RNS Number : 5476X
GSTechnologies Ltd
24 July 2024

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GSTechnologies Limited

("GST" or the "Company" or the "Group")

Results for the year ended 31 March 2024

GSTechnologies Limited (LSE: GST), the fintech company, is pleased to announce the Company's audited results for the year ended 31 March 2024 ("FY24").

Highlights

- First full year reporting period as a pure play fintech group following the completion of the disposal of EMS Wiring Systems Pte Ltd in September 2022
- Completion of the acquisition of PAYPT Finance Ltd ("PAYPT"), a Canadian company holding a Canadian Money Services Business ("MSB") licence, in August 2023
- Formation of Angra Global following the acquisition of PAYPT, with significant growth in H2 FY24 and in the current financial year as the business rolled out its multi-currency e-wallet service
- Soft rollout of the GS20 Exchange completed and the development of the GS20 Exchange has progressed in accordance with the Board's expectations
- Completion of the acquisition of Semnet Pte Ltd ("Semnet"), a cybersecurity company based in Singapore, in 29 February 2024. Prior to the acquisition's completion, a US$36 million contract was secured for the sale of high-performance application servers and solutions specifically designed for artificial intelligence (AI). These solutions feature the cutting-edge NVIDIA HGX H800 8-GPUs
- Option purchase agreement to acquire 60% of EasySend Ltd ("EasySend"), a Northern Ireland company operating a cross-border payments business. Completion expected later in 2024
- Revenue for the year of US$1.55 million (FY23 reported: US$2.32 million, including discontinued operations), with a fivefold increase in revenue in H2 FY24 (US$1.29 million) versus H1 FY24 (US$0.26 million)
- Net loss for the year of US$1.22 million (FY23: US$1.63 million loss) as the Company continued to invest in developing its GS Money solutions, with a significantly decreased net loss in H2 FY24 (US$0.31 million) versus H1 FY24 (US$0.78 million)
- As of 31 March 2024, the Company had US$2.61 million in cash and cash equivalents (31 March 2023: US$4.25 million)

Post Period Highlights

- Significant further growth seen with both Angra Global and the GS20 Exchange post year end
- Placing raising gross proceeds of £1.25 million completed in April 2024
- Proposed acquisition of Bonfirepay in Spain, aimed at enhancing Angra Global's B2B-focused cross-border payments and currency exchange services throughout the European Economic Area (EEA), as announced on 9 July 2024

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CHAIRMAN'S STATEMENT

During the year GST continued its strategic focus, started in early 2021, on developing a borderless neobanking platform providing next-generation digital money solutions, both organically and through complementary acquisitions. This is being undertaken under the Company's GS Money banner primarily through the Group's GS20 Exchange and Angra Global businesses, based on three initial use-cases: international money transfers, borderless accounts, and private stablecoin. In particular, the disposal of EMS, completed in September 2022, removed a loss-making business from the Group and FY24 was the first full year for GST as a 'pure play' fintech group.

During the year we completed two further significant acquisitions, PAYPT Finance Ltd ("PAYPT"), a Canadian company holding a Canadian Money Services Business ("MSB") licence, in August 2023, and Semnet Pte Ltd ("Semnet"), a cybersecurity company based in Singapore, in February 2024. Both these acquisitions have added important additional capabilities and sources of revenue for the Group, which, given the timing of the acquisitions, are not fully reflected in the FY24 financial statements.

I am very pleased with the progress we have made during the year, which has continued post period end. Group revenues increased fivefold from the first half of the year to the second half as we established various offerings and rolled these out commercially. Further significant growth is expected to be seen in the current financial year and the various businesses progress and are fully consolidated into the Group.

Angra Global

Angra Global was established during the year, in August 2023, following the completion of the acquisition of the entire issued share capital of PAYPT, in Canada, and its combination with Angra Limited in the UK. Angra Limited, which operates under the AngraFX brand name, is an established Financial Conduct Authority ("FCA") approved Authorised Payment Institution ("API"), conducting fast, secure, and low-cost foreign exchange business and payment services internationally, the first pillar of GS Money. The addition of PAYPT provided a Canadian MSB licence encompassing a range of financial activities, including: foreign exchange dealing; cryptoasset dealing; money transfer services; and authorisations for the issuance of debit cards and IBANs. The two businesses are now fully integrated, with the Angra Global team being led by GST directors Christopher Wellesley and Galvin Bai.

Following the establishment of Angra Global the focus has been on building an integrated offering, utilising new technologies that provide attractive solutions for customers and moving away from some of the lower margin traditional foreign exchange activities previous undertaken by Angra Limited and PAYPT.

Angra Global's multi-currency e-wallet service, initially covering Sterling, Euro, US Dollar, Canadian Dollar, Chinese Yuan Renminbi and US Dollar Tether Token transactions was launched on 1 September 2023 and continues to grow, with significant growth seen post the year end. This service enables Angra Global customers to securely store their funds within Angra Global business accounts and facilitates seamless foreign exchange conversions and fund transfers through Angra Global's established and reliable banking partnerships, akin to a conventional business bank account. Additionally, Angra Global is able to issue Sterling local accounts and Euro SEPA IBAN accounts to its clients, thereby providing a comprehensive one-stop business banking solution.

Angra Global is continuing to develop these services and the Group is focused on accelerating Angra Global's revenue, while simultaneously bolstering the Angra team to expand its B2B Neobank operations beyond the UK, serving companies of all sizes worldwide. As part of this expansion strategy, on 29 November 2023, the Company entered into an option to purchase agreement to acquire 60% of the share capital of EasySend Ltd ("EasySend"), a Northern Ireland based FCA approved API, conducting cross-border payment services. We believe the acquisition of a majority stake in EasySend will assist with growing the customer base for the Company's existing GS Money activities, in particular

EasySend will assist with growing the customer base for the Company's existing GS Money activities, in particular Angra Global, and provide access to additional technology, including EasySend's mobile terminal technology. It is intended that EasySend's founder and management team will remain with the business and that the 40% minority holding will be retained by EasySend's founder. As announced on 9 July 2024, the parties have mutually agreed to extend the period for entering into a definitive sale and purchase agreement until 30 November 2024. This extension will allow both parties time to refine the post-acquisition acquisition integration plan to ensure the acquisition aligns with GST's strategic objectives.

Post the year end, on 9 July 2024, we announced that GST has entered into a conditional agreement to acquire the entire issued share capital of Bonfirepay SL ("Bonfirepay"), a company incorporated and operating under the laws of Spain. This acquisition is expected to be a significant step in the Company's planned strategic expansion across Europe. The acquisition of Bonfirepay is aimed at enhancing Angra Global's B2B-focused cross-border payments and currency exchange services throughout the European Economic Area (EEA). Having a presence in Spain, through Bonfirepay, will enable Angra Global to collaborate with a broader network of European banks, non-banking financial institutions, and foreign currency providers, thereby reducing remittance costs and accelerating revenue growth. The completion of the acquisition is conditional on the finalisation of Bonfirepay's registration as a Small Payment Institution (SPI) with the central bank of Spain.

Further complementary acquisitions are being investigated to accelerate Angra Global's growth and provide the licences and infrastructure needed to operate internationally.

GS20 Exchange

Following the acquisition of Glindala (now GS Fintech UAB), a holder of a Crypto Currency Exchange Licence registered in Lithuania, in August 2022, GST soft launched the Company's GS20 cryptoasset exchange in November 2022. The GS20 Exchange is offering spot trading and over-the-counter trading desk services for popular cryptoassets, although it is not a pure cryptocurrency exchange. The soft launch was successfully completed during the year and the development of the GS20 Exchange has progressed in accordance with the Board's expectations, with a wider roll-out continuing. There has been a progressive build-up of registered users, and the Company are greatly encouraged by the market traction the GS20 Exchange is enjoying. The GS20 Exchange is generating revenue for the Company via trading commissions at varying levels depending on the type and size of transaction undertaken.

The GS20 Exchange entered into an agreement with Liminal, a leading blockchain wallet infrastructure company, just post the year end, to enhance the exchange's digital assets custody capabilities and to enable the exchange to securely scale its digital asset operations through HSM (hardware security module) and MPC (multi-party computation) backed architecture. This has enabled the successful launch of the GS20 Exchange vaults, facilitating self-custody for various blockchains including Bitcoin, Ethereum, Tron, and others. Ensuring digital asset security is a priority and the GS20 Exchange vaults are CCSS Level 3 certified, the highest standard in Cryptocurrency Security Standards (CCSS).

The Group complies with the recent implementation of EU-wide cryptocurrency regulations and is keenly observing developments in this space. Our commitment to compliance and innovation remains steadfast as we navigate these changes and continue to explore opportunities within the evolving regulatory landscape.

Semnet

The Group acquired 66.67% of the share capital of Semnet Pte Ltd ("Semnet"), a cybersecurity company based in Singapore, on 29 February 2024. Semnet is a profitable cybersecurity business that is providing the Company with expertise and licences that are a critical component to the advancement of the Company's GS Money and B2B Neobanking operations. Cybersecurity is of particular importance to both the Company's developing global neobank ecosystem under Angra Global and the GS20 Exchange.

Semnet has now been successfully integrated into the Group's operations and the Semnet team's experience and capabilities are already adding significant value to the Group's operations, particularly through enhanced cybersecurity support.

In addition to providing support to the Group's operations, Semnet has been successful in winning additional third-party business, including a US$36 million revenue contract with Ypsilon Technology Pte. Ltd that was recognised prior to the consolidation of Semnet in the Group.

Zheng Kang Wen Mervyn, an existing Director of Semnet, has been appointed as Sales and Marketing Director of

Semnet and is supporting the Group in expanding Semnet's cybersecurity business. He is being assisted by a senior leadership team including GST director Galvin Bai and Lam Pek San, a 10% shareholder in Semnet.

Semnet was only consolidated into the Group on 1 March 2024, a month before the year end, but is trading ahead of the GST Board's expectations at the time of the acquisition and the business is achieving significant profitable growth.

Other Operations

As a further key pillar of the stablecoin activities that the Group intends to carry out in strategic jurisdictions, including the UK, the Company applied to the FCA for the Company's stablecoins to be admitted to the FCA Regulatory Sandbox. In June 2023, the Company was informed by the FCA that they had concluded that the Company's stablecoin application did not currently meet the FCA's strict criteria for admission to the FCA Regulatory Sandbox. As an alternative the FCA offered the Company a place on their Innovations Pathway programme, an initiative designed to support financial services firms in launching innovative products and services, which the Company was pleased to accept. Under the FCA Innovation Pathway programme, the Company was provided with a dedicated FCA case officer and a comprehensive range of support services, designed to assist GST to further develop the appropriate path for the progression of its stablecoin plans. This process has been extremely helpful in shaping the Company's future roadmap for its stablecoin activities which may involve a future Regulatory Sandbox application or preparation for regulatory authorisation without the need for supervised testing. Discussions with the FCA continue, but regulatory authorisation in the UK for the Company's stablecoins is not seen as an immediate strategic priority or necessity as the Group's other operations develop.

Fund Raising

In order to accelerate the implementation of the Group's GS Money strategy, including via acquisition, the Company has undertaken fundraising activities as the Board has deemed appropriate to facilitate the maximisation of overall shareholder value.

During the year the Company entered into an unsecured convertible loan facility to receive funding of up to US$1.6 million (the "Loan Facility") with an institutional investor. US$800,000 of the Loan Facility was drawn down. The Loan Facility was cancelled on 29 March 2023, with the second instalment of US$800,000 undrawn. On 4 April 2023 the remaining US$285,000 principal amount of the Loan Facility and the associated interest of US$28,500 (10%), was converted into new ordinary shares of no-par value in the capital of the Company ("Ordinary Shares"). Following this conversion no principal amount or associated interest remains outstanding under the Loan Facility.

On 17 May 2023 the Company has raised gross proceeds of £750,000 through a placing of 75,000,000 Ordinary Shares at a price of 1.0 pence per share.

On 14 November 2023, the Company raised gross proceeds of £847,000 through a placing of 77,000,000 Ordinary Shares at a price of 1.10 pence per share.

Post period end, on 23 April 2024, the Company raised gross proceeds of £1,250,000 through a placing of 119,047,619 Ordinary Shares at a price of 1.05 pence per share.

The Board is mindful of dilution for existing shareholders, and the Company will only undertake further fundraising activities if the Board believes additional capital is required to achieve the Company's strategic goals.

Board and People

I would like to take this opportunity to thank all of the GST Board and team for their hard work and dedication throughout the year.

In June 2023, Chong Loong Fatt Garies ("Garies Chong"), a Non-executive Director of the Company, resigned from the Board in order to focus on his other business interests. I would like to thank Garies for his contribution to GST and we wish him well for the future.

In January 2024 we welcomed Lord Christopher Wellesley to the Board as a Non-Executive Director. Christopher is an experienced banking and capital markets executive with over 30 years' experience in senior roles based in the UK, Hong Kong and the USA. He began working with the Group in the UK in September 2023 and has been appointed as

Chief Executive Officer of Angra Limited. His significant international capital markets and trading experience has already proved to be very valuable to the Group.

Current trading

During April to June 2024, GST has experienced a notable increase in revenues, reflecting the effectiveness of the company's strategic initiatives and the strong performance of our subsidiaries. Each operating subsidiaries contributed significantly to this growth, with standout performances in key markets driven by increased adoption of our digital payment solutions and expanded partnerships with financial institutions. Our efforts to penetrate new markets and strengthen our presence in existing ones have yielded positive results, with new client acquisitions and expanded service agreements.

Summary

GST is now a focused, 'pure play', fintech group with two solid operational platforms, Angra Global and the GS20 Exchange, coupled with a profitable cybersecurity business, on which to build and continue to roll out our GS Money solutions.

Angra Global provides the first pillar of GS Money and is enjoying substantial growth with its multi-currency e-wallet service, particularly post year end. With additional services being added and further geographic expansion planned this growth is expected to accelerate.

Unlocking the demand for a large user base also requires a platform that can meet the clearing and settlement needs of both retail and institutional customers, with high compliance and security standards. The GS20 Exchange provides such a platform and following its soft launch is rapidly building its customer based as the second pillar of GS Money.

Whilst growing the Group organically and completing the acquisitions of EasySend and Bonfirepay, we will also continue to explore further value enhancing acquisition opportunities that are presented.

I would like to take this opportunity to thank all stakeholders, including the Group's staff, customers and GST shareholders for their continuing support.

GST has come a long way over the last three and a half years and I look forward to reporting on our further progress in the coming months.

Tone Kay Kim GOH
Executive Chairman

FINANCIAL REVIEW

The Group's financial statements include a full 12-month contribution from Angra Limited and GS Fintech UAB, with PAYPT (now Angra Global) being consolidated from 15 August 2023 and Semnet from 1 March 2024.

Income Analysis

Following the disposal of EMS, the Group's income during the year was solely derived from the Group's 'fintech' and cybersecurity businesses, which led to a decrease in revenue for the 12-months ended 31 March 2024 to US$1.55 million (2023: US$2.27 million) as these businesses remain in the developmental phase. However, the revenue from continuing operations has seen significant growth. The revenue for the year of US$1.55 million was a 90% increase on the revenue derived from continuing operations in FY 23, with a further significant increase seen during the year; H2 FY24 revenue of US$1.29 million was a fivefold increase over H1 FY24 (US$0.26 million).

The Group's operating loss before tax for the financial year was US$1.22 million, compared to the operating loss incurred in previous financial year of US$1.63 million as the Company continued to invest in developing its GS Money solutions, with a significantly decreased net loss in H2 FY24 (US$0.31 million) versus H1 FY24 (US$0.78 million).

Balance Sheet Analysis

Net assets as at 31 March 2024 amounted to US$6.24 million (31 March 2023: US$3.87 million). As at 31 March 2024, the Group had available cash of US$2.61 million (31 March 2022: US$4.25 million), with gross proceeds of £1.25 million (approximately US$1.60 million) being raised post period end in April 2024.

The Directors believe that the Group is in a stable financial position and has the financial resources to enable it to expand and grow its current operations and meet all its current liabilities, together with the ability to access further capital should an appropriate need arise.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

	Notes	**2024** **US$'000**	**2023** **US$'000**
Net operating income			
Sales	6	1,466	442
Other income		88	1
		1,554	**443**
Net operating expense			
Continuing Operations	7	(2,535)	(1,627)
Foreign exchange loss			(25)
		(242)	
Operating loss		**(1,223)**	**(1,209)**
Income tax expense	18	-	(21)
Net loss for the year		(1,223)	(1,230)
Discontinued operations			
Loss for the year from discontinued operations		-	(398)
Total comprehensive loss for the year		**(1,223)**	**(1,628)**
Other comprehensive (gain)/loss			
Movement in foreign exchange reserve			(187)
		1,370	
Total comprehensive income/(loss) for the year		**147**	**(1,815)**
Net Loss for the year attributable to:			
Equity holders for the parent		(1,223)	(1,628)
Non-controlling interest	20		-
		13	
		(1,210)	(1,628)
Total comprehensive income/(loss) for the year attributable to:			
Equity holders for the parent		134	(1,815)
Non-controlling interest	20	13	-
		147	(1,815)
(Loss)/Earnings per share attributable to members of the Parent			
Basic (loss) per share	10	(0.00064)	(0.00104)
Diluted (loss) per share	10	(0.00064)	(0.00104)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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	Notes	2024 US$'000	2023 US$'000
ASSETS			
Current assets			
Cash and cash equivalents	12	2,611	4,252
Trade and other receivables	13	607	78
Other Assets		276	276
Inventories	14	10	-
Total current assets		**3,504**	**4,606**
Non-current assets			
Property, plant and equipment	15	280	95
Intangible Assets	16	3,713	1,996
Total non-current assets		**3,993**	**2,090**
TOTAL ASSETS		**7,497**	**6,697**
EQUITY			
Share Capital	19	10,563	8,281
Treasury Shares		(808)	(808)
Reserves		368	(1,002)
Retained Earnings		(3,824)	(2,601)
Non-controlling equity interest		(52)	-
Total Equity		**6,247**	**3,870**
Equity attributable to owners of the parent		6,195	3,870
Non-controlling equity interest	20	52	-
		6,247	**3,870**
LIABILITIES			
Current liabilities			
Trade and other payables	21	1,034	2,446
Lease Liabilities	15	69	43
Loans payable	22	-	297
Total current liabilities		**1,103**	**2,786**
Non-current liabilities			
Lease Liabilities	15	102	-
Loans payable	22	41	41
Other payable		4	-
Total current liabilities		**147**	**41**
Total Liabilities		**1,250**	**2,827**
TOTAL EQUITY & LIABILITIES		7,497	6,697

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

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	2024 US$'000	2023 US$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before taxation from operations		(1,223)	(1,944)
Adjustments:			
Depreciation of property, plant and equipment		69	116
Impairment		106	-

Interest expense on lease		3	-
Income tax		-	-
Exchange loss		(52)	
Operating loss before working capital changes		**(1,097)**	**(1,828)**
Decrease/(Increase) in inventories		(10)	39
Decrease/(Increase) in trade and other receivables		(529)	2,367
(Decrease)/Increase in trade and other payables		(1,412)	1,531
Net cash flow used in operating activities		**(3,048)**	**2,109**
CASH FLOWS FROM INVESTING ACTIVITIES			
Disposal (Addition) of property, plant and equipment		(254)	59
Decrease in capital work in progress		-	32
Gain on disposal of subsidiary		-	337
Intangible Assets		(1,823)	(1,952)
Net cash flow from investing activities		**(2,077)**	**(1,524)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of new shares		2,282	486
Treasury Shares		-	(808)
Principal elements of lease payments		129	(65)
Decrease in loans payable		(297)	(863)
Forex reserves		1,370	(187)
Net cash flow from financing activities		**3,484**	**(1,437)**
Net increase/(decrease) in cash and cash equivalents		(1,641)	(852)
Cash and cash equivalents at beginning of the year		4,252	5,104
Cash and cash equivalents at end of the year	12	2,611	4,252

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

2024 CONSOLIDATED	**Shareholder Capital**	**FX Reserve**	**Retained Earnings**	**Treasury Shares**	**Total**
	US$'000	**US$'000**	**US$'000**	**US$'000**	**US$'000**
Balance at 1 April 2023	**8,281**	**(1,002)**	**(2,601)**	**(808)**	**3,870**
Comprehensive Income					
Loss for the year	-	-	(1,223)	-	(1,223)
Non-controlling interest	-	-	(52)	-	(52)
Other comprehensive gain for the year	-	1,370	-	-	1,370
Total comprehensive loss for the year	-	1,370	(1,275)	-	147
Transactions with owners in their capacity as owners:					
Shares issued during the year	2,282	-	-	-	2,282
	2,282	-	-	-	2,282

Balance at 31 March 2024	**10,563**	**(368)**	**(3,876)**	**(808)**	**6,247**

2023 CONSOLIDATED	**Shareholder Capital US$'000**	**FX Reserve US$'000**	**Retained Earnings US$'000**	**Treasury Shares US$'000**	**Total US$'000**
Balance at 1 April 2022	**7,795**	**(815)**	**(973)**	**-**	**6,007**
Comprehensive Income					
Loss for the year	-	-	(1,628)	-	(1,628)
Other comprehensive loss for the year	-	(187)	-	-	(187)
Total comprehensive loss for the year	-	(187)	(1,628)	-	(1,815)
Transactions with owners in their capacity as owners:					
Shares issued during the year	486	-	-	(808)	(322)
	486	-	-	(808)	(322)
Balance at 31 March 2023	**8,281**	**(1,002)**	**(2,601)**	**(808)**	**3,870**

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General Information

1.1 Corporate information

The consolidated financial statements of GSTechnologies Ltd (the "Company") and its subsidiaries (collectively referred to as the "Group") for the financial year ended 31 March 2024 were authorised for issue in accordance with a resolution of the Directors on 23 July 2024. The shares of the Company are publicly traded on London Stock Exchange.

The registered office of GSTechnologies Ltd, the ultimate parent of the Group, is Ritter House, Wickhams Cay II, Tortola VG1110, British Virgin Islands.

The principal activity of the Group is data infrastructure, storage and technology services.

2. Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by United Kingdon Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the United Kingdon and the Companies Act 2006 as they apply to the financial statements of the Group for the year ended 31 March 2024.

The consolidated financial statements have been prepared on a historical cost convention basis, except for certain financial instruments that have been measured at fair value. The consolidated financial statements are presented in US dollars and all values are rounded to the nearest thousand except when otherwise indicated.

2.1 Consolidation

The consolidated financial statements comprise the financial statements of the Group as at 31 March 2024, and for the year then ended.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting period as the GSTechnologies Ltd. (parent company), using consistent accounting.

All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if it results in a deficit balance. A change ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses. A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exceptions. When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is re-measured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations are expensed to the statement of comprehensive income. The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes would differ from these estimates if different assumptions were used and different conditions existed.

In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required, and where actual results were to differ, may materially affect the financial position or financial results reported in future periods. Further information on these and how they impact the various accounting policies is located in the relevant notes to the consolidated financial statements.

Going concern

This report has been prepared on the going concern basis, which contemplates the continuation of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

At 31 March 2024, the Group held cash reserves of U$2,611,000 (2023: U$4,252,000).

The Directors believe that there are sufficient funds to meet the Group's working capital requirements.

The Group recorded a loss of US$1.22 million for the year ended 31 March 2024 and had net assets of US$6.24 million as at 31 March 2024 (2023: loss of $1.63 million and net assets of US$3.87 million).

With the disposal of the unprofitable subsidiary EMS, the continuing subsidiaries will be Angra Ltd, GS Fintech subsidiaries and acquisition of Semnet Pte Ltd, which are expected to contribute profit to the Group.

Accruals

Management have used judgement and prudence when estimating certain accruals for contractor claims. The accruals recognised are based on work performed but are before settlement.

Contingencies

By their nature, contingencies will only be resolved when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events. Please refer to Note 24 for further details.

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

Judgements made in applying accounting policies

Management is of the opinion that there are no significant judgements made in applying accounting estimates and policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Provision for expected credit losses (ECL) on trade receivables and contract assets

ECLs are unbiased probability-weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions.

The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward- looking estimates are analysed.

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

The carrying amount of the Company's trade receivables at the end of the reporting period is disclosed in Note 13 to the financial statements.

Allowance for inventory obsolescence

The Company reviews the ageing analysis of inventories at each reporting date and makes provision for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The net realisable value for such inventories are estimated based on the most reliable evidence available at the reporting date. These estimates take into consideration market demand, competition, selling price and cost directly relating to events occurring after the end of the financial year to the extent that such events confirm conditions existing at the end of the financial year. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amounts of the Company's inventories at the reporting date are disclosed in Note 14 to the financial statements.

4. Adoption of new and amended standards and interpretations

The Group adopted all of the new and revised Standards and Interpretations issued by the IASB that are relevant to its operations and effective for annual reporting periods beginning on or after 1 April 2021. It has been determined by the Group, there is no impact, material or otherwise, of the new and revised standards and interpretations on its business and therefore no change is necessary to Group accounting policies.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

5. Summary of significant accounting policies

Plant and equipment

Plant and equipment are shown at cost less accumulated depreciation and impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, any incidental cost of purchase, and associated borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Directly attributable costs include employee benefits, professional fees and costs of testing whether the asset is functioning properly. Capitalised borrowing costs include those that are directly attributable to the construction of assets.

Property, plant and equipment relate to plant, machinery, fixtures and fittings and are shown at historical cost less accumulated depreciation and impairment losses. Depreciation of property, plant and equipment are computed on a straight-line basis over the estimated useful life of the assets.

The depreciation rates applied to each type of asset are as follows:

Computers and Software 3 years	
Fixtures and office equipment	3 years
Lease Improvements	5 years

Subsequent expenditure is capitalised when it is probable that future economic benefits from the use of the asset will be increased. All other subsequent expenditure is recognised as an expense in the period in which it is incurred. Assets that are replaced and have no future economic benefit are derecognised and expensed through profit or loss. Repairs and maintenance which neither materially add to the value of assets nor appreciably prolong their useful lives are charged against income. Gains/ losses on the disposal of fixed assets are credited/charged to income. The gain or loss is the difference between the net disposal proceeds and the carrying amount of the asset.

The asset's residual values, useful lives and methods of depreciation are reviewed at each reporting period and adjusted prospectively if appropriate.

Inventories

Inventories are valued at the lower of cost and net realisable value.

Financial instruments

(a) Financial assets

(i) Classification, initial recognition and measurement

The Company classifies its financial assets into the following measurement categories:
amortised cost; fair value through other comprehensive income (FVOCI); and fair value through profit or loss (FVPL).

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial assets. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

(ii) Subsequent measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the contractual cash flow characteristics of the asset. The Company only has debt instruments at amortised cost.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

Debt instruments of the Company comprise cash and cash equivalents and trade and other receivables.

Equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in other comprehensive income which will not be reclassified subsequently to profit or loss. Dividends from such investments are to be recognised in profit or loss when the Company's right to receive payments is established. For investments in equity instruments which the Company has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in profit or loss.

(iii)Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at FVPL, directly attributable transaction costs.

(ii) Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Financial liabilities measured at amortised cost comprise trade and other payables.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

Offsetting

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits that are readily convertible to known amount of cash and that are subject to an insignificant risk of changes in their fair value, and are used by the Company in the management of its short-term commitments. For the purpose of the statement of cash flows, pledged deposits are excluded whilst bank overdrafts that are repayable on demand and that form an integral part of the Company's cash management are included in cash and cash equivalents.

Impairment

Financial Assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at FVPL and contract assets. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtors' ability to pay.

The Company considers a financial asset in default when contractual payments are past due for more than 90 days. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs. If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset other than goodwill is reversed only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

Trade and other payables

Trade and other payables are non-derivative financial liabilities that are not quoted in an active market. It represents liabilities for goods and services provided to the Group prior to the year end and which are unpaid. These amounts are unsecured and have 7-30 day payment terms. Trade and other payables are presented as current liabilities unless payment is not during within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Interest-bearing loans and borrowings

Interest-bearing loans and borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost using the effective interest (EIR) method. The fair value implies the rate of return on the debt component of the facility. This rate of return reflects the significant risks attaching to the facility from the lenders' perspective.

Determination of Fair Values

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Trade and other receivables

The fair values of trade and other receivables are estimated as the present value of future cash flows, discounted at the market rate of interest at the measurement date. Current receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

Non-derivative financial liabilities

Non-derivative financial liabilities are measured at fair value at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

Other financial assets and liabilities

The carrying amount of financial assets and liabilities with a maturity of less than one year is assumed to approximate their fair values.

Provisions

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax amount that reflects current market assessments of the time value of money, and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Finance income

Interest income is made up of interest received on cash and cash equivalents.

Income tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.
Deferred income tax liabilities are recognised for all taxable temporary differences. Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses, can be utilised, except:

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

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Foreign currencies

i) *Functional and presentation currency*

The consolidated financial statements are presented in US dollars, which is the Group's presentation currency.

ii) *Transaction and Balances*

Transactions in foreign currencies are initially recorded in the functional currency at the respective functional currency rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the spot rate of exchange ruling at the reporting date. All differences are taken to the profit or loss, should specific criteria be met.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

iii) *Group Companies*

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

• Assets and liabilities for each statement of financial position presented as translated at the closing rate at the date of the statement of financial position.
• Income and expenses for each income statement and statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transactions dates, in which case income and expenses are translated at the dates of the transactions), and
• All resulting exchange differences are recognised in other comprehensive income

Revenue Recognition

The Group's revenue is primarily derived from consideration paid by customers to transfer money internationally. The Group recognises revenue when performance obligations are satisfied, meaning when the funds are received by the recipients.

A customer enters into the contract with the Group at the time of initiating a transfer by formally accepting the contractual terms and conditions with the details of the performance obligations and service fees on the Group's website.

The transaction price is comprised of the money transfer service fee and a foreign exchange margin. The foreign exchange margin results from the difference between the exchange rate set by the entity to the customer and the rate sourced in the market. Both the transaction fee and foreign exchange rate are agreed by the customer in the Group's terms and conditions. The transaction price is readily determinable at the time the transaction is settled. Due to the short-term nature of the Group's services, there were no contract assets and immaterial contract liabilities relating to customers

Interest Income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

Contract assets and liabilities

Contract assets primarily relate to the Company's rights to consideration for work completed but not billed at the reporting date on project work. Contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Company invoices the customer.

Contract liabilities primarily relate to advance consideration received from customers and progress billings issued in excess of the Company's rights to the consideration.

6. Revenue

	2024 US$'000	2023 US$'000
Sales	613	-
Transfer Fees and Charges	853	442
	1,466	442

Sales recorded up to 31 March 2024 are intercompany revenue for GS Fintech Pte. Ltd. and third party sales from newly acquired subsidiary, Semnet Pte. Ltd.

Transaction fees and charges are from Angra Ltd and GS Fintech UAB.

7. Net operating expenses

	2024 US$'000	2023 US$'000
Continuing Operations		
Costs of goods sold	378	23
Employee Cost	817	552
Travel Expenses	88	18
Admin Expense	883	763
Lease Expenses	68	11
Distribution, advertising and promotion	12	10
Office Expenses	42	87
Depreciation of property plant and equipment	69	87
Doubtful accounts	-	(306)
Interest on lease expenses	3	7
Occupancy costs	59	84
Impairment of Digital asset	106	230
Finance costs	10	61
	2,535	**1,627**

8. Key management personnel

	2024 US$'000	2023 US$'000
Directors' emoluments	462	442

9. Employee cost

	2024 US$'000	2023 US$'000
Wages and salaries	288	829
Wages and salaries - Cost of sales	-	836
Staff welfare and other employee costs	67	163
Total	**355**	**2,538**

The average number of employees of the Group are 36 and 48 for 2024 and 2023 respectively

10. Earnings per share

	2024 US$'000	2023 US$'000
Loss for the period attributable to members	(1,223)	(1,628)

Basic earnings per share is calculated by dividing the profit attributable to owners of the Parent by the weighted average number of ordinary share in issue during the year.

Basic weighted average number of ordinary shares in issue	1,851,424,219	1,563,152,455
Basic loss per share-cents	(0.00064)	(0.00104)

Diluted loss per share-cents	(0.00064)	(0.00104)

11. Segment Reporting

The consolidated entity's operating segments have been determined with reference to the monthly management accounts used by the chief operating decision maker to make decisions regarding the consolidated entity's operations and allocation of working capital.

Due to the size and nature of the consolidated entity, the Board as a whole has been determined as the chief operating decision maker.

The consolidated entity operates in one business segment, being information data technology and infrastructure.

The revenues and results are those of the consolidated entity as a whole and are set out in the statement of profit and loss and other comprehensive income. The segment assets and liabilities of this segment are those of the consolidated entity and are set out in the Statement of Financial Position.

12. Cash and cash equivalents

	2024 US$'000	2023 US$'000
Cash at bank	2,611	4,252

13. Trade and other receivables

	2024 US$'000	2023 US$'000
Trade receivables	216	19
Less: Allowance for expected credit loss	-	-
	216	19
Advances to supplier	-	-
Due from related party	186	-
Other receivables	205	59
	607	78

14. Inventories

Inventories are valued at the lower of cost and net realisable value.

Semnet Pte Ltd. inventory as at 31 March 2024.

	2024 US$'000	2023 US$'000
Inventories	10	-
Less: Allowance for inventory obsolescence	-	-
	10	-

15. Property, plant and equipment

Right of Use	Building	Furniture &

	Right-of-Use Assets	and improvts	Office Equipment	Software	Vehicle	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Cost						
As at 31 March 2022	403	52	581	-	139	1,175
Additions / Transfer in	-	106	12	-	-	118
Disposal / Write-off	(264)	(148)	(474)	-	(131)	(1,017)
Forex translation	(13)	(3)	(33)	-	(8)	(57)
As at 31 March 2023	**126**	**7**	**86**	**-**	**-**	**219**
Additions / Transfer in	202	14	85	115	-	416
Disposal / Write-off	(126)	(7)	-	-	-	(133)
Forex translation	-	-	-	-	-	-
As at 31 March 2024	**202**	**14**	**171**	**115**	**-**	**502**
Accumulated depreciation						
As at 31 March 2022	296	52	474	-	83	905
Additions / Transfer in	82	11	18	-	5	116
Disposal / Write-off	(279)	(53)	(430)	-	(84)	(846)
Forex translation	(16)	(3)	(28)	-	(4)	(51)
As at 31 March 2023	**83**	**7**	**34**	**-**	**-**	**124**
Additions / Transfer in	14	2	53	-	-	69
Disposal / Write-off	(68)	(7)	-	-	-	(75)
Forex translation	-	-	77	27	-	104
As at 31 March 2024	**29**	**2**	**164**	**27**	**-**	**222**
Net book value						
As at 31 March 2023	**43**	**-**	**52**	**-**	**-**	**95**
As at 31 March 2024	**173**	**12**	**7**	**88**	**-**	**280**

Lease liabilities recognized in the balance sheet

The balance sheet shows the following amounts relating to lease liabilities

	2024 US$'000	2023 US$'000
Current	69	43
Non-current	102	-
	171	**43**

Amounts recognized in the statement of profit or loss

The statement of profit or loss shows the following amounts relating to leases:

	2024 US$'000	2023 US$'000
Depreciation	69	82
Interest expense	3	5
	17	**87**

16. Intangible Assets

Intangible Assets	Trademark	Goodwill	Digital Asset	Software & Licenses	Total
	US$'000	US$'000	US$'000	US$'000	US$'000
As at 31 March 2022	6	38	-	-	44
Additions	-	-	577	1,605	2,182
Impairment	-	-	(230)	-	(230)
As at 31 March 2023	**6**	**38**	**347**	**1,605**	1,996
Additions	-	1,723	100	-	1,823
Impairment	-	-	(319)	(17)	(336)
As at 31 March 2024	**6**	**1,761**	**358**	**1,588**	**3,713**

Impairment is recognized this year for the 100,000,000 COAL tokens on hand.

17. Subsidiaries

Details of the Company's subsidiaries on 31 March 2024 are as follows:

Name of Subsidiary	Place of Incorporation	Proportion of Ownership Interest	Proportion of Voting Power
Golden Saint Technologies (Australia) Pty Ltd	Australia	100	100
GS Fintech Ltd	UK	100	100
GS Fintech Pte Ltd	Singapore	100	100
Angra Limited	UK	100	100
GS Fintech UAB	Lithuania	100	100
Angra Global Limited	Canada	100	100
Semnet Pte Ltd	Singapore	66.66	66.66

18. Discontinued operations

In the financial year ending 31 March 2023, the Group disposed of its 100% interest its subsidiaries, EMS Wiring Systems Pte Ltd, which management deemed as its non-core business. This strategic decision was made to place greater focus on the Group's key competencies in developing the "GS Fintech" subsidiaries in the UK and Singapore. The financial year ending 31 March 2024 represents the first full-year reporting period as a pure play fintech group following the completion of the disposal of EMS Wiring Systems Pte Ltd in September 2022.

19. Acquisition of subsidiary

On 01 March 2024 the Company acquired 66.66% of the issued share capital of Semnet Pte. Ltd. for US$1.8 million in cash and new shares of no par value in the Company ("Ordinary Shares"). US$800,000 of the total consideration is payable in cash ("Cash Consideration") and the remaining US$1.0 million through the issue of new Ordinary Shares ("Consideration Shares"). US$580,000 of the Cash Consideration has, or will shortly, be paid and the remaining US$220,000 is payable four months from Completion.

Semnet had a turnover of US$5.55 million and reported profit before tax of approximately US$0.23 million for financial year end 30 September 2023. The subsidiary's assets and liabilities as at 31 March 2024 were US$1,069,981 and US$914,611 respectively.

Fair value of net identifiable assets at the date of acquisition amounted to US$115,105 resulting in goodwill on acquisition of US$1,723,270.

The goodwill is attributable to high profitability of the acquired business and the significant synergies expected to arise after the acquisition.

20. Taxation

Unrecognised tax losses

Where the realisation of deferred tax assets is dependent on future taxable profits, losses carried forward are recognised only to the extent that business forecasts predict that such profits will be available to the companies in which losses arose.

The parent, GSTechnologies Ltd, is not liable to corporation tax in BVI, so it has no provision for deferred tax.

However, the subsidiaries are liable to tax to the respective countries they are tax resident.

	2024 US$'000	2023 US$'000
Current income tax	-	21
Adjustments for prior year	-	-
	-	21
Deferred tax expenses	-	-
	-	-

21. Share capital and reserves

The share capital of the Company is denominated in UK Pounds Sterling. Each allotment during the period was then translated into the Group's functional currency, US Dollars at the spot rate on the date of issue.

Authorised	**Number of Shares**	**US$'000**
Ordinary Shares		
As at 31 March 2023	**1,682,032,370**	**8,281**
Issues during the period		
1 April 2023 to 31 March 2024	233,189,907	2,282
Total shares issued as at 31 Mar 2023	1,915,222,777	10,563
Treasury Shares during the period		
1 April 2023 to 31 March 2024	(60,000,000)	(808)
Total outstanding shares as at 31 Mar 2024	1,855,222,277	9,755

22. Non-controlling equity interest

All entities within the group are currently 100% owned, except for Semnet Pte Ltd, with the remaining 33.34% owned by non-controlling interests.

23. Trade and other payables

	2024 US$'000	2023 US$'000
Trade payables	838	2,298
Accruals	139	129
Unearned revenue	-	-
Other payables	57	19
	1,034	**2,446**

Trade payables are non-interest bearing and are normally settled on 60-days terms.

24. Auditor's remuneration

Fees payable to the company auditors for the services during the financial year include:

	2024 US$'000	2023 US$'000
Audit of the Company's annual financial statements:		
(i) Shipleys LLP	42	42
(ii) RDH Accountants	28	-
(iii) Robert Yam Co & PAC	7	-
	67	**42**

25. Loans Payable

2024 US$'000

Type		Amount	Interest rate	Current	Non-current
Convertible loan		-	10% pa	-	-
Bank loan	5 yrs	41	2.5% pa	-	41
		41		-	41

				2023 US$'000	
Type		Amount	Interest rate	Current	Non-current
Convertible loan		285	10% pa	285	-
Bank loan	5 yrs	53	2.5% pa	12	41
		338		297	41

Convertible loan was subsequently exercised on 11 Apr 2023.

26. Commitments and contingencies

The Group is subject to no material commitments or contingent liabilities.

27. Ultimate controlling parties

The significant shareholders during the financial year are the following:

Persons	Quantity of Ordinary Shares	Percentage of Ordinary Shares
Hargreaves Lansdown (Nominees) Limited	408,358,428	20.68%
Securities Services Nominees Limited	215,840,560	10.93%
HSDL Nominees Limited	174,194,947	8.82%
Interactive Investor Services Nominees Limited	165,958,382	8.41%
James Brearley Crest Nominees Limited	139,358,082	7.06%
Bai Guojin	124,200,000	6.29%
Chong Loong Fatt Garies	122,612,081	6.21%
Wise MPay Pte Ltd	100,000,000	5.07%

28. Related party transactions

The following is the significant related party transactions entered into by the Company with related parties on terms agreed between the parties:

	2024 US$'000	2023 US$'000
Intercompany revenue	186	-

29. Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks. The Group's Board provides certain specific guidance in managing such risks, particularly as relates to credit and liquidity risk. Any form of borrowings requires approval from the Board and the Group does not currently use any derivative financial instruments to manage its financial risks. The key financial risks and the Group's major exposures are as follows:

Credit risk

The maximum exposure to credit risk is represented by the carrying amount of the financial assets. In relation to cash and cash equivalents, the Group limits its credit risk with regards to bank deposits by only dealing with reputable banks. In relation to sales receivables, the Group's credit risk is managed by credit checks for credit customers and approval of letters of credit by the Group's advising bank.

Foreign Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The company is exposed to currency risk on sales and purchases, that are denominated in foreign currencies.

30. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. Numbers in the table below represent the gross, contractual, undiscounted amount payable in relation to the financial liabilities.

The Group monitors its risk to a shortage of funds using a combination of cash flow forecasts, budgeting and monitoring of operational performance.

	On Demand US$'000	Less than three months US$'000	Three to twelve months US$'000	One to five years US$'000	Total US$'000
As at 31 March 2024:					
Trade and other payables		1,034	-	-	1,034

31. Operating lease commitments

Capital includes equity attributable to the equity holders of the parent. Refer to the statement of changes in equity for quantitative information regarding equity.

The Group's primary objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders. For details of the capital managed by the Group as at 31 March 2024, please see Note 15.

The Group is not subject to any externally imposed capital requirements.

32. Capital management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the returns to shareholders through the optimisation of the debt and equity balance.

Capital consists of total equity.

The directors review the capital structure on an ongoing basis. As a part of the review, the directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendation of the directors, the Company will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts or the redemption of existing debt.

There were no changes in the Company's approach to capital management during the year.

33. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. A sensitivity analysis is not presented, as all borrowing costs have been capitalised as at 31 March 2024; therefore, profit or loss and equity would have not been affected by changes in the interest rate.

34. Subsequent Event

On 23 April 2024 the Company raised gross proceeds of US$ 1,578,963 (£1,250,000) through a placing of 119,047,619 Ordinary Shares at a price of 1.05 pence per share.

END

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