

Company registration number 09733000 (England and Wales)

**BOBA GROUP LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**

THURSDAY



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# **BOBA GROUP LIMITED**

## **COMPANY INFORMATION**

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<b>Director</b>	Mr S Shah
<b>Company number</b>	09733000
<b>Registered office</b>	22B Albany Road Fleet Hampshire United Kingdom GU51 3LY
<b>Auditor</b>	Azets Audit Services 2nd Floor Regis House 45 King William Street London EC4R 9AN
<b>Business address</b>	Suite 122, Building 3, Regus Chiswick Business Park 566 Chiswick High Road London United Kingdom W4 5YA
<b>Bankers</b>	HSBC Bank Plc 36 Princes Mead Farnborough Hampshire GU14 6YA

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# **BOBA GROUP LIMITED**

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# **BOBA GROUP LIMITED**

## **STRATEGIC REPORT**

***FOR THE YEAR ENDED 31 DECEMBER 2022***

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The director presents the strategic report for the year ended 31 December 2022.

### **Business Review and Future Developments**

Boba Group Limited ("Boba") is a trader in financial markets, using its own capital, and it predominantly trades futures markets, particularly those in the USA. The nature of financial markets and the inherent in-built volatility means that forecasting revenue based on a previous year's results is not very meaningful.

Whilst future predictions and trends are hard to make, the continuing uncertainty in geopolitical events has impacted the performance of the company in 2022. The short-term group strategy is to initially focus on the commodities futures markets and then potentially diversify into other markets. Equity and crypto markets are areas of potential future expansion and in medium term, the group wants to explore investing in positive impact start-ups and sustainable development projects around the world.

### **Principal risks and uncertainties**

As a financial markets trader, the business is exposed to extensive and varied risk day to day. As a result of ongoing global geopolitical issues, there is heightened market volatility and risk to the company.

The company has implemented internal risk controls to help navigate through these uncertain times and ultimately the heightened market volatility often means that the company takes less risk.

Risk also exists from the financial stability of the clearing firms that the group use and this is being monitored.

The group utilises various in-house proprietary systems for evaluating the risk of Boba's trading views. Each trading view also has defined risk limits and parameters, that are monitored and communicated to the trading leadership team. All trading activity is overseen by the trading leadership team and ultimately by the director.

### **Key performance indicators**

The group revenue in 2022 was \$6m compared with previous year of \$15m down by \$9m.

The profit after tax for the financial year was \$1m (2021: \$9m)

The group net assets were up by \$1m at \$44m (2021: \$43m)

The average number of employees as at 31 December 2022 was 13 (2021: 10)

On behalf of the board



.....  
Mr S Shah  
Director

Date: 21 September 2023 .....

# **BOBA GROUP LIMITED**

## **DIRECTOR'S REPORT**

### ***FOR THE YEAR ENDED 31 DECEMBER 2022***

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The director presents his annual report and financial statements for the year ended 31 December 2022.

#### ***Principal activities***

The principal activity of the company continued to be that of a holding company, managing a portfolio of trading subsidiaries. The group trades in financial markets, using their own capital.

No external funds have been received for trading purposes.

#### ***Director***

Samir Shah held the office of sole director of the company during the year and up to the date of signature of the financial statements.

#### ***Results and dividends***

The results for the year are set out on page 7.

Ordinary dividends were paid amounting to \$119,315. The director does not recommend payment of a further dividend.

#### ***Financial instruments***

##### ***Liquidity risk***

The group seeks to manage its liquidity risk by ensuring sufficient financial resources are available within the group to enable it to meet its working capital requirements as they fall due.

The group has cash balances and has been able to meet its working capital requirements throughout the year under review.

##### ***Foreign currency risk***

The group has various financial instruments which are denominated in foreign currencies. Whilst no formal hedging or similarities activities are undertaken to manage this risk, foreign exchange exposure on these financial instruments is monitored on an on-going basis to ensure the risk remains within acceptable parameters to the group.

##### ***Credit risk***

The group's principal financial assets are cash and current asset investments. The credit risk associated with both is limited as the counterparties have high credit ratings assigned by international credit-rating agencies.

#### ***Auditor***

The auditor, Azets Audit Services, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### ***Energy and carbon report***

As the group has not consumed more than 40,000 kWh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emissions, energy consumption or energy efficiency activities.

# **BOBA GROUP LIMITED**

## **DIRECTOR'S REPORT (CONTINUED)**

### **FOR THE YEAR ENDED 31 DECEMBER 2022**

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#### **Statement of director's responsibilities**

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Strategic report**

The group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of Business Review and Future Developments, Key Performance Indicators and Principal Risks and Uncertainties,

#### **Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board



.....  
Mr S Shah  
Director

Date: 21 September 2023  
.....

# BOBA GROUP LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF BOBA GROUP LIMITED

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#### Opinion

We have audited the financial statements of Boba Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows, the company statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2022 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report.

#### Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The director is responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

# **BOBA GROUP LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF BOBA GROUP LIMITED**

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#### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

#### **Responsibilities of director**

As explained more fully in the director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.



# **BOBA GROUP LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF BOBA GROUP LIMITED**

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#### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

#### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

*Azets Audit Services*

**Ian Jefferson (Senior Statutory Auditor)**  
**For and on behalf of Azets Audit Services**

Date: *26 September 2023*

**Chartered Accountants**  
**Statutory Auditor**

2nd Floor  
Regis House  
45 King William Street  
London  
EC4R 9AN

# BOBA GROUP LIMITED

## GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2022

		2022 \$	2021 \$
	Notes		
Turnover	2	5,952,682	14,924,112
Cost of sales		(2,964,872)	(2,507,621)
<b>Gross profit</b>		<b>2,987,810</b>	<b>12,416,491</b>
Administrative expenses		(2,081,867)	(1,434,977)
Other operating income		369	-
<b>Operating profit</b>	3	<b>906,312</b>	<b>10,981,514</b>
Interest receivable and similar income	9	460,518	1,925
Interest payable and similar expenses	7	(1,539)	-
Loss on revaluation of intangible asset	8	(79,562)	-
<b>Profit before taxation</b>		<b>1,285,729</b>	<b>10,983,439</b>
Tax on profit	11	(241,620)	(2,095,022)
<b>Profit for the financial year</b>		<b>1,044,109</b>	<b>8,888,417</b>
Profit for the financial year is attributable to:			
- Owners of the parent company		835,526	7,774,639
- Non-controlling interests		208,583	1,113,778
		<b>1,044,109</b>	<b>8,888,417</b>

**BOBA GROUP LIMITED****GROUP STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**

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	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Profit for the year</b>	<b>1,044,109</b>	<b>8,888,417</b>
<b>Other comprehensive income</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>	<b>1,044,109</b>	<b>8,888,417</b>
	<hr/>	<hr/>
Total comprehensive income for the year is attributable to:		
- Owners of the parent company	835,526	7,774,639
- Non-controlling interests	208,583	1,113,778
	<hr/>	<hr/>
	<b>1,044,109</b>	<b>8,888,417</b>
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# BOBA GROUP LIMITED

## GROUP BALANCE SHEET AS AT 31 DECEMBER 2022

	Notes	2022 \$	\$	2021 \$	\$
<b>Fixed assets</b>					
Intangible assets	12	88,584		102,660	
Tangible assets	13	81,723		39,841	
Investments	14	194,411		194,411	
			364,718		336,912
<b>Current assets</b>					
Debtors	16	184,076		90,990	
Assets held for trade	18	43,892,440		43,460,585	
Cash at bank and in hand		37,195		356,080	
			44,113,711		43,907,655
<b>Creditors: amounts falling due within one year</b>	17	(380,388)		(1,078,272)	
<b>Net current assets</b>			43,733,323		42,829,383
<b>Total assets less current liabilities</b>			44,098,041		43,166,295
<b>Provisions for liabilities</b>					
Deferred tax liability	19	42,577		35,625	
			(42,577)		(35,625)
<b>Net assets</b>			44,055,464		43,130,670
<b>Capital and reserves</b>					
Called up share capital	21	1,877		1,877	
Profit and loss reserves		43,852,517		43,136,306	
<b>Equity attributable to owners of the parent company</b>			43,854,394		43,138,183
<b>Non-controlling interests</b>			201,070		(7,513)
			44,055,464		43,130,670

The financial statements were approved and signed by the director and authorised for issue on 21 September 2023.

  
 .....  
 Mr S Shah  
 Director

**BOBA GROUP LIMITED**


**COMPANY BALANCE SHEET**

**AS AT 31 DECEMBER 2022**

	Notes	2022 \$	\$	2021 \$	\$
<b>Fixed assets</b>					
Intangible assets	12	88,584		102,660	
Tangible assets	13	81,723		39,841	
Investments	14	219,949		219,949	
		<u>390,256</u>		<u>362,450</u>	
<b>Current assets</b>					
Debtors	16	35,972,727		34,839,994	
Assets held for trade	18	19,162,409		18,915,959	
Cash at bank and in hand		3,538		6,488	
		<u>55,138,674</u>		<u>53,762,441</u>	
<b>Creditors: amounts falling due within one year</b>	17	(41,776,127)		(45,332,440)	
<b>Net current assets</b>		<u>13,362,547</u>		<u>8,430,001</u>	
<b>Total assets less current liabilities</b>		<u>13,752,803</u>		<u>8,792,451</u>	
<b>Provisions for liabilities</b>					
Deferred tax liability	19	42,577		35,625	
		<u>(42,577)</u>		<u>(35,625)</u>	
<b>Net assets</b>		<u>13,710,226</u>		<u>8,756,826</u>	
<b>Capital and reserves</b>					
Called up share capital	21	1,877		1,877	
Profit and loss reserves		13,708,349		8,754,949	
<b>Total equity</b>		<u>13,710,226</u>		<u>8,756,826</u>	

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was \$5,072,715 (2021: \$857,060).

The financial statements were approved and signed by the director and authorised for issue on 21 September 2023.



Mr S Shah  
Director

Company Registration No. 09733000

# BOBA GROUP LIMITED

## GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital \$	Profit and loss reserves \$	Total controlling interest \$	Non- controlling interest \$	Total \$
<b>Balance at 1 January 2021</b>		1,877	47,284,104	47,285,981	(1,121,291)	46,164,690
<b>Year ended 31 December 2021:</b>						
Profit and total comprehensive income		-	7,774,639	7,774,639	1,113,778	8,888,417
Dividends	10	-	(11,922,437)	(11,922,437)	-	(11,922,437)
<b>Balance at 31 December 2021</b>		1,877	43,136,306	43,138,183	(7,513)	43,130,670
<b>Year ended 31 December 2022:</b>						
Profit and total comprehensive income		-	835,526	835,526	208,583	1,044,109
Dividends	10	-	(119,315)	(119,315)	-	(119,315)
<b>Balance at 31 December 2022</b>		1,877	43,852,517	43,854,394	201,070	44,055,464

# BOBA GROUP LIMITED

## COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital \$	Profit and loss reserves \$	Total \$
<b>Balance at 1 January 2021</b>		1,877	19,820,326	19,822,203
<b>Year ended 31 December 2021:</b>				
Profit and total comprehensive income for the year		-	857,060	857,060
Dividends	10	-	(11,922,437)	(11,922,437)
<b>Balance at 31 December 2021</b>		1,877	8,754,949	8,756,826
<b>Year ended 31 December 2022:</b>				
Profit and total comprehensive income		-	5,072,715	5,072,715
Dividends	10	-	(119,315)	(119,315)
<b>Balance at 31 December 2022</b>		1,877	13,708,349	13,710,226

# BOBA GROUP LIMITED

## GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 \$	\$	2021 \$	\$
<b>Cash flows from operating activities</b>					
Cash generated from operations	24	922,103		11,107,340	
Interest paid		(1,539)		-	
Income taxes paid		(953,318)		(373,870)	
<b>Net cash (outflow)/inflow from operating activities</b>		<b>(32,754)</b>		<b>10,733,470</b>	
<b>Investing activities</b>					
Purchase of intangible assets		(116,719)		(31,825)	
Purchase of tangible fixed assets		(78,760)		(10,336)	
Proceeds from disposal of investments		(431,855)		(3,398,128)	
Interest received		343,798		1,925	
Dividends received		116,720		-	
<b>Net cash used in investing activities</b>		<b>(166,816)</b>		<b>(3,438,364)</b>	
<b>Financing activities</b>					
Dividends paid to equity shareholders		(119,315)		(11,922,437)	
<b>Net cash used in financing activities</b>		<b>(119,315)</b>		<b>(11,922,437)</b>	
<b>Net decrease in cash and cash equivalents</b>		<b>(318,885)</b>		<b>(4,627,331)</b>	
Cash and cash equivalents at beginning of year		356,080		4,983,411	
<b>Cash and cash equivalents at end of year</b>		<b>37,195</b>		<b>356,080</b>	



# BOBA GROUP LIMITED

## COMPANY STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 \$	\$	2021 \$	\$
<b>Cash flows from operating activities</b>					
Cash generated from operations	25	4,924,819		1,189,538	
Interest paid		207		-	
Income taxes (paid)/refunded		(64,572)		93,507	
<b>Net cash inflow from operating activities</b>		<b>4,860,454</b>		<b>1,283,045</b>	
<b>Investing activities</b>					
Purchase of intangible assets		(116,719)		(31,825)	
Purchase of tangible fixed assets		(78,760)		(10,336)	
Payments to broker account		(246,450)		(18,899,889)	
Interest received		246,451		830	
Dividends received		116,720		-	
<b>Net cash used in investing activities</b>		<b>(78,758)</b>		<b>(18,941,220)</b>	
<b>Financing activities</b>					
Funds transferred from/(to) group undertakings		(4,665,331)		29,262,520	
Dividends paid to equity shareholders		(119,315)		(11,922,437)	
<b>Net cash (used in)/generated from financing activities</b>		<b>(4,784,646)</b>		<b>17,340,083</b>	
<b>Net decrease in cash and cash equivalents</b>		<b>(2,950)</b>		<b>(318,092)</b>	
Cash and cash equivalents at beginning of year		6,488		324,580	
<b>Cash and cash equivalents at end of year</b>		<b>3,538</b>		<b>6,488</b>	

# **BOBA GROUP LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022**

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### **1 Accounting policies**

#### **Company information**

Boba Group Limited ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is 22B Albany Road, Fleet, Hampshire, United Kingdom, GU51 3LY.

The group consists of Boba Group Limited and all of its subsidiaries.

#### **1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in USD, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \$.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### **1.2 Basis of consolidation**

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

The consolidated financial statements incorporate those of Boba Group Limited and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits).

All financial statements are made up to 31 December 2022.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

#### **1.3 Going concern**

At the time of approving the financial statements, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

The director continues to take all available steps to maintain sufficient resources in order that the business can continue.

#### **1.4 Turnover**

Turnover represents net of realised and unrealised gains and losses arising from trading in commodities and other financial derivatives.

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 1 Accounting policies

(Continued)

#### 1.5 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Intangible digital currency assets, such as cryptocurrency, are recognised at cost and are subsequently revalued where there is an active market value available. Any gains/losses above initial cost are recognised in the other comprehensive income statement, as a movement in the revaluation reserve. Any gains/losses below initial cost are recognised in the profit and loss account.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	33%
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#### 1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses. The company capitalises all assets greater than £1,000.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures and fittings	Straight line over 5 years
Computers	Straight line over 3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

#### 1.7 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

#### 1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.9 Assets held for trade

Assets held for trade are broker held commodities future contracts and are initially measured at transaction price, including transaction cost. These costs are not amortised.

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2022

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#### 1 Accounting policies

(Continued)

##### 1.10 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### **Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

##### **Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

##### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 1 Accounting policies

(Continued)

#### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### 1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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 reporting end date.

##### **Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### 1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

#### 1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

#### 1.14 Foreign exchange

Assets and liabilities in foreign currencies are translated into US dollars at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into US dollars at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 2 Turnover and other revenue

	2022	2021
	\$	\$
Other significant revenue		
Interest income	343,798	1,925
Dividends received	116,720	-

	2022	2021
	\$	\$
Turnover analysed by geographical market		
USA	5,833,628	14,476,389
UK	119,054	447,723
	5,952,682	14,924,112

### 3 Operating profit

	2022	2021
	\$	\$
Operating profit for the year is stated after charging/(crediting):		
Exchange (gains)/losses	(144,384)	53,928
Depreciation of owned tangible fixed assets	36,878	26,580
Amortisation of intangible assets	51,233	51,039

### 4 Auditor's remuneration

	2022	2021
	\$	\$
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	7,860	1,951
Audit of the financial statements of the company's subsidiaries	3,180	8,012
	11,040	9,963
For other services		
Taxation compliance services	5,604	5,790
All other non-audit services	43,648	18,287
	49,252	24,077

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 5 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was.

	Group 2022 Number	2021 Number	Company 2022 Number	2021 Number
Employees and management	13	10	4	6

Their aggregate remuneration comprised:

	Group 2022 \$	2021 \$	Company 2022 \$	2021 \$
Wages and salaries	1,248,052	689,678	89,519	96,882
Social security costs	149,106	60,614	9,518	8,663
Pension costs	12,074	39,298	-	34,348
	1,409,232	789,590	99,037	139,893

### 6 Director's remuneration

	2022 \$	2021 \$
Remuneration for qualifying services	11,295	12,113

### 7 Interest payable and similar expenses

	2022 \$	2021 \$
Other finance costs:		
Other interest	1,539	-

### 8 Amounts written off investments

	2022 \$	2021 \$
Other gains and losses	(79,562)	-

### 9 Interest receivable and similar income

	2022 \$	2021 \$
Interest income		
Interest on financial assets not measured at fair value through profit or loss	306	16

# **BOBA GROUP LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)** **FOR THE YEAR ENDED 31 DECEMBER 2022**

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### **10 Dividends**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Recognised as distributions to equity holders:		
Interim paid	<u>119,315</u>	<u>11,922,437</u>



# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 11 Taxation

	2022 \$	2021 \$
<b>Current tax</b>		
UK corporation tax on profits for the current period	234,668	2,093,209
<b>Deferred tax</b>		
Origination and reversal of timing differences	6,952	1,813
<b>Total tax charge</b>	<b>241,620</b>	<b>2,095,022</b>

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2022 \$	2021 \$
Profit before taxation	1,285,729	10,983,439
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	244,289	2,086,853
Tax effect of expenses that are not deductible in determining taxable profit	152	-
Tax effect of income not taxable in determining taxable profit	(22,177)	-
Permanent capital allowances in excess of depreciation	19,356	6,737
Foreign exchange differences	-	1,432
<b>Taxation charge</b>	<b>241,620</b>	<b>2,095,022</b>

### 12 Intangible fixed assets

Group	Software \$	Digital currency \$	Total \$
<b>Cost</b>			
At 1 January 2022	153,699	-	153,699
Additions	-	116,719	116,719
Revaluation	-	(79,562)	(79,562)
At 31 December 2022	153,699	37,157	190,856
<b>Amortisation and impairment</b>			
At 1 January 2022	51,039	-	51,039
Amortisation charged for the year	51,233	-	51,233
At 31 December 2022	102,272	-	102,272

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 12 Intangible fixed assets

(Continued)

<b>Carrying amount</b>			
At 31 December 2022	51,427	37,157	88,584
At 31 December 2021	102,660	-	102,660
<b>Company</b>	<b>Software</b>	<b>Digital currency</b>	<b>Total</b>
	\$	\$	\$
<b>Cost</b>			
At 1 January 2022	153,699	-	153,699
Additions	-	116,719	116,719
Revaluation	-	(79,562)	(79,562)
At 31 December 2022	153,699	37,157	190,856
<b>Amortisation and impairment</b>			
At 1 January 2022	51,039	-	51,039
Amortisation charged for the year	51,233	-	51,233
At 31 December 2022	102,272	-	102,272
<b>Carrying amount</b>			
At 31 December 2022	51,427	37,157	88,584
At 31 December 2021	102,660	-	102,660

### 13 Tangible fixed assets

<b>Group</b>	<b>Fixtures and fittings</b>	<b>Computers</b>	<b>Total</b>
	\$	\$	\$
<b>Cost</b>			
At 1 January 2022	16,651	78,290	94,941
Additions	10,325	68,435	78,760
At 31 December 2022	26,976	146,725	173,701
<b>Depreciation and impairment</b>			
At 1 January 2022	7,648	47,452	55,100
Depreciation charged in the year	4,322	32,556	36,878
At 31 December 2022	11,970	80,008	91,978
<b>Carrying amount</b>			
At 31 December 2022	15,006	66,717	81,723
At 31 December 2021	9,003	30,838	39,841

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

### 13 Tangible fixed assets (Continued)

Company	Fixtures and fittings	Computers	Total
	\$	\$	\$
<b>Cost</b>			
At 1 January 2022	16,651	78,290	94,941
Additions	10,325	68,435	78,760
At 31 December 2022	26,976	146,725	173,701
<b>Depreciation and impairment</b>			
At 1 January 2022	7,648	47,452	55,100
Depreciation charged in the year	4,322	32,556	36,878
At 31 December 2022	11,970	80,008	91,978
<b>Carrying amount</b>			
At 31 December 2022	15,006	66,717	81,723
At 31 December 2021	9,003	30,838	39,841

### 14 Fixed asset investments

	Notes	Group 2022 \$	2021 \$	Company 2022 \$	2021 \$
Investments in subsidiaries	15	-	-	25,538	25,538
Unlisted investments		194,411	194,411	194,411	194,411
		194,411	194,411	219,949	219,949

#### Movements in fixed asset investments

Group	Investments \$
<b>Cost or valuation</b>	
At 1 January 2022 and 31 December 2022	194,411
<b>Carrying amount</b>	
At 31 December 2022	194,411
At 31 December 2021	194,411

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

### 14 Fixed asset investments

(Continued)

Movements in fixed asset investments Company	Shares in subsidiaries \$	Other investments \$	Total \$
<b>Cost or valuation</b>			
At 1 January 2022 and 31 December 2022	25,538	194,411	219,949
<b>Carrying amount</b>			
At 31 December 2022	25,538	194,411	219,949
At 31 December 2021	25,538	194,411	219,949

### 15 Subsidiaries

The subsidiary undertakings as specifically identified below with an "+" are exempt from the Companies Act 2006 requirements relating to the audit of their individual accounts by virtue of Section 479A of the Act as this company has guaranteed the subsidiary company under Section 479C of the Act.

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Class of shares held	% Held Direct Indirect
Boba Commodities Limited	Ordinary	100.00 -
Boba Commodities Oak Limited+	Ordinary	75.00 -
Boba Commodities Willow Limited+	Ordinary	75.00 -
Boba Commodities Beech Limited+	Ordinary	75.00 -

UK registered office address:

22b Albany Road, Fleet, Hampshire, GU51 3LY

### 16 Debtors

	Group 2022 \$	2021 \$	Company 2022 \$	2021 \$
<b>Amounts falling due within one year:</b>				
Trade debtors	1	-	1	-
Amounts owed by group undertakings	-	-	35,920,193	34,780,958
Other debtors	108,950	84,223	46,456	52,269
Prepayments and accrued income	75,125	6,767	6,077	6,767
	184,076	90,990	35,972,727	34,839,994

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 17 Creditors: amounts falling due within one year

	Group 2022 \$	2021 \$	Company 2022 \$	2021 \$
Amounts owed to group undertakings	-	-	41,678,512	45,204,608
Corporation tax payable	234,668	953,318	71,219	64,572
Other taxation and social security	51,533	36,027	2,455	11,182
Other creditors	3,469	41,176	3,208	41,176
Accruals and deferred income	90,718	47,751	20,733	10,902
	<u>380,388</u>	<u>1,078,272</u>	<u>41,776,127</u>	<u>45,332,440</u>

### 18 Current asset investments

	Group 2022 \$	2021 \$	Company 2022 \$	2021 \$
Assets held for trade	<u>43,892,440</u>	<u>43,460,585</u>	<u>19,162,409</u>	<u>18,915,959</u>

### 19 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

Group	Liabilities 2022 \$	Liabilities 2021 \$
Accelerated capital allowances	<u>42,577</u>	<u>35,625</u>
Company	Liabilities 2022 \$	Liabilities 2021 \$
Accelerated capital allowances	<u>42,577</u>	<u>35,625</u>
	Group 2022 \$	Company 2022 \$
Movements in the year:		
Liability at 1 January 2022	35,625	35,625
Charge to profit or loss	6,952	6,952
Liability at 31 December 2022	<u>42,577</u>	<u>42,577</u>

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 20 Retirement benefit schemes

	2022	2021
Defined contribution schemes	\$	\$
Charge to profit or loss in respect of defined contribution schemes	12,074	39,298

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

### 21 Share capital

	2022	2021
Ordinary share capital issued and fully paid 1000 Ordinary of £1 each	\$	\$
	1,877	1,877

### 22 Operating lease commitments

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2022	2021	Company 2022	2021
	\$	\$	\$	\$
Within one year	35,576	33,581	-	-
Between two and five years	26,682	-	-	-
	62,258	33,581	-	-

### 23 Controlling party

The company is controlled by Samir Shah.

# BOBA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 24 Cash generated from group operations

	2022 \$	2021 \$
Profit for the year after tax	1,044,109	8,888,417
<b>Adjustments for:</b>		
Taxation charged	241,620	2,095,022
Finance costs	1,539	-
Interest on financial assets	(460,518)	(1,925)
Amortisation and impairment of intangible assets	51,233	51,039
Depreciation and impairment of tangible fixed assets	36,878	26,580
Amounts written off investments	79,562	-
<b>Movements in working capital:</b>		
(Increase)/decrease in debtors	(93,086)	33,686
Increase in creditors	20,766	14,521
<b>Cash generated from operations</b>	<u>922,103</u>	<u>11,107,340</u>

### 25 Cash generated from operations - company

	2022 \$	2021 \$
Profit for the year after tax	5,072,715	857,060
<b>Adjustments for:</b>		
Taxation charged	78,171	211,123
Finance costs	(207)	-
Interest on financial assets	(363,171)	(830)
Amortisation and impairment of intangible assets	51,233	51,039
Depreciation and impairment of tangible fixed assets	36,878	26,580
Amounts written off investments	79,562	-
<b>Movements in working capital:</b>		
Decrease in debtors	6,502	56,571
Decrease in creditors	(36,864)	(12,005)
<b>Cash generated from operations</b>	<u>4,924,819</u>	<u>1,189,538</u>

### 26 Analysis of changes in net funds - group

	1 January 2022 \$	Cash flows	31 December 2022 \$
Cash at bank and in hand	<u>356,080</u>	<u>(318,885)</u>	<u>37,195</u>

## BOBA GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2022**

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**27 Analysis of changes in net funds - company**

	<b>1 January 2022</b>	<b>Cash flows</b>	<b>31 December 2022</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash at bank and in hand	<u>6,488</u>	<u>(2,950)</u>	<u>3,538</u>