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. Accordingly, our Company's corporate structure and Memorandum and Articles are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles is set out in "Appendix IV — Summary of the Constitution of the Company and Cayman Islands Company Law" to this prospectus.

Our registered place of business in Hong Kong is at 16/F, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 13 September 2023 with the Registrar of Companies in Hong Kong. Mr. Kwok Tai LAW has been appointed as the authorised representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is 16/F, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong.

**2. Changes in the share capital of our Company**

Save as disclosed in the section headed "History, Reorganisation and Corporate Structure — Corporate Development — Reorganisation" in this prospectus, there has been no alternation in our share capital within two years immediately preceding the date of this prospectus.

**3. Changes in the share capital of our Company's subsidiaries**

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 35 to the Accountants' Report in Appendix I to this prospectus.

On 14 July 2022, the authorised and issued share capital of Palasino Malta was increased from €1,200 divided into 1,200 ordinary shares of €1 each to €100,000 divided into 100,000 ordinary shares of €1 each.

Palasino Poland was incorporated on 11 May 2021 with a share capital of PLN5,000 divided into 100 shares with a nominal value of PLN50 each. On 20 July 2023, a resolution of shareholders was passed to increase the share capital of Palasino Poland to PLN4,000,000 divided into 400 shares with a nominal value of PLN10,000 each. The increase in share capital to PLN4,000,000 was paid up on 21 September 2023 and has become effective upon registration with the relevant court in Poland on 1 December 2023.

Save as disclosed above and in the section headed "History, Reorganisation and Corporate Structure — Corporate Development — Reorganisation" in this prospectus, there has been no alternation in the share capital of our Company's subsidiaries within two years immediately preceding the date of this prospectus.



**4. Written resolutions of our Shareholders passed on 4 March 2024**

Pursuant to the written resolutions of the Shareholders of our Company passed on 4 March 2024:

- (a) the Memorandum and Articles were approved and adopted conditional on and effective upon Listing;
- (b) (aa) every issued and unissued ordinary share of HK\$1.00 par value in our Company was subdivided into 100 ordinary shares of HK\$0.01 par value each; and (bb) the authorised share capital of our Company was increased from HK\$50,000 to HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each;
- (c) conditional on (aa) the Listing Committee granting the approval for the listing of, and permission to deal in, the Shares in issue and Shares to be issued and allotted pursuant to the Capitalisation Issue and the Global Offering and as mentioned in this prospectus including the Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option; (bb) the Offer Price having been duly determined; and (cc) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of such agreement (or any conditions as specified in this prospectus), in each case on or before the dates and times specified in the Underwriting Agreements:
  - (i) the Global Offering was approved and our Directors were authorised to issue and allot the Offer Shares pursuant to the Global Offering;
  - (ii) the Over-allotment Option was approved and our Directors were authorised to issue and allot the Shares upon the exercise of the Over-allotment Option;
  - (iii) conditional on the share premium account of our Company being credited as a result of the Global Offering or otherwise having sufficient balance, our Directors were authorised to capitalise HK\$7,142,760 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 714,276,000 Shares for issue and allotment to holder of Shares whose name appears on the register of members of our Company on the date of passing this resolution;
  - (iv) a general unconditional mandate was given to our Directors to issue, allot and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be issued and allotted), otherwise than pursuant to a rights issue or pursuant to any scrip dividend schemes or similar arrangements providing for the issue and allotment of Shares in lieu of the whole or part of a dividend

on Shares in accordance with the Articles or pursuant to a specific authority granted by the Shareholders in general meeting, unissued Shares not exceeding the aggregate of 20% of the number of issued Shares immediately following the completion of the Capitalisation Issue and the Global Offering (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of our Shareholders in general meeting, whichever occurs first;

- (v) a general unconditional mandate was given to our Directors authorising them to exercise all powers of our Company to repurchase on the Stock Exchange or any other approved stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares as may represent up to 10% of the number of issued Shares immediately following the completion of the Capitalisation Issue and the Global Offering (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first; and
- (vi) the general unconditional mandate mentioned in paragraph (iv) above was extended by the addition to the number of issued Shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by our Directors pursuant to such general mandate of such number of Shares representing the total number of issued Shares bought back by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (v) above.

## **5. Reorganisation**

In preparation for the Listing, the companies comprising our Group underwent the Reorganisation and our Company became the holding company of our Group. For information with regard to the Reorganisation, please refer to “History, Reorganisation and Corporate Structure” in this prospectus.

## **6. Explanatory statement on repurchase of our own securities**

The following summarises restrictions imposed by the Listing Rules on share repurchases by a company listed on the Stock Exchange and provides further information about the repurchase of our own securities.

*Shareholders' approval*

All proposed repurchases of securities (which must be fully-paid up in the case of shares) on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders, either by way of a general mandate or by specific approval of a particular transaction.

Pursuant to the written resolutions of our Shareholders passed on 4 March 2024, a general unconditional mandate (the "**Repurchase Mandate**") was granted to our Directors authorising the repurchase of Shares by our Company on the Stock Exchange, or any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, with the total number of Shares not exceeding 10% of the total number of Shares in issue and to be issued as mentioned herein, at any time until the conclusion of the next annual general meeting of our Company, the expiration of the period within which the next annual general meeting of our Company is required by an applicable law or the Articles to be held or when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

*Size of mandate*

The exercise in full of the Repurchase Mandate, on the basis of 800,000,000 Shares in issue immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised), could accordingly result in up to approximately 80,000,000 Shares being repurchased by our Company.

The total number of shares which a listed company may repurchase on the Stock Exchange may not exceed 10% of the number of issued shares as at the date of the shareholder approval.

*Reasons for repurchases*

Our Directors believe that it is in the best interests of our Company and our Shareholders for our Directors to have a general authority from our Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit our Company and Shareholders.

*Source of funds*

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles and the applicable laws of the Cayman Islands.

Our Company shall not purchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Any purchases by our Company may be made out of profits, our Company's share premium account or out of an issue of new shares made for the purpose of the purchase or, if authorised by the Memorandum and Articles and subject to the Companies Act, out of capital, and, in the case of any premium payable on the purchase out of profits or from sums standing to the credit of our share premium account or, if authorised by the Memorandum and Articles and subject to the Companies Act, out of capital.

#### *Suspension of repurchase*

A listed company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

#### *Trading restrictions*

A listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

A listed company may not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

#### *Status of repurchased securities*

The listing of all repurchased shares (whether through the Stock Exchange or otherwise) shall be automatically cancelled and the relevant documents of title must be cancelled and destroyed as soon as reasonably practicable.

*Close associates and core connected persons*

None of our Directors or, to the best of their knowledge, information and belief, having made all reasonable enquiries, any of their close associates have a present intention, in the event the Repurchase Mandate is approved, to sell any Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the Repurchase Mandate is approved.

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

*Takeover implications*

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

*General*

If the Repurchase Mandate were to be carried out in full at any time, there may be a material adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recently published audited accounts). However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse effect on our working capital or gearing position.

Our Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

We have not made any repurchases of our Shares in the previous six months.

**B. FURTHER INFORMATION ABOUT OUR BUSINESS****1. Summary of Material Contracts**

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this prospectus and are or may be material:

- (a) the BC Deed of Novation;
- (b) a deed of novation dated 8 September 2023 entered into between Palasino Group, Singford and FEC UK, pursuant to which the obligation to repay the First Singford Loan owed by Singford to Palasino Group was novated to FEC UK (with the consent of Palasino Group);
- (c) a deed of novation dated 8 September 2023 entered into between Palasino Group, Singford and FEC UK, pursuant to which the obligation to repay the Second Singford Loan owed by Singford to Palasino Group was novated to FEC UK (with the consent of Palasino Group);
- (d) a deed of assignment and novation dated 8 September 2023 entered into between Palasino Group, BC Mortgage and FECL, pursuant to which the rights and obligations of the BC Agreement were assigned and novated to FECL by Palasino Group (with the consent of BC Mortgage) at a consideration of GBP4,000,000 payable by FECL to Palasino Group;
- (e) a deed of novation dated 8 September 2023 entered into between Palasino Group, FEC UK and FECL, pursuant to which the obligation to repay GBP2,586,687 of the GBP4,000,000 owed by FECL to Palasino Group was novated to FEC UK (with the consent of Palasino Group);
- (f) a deed of set off dated 8 September 2023 entered into between Palasino Group and FEC UK, pursuant to which the inter-company balance in the amount of CZK227,224,908 owed by FEC UK to Palasino Group was set off in its entirety against a dividend declared by Palasino Group;
- (g) a sale and purchase agreement (the “**Trans World Germany SPA**”) dated 19 January 2024 entered into between Palasino Group and our Company, pursuant to which Palasino Group agreed to transfer the 100% shareholding interest of Trans World Germany held by it to our Company for a consideration of EUR11,869,000, which shall be left outstanding as an inter-company balance to be settled within nine months (the “**Transfer of Trans World Germany Shares**”);

- (h) a share transfer deed dated 22 January 2024 entered into between Palasino Group and our Company effecting the Transfer of Trans World Germany Shares as contemplated by the Trans World Germany SPA;
- (i) a share contribution agreement dated 2 February 2024 entered into between FEC UK and Cayman Holdco, pursuant to which FEC UK agreed to contribute the entire issued share capital of Palasino Group for an allotment of shares in Cayman Holdco;
- (j) a sale and purchase agreement dated 1 March 2024 entered into between Ample Bonus, Dateplum and our Company, pursuant to which Ample Bonus and Dateplum agreed to transfer the shares of Cayman Holdco held by them for an allotment of shares in our Company;
- (k) a share sale agreement dated 20 July 2023 entered into between Palasino Group, Patrycja Sylwia Matysiak and Justyna Mszańska, pursuant to which Palasino Group agreed to acquire the 100% shareholding interest of Palasino Poland held by Patrycja Sylwia Matysiak and Justyna Mszańska for a consideration of PLN98,709;
- (l) a framework share purchase agreement dated 27 February 2024 entered into between CAIAC Fund Management AG (as a mutual fund manager acting on behalf of Czech Real Estate Investment Fund) and Palasino Group, pursuant to which Palasino Group agreed to acquire the 100% shareholding interest of Retail Park Mikulov s.r.o for a consideration of CZK42.0 million (subject to adjustment by reference to net asset value less bank debt);
- (m) a cornerstone investment agreement dated 27 February 2024 entered into between our Company, Xiang Shang Games Co., Ltd., the Sole Overall Coordinator and the Sole Sponsor, pursuant to which Xiang Shang Games Co., Ltd. has agreed to subscribe for, at the Offer Price, such number of Shares as may be purchased with HK\$70,000,000 (rounded down to the nearest whole board lot of 1,000 Shares);
- (n) the Deed of Indemnity; and
- (o) the Hong Kong Underwriting Agreement.





## 2. Intellectual Property Rights

As at the Latest Practicable Date, our Group has registered or has applied for the registration of the following intellectual property rights which are material to our Group's business.

### (a) Trademarks

#### (i) Registered trademarks







As at the Latest Practicable Date, our Group had registered the following trademarks:

	Trademark	Registered Owner	Class	Registration Number	Place of Registration	Date of Registration	Date of Expiry
1.		Palasino Group	36, 41, 43	18325816	European Union	12 March 2021	26 October 2030
2.		Palasino Group	36, 41, 43	18325812	European Union	5 March 2021	26 October 2030
3.	PALASINO	Palasino Group	36, 41, 43	18325814	European Union	20 March 2021	26 October 2030
4.		Palasino Group	36, 41, 43	18919467	European Union	6 February 2024	30 August 2033
5.		Palasino Group	36, 41, 43	18919533	European Union	6 February 2024	30 August 2033



*(ii) Trademark applications pending*

As at the Latest Practicable Date, our Group had applied for the registration of the following trademarks which are material to our business:

	Trademark	Applicant	Class	Application Number	Place of Application	Application Date
1.		Palasino Group	36, 41, 43	306279102	Hong Kong	26 June 2023
2.		Palasino Group	36, 41, 43	306279102	Hong Kong	26 June 2023
3.	<b>PALASINO</b>	Palasino Group	36, 41, 43	306279094	Hong Kong	26 June 2023
4.		Palasino Group	36, 41, 43	306279085	Hong Kong	26 June 2023
5.		Palasino Group	36, 41, 43	306279085	Hong Kong	26 June 2023
6.	 <b>PALASINO</b>	Palasino Group	36, 41, 43	306481107	Hong Kong	22 February 2024
7.	 <b>PALASINO</b>	Palasino Group	36, 41, 43	306481107	Hong Kong	22 February 2024

*(b) Domain Names*

As at the Latest Practicable Date, our Group had registered the following domain names which are material to our business:

	Domain Name	Registrant	Date of Registration	Expiry Date
1.	<a href="https://palasinoholdings.com">https://palasinoholdings.com</a>	BVI Holdco	5 September 2023	5 September 2025
2.	<a href="https://palasinogroup.eu">https://palasinogroup.eu</a>	Palasino Group	19 September 2019	19 September 2024
3.	<a href="https://palasino.eu">https://palasino.eu</a>	Palasino Group	19 September 2019	19 September 2024
4.	<a href="https://hotel-savannah.com">https://hotel-savannah.com</a>	Palasino Group	23 January 2008	23 January 2025
5.	<a href="https://transworldhotels.com">https://transworldhotels.com</a>	Palasino Group	27 June 2016	27 June 2024
6.	<a href="https://twhotels.de">https://twhotels.de</a>	Palasino Group	25 October 2017	25 October 2024
7.	<a href="https://twhotels.at">https://twhotels.at</a>	Palasino Group	20 October 2017	20 October 2024
8.	<a href="https://hannmuenden.twhotels.de">https://hannmuenden.twhotels.de</a>	Palasino Group	25 October 2017	25 October 2024
9.	<a href="https://seligenstadt.twhotels.de">https://seligenstadt.twhotels.de</a>	Palasino Group	25 October 2017	25 October 2024
10.	<a href="https://much.twhotels.de/">https://much.twhotels.de/</a>	Palasino Group	25 October 2017	25 October 2024
11.	<a href="https://linz.twhotels.at/">https://linz.twhotels.at/</a>	Palasino Group	20 October 2017	20 October 2024
12.	<a href="https://palasinomalta.ltd">https://palasinomalta.ltd</a>	Palasino Group	21 April 2021	21 April 2026
13.	<a href="https://palasino.com">https://palasino.com</a>	Palasino Malta	19 September 2019	19 September 2024

**C. FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

**1. Particulars of Letters of Appointment**

*(a) Executive Director*

Our executive Director has entered into a letter of appointment with our Company for a period of three years, commencing from the Listing Date, which may be terminated by not less than three months' advance notice in writing served by either party on the other. Our executive Director is entitled to a basic annual salary as follows:

<b>Name</b>	<b>Annual Salary</b> (HK\$)
Mr. Pavel MARŠÍK	25,000

In addition, our executive Director has entered into a letter of appointment with Palasino Group in respect of his directorship with Palasino Group. It is subject to termination in accordance with the respective terms therein.

*(b) Non-executive Directors*

Each of our non-executive Directors has entered into a letter of appointment with our Company for a period of three years, in each case commencing from the Listing Date, which may be terminated by not less than three months' advance notice in writing served by either party on the other. Each of our non-executive Directors is entitled to an annual director's fee as follows:

<b>Name</b>	<b>Annual Director's Fee</b> (HK\$)
Tan Sri Dato' David CHIU	25,000
Mr. Cheong Thard HOONG	25,000

Save for the above director's fee, none of our non-executive Directors is expected to receive any other remuneration for holding their office as a non-executive Director.

*(c) Independent non-executive Directors*

Each of our independent non-executive Directors has entered into a letter of appointment with our Company for a period of three years, in each case commencing from the Listing Date, which may be terminated by not less than three months' advance notice in writing served by either party on the other. Each of our independent non-executive Directors is entitled to an annual director's fee as follows:

<b>Name</b>	<b>Annual Director's Fee (HK\$)</b>
Dr. Ngai Wing LIU	150,000
Mr. Kam Choi Rox LAM	150,000
Ms. Sin Kiu NG	150,000

Save for the above director's fee, none of our independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group, other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

**2. Directors' Remuneration**

- (a) The aggregate remuneration (including fees, salaries and other allowances and benefits in kind and discretionary bonuses) paid to our Directors for the three years ended 31 March 2023 and the six months ended 30 September 2023 was HK\$2.0 million, HK\$2.1 million, HK\$2.4 million and HK\$1.6 million, respectively.
- (b) Under the arrangements currently in force, it is estimated that an aggregate of approximately HK\$3.0 million is payable by our Group to our Directors as remuneration (including fees, salaries, contributions to pension schemes, housing allowances, share-based compensation benefits and other allowances and benefits in kind and discretionary bonuses) for the financial year ending 31 March 2024.

- (c) None of our Directors or past directors of any member of our Group has been paid any sum of money for each of the three financial years ended 31 March 2023 (a) for loss of office as director of any member of our Group or any other office in connection with the management affairs of any member of our Group; or (b) as an inducement to join or upon joining any member of our Group.
- (d) There has been no arrangement under which a Director has waived or agreed to waive any emoluments in each of the three financial years ended 31 March 2023.
- (e) None of our Directors has been or is interested in the promotion of, or in the property proposed to be acquired by, our Company, and no sum has been paid or agreed to be paid to any of them in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by him in connection with the promotion or formation of our Company as an inducement to join or upon joining any member of our Group.

For further information on the remuneration of our Directors, please refer to Note 11 to the Accountants' Report in Appendix I to this prospectus.

**3. Interests and short positions of Directors in the shares, underlying shares or debentures of our Company and our associated corporations**

Immediately following completion of the Capitalisation Issue and the Spin-off (without taking into account of: (i) any Shares which may be issued upon the exercise of the Over-allotment Option; and (ii) any change in the shareholding of FEC between the Latest Practicable Date and the Record Date), assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying FEC Shareholders, the interests and/or short positions (as applicable) of our Directors and the chief executive of our Company in our Shares or underlying Shares or debentures of our Company and any interests and/or short positions (as applicable) in the shares or underlying shares or debentures of any of our Company's associated corporations (within the meaning of Part XV of the SFO) which (i) will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO); or (ii) will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of

Listed Issuers as set out in Appendix C3 to the Listing Rules, in each case once our Shares are listed, will be as follows:

*Long positions in the Shares and underlying Shares of our Company*

Name of the Director	Nature of interest	Number of Shares	Approximate percentage of interest in our Company
Tan Sri Dato' David CHIU	Interest of controlled corporations, beneficial owner and interest of spouse <sup>(1)</sup>	593,414,370	74.18%
Mr. Cheong Thard HOONG	Beneficial owner and joint interest <sup>(2)</sup>	67,093	0.01%
Dr. Ngai Wing LIU	Beneficial owner <sup>(3)</sup>	9	0.00%

*Notes:*

- These Shares include: (i) the Shares directly held by Ample Bonus which is wholly-owned by FEC (details of Tan Sri Dato' David CHIU's interest in FEC are set out in Note 1 under the table headed "Long positions in the shares and underlying shares of our Company's associated corporations (as defined in the SFO)" in this Appendix); (ii) the Reserved Shares which may be fully taken up by Sumptuous Assets Limited, a Qualifying FEC Shareholder and a company indirectly wholly-owned by Tan Sri Dato' David CHIU; (iii) the Reserved Shares which may be fully taken up by Modest Secretarial Services Limited, a Qualifying FEC Shareholder and a company directly wholly-owned by Tan Sri Dato' David CHIU; (iv) the Reserved Shares which may be fully taken up by Tan Sri Dato' David CHIU, a Qualifying FEC Shareholder; and (v) the Reserved Shares which may be fully taken up by Mrs. Nancy CHIU NG, a Qualifying FEC Shareholder and the spouse of Tan Sri Dato' David CHIU.
- These Shares represent the Reserved Shares which may be fully taken up by Mr. Cheong Thard HOONG, a Qualifying FEC Shareholder.
- These Shares represent the Reserved Shares which may be fully taken up by Dr. Ngai Wing LIU, a Qualifying FEC Shareholder.

*Long positions in the shares and underlying shares of our Company's associated corporations (as defined in the SFO)*

1. *Long position in the ordinary shares*

Name of the Director	Name of associated corporation	Nature of interest	Number of ordinary shares	Approximate percentage of the relevant issue share capital
Tan Sri Dato' David CHIU	FEC	Interest of controlled corporations <sup>(1)</sup>	1,476,319,937	52.40%
		Beneficial owner <sup>(1)</sup>	27,563,478	0.98%
		Interest of spouse <sup>(1)</sup>	20,789,895	0.74%
	Ample Bonus	Interest of controlled corporation <sup>(1)</sup>	101	100%
	Sumptuous Assets Limited	Interest of controlled corporation <sup>(1)</sup>	1	100%
	Far East Organization (International) Limited	Beneficial owner <sup>(1)</sup>	1	100%
Mr. Cheong Thard HOONG	FEC	Beneficial owner <sup>(2)</sup>	13,283,692	0.47%
		Joint interest <sup>(2)</sup>	802	0.00%
	BC Invest	Beneficial owner	792,383	3.46%
Dr. Ngai Wing LIU	FEC	Beneficial owner	1,793	0.00%

*Notes:*

- (1) As at the Latest Practicable Date, Tan Sri Dato' David CHIU was interested in an aggregate of 1,524,673,310 ordinary shares (approximately 54.11%) of FEC, of which (i) 27,563,478 ordinary shares (approximately 0.98%) were beneficially held by Tan Sri Dato' David CHIU; (ii) 20,789,895 ordinary shares (approximately 0.74%) were held by his spouse, Mrs. Nancy CHIU NG (iii) 1,476,301,213 ordinary shares (approximately 52.40%) were held by Sumptuous Assets Limited (a direct wholly-owned subsidiary of Far East Organization (International) Limited, which in turn was directly wholly-owned by Tan Sri Dato' David CHIU; and (iv) 18,724 ordinary shares (approximately 0.001%) were held by Modest Secretarial Services Limited (which was directly wholly-owned by Tan Sri Dato' David CHIU).
- (2) As at the Latest Practicable Date, Mr. Cheong Thard HOONG was interested in an aggregate of 13,284,494 ordinary shares (0.47%) of FEC of which (i) 13,283,692 ordinary shares (0.47%) were beneficially held by Mr. Cheong Thard HOONG; and (ii) 802 ordinary shares (0.00%) were jointly held with his spouse, Ms. Pei Chun TENG.

2. *Long position in the underlying shares of BC Invest — physically settled unlisted derivatives*

Name of the Director	Nature of interest	Number of underlying shares in respect of the purchase rights granted	Approximate percentage of BC Invest's issued share capital
Mr. Cheong Thard HOONG	Beneficial owner	457,502	2.00%

*Debentures in our Company's associated corporations (as defined in the SFO)*

As at the Latest Practicable Date, Tan Sri Dato' David CHIU was deemed to have an interest in the 7.375% USD senior guaranteed perpetual capital notes issued by FEC Finance Limited, a wholly-owned subsidiary of FEC, in the principal amount of USD9,000,000 of which USD5,000,000 was held by Tan Sri Dato' David CHIU and USD4,000,000 was held by his spouse, Mrs. Nancy CHIU NG.

*Directors' positions in substantial shareholders*

As at the Latest Practicable Date, each of Ample Bonus, FEC, Sumptuous Assets Limited and Far East Organization (International) Limited was a substantial shareholder disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO. Each of Tan Sri Dato' David CHIU and Mr. Cheong Thard HOONG is (i) a non-executive Director of our Company; (ii) an executive director of FEC; and (iii) a director of Ample Bonus. In addition, Tan Sri Dato' David CHIU is a director of Sumptuous Assets Limited and Far East Organization (International) Limited. Mr. Cheong Thard HOONG is a managing director of Far East Organization (International) Limited.

Save as disclosed above, as at the Latest Practicable Date, none of our Directors were directors or employees of a company which had an interest or short position in the Shares and underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Division 2 and 3 of Part XV of the SFO.

Save as disclosed above, none of our Directors or the chief executive of our Company will, immediately following completion of the Capitalisation Issue and the Spin-off (assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying FEC Shareholders and without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option), have an interest and/or short position (as applicable) in the Shares or underlying Shares or debentures of our Company or any interests and/or short positions (as applicable) in the shares or underlying shares or debentures of the Company's associated corporations (within the meaning of Part XV of the SFO) which (i) will

have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), (ii) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (iii) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to our Company and the Stock Exchange, in each case once our Shares are listed on the Stock Exchange.

**4. Interests and short positions discloseable under Divisions 2 and 3 of Part XV of the SFO**

Save as disclosed in “Substantial Shareholders” in this prospectus, our Directors or chief executive are not aware of any other person, not being a Director or chief executive of our Company, who has an interest or short position in the Shares and underlying Shares of our Company which, once the Shares are listed, would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly interested in 10.0% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any member of our Group.

**5. Disclaimers**

Save as disclosed in this Appendix:

- (a) none of our Directors nor experts referred to in “E. Other Information — 9. Qualification of Experts” in this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have, within the two years immediately preceding the date of this prospectus, been acquired or disposed of by, or leased to, any member of our Group, or are proposed to be acquired or disposed of by, or leased to, any member of our Group;
- (b) none of our Directors nor experts referred to in “E. Other Information — 9. Qualification of Experts” in this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;
- (c) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));



- (d) none of our Directors nor experts referred to in “E. Other Information — 9. Qualification of Experts” in this Appendix has received any agency fee, commissions, discounts, brokerages or other special terms from our Group within the two years immediately preceding the date of this prospectus in connection with the issue or sale of any capital of any member of our Group; and
- (e) save as disclosed in “Directors and Senior Management” and “Relationship with Our Controlling Shareholders” in this prospectus, none of our Directors requiring disclosure under Rule 8.10(2) of the Listing Rules are interested in any business apart from our Group’s business which compete or is likely to compete, directly or indirectly, with the business of our Group.

#### **D. SHARE OPTION SCHEME**

A summary of the principal terms of the Share Option Scheme conditionally approved and adopted by our Shareholders on 4 March 2024 is set out below.

##### **(i) Purpose**

The purpose of the Share Option Scheme is to incentivise and reward Participants who have contributed or may contribute to our Group and to encourage Participants to work towards enhancing the value of our Company and its Shares for the benefit of our Company and the Shareholders as a whole. The eligibility of any of the Participants for grant(s) of option(s) shall be determined by our Board from time to time on the basis of our Board’s opinion as to the Participant’s contribution to the success of our Group’s operations. In assessing whether options are to be granted to any Participant, our Board shall take into account various factors, including but not limited to, the nature and extent of contributions provided by such Participant to our Group, the special skills or technical knowledge possessed by them which is beneficial to the continuing development of our Group, the positive impact which such Participant has brought to our Group’s operations and whether granting the options to such Participant is an appropriate incentive to such Participant to continue to contribute towards our Group’s operations.

For the purpose of the Share Option Scheme, “Participants” means any person who satisfied the eligibility criteria in paragraph (ii) below.

##### **(ii) Who may participate**

Our Board may, at any time during the period for which the Share Option Scheme is valid and effective, make an offer for options to:

- (i) any director or employee of any member of our Group (including persons who are granted options(s) under this Share Option Scheme as an inducement to enter into employment contracts with any member of our Group) and, for the avoidance of doubt, excludes any former employee unless such person qualifies as a Participant in some other capacity; and

- (ii) any director or employee of the holding companies, fellow subsidiaries or associated companies of our Company,

who our Board considers, in its sole discretion, have contributed or will contribute to our Group.

The basis of eligibility of the Participants shall be determined by our Board from time to time. In determining the eligibility of each Participant, our Board shall consider the experience of the Participant on our Group's business, the length of employment or office of the Participant with our Group, the amount of support, assistance, guidance, advice or efforts the Participant has given or will give towards our Group's success and any other factor that allows our Board to assess the amount of contribution made or to be made by the Participant to our Group.

For the avoidance of doubt, the grant of any options by our Company for the subscription of Shares or other securities of our Group to any person who falls within any of these classes of participants shall not, by itself, unless our Directors otherwise so determine, be construed as a grant of option under the Share Option Scheme.

**(iii) Scheme Mandate Limit**

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options or awards granted under any other share schemes of our Company shall not, in the absence of Shareholders' approval, in aggregate exceed 10% in nominal amount of the aggregate of Shares in issue on the Listing Date, being 80,000,000 Shares (the "**Scheme Mandate Limit**"). The Scheme Mandate Limit may be refreshed with the approval of Shareholders in general meeting, but no more frequently than permitted under Rule 17.03C of the Listing Rules. The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options or awards granted under any other share schemes of our Company under the limit as refreshed must not exceed 10% of the Shares then in issue as at the date of our Shareholders' approval of the refreshed limit. Options lapsed under the Share Option Scheme and options or awards lapsed under other share schemes of our Company will not be counted for the purpose of calculating the Scheme Mandate Limit and the limit as refreshed.

The maximum number of Shares subject to a Scheme Mandate Limit shall, notwithstanding the terms of the resolution of Shareholders in general meeting approving such Scheme Mandate Limit, be adjusted proportionately on the effective date of any consolidation or sub-division of Shares subsequent to the date of passing of that resolution, provided that such maximum number of Shares as a percentage of the total number of Shares in issue immediately before or after such effective date shall be the same, other than for rounding to the nearest whole Share.

Notwithstanding the foregoing, we may grant options beyond the Scheme Mandate Limit to Participants if:

- (a) separate Shareholders' approval has been obtained for granting options beyond the Scheme Mandate Limit to Participants specifically identified by us before such Shareholders' approval is sought, provided that the number and terms of the options to be granted must be fixed before such Shareholders' approval; and
- (b) our Company, in connection with the seeking of such separate Shareholders' approval, has first sent a circular to Shareholders containing such information as may be required by the Listing Rules then prevailing to be included in such circular.

**(iv) Maximum Entitlement of Each Individual**

Where any further grant of options to a Participant would result in the Shares issued and to be issued in respect of all options and awards granted to such person under the Share Option Scheme and any other share scheme of our Company (excluding any options and awards lapsed in accordance with the terms of the Scheme) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue (the "**Individual Limit**"), such further grant must be separately approved by Shareholders in general meeting with such Participant and his close associates (or associates if the Participant is a connected person) abstaining from voting. We must send a circular to the Shareholders disclosing the identity of the Participant in question, the number and terms of the options to be granted (and options previously granted to such Participant), and such other information required under the Listing Rules.

**(v) Duration of Share Scheme**

This Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Listing Date, after which period no further options shall be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the 10-year period.

**(vi) Grant of Options**

Our Board shall be entitled, on and subject to the terms of this Share Option Scheme and the Listing Rules, at any time within 10 years after the Listing Date to make an offer (subject to such conditions as our Board may think fit) to any Participant as our Board may at its absolute discretion select to take up an option pursuant to which such Participant may, during the Option Period (i.e. in respect of any option, the period (which shall not exceed 10 years from the date of grant) to be determined and notified by our Board to the grantee at the time of making an offer, subject to earlier termination in accordance with the provisions of this Share Option Scheme), subscribe for such number of Shares as our Board

may determine at the Subscription Price (as defined below). The offer shall specify the terms on which the option is to be granted. Such terms may, at the discretion of our Board include, among other things, (i) the minimum period for which an option must be held before it can be exercised; and/or (ii) a performance target that must be reached before the option can be exercised in whole or in part; and (iii) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.

**(vii) Conditions of the Share Option Scheme**

The grant of options compromised in each offer is conditional upon the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares which fall to be issued pursuant to the exercise of the option to be granted. If this condition is not satisfied on or before the 30th day after the date of grant, any option granted or agreed to be granted pursuant to the offer shall be of no effect and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the offer.

**(viii) Vesting Period and Exercise of Options**

Save for the circumstances prescribed in the paragraph below, every grantee must hold an option for at least 12 months before he can exercise such option.

A grantee may be subject to a vesting period shorter than 12 months as deemed appropriate at the discretion of our Board or (where the grantee is our director or a member of our senior management) our Remuneration Committee in any of the following circumstances:

- (i) grants of “make-whole” options to new joiners to replace the share awards or options they forfeited when leaving the previous employer;
- (ii) grants to a Participant whose employment is terminated due to death or disability or occurrence of any out-of-control event;
- (iii) grants with performance-based vesting conditions in lieu of time-based vesting criteria. For example, this could be applicable where an employee or potential employee have exceptional skills or expertise and the performance target is to secure a specific particularly high value project or customer for our Group in less than 12 months;
- (iv) grants with a mixed or accelerated vesting schedule such as where the options may vest evenly over a period of 12 or more months. This could be applicable where we have set quarterly or semi-annual performance targets and the options would be vested in batches upon satisfaction of each of those targets in a way that the options would be vested evenly over a period of 12 or more months instead of all being vested in one-go upon the expiry of a certain period; and
- (v) grants with a total vesting and holding period of more than 12 months (“**holding period**” refers to the period during which the grantee is restricted from disposing of Shares that are issued upon the exercise of vested options).

**(ix) Performance targets**

If and to the extent that any performance target is required to be achieved by any grantee before an option is capable of being exercised, such performance target shall be based on, amongst other things, length of continued employment with our Group, business or financial performance results, annual corporate targets or goals achieved, relevant transaction milestones, individual performance, and appraisal on contribution to our Group. There may be instances where it may be impracticable or inappropriate to include specific performance targets as a vesting condition of options. We consider that a grant of options after taking into account actual performance and/or contribution of the individual grantee and appropriate communication to the grantee of such correlation would also have the effect of incentivising and rewarding that grantee for their contribution. It is important that we retain the flexibility to tailor incentives and rewards to achieve the purpose of the Share Option Scheme and to ensure that our Group can continue to offer consistent and market competitive remuneration packages to its employees.

Where a grantee is an independent non-executive Director, the vesting of options shall not be subject to performance targets, unless our Board is satisfied that the existence of such target will not lead to any bias in the decision-making or compromise the objectivity and independence of such grantee in the course of performance by him of his duties as an independent non-executive Director.

**(x) Subscription Price**

The subscription price ("**Subscription Price**") shall be determined by our Board at its absolute discretion but in any event shall not be less than the higher of:-

- (a) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant which must be a business day;
- (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the date of grant; and
- (c) the nominal value of the Shares on the date of grant.

**(xi) Acceptance of an Offer of Options**

An offer shall be made to a Participant by letter in such form as our Board may from time to time determine requiring the Participant to undertake to hold the option on the terms on which it is to be granted and to be bound by the provisions of the Share Option Scheme and shall remain open for acceptance by the Participant concerned for a period of 5 business days from the date of grant provided that no such offer shall be open for acceptance after the expiry of the Option Period or after the Share Option Scheme has been terminated in accordance with the terms hereof or after the Participant for whom the offer is made has ceased to be a Participant.

No offer shall be made to, nor shall any offer be capable of acceptance by, any Participant at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any other applicable rules, regulations, or law.

An offer is deemed to be accepted when we receive from the grantee the offer letter signed by the grantee specifying the number of Shares in respect of which the offer is accepted and a remittance to our Company of HK\$1.00 as consideration for the grant of option. Such remittance is not refundable in any circumstances.

Any offer may be accepted in whole or in part provided that it is accepted in respect of a whole board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof. To the extent that the offer is not accepted within 30 days from the date on which the letter containing the offer is delivered to that Participant in the manner indicated in the paragraph above, it shall be deemed to have been irrevocably declined.

#### **(xii) Exercise of Options**

An option may, subject to the Scheme Mandate Limit and Individual Limit and the fulfilment of all the terms and conditions set out in the offer (if any), be exercised in whole or in part (but if in part only, it should be exercised in a whole board lot in which the Shares are traded on the Stock Exchange from time to time or an integral multiple thereof) by the grantee (or, as the case may be, his legal personal representative(s)) by giving notice in writing to us stating that the option is thereby exercised and the number of Shares in respect of which it is exercised. Each notice must be accompanied by a remittance for the full amount of the Subscription Price multiplied by the number of Shares in respect of which the notice is given. Within 10 business days after receipt of the notice and the remittance of the full amount of the relevant aggregate Subscription Price and, where appropriate, receipt of the auditor's certificate or the certificate from our independent financial adviser pursuant to "(xxi) Effect of Reorganisation of Capital Structure" below, we shall accordingly allot and issue the relevant number of Shares to the grantee (or, as the case may be, his legal personal representative(s)) credited as fully paid and issue to the grantee (or, as the case may be, his legal personal representative(s)) share certificates in respect of the Shares so allotted.

#### **(xiii) Share Capital**

The exercise of any option shall be subject to the Shareholders in general meeting approving any necessary increase in the authorised share capital of our Company. Subject thereto our Board shall make available sufficient authorised but unissued share capital of our Company to meet subsisting requirements on the exercise of options.

The options do not carry any right to vote in our general meetings, or any right, dividend, transfer or any other rights, including those arising on the liquidation of our Company.

**(xiv) Ranking of the Shares**

The Shares to be allotted upon the exercise of an option shall be subject to all the provisions of our memorandum of association and bye-laws for the time being in force and shall rank pari passu in all respects with the existing fully paid Shares in issue on the date on which those Shares are allotted to the relevant grantee on exercise of the option, and accordingly shall entitle the holders to receive all dividends or other distributions paid or made after the date on which Shares are allotted other than any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted.

**(xv) Rights on death**

In the event of the grantee ceasing to be a Participant by reason of his death before exercising his option in full, subject to any restrictions applicable under the Listing Rules and notwithstanding the terms of grant thereof, for any outstanding option of the grantee:

- (a) his legal personal representative(s) may exercise the option (to the extent not already exercised) up to the grantee's entitlement (whether vested or not) as at the date of death within 6 months following his death unless subsection (b) or (c) of this paragraph applies;
- (b) where any of the events set out in "(xvii) Rights on a General Offer", "(xviii) Rights on Winding Up" and "(xvx) Rights on Company Reconstruction or Amalgamation" in this Appendix occurs prior to the grantee's death or within 6 months following his death, his personal representative(s) may exercise the option only within period set out in the applicable paragraphs; and
- (c) (where the grantee is an employee of our Group) if any of the events which would be a ground for termination of his employment as specified in "(xx) Lapse of Option — subparagraph (d)" of this Appendix have arisen in respect of the grantee at any time within 3 years prior to the grantee's death, we may at any time terminate the option (to the extent not already exercised) and declare any notice of exercise of option received (for which Shares have not been allotted) null and void and return in full the Subscription Price we have received in respect thereof.

**(xvi) Rights on termination of employment or directorship**

In the event of the grantee ceasing to be a Participant by reason of the termination of his employment or directorship on one or more of the grounds specified in "(xx) Lapse of Option — subparagraph (d)" of this Appendix, his option (to the extent not already exercised) shall lapse automatically and shall not be exercisable on or after the date of termination of his employment. Any notice given by the grantee to exercise the option pursuant to "(xii) Exercise of Options" in this Appendix for which Shares have not been allotted shall be null and void and we shall return the Subscription Price we have received in respect thereof.

In the event of a grantee who is an employee or director of our Company or another member of our Group ceasing to be a Participant for any reason other than his death or the termination of his employment or directorship on one or more of the grounds specified in “(xx) Lapse of Option — subparagraph (d)” of this Appendix, the option (to the extent not already exercised) shall lapse on the date of cessation or termination of such employment (which date shall be the grantee’s last actual working day with our Company or the relevant subsidiary whether salary is paid in lieu of notice or not) and shall on that day cease to be exercisable unless he continues to serve our Group in some other capacity (for example, as a director or employee of any other member of our Group), in which case the Board may determine that the option shall not lapse until such later date the Board determines to be appropriate.

**(xvii) Rights on a General Offer**

- (a) In the event a general offer by way of takeover or otherwise (other than by way of scheme of arrangement as set out below) is made to all the Shareholders (or all such Shareholders other than those permitted by the relevant regulatory authority to be excluded from the general offer) and such offer becomes or is declared unconditional prior to the expiry of the Option Period of any option, we shall forthwith notify all grantees who then hold unexercised options of their entitlements under this paragraph and any such grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect of any unvested portion, to such extent as may be specified by us, provided that where a court of competent jurisdiction has made an order to prohibit the offeror from acquiring Shares under the general offer, notwithstanding any notice given by us pursuant to this paragraph the option shall not become exercisable pursuant to that notice until after the discharge of that order.
- (b) In the event a general offer for Shares by way of scheme of arrangement is made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, we shall forthwith notify all grantees who then hold unexercised options of their entitlements under this paragraph and any such grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect any unvested option, to such extent notified by us.

**(xviii) Rights on Winding Up**

In the event a notice is given by us to our Shareholders to convene a Shareholders’ meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up our Company, we shall forthwith give notice thereof to all grantees who then hold unexercised options of their entitlements under this paragraph and any such grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect of any unvested option, to



such extent notified by us, and we shall as soon as possible and in any event no later than 3 business days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the grantee such number of Shares to the grantee which fall to be issued on such exercise.

**(xix) Rights on Company Reconstruction or Amalgamation**

In the event a notice is given by us to our Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a compromise or arrangement between us and our members or creditors proposed in connection with a scheme for the reconstruction or amalgamation of our Company (other than a scheme of arrangement contemplated in "(xvii) Rights on a General Offer — subsection (b)" in this Appendix), we shall forthwith give notice thereof to all grantees who then hold unexercised options of their entitlements under this paragraph (and the grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect of any unvested portion, to the extent notified by us, and we shall as soon as possible and in any event no later than 3 business days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the grantee such number of Shares which fall to be issued on such exercise.

**(xx) Lapse of Option**

Without prejudice to the authority of the Board to provide for additional situations where an option shall lapse, an option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:—

- (a) the expiry of the Option Period;
- (b) at the end of that date or the expiry of any of the periods referred to in "(xv) Rights on death", "(xvi) Rights on termination of employment or directorship", "(xvii) Rights on a General Offer", "(xviii) Rights on Winding Up" and "(xix) Rights on Company Reconstruction or Amalgamation" in this Appendix, after which the option shall cease to be exercisable;
- (c) the date of the commencement of the winding-up of our Company;
- (d) the date on which the grantee ceases to be a Participant by reason of the termination of his employment or directorship on the grounds that he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily. A resolution of the Board or the board of directors of the relevant subsidiary to the effect that the employment or directorship of a grantee has or has not been terminated on one or more of the grounds specified in this

subsection (d) shall be conclusive and binding on the grantee, and where appropriate, his legal representative(s). Transfer of employment or directorship of a grantee from one member of our Group to another member of our Group shall not be considered a termination of employment or directorship; and

- (e) the date on which the grantee commits a breach of the restrictions on transfer of the options.

**(xxi) Effect of Reorganisation of Capital Structure**

In the event of an alteration in the capital structure of our Company, whilst any option remains exercisable, by way of capitalisation of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of shares, or reduction of the share capital of our Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the share capital structure of our Company as a result of an issue of Shares as consideration in a transaction to which our Company is a party), such corresponding adjustments (if any) shall be made to:

- (i) the number or nominal amount of Shares subject to the option so far as unexercised; and/or
- (ii) the Subscription Price; and/or
- (iii) the method of exercise of the option(s),

or any combination therefore, provided that:

- (a) any such adjustments give a grantee the same proportion of the equity capital of our Company, rounded to the nearest whole share, as that to which that grantee was previously entitled; and
- (b) notwithstanding “(xxi) Effect of Reorganisation of Capital Structure — subsection (a)” above, any adjustments as a result of an issue of securities with a price-dilutive element, such as a rights issue, open offer or capitalisation issue, should be based on a scrip factor similar to the one used in accounting standards in adjusting the earnings per share figures (referred to in Hong Kong Accounting Standards 33) and the acceptable adjustments set out in the “Frequently asked questions on adjustments of the exercise price of share options” (FAQ No. 072-2020) on Rule 17.03(13) of the Listing Rules and any future guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time, but no such adjustments shall be made to the extent that a Share would be issued at a price less than its nominal value.

We shall engage our auditors or an independent financial adviser to certify in writing, either generally or as regards any particular grantee, that the adjustments made by our Company (other than adjustment made on a capitalisation issue) satisfy the requirements set out in subsections (a) and (b) above. The capacity of the auditors or independent financial adviser (as the case may be) in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on us and the grantees. The costs of the auditors or independent financial adviser (as the case may be) shall be borne by us.

If there has been any alteration in the capital structure of our Company as referred to above, we shall within 28 days after receipt of a confirmation of the independent financial adviser or the auditors, inform the grantee of such alteration and of any adjustment to be made.

If our Company conducts a share consolidation or subdivision after the Scheme Mandate Limit has been approved or refreshed by the Shareholders, the maximum number of Shares that may be issued in respect of all options and awards to be granted under all share schemes of our Company under the Scheme Mandate Limit shall automatically be proportionately adjusted provided that such maximum number of shares as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole share.

#### **(xxii) Cancellation of Options**

Any options granted but not exercised may be cancelled with the consent of the relevant grantee and on such terms as may be agreed, as our Board may at its absolute discretion see fit and in a manner that complies with all applicable legal requirements for such cancellation, except that where the grantee is in breach of “(xxv) Rights are Personal to the Grantee” in this Appendix, the Board may cancel any outstanding option without the relevant grantee’s agreement. For the avoidance of doubt, no consent is required to be given by the grantee where an option lapses in accordance with “(xx) Lapse of Option” in this Appendix.

Where we cancel options and offer to issue new options to the same grantee, the issue of such new options may only be made under the Share Option Scheme within the limits prescribed by the Scheme Mandate Limit and Individual Limit in accordance to “(iii) Scheme Mandate Limit” and “(iv) Maximum Entitlement of Each Individual” in this Appendix, excluding the cancelled options, and are otherwise granted in accordance with the terms of the Share Option Scheme.

#### **(xxiii) Alteration of the Share Option Scheme**

The specific provisions of the Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants, and changes to the authority of the Board in relation to any alteration of the terms of the Share Option Scheme shall not be made, in either case, without the prior approval of Shareholders in general meeting. Any change to the terms of any options shall only take

effect after approval of the change is given by our Board, our Remuneration Committee, the independent non-executive Directors (as a group) and/or the Shareholders if the grant of that option was approved by it or them (or their predecessors in that role). The preceding sentences of this paragraph do not apply to alterations taking effect automatically under the existing terms of the Share Option Scheme. The Scheme so altered must comply with Chapter 17 and other relevant requirements of the Listing Rules.

#### **(xxiv) Termination of the Share Option Scheme**

Our Company by ordinary resolution in general meeting, or our Board, may at any time terminate this Share Option Scheme and in such event no further options may be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect in respect of options which are granted during the life of the Share Option Scheme (to the extent necessary to give effect to the exercise of such options) and which remain unexercised or which are exercised but the Shares in respect of such exercised options have not been issued to the grantees yet immediately prior to the termination of the operation of the Share Option Scheme.

#### **(xxv) Rights are Personal to the Grantee**

An option shall be personal to the grantee and shall not be assignable or transferable and no grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any option or enter into any agreement to do so. Any breach of the foregoing by the grantee shall entitle us to cancel any outstanding option or any part thereof granted to such grantee to the extent not already exercised without incurring any liability on our part. Notwithstanding the foregoing, a grantee may transfer any option to a vehicle (such as a trust or private company) for the benefit of himself and/or his family members (such as for the purpose of estate planning or tax planning purposes) provided that the Stock Exchange has prior to such transfer granted a waiver to allow such transfer.

As at the Latest Practicable Date, no option has been granted or agreed to be granted pursuant to the Share Option Scheme.

Details of the Share Option Scheme, including particulars and movements of the options granted during each financial year of our Company, and our employee costs arising from the grant of the options will be disclosed in our annual report.

### **E. OTHER INFORMATION**

#### **1. Indemnities**

Our Directors have been advised that no material liability for estate duty is likely to fall on any member of our Group in the Cayman Islands, the Czech Republic, Germany, Austria, Malta and Hong Kong.

FEC and Ample Bonus have entered into a Deed of Indemnity in favour of our Company (for itself and as trustee for each of our present subsidiaries) whereby it has given an indemnity in connection with, among other matters, taxation which might fall on us resulting from or by reference to the Reorganisation whether or not such taxation or taxation claim is chargeable against or attributable to any other person, firm or company, subject to certain exceptions set out below. In connection with the Reorganisation, we estimate that the amount of tax payable is expected to be not more than EUR0.9 million (approximately HK\$7.9 million). The actual tax expenses will be charged to the combined statements of profit or loss and other comprehensive income for the year ending 31 March 2024.

FEC and Ample Bonus will, however, not be liable under the Deed of Indemnity:

- (i) to the extent that provision, reserve or allowance has been made for such taxation in the audited accounts of the Group for each of the three financial years ended 31 March 2023 and the six months ended 30 September 2023 (“Accounts”), if any;
- (ii) to the extent that such taxation arises or is incurred as a result of the imposition of taxation as a consequence of any retrospective change in the law, rules and regulation or the interpretation or practice thereof by the Hong Kong Inland Revenue Department or the taxation authority of the Czech Republic, Germany, Austria Malta, Poland or any other relevant authority (whether in the Czech Republic, Germany, Austria Malta, Poland or Hong Kong or any other part of the world) coming into force after the date of the Deed of Indemnity or to the extent such taxation arises or is increased by an increase in rates of taxation after the thereof with retrospective effect;
- (iii) to the extent of any provision or reserve made for taxation in the Accounts which is finally established to be an over-provision or an excessive reserve in which case the indemnifiers’ liability (if any) in respect of taxation shall be reduced by an amount not exceeding such provision or reserve, provided that the amount of any such provision or reserve applied to reduce the indemnifiers’ liability in respect of taxation shall not be available in respect of any such liability arising thereafter;
- (iv) falling on the Company after the Listing Date unless (a) the bases of such taxation occur prior to the Listing Date; or (b) such taxation would not have arisen but for any act or omission by the Company (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) voluntarily effected without the prior written consent or agreement of the indemnifiers (such consent or agreement not to be unreasonably withheld or delayed), otherwise than in the ordinary course of business after the date of the Deed of Indemnity;
- (v) to the extent that such taxation is discharged by another person who is not the Company or a member of the Group companies and that the Company or such member of the Group companies is not required to reimburse such person in respect of the discharge of the taxation; and

- (vi) for which the Company is primarily liable as a result of any event occurring or income, profits earned, accrued or received or alleged to have been earned, accrued or received or transactions entered into in the ordinary course of business after the Listing Date.

## **2. Litigation**

As at the Latest Practicable Date, no member of our Group was engaged in any litigation, claim or arbitration of material importance and no litigation, claim or arbitration of material importance is known to our Directors to be pending or threatened by or against any member of our Group, that would have a material adverse effect on the results of operations or financial position of our Group as a whole.

## **3. Sole Sponsor**

The Sole Sponsor has made an application on behalf of our Company to the Listing Committee for the listing of, and permission to deal in, all our Shares in issue and any Shares which may fall to be issued as mentioned herein, including any Shares that may fall to be issued upon the exercise of the Over-allotment Option. All necessary arrangements have been made enabling such Shares to be admitted into CCASS.

The Sole Sponsor is independent from our Company pursuant to Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of HK\$3,800,000 for acting as the sponsor for the Listing.

## **4. Registration procedures**

The register of members of our Company will be maintained in the Cayman Islands by Conyers Trust Company (Cayman) Limited and a branch register of members of our Company will be maintained in Hong Kong by our Hong Kong Branch Share Registrar. Save where our Directors otherwise agree, all transfers and other documents of title to Shares must be lodged for registration with, and registered by, our Hong Kong Branch Share Registrar and may not be lodged in the Cayman Islands.

## **5. Taxation of holders of Shares**

### **(a) *the Cayman Islands***

Under the present the Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfers of Shares unless our Company holds interests in land in the Cayman Islands.

*(b) Hong Kong*

The sale, purchase and transfer of shares registered with our Hong Kong register of members will be subject to Hong Kong stamp duty. The stamp duty is currently set at a total rate of 0.26% of the greater of the consideration for, or the value of, shares transferred, with 0.13% payable by each of the buyer and the seller. Profits from dealings in the shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

*(c) Generally*

Potential holders of Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of applying for, purchasing, holding or disposing of, or dealing in, Shares. It is emphasised that none of our Company, our Directors, the Sole Sponsor, the Underwriters and all of their respective directors, agents or advisers nor any other parties involved in the Global Offering accepts responsibility for any tax effect on, or liabilities of, persons resulting from the subscription for, holding, purchase or disposal of or dealing in the Shares.

**6. Agency fees and commissions received**

Save as disclosed in the section headed "Underwriting", none of our Directors nor any of the parties listed in paragraph 9 of this Appendix had received any commissions, discounts, agency fees, brokerages or other special terms in connection with the issue or sale of any capital of our Company or any member of our Group within the two years preceding the date of this prospectus.

**7. Preliminary expenses**

The preliminary expenses incurred by our Company in relation to our incorporation were approximately US\$5,615 and were paid by us.

**8. Promoter**

Our Company has no promoter for the purpose of the Listing Rules. Within two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this document.

**9. Qualification of experts**

The following are the qualifications of the experts which have given opinions or advice which are contained in, or referred to in, this prospectus:

<b>Expert</b>	<b>Qualification</b>
Guotai Junan Capital Limited	Licensed corporation under the SFO permitted to carry out type 6 (Advising on Corporate Finance) regulated activity (as defined under the SFO)
Deloitte Touche Tohmatsu	Certified Public Accountants and Registered Public Interest Entity Auditors
Conyers Dill & Pearman	Cayman Islands attorneys-at-law
China Insights Industry Consultancy Limited	Independent industry consultant firm
Reed Smith Richards Butler LLP	Legal advisers as to Hong Kong law
Becker a Poliakoff, s.r.o., advokátní kancelář	Legal advisers as to Czech law
avocado rechtsanwälte	Legal advisers as to German law
Kraft Rechtsanwalts GmbH	Legal advisers as to Austrian law
WH Partners	Legal advisers as to Maltese law
Justyna Zyga ECO Legal Kancelaria Radcy Prawnego	Legal advisers as to Polish law
Deloitte Touche Tohmatsu	AML Consultant
Roma Appraisals Limited	Independent property valuer

**10. Consents of experts**

Each of the experts named in paragraph 9 of this Appendix has given and has not withdrawn its written consent to the issue of this prospectus with inclusion of its report and/or letter and/or opinion and/or references to its name in the form and context in which they are respectively included.



**11. Interests of experts in our Company**

None of the experts named in paragraph 9 of this Appendix is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares or securities in any member of our Group.

**12. Binding effect**

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

**13. Miscellaneous**

- (a) Save as disclosed in the section headed "History, Reorganisation and Corporate Structure", the section headed "Underwriting" and "A. Further Information About Our Company and Our Group" and "D. Share Option Scheme" in this Appendix, within the two years immediately preceding the date of this prospectus:
- (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) no founders or management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
  - (iv) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
  - (v) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries.

- (b) To the best knowledge, information and belief of our Directors, having made all reasonable enquiries, our Directors confirm that save as disclosed in (i) Note 39 “Subsequent Events” in the Accountants’ Report and (ii) “Recent Developments” in “Summary” in this prospectus:
- (i) there has been no material adverse change in the financial, operational or trading position or prospects of our Group since 30 September 2023 (being the date to which the latest audited combined financial statements of our Group were prepared); and
  - (ii) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial condition of our Group in the 12 months preceding the date of this prospectus.
- (c) All necessary arrangements have been made to enable our Shares to be admitted into CCASS for clearing and settlement.
- (d) No company within our Group is presently listed on any stock exchange or traded on any trading system.
- (e) We have no outstanding convertible debt securities.
- (f) There is no arrangement under which future dividends are waived or agreed to be waived.

#### **14. Bilingual prospectus**

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided in Section 4 of the Companies Ordinance (Exemption of Companies and Prospectus from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

**15. Particulars of the Selling Shareholder**

The particulars of the Selling Shareholder are set out below:

<b>Name:</b>	Ample Bonus Limited
<b>Description:</b>	Company
<b>Place of incorporation:</b>	British Virgin Islands
<b>Registered address:</b>	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands
<b>Number of Shares to be sold:</b>	57,143,000 Sale Shares (together with, where relevant, up to an additional 8,571,000 Shares which may be sold pursuant to any exercise of the Over-allotment Option)

**DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES**

The documents attached to the copy of this prospectus and delivered to the Registrar of Companies in Hong Kong for registration were:

1. a copy of each of the material contracts referred to in “Appendix VI — Statutory and General Information — B. Further Information About Our Business — 1. Summary of Material Contracts” to this prospectus; and
2. the written consents referred to in “Appendix VI — Statutory and General Information — E. Other Information — 10. Consents of experts” to this prospectus.

**DOCUMENTS ON DISPLAY**

The following documents will be published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and our website ([www.palasinoholdings.com](http://www.palasinoholdings.com)) up to and including the date which is 14 days from the date of this prospectus:

1. the Memorandum of Association and the Articles of Association;
2. the Accountants’ Report prepared by Deloitte Touche Tohmatsu, the text of which is set out in “Appendix I — Accountants’ Report” to this prospectus;
3. the audited consolidated financial statements of Palasino Group for each of the three financial years ended 31 March 2023 and the six months ended 30 September 2023;
4. the report on the unaudited pro forma financial information of our Group prepared by Deloitte Touche Tohmatsu, the text of which is set out in “Appendix II — Unaudited Pro Forma Financial Information” to this prospectus;
5. a statement of adjustments prepared by Deloitte Touche Tohmatsu;
6. the report issued by China Insights Industry Consultancy Limited, a summary of which is set forth in “Industry Overview” in this prospectus;
7. the property valuation report prepared by Roma Appraisals Limited relating to our property interests, the text of which is set out in “Appendix III — Property Valuation Report” in this prospectus;
8. the material contracts referred to in “Appendix VI — Statutory and General Information — B. Further Information About Our Business — 1. Summary of Material Contracts” to this prospectus;
9. the letters of appointment entered into between our Company and each of our Directors;

10. the written consents referred to in “Appendix VI — Statutory and General Information — E. Other Information — 10. Consents of experts” to this prospectus;
11. the Hong Kong legal opinion issued by Reed Smith Richards Butler LLP, our Hong Kong Legal Advisers, in respect of certain matters relating to the gaming business of our Group;
12. the Czech legal opinion issued by Becker a Poliakoff, s.r.o., advokátní kancelář, our Czech Legal Advisers, in respect of certain aspects of our Group in the Czech Republic;
13. the German legal opinion issued by avocado rechtsanwälte, our German Legal Advisers, in respect of certain aspects of our Group in Germany;
14. the Austrian legal opinion issued by Kraft Rechtsanwalts GmbH, our Austrian Legal Advisers, in respect of certain aspects of our Group in Austria;
15. the Maltese legal opinion issued by WH Partners, our Maltese Legal Advisers, in respect of certain aspects of our Group in Malta;
16. the Polish legal opinion issued by Justyna Zyga ECO Legal Kancelaria Radcy Prawnego, our Polish Legal Advisers, in respect of certain matters relating to the gaming business in Poland;
17. the letter from Deloitte Touche Tohmatsu, our AML Consultant, in respect of the review of anti-money laundering procedures, systems and controls of Palasino Group, the text of which is set out in “Appendix V — Summary of Review of Anti-Money Laundering Procedures, Systems and Controls”;
18. the rules of the Share Option Scheme;
19. the Cayman Companies Act;
20. the letter of advice issued by Conyers Dill & Pearman, our Cayman Islands Legal Advisers, in respect of certain aspects of Cayman Islands company law referred to in this prospectus; and
21. a statement of the particulars of the Selling Shareholder.



**Palasino Holdings Limited**  
**百樂皇宮控股有限公司**