

華和控股集團有限公司 Wah Wo Holdings Group Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 9938

2021/22
ANNUAL REPORT 年報



Contents 目錄

Corporate Information 公司資料	2
Chairman's Statement 主席報告	4
Management Discussion and Analysis 管理層討論與分析	6
Report of the Directors 董事會報告	13
Biographies of the Directors and Senior Management 董事及高級管理層履歷	26
Corporate Governance Report 企業管治報告	29
Environmental, Social and Governance Report 環境、社會及管治報告	40
Independent Auditor's Report 獨立核數師報告	53
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表	62
Consolidated Statement of Financial Position 綜合財務狀況表	63
Consolidated Statement of Changes in Equity 綜合權益變動表	65
Consolidated Statement of Cash Flows 綜合現金流量表	66
Notes to the Financial Statements 財務報表附註	68
Five-Year Financial Summary 五年財務摘要	148



Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Yuet Wa (*Chairman and Chief Executive Officer*)

Mr. Chan Fai

Independent Non-executive Directors

Mr. Chow Chi Fai

Mr. Chan Hon Ki

Mr. Yu Chi Wing

AUDIT COMMITTEE

Mr. Chow Chi Fai (*Chairperson*)

Mr. Chan Hon Ki

Mr. Yu Chi Wing

REMUNERATION COMMITTEE

Mr. Chan Hon Ki (*Chairperson*)

Mr. Chen Yuet Wa

Mr. Chow Chi Fai

NOMINATION COMMITTEE

Mr. Chen Yuet Wa (*Chairperson*)

Mr. Yu Chi Wing

Mr. Chan Hon Ki

COMPANY SECRETARY

Mr. Lee Kai Ming (*HKICPA*)

AUTHORISED REPRESENTATIVES

Mr. Chen Yuet Wa

Mr. Lee Kai Ming (*HKICPA*)

AUDITORS

RSM Hong Kong

Certified Public Accountants

Registered Public Interest Entity Auditor

29th Floor, Lee Garden Two

28 Yun Ping Road

Causeway Bay

Hong Kong

董事會

執行董事

陳越華先生 (*主席兼行政總裁*)

陳輝先生

獨立非執行董事

周志輝先生

陳漢淇先生

于志榮先生

審核委員會

周志輝先生 (*主席*)

陳漢淇先生

于志榮先生

薪酬委員會

陳漢淇先生 (*主席*)

陳越華先生

周志輝先生

提名委員會

陳越華先生 (*主席*)

于志榮先生

陳漢淇先生

公司秘書

李啟明先生 (*HKICPA*)

授權代表

陳越華先生

李啟明先生 (*HKICPA*)

核數師

羅申美會計師事務所

執業會計師

註冊公眾利益實體核數師

香港

銅鑼灣

恩平道28號

利園二期29樓

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat A & D, 4/F, Phase 1, Kwai Shing Industrial Building
36-40 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong (to be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022)

PRINCIPAL BANKER

Nanyang Commercial Bank, Ltd.
151 Des Voeux Road Central
Hong Kong

COMPANY WEBSITE

www.wahwoalum.com

STOCK CODE

9938

開曼群島註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總部及香港主要營業地點

香港
新界葵涌
大連排道 36-40 號
貴盛工業大廈一期 4 樓 A 及 D 室

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東 183 號
合和中心 54 樓 (而其將於 2022 年 8 月 15 日起更改為香港夏慤道 16 號遠東金融中心 17 樓)

主要往來銀行

南洋商業銀行有限公司
香港
德輔道中 151 號

網站

www.wahwoalum.com

股份代號

9938

Chairman's Statement

主席報告

To all shareholders:

On behalf of the board (the **"Board"**) of directors (the **"Directors"**) of Wah Wo Holdings Group Limited (the **"Company"**), I am pleased to present the annual results of the Company and its subsidiaries (collectively the **"Group"**) for the year ended 31 March 2022 (the **"Year"**).

On 17 January 2020 (the **"Listing Date"**), the shares of the Company (the **"Shares"**) were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**) (the **"Listing"**), marking an important milestone of the Group and laying a solid foundation for our future development.

The Group is a Hong Kong-based contractor engaged in façade works, which mainly include windows, window wall system, curtain wall system and other façade members. We principally provide design and build services for new buildings and renovation services for built premises.

During the Year, the Group recorded a total revenue of HK\$223.1 million, representing a decrease of approximately 36.4% as compared to approximately HK\$350.8 million for the year ended 31 March 2021 which was mainly due to substantial completion of the projects on hand during the year ended 31 March 2021. The Group recorded a net profit of approximately HK\$1.4 million, represented a decrease of approximately 76.7% as compared with approximately HK\$6.0 million for the year ended 31 March 2021. For the contributing factors of the decrease in net profit, please refer to the "Management Discussion and Analysis" section of this report.

The Directors are of the view that the novel coronavirus (the **"COVID-19"**) pandemic outbreak continued to affect different industries, including construction industry, in Hong Kong and the business environment in which the Group operates remains difficult and challenging. Although the COVID-19 pandemic had gradually been under control in certain period during the Year as the COVID-19 vaccination rate continued to rise, the arrival of the new variants of COVID-19 in early January 2022 had changed the situation and caused a severe outbreak in Hong Kong (generally referred as 5th wave of pandemic). The Government of the Hong Kong Special Administrative Region had to introduce a series of strict but necessary pandemic prevention and control measures to contain the severe epidemic situation, at the cost of affecting the gradually recovering Hong Kong economy activities. Our Group also faced increasing difficulties, such as: supply chain disruptions on deliver products from Mainland China to Hong Kong constructions sites, a reduction in productivity as a result of illness and preventative quarantines of those related close contacts and on-site arrangement or measures imposed by the

致各位股東：

本人謹代表華和控股集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至2022年3月31日止年度(「本年度」)的年度業績。

於2020年1月17日(「上市日期」)，本公司股份(「股份」)成功於香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)，標誌著本集團的重要里程碑，並為未來發展奠定堅實基礎。

本集團乃為位於香港從事外牆工程的承判商，工程類型主要為窗戶、窗口牆系統、幕牆系統及其他外牆組件。我們現專注於就新建樓宇提供設計及建造服務及就現有樓宇提供翻新服務。

本集團於本年度錄得收益總額223.1百萬港元，較截至2021年3月31日止年度約350.8百萬港元減少約36.4%，主要由於手頭項目大致於截至2021年3月31日止年度竣工。本集團錄得純利約1.4百萬港元，較截至2021年3月31日止年度約6.0百萬港元減少約76.7%。有關導致純利減少之因素，請參閱本報告「管理層討論與分析」一節。

董事認為，新型冠狀病毒(「COVID-19」)疫情爆發繼續影響香港的建造業等不同行業，而本集團經營所在的營商環境仍然困難重重及充滿挑戰。儘管隨著COVID-19疫苗接種率持續上升，COVID-19疫情在本年度的一段時間內逐漸得到控制，但於2022年1月初COVID-19新變異毒株的出現已令形勢急轉並引發香港嚴重疫情(一般稱為第五波疫情)。香港特別行政區政府不得不推出一系列嚴格但必要的疫情預防及控制措施，以遏制嚴重的疫情形勢，代價是影響正在逐步復甦的香港經濟活動。本集團亦面對越來越多的困難，例如：從中國內地向香港建築地盤運送產品的供應鏈中斷、因病及對有關密切接觸者的預防性隔離導致生產率下降以及客戶施加的現場安排或措施。本集團已產生將產品運送至建築地盤的額外運輸成本、現場安全

Chairman's Statement 主席報告

customers. The Group incurred additional transportation cost to deliver products to construction sites, additional cost for safety management measures on site, such as social distancing measures and regular periodic COVID-19 swab tests, additional cost to speed up the installation process as a result of reduced productivity.

The prospects for global economic recovery is still full of uncertainties, such as: the COVID-19 situation remains fluid and rapidly evolving, additional new variants are being reported; the upcoming interest rate hike cycle; the tense situation in Ukraine; and the uncertain development of Sino-US relations. Apart from global economic factors, the Group also faces intense competition from fellow competitors and the increase of raw material price, which lead to a challenging situation to the Group.

Nonetheless, looking into the future, the Group believes that Hong Kong's economy and construction industry will gradually recover as social distancing measures gradually relaxed and the launch of Employment Support Scheme 2022 by the Government of the Hong Kong Special Administrative Region.

Regardless of the near-term challenges and uncertainty in the industry, we will remain focused on our long-term goals. The Group may consider exploring other business opportunities of the Group in order to enhance our future development and to strengthen the revenue bases of the Group. The Group have acquired a few investment properties during the Year, and considered they constituted a good investment opportunity that will offer a reasonable and attractive rate of return for the Group. The Group intends to lease out these investment properties for rental income after renovation. The Group will also be ready to dive into any other opportunities as they arise or come to our attention. We expect that diversification of our business will provide a better return to the shareholders of the Company.

On behalf of the Board

Mr. Chen Yuet Wa
Chairman and Chief Executive Officer

Hong Kong, 30 June 2022

管理措施的額外成本，如社交距離措施及定期進行COVID-19拭抹檢測，以及由於生產率下降而加快安裝過程的額外成本。

全球經濟復甦前景仍然充滿不確定因素，例如：COVID-19疫情仍然多變且迅速演變、不斷報告新變異毒株；即將到來的加息週期；烏克蘭緊張局勢；以及中美關係發展的不確定性。除全球經濟因素外，本集團亦面對來自同行競爭對手的激烈競爭及原材料價格上漲，此為本集團帶來挑戰。

然而，展望未來，本集團相信隨著社交距離措施的逐步放寬及香港特別行政區政府推出2022年保就業計劃，香港的經濟及建造業將逐步復甦。

儘管行業面臨着短期挑戰及不確定性，我們仍將專注於我們的長期目標。本集團可考慮探索本集團的其他業務機會，以促進未來的發展及鞏固本集團的收入基礎。本集團已於本年度收購數項投資物業，並認為該等物業構成良好的投資機會，將為本集團提供合理及具吸引力的回報率。本集團擬於裝修後出租該等投資物業以賺取租金收入。當其他機會出現或引起我們的注意時，本集團亦將為探索任何其他機會未雨綢繆。我們預計，業務多元化將為本公司股東提供更好的回報。

代表董事會

陳越華先生
主席兼行政總裁

香港，2022年6月30日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

The Group is an established contractor engaged in façade works with a focus on window in Hong Kong. Façade works can be classified into window, window wall system, curtain wall system and other façade members. We principally provide design and build services for new buildings and renovation services for built premises and trading of tools and equipment. Our services generally include developing designs, conducting structural calculations and preparing shop drawings, as well as management and coordination of various aspects of a project which involve procurement of building materials from material suppliers and/or subcontracting of installation works to our subcontractors, on-site project management and post-project completion and maintenance services.

Our design and build services are typically conducted on new buildings and involve the installation of windows and other façade components such as metal doors, louvres, balustrades, grilles and canopy (referred to as “**design and build projects**”). Our renovation services on the other hand are typically conducted on built premises and usually involve the repair, replacement, upgrade or maintenance of windows, metal doors and other façade components (referred to as “**renovation projects**”). We provide design and build services and renovation services for different types of buildings, including residential apartments, commercial buildings, retail premises, universities and hotels in Hong Kong.

The Group recorded gross profit of approximately HK\$16.4 million for the year ended 31 March 2022 (the “**Year**”), as compared with the gross profit of approximately HK\$21.4 million for the year ended 31 March 2021. The Group’s gross profit margin for the Year was approximately 7.3% as compared with approximately 6.1% for the year ended 31 March 2021. The Group recorded a consolidated net profit of approximately HK\$1.4 million for the Year, as compared with an audited consolidated net profit of approximately HK\$6.0 million for the year ended 31 March 2021. Such decrease in expected net profit is mainly attributable to (i) our continuing proactive pricing strategy in response to increasing competition in the construction industry; (ii) the decrease in government subsidies from the Employment Support Scheme under the Anti-epidemic Fund due to the outbreak of the coronavirus disease (COVID-19); and (iii) the increase in direct costs incurred from unexpected additional costs incurred to deal with unexpected changes to the on-site arrangements for certain construction projects of the Group as a result of COVID-19 pandemic.

Looking forward, the Group will continue to actively explore and consider any suitable development opportunities in the industry that can broaden our revenue base and are beneficial to the Group and its shareholders as a whole.

業務回顧與展望

本集團為一家於香港發展成熟的外牆工程承判商，專注窗戶方面。外牆工程可分為窗戶、窗口牆系統、幕牆系統及其他外牆組件。我們專注於就新建樓宇提供設計及建造服務及就現有樓宇提供翻新服務以及買賣工具及設備。我們的服務通常包括準備設計、進行結構計算及繪製施工圖以及項目各方面的管理及統籌，當中包括自材料供應商採購建築材料及／或分包安裝工程予我們的次承判商、現場項目管理及項目後竣工及維修服務。

我們的設計及建造服務通常在新建樓宇上進行，並涉及窗戶及其他外牆部件的安裝，例如金屬門、百葉窗、欄杆、格柵及天篷（統稱「**設計及建造項目**」）。另一方面，我們的翻新服務通常在現有樓宇上進行，通常涉及窗戶、金屬門及其他外牆部件的維修、更換、升級或維護（統稱「**翻新項目**」）。我們為不同類型的建築物提供設計、建造服務及翻新服務，包括香港的住宅公寓、商業建築、零售店、大學及酒店。

本集團於截至2022年3月31日止年度（「**本年度**」）錄得毛利約16.4百萬港元，而於截至2021年3月31日止年度則錄得毛利約21.4百萬港元。本集團於本年度的毛利率約為7.3%，而截至2021年3月31日止年度則約為6.1%。本集團於本年度錄得綜合純利約1.4百萬港元，而截至2021年3月31日止年度的經審核綜合純利約為6.0百萬港元。預期純利減少乃主要由於：(i) 我們持續採取積極的定價策略，以應對建造業日益激烈的競爭；(ii) 因2019冠狀病毒病(COVID-19)爆發而通過防疫抗疫基金項下的保就業計劃收取的政府補助減少；及(iii) 由於為處理本集團若干建築項目因COVID-19疫情所致現場安排的意外變動而產生的意外的額外成本而導致直接成本增加。

展望未來，本集團將持續積極探索及考慮行業內任何能夠有助於擴闊我們的收入基礎且對本集團及其股東整體有利的合適發展機會。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK\$127.7 million or approximately 36.4% from approximately HK\$350.8 million for the year ended 31 March 2021 to approximately HK\$223.1 million for the Year. The decrease in revenue was mainly substantial completion of the projects on hand during the year ended 31 March 2021 and competitive construction project pricing arising from intense market competition.

Gross Profit and Gross Profit Margin

The gross profit of the Group for the Year amounted to approximately HK\$16.4 million, representing a decrease of approximately 23.4% as compared with approximately HK\$21.4 million for the year ended 31 March 2021. The Group's gross profit margin for the Year was approximately 7.3%, as compared with approximately 6.1% for the year ended 31 March 2021. The decrease in gross profit was primarily due to the substantial completion of the projects on hand during the year ended 31 March 2021, while the gross profit margin improved slightly as compared to the situation during the year ended 31 March 2021, which has been affected by COVID-19.

Other Income and Gain

Other income and gain of the Group for the Year amounted to approximately HK\$2.4 million, representing a decrease of approximately 53.8% or HK\$2.8 million as compared with approximately HK\$5.2 million for the year ended 31 March 2021. The decrease was primarily due to the decrease in bank interest income generated from bank deposits, and the government subsidies from the Employment Support Scheme under the Anti-epidemic Fund of the HKSAR Government net off by the fair value gain of investment properties for the Year.

Administrative Expenses

The administrative expenses of the Group for the Year amounted to approximately HK\$17.6 million, representing an increase of approximately 12.1% as compared with approximately HK\$15.7 million for year ended 31 March 2021. The increase was mainly attributable to (i) increase in depreciation of property, plant and equipment; (ii) increase in depreciation of right-of-use assets and (iii) increase in marketing expense to develop more business opportunities with new customers.

Finance Costs

Finance costs of the Group for the Year were approximately HK\$77,000, representing a decrease of approximately 28.0% as compared with approximately HK\$107,000 for the year ended 31 March 2021. The decrease was mainly attributable to the payments to the lease liabilities during the Year.

財務回顧

收益

本集團的收益由截至2021年3月31日止年度約350.8百萬港元減少約127.7百萬港元或約36.4%至本年度約223.1百萬港元。收益減少主要由於手頭項目大致於截至2021年3月31日止年度竣工，且市場競爭激烈導致建築項目定價需具競爭力。

毛利及毛利率

本集團於本年度的毛利約為16.4百萬港元，較截至2021年3月31日止年度約21.4百萬港元減少約23.4%。本集團於本年度的毛利率約為7.3%，而截至2021年3月31日止年度則約為6.1%。毛利減少主要是由於手頭項目大致於截至2021年3月31日止年度竣工，而毛利率相較截至2021年3月31日止年度狀況（受COVID-19影響）略有改善。

其他收入及收益

本集團於本年度的其他收入及收益約為2.4百萬港元，較截至2021年3月31日止年度約5.2百萬港元減少約53.8%或2.8百萬港元。該減少主要是由於本年度銀行存款所產生的銀行利息收入減少及自香港特區政府防疫抗疫基金下的保就業計劃收取政府補貼，扣除投資物業的公平值收益所致。

行政開支

本集團於本年度的行政開支約為17.6百萬港元，較截至2021年3月31日止年度約15.7百萬港元增加約12.1%。該增加主要歸因於(i)物業、廠房及設備折舊增加；(ii)使用權資產折舊增加及(iii)營銷開支增加，以與新客戶開發更多業務機會。

融資成本

本集團於本年度的融資成本約為77,000港元，較截至2021年3月31日止年度約107,000港元減少約28.0%。該減少主要由於本年度作出租賃負債付款。

Management Discussion and Analysis

管理層討論與分析

Profit for the year

Profit attributable to owners of the Company for the Year decreased by approximately HK\$4.6 million or approximately 76.7% from approximately HK\$6.0 million for the year ended 31 March 2021 to approximately HK\$1.4 million for the Year. The decrease in the Group's net profit for the Year was mainly due to the reasons as mentioned above.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Shares were successfully listed on the Main Board of the Stock Exchange on the Listing Date and there has been no change in capital structure of the Group since then.

As at 31 March 2022 and 2021, the Company's issued capital was HK\$10,000,000 and the number of its issued ordinary shares was 1,000,000,000 of HK\$0.01 each.

As at 31 March 2022, the Group had total cash and bank balances of approximately HK\$62.8 million (2021: approximately HK\$84.8 million). There were no bank borrowings of the Group as at 31 March 2022 and 2021. Interests were charged at floating rates. The Group did not carry out any interest rate hedging policy.

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities, and other commitments can meet its funding requirements all the time.

PLEDGE OF ASSETS

As at 31 March 2022, the Group had approximately HK\$22.8 million (2021: approximately HK\$29.2 million) of time deposits pledged for banking facilities.

FOREIGN EXCHANGE RISK

The Group mainly operates in Hong Kong. Most of the operating transactions and revenue were settled in Hong Kong dollars and the Group's assets and liabilities are primarily denominated in Hong Kong dollars. With the insignificant portion of monetary transactions and assets denominated in foreign currencies, the Group did not engage in any derivatives agreement and did not commit to any financial instrument to hedge its foreign exchange exposure during the Year (2021: Nil).

年內溢利

本年度本公司擁有人應佔溢利由截至2021年3月31日止年度約6.0百萬港元減少約4.6百萬港元或約76.7%至本年度約1.4百萬港元。本集團於本年度的純利減少主要歸因於上述理由。

流動資金、財務資源與資本架構

股份於上市日期成功在聯交所主板上市，此後本集團的股本架構並無變動。

於2022年及2021年3月31日，本公司的已發行股本為10,000,000港元，已發行普通股數目為1,000,000,000股，每股面值0.01港元。

於2022年3月31日，本集團的現金及銀行結餘總額約為62.8百萬港元(2021年：約84.8百萬港元)。於2022年及2021年3月31日，本集團無銀行借款。利息以浮動利率收取。本集團未執行任何利率對沖政策。

庫務政策

本集團已對其庫務政策採取審慎之財務管理方法。董事會密切監控本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構始終能夠滿足其資金需求。

資產抵押

於2022年3月31日，本集團就銀行融資抵押約22.8百萬港元(2021年：約29.2百萬港元)的定期存款。

外匯風險

本集團主要於香港營運。大多數經營交易及收益以港元結算，而本集團的資產及負債主要以港元計值。由於以外幣計值的貨幣交易及資產所佔比例微不足道，故本集團於本年度並無訂立任何衍生工具協議，亦未使用任何金融工具對沖其外匯風險(2021年：無)。

Management Discussion and Analysis

管理層討論與分析

GEARING RATIO

As at 31 March 2022, the gearing ratio (calculated as total debts (including lease liabilities) divided by the total equity) was approximately 0.7% (2021: approximately 1.3%).

CAPITAL EXPENDITURE

During the Year, the Group invested approximately HK\$421,000 (2021: approximately HK\$6.6 million) and HK\$82.0 million (2021: Nil) on the acquisition of property, plant and equipment and investment properties respectively. Capital expenditure was principally funded by internal resources.

LEASES

During the year ended 31 March 2021, the Group entered into a new lease arrangement with Ms. Wong Chun Siu, the spouse of the Controlling Shareholder, for the use of a warehouse and office premises. Upon initial recognition, the Group recognised a right-of-use asset and a lease liability of approximately HK\$7,206,000. Pursuant to the supplemental agreement signed in December 2020, the lease period was changed to fixed lease period of three years and upon its expiration, it shall be renewable for an additional three years subject to agreement of terms by both parties. The right-of-use asset and the lease liability were reduced by approximately HK\$3,603,000 and HK\$3,447,000 respectively. Details of the lease arrangement were disclosed in the announcements of connected transaction of the Company dated 10 December 2020 and supplemental announcement dated 11 January 2021. During the Year, there is no change in the lease arrangement.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2022, the Group had capital commitments contracted for property, plant and equipment amounting to approximately HK\$3.1 million (2021: Nil).

As at 31 March 2022, contingent liabilities not provided for in the financial statements are guarantees given to a bank for surety bonds of approximately HK\$33.0 million (2021: approximately HK\$39.5 million).

As at 31 March 2022, the surety bonds were secured by the pledge of time deposits of the Group amounting to HK\$22,825,000 (2021: HK\$29,231,000) and corporate guarantee executed by the Company amounting to HK\$50,000,000 (2021: HK\$50,000,000) respectively.

資產負債比率

於2022年3月31日，資產負債比率（按債務總額（包括租賃負債）除以權益總額計算）約為0.7%（2021年：約1.3%）。

資本開支

於本年度，本集團分別投資約421,000港元（2021年：約6.6百萬港元）及82.0百萬港元（2021年：無）用於收購物業、廠房及設備以及投資物業。資本開支主要由內部資源提供資金。

租賃

截至2021年3月31日止年度，本集團與控股股東的配偶黃春笑女士訂立新租賃安排，以使用倉庫及辦公物業。於初始確認時，本集團確認使用權資產及租賃負債約為7,206,000港元。根據2020年12月簽訂的補充協議，租賃期改為三年固定租賃期，且租賃期滿後經雙方同意可續租額外三年。使用權資產及租賃負債分別減少約3,603,000港元及3,447,000港元。租賃安排詳情披露於本公司日期為2020年12月10日的關連交易公告及日期為2021年1月11日的補充公告。於本年度，租賃安排並無任何變動。

資本承擔及或然負債

於2022年3月31日，本集團就物業、廠房及設備訂約的資本承擔約為3.1百萬港元（2021年：無）。

於2022年3月31日，未於財務報表計提撥備的或然負債為向銀行作出的書面保證擔保約33.0百萬港元（2021年：約39.5百萬港元）。

於2022年3月31日，書面保證分別以本集團金額為22,825,000港元（2021年：29,231,000港元）的定期存款質押及本公司簽立之公司擔保50,000,000港元（2021年：50,000,000港元）作抵押。

Management Discussion and Analysis

管理層討論與分析

In the ordinary course of the Group's construction business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or the Group's subcontractors in accidents arising out of and in the course of their employment. The Directors of the Company are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

During the Year, the Group did not have any material acquisitions or disposals of subsidiaries or associated companies.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

SIGNIFICANT INVESTMENT HELD

During the Year, the Group did not hold any significant investments.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed under the section headed "Future plans and use of proceeds" in the prospectus (the "**Prospectus**") of the Company dated 31 December 2019, the Group did not have any other plans for material investments or capital assets as at 31 March 2022.

Subsequent to 31 March 2022, the Group entered into a provisional agreement for sales and purchase of a premise and a car parking space which is located at Factory B on 4/F and Car Parking Space No. 4 on G/F of Kwai Shing Industrial Building (Phase I), 36-40 Tai Lin Pai Road, Kwai Chung, N.T., Hong Kong ("**the Premises and the Car Parking Space**") with an independent third party at a consideration of approximately HK\$15.7 million on 8 April 2022. The acquisition of the Premises and the Car Parking Space have been completed on 1 June 2022. As one or more of the applicable percentage ratios set out in Rule 14.07 of the Rules Governing the Listing of Securities ("**Listing Rules**") on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in respect of the acquisition of the Premises and the Car Parking Space exceeded 5% but all were less than 25%, the acquisition of Workshop 25A constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules. For further information in relation to this acquisition, please refer to the announcement of the Company dated 8 April 2022.

在本集團建造業務的日常過程中，本集團或本集團次承判商的僱員因在受僱期間發生意外導致人身傷害而向本集團提出若干索賠。本公司董事認為，有關索賠屬於保險的承保範圍，不會對本集團的財務狀況或業績及經營構成任何重大不利影響。

有關附屬公司及聯營公司之重大收購及出售事項

本集團於本年度並無有關附屬公司或聯營公司之重大收購及出售事項。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於本年度概無購買、出售或贖回本公司任何上市證券。

所持重大投資

於本年度，本集團並無持有任何重大投資。

重大投資或資本資產的未來計劃

除本公司日期為2019年12月31日的招股章程（「招股章程」）內「未來計劃及所得款項用途」一節所披露者，本集團於2022年3月31日概無任何其他重大投資或資本資產的計劃。

於2022年3月31日後，本集團於2022年4月8日與一名獨立第三方就買賣物業及停車位（位於香港新界葵涌大連排道36-40號貴盛工業大廈（一期）4樓B廠房及地下4號停車位）（「該等物業及停車位」）訂立臨時協議，代價約為15.7百萬港元。收購該等物業及停車位已於2022年6月1日完成。由於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第14.07條所載有關收購該等物業及停車位的一項或多項適用百分比率超過5%但全部低於25%，故收購25A室構成上市規則第14章項下本公司的須予披露交易。有關該收購事項的進一步資料，請參閱本公司日期為2022年4月8日的公告。

Management Discussion and Analysis

管理層討論與分析

USE OF PROCEEDS FROM THE LISTING

The net proceeds from the Listing amounted to approximately HK\$78.9 million (after deducting the underwriting fees and commissions and all related expenses), which is slightly lower than the estimated net proceeds of approximately HK\$82.5 million as disclosed in the announcement of allotment results of the Company dated 16 January 2020 (the “**Allotment Results**”). The net proceeds has been adjusted in the same manner and same proportion to the use of proceeds as disclosed in the section headed “Future Plans and Use of Proceeds” in the Prospectus. An analysis of the utilisation of the net proceeds up to 31 March 2022 is set out below:

上市所得款項用途

上市所得款項淨額(扣除包銷費用及佣金以及所有相關開支)約為78.9百萬港元，略低於本公司日期為2020年1月16日之分配結果(「**分配結果**」)公告所披露之估計所得款項淨額約82.5百萬港元。該所得款項淨額已按招股章程「未來計劃及所得款項用途」一節所披露的所得款項用途的相同方式及相同比例調整。直至2022年3月31日動用所得款項淨額之分析載列如下：

		Estimated use of proceeds as per Allotment Results	Adjusted use of proceeds from the Listing	Actual utilised amount from the Listing Date to 31 March 2022	Unutilised amount as at 31 March 2022	Expected timeframe of full utilisation of unutilised amount from the share offer 悉數動用來自 股份發售的 未動用金額的 預期時間框架
	根據分配結 果之所得款 項估計用途 HK\$ million 百萬港元	來自上市 之所得款項 經調整用途 HK\$ million 百萬港元	自上市日期至 2022年3月31日 實際動用金額 HK\$ million 百萬港元	於 2022年3月31日 未動用金額 HK\$ million 百萬港元		
Satisfying surety bond requirement	支付書面保證要求	32.7	31.2	31.2	-	
Upfront costs of our awarded projects	獲授項目的前期成本	32.8	31.4	31.4	-	
Expansion of project management team, design team, supporting staff and rent a new office	擴大項目管理團隊、 設計團隊、支援人員， 並租賃新辦公室	12.0	11.5	10.5	1.0	Third quarter of 2022 2022年第三季度
General working capital	一般營運資金	5.0	4.8	4.8	-	
		82.5	78.9	77.9	1.0	

Management Discussion and Analysis

管理層討論與分析

The unutilised net proceeds as at 31 March 2022 are placed as interest-bearing deposits with authorised financial institutions or licensed banks in Hong Kong.

The Directors regularly evaluate the Group's business objectives and may change or modify plans against the changing market condition to ascertain the business growth of the Group. As at the date of this report, the Directors do not anticipate any change to the plan as to the use of proceeds and the unutilised net proceeds will be applied and utilised in the manner consistent with the proposed allocations and the proposed timeline.

RISKS AND UNCERTAINTIES

The Group believes that the risk management practices are important and uses its best effort to ensure it has sufficiently mitigated the risks present in our operations and financial position as efficiently and effectively as possible.

- Our projects are non-recurring in nature and we generally have to go through competitive tendering or quotation process to secure new projects. Failure to continuously secure new projects could materially affect our sustainability and financial performance;
- Mismanagement or delay of project may materially affect our reputation and financial performance;
- We rely on building material suppliers and subcontractors to implement our projects;
- Under-performance by subcontractors or unavailability of subcontractors may adversely affect our operations, profitability and reputation;
- There may be net cash outflow during certain periods of our operations due to payment practice and this may affect our ability to secure new projects and expand our business;
- Changes in the supply and costs of building materials, subcontracting fees and other costs overruns may materially and adversely affect our operations and profitability; and
- Our success significantly depends on the key management and our ability to attract and retain additional facade works design team staff.

For other risks and uncertainties the Group facing, please refer to the section headed "Risk Factors" in the Prospectus.

於2022年3月31日，尚未動用的所得款項淨額乃作為計息存款存放於香港認可金融機構或持牌銀行。

董事定期評估本集團的業務目標，並可能根據變化多端的市況變更或修改計劃，以確保本集團之業務增長。於本報告日期，董事預計毋須對所得款項用途的計劃作出任何變動，且未動用所得款項淨額將按與建議分配一致的方式及擬定時間表應用及動用。

風險及不明朗因素

本集團認為風險管理實踐乃屬重要並盡最大努力確保已有效地充分降低經營及財務狀況面臨的風險。

- 我們的項目屬非經常性質，我們一般必須經過競爭激烈的投標或報價程序取得新項目。不能持續取得新項目或會嚴重影響我們的可持續性及財務表現；
- 項目管理不善或延誤或會對我們的聲譽及財務表現造成重大影響；
- 我們依賴建築材料供應商及次承判商以實行我們的項目；
- 次承判商表現欠佳或找不到次承判商或會對我們的經營、盈利能力及聲譽造成不利影響；
- 由於付款慣例，於我們經營的某些期間可能會產生現金流出淨額，這可能會影響我們取得新項目及拓展業務的能力；
- 建築材料供應及成本變動、分包費用及其他成本超支可能對我們的營運及盈利能力造成重大不利影響；及
- 我們的成功很大程度上取決於主要管理層以及我們吸引及挽留額外外牆工程設計團隊員工的能力。

有關本集團面臨的其他風險及不確定性，請參閱招股章程「風險因素」一節。

Report of the Directors

董事會報告

The Board is pleased to present to the shareholders their annual report together with the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and through its subsidiaries, is principally engaged in the provision of aluminium works and related services and trading of tools and equipment in Hong Kong. Details and particulars of the Group's subsidiaries are set out in note 1 to the financial statements. There was no significant change in the Group's principal activities during the Year.

BUSINESS REVIEW

The review of the business of the Group for the Year and the discussion on the Group's business development are set out in the sections headed "Management Discussion and Analysis" and "Chairman's Statement" on pages 6 to 12, and pages 4 to 5 of this annual report, respectively. The Group's segment information and revenue for the Year are set out in notes 10 and 8 to the financial statements. The Group's key relationship with its stakeholders (including employees, customers and suppliers) who have a significant impact on the Group and on which the Group's success depends, is set out in this report. Principal risks and uncertainties facing the Group are set out in the section headed "Management Discussion and Analysis" on pages 6 to 12 of this annual report. These discussions form part of the Report of the Directors.

Environmental, Social and Governance Policies

The Group is committed to protecting the environment, fulfilling social responsibility and promoting employee benefits and development to achieve sustainable growth of its business. For more details of the Group's performances in environmental and social aspects, please refer to the "Environmental, Social and Governance Report" section of this annual report.

Compliance with Relevant Laws and Regulations

During the Year, the Group was not aware of material non-compliance with the relevant laws and regulations that had a significant impact on the business and operations of the Group.

董事會欣然向股東提呈本年度年報及本集團於本年度之經審核綜合財務報表。

主要活動

本公司為一間投資控股公司，並透過其附屬公司主要於香港提供鋁質工程及相關服務以及買賣工具及設備。本集團附屬公司之詳情載於財務報表附註1。於本年度，本集團的主要業務活動並無重大變動。

業務回顧

本集團於本年度的業務回顧及本集團業務發展的討論分別載於本年報第6至12頁的「管理層討論與分析」一節及第4至5頁的「主席報告」一節。本集團於本年度的分部資料及收益載於財務報表附註10及8。本報告載列本集團與其具有重大影響的持份者（包括僱員、客戶及供應商）的主要關係，本集團的成功有賴該等持份者。本集團面臨的重大風險及不確定性載列於本年報第6至12頁的「管理層討論與分析」一節。該等討論構成董事會報告的一部分。

環境、社會及管治政策

本集團致力於保護環境、履行社會責任及提升僱員福利及發展，以實現其業務的可持續增長。有關本集團於環境及社會方面的表現的進一步詳情，請參閱本年報「環境、社會及管治報告」一節。

遵守相關法律及法規

於本年度內，本集團並不知悉嚴重違反本集團業務及營運產生重大影響的相關法律及法規。

Report of the Directors

董事會報告

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which the Board, in declaring or recommending a payment of dividends, to allow shareholders of the Company to participate in the Company's profits whilst retains sufficient reserves for future growth of the Group.

The declaration and payment of any dividends by the Company would be subject to the Board's decision and any final dividend for a financial year of the Company would be subject to the shareholders' approval.

In deciding whether to recommend the payment of any dividends and the amount of any dividends, the Board shall take into account, inter alia:

- the general financial condition of the Group;
- capital and debt level of the Group;
- future cash requirements and availability for business operations, business strategies and future development needs;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the general market conditions; and
- any other factors that the Board deems appropriate.

The payment of dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and any other applicable laws, rules and regulations and the Articles of Association of the Company.

RESULTS AND DIVIDEND

The results of the Group for the Year and the state of affairs of the Company and of the Group as at 31 March 2022 are set out in the consolidated financial statements on pages 62 to 147 of this annual report. The Board has resolved not to recommend the declaration of final dividend to shareholders of the Company for the Year.

股息政策

本公司已採納股息政策，董事會據此宣派或建議派付股息，讓本公司股東分享本公司利潤的同時，確保保留足夠儲備供本集團未來增長所用。

本公司宣派及派付任何股息將視乎董事會決定而定，及本公司任一財政年度的任何末期股息須取得股東批准後方可作實。

董事會在決議是否建議派付任何股息及任何股息金額時將考慮(其中包括)：

- 本集團之整體財務狀況；
- 本集團之資本及債務水平；
- 業務營運、業務策略及日後發展需求之未來現金需求和供應；
- 本集團之債權人可能施加的任何派付股息限制；
- 整體市況；及
- 董事會認為適用之任何其他因素。

本公司派付股息亦視乎開曼群島公司法及任何其他適用法律、規則及法規和本公司組織章程細則之任何限制。

業績及股息

本集團於本年度的業績以及本公司及本集團於2022年3月31日的事況載於本年報第62至147頁的綜合財務報表。董事會議決不建議就本年度向本公司股東宣派末期股息。

CLOSURE OF THE REGISTER OF MEMBERS

The forthcoming annual general meeting is scheduled to be held on 26 August 2022 (the "AGM"). For determining eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 23 August 2022 to 26 August 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (to be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022), for registration not later than 4:30 p.m. on 22 August 2022.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 18 to the financial statements of this annual report.

INVESTMENT PROPERTIES

Details of investment properties of the Group during the Year are set out in note 20 to the financial statements of this annual report.

MAJOR CUSTOMERS, SUBCONTRACTORS AND SUPPLIERS

The approximate percentages of the Group's revenue and cost of sales attributable to major customers and suppliers (which generally includes subcontractors and material suppliers) during the Year and year ended 31 March 2022 are as follows:

暫停辦理股份過戶登記手續

預定於2022年8月26日舉行應屆股東週年大會（「股東週年大會」）。為釐定出席股東週年大會並於會上投票的資格，本公司將由2022年8月23日至2022年8月26日（包括首尾兩日）期間暫停辦理股東登記手續，期間不會進行本公司的股份過戶登記。為出席股東週年大會及於會上投票，所有股份過戶文件連同相關股票必須最遲於2022年8月22日下午四時三十分前交回本公司香港股份過戶登記處卓佳證券登記有限公司（地址為香港皇后大道東183號合和中心54樓（而其將於2022年8月15日起更改為香港夏愨道16號遠東金融中心17樓））。

物業、廠房及設備

於本年度，本集團的物業、廠房及設備變動詳情載於本年報財務報表附註18。

投資物業

本集團於本年度的投資物業詳情載於本年報財務報表附註20。

主要客戶、次承判商及供應商

本集團主要客戶及供應商（通常包括次承判商及材料供應商）於本年度及截至2022年3月31日止年度應佔的收益及銷售成本的概約百分比如下：

		Year ended 31 March 2022 截至2022年 3月31日 止年度	Year ended 31 March 2021 截至2021年 3月31日 止年度
Approximate % of total revenue:	以下各項佔總收益的概約百分比：		
from the largest customer	最大客戶佔比	61.7	59.2
from the five largest customers in aggregate	五大客戶合共佔比	94.9	98.3
Approximate % of total cost of sales:	以下各項佔銷售成本總額 的概約百分比：		
from the largest supplier	最大供應商佔比	13.0	12.6
from the five largest suppliers in aggregate	五大供應商合共佔比	43.3	38.3

Report of the Directors

董事會報告

To the best of the knowledge of the Directors, none of the Directors, their close associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company’s issued share capital) had an any beneficial interest in these major customers or suppliers.

RELATIONSHIP WITH KEY STAKEHOLDERS

The Directors are of the view that employees, customers, sub-contractors and suppliers are the keys to the sustainable development of the Group.

Employees

Employees are regarded as valuable assets of the Group. The objective of the Group’s human resource management is to reward and recognise well-performed staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives. In particular, the Group promotes career development and advancement by providing appropriate training and opportunities in order to enhance the employees’ work performance.

Customers

The Group’s major customers include main contractors for our design and build projects while we are mainly engaged by owners and tenants of properties, and their contractors for renovation projects. The Group has established long-term business relationship with these customers for many years and committed to offer quality service to meet their requirement. The Group endeavours to maintain contacts with these customers regularly in order to understand their needs and provide required service to support their businesses.

Subcontractors and Material Suppliers

The Group has developed a long-standing relationship with a number of subcontractors and material suppliers and the Group has always been communicating closely with them to ensure that there will be good quality and sustainable goods and services provided to the Group. When selecting subcontractors and material suppliers, the Group often requires them to satisfy certain criteria such as experience and capability, financial strength, track record, and reputation.

BANK BORROWINGS

The Group did not made any bank borrowings during the Year.

就董事所深知，概無董事、彼等緊密聯繫人(定義見聯交所證券上市規則(「上市規則」))或就董事所知任何持有本公司已發行股本5%以上的股東於該等主要客戶或供應商中擁有任何實益權益。

與主要持份者的關係

董事認為僱員、客戶、次承判商及供應商對本集團的可持續發展至關重要。

僱員

僱員為本集團的寶貴資產。本集團人力資源管理目標為向員工提供具競爭力的薪酬方案及實施有效的績效考核系統，並適當採取激勵措施，以嘉獎及表彰優秀員工。尤其是，本集團將為僱員提供適當培訓及機遇以提高彼等的工作表現，從而推進其事業發展及進步。

客戶

本集團主要客戶包括我們設計及建築項目的主承判商，同時我們主要受聘於物業擁有人及租戶以及彼等裝修項目的承判商。本集團已與該等客戶建立為期數年之久的長期業務關係並致力於提供符合彼等要求的優質服務。本集團竭力維持與該等客戶保持定期聯繫，以了解彼等的需求並提供所需服務，從而推動彼等的業務發展。

次承判商及材料供應商

本集團已與眾多次承判商及材料供應商建立長期業務關係，而本集團向來與彼等保持密切交流，以確保彼等將不斷為本集團提供優質及可持續發展的商品及服務。本集團於挑選次承判商及材料供應商時要求彼等滿足若干標準，如經驗及能力、財務實力、往績記錄及聲譽。

銀行借款

本集團於本年度並無作出任何銀行借款。

SHARE CAPITAL

Details of movements during the Year in the share capital of the Company are set out in note 30 to the financial statements of this annual report.

RESERVES

Details of movements in the reserves of the Company and Group during the Year are set out in note 31 to the financial statements and in the consolidated statement of changes in equity on page 65 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 March 2022, the Company had distributable reserves amounted to approximately HK\$64.4 million.

DIRECTORS

The Directors who held office during the Year and up to the date of this annual report were:

Executive Directors

Mr. Chen Yuet Wa (*Chairman and Chief Executive Officer*)

Mr. Chan Fai

Independent Non-Executive Directors

Mr. Chow Chi Fai

Mr. Chan Hon Ki

Mr. Yu Chi Wing

In accordance with article 84 of the Company's articles of association (the "**Articles of Association**"), Mr. Chai Fai and Mr. Chow Chi Fai will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company. The Directors' biographical details are set out in the section headed "Biographies of the Directors and Senior Management" in this annual report. Information regarding Directors' emoluments is set out in note 15(a) to the financial statements of this annual report.

Annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules has been received from each of the independent non-executive Directors. The Group considers all independent non-executive Directors to be independent under the Listing Rules.

股本

本公司於本年度的股本變動詳情載於本年報財務報表附註30。

儲備

本公司及本集團於本年度的儲備變動詳情載於財務報表附註31及本年報第65頁的綜合權益變動表。

可用於分配的儲備

於2022年3月31日，本公司可用於分配的儲備約為64.4百萬港元。

董事

於本年度及直至本年報日期在任的董事如下：

執行董事

陳越華先生(主席及行政總裁)

陳輝先生

獨立非執行董事

周志輝先生

陳漢淇先生

于志榮先生

根據本公司組織章程細則(「**組織章程細則**」)第84條，陳輝先生及周志輝先生將於本公司應屆股東週年大會退任並合資格並願意膺選連任。董事的履歷詳情載於本年報「董事及高級管理層履歷」一節。有關董事酬金的資料載於本年報財務報表附註15(a)。

各獨立非執行董事根據上市規則第3.13條作出的年度獨立確認書經已收到。根據上市規則，本集團認為全體獨立非執行董事均為獨立。

Report of the Directors

董事會報告

DIRECTORS' SERVICE CONTRACT

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from the Listing Date, unless terminated by not less than three months' notice in writing served by either party on the other.

Each of the independent non-executive Directors have entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date, unless terminated by not less than three month's notice in writing served by either party on the other.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

MANAGEMENT CONTRACTS

During the Year, no contract, other than the Directors' service contracts and appointment letters, concerning the management and administration of the whole or any substantial part of the Company's business was entered into or existed.

DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 15(a) and 15(b) to the financial statements.

董事的服務合約

各執行董事已與本公司訂立服務合約，任期自上市日期起計為期三年，除非任一方向對方發出不少於三個月的書面通知予以終止。

各獨立非執行董事均已與本公司訂立委任函，任期自上市日期起為期兩年，惟由其中一方向另一方發出至少三個月書面通知終止合約則除外。

擬於應屆股東週年大會膺選連任的董事概無與本公司訂立任何本公司不可在一年內終止且無須支付賠償(法定賠償除外)的服務合約。

管理合約

本年度概無訂立或存續與本公司整體或任何重大部分業務的管理及行政有關的合約(董事服務合約及委任函除外)。

董事薪酬及五名最高薪人士

董事及本集團五名最高薪人士的酬金詳情載於財務報表附註 15(a) 及 15(b)。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2022, interests and short positions in the Shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) held by the Directors and chief executive of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 to the Listing Rules are as follows:

(i) Long position in our Shares

Name of Director 董事姓名	Capacity/Nature 身份/性質	Number of Shares 股份數目	Percentage of shareholding 股權百分比
--------------------------	--------------------------	--------------------------	-------------------------------------

Mr. Chen Yuet Wa 陳越華先生	Interest in a controlled corporation (note) 受控制法團權益(附註)	750,000,000	75%
---------------------------	--	-------------	-----

Note: 750,000,000 Shares are registered in the name of Ornate Bright Limited ("Ornate Bright"), the entire issued capital of which is legally and beneficially owned by Mr. Chen Yuet Wa, our executive Director. By virtue of the SFO, Mr. Chen Yuet Wa is deemed to be interested in all the Shares held by Ornate Bright.

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於2022年3月31日，本公司董事及主要行政人員於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所；或根據證券及期貨條例第352條已登記於本公司存置的登記冊；或根據上市規則附錄十內之上市發行人董事進行證券交易的標準守則(「標準守則」)已另行知會本公司及聯交所的權益及淡倉如下：

(i) 於股份的好倉

附註：750,000,000股股份以華曜有限公司(「華曜」)的名義登記，其全部已發行股本由執行董事陳越華先生合法實益擁有。根據證券及期貨條例，陳越華先生被視作於華曜持有的所有股份中擁有權益。

(ii) Long position in the shares of associated corporation

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/Nature 身份/性質	Number of share held 所持股份數目	Percentage of Interest 權益百分比
--------------------------	--	--------------------------	--------------------------------	---------------------------------

Mr. Chen Yuet Wa 陳越華先生	Ornate Bright 華曜	Beneficial Owner 實益擁有人	1	100%
---------------------------	---------------------	---------------------------	---	------

Save as disclosed above, as at 31 March 2022, none of the Directors or the chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange under the Model Code.

(ii) 於相聯法團股份的好倉

除上文所披露者外，於2022年3月31日，概無本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有任何須在根據證券及期貨條例第352條存置的登記冊記錄或根據標準守則須另行知會本公司及聯交所的權益或淡倉。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2022, so far as it is known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or individuals (other than a Director or chief executive of the Company) who had or were deemed or taken to have an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept under section 336 of the SFO were as follows:

LONG POSITION IN THE SHARES

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares held 所持股份數目	Percentage of interest 權益百分比
Ornate Bright 華曜	Beneficial owner (note 1) 實益擁有人(附註1)	750,000,000	75%
Ms. Wong Chun Siu 黃春笑女士	Interest of spouse (note 2) 配偶權益(附註2)	750,000,000	75%

Notes:

- Ornate Bright is wholly-owned by Mr. Chen Yuet Wa.
- Ms. Wong Chun Siu is the spouse of Mr. Chen Yuet Wa and is deemed or taken to be interested in all the Shares in which Mr. Chen Yuet Wa has, or is deemed to have, an interest for the purposes of the SFO.

Save as disclosed above, as at 31 March 2022, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register maintained by the Company pursuant to section 336 of the SFO.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined in the Listing Rules) that compete or may compete, directly or indirectly, with the business of the Group and any other conflicts of interest which any such person has or may have with the Group and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules during the Year.

主要股東於股份及相關股份的權益及淡倉

於2022年3月31日，據本公司任何董事或主要行政人員所知或以其他方式所獲悉，於本公司股份及相關股份中擁有或被視為或被當作擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露及須在根據證券及期貨條例第336條存置的登記冊內記錄的權益或淡倉的法團或個人(本公司董事或主要行政人員除外)的詳情如下：

於股份之好倉

附註：

- 華曜由陳越華先生全資擁有。
- 黃春笑女士為陳越華先生的配偶，就證券及期貨條例而言，黃春笑女士被視為或被當作於陳越華先生擁有或視為擁有權益的所有股份中擁有權益。

除上文所披露者外，於2022年3月31日，就本公司所知悉，概無任何人士在本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或須於本公司根據證券及期貨條例第336條存置的登記冊內記錄的權益或淡倉。

競爭權益

於本年度，董事概不知悉董事、本公司控股股東或任何彼等各自的緊密聯繫人(定義見上市規則)之任何業務或權益與或可能與本集團業務直接或間接構成競爭，及亦不知悉任何該等人士與本集團有或可能有任何其他利益衝突而須根據上市規則第8.10條予以披露。

NON-COMPETITION UNDERTAKING

Each of Mr. Chen Yuet Wa and Ornate Bright, which is beneficially and wholly owned by Mr. Chen Yuet Wa, as a covenantor (each a “**Covenantor**”, collectively, “**Covenantors**”) entered into a non-competition undertaking dated 12 December 2019 in favour of the Group (the “**Non-Competition Undertaking**”).

Each of the Covenantors has made an annual declaration to the Company that, he/it has complied with the terms of Non-Competition Undertaking. The Independent Non-executive Directors have also reviewed the compliance of the Non-Competition Undertaking from the Covenantors and were satisfied that the Covenantors have complied with the Non-Competition Undertaking during the Year.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance coverage for Directors’ and officers’ liabilities in respect of legal actions against its Directors and senior management arising from corporate activities.

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

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

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

DIRECTORS’ INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as otherwise disclosed, no transaction, arrangement or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director or any entity connected with a Director had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the Year.

不競爭承諾

陳越華先生與由陳越華先生實益及全資擁有的華曜(作為契諾人)(各自為「契諾人」,統稱「契諾人」)各自訂立日期為2019年12月12日以本集團為受益人的不競爭承諾(「不競爭承諾」)。

各契諾人已向本公司作出年度聲明,其一直遵守不競爭承諾條款。獨立非執行董事亦已審閱契諾人的不競爭承諾遵守情況,並信納契諾人已於本年度遵守不競爭承諾。

獲准許彌償條文

本公司已就其董事及高級管理層可能面對因企業活動產生之法律訴訟,就董事及高級職員之責任作出適當的保險安排。

根據組織章程細則,各董事於執行或關於執行各自職務而於履行職責或假定職責時作出、同意或遺漏之任何行為所將會或可能招致或蒙受的所有訴訟、費用、收費、損失、損害賠償及開支從本公司資產當中獲得賠償保證及不受傷害,惟彼等因自身欺詐或不誠實而招致或蒙受者(如有)除外。

購買、出售或贖回本公司上市證券

於本年度,本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

董事於重大交易、安排或合約的權益

除另有披露者外,於本年度末或本年度內任何時間並無存續本公司或其任何附屬公司為訂約方及董事或與董事有關連之任何實體於其中直接或間接擁有重大權益的重大交易、安排或合約。

Report of the Directors

董事會報告

CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save as otherwise disclosed, no contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party, and in which the controlling shareholders' of the Company or any of its subsidiaries had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the Year.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year and up to the date of this annual report was the Company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any body corporate.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

CONNECTED/RELATED PARTY TRANSACTIONS

Connected transaction

On 1 August 2020, the Group entered into a new lease arrangement with Ms. Wong Chun Siu, the spouse of the Controlling Shareholder, for the use of a warehouse and office premises with fixed lease period of one year and optional lease period of five years. Upon initial recognition, in accordance with Hong Kong Financial Reporting Standard 16 *Leases* ("HKFRS 16") issued by the Hong Kong Institute of Certified Public Accountants, the Group recognised a right-of-use asset and a lease liability of approximately HK\$7.2 million. Pursuant to the supplemental agreement signed in December 2020, the lease period was changed to fixed lease period of three years and upon its expiration, it shall be renewable for an additional three years subject to agreement of terms by both parties. The right-of-use asset and the lease liability were reduced by approximately HK\$3.6 million and HK\$3.4 million respectively.

As the highest applicable percentage ratio in respect of the new lease agreement calculated based on the value of the right-of-use asset recognised by the Group pursuant to HKFRS 16 exceeds 0.1% but is less than 5%, the transaction contemplated under the new lease agreement are subject to the reporting and announcement requirements but are exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Details of the lease arrangement were disclosed in the announcements of connected transaction of the Company dated 10 December 2020 and supplemental announcement dated 11 January 2021.

控股股東於重大合約的權益

除另有披露者外，於本年度末或本年度內任何時間概無存續本公司、其控股公司或其任何附屬公司為訂約方而本公司或其任何附屬公司控股股東於當中直接或間接擁有重大權益的任何重大合約。

收購股份或債權證之安排

於本年度及截至本年報日期，本公司或其任何附屬公司概無訂立任何安排致使董事可透過購入本公司或任何法人團體的股份或債權證而獲利。

優先購買權

細則或開曼群島法律並無關於優先購買權的規定，促使本公司須按比例向現有股東發售新股份。

關連／關聯方交易

關連交易

於2020年8月1日，本集團與控股股東的配偶黃春笑女士訂立新租賃安排，以使用倉庫及辦公物業，固定租期為一年及可選擇租期五年。於初始確認時，根據香港會計師公會頒佈的香港財務報告準則第16號租賃（「香港財務報告準則第16號」），本集團確認使用權資產及租賃負債約為7.2百萬港元。根據2020年12月簽訂的補充協議，租賃期改為三年固定租賃期，且租賃期屆滿後經雙方協定有關條款可額外續期三年。使用權資產及租賃負債分別減少約3.6百萬港元及3.4百萬港元。

由於根據香港財務報告準則第16號，根據本集團確認的使用權資產價值計算的新租賃協議的最高適用百分比率超過0.1%但低於5%，新租賃協議項下擬進行的交易須遵守申報及公告規定，惟獲豁免遵守上市規則第14A章項下的獨立股東批准規定。

租賃安排詳情披露於本公司日期為2020年12月10日的關連交易公告及日期為2021年1月11日的補充公告。

Continuing connected transactions

The related party transaction as disclosed in note 37(b) to the financial statements of this annual report constituted continuing connected transactions within the meaning of the Listing Rules. Details of such transactions have been disclosed in accordance with Chapter 14A of the Listing Rules and summarised below:

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Lease payments paid to Ms. Wong Chun Siu, the spouse of the Controlling Shareholder (note)	1,320	880

Note:

During the Year, the Group entered into a new lease arrangement with Ms. Wong Chun Siu for the use of a warehouse and office premises. Ms. Wong Chun Siu is the spouse of the Controlling Shareholder, therefore, Ms. Wong Chun Siu is a connected person of the Company under the Listing Rules. Accordingly, under Chapter 14A of the Listing Rules, the transaction contemplated under the new lease agreement constitute a continuing connected transaction of the Company.

As each of the applicable percentage ratios (other than the profits ratio) in respect of the continuing connected transaction contemplated under the new lease agreement (on an annualised basis) fulfilled the exemption of de minimis transactions under Listing Rules 14A.76 and was therefore exempted from reporting, annual review and independent shareholders' approval.

Details of the lease arrangement were disclosed in the announcements of connected transaction of the Company dated 10 December 2020 and supplemental announcement dated 11 January 2021.

Save as disclosed above, there were no connected transactions or continuing connected transactions of the Company as defined under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent Shareholders' approval requirements under the Listing Rules. Details of the significant related party transactions undertaken in the normal course of business are set out in the note 37 to the financial statements of this annual report. Save as disclosed above, none of the related party transactions as disclosed constituted disclosable non-exempted connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules and the Company had complied with the relevant requirements of Chapter 14A of the Listing Rules during the Year.

持續關連交易

本年報財務報表附註37(b)所披露的關聯方交易構成上市規則所界定的持續關連交易。該等交易的詳情已根據上市規則第14A章披露，並概述如下：

附註：

於本年度內，本集團與黃春笑女士就使用倉庫及辦公室物業訂立新租賃安排。黃春笑女士為控股股東之配偶，故根據上市規則，黃春笑女士為本公司之關連人士。因此，根據上市規則第14A章，新租賃協議項下擬進行之交易構成本公司之持續關連交易。

由於新租賃協議項下擬進行的持續關連交易的各項適用百分比率（盈利比率除外）（按年度基準計算）符合上市規則第14A.76條最低豁免規定水平的交易，因此，獲豁免遵守申報、年度審閱及獨立股東批准規定。

有關租賃安排的詳情已於本公司日期為2020年12月10日的關連交易公告及日期為2021年1月11日的補充公告中披露。

除上文所披露者外，本公司並無進行上市規則第14A章所指須遵守上市規則項下的任何申報、公告或獨立股東批准規定的關連交易或持續關連交易。於正常業務過程中進行的重大關聯方交易詳情載於本年報財務報表附註37。除上文所披露者外，概無所披露的關聯方交易構成上市規則第14A章下須予披露非獲豁免關連交易或持續關連交易，且本公司於本年度已遵守上市規則第14A章下有關規定。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

The share option scheme was conditionally adopted by the Company on 12 December 2019 (the “Share Option Scheme”) and shall be valid until 12 December 2029. Pursuant to the Share Option Scheme, certain eligible participants including, among others, the Directors and employees of the Group may be granted option to subscribe for shares. The purpose of the Share Option Scheme is to provide incentives or rewards to participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. A Summary of principal terms of the Share Option Scheme is set out in the paragraph headed “D. Share Option Scheme” in Appendix IV to the Prospectus.

Pursuant to the terms of the Share Option Scheme and in compliance with the provisions in Chapter 17 of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and all share option schemes of the Company shall not exceed 100,000,000 Shares, being 10% of the Shares in issue as at the date of this annual report.

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme to eligible participants in any 12 months period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the approval of Shareholders in a general meeting.

An offer of the grant of a share option shall be accepted by the eligible participants within a period of seven days from the date of offer of grant of the option. The consideration paid by each grantee for the acceptance and grant of each share option is HK\$1.00, which has to be paid within seven days.

Unless approved by Shareholders in a general meeting, the amount of Shares which can be awarded to a substantial Shareholder or an independent non-executive Director or their respective associates in the Share Option Scheme in the 12-month period up to and including the date of such grant for any particular aforementioned person in aggregate, is at maximum 0.1% of the Shares in issue and having an aggregate value, based on the closing price of the Shares at the date of each grant, of a maximum of HK\$5.0 million.

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as determined by the Board and shall not be less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange’s daily quotation sheets on the date of grant of the option, which must be a trading date; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five trading dates immediately preceding the date of grant of the option; or (iii) the nominal value of a Share.

Since the adoption of the Share Option Scheme, no option has been granted. Therefore, no option was exercised, cancelled or lapsed during the Year and there was no option outstanding as at 31 March 2022.

購股權計劃

本公司於2019年12月12日有條件採納購股權計劃(「購股權計劃」)及有效期直至2029年12月12日止。根據購股權計劃，若干合資格參與者，包括(其中包括)本集團董事及僱員，可能獲授認購股份的購股權。購股權計劃旨就參與者對本集團作出的貢獻提供激勵或獎勵及/或令本集團能夠招募及挽留高級僱員以及吸引對本集團有價值的人力資源。購股權計劃的主要條款概要載於招股章程附錄四「D.購股權計劃」一段。

根據購股權計劃的條款及遵守上市規則第17章的條文，於行使根據購股權計劃及本公司所有購股權計劃授出的所有購股權後可予發行的最高股份數目不得超過100,000,000股，即本年報日期已發行股份的10%。

截至授出日期的任何十二個月期間內，於行使合資格參與人士根據購股權計劃所獲授的購股權後已發行及可予發行的股份總數不得超過授出日期已發行股份的1%。額外授出超過該1%上限的購股權須經股東於股東大會批准。

授出購股權的要約可由合資格參與人士自授出購股權要約日期起7日內接受。各承授人每次接納及獲授購股權時所付代價為1.00港元，並須於7日內繳付。

除非在股東大會上獲得股東批准，否則於購股權計劃十二個月期間內直至上述任何特定人士授出日期(包括該日)可授予主要股東或獨立非執行董事或其各自聯繫人的股份數量最多為已發行股份的0.1%，且根據各授出日期的股份收市價計算，其總價值最高為5.0百萬港元。

根據購股權計劃所授出的任何特定購股權所涉及的股份認購價應為董事會釐定的價格及不得少於以下之最高者：(i)於授出購股權日期(須為交易日)股份於聯交所每日報價表所報收市價；(ii)股份於緊接授出購股權日期前五個交易日在聯交所每日報價表所報平均收市價；或(iii)股份面值。

自採納購股權計劃以來，本公司概無授出任何購股權。因此，本年度內概無購股權獲行使、註銷或失效，且概無購股權於2022年3月31日尚未行使。

EQUITY-LINKED AGREEMENTS

Save and except for the Share Option Scheme disclosed, no equity-linked agreements were entered into by the Company during the Year or subsisted at the end of the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for the Shares as required under the Listing Rules during the Year.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holdings of the Company's securities.

AUDIT COMMITTEE

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 March 2022.

AUDITORS

Ernst & Young retired as auditors of the Company on 17 November 2021. RSM Hong Kong was appointed as auditors of the Company on 17 November 2021.

Save for the abovementioned changes, in any of the preceding three years, the auditors of the Company had not been changed.

RSM Hong Kong will retire at the conclusion of the forthcoming AGM of the Company and be eligible to offer themselves for re-appointment.

CORPORATE GOVERNANCE

The details of the Group's corporate governance practices are set out in the section headed "Corporate Governance Report" from pages 29 to 39 of this annual report.

On behalf of the Board
Chen Yuet Wa
Chairman and Chief Executive Officer

Hong Kong, 30 June 2022

股權掛鈎協議

除所披露之購股權計劃外，本公司於本年度或年末並無訂立或存續任何股權掛鈎協議。

充足公眾持股量

根據本公司公開可得資料及據董事所知，董事確認，本公司於本年度已按上市規則規定就其股份維持足夠公眾持股量。

稅項減免及豁免

本公司並不知悉有任何因持有本公司證券而提供予股東的稅項減免或豁免。

審核委員會

審核委員會已審閱本集團截至2022年3月31日止年度的經審核綜合財務報表。

核數師

安永會計師事務所於2021年11月17日辭任本公司核數師。羅申美會計師事務所於2021年11月17日獲委任為本公司核數師。

除上述變動外，於過去三年的任何一年中，本公司核數師均無發生變動。

羅申美會計師事務所將於本公司應屆股東週年大會結束時退任，並合資格且願意連任。

企業管治

有關本集團遵守企業管治常規的詳情載於本年報第29至39頁的「企業管治報告」一節。

代表董事會
主席兼行政總裁
陳越華

香港，2022年6月30日

Biographies of the Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Chen Yuet Wa, aged 44, is the founder of our Group, our Chairman, our executive Director, our chief executive officer and one of our Controlling Shareholders. He is also the chairperson of our nomination committee and a member of our remuneration committee. He is primarily responsible for overall business strategy, annual budget proposals and major business decision of our Group. He is also a director of each of our Group's subsidiaries.

Mr. Chen Yuet Wa found our Group in May 2007 and has more than 15 years of experience in the façade works industry. In April 2002, he established Wa Kee Company, a sole proprietorship in Hong Kong which principally engaged in the provision of aluminum window works in Hong Kong. Wa Kee Company subsequently ceased business in March 2011 after the establishment of Wah Kee in May 2007.

Mr. Chan Fai, aged 45, is one of our executive Directors. He is primarily responsible for project management and supervision of our subcontractors' work.

Mr. Chan has more than 19 years of experience in the construction industry in Hong Kong. Since April 2010, he has been working for our Group and is currently the general manager of Wah Kee.

Mr. Chan obtained a certificate of completion of apprenticeship issued by the director of apprenticeship in December 2002 and a higher diploma in building studies from the Vocational Training Council in July 2006.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chow Chi Fai, aged 51, was appointed as an independent non-executive Directors ("INED") on 12 December 2019. He is also the chairperson of our audit committee and a member of our remuneration committee. He is primarily responsible for supervising and providing independent judgment to our Board, our audit committee and remuneration committee.

Mr. Chow has over 21 years of experience in the accounting and finance industry. Since December 2008, he has been the financial controller and company secretary of Elife Holdings Limited (Stock Code: 223) and the INED of Sun Hing Vision Group Holdings Limited (Stock Code: 125). He is appointed as the INED of Silver Base Group Holdings Limited (In Liquidation) (Stock code: 886) since December 2021.

執行董事

陳越華先生，44歲，本集團的創辦人、主席、執行董事、行政總裁兼控股股東之一，亦為提名委員會主席及薪酬委員會成員。彼主要負責本集團的整體業務策略、年度預算方案及主要業務決策。彼亦為本集團各附屬公司的董事。

陳越華先生於2007年5月成立本集團，並於外牆工程行業擁有逾15年經驗。於2002年4月，彼於香港成立獨資企業華記公司，主要在香港從事提供鋁窗工程業務。於2007年5月成立華記後，華記公司隨後於2011年3月停止業務。

陳輝先生，45歲，為我們的執行董事之一。彼主要負責項目管理及監督次承攬商工作。

陳輝先生於香港建築行業擁有逾19年經驗。自2010年4月起，彼一直任職於本集團，目前為華記總經理。

陳輝先生於2002年12月獲得由學徒事務署頒發的學徒畢業證書，且於2006年7月獲得職業訓練局建築學高級文憑。

獨立非執行董事

周志輝先生，51歲，於2019年12月12日獲委任為獨立非執行董事（「獨立非執行董事」）。彼亦為審核委員會主席及薪酬委員會成員。彼主要負責監督董事會、審核委員會及薪酬委員會並向其提供獨立判斷。

周先生於會計及金融業擁有逾21年經驗。自2008年12月起，彼一直擔任易生活控股有限公司（股份代號：223）財務總監及公司秘書，而在新興光學集團控股有限公司（股份代號：125）擔任獨立非執行董事。自2021年12月起，彼擔任銀基集團控股有限公司（清盤中）（股份代號：886）的獨立非執行董事。

Biographies of the Directors and Senior Management 董事及高級管理層履歷

Mr. Chow obtained a bachelor's degree in accountancy from the University of South Australia in Australia in June 1995. Mr. Chow was admitted as a member of Hong Kong Institute of Certified Public Accountants since March 1999.

Mr. Chan Hon Ki, aged 43, was appointed as an INED on 12 December 2019. He is also the chairperson of our remuneration committee and a member of our audit committee and nomination committee. He is primarily responsible for supervising and providing independent judgement to our Board, our audit committee, remuneration committee and nomination committee.

Mr. Chan has more than 15 years of accounting and auditing experience. Mr. Chan is currently the executive director, financial director, chief executive officer and joint company secretary of Aux International Holdings Limited (stock code: 2080).

Mr. Chan obtained a bachelor of commerce degree in accountancy, finance and information systems, and business administration from the University of Canterbury in New Zealand in April 2000. He was admitted as a member of The Association of Chartered Certified Accountants in April 2004 and a member of the Hong Kong Institute of Certified Public Accountants in July 2012.

Mr. Yu Chi Wing, aged 38, was appointed as an INED on 12 December 2019. He is also a member of our audit committee and nomination committee. He is primarily responsible for supervising and providing independent judgement to our Board, our audit committee and nomination committee.

Mr. Yu has more than 16 years of advisory, accounting, taxation and auditing experience. In September 2016 and May 2021, Mr. Yu founded JR & Co., Certified Public Accountants and co-founded Emerald Capital CPA & Co. respectively. He is currently an INED of Fameglow Holdings Limited (Stock Code: 8603).

Mr. Yu obtained a bachelor of arts degree with a major in accountancy and a minor in corporate finance from the Hong Kong Polytechnic University in June 2005. He was admitted as a member in January 2012 and is currently a practising member of the Hong Kong Institute of Certified Public Accountants.

周先生於1995年6月獲澳洲南澳大學會計學學士學位。周先生自1999年3月起為香港會計師公會會員。

陳漢淇先生，43歲，於2019年12月12日獲委任為獨立非執行董事。彼亦為薪酬委員會主席以及審核委員會及提名委員會成員。彼主要負責監督董事會、審核委員會、薪酬委員會及提名委員會並向其提供獨立判斷。

陳先生擁有逾15年的會計及審計經驗。陳先生目前於奧克斯國際控股有限公司(股份代號：2080)擔任執行董事、財務總監、行政總裁及聯席公司秘書。

陳先生於2000年4月獲得紐西蘭坎特伯雷大學會計、金融及信息系統以及工商管理商學學士學位。彼於2004年4月獲認為特許公認會計師公會會員，並於2012年7月為香港會計師公會會員。

于志榮先生，38歲，於2019年12月12日獲委任為獨立非執行董事。彼亦為審核委員會及提名委員會成員。彼主要負責監督董事會、審核委員會及提名委員會並向其提供獨立判斷。

于先生擁有逾16年的諮詢、會計、稅務及審計經驗。于先生分別於2016年9月及2021年5月創辦卓翹會計師事務所及共同創辦鈺恆資本會計師事務所。彼目前為亮晴控股有限公司(股份代號：8603)獨立非執行董事。

于先生於2005年6月獲得香港理工大學會計學學士學位，副修企業金融。彼於2012年1月獲認為香港會計師公會會員且目前為執業會員。

Biographies of the Directors and Senior Management

董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. Lam Mau Yuen, aged 49, is the senior design manager of our Group. He is responsible for overseeing general technical and engineering works, tender preparation and compliance matters. Mr. Lam has been working for our Group since March 2017. Prior to joining our Group, Mr. Lam worked for various construction and engineering related companies and he has more than 21 years of experience in the construction industry. Mr. Lam obtained a higher certificate in building studies from the Vocational Training Council in July 2002.

Mr. Lee Kai Ming, aged 33, is our financial controller and company secretary. He is responsible for overseeing our financial reporting, financial planning, treasury, financial control and company secretarial matters. Mr. Lee has over six years of experience in the accounting industry and he has been working for our Group since February 2018. Mr. Lee obtained a bachelor of business administration in accountancy from The Hong Kong Polytechnic University in October 2012. He was admitted as a certified public accountant of Hong Kong Institute of Certified Public Accountants in September 2016.

Mr. Lee Ka Keung, aged 38, is a senior quality control manager of our Group. He is primarily responsible for overseeing the execution of projects and supervising workers at construction sites. He has been working for our Group since June 2011. Prior to joining our Group, Mr. Lee worked for several construction companies and he has more than 11 years of experience in the construction industry in Hong Kong. Mr. Lee obtained a diploma and a higher diploma in building services engineering from the Vocational Training Council in July 2005 and February 2011, respectively. Mr. Lee completed a construction safety supervisor course organised by the Construction Industry Training Authority in November 2007.

高級管理層

林茂源先生，49歲，本集團的高級設計經理，彼負責監督一般技術和工程、招標籌備及合規事宜。自2017年3月起，林先生一直任職於本集團。加入本集團前，林先生曾於多間建築及工程相關公司工作且彼於建築行業擁有逾21年經驗。林先生於2002年7月獲得職業訓練局頒發的建築學高級文憑。

李啟明先生，33歲，為我們的財務總監兼公司秘書。彼負責監督財務報告、財務規劃、金庫、財務控制和公司秘書事務。李先生於會計行業擁有逾6年的經驗，且自2018年2月起，李先生一直任職於本集團。李先生於2012年10月獲得香港理工大學會計學工商管理學士學位。於2016年9月，彼獲認可為香港會計師公會的執業會計師。

李嘉強先生，38歲，本集團高級質量控制經理。彼主要負責監督項目執行及監管建築工地工人。自2011年6月起，他一直任職於本集團。於加入本集團前，李先生於多間建築公司工作且彼於香港建築行業擁有逾11年經驗。李先生於2005年7月及2011年2月分別獲得職業訓練局屋宇裝備工程學文憑及高級文憑。於2007年11月，李先生完成由建造業訓練局舉辦的建造業安全督導員課程。

Corporate Governance Report

企業管治報告

The Company strives to attain and maintain a high standard of corporate governance as it believes that effective corporate governance practices are fundamental to enhancing shareholders' value and safeguarding interests of shareholders and other stakeholders. Accordingly, the Board attributes a high priority to identifying and implementing appropriate corporate governance practices to ensure transparency, accountability and effective internal controls.

The Company has adopted all the code provision in the Corporate Governance Code (the "CG Code") in Appendix 14 to the Listing Rules as its own code on corporate governance practices. During the Year, the Company has complied with the code provisions under the CG Code, except for the deviation from code provision A.2.1 of the CG Code as explained below. The Company will continue to enhance its corporate governance practices appropriate to the operation and growth of the business of the Group.

BOARD OF DIRECTORS

The Board is responsible for formulating business strategies and monitoring the performance of the business of the Group. Other than the daily operational decisions which are delegated to the management of the Group, most of the decisions are made by the Board. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Company has complied with Rules 3.10(1) and 3.10A of the Listing Rules during the Year. The Board is constituted of five members, including two executive Directors and three independent non-executive Directors.

The composition of the Board is as follows:

Executive Directors

Mr. Chen Yuet Wa (*Chairman and Chief Executive Officer*)

Mr. Chan Fai

Independent Non-Executive Directors

Mr. Chow Chi Fai

Mr. Chan Hon Ki

Mr. Yu Chi Wing

Biographical details of each Director are set out on pages 26 to 28 of this annual report.

本公司相信有效的企業管治常規為提升股東價值與保障股東及其他持份者權益的基礎，因此，其致力達致及維持高標準的企業管治。因此，董事會極為注重訂定及執行適當的企業管治常規，確保具有透明度、問責精神及有效內部監控。

本公司已採納上市規則附錄14所載之企業管治守則（「企業管治守則」）的所有守則條文作為其自身的企業管治常規守則。於本年度，本公司一直遵守企業管治守則的守則條文，惟下文所述有關偏離企業管治守則守則條文第A.2.1條除外。本公司將繼續加強其企業管治常規，以配合本集團的業務營運及增長。

董事會

董事會負責制定業務策略及監控本集團之業務表現。除本集團管理層獲授權作出日常經營決策外，大部分決策乃由董事會決定。全體董事（包括獨立非執行董事）給董事會帶來廣泛寶貴之業務經驗、知識及專業技能，使其有效且高效運作。

於本年度，本公司已遵從上市規則第3.10(1)及第3.10A條的規定。董事會由五名成員組成，包括兩名執行董事及三名獨立非執行董事。

董事會成員如下：

執行董事

陳越華先生（主席兼行政總裁）

陳輝先生

獨立非執行董事

周志輝先生

陳漢淇先生

于志榮先生

各董事之履歷詳情載於本年報第26至28頁。

Corporate Governance Report

企業管治報告

The Company has signed a letter of appointment with each of the independent non-executive Directors on 12 December 2019. The principal particulars of these appointment letters are (a) each of them agreed to act for an initial term of two year commencing from the Listing Date with a director's fee, which may be terminated by not less than three month' written notice served by either party on the other, and (b) is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

Pursuant to the Articles of Association, one-third of the Directors shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement by rotation at least once every 3 years. However, a retiring Director shall be eligible for re-election.

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines during the Year and up to the date of this annual report. The Company has also complied with Rule 3.10(2) of the Listing Rules. One of the independent non-executive Directors possesses the appropriate professional accounting qualifications and financial management expertise.

During the Year, five Board meetings and one annual general meeting were held and the attendance record of each Director is set out in the table below:

本公司已於2019年12月12日與各獨立非執行董事簽訂委任函。該等委任函之主要詳情為：(a)其各自同意出任董事，初步任期自上市日期起計為期兩年，且享有董事袍金，該委任函可由一方向另一方發出不少於三個月之書面通知予以終止，及(b)須受委任函所載之終止條文及細則所載董事輪值退任條文所規限。

根據組織章程細則，三分之一的董事須於各股東週年大會上輪值退任，各董事須至少每3年輪值退任一次，而退任董事合資格重選連任。

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出的年度獨立性確認。本公司認為，全體獨立非執行董事於本年度及直至本年報日期均符合載於上市規則第3.13條之獨立性指引，並根據該指引之條款屬獨立人士。本公司亦已遵從上市規則第3.10(2)條的規定。一名獨立非執行董事具備合適專業會計資格及財務管理專業知識。

於本年度，本公司舉行五次董事會會議及一次股東週年大會，各董事出席的記錄載於下表：

Directors 董事		Attendance/Number of Meeting 出席次數／會議次數	
		Board Meeting 董事會會議	Annual General Meeting 股東週年大會
Executive Directors 執行董事			
Mr. Chen Yuet Wa (Chairman and Chief Executive Officer)	陳越華先生(主席兼行政總裁)	5/5	1/1
Mr. Chan Fai	陳輝先生	5/5	1/1
Independent non-executive Directors 獨立非執行董事			
Mr. Chow Chi Fai	周志輝先生	5/5	1/1
Mr. Chan Hon Ki	陳漢淇先生	5/5	1/1
Mr. Yu Chi Wing	于志榮先生	5/5	1/1

Every Director is entitled to have access to Board papers and related materials, and the advice and services of the Company Secretary, and has the liberty to seek independent professional advice at the Company's expense if so reasonably required. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. The Company expects to convene at least four regular Board meetings in each financial year at approximately quarterly intervals in accordance with code provision A.1.1 of the CG Code.

According to code provision A.2.1 of the CG Code, the role of the chairman and the chief executive officer of the Company should be separate and should not be performed by the same individual. During the Year, the role of the chairman and the chief executive officer of the Company are both performed by Mr. Chen Yuet Wa. In view of Mr. Chen Yuet Wa's role in the day-to-day management and operations of the Group, being one of the Controlling Shareholders of the Group and as one of the Directors if not the sole director of other members of the Group, as at the date of this annual report, the Board believes that it is more effective and efficient overall business planning and implementation of business decisions and strategies of the Group that it shall be in the best interests of the Group for Mr. Chen Yuet Wa to take up the dual roles of chairman and chief executive officer of the Company. Therefore, the Board considers that the deviation from code provision A.2.1 of the CG Code is appropriate in such circumstance and that there are sufficient checks and balances in place by the operations of the Board, which comprises experienced and high calibre individuals and adequate independent element in the composition of the Board. The Board will continue to review and consider splitting the roles of chairman and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole. The Directors are aware that the Company is expected to comply with the CG Code. Any deviation from the CG Code should be carefully considered and disclosed in the interim and annual report. Save as disclosed above, the Company will continue to comply with the CG Code to protect the best interests of the shareholders.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the transactions of securities of the Company by the Directors and the relevant employees (who likely possess inside information of the Company) (the "**Securities Dealing Code**") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules. All Directors have confirmed, following specific enquiries by the Company, that they fully complied with the Model Code and the Securities Dealing Code during the Year.

各董事有權索取董事會文件及有關材料，亦可請公司秘書提供意見及服務，並可於合理需要時自行尋求獨立專業意見，費用由本公司承擔。董事將獲持續提供上市規則及其他適用監管規定之重大發展之更新資料，以確保彼等遵守及秉持良好的企業管治常規。根據企業管治守則之守則條文第A.1.1條，本公司預期將於每個財政年度舉行至少四次定期董事會會議，約為每季度一次。

根據企業管治守則守則條文第A.2.1條，本公司主席與行政總裁的職責應有區分，且不應由同一人士兼任。於本年度，本公司主席及行政總裁由陳越華先生兼任。鑒於陳越華先生負責本集團的日常管理及營運，並為本集團其中一名控股股東，且於本年報日期為本集團其他成員公司的董事之一或唯一董事，董事會相信由陳越華先生兼任本公司主席及行政總裁職務使本集團更有效及高效地進行整體業務規劃及執行業務決策及策略，其符合本集團的最佳利益。因此，董事會認為，於該情況下偏離企業管治守則守則條文第A.2.1條屬適當，且透過董事會的運作，已給予足夠的制衡。董事會成員由經驗豐富及富有才幹之人士組成，且董事會組成中具備充分之獨立元素。董事會將持續檢討，並於考慮本集團的整體狀況後，在合宜及適當時候區分本公司主席及行政總裁的職責。董事得悉，本公司預期會遵守企業管治守則。企業管治守則的任何偏離情況均應予仔細考慮，並於中期及年度報告披露。除上文所披露者外，本公司將繼續遵守企業管治守則，以保障股東的最佳利益。

董事進行的證券交易

本公司已就董事及相關僱員（可能管有本公司內幕消息之人士）進行本公司證券交易採納一項行為守則（「證券買賣守則」），其條款不遜於上市規則附錄十上市發行人董事進行證券交易的標準守則（「標準守則」）所載規定準則。經本公司向董事作出特別查詢，全體董事均已確認彼等於本年度已遵守標準守則及證券買賣守則。

Corporate Governance Report

企業管治報告

CONTINUOUS PROFESSIONAL DEVELOPMENT

The Company encourages the Directors to attend any relevant programme to further enhance their knowledge so as to enable them to discharge their duties and responsibilities more effectively. Prior to the Listing Date, all Directors have been given relevant guideline materials and attended a training regarding the duties and responsibilities of being a Director, the CG Code, the Listing Rules and applicable laws and regulations and duty of disclosure of interest. Such induction materials and briefing will also be provided to newly appointed Directors shortly upon their appointment as Directors. Continuing briefings and professional development to Directors will be arranged from time to time.

The Directors confirmed that they have complied with the code provision A.6.5 of the CG Code on Directors' training. During the period under review, all Directors have participated in continuous professional development by attending seminars/in-house briefing/reading materials to develop and refresh their knowledge and skills.

All Directors have provided record of their training attendance and the Company will continue to arrange and fund the training in accordance with the CG Code.

BOARD COMMITTEES

The Board has established three committees, namely the audit committee the "Audit Committee", the nomination committee (the "Nomination Committee") and the remuneration committee (the "Remuneration Committee"). The table below provides the membership information of these committees on which certain Board members served:

Director 董事	Board Committee 董事委員會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Mr. Chen Yuet Wa	陳越華先生	-	M	C
Mr. Chan Fai	陳輝先生	-	-	-
Mr. Chow Chi Fai	周志輝先生	C	M	-
Mr. Chan Hon Ki	陳漢淇先生	M	C	M
Mr. Yu Chi Wing	于志榮先生	M	-	M

Notes:

C: Chairman of the relevant committees
M: Member of the relevant committees

持續專業發展

本公司鼓勵董事出席任何可進一步提高其知識的相關課程，使其能夠更有效地履行其職責及責任。於上市日期前，所有董事均獲發相關指導材料，以及參加有關身為董事的職責和職權、企業管治守則、上市規則及適用法律法規及權益披露職責的相關培訓。緊接新任董事獲委任為董事後，其亦會獲發該等就職資料及簡報。董事的持續簡報及專業發展將不時進行安排。

董事確認，彼等遵守有關董事培訓的企業管治守則第A.6.5條守則條文。於回顧期間，全體董事均通過參加研討會／內部簡報／閱讀材料參與職業的不斷發展，以發展及更新彼等的知識及技能。

全體董事已提供其參加培訓的記錄，本公司亦將繼續根據企業管治守則安排培訓及為培訓撥資。

董事委員會

董事會已設立三個委員會，即審核委員會（「審核委員會」）、提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）。下表提供在該等委員會擔任職位的若干董事會成員之成員資料：

附註：

C：相關委員會主席
M：相關委員會成員

AUDIT COMMITTEE

The Company established the Audit Committee on 12 December 2019 with written terms of reference in compliance with the Listing Rules and the CG Code. The primary duties of the Audit Committee include, among others, (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and approving the remuneration and terms of engagement of the external auditors; (b) reviewing the Company's financial statements, the annual report and accounts and the half-year report and significant financial reporting judgments contained therein; and (c) reviewing the Company's financial controls, internal control and risk management systems.

During the Year, the Audit Committee has held two meetings to review the accounting principles and practices adopted by the Group and the financial results for the six months ended 30 September 2021 and the Year. The individual attendance record of each member at the meeting of Audit Committee is set out below:

審核委員會

本公司已於2019年12月12日遵照上市規則及企業管治守則規定成立審核委員會並制定書面職權範圍。審核委員會之主要職責是(其中包括)(a)就委任、續聘及罷免外部核數師向董事會作出推薦建議，並批准委聘外部核數師之薪酬及條款；(b)審閱本公司之財務報表、年報及賬目、半年度報告及其中所載的重大財務報告判斷；及(c)審閱本公司之財務監控、內部監控及風險管理系統。

於本年度，審核委員會舉行了兩次會議，以審閱本集團採納的會計原則及慣例以及截至2021年9月30日止六個月及本年度的財務業績。各成員出席審核委員會會議的個別出席記錄載列如下：

Name of member of the Audit Committee		Attendance/ Number of Audit Committee Meeting
審核委員會成員姓名		出席次數/ 審核委員會 會議次數
Mr. Chow Chi Fai (Chairman)	周志輝先生(主席)	2/2
Mr. Chan Hon Ki	陳漢淇先生	2/2
Mr. Yu Chi Wing	于志榮先生	2/2

NOMINATION COMMITTEE

The Company established the Nomination Committee on 12 December 2019 with written terms of reference in compliance with the CG Code. The primary duties of the Nomination Committee include, among others, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the corporate strategy; (b) identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (c) assessing the independence of the independent non-executive Directors; (d) making recommendations to the Board on the appointment or re-appointment of and succession planning for the Directors; (e) reviewing the board diversity policy of the Company ("Board Diversity Policy"); and (f) developing and reviewing, as appropriate, the policy for the nomination of Directors.

提名委員會

本公司已於2019年12月12日遵照企業管治守則成立提名委員會並制定書面職權範圍。提名委員會之主要職責是(其中包括)(a)至少每年一次審閱董事會架構、規模及組成(包括技能、知識及經驗)並就配合企業策略而對董事會作出的任何建議變更作出推薦建議；(b)物色合資格成為董事會成員的合適人選，並挑選或就篩選獲提名出任董事職位之人選向董事會作出推薦建議；(c)評估獨立非執行董事的獨立性；(d)就董事委任或續聘及繼任計劃向董事會作出推薦建議；(e)審閱本公司董事會多元化政策(「董事會多元化政策」)；及(f)制定及審閱(如適用)董事提名政策。

Corporate Governance Report

企業管治報告

During the Year, the Nomination Committee held a meeting and the attendance record of each Director is set out in the table below:

於本年度，提名委員會舉行了一次會議，而各董事的出席記錄載列於下表：

Name of member of the Nomination Committee		Attendance/ Number of Nomination Committee Meeting
提名委員會成員姓名		出席次數/ 提名委員會 會議次數
Mr. Chen Yuet Wa (<i>Chairman</i>)	陳越華先生(主席)	1/1
Mr. Chan Hon Ki	陳漢淇先生	1/1
Mr. Yu Chi Wing	于志榮先生	1/1

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 12 December 2019 with written terms of reference in compliance with the Listing Rules and the CG Code. The primary duties of the Remuneration Committee, under the principle that no Director or any of his associates should be involved in deciding his own remuneration include, among others, making recommendations to the Board on (a) the remuneration policy and structure for all of the Directors and senior management; (b) the establishment of a formal and transparent procedure for developing remuneration policies; (c) the remuneration packages of the executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their offices or appointments; and (d) the remuneration of the non-executive Directors.

During the Year, a meeting was held and the attendance record of each Director is set out in the table below:

薪酬委員會

本公司已於2019年12月12日遵照上市規則及企業管治守則成立薪酬委員會並制定書面職權範圍。在董事或其任何聯繫人士不應參與決定其薪酬的原則下，薪酬委員會之主要職責是(其中包括)就下列事項向董事會作出推薦建議：(a) 全體董事及高級管理層的薪酬政策及架構；(b) 就發展薪酬政策建立正式及透明程序；(c) 執行董事及高級管理層的薪酬待遇，包括實物利益、退休金權利及賠償付款(包括任何因彼等離職或終止委任應付的任何賠償)；及(d) 非執行董事之薪酬。

於本年度，舉行了一次會議，而各董事的出席記錄載列於下表：

Name of member of the Remuneration Committee		Attendance/ Number of Remuneration Committee Meeting
薪酬委員會成員姓名		出席次數/ 薪酬委員會 會議次數
Mr. Chan Hon Ki (<i>Chairman</i>)	陳漢淇先生(主席)	1/1
Mr. Chen Yuet Wa	陳越華先生	1/1
Mr. Chow Chi Fai	周志輝先生	1/1

Full details of remuneration of the Directors and the five highest paid employees are set out in notes 15(a) and 15(b) to the financial statements of this annual report.

有關董事及五名最高薪酬人士之薪酬全部詳情載列於本年報財務報表附註15(a)及15(b)。

BOARD DIVERSITY POLICY

The Board has adopted the board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company. In designing the Board's composition, the Board has been considering from a number of perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills, and knowledge. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will review the board diversity policy from time to time to ensure its continued effectiveness and monitor its implementation by conducting review of the Board's composition at least once annually.

NOMINATION POLICY

The Company has adopted a nomination policy (the "**Nomination Policy**") for the purpose to identify and evaluate a candidate for nomination to the Board for appointment or to the shareholders for election as a Director. The Nomination Committee shall consider, among others, the following criteria in evaluating and selecting candidates for directorships:

- Reputation for integrity;
- Accomplishment, experience and reputation in the relevant industry and other relevant sectors;
- Commitment in respect of sufficient time, interest and attention to the Company's business;
- Diversity in all aspects, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge;
- The ability to assist and support management and make significant contributions to the Company's success;
- Compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive Director; and
- Any other relevant factors as may be determined by the Committee or the Board from time to time.

董事會多元化政策

董事會已採納董事會多元化政策，當中載列達致本公司可持續及平衡發展以及提升本公司表現質素之方法。確定董事會成員組成時，董事會已從多個角度考慮，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他方面)、技能及知識。最終決定乃基於經選定人選將為董事會帶來的裨益及作出的貢獻。

提名委員會將不時審閱董事會多元化政策，透過至少每年檢討一次董事會組成以確保其一貫的效力並監控其執行情況。

提名政策

本公司已採納提名政策(「**提名政策**」)，目的為識別及評核候選人，供提名委任為董事會成員或供股東選舉為董事。提名委員會於評核及遴選董事職位之候選人時將考慮(其中包括)以下標準：

- 信譽；
- 於相關行業及其他相關界別的成就、經驗及信譽；
- 承諾對本公司業務投放充足時間、利益及關注；
- 各方面多元性，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他)、技能及知識；
- 能夠協助及支持管理層及對本公司成功作出重大貢獻；
- 符合上市規則第3.13條所指就委任獨立非執行董事的獨立性條件；及
- 委員會或董事會可能不時釐定的任何其他相關因素。

Corporate Governance Report

企業管治報告

Each proposed new appointment, election or re-election of a Director shall be assessed and/or considered against the criteria and qualifications set out in the Nomination Policy by the Nomination Committee which shall recommend its views to the Board and/or the shareholders for consideration and determination.

COMPANY SECRETARY

Mr. Lee Kai Ming, was appointed as the company secretary on 12 December 2019. The company secretary reports to the chief executive officer directly and is responsible to the Board for ensuring that the Board procedures, applicable laws, rules and regulations are followed as well as the Board activities are efficiently and effectively conducted. He is also responsible for ensuring that the Board is fully apprised of the relevant corporate governance developments relating to the Group and facilitating the induction and professional development of the Directors. During the Year, Mr. Lee Kai Ming has undertaken no less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules.

DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for overseeing the preparation of the consolidated financial statements of the Group for the Year, which give a true and fair view of the financial position of the Group on a going concern basis and are in compliance with the relevant accounting standard and principles, applicable laws and disclosure provisions of the Listing Rules. The Directors aim to present a clear and understandable assessment of the Group's financial position and prospects. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The responsibilities of the external auditors with respect to the financial reporting are set out in the "Independent Auditor's Report" of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROLS

One of the major functions of the Board is to maintain an adequate risk management and internal control systems to safeguard shareholders' investments and the Group's assets, and reviewing their effectiveness annually through the Audit Committee. The Audit Committee reports to the Board on any material issues and makes recommendations to the Board.

每項建議新委任、推選或重選董事將由提名委員會根據提名政策中載列之標準及資格進行評估及／或考量。提名委員會將向董事會及／或股東提供推薦建議，供其考慮及作出決定。

公司秘書

李啟明先生於2019年12月12日獲委任為公司秘書。公司秘書直接向行政總裁報告，並對董事會負責，以確保遵循董事會的程序、適用法律、規則及規例以及高效及有效地開展董事會活動。彼亦負責確保董事會全面評估與本集團有關的相關企業管治發展，並促進董事的入職及專業發展。於本年度，李啟明先生已遵照上市規則第3.29條之規定接受不少於15個小時的相關專業培訓。

董事及核數師對綜合財務報表所承擔的責任

董事確認彼等有責任監督本集團於本年度之綜合財務報表的編製情況，有關報表乃按持續經營基準編製，真實公平地反映本集團的財務情況且遵守有關會計準則及原則、適用法律及上市規則的披露條文。董事旨在就本集團的財務狀況及前景提供清晰及易於理解的評估。董事會並不知悉有任何重大不明朗因素，其涉及可能對本集團持續經營能力產生重大疑問的事件或狀況。

有關外部核數師財務申報的責任載列於本年報的「獨立核數師報告」。

風險管理及內部監控

董事會的主要職責之一乃維持一個充分的風險管理及內部監控系統，以保障股東的投資及本集團資產，並透過審核委員會每年檢討有關系統的有效性。審核委員會向董事會報告任何重大事宜並向董事會提供推薦意見。

Corporate Governance Report

企業管治報告

Policies and procedures have been designed to safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with applicable law, rules and regulations. The policies and procedures provide a reasonable assurance that material misstatements or losses are prevented, potential interruption of the Group's management system is detected, and risks existing in the course of arriving at the Group's objectives are properly managed.

During the Year, the Company engaged an external independent consulting firm to review the effectiveness of certain of the Group's risk management and internal controls systems. Relevant recommendations made by the consultant have already been implemented in stages by the Group to further enhance its internal control policies, procedures and practices. The Board considered that the Group's risk management and internal control systems were effective and adequate during the Year.

The Group has conducted an annual review on whether there is a need for an internal audit department. Given the Group's relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

AUDITORS' REMUNERATION

For the Year, RSM Hong Kong was engaged as the Group's independent auditors. The statement of the auditors of the Company about their reporting responsibilities on the Group's consolidated financial statements for the Year is set out in the "Independent Auditor's Report" of this annual report. During the Year, the remuneration paid or payable to the Company's auditors, RSM Hong Kong, and its affiliated firms, in respect of their audit and non-audit services was as follows:

制訂政策及程序以防止資產未經授權使用或出售、確保會計記錄妥為保存以提供可靠財務資料供內部使用或刊發，以及確保遵守適用法律、法規及規定。該等政策及程序可合理保證防止出現重大錯誤陳述或損失、偵測本集團的管理系統的潛在中斷及合理管理本集團於達標過程中所存在之風險。

於本年度，本公司委聘一家外部獨立顧問公司檢討本集團若干風險管理及內部監控系統的有效性。本集團已分階段執行該顧問提供的相關建議，以進一步加強其內部監控政策、程序及慣例。董事會認為本集團的風險管理及內部監控系統於本年度仍屬有效且充足。

本集團對是否需要設立內部審核部門，已作年度檢討。鑒於本集團的公司及運作架構相對精簡，為避免分散資源建立獨立的內部審核部門，在審核委員會的協助下，董事會直接負責本集團的風險管理及內部監控系統以檢討其有效性。

核數師薪酬

於本年度，羅申美會計師事務所獲委任為本集團的獨立核數師。本公司核數師關於其對本集團於本年度綜合財務報表的報告責任的聲明載於本年報的「獨立核數師報告」。於本年度，已付或應付本公司核數師羅申美會計師事務所及其聯屬公司的審核及非審核服務薪酬如下：

		HK\$'000 千港元
Audit services	審核服務	700
Non-audit services:	非審核服務：	
Agreed-upon procedures of unaudited interim financial information	未經審核中期財務資料的議定程序	200
Service performed in related to Circular for Major Transaction	就主要交易通函提供的服務	90

Corporate Governance Report

企業管治報告

DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on Directors' liabilities have been in force to protect the Directors and officers of the Group from their risk exposure from the business of the Group.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with all shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations.

The Company has established several communication channels, including (a) the annual and extraordinary general meetings which provide a forum for shareholders to communicate directly with the Board; (b) printed corporate documents mailing to shareholders; (c) announcement disseminating the latest activities of the Group on the websites of the Company and the Stock Exchange; and (d) the Company's website providing an electronic means of communication.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convene an EGM

The following procedures for shareholders to convene an extraordinary general meeting ("EGM") are subject to the Articles of Association (as amended from time to time), and the applicable legislations and regulations, in particular the Listing Rules (as amended from time to time):

- (a) Pursuant to article 58 of the Articles of Association, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (the "**Eligible Shareholder(s)**") carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition;
- (b) The written requisition must state the purposes of the meeting, signed by the Eligible Shareholder(s) and deposited to the Board or the Company Secretary at the Company's principal place of business at Flat A & D, 4/F, Phase 1, Kwai Shing Industrial Building, 36-40 Tai Lin Pai Road, Kwai Chung, New Territories Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists;

董事及高級人員保險

就董事須承擔之責任投保的合適保險已生效，以保護本集團董事及高級人員免受本集團業務的風險。

投資者關係及與股東的溝通

董事會認同與全體股東保持良好溝通的重要性。本公司認為保持高透明度乃加強投資者關係的關鍵。

本公司已建立若干溝通渠道，包括(a)股東週年大會及股東特別大會，為股東提供直接與董事會交流之平台；(b)寄發予股東之公司印副本文件；(c)於本公司及聯交所網站宣佈本集團之最新業務動向之公告；及(d)本公司網站提供電子通訊方式。

股東權利

股東召開股東特別大會的程序

下列股東召開股東特別大會(「股東特別大會」)的程序乃受組織章程細則(經不時修訂)及適用法例及法規(特別是上市規則(經不時修訂))所規限：

- (a) 根據組織章程細則第58條，於存放請求書當日持有附帶權利可於本公司股東大會上投票之本公司繳足股本不少於十分之一之任何一名或多名股東(「合資格股東」)，有權隨時向董事會或公司秘書發出書面請求書，要求董事會就處理相關請求書中指明之任何事務召開股東特別大會；及該股東特別大會須於存放相關請求書後兩個月內舉行；
- (b) 由合資格股東簽署的該書面請求書須列明會議目的，並存放在董事會或本公司主要營業地點(地址為香港新界葵涌大連排道36-40號貴盛工業大廈一期4樓A及D室)的公司秘書處。該請求書可能包含若干文件(如表格)，均須由一名或多名請求人簽署；

- (c) The requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding, the reason(s) to convene an EGM and the details of the business(es) proposed to be transacted in the EGM, and must be signed by the Eligible Shareholder(s) concerned together with a deposit of a sum of money reasonable sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered shareholders;
- (d) The requisition will be verified with Hong Kong branch share registrar and transfer office of the Company and upon their confirmation that the requisition is proper and in order, the Board will convene an EGM by serving sufficient notice in accordance with the requirements under the Articles to all the registered shareholders. On the contrary, if the requisition has been verified as not in order or the shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not call for an EGM; and
- (e) If within 21 days of such deposit the Board fails to proceed to convene such meeting the Eligible Shareholder(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) by the Company.
- (c) 請求書必須清楚列明有關合資格股東的姓名、持股量、召開股東特別大會的原因及於股東特別大會提呈處理事宜的詳情，並須由有關合資格股東簽署及隨附合理足夠款項，用以支付本公司根據法定要求向全體登記股東發出決議案通知及傳遞有關股東所呈交陳述書產生的開支；
- (d) 請求書將由本公司的香港股份過戶登記分處核實，於確定請求書為合適及適當時，董事會將根據細則的規定向全體登記股東送達充分通知以召開股東特別大會。相反，倘請求書核實為不適當或有關股東未能繳存足夠款項作為本公司上述用途的開支，則有關合資格股東將獲知會此結果，而董事會不會因此召開股東特別大會；及
- (e) 倘董事會於存放請求書後21日內未召開該大會，則合資格股東可自行以同樣方式召開大會，合資格股東因董事會未召開大會而產生之所有合理開支將由本公司補償予合資格股東。

Procedures by which enquiries may be put to the Board

Shareholders may, at any time, direct enquiries to the Board. Such enquiries can be addressed to the Company Secretary in writing by mail to the Company's principal place of business in Hong Kong at Flat A & D, 4/F, Phase 1, Kwai Shing Industrial Building, 36-40 Tai Lin Pai Road, Kwai Chung, New Territories Hong Kong.

Procedures for putting forward proposals at shareholders' meeting

There are no provisions in the Articles of Association or the Companies Law of the Cayman Islands for Shareholders to put forward proposals at general meetings of the Company. Shareholders who wish to put forward proposals may request the Company to convene an extraordinary general meeting in accordance with the procedures set out above.

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

During the Year, there were no changes to the constitutional documents of the Company.

向董事會作出提問的程序

股東可隨時向董事會直接作出書面提問，該等提問可郵寄至本公司於香港的主要營業地點，地址為香港新界葵涌大連排道36-40號貴盛工業大廈一期4樓A及D室，註明收件人為公司秘書。

在股東大會提出建議的程序

組織章程細則或開曼群島公司法並無有關股東於本公司股東大會上提呈建議之條文。擬提呈建議之股東可要求本公司根據上文所載程序召開股東特別大會。

章程文件的重大變動

於本年度，並未對本公司的章程文件作出任何更改。

Environmental, Social and Governance Report

環境、社會及管治報告

SECTION 1 INTRODUCTION

Wah Wo Holdings Group Limited and its subsidiaries (collectively referred to as the “**Group**”) is principally an established contractor engaged in façade works with a focus on window in Hong Kong. Façade works can be classified into window, window wall system, curtain wall system and other façade members. We principally provide design and build services for new buildings and renovation services for built premises. Our services generally include developing designs, conducting structural calculations and preparing shop drawings, as well as management and coordination of various aspects of a project which involve procurements of building materials from materials suppliers and/or subcontracting of installation works to our subcontractors, on-site project management and post-project completion and maintenance services.

The Group incorporates environmental, social and governance (“**ESG**”) approaches into its daily management to achieve the optimum balance on its economic performance, environmental protection, social responsibility, and stakeholder satisfaction.

The Board is fully committed to formulating and implementing ESG strategies. Its ESG performance is supervised by the Board members. Relevant risks and opportunities have been embedded into the Group’s strategic goals, which are also closely aligned with the overall mission and vision on sustainability. While developing the Group’s goals, we firmly adhered to principles of good corporate governance and had carefully considered our activities’ influences on the environment and the Hong Kong society. Corporate social responsibilities were also integrated into the Group’s business strategy and management approach.

The Group is delighted to present the Environmental, Social and Governance Report (“**ESG Report**”) for the year ended 31 March 2022 (“**Reporting Period**”) in the following to illustrate and highlight our efforts and performance in achieving sustainable development in both the environment and social aspects.

第一節 緒言

華和控股集團有限公司及其附屬公司(統稱為「**本集團**」)為一家主要於香港發展成熟的外牆工程承判商，專注於窗戶方面。外牆工程可分為窗戶、窗口牆系統、幕牆系統及其他外牆組件。我們專注於就新建樓宇提供設計及建造服務及就現有樓宇提供翻新服務。我們的服務通常包括準備設計、進行結構計算及繪製施工圖以及項目各方面的管理及統籌，當中包括自材料供應商採購建築材料及／或分包安裝工程予我們的次承判商、現場項目管理及項目後竣工及維修服務。

本集團將環境、社會及管治(「**環境、社會及管治**」)方針融入日常管理，務求在經濟表現、環境保護、社會責任及持份者滿意度方面取得最佳平衡。

董事會完全致力於制定及實施環境、社會及管治策略。董事會成員負責監督其環境、社會及管治表現。相關風險及機遇已於本集團戰略目標中體現，有關目標亦與可持續發展的總體使命及遠景高度一致。在制定本集團目標時，我們堅定遵循良好企業管治的原則，並已審慎考慮我們的活動對環境及香港社會的影響。本集團亦將企業社會責任納入其業務策略及管理方針。

本集團欣然於下文呈列截至2022年3月31日止年度(「**報告期間**」)的環境、社會及管治報告(「**環境、社會及管治報告**」)，以闡述及強調我們為實現可持續發展而在環境及社會方面作出的努力及表現。

Environmental, Social and Governance Report

環境、社會及管治報告

SECTION 2 ABOUT THIS REPORT

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities on Main Board of the Stock Exchange of Hong Kong Limited (“**ESG Reporting Guide**”), with the aim to inform relevant parties and stakeholders of our policies, measures and performance regarding environmental, social and governance issues. To ensure a comprehensive ESG reporting, we would continuously take note of different ESG issues and assess their relevance to our ESG reporting.

The Group attaches great importance to materiality, quantitative, balance and consistency during the preparation of the ESG Report. The Group has applied these reporting principles in the aforementioned ESG Reporting Guide as the following:

- **Materiality:** Materiality assessment was conducted to identify material issues during the Reporting Period, thereby adopting the confirmed material issues as the focus for the preparation of the ESG Report. The materiality of issues was reviewed and confirmed by the Board and the ESG Management Team. Please refer to the section headed “Materiality Assessment” for further details.
- **Quantitative:** The standards and methodologies used in calculation of relevant data in the ESG Report, as well as the applicable assumptions were disclosed. The KPIs were supplemented by explanatory notes to establish benchmarks where feasible.
- **Balance:** The ESG Report was prepared based on an objective and impartial manner to ensure that the information disclosed faithfully reflects the overall ESG performance of the Group.
- **Consistency:** The statistical methodologies applied to this ESG Report were substantially consistent with the previous year, and explanations were provided regarding data with changes in the scope of disclosure and calculation methodologies. If there are any changes that may affect comparison with previous reports, the Group will add comments to the corresponding content of this ESG Report.

The scope of this ESG Report includes WWHG and its principal operating subsidiaries. ESG Report has undergone the internal review process of the Group and was approved by the Board.

第二節 關於本報告

本環境、社會及管治報告乃根據香港聯合交易所有限公司主板證券上市規則附錄二十七所載《環境、社會及管治報告指引》(「**環境、社會及管治報告指引**」)編製而成，旨在讓有關人士及持份者瞭解我們有關環境、社會及管治事宜的政策、措施及表現。為確保環境、社會及管治報告涵蓋全面，我們會持續關注不同的環境、社會及管治事宜，並評估其與我們環境、社會及管治報告的相關性。

本集團於編製環境、社會及管治報告時重視重要性、量化、平衡及一致性。本集團已應用前述環境、社會及管治報告指引的呈報原則，詳情如下：

- **重要性：**已採用重要性評估的方式，識別報告期間的重要性議題，進而以所確定的重要性議題為重點進行本環境、社會及管治報告的編製工作。董事會及環境、社會及管治管理團隊已審查並確認議題的重要性。進一步詳情請參閱「重要評估」一節。
- **量化：**已披露本環境、社會及管治報告中計算相關數據所採用的標準、方法以及適用的假設。以解釋附註對關鍵績效指標進行補充說明，以在可行的情況下制定基準。
- **平衡：**本環境、社會及管治報告以客觀、不偏不倚的方式編寫，以確保披露的資料如實反映本集團整體的環境、社會及管治表現。
- **一致性：**本環境、社會及管治報告所應用統計方法與往年基本一致，並已針對披露範圍及計算方式發生變化的數據進行說明。若任何可影響與過往報告進行比較的變動，本集團將會於本環境、社會及管治報告相應內容作出評論。

本環境、社會及管治報告的範圍包括華和控股集團及其主要營運附屬公司。環境、社會及管治報告已通過本集團內部審閱程序並獲董事會批准。

Environmental, Social and Governance Report

環境、社會及管治報告

SECTION 3 ENVIRONMENTAL

A1. Emissions

The Group is committed to complying with laws and regulations regarding environmental protection. It adopts effective measures to achieve resource efficiency, energy saving, and waste reduction. To reduce its impacts on the environment, the Group implements green office practices such as encouraging the use of recycled paper for printing and copying, double-sided printing and copying, and reducing energy consumption by switching off idling lights, air conditioners, and other electrical appliances. The Group strictly complies with applicable laws and regulations concerning environmental protection and pollution control, including, but not limited to: Air Pollution Control Ordinance, Noise Control Ordinance, and Waste Disposal Ordinance.

We recognize the importance of quality control and has established an adequate quality management system. The quality management system of the Group for the design, supply and installation of aluminum works is accredited by Hong Kong Quality Assurance Agency with the standards of the International Organization for Standardization ("ISO") 9001:2015 on 28 November 2013 and the certificate will be valid until 27 November 2022. We have in-house quality assurance requirements specifying, inter alia, specific work procedures for performing various types of works and responsibilities of personnel of different levels. Our staff is required to comply with these quality assurance requirements.

To safeguard our employees and other stakeholders against health and safety risks associated with our operations, out of our project management team members, four of them were qualified to act as safety supervisors and had completed the construction industry safety supervisor course held by the Construction Industry Council or the safety & health supervisor (construction) course held by the Occupational Health & Safety Council as at the Latest Practicable Date.

We pay due regards to compliance with laws and regulations that is relevant to our Group. At the same time, to uphold our corporate socially responsibilities, we care for our community members by actively participate in public welfare or charity events.

No material non-compliance with relevant laws and regulations relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste had been identified during the Reporting Period.

第三節 環境

A1. 排放物

本集團致力於遵守有關環境保護的法律法規。本集團採取行之有效的措施實現資源效率、節能及減少廢棄物產生。為減少對環境造成的影響，本集團推行綠色辦公作法，例如鼓勵使用再生紙打印及複印、雙面打印及複印，以及通過關閉閒置電燈、空調及其他電器減少能源消耗。本集團嚴格遵守有關環保及污染管制的適用法律法規，包括但不限於《空氣污染管制條例》、《噪音管制條例》及《廢物處置條例》。

我們深知質量控制的重要性，並已建立充足的質量管理體系。本集團有關鋁質工程的設計、供應及安裝的質量管理體系於2013年11月28日獲香港品質保證局授予國際標準化組織(「ISO」) 9001:2015標準認證，認證有效期直至2022年11月27日。我們設有內部質量保證要求，其中特別規定展開各種工作的具體工作程序及不同層級人員的責任。所有員工均須遵守該等質量保證要求。

為保障我們的僱員及其他持份者免受與我們營運相關的健康與安全風險，於最後實際可行日期，我們的項目管理團隊成員中有四名成員合資格擔任安全督導員，且已修完建造業議會舉辦的建造業安全督導員課程或職業安全健康局舉辦的安全健康督導員(建造業)課程。

我們十分重視遵守與本集團相關的法律法規。同時，為履行我們的企業社會責任，我們積極參與公益或慈善活動關心社區成員。

於報告期間，並無發現任何違反有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生的相關法律法規的重大不合規行為。

Environmental, Social and Governance Report

環境、社會及管治報告

A1.1: Emissions

The office did not generate direct air emissions. Renovation works carried out by sub-contractors may generate some indoor air pollutants, and the liability shall be borne by the sub-contractors. Meanwhile, the Group has deployed project managers at the site to supervise sub-contractors' work.

A1.2: Greenhouse Gas ("GHG") Emissions

Emissions from the Group were generated mainly from the consumption of mobile fuel (i.e. gasoline for the Group-owned vehicles). The Group-owned vehicles consuming fuel were used for daily business operations. Their combustion generated several air emissions including Nitrogen Oxides, Sulphur Oxides, and Respiratory Suspended Particles. Due to lack of data, only Nitrogen Oxides and Respiratory Suspended Particles could be calculated. The following presents the Group's Greenhouse Gas ("GHG") emissions for the Reporting Period:

GHG emissions from use of vehicles:

Aspects 1.2 層面 1.2	Unit 單位	2022 2022年	2021 2021年
Nitrogen Oxides 氮氧化物	gram 克	3,416	4,943
Respiratory Suspended Particles 可吸入懸浮顆粒物	gram 克	252	364

A1.3: Hazardous Waste

The Group did not generate a significant amount of hazardous waste due to its business nature. Thus, no data was recorded, and no policy has been formulated.

A1.4: Non-hazardous Waste

During the Reporting Period, the Group complied with the Waste Disposal Ordinance and did not aware there was material non-hazardous waste generated (2021: nil), given that the waste disposal was mainly born by main contractors. The major category of non-hazardous waste generated by main contractors includes construction and demolition (C&D) waste.

A1.1: 排放物

辦公室並無直接排放廢氣。次承判商進行的翻新工程可能會產生部分室內氣體污染物，而相關責任由次承判商承擔。同時，本集團已安排項目經理駐守現場，以監督次承判商的工作。

A1.2: 溫室氣體(「溫室氣體」)排放

本集團的排放物主要源自汽車燃料(即本集團車輛使用的汽油)的耗用。耗用燃料的本集團車輛用於日常業務營運。燃料燃燒產生氮氧化物、硫氧化物及可吸入懸浮顆粒物等幾種廢氣排放物。由於缺乏數據，僅可計算氮氧化物及可吸入懸浮顆粒物。下文呈列本集團於報告期間的溫室氣體(「溫室氣體」)排放：

使用汽車的溫室氣體排放

A1.3: 有害廢棄物

因其業務性質使然，本集團並無產生大量有害廢棄物。因此，並無記錄相關數據，亦無制定相關政策。

A1.4: 無害廢棄物

於報告期間，本集團遵守《廢物處置條例》及鑒於廢棄物處置主要由主承建商承擔，本集團並不知悉產生任何重大無害廢棄物(2021年：無)。主承建商所產生無害廢棄物的主要種類包括建築及拆卸廢料。

Environmental, Social and Governance Report

環境、社會及管治報告

A1.5: Measures to Mitigate Emissions

During the Reporting Period, the Group has set target to reduce 10% of GHG emissions over the next 5 years, using the Reporting Period as the baseline year. To reduce emissions from vehicles, employees are encouraged to take public transports. The Group plans schedule and arranges the route of its vehicles to avoid unnecessary travel and/or congestion. To reduce its emissions relating to business travel, the Group avoids non-essential business travel and encourages employees to take low-emissions travelling methods.

A1.6: Wastes Reduction and Initiatives

The Group has developed Green Office Practice to encourage wise use of resources while promoting waste reduction at source. The Group promotes paperless office — documents and information are transmitted electronically to avoid paper consumption. When printing is inevitable, paper should be printed on both sides whenever possible. The Group also encourages employees to recycle paper, plastic bottle and tin can. No formal policy on waste reduction has been established to regulate its sub-contractors. Nevertheless, they are encouraged to reduce waste and reuse resources to minimize the environmental impacts.

A2. Use of Resources

A2.1 Energy Consumption

The following presents the Group's direct energy consumption for the Reporting Period:

Direct Energy Consumption in total and intensity:

Aspects 2.1 層面 2.1	Unit 單位	2022 2022年	2021 2021年
Electricity Usage 用電	kWh 千瓦	107,978	70,601
Electricity Usage Intensity 用電密度	kWh/office 千瓦時／辦公室	47,990	44,590

A1.5: 減低排放量的措施

於報告期間，本集團制定目標，以報告期間為基準年度於未來五年將溫室氣體排放削減10%。為減少車輛排放，我們鼓勵僱員搭乘公共交通。本集團規劃時間表並安排其車輛路線，以避免不必要的出行及／或擁堵。為減少與商務出行有關的排放，本集團避免不必要的商務出行及鼓勵僱員選擇低排放的出行方式。

A1.6: 減少廢棄物及措施

本集團已制定綠色辦公常規，以鼓勵善用資源及推動從源頭減少廢棄物。本集團提倡無紙化辦公 — 通過電子方式傳輸文件及資料，以避免耗用紙張。在必須打印的情況下，應盡可能使用雙面打印。本集團亦鼓勵僱員循環利用紙張、膠樽及錫罐。本集團並無制定有關減少廢棄物的正式政策以規管其次承判商。儘管如此，我們亦鼓勵彼等減少廢棄物及重複利用資源，以將對環境造成的影響降至最低。

A2. 資源使用

A2.1 能源消耗

下文呈列本集團於報告期間的直接能源消耗：

直接能源總耗量及密度：

Environmental, Social and Governance Report

環境、社會及管治報告

A2.2 Water Consumption and A2.5 Packaging Material

Owing to the nature of our operations, other than the consumption of drinking water, our operations do not require the use of water or raw materials. There is also an absence of packing materials involved in our operations. As such, the Group has not placed emphasis on the development of policies in these areas.

A2.3 Energy and A2.4 Water Use Efficiency Initiatives

During the Reporting Period, the Group has set target to reduce 10% of energy consumption over the next 5 years, using the Reporting Period as the baseline year. The Group believes that reducing energy use could be mutually beneficial to the environment and the Group by reducing the operating costs and creating long-term value to its stakeholders. The Group encourages employees to switch off electrical appliances whenever not in use and all unnecessary lighting, air conditioners, and electrical appliances before they leave the office.

A3. The Environmental and Natural Resources

The Group believes that corporate development should not come at the expense of the environment. By integrating environmental consideration into our business strategies, we aim to be an environmentally sustainable enterprise. In the coming years, we would continue promoting GHG emission reduction, energy and water resource conservation and efficient use of natural resources. We believe that not only can raising environmental awareness and reinforcing the positive behavioral changes bring benefits to our financial situation, but also to the future generations.

A2.2 用水及 A2.5 包裝材料

因我們的業務性質使然，除使用飲用水外，我們的業務毋須使用水或原材料。我們的業務亦不涉及使用包裝材料。因此，本集團並未將重心放在該等領域的政策制定上。

A2.3 能源以及 A2.4 用水使用效益計劃

於報告期間，本集團制定目標，以報告期間為基準年度於未來五年將能源消耗削減10%。本集團相信，減少能源使用可減少營運成本，並為其持份者創造長期價值，從而令環境及本集團雙雙獲益。本集團鼓勵僱員關掉閒置電器及在下班前關掉所有不必要的照明設施、空調及電器。

A3. 環境及天然資源

本集團深信，企業發展不應以犧牲環境為代價。透過於業務策略中融入環保理念，我們旨在成為一間環境可持續公司。未來幾年，我們會繼續倡導溫室氣體減排、能源及水資源保育及天然資源的高效利用。我們相信這能提高環保意識、促進積極的行為變化，從而既有利於我們的財務狀況，又利於後世。

Environmental, Social and Governance Report

環境、社會及管治報告

A4. Climate Change

The Group recognises the importance of the identification and mitigation of significant climate-related matters; therefore, the Group is committed to managing the potential climate-related risks which may impact the Group's business activities. The Group has established risk management policy in identifying and mitigating different risks including climate-related risks. The Board meets regularly and cooperates closely with key management to identify and evaluate climate-related risks and to formulate strategies to manage the identified risks.

Through the above method, the Group identified the material impacts on the Group's business arising from the following risks:

A4.1: Climate-related matters

Physical Risks:

The increased frequency and severity of extreme weather such as typhoons, storms and heavy rains can disrupt the Group's operations by damaging the power grid and communication infrastructures, and injuring its employees during their work, leading to reduced capacity and decreased in productivity, or expose the Group to risks associated with non-performance and delayed performance. To minimise the potential risks and hazards, the Group has flexible working arrangements and precautionary measures during bad or extreme weather conditions.

Transition Risks:

The Group anticipates that there will be more stringent climate legislations and regulations to support the global vision of carbon neutrality. From a listed company's perspective, we acknowledge the increasing requirements of climate-related information disclosures. One example is the update of the ESG Reporting Guide in respect to significant climate-related impact disclosures of an issuer. Stricter environmental laws and regulations may expose enterprises to higher risks of claims and lawsuits. Corporate reputation may also decline due to failure to meet the compliance requirements for climate change. The related capital investment and compliance costs thus increase. In response to the policy and legal risks as well as reputation risks, the Group regularly monitors existing and emerging trends, policies and regulations relevant to climate and be prepared to alert the top management where necessary to avoid cost increments, non-compliance fines and/or reputational risks due to delayed response.

A4. 氣候變化

本集團深知識別及緩解重大氣候相關問題的重要性，因此，本集團致力於管理可能影響本集團業務活動的潛在氣候相關風險。本集團制定了風險管理政策，以識別和緩和不同風險，包括氣候相關的風險。董事會定期安排會議並與主要管理層緊密合作，識別和評估與氣候相關的風險，並制定策略以管理已識別風險。

透過上述方法，本集團識別出以下風險對本集團業務產生的重大影響：

A4.1：與氣候有關的問題

實體風險：

颱風、風暴和暴雨等極端天氣的頻率和嚴重程度增加可能會破壞電網及通信基礎設施，使員工遭受工傷，導致本集團經營中斷，進而使得產能降低和生產率下降，或使本集團面臨與不履約和延遲履約相關的風險。為將潛在風險和危害降至最低，本集團在惡劣或極端天氣條件下，採用靈活的工作安排和預防措施。

過渡風險：

本集團預計，未來將有更嚴格的氣候法規和規章來支持全球碳中和的願景。從一間上市公司的角度來看，我們承認氣候相關信息披露的要求越來越高。比如環境、社會及管治報告指引中，更新了有關發行人重大氣候影響披露的內容。環境法律、法規日漸嚴格，可能因此使企業面臨索賠和訴訟風險上升。同時，若未能滿足氣候變化的合規要求，公司聲譽可能因此下降。若此，相關資本投資和合規成本增加。為應對政策和法律風險以及聲譽風險，本集團定期監控與氣候相關的現有和新興趨勢、政策和法規，並準備在必要時提醒最高管理層，以避免因響應延遲而導致的成本增加、違規罰款及／或聲譽風險。

Environmental, Social and Governance Report

環境、社會及管治報告

SECTION 4 SOCIAL

B1. EMPLOYMENT AND LABOR PRACTICES

The Group stringently complies with national and local laws and regulations concerning employment and labor practices, including but not limited to the Employment Ordinance, the General Holiday Ordinance, the Disability Discrimination Ordinance, and the Race Discrimination Ordinance.

Employees are our most invaluable assets. It is our priority to ensure that the occupational health and safety of all employees, subcontractor workers and the surrounding communities to our construction sites is adequately maintained. Our comprehensive Safety Management Plan provides a framework for monitoring and evaluating the implementation of our safety policies and measures. We further strive to continuously improve our workplace safety policies in accordance with guidance received from the Labour Department from time to time.

It is also our aim to enhance the well-being and development of our employees. As an equal opportunity employer, the Group has put in place policies to ensure that it treats all employees on an equal footing in matters related to, among others, recruitment, promotion, appraisals, discipline, remuneration and benefits, compensation and dismissal, and working hours and rest periods. An employee's age, gender, family status, sexual orientation, physical disability, ethnicity and religion would not affect his career with us. During the Reporting Period, we received no complaints regarding discrimination issues from any of our stakeholders. Needless to say, we ensured that no child nor forced labor was employed by the Group.

Apart from providing competitive remuneration and benefits, we continue to support and nurture our employees through staff development and training programmes.

The Group has devised a staff handbook for its employees to understand important information relating to the Group's human resources policies, rules, and work ethics surrounding employment. It is an essential tool in helping to define the expectations of both the management and the employees, and also to protect them from unfair and/or inconsistent treatment and discrimination.

第4節 社會

B1. 僱傭及勞工常規

本集團嚴格遵守國家及地方有關僱傭及勞工常規的法律法規，包括但不限於《僱傭條例》、《公眾假期條例》、《殘疾歧視條例》及《種族歧視條例》。

僱員是我們最寶貴的資產。本集團以充分保障所有僱員、次承判商工人及我們建築地盤周邊社區的職業健康與安全為優先考慮。我們已制定全面的安全管理計劃，為監督及評估安全政策及措施的執行提供框架。我們進一步努力根據勞工處不時發出的指引持續完善我們的安全生產政策。

我們亦以增強僱員的身心全面發展為目標。作為一名提供平等機會的僱主，本集團已制定政策確保在（其中包括）招聘、晉升、評估、紀律、薪酬及福利、補償及解僱、工時及休假相關事宜方面平等對待全體僱員。僱員的年齡、性別、家庭狀況、性取向、身體殘疾、種族及宗教不會影響其於本集團的職業。於報告期間，我們並無收到任何持份者有關歧視問題的投訴。毋庸置疑，我們已確保本集團不會僱用童工或強迫勞動。

除提供具競爭力的薪酬待遇外，我們透過員工發展及培訓計劃繼續支持及培養我們的僱員。

本集團已為其僱員制定員工手冊，以便彼等瞭解有關本集團人力資源政策、規則及就業相關職業道德的重要資料。員工手冊在幫助確立管理層及僱員的預期以及在保障彼等免受不公正及／或不一致待遇及歧視方面發揮重要作用。

Environmental, Social and Governance Report

環境、社會及管治報告

B1.1: Workforce

The Group had employed 90 full-time employees as at 31 March 2022, all of whom are from Hong Kong. Out of the total number of staff, 71 of our employees were male and 19 of them were female. Majority of the workforce were within the 31–50 age group, accounting for 58 of our staff, while 18 employees were under 30 years old and 14 were over 50 years old.

During the Reporting Period, the Group's overall full-time employee turnover rate was approximately 36%. The employee turnover rate for male and female were approximately 30% and 58% respectively.

B2. Health and Safety

The management of the Group is responsible for the overall health and safety of employees. The Group strictly follows relevant laws and regulations such as the Occupational Safety and Health Ordinance. There was no material non-compliance with the applicable laws and regulations relating to occupational health and safety which had material impact to the Group.

We place emphasis on occupational health and work safety and provide safety training to our staff covering topics such as our safety measures and procedures for reporting accidents. Due to the nature of works, risks of accidents or injuries to workers are inherent. The Group understands that preventive measures are way more important than reactive measures. Therefore, sufficient first-aid boxes have been equipped in the office area in case any emergencies happen and also we devised a safety management plan to govern our workers and subcontractors. Looking ahead, we would continue to promote occupational health and safety to its employees and avoid any work injury or accident by all means.

Work injuries will be reported according to our internal guidelines which was set up with reference to the work injury reporting requirement by the Labour Department. Based on our safety management plan, we ensured safety and health of our employees in connection with the use, handling, storage and transport of articles and substances; providing all necessary information, instructions, training and supervision for ensuring safety and health; providing and maintaining safe access to and egress from the workplaces; and providing and maintaining a safe and healthy working environment.

B1.1: 僱員

於2022年3月31日，本集團僱用90名全職僱員，均來自香港。僱員總人數中，男性僱員為71名，女性僱員為19名。大部分僱員年齡介乎於31歲至50歲並有58名，30歲以下為18名，而50歲以上為14名。

於報告期間內，本集團整體全職僱員流失率約為36%。男性及女性僱員流失率分別約為30%及58%。

B2. 健康與安全

本集團管理層負責僱員的整體健康與安全。本集團嚴格遵守《職業安全及健康條例》等相關法律法規。概無嚴重違反有關職業健康及安全的適用法律法規的情況會對本集團產生重大影響。

我們重視職業健康及工作安全，並向員工提供安全培訓，內容涵蓋我們的安全措施及事故報告程序等主題。因工作性質使然，意外事故或工傷為固有風險。本集團深明事前預防勝於事後應對。因此，我們已於辦公區配備充足的急救箱，以防發生任何緊急事故，且我們亦已制定安全管理計劃，以規管我們的工人及次承判商。展望未來，我們將繼續促進僱員的職業健康及安全，以及盡一切辦法避免任何工傷或意外事故。

我們已參考勞工處的工傷報告要求制定內部指引，工傷將根據內部指引報告。根據我們的安全管理計劃，我們確保僱員在使用、搬運、貯存及運載物品及物質方面，安全和不致危害健康；提供所有所需的資料、指導、訓練及監督，以確保安全及健康；提供及維持安全進出工作地點的途徑；及提供及維持安全健康的工作環境。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Period, 1 incident of work injuries arose, which led to 156 lost labor days (FY2021: 5 incidents of work injuries occurred, which led to 1,169 lost labor days). The Group is pleased to report that no fatality cases occurred during the Reporting Period.

Our Board of directors are responsible for overseeing our Group's health and safety management system to ensure our compliance with the relevant statutory requirements. A safety committee meeting is held on a monthly basis with our foremen for reviewing the health and safety issues related to our operations. Under the direction of our safety officer, our foremen are responsible for monitoring on-site implementation of our safety management system.

B3. Development and Training

The knowledge and skill levels of our employees are vital to the Group's success, and hence we provide sufficient training and development programmes to allow them to excel at their work.

Our training programmes range from professional and technical training to personal development skills and our employees are required to attend an induction training to ensure they thoroughly understood the Group's safety and health policies. In addition, the Group provides adequate job and safety training to employees to equip them with the required safety knowledge and work skills to tackle situations and challenges to be encountered at diverse work sites.

於報告期間，發生1宗意外工傷事件，誤工天數為156天(2021財年：發生5宗意外工傷事件，誤工天數為1,169天)。本集團欣然呈報，於報告期間並無發生人員死亡事件。

董事會負責監察本集團的健康及安全管理體系，以確保我們遵守相關法定要求。我們每月與管工舉行安全委員會會議，以檢討與我們業務有關的健康及安全問題。根據我們安全主管的指示，我們的管工負責監督安全管理體系的現場執行。

B3. 發展及培訓

僱員的知識及技能水平對本集團的成功而言至關重要，因此，我們提供充足的培訓及發展計劃，讓僱員在工作中有出色的表現。

我們的培訓計劃涵蓋專業及技術培訓以及個人技能發展，且僱員須參加入職培訓，以確保彼等透徹理解本集團的安全及健康政策。此外，本集團向僱員提供充足的職業及安全培訓，以使彼等具備所需安全知識及工作技能，以處理將在不同工作地點遇到的情況及挑戰。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Period, the percentage breakdown of employees trained and the average training hours per employee, by gender and employee category are as follows:

於報告期間，受訓僱員百分比詳情及每名僱員的平均培訓時數按性別及僱員類別分別如下：

		Percentage of employees trained (%) 受訓僱員百分比 (%)	Average training hours per employee (hours) 每名僱員的平均培訓時數 (小時)
By Gender			
按性別			
• Female	• 女性	100	59.0
• Male	• 男性	100	73.0
By Employee Category			
按僱員類別			
• Senior Management	• 高級管理層	100	96.0
• Middle Management	• 中級管理層	100	73.1
• Junior Management	• 初級管理層	100	68.3

B4. Labor Standards

The Group strictly complies with relevant laws and regulations such as Employment Ordinance and the Disability Discrimination Ordinance of the Laws of Hong Kong. Background checks were conducted for new employees to ensure that no teenagers under the statutory minimum working age would be employed. All employees must provide their personal identity documents to prove their ages and identities. During the Reporting Period, no material case of non-compliance with local child and forced labor related laws and regulations were noted.

B4. 勞工準則

本集團嚴格遵守香港法例《僱傭條例》及《殘疾歧視條例》等相關法律法規。新聘僱員須進行背景核查，以確保不會僱用低於法定最低工作年齡的未成年人。所有僱員必須提供其個人身份證明文件，以證實其年齡及身份。於報告期間，並無發現有不遵守當地與童工及強迫勞工相關法律法規的重大事件。

Environmental, Social and Governance Report

環境、社會及管治報告

B5. Supply Chain Management

As mentioned, our quality management system which governs our daily operation for quality control and improvement meets the requirements of ISO 9001:2015. Our internal policies and thus the procurement process are governed by this standard. We maintain an approved suppliers list set up by the Board of directors. Only suppliers meeting our stringent quality standards can be added to the list for our purchases.

Under our policies, the Group would only purchase supplies from these approved suppliers to ensure quality of our purchases. During the Reporting Period, the Group had engaged 105 (FY2021: 115) suppliers and subcontractors while 85 of them were located in Hong Kong. Further, with reference to the quality requirement of our construction projects, our project staff or the directors would also pay visits to suppliers to communicate our requirements, while at the same time inspect the suppliers' warehouse to conduct a sample check on the quality of the goods. Upon reception of goods at project sites, the project supervisors are responsible for the inspection of the delivered goods to ensure they can meet our quality requirements before settling payment.

For subcontractors' quality management, similar to that of purchasing, we maintain a list of approved subcontractors. Regular inspection on the quality of works and progress as delivered by our subcontractors would be performed by our project supervisors. We have made it clear to our subcontractors that compliance with the labor laws and regulations is mandatory when handling safety and employment matters at construction sites.

During the Reporting Period, the Group did not identify any non-compliances in relation to safety and labor laws and regulations.

B6. Product Responsibility

The Group is committed to providing better services to the citizens and creating higher return for the stakeholders. As construction contractor, the Group addresses the significance of public health during the construction work.

B5. 供應鏈管理

正如上文所述，我們的質量管理體系規管日常質量控制及改進，符合ISO 9001:2015的要求。我們的內部政策乃至採購流程受該標準規管。我們存有一份由董事會編製的認可供應商名單。只有符合我們嚴格質量標準的供應商可加入該名單，日後方可向其採購。

根據我們的政策，本集團將僅會向該等認可供應商採購物資，以確保採購質量。於報告期間，本集團委任105名(2021財年：115名)供應商及次承判商，且其中85名位於香港。此外，經參考我們建造項目的質量要求，我們的項目人員或董事亦會拜訪供應商，與彼等溝通我們的要求，同時會檢視供應商倉庫，對貨品質量進行抽樣檢查。在項目現場收到貨品後，項目主管負責檢驗交付的貨品，以確保符合我們的質量要求，其後方會結付款項。

我們有關次承判商的質量管理與採購質量管理的作法類似，我們存有一份認可次承判商名單。我們的項目主管會定期檢查次承判商交付的工程質量及進度。我們已明確告知次承判商，在處理建築工地的安全及僱傭事宜時，必須遵守勞動法律及法規。

於報告期間內，本集團並無發現任何有關安全及勞動法律及法規的不合規事件。

B6. 產品責任

本集團致力於向市民提供更優質的服務及為持份者創造更高回報。作為一名建築承建商，本集團清楚建築工程施工期間公眾健康的重要性。

Environmental, Social and Governance Report

環境、社會及管治報告

B7. Anti-corruption

Over the years, we have witnessed no incidences of suspected or actual bribery, extortion, fraud and money laundering activities occurring within the Group. We stand firmly by our anti-corruption policies and procurement practices as stated in our internal manuals which comply with applicable laws. Acceptance of kickbacks, commissions or any form of benefit is strictly prohibited during any procurement exercise, contract negotiation or other business dealings.

During the Reporting Period, the Group was not aware of any material non-compliance with any laws and regulations in Hong Kong related to bribery, extortion, fraud and money laundering including but not limited to, the Prevention of Bribery Ordinance, that would have a significant impact to the Group.

B8. Community Investment

The Group strives to implement corporate social responsibility and actively participates in public welfare activities. No formal policy on community investment has been established.

Owing to the nature of our business, we are not required to label any products or to advertise our services. Further, we generally do not handle personal data and, as such, are exposed to minimal risks of breaching privacy laws.

Due to the COVID-19 pandemic, the Group has temporarily suspended the organisation and participation of charitable and voluntary activities.

SECTION 5 FUTURE APPROACH TO SUSTAINABLE DEVELOPMENT

In the future, we will:

- Continue to raise our staff and subcontractors' awareness in relation to environmental protection;
- Maintain the highest standards for occupational health and safety to protect our staff members and the communities located in the vicinity of our operations; and
- Further extend our care to the community by participating in more charity services.

B7. 反貪污

過去數年，本集團內並無發生任何涉嫌或實際賄賂、勒索、欺詐或洗錢事件。我們堅定地遵守我們遵照適用法律而制定的內部手冊所載反貪污政策及採購常規。嚴禁在任何採購活動、合約磋商或其他業務往來過程中收受回扣、佣金或任何形式的好處。

於報告期間內，本集團並不知悉任何嚴重違反任何與賄賂、敲詐勒索、欺詐及洗錢有關的香港法律法規的行為而將對本集團產生重大影響，包括但不限於防止賄賂條例。

B8. 社區投資

本集團努力履行企業社會責任，並積極參與公益活動。本集團並無制定正式社區投資政策。

因業務性質使然，我們毋須為任何產品貼標籤或為服務做廣告。此外，我們一般不會處理個人數據，因而面臨違反私隱法律的風險極低。

由於爆發COVID-19疫情，本集團已暫停組織及參與慈善及義工活動。

第5節 未來實現可持續發展的方針

我們未來將：

- 繼續提高員工及次承判商的環保意識；
- 保持最高職業健康及安全標準，以保護我們的員工及業務營運所在地附近的社區；及
- 參與更多慈善服務，進一步展現我們對社區的關懷。

Independent Auditor's Report 獨立核數師報告



RSM

RSM Hong Kong

29th Floor, Lee Garden Two, 28 Yun Ping Road,
Causeway Bay, Hong Kong

T +852 2598 5123

F +852 2598 7230

www.rsmhk.com

羅申美會計師事務所

香港銅鑼灣
恩平道二十八號利園二期二十九字樓

電話 +852 2598 5123

傳真 +852 2598 7230

www.rsmhk.com

To the shareholders of Wah Wo Holdings Group Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Wah Wo Holdings Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 62 to 147, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致華和控股集團有限公司列位股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計列載於第62至147頁的華和控股集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該等綜合財務報表包括於2022年3月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「《香港財務報告準則》」)真實而中肯地反映了貴集團於2022年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照《公司條例》之披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「《香港審計準則》」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

Independent Auditor's Report

獨立核數師報告



KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we identified are revenue recognition of construction contracts and assessment of expected credit losses ("ECL") of trade receivables and contract assets.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對該等事項提供單獨的意見。我們所識別的關鍵審計事項為建造合約的收益確認及評估貿易應收款項及合約資產的預期信貸虧損（「預期信貸虧損」）。

Key Audit Matter

關鍵審計事項

Revenue recognition of construction contracts

建造合約的收益確認

Refer to notes 4(g), 4(m)(i), 5(a)(i) and 8 to the consolidated financial statements, respectively.

請分別參閱綜合財務報表附註4(g)、4(m)(i)、5(a)(i)及8。

The Group recognised revenue from the provision of aluminium works related services of approximately HK\$222,687,000 for the year ended 31 March 2022.

截至2022年3月31日止年度，貴集團自提供鋁質工程相關服務確認收益約222,687,000港元。

Contract revenue is recognised progressively over time using the output method, based on direct measurements of the surveys of performance completed to date relative to the remaining services for the contracts entered into by the Group.

合約收益乃基於對迄今已完成表現的考察（皆與貴集團所訂合約剩餘服務有關）的直接計量按產量法隨時間累積進確認。

How our audit addressed the Key Audit Matter

我們進行審計時如何處理關鍵審計事項

We have performed the following procedures in relation to the revenue recognition of construction contracts:

我們就建造合約的收益確認所執行的程序如下：

- (i) obtaining an understanding of, evaluating and validating, on a sample basis, management's key internal controls over the contract revenue recognition processes;
選取樣本，了解、評估及確認管理層對合約收益確認過程的關鍵內部控制；
- (ii) testing contract agreements with customers, on a sample basis, the key terms and conditions including the contract sum, the scope of work and retention;
選取樣本，對與客戶簽訂的合約協議、關鍵條款及條件，包括合約金額、工作範圍及保固金等進行測試；
- (iii) comparing the contract revenue recognised for contracts in progress during the year, on a sample basis, with reference to the certifications from the surveyors appointed by the customers or payment applications from the in-house surveyor or confirmation received from customers;
選取樣本，將就年內在建造合約確認的合約收益與來自客戶委聘的測量師的認證或內部測量師的付款申請或來自客戶的確認進行對比；



KEY AUDIT MATTERS *(continued)*

關鍵審計事項 (續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們進行審計時如何處理關鍵審計事項
<p>Revenue recognition of construction contracts 建造合約的收益確認</p> <p>Management reviews the progress of the contracts and revises the estimates of contract revenue, contract costs and variation orders for each construction contract to determine whether the construction contract is an onerous contract based on the most current budget with reference to the overall contract consideration.</p> <p>管理層審閱合約的進度並修訂合約收益、合約成本及每份建造合約的變更訂單的估算，根據對整體合約的考慮並結合最新預算以釐定建造合約是否為虧損性合約。</p> <p>Significant management's judgements were needed to estimate the value of services delivered to date and the final outcome of each contract, including forecasting the costs to complete a contract and the provision for onerous contracts.</p> <p>需要重大管理層判斷以估計迄今所交付服務的價值及各項合約的最終結果，包括預測完成合約及提供虧損性合約的成本。</p> <p>We identified the revenue recognition of construction contracts as a key audit matter because of the significance of the revenue to the consolidated financial statements and the significant management judgements and estimates in estimating the value of the construction works completed to date and final outcome of each contract.</p> <p>由於收益對綜合財務報表具有重要意義及於估計迄今所完成建築工程的價值及各合約的最終結果時需要重大管理層判斷與估計具有重要意義，因此，我們將建造合約的收益確認確定為一項關鍵審計事項。</p>	<p>(iv) conducting site visits, on a sample basis, to observe the status of the project and evaluate whether the project progress was consistent with the agreed timetable; 選取樣本，進行實地視察，以觀察各個項目的狀態及評估項目進度是否與協定的時間表相符；</p> <p>(v) assessing management's estimates used in forecasting the final outcome of each contract, including estimated costs to completion, by obtaining and evaluating relevant information in connection with the estimates used, including budgeted forecasts prepared by management and correspondences with customers; and 通過獲取及評估有關估計所使用的資料(包括管理層編製的預算預測及與客戶的聯繫)，評估管理層用於估計各合約最終結果的預測，包括完工的估計成本；及</p> <p>(vi) discussing the status of projects under construction, including estimated costs to completion, assessment of potential liquidated damages for major contracts and provision for onerous contracts with management of the Group. 與 貴集團管理層討論在建項目的狀況，包括完工的估計成本、對主要合約的潛在算定損害賠償所作的評估及虧損性合約的撥備。</p>

Independent Auditor's Report

獨立核數師報告



KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項

Assessment of ECL of trade receivables and contract assets

評估貿易應收款項及合約資產的預期信貸虧損

Refer to notes 4(r), 5(b)(iii), 23 and 24 to the consolidated financial statements, respectively.

請分別參閱綜合財務報表附註4(r)、5(b)(iii)、23及24。

As at 31 March 2022, the carrying amounts of the Group's trade receivables and contract assets were approximately, HK\$23,502,000 and HK\$48,007,000, respectively, which in aggregate represented about 26.7% of the Group's total assets.

於2022年3月31日，貴集團貿易應收款項及合約資產的賬面值分別約為23,502,000港元及48,007,000港元，合共佔貴集團資產總值約26.7%。

Significant management judgement is required to assess the recoverability of trade receivables and contract assets. Management performed a detailed analysis which considered customers' ageing profile, credit history, historical payment pattern and forecast economic conditions for the estimation of ECL on its trade receivables and contract assets.

評估貿易應收款項及合約資產的可收回性需要重大管理層判斷。管理層已作出詳細分析，考慮客戶的賬齡組合、信貸記錄、過往付款模式及預測經濟狀況，以估計貿易應收款項及合約資產的預期信貸虧損。

How our audit addressed the Key Audit Matter

我們進行審計時如何處理關鍵審計事項

We have performed the following procedures in relation to the assessment of ECL of trade receivables and contract assets:

我們就評估貿易應收款項及合約資產的預期信貸虧損所執行的程序如下：

- (i) engaging our internal valuation expert to review management's calculation model on the ECL of trade receivables and contract assets and test the underlying information including the historical payment records, credit history and credit rating of the Group's customers, if available;
- (i) 聘請我們的內部估值專家檢討管理層對貿易應收款項及合約資產的預期信貸虧損計算模型，並測試相關資料，包括貴集團客戶的過往付款記錄、信用記錄及信用評級(如有)；
- (ii) assessing the appropriateness of the impairment loss methodology, testing the calculation of the historical loss rates on a sample basis and evaluating the reasonableness of the forward-looking adjustments made to reflect current and forecast future economic conditions (i.e., gross domestic product) against publicly available information with the assistance of our internal valuation expert;
- (ii) 以抽樣方式在我們的內部評估專家的協助下獲得的公開資料，評估減值虧損方法的適當性，測試歷史虧損比率的計算並評估就反映當前及預期未來的經濟狀況(即國內生產總值)的前瞻性調整之合理性；
- (iii) testing the accuracy and completeness of the data used by management on a sample basis to develop the historical loss rates and assessing the sufficiency, reliability and relevance of that data;
- (iii) 測試管理層制定歷史虧損率而抽樣使用的數據的準確性及完整性以及評估該等數據的充分性、可靠性及相關性；

Independent Auditor's Report

獨立核數師報告



KEY AUDIT MATTERS *(continued)*

關鍵審計事項 *(續)*

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們進行審計時如何處理關鍵審計事項
<i>Assessment of ECL of trade receivables and contract assets</i> 評估貿易應收款項及合約資產的預期信貸虧損	<ul style="list-style-type: none">(iv) testing the calculation of expected credit loss provisions applying the provision rates to the age categories of the trade receivables and contract assets outstanding at the reporting date;(iv) 應用於報告日期未償還貿易應收款項及合約資產按賬齡類別的撥備比率測試預期信貸虧損撥備的計算；(v) testing the ageing of trade receivables at the end of the reporting period on a sample basis; and(v) 抽樣測試報告期末貿易應收款項的賬齡；及(vi) in respect of material trade receivables balances which are past due, additional procedures were performed to evaluate their historical progress payment records, assessing whether the customers are experiencing financial difficulties, default or delinquency in interest or principal payments, and assessing the probability that the customers will enter bankruptcy with reference to publicly available information, where applicable.(vi) 就重大逾期貿易應收款項結餘，已進行額外程序以評估其歷史進度付款紀錄、評估客戶是否遇到財務困難、利息或本金支付違約或拖欠，以及在適當情況下參考公開資料評估客戶進入破產程序的可能性。

Independent Auditor's Report

獨立核數師報告



OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group'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 directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assist the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

其他資料

董事需對其他資料負責。其他資料包括所有刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。我們就此並無作出任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止營運，或別無其他實際的替代方案。

審核委員會協助董事履行職責，監督 貴集團的財務報告過程。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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. 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.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此以外，本報告並無其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，我們不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可由欺詐或錯誤引起，倘合理預期單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及所作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責指導、監督和執行集團的審計。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中所識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，消除不利影響的行動或採取的防範措施。



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Yam Tak Fai, Ronald.

RSM Hong Kong

Certified Public Accountants

30 June 2022

核數師就審計綜合財務報表承擔的 責任(續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人是任德輝先生。

羅申美會計師事務所

執業會計師

2022年6月30日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 March 2022 截至2022年3月31日止年度

		Note	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
REVENUE	收益	8	223,058	350,847
Cost of sales	銷售成本		(206,684)	(329,466)
Gross profit	毛利		16,374	21,381
Other income and gain	其他收入及收益	9	2,399	5,194
Administrative expenses	行政開支		(17,602)	(15,734)
Reversal of provision/(provision) for impairment loss allowances, net	減值虧損撥備撥回/ (撥備)淨額		784	(2,424)
Finance costs	融資成本	11	(77)	(107)
PROFIT BEFORE TAX	除稅前溢利		1,878	8,310
Income tax expense	所得稅開支	12	(454)	(2,358)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內溢利及全面收益總值	13	1,424	5,952
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司的擁有人應佔每股盈利		HK0.14 cents	HK0.60 cents
Basic and diluted	基本及攤薄	17	0.14 港仙	0.60 港仙

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2022 2022年3月31日

			2022	2021
		Note	2022年	2021年
		附註	HK\$'000	HK\$'000
			千港元	千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	5,606	6,135
Right-of-use assets	使用權資產	19	1,602	3,076
Investment properties	投資物業	20	81,700	–
Deposits	按金	21	852	461
Deferred tax asset	遞延稅項資產	22	272	302
Total non-current assets	非流動資產總值		90,032	9,974
CURRENT ASSETS	流動資產			
Contract assets	合約資產	23	48,007	44,916
Trade receivables	貿易應收款項	24	23,502	60,612
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	21	9,388	31,195
Tax recoverable	可收回稅項		11,216	5,446
Pledged deposits	質押存款	25	22,825	29,231
Cash and cash equivalents	現金及現金等值項目	25	62,781	84,835
Total current assets	流動資產總值		177,719	256,235
CURRENT LIABILITIES	流動負債			
Contract liability	合約負債	23	4,310	944
Trade payables	貿易應付款項	26	8,342	11,311
Other payable and accruals	其他應付款項及應計費用	27	3,212	1,889
Lease liabilities	租賃負債	28	1,288	1,530
Provisions for rectification works	整改工程撥備	29	7,269	7,119
Total current liabilities	流動負債總額		24,421	22,793
NET CURRENT ASSETS	流動資產淨值		153,298	233,442
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		243,330	243,416

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2022 2022年3月31日

		Note	2022	2021
		附註	2022年	2021年
			HK\$'000	HK\$'000
			千港元	千港元
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	28	437	1,720
Deferred tax liability	遞延稅項負債	22	-	227
Total non-current liabilities	非流動負債總額		437	1,947
Net assets	資產淨值		242,893	241,469
EQUITY	權益			
Issued capital	已發行股本	30	10,000	10,000
Reserves	儲備	32	232,893	231,469
Total equity	權益總額		242,893	241,469

Approved by the Board of Directors on 30 June 2022 and are signed on its behalf by:

於2022年6月30日經董事會批准及由以下董事代為簽署：

Mr. Chen Yuet Wa
陳越華先生
Director
董事

Mr. Chan Fai
陳輝先生
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 March 2022 截至2022年3月31日止年度

		Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元 (note 32(b)(i)) (附註 32(b)(i))	Merger reserve 合併儲備 HK\$'000 千港元 (note 32(b)(ii)) (附註 32(b)(ii))	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	10,000	91,369	20	134,128	235,517
Profit and total comprehensive income for the year	年內溢利及全面收益 總值	-	-	-	5,952	5,952
At 31 March 2021 and at 1 April 2021	於2021年3月31日及 2021年4月1日	10,000	91,369	20	140,080	241,469
Profit and total comprehensive income for the year	年內溢利及全面收益 總值	-	-	-	1,424	1,424
At 31 March 2022	於2022年3月31日	10,000	91,369	20	141,504	242,893

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2022 截至2022年3月31日止年度

	Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		1,878	8,310
Adjustments for:			
Finance costs	11	77	107
Bank interest income	9	(381)	(1,228)
Depreciation of property, plant and equipment	13, 18	2,350	1,314
Depreciation of right-of-use assets	13, 19	1,474	1,269
Gain on disposal of property, plant and equipment	13	(25)	–
Loss on lease modification		–	156
Changes in fair value of investment properties	13, 20	(1,163)	–
Provision for impairment of contract assets, net	13	316	947
(Reversal of provision)/provision for impairment of trade receivables, net	13	(1,100)	1,477
Net provision for rectification works	29	4,656	1,789
Operating profit before working capital changes		8,082	14,141
(Increase)/decrease in contract assets		(3,407)	7,578
Decrease/(increase) in trade receivables		38,210	(55,260)
Decrease/(increase) in prepayments, deposits and other receivables		21,807	(22,251)
Increase in contract liability		3,366	944
(Decrease)/increase in trade payables		(2,969)	4,384
Increase/(decrease) in other payable and accruals		1,323	(3,347)
Utilisation of provisions for rectification works	29	(4,506)	(3,620)
Cash generated from/(used in) operations		61,906	(57,431)
Interest paid		(77)	(107)
Hong Kong profits tax paid		(6,421)	(8,083)
Net cash flows generated from/(used in) operating activities		55,408	(65,621)
CASH FLOWS FROM INVESTING ACTIVITIES			
Deposits paid		(632)	(241)
Interest received		381	1,228
Purchases of property, plant and equipment		(180)	(6,577)
Decrease/(Increase) in pledged deposits		6,406	(24,815)
Decrease in non-pledged time deposits with original maturity more than three months when acquired		10,000	4,634
Proceeds from disposal of property, plant and equipment		25	–
Purchases of investment properties		(81,937)	–
Net cash flows used in investing activities		(65,937)	(25,771)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2022 截至2022年3月31日止年度

	Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of lease liabilities	34(c)	(1,525)	(1,256)
Net cash flows used in financing activities		(1,525)	(1,256)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at beginning of year		74,835	167,483
CASH AND CASH EQUIVALENTS AT END OF YEAR		62,781	74,835
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances		62,781	74,835
Non-pledged time deposits		-	10,000
Cash and cash equivalents as stated in the consolidated statement of financial position		62,781	84,835
Non-pledged time deposits with original maturity of more than three months when acquired	25	-	(10,000)
Cash and cash equivalents as stated in the consolidated statement of cash flows		62,781	74,835

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

1. GENERAL INFORMATION

Wah Wo Holdings Group Limited (the "Company") was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Flat A & D, 4/F, Phase 1, Kwai Shing Industrial Building, 36-40 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 17 January 2020.

The Company is an investment holding company. The Company and its subsidiaries (collectively the "Group") are principally engaged in the provision of aluminium works related services and trading of tools and equipment.

In the opinion of the directors, the immediate and the ultimate holding company of the Company is Ornate Bright Limited, a company incorporated in the British Virgin Islands ("BVI").

The consolidated financial statements are presented in Hong Kong dollars ("HKD") and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and kind of legal entity 註冊成立/登記及 營業地點以及法律 實體類型	Issued ordinary share capital 已發行 普通股股本	Percentage of equity attributable to the Group		Principal activities 主要營業活動
			Direct 直接	Indirect 間接	
Sino Keen Limited 華敏有限公司	BVI/Hong Kong, limited liability company 英屬處女群島/香港、 有限責任公司	US\$2 2美元	100	-	Investment holding 投資控股
Mega Brim Limited 巨滿有限公司	BVI/Hong Kong, limited liability company 英屬處女群島/香港、 有限責任公司	US\$1 1美元	100	-	Investment holding 投資控股
Wah Wo Aluminium Work Company Limited 華和鋁質工程有限公司	Hong Kong, limited liability company 香港、有限責任公司	HK\$10,000 10,000港元	-	100	Provision of aluminium works related services and trading of tools and equipment 提供鋁質工程相關服務以及買賣工具及設備

1. 一般資料

華和控股集團有限公司(「本公司」)在開曼群島註冊成立為有限責任公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。其主要營業地點為香港新界葵涌大連排道36-40號貴盛工業大廈一期4樓A及D室。本公司股份於2020年1月17日於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司。本公司與其附屬公司(統稱「本集團」)主要從事提供鋁質工程相關服務及買賣工具及設備。

董事認為，本公司的直接及最終控股公司為Ornate Bright Limited，一家於英屬處女群島(「英屬處女群島」)註冊成立的公司。

除另有說明外，綜合財務報表以港元(「港元」)列示，而當中所有金額均約整至最接近之千位(千港元)。

有關附屬公司的資料

本公司主要附屬公司詳情如下：

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

1. GENERAL INFORMATION (continued)

Information about subsidiaries (continued)

Name 名稱	Place of incorporation/ registration and business, and kind of legal entity 註冊成立/登記及 營業地點以及法律 實體類型	Issued ordinary share capital 已發行 普通股股本	Percentage of equity attributable to the Group 歸屬於本集團的權益百分比		Principal activities 主要營業活動
			Direct 直接	Indirect 間接	
Wah Kee (R&M) Limited 華記維修有限公司	Hong Kong, limited liability company 香港、有限責任公司	HK\$10,000 10,000港元	-	100	Provision of aluminium works related services 提供鋁質工程相關服務
Word Classic International Limited 華廣國際有限公司	Hong Kong, limited liability company 香港、有限責任公司	HK\$1 1港元	-	100	Investment Properties 投資物業
Wah Yu Global Investment Company Limited 華譽環球投資有限公司	Hong Kong, limited liability company 香港、有限責任公司	HK\$1,000 1,000港元	-	100	Investment Properties 投資物業

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and the disclosure requirements of the Companies Ordinance (Cap.622). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料(續)

有關附屬公司的資料(續)

2. 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。該等綜合財務報表亦符合聯交所證券上市規則之適用披露條文及公司條例(第622章)之披露規定。本集團採納之重大會計政策於下文披露。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納之新訂及經修訂香港財務報告準則。因初次應用有關發展所引致的會計政策任何變動的資料載於附註3，惟有有關變動與本集團於本會計期間及過往會計期間且於該等綜合財務報表內所反映者有關。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2021 for the preparation of the financial statements:

Amendments to HKFRS 16	<i>COVID-19 — Related Rent Concessions</i>
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	<i>Interest Rate Benchmark Reform — Phase 2</i>

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

Amendments to HKFRS 16, COVID-19-Related Rent Concessions

The amendment provides a practical expedient that allows a lessee to by-pass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic ("COVID-19 Related Rent Concessions") are lease modifications and, instead, account for those rent concessions as if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met: a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; b) any reduction in lease payments affects only payments due on or before 30 June 2021; and c) there is no substantive change to other terms and conditions of the lease.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

於編製財務報表時，本集團已首次應用於2021年4月1日或之後開始之年度期間強制生效之以下香港會計師公會頒佈之香港財務報告準則的修訂本：

香港財務報告準則第16號的修訂本	<i>COVID-19 — 相關租金優惠</i>
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號的修訂本	<i>利率基準改革 — 第二階段</i>

除下文所述者外，就本年度應用香港財務報告準則的修訂本對本集團於本年度及過往年度的財務狀況及表現及／或載列於該等財務報表的披露並無重大影響。

香港財務報告準則第16號的修訂本，COVID-19 — 相關租金優惠

該修訂本提供一項可行權宜方法，准許承租人無需評估特定直接因COVID-19疫情產生的合資格租金寬免（「COVID-19相關租金寬免」）是否為租賃修訂，相反，承租人須將該等租金寬免入賬處理，猶如其並非租賃修訂。該可行權宜方法僅適用於因COVID-19疫情的直接後果而產生的租金優惠，且須滿足如下所有條件方會適用：a) 租賃付款變動導致經修訂租賃代價大致等於或低於緊接該變動前的租賃代價；b) 租賃付款的任何減幅僅影響到期日為2021年6月30日或之前的付款；及c) 其他租賃條款及條件並無實質變動。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

Amendments to HKFRS 16, COVID-19-Related Rent Concessions *(continued)*

The amendments do not have an impact on these financial statements as the Group did not obtain any rent concessions during the year.

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest Rate Benchmark Reform — Phase 2

The amendments provide targeted reliefs from (i) accounting for changes in the basis for determining contractual cash flows of financial assets, financial liabilities and lease liabilities as modifications, and (ii) discontinuing hedge accounting when an interest rate benchmark is replaced by an alternative benchmark rate as a result of the reform of interbank offered rates (“IBOR reform”).

The amendments do not have an impact on these financial statements as the Group does not have contracts that are indexed to benchmark interest rates which are subject to the IBOR reform.

3. 採納新訂及經修訂香港財務報告準則 *(續)*

(a) 應用新訂及經修訂香港財務報告準則 *(續)*

香港財務報告準則第16號的修訂本，COVID-19 — 相關租金優惠 *(續)*

由於本集團於年內並無取得任何租金優惠，該修訂本對該等財務報表並無影響。

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號的修訂本，利率基準改革 — 第二階段

該修訂本提供有關下列方面的針對情況豁免：(i) 將釐定金融資產、金融負債及租賃負債的合約現金流量的基準的變動作為修訂進行會計處理；及(ii) 由於銀行同業拆息改革（「銀行同業拆息改革」），當利率基準被替代基準利率取代時，則終止對沖會計處理。

該等修訂本並無對該等財務報表造成影響，原因為本集團並無與基準利率掛鈎且受銀行同業拆息改革影響的合約。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(b) New and revised HKFRSs in issue but not yet effective

The Group has not applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning on 1 April 2021. These new and revised HKFRSs include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效
Amendments to HKFRS 16 Lease — COVID-19-Related Rent Concessions 香港財務報告準則第16號的修訂本租賃 — COVID-19相關租金寬免	1 April 2022 2022年4月1日
Amendments to HKFRS 3 Business Combination — Reference to the Conceptual Framework 香港財務報告準則第3號的修訂本業務合併 — 概念框架的提述	1 January 2022 2022年1月1日
Amendments to HKAS 16 Property, Plant and Equipment — Proceeds before Intended Use 香港會計準則第16號的修訂本物業、廠房及設備 — 擬定用途之前所得款項	1 January 2022 2022年1月1日
Amendments to HKAS 37 Onerous Contracts — Cost of Fulfilling a Contract 香港會計準則第37號的修訂本虧損合約 — 履行合約的成本	1 January 2022 2022年1月1日
Annual Improvements to HKFRSs 2018–2020 Cycle 2018年至2020年週期之香港財務報告準則年度改進	1 January 2022 2022年1月1日
Amendments to HKAS 1 Classification of Liabilities as Current or Non-current 香港會計準則第1號的修訂本負債分類作流動或非流動	1 January 2023 2023年1月1日
Amendments to HKAS 1 Presentation of Financial Statements and HKFRS Practice Statement 2 Making Materiality Judgements — Disclosure of Accounting Policies 香港會計準則第1號的修訂本呈列財務報表及香港財務報告準則實務公告第2號作出實質性判斷 — 披露會計政策	1 January 2023 2023年1月1日
Amendments to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors — Definition of Accounting Estimates 香港會計準則第8號的修訂本會計政策、會計估計變動及錯誤 — 會計估計的定義	1 January 2023 2023年1月1日
Amendments to HKAS 12 Income Taxes — Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction 香港會計準則第12號的修訂本所得稅 — 與從單一交易產生的資產及負債有關的遞延稅項	1 January 2023 2023年1月1日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無應用任何已頒佈但於2021年4月1日開始之財政年度尚未生效之新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團有關的準則。

Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效

Amendments to HKFRS 16 Lease — COVID-19-Related Rent Concessions 香港財務報告準則第16號的修訂本租賃 — COVID-19相關租金寬免	1 April 2022 2022年4月1日
Amendments to HKFRS 3 Business Combination — Reference to the Conceptual Framework 香港財務報告準則第3號的修訂本業務合併 — 概念框架的提述	1 January 2022 2022年1月1日
Amendments to HKAS 16 Property, Plant and Equipment — Proceeds before Intended Use 香港會計準則第16號的修訂本物業、廠房及設備 — 擬定用途之前所得款項	1 January 2022 2022年1月1日
Amendments to HKAS 37 Onerous Contracts — Cost of Fulfilling a Contract 香港會計準則第37號的修訂本虧損合約 — 履行合約的成本	1 January 2022 2022年1月1日
Annual Improvements to HKFRSs 2018–2020 Cycle 2018年至2020年週期之香港財務報告準則年度改進	1 January 2022 2022年1月1日
Amendments to HKAS 1 Classification of Liabilities as Current or Non-current 香港會計準則第1號的修訂本負債分類作流動或非流動	1 January 2023 2023年1月1日
Amendments to HKAS 1 Presentation of Financial Statements and HKFRS Practice Statement 2 Making Materiality Judgements — Disclosure of Accounting Policies 香港會計準則第1號的修訂本呈列財務報表及香港財務報告準則實務公告第2號作出實質性判斷 — 披露會計政策	1 January 2023 2023年1月1日
Amendments to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors — Definition of Accounting Estimates 香港會計準則第8號的修訂本會計政策、會計估計變動及錯誤 — 會計估計的定義	1 January 2023 2023年1月1日
Amendments to HKAS 12 Income Taxes — Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction 香港會計準則第12號的修訂本所得稅 — 與從單一交易產生的資產及負債有關的遞延稅項	1 January 2023 2023年1月1日

本集團正評估該等修訂本及新訂準則於初步應用期間的預期影響。迄今之結論為採納該等修訂本及新訂準則不大可能對綜合財務報表構成重大影響。

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. investment properties that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary and any accumulated foreign currency translation reserve relating to that subsidiary.

4. 重大會計政策

除下文會計政策另有說明(即按公平值計量的投資物業)外,該等綜合財務報表根據歷史成本基準編製。

編製符合香港財務報告準則之財務報表須使用若干主要會計估計,亦需要管理層於應用本集團會計政策之過程中作出判斷。涉及較高程度判斷或複雜性之範疇或對綜合財務報表屬重大之假設及估計之範疇,於附註5披露。

編製該等綜合財務報表時應用之重大會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至3月31日止之財務報表。附屬公司指本集團擁有控制權之實體。倘本集團因參與實體業務而承擔可變回報之風險或享有可變回報之權利,及能夠使用其對實體之權力影響該等回報,則本集團控制該實體。當本集團目前有權力掌控有關業務(即對實體回報具有重大影響力之業務)時,則本集團對該實體擁有權力。

在評估控制權時,本集團會考慮其潛在投票權以及其他人士持有之潛在投票權。僅於持有人能實際行使潛在投票權之情況下,方會考慮該權利。

附屬公司在控制權轉移至本集團之日起綜合入賬,並在控制權終止之日起停止綜合入賬。

出售一間附屬公司導致失去控制權之收益或虧損指(i)出售代價之公平值加於該附屬公司保留任何投資之公平值與(ii)本公司應佔該附屬公司資產淨值及任何有關該附屬公司的累計外幣換算儲備間之差額。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

Intra-group transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HKD, which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 重大會計政策(續)

(a) 綜合賬目(續)

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證，顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已按需要調整，以確保與本集團所採納之政策貫徹一致。

於本公司之財務狀況表內，除非投資分類為持作出售(或計入分類為持作出售之出售組別)，否則於附屬公司之投資乃按成本減減值虧損列賬。

(b) 外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所列項目，均以該實體經營所在主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以本公司之功能及呈列貨幣港元呈列。

(ii) 各實體財務報表中之交易及結餘

外幣交易按交易日期之現行匯率，於初步確認時換算為功能貨幣。以外幣呈列之貨幣資產及負債按各報告期間結算日之匯率換算。此換算政策所產生收益及虧損於損益確認。

依據過往成本計量換算以外幣計值的非貨幣項目時使用初始交易日期的匯率。以外幣公平值計量之非貨幣項目按釐定公平值日期之匯率換算。

倘非貨幣項目之收益或虧損於其他全面收入確認，則該收益或虧損之任何匯兌部分於其他全面收入確認。倘非貨幣項目之收益或虧損於損益確認，則該收益或虧損之任何匯兌部分於損益確認。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Property, plant and equipment

Property, plant and equipment held for use in the supply of goods or services, or for administrative purpose, are stated in the consolidated statements of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost over the estimated useful lives on a straight-line basis. The principal useful annual rates as follows:

Carpark	Over the lease terms
Leasehold improvements	Over the lease terms
Office equipment	20%
Motor vehicles	20%

The useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

4. 重大會計政策(續)

(c) 物業、廠房及設備

持作供應貨品或服務或行政用途之物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)列入綜合財務狀況表。

僅在與項目相關之日後經濟利益有可能流入本集團，及能可靠計算項目成本之情況下，其後成本方會計入資產賬面值或確認為獨立資產(視情況適用)。所有其他維修及保養於其產生期間在損益確認。

物業、廠房及設備折舊以直線法於估計可使用年期內，按撇銷其成本的適當比率計算。主要可使用年率如下：

車位	於租期內
租賃物業裝修	於租期內
辦公室設備	20%
汽車	20%

可使用年期及折舊方法於各報告期末進行檢討及調整(如適用)。

出售物業、廠房及設備的收益或虧損指銷售所得款項淨額與有關資產賬面值兩者之間的差額，並於損益確認。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rentals and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time.

Gains or losses arising from changes in the fair value of investment properties are recognised in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is withdrawn from use. Any gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 4(m).

(e) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

4. 重大會計政策(續)

(d) 投資物業

投資物業是指為了賺取租金及／或為資本增值而以租賃權益擁有或持有之土地及／或樓宇，當中包括就目前尚未確定未來用途而持有的土地及正在興建或發展未來作為投資物業的物業。

投資物業按公平值列賬，除非投資物業於報告期末尚在興建或發展中及其公平值於當時無法可靠計量。

投資物業公平值變動所產生之收益或虧損於產生期間在損益確認。

投資物業於出售或當投資物業之用途撤銷時終止確認。出售投資物業之任何收益或虧損為銷售所得款項淨額與物業賬面值兩者之間的差額，並會在損益確認。投資物業之租金收入按附註4(m)所述進行會計處理。

(e) 租賃

於訂立合約時，本集團評估合約是否為租賃或包含租賃。倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。倘客戶有權主導可識別資產的使用及從該使用中獲取幾乎所有的經濟收益，則已轉讓控制權。

(i) 本集團作為承租人

當合約包含租賃部份及非租賃部份時，則本集團選擇對所有租賃均不區分非租賃部份，並將各租賃部份及任何相關非租賃部份入賬列為單一租賃部份。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Leases (continued)

(i) The Group as a lessee (continued)

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 4(d).

4. 重大會計政策(續)

(e) 租賃(續)

(i) 本集團作為承租人(續)

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃及屬低價值資產(對本集團而言主要指筆記本電腦及辦公家具)的租賃除外。當本集團就低價值資產訂立租賃時，本集團按個別租賃基準決定是否將租賃資本化。與該等並無資本化的租賃有關的租賃款項於租賃期內按系統基準確認為開支。

當租賃已資本化，租賃負債初步按租賃期內應付租賃款項現值確認，現值使用租賃中所隱含的利率貼現，或倘該利率不能輕易釐定，則使用相關增量借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。租賃負債的計量並不包括不依賴指數或比率的可變租賃款項，因此可變租賃款項於其產生的會計期間在損益中扣除。

於租賃資本化時確認的使用權資產初步按成本計量，其中包括租賃負債的初步金額，加上於開始日期或之前作出的任何租賃款項以及所產生的任何初步直接成本。於適用的情況下，使用權資產的成本亦包括拆除及移除相關資產或恢復相關資產或該資產所在地的估計成本，經貼現後的現值，並扣減所收取的任何租賃優惠。使用權資產隨後按成本減累計折舊及減值虧損列賬，惟符合投資物業之定義的使用權資產根據附註4(d)按公平值列賬。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Leases (continued)

(i) The Group as a lessee (continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

4. 重大會計政策(續)

(e) 租賃(續)

(i) 本集團作為承租人(續)

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權的使用權資產，自租賃期開始日至可使用年期結束的期間內計提折舊。否則，使用權資產應按估計可使用年期及租賃期兩者中的較短者以直線法計提折舊。

已支付的可退回租賃按金根據香港財務報告準則第9號進行列賬，並且按公平值進行初始計量。初始確認時的公平值調整視為額外租賃付款並計入使用權資產的成本。

倘指數或比率變化引致未來租賃款項出現變動，或本集團預期根據剩餘價值擔保應付的估計金額產生變動，或與本集團是否將合理確定行使購買、延期或終止選擇權有關的重新評估產生變動，則租賃負債將予重新計量。倘以此方式重新計量租賃負債，則應當對使用權資產的賬面值作出相應調整，或倘使用權資產的賬面值已調減至零，則相應調整於損益入賬。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Leases (continued)

(i) The Group as a lessee (continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the Group took advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

4. 重大會計政策(續)

(e) 租賃(續)

(i) 本集團作為承租人(續)

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「租賃修改」)，且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在此情況，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修改生效日重新計量。唯一的例外是因COVID-19疫情而直接產生的任何租金減免，且符合香港財務報告準則第16號第46B段所載的條件。在該等情況下，本集團利用不評估租金優惠是否屬於租賃修改的實務變通之法，並於觸發租金優惠的事件或條件發生期間於損益內按負租賃付款確認代價變動。

(ii) 本集團作為出租人

當本集團作為出租人，在租賃開始時確定每項租賃為融資租賃或經營租賃。倘租賃實質上將與相關資產所有權有關的所有風險及回報轉移予承租人，則該租賃歸類為融資租賃。如並非此種情況，則該租賃歸類為經營租賃。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Contract assets and contract liabilities

Contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 4(r) and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the group has an unconditional right to receive consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

(g) Construction contracts and contract costs

Revenue from the provision of construction services is recognised over time, using an output method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The output method recognises revenue by reference to completion of specific transaction assessed on basis of the work certified up to the end of the reporting period as a percentage of total contract value for each contract.

The Group regularly assesses the possible outcome of construction contracts based on latest facts and circumstances occurred in the construction contracts, and past experience in conducting similar construction work. When there is a change in the expected outcome of construction contracts, the Group will adjust the amounts of contract revenue to be recognised in profit or loss prospectively.

4. 重大會計政策(續)

(f) 合約資產及合約負債

倘本集團於根據合約所載之付款條款符合資格無條件收取代價之前確認收益，則確認合約資產。合約資產根據載於附註4(r)之政策評估預期信貸虧損，並於收取代價之權利成為無條件時被重新分類至應收款項。

倘客戶於本集團確認相關收益之前支付代價，則確認合約負債。倘集團擁有無條件權利可於本集團確認相關收益前收取代價，亦將確認合約負債。在該等情況下，亦將確認相應的應收款項。

就與客戶訂立的單一合約而言，以合約資產淨額或合約負債淨額呈列。就多種合約而言，不相關合約的合約資產及合約負債不以淨額基準呈列。

倘合約包含重大融資部分，合約結餘包括按實際利息法計算的應計利息。

(g) 建造合約及合約成本

提供建築服務的收益隨時間確認，其採用產量法計量完全履行服務的進度，原因為本集團的履約行為會創造或提升客戶在資產被創造或提升時所控制之資產。產量法參考根據截至報告期末已認證工作評估的特定交易完成情況佔每份合約總合約價值的百分比確認收益。

本集團根據建築合約發生之最近期事實及情況以及開展類似建築工程之過往經驗定期評估建築合約之可能結果。當預測到建築合約之結果會出現變動時，本集團將調整預期於損益中確認之合約收益。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Construction contracts and contract costs (continued)

The likelihood of the Group earning contractual bonuses for early completion or suffering contractual penalties for late completion are taken into account in making these estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognised.

Contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory, property, plant and equipment or intangible assets.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Incremental costs of obtaining a contract are capitalised when incurred if the costs are expected to be recovered, unless the expected amortisation period is one year or less from the date of initial recognition of the asset, in which case the costs are expensed when incurred. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract. Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

4. 重大會計政策(續)

(g) 建造合約及合約成本(續)

作出該等估計時已考慮本集團因提早完成而賺取合約獎金或因延遲完成而遭受合約罰款的可能性，因此收益僅在已確認的累計金額不會發生重大撥回的可能性較高時方會予以確認。

當合約的結果不能合理計量時，僅在已產生合約成本預計能夠收回的範圍內確認收益。

倘於任何時間估計完成合約的成本將超過合約代價的剩餘金額時，則確認撥備。

合約成本包括為自客戶取得合約發生的增量成本或與客戶履行合約時的成本，其成本並不會資本化為存貨、物業、廠房及設備或無形資產。

取得合約的增量成本為本集團為獲得與客戶簽訂的合約而產生的成本，倘未取得合約，則該等成本不會產生。如預期收回成本，則取得合約的增量成本於發生時予以資本化，除非預期攤銷期間自資產首次確認之日起計一年或以內，在此情況下，成本於產生時支出。取得合約的其他成本於產生時列作支出。

倘成本直接與現有合約或預期取得可特別認定的合約相關，則履行合約的成本會予以資本化；其成本產生或增加將來用於提供商品或服務的資源；及其成本預期可被收回。與現有合約或預期取得可特別認定的合約相關的成本可能包括直接人工、直接材料、分配費用、明確由客戶承擔的成本以及僅因本集團訂立合約而產生的其他成本。履行合約的其他成本(不包括資本化為存貨、物業、廠房及設備或無形資產的成本)於產生時列作支出。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

4. 重大會計政策(續)

(h) 確認及終止確認金融工具

當本集團成為工具合約條文的訂約方時，金融資產及金融負債於綜合財務狀況表中確認。

金融資產及金融負債初始按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)之金融資產及金融負債除外)直接發生的交易成本於初始確認時計入金融資產或金融負債的公平值，或從金融資產或金融負債的公平值扣除(如適用)。收購按公平值計入損益之金融資產或金融負債直接發生之交易成本即時於損益中確認。

本集團僅在資產現金流量的合約權利屆滿或其將金融資產及資產所有權的絕大部分風險及回報轉移至另一實體時終止確認金融資產。倘若本集團既無轉讓亦無保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團確認其於該資產的保留權益及其可能須支付的相關負債。倘若本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團將繼續確認該金融資產，並就所收所得款項確認抵押借款。

本集團於且僅於本集團的責任獲解除、取消或屆滿時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括任何已轉讓的非現金資產或承擔的負債)的差額於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Financial assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- Fair value through other comprehensive income (“FVTOCI”) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 重大會計政策(續)**(i) 金融資產**

所有通過常規方式購買或銷售的金融資產均以交易日為基準確認及終止確認。以常規方式購買或銷售乃要求於市場法規或慣例設定之時限內交付資產之金融資產買賣。所有已確認的金融資產其後按攤銷成本或公平值作整項計量，具體取決於金融資產的分類。

債務投資

本集團持有之債務投資歸入以下其中一個計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲取本金及利息付款。投資所得利息收入乃使用實際利率法計算。
- 按公平值計入其他全面收益（「按公平值計入其他全面收益」）— 可劃轉，倘投資之合約現金流量僅包括本金及利息付款，並且按目標為收回合約現金流量及銷售之業務模式持有投資。公平值之變動於其他全面收益確認，惟預期信貸虧損、利息收入（按實際利率法計算）及匯兌收益及虧損則於損益確認。於終止確認該投資時，於其他全面收益累計之金額由權益轉入損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益（可劃轉）之標準。投資之公平值變動（包括利息）於損益確認。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial assets (continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

(j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

4. 重大會計政策(續)

(i) 金融資產(續)

股本投資

於股本證券之投資被分類為按公平值計入損益，除非有關股本投資並非以買賣目的而持有且於初步確認投資時，本集團選擇指定投資按公平值計入其他全面收益(不可劃轉)，因此，其後公平值變動於其他全面收益確認。該等選擇以個別工具基準作出，並僅於發行人認為投資符合股本定義時方可能作出。作出該選擇後，於其他全面收益累計之金額仍將保留在公平值儲備(不可劃轉)直至出售投資為止。於出售時，於公平值儲備(不可劃轉)累計之金額轉入保留溢利，且不會轉入損益。股本證券投資(不論分類為按公平值計入損益或按公平值計入其他全面收益)之股息於損益確認為其他收入。

(j) 貿易及其他應收款項

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價的權利僅需經過一段時間方為無條件。如收益在本集團有無條件權利收取代價前經已確認，則金額呈列為合約資產。

應收款項利用實際利率法按攤銷成本減信貸虧損撥備列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)**(k) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

(l) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(i) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the ECL model under HKFRS 9 and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

4. 重大會計政策(續)**(k) 現金及現金等值項目**

現金及現金等值項目包括銀行及手頭現金、銀行及其他金融機構的活期存款以及購入後於三個月內到期可隨時轉換為已知金額現金的短期高流通性並且價值改變風險不大的投資。就綜合現金流量表而言，現金及現金等值項目亦包括須按要求償還及構成本集團現金管理一部分的銀行透支。現金及現金等值項目評估預期信貸虧損。

(l) 金融負債及股本工具

金融負債及股本工具乃根據所訂立合約安排的內容及香港財務報告準則有關金融負債及股本工具之定義進行分類。股本工具指證明於扣減本集團之所有負債後於其資產中餘下權益之任何合約。就特定金融負債及股本工具採納之會計政策載列於下文。

(i) 財務擔保合約

財務擔保合約於發行擔保時確認為金融負債。有關負債首次按公平值計量，其後則按以下較高者計量：

- 根據香港財務報告準則第9號下的預期信貸虧損模型釐定的金額；及
- 首次確認的金額減根據香港財務報告準則第15號的原則確認的累計收入金額(如適用)。

財務擔保的公平值按債務工具下須作出的合約付款與在並無擔保下須作出的付款之間的現金流量的差額的現值，或就承擔責任而可能須付予第三方的估計金額所釐定。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Financial liabilities and equity instruments (continued)

(i) Financial guarantee contracts (continued)

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(ii) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(iii) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(m) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue is recognised when specific criteria have been met for the Group's activity described below:

(i) Construction contracts

Revenue from construction contracts is recognised in accordance with the policy set out in note 4(g) above.

4. 重大會計政策(續)

(l) 金融負債及股本工具(續)

(i) 財務擔保合約(續)

倘按無償方式就聯營公司的貸款或其他應付款項作出擔保，則有關公平值乃當出資入賬，並確認為投資成本的一部分。

(ii) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，其後則以實際利率法按攤銷成本計量，除非貼現影響輕微，在該情況下按成本列賬。

(iii) 股本工具

股本工具指能證明在實體之資產擁有剩餘權益(已扣除其所有負債)之任何合約。本公司發行之股本工具按已收取之所得款項經扣除直接發行成本後列賬。

(m) 收益及其他收入

收益於產品或服務的控制權轉移至客戶時確認，金額為本集團預期將有權收取之承諾代價，且不包括代表第三方收取的有關金額。收益不包括增值稅或其他銷售稅，且乃經扣減任何貿易折扣。

收益於就本集團活動滿足特定條件時確認，詳情概述如下：

(i) 建築合約

建造合約的收益根據上文附註4(g)所載政策確認。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Revenue and other income (continued)

(ii) Trading of tools and equipment

Revenue from the trading of tools and equipment is recognised at point in time when control of the asset is transferred to the customers generally on delivery of the tools and equipment.

(iii) Interest income

Interest income is recognised as it accrues using the effective interest method.

(iv) Rental income

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

4. 重大會計政策(續)

(m) 收益及其他收入(續)

(ii) 買賣工具及設備

買賣工具及設備的收益在資產的控制權轉移予客戶的時間點確認，通常為工具及設備交付時。

(iii) 利息收入

利息收入在產生時按實際利率法確認。

(iv) 租金收入

經營租賃項下的應收租金收入在租期所涵蓋的期間以等額分期方式在損益中確認，除非另一種基準更能代表使用租賃資產所產生的利益模式。授予的租賃獎勵在損益中確認為應收淨租賃付款總額的一部分。不依賴於指數或費率的可變租賃付款在其賺取的會計期間確認為收入。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(o) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

4. 重大會計政策(續)

(n) 僱員福利

(i) 僱員應享假期

僱員應享年假及長期服務假期於賦予僱員時確認。截至報告期末已就僱員因所提供服務享有的年假及長期服務假期的估計負債作出撥備。

僱員應享之病假及產假將於正式休假時方可確認。

(ii) 退休金責任

本集團向所有僱員適用之定額供款退休計劃供款。本集團及僱員向有關計劃作出之供款乃根據僱員之基本薪金的百分比計算。自損益扣除之退休福利計劃成本乃指本集團應付予基金之供款。

(iii) 離職福利

離職福利於以下兩種情況的較早發生日期確認：當本集團不可撤回該等福利的要約，及當本集團確認重組成本並涉及支付離職福利。

(o) 政府補貼

如有合理保證本集團將遵守補貼所附帶之條件並收取政府補貼，則確認政府補貼。

與收入有關之政府補貼就其與擬補償成本配對之期間於損益遞延並確認。

用作已產生開支或虧損之補償或作為本集團即時財務資助而並無未來相關成本的應收政府補貼，於應收政府補貼期間於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

4. 重大會計政策(續)

(p) 稅項

所得稅指即期稅項及遞延稅項之總和。

應繳即期稅項按年內應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅收入或開支項目，並且不包括從不課稅或不可扣稅項目，故與於損益中確認之溢利不同。本集團之即期稅項負債按報告期末已頒佈或實際上頒佈之稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間之差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產於可能出現應課稅溢利，以致可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可予動用時確認。倘因商譽或因初步確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中其他資產及負債引致暫時差額，則不會確認該等資產及負債。

遞延稅項負債就投資於附屬公司產生之應課稅暫時差額確認，惟倘本集團能夠控制暫時差額之撥回且暫時差額可能不會於可見將來撥回則作別論。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

4. 重大會計政策(續)

(p) 稅項(續)

遞延稅項資產賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利以供收回全部或部分資產時調減。

遞延稅項乃按預期於負債清償或資產變現期間適用之稅率計算，而有關稅率以報告期末已頒佈或實際頒佈之稅率為基準。遞延稅項於損益中確認，惟遞延稅項與於其他全面收益中或直接於權益中確認之項目有關者則除外，在此情況下，遞延稅項亦在其他全面收益中或直接於權益中確認。

遞延稅項資產及負債之計量反映於報告期末按本集團預計收回其資產或結清負債賬面值之方式之稅務後果。

為計量以公平值模式計量的投資物業的遞延稅項，除非該假設被推翻，否則該等物業的賬面值假定為通過出售收回。當投資物業可予折舊並於本集團經營目的為隨時間流逝(而非透過出售)耗用投資物業內絕大部分經濟利益的業務模式中持有，則駁回假設。倘該假設被推翻，則相關投資物業的遞延稅項按預期將收回物業的方式計量。

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Taxation (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(q) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated pro rata amongst the assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 重大會計政策(續)

(p) 稅項(續)

對於其中稅項扣減歸屬於租賃負債的租賃交易，本集團將香港會計準則第12號要求分別應用於使用權資產及租賃負債。與使用權資產及租賃負債相關的暫時差額在首次確認時及首次確認豁免適用的租賃期內不予確認。

遞延稅項資產及負債於有可合法執行權利將即期稅項資產抵銷即期稅項負債，及與相同稅務機關徵收之所得稅相關，且本集團擬按淨額基準償還其即期稅項資產及負債之情況下予以抵銷。

(q) 非金融資產減值

非金融資產之賬面值於各報告日期評估有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組別之現金流入除外。在此情況下，可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

現金產生單位減值虧損按比例在現金產生單位資產間進行分配。因估計變動而造成其後可收回金額增加將撥回減值計入損益。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Impairment of financial assets and contract assets

The Group recognises a loss allowance for ECL on lease receivables, trade receivables and contract assets. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for lease receivables, trade receivables and contract assets. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重大會計政策(續)

(r) 金融資產及合約資產減值

本集團就租賃應收款項、貿易應收款項及合約資產的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新以反映信貸風險自各金融工具初步確認以來的變動。

本集團一直就租賃應收款項及貿易應收款項以及合約資產確認全期預期信貸虧損。該等金融資產之預期信貸虧損基於本集團過往信貸虧損經驗採用撥備矩陣進行估計，並按債務人特定因素、整體經濟狀況及於報告日期對當前及預測狀況發展方向之評估(包括貨幣時間價值，倘適用)進行調整。

就所有其他金融工具而言，本集團於初步確認以來信貸風險大幅增加時確認全期預期信貸虧損。然而，倘金融工具信貸風險自初步確認以來並無大幅增加，本集團按相等於12個月預期信貸虧損之金額計量金融工具之虧損撥備。

全期預期信貸虧損指於金融工具之預計年期內所有可能違約事件產生的預期信貸虧損。相較之下，12個月預期信貸虧損指於報告日期後12個月內因可能發生的金融工具違約事件而預期產生的部分全期預期信貸虧損。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Impairment of financial assets and contract assets (continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

4. 重大會計政策(續)

(r) 金融資產及合約資產減值(續)

信貸風險顯著增加

於評估自初步確認以來金融工具的信貸風險有否顯著增加時，本集團會將於報告日期金融工具發生之違約風險與初步確認日期金融工具之違約風險進行比較。於進行該評估時，本集團會同時考慮合理及有理據的定量和定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。所考慮的前瞻性資料包括來自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織以及考慮本集團核心業務相關的各種外部實際及預測經濟資料來源而得知的本集團債務人經營所在行業的未來前景。

特別是，於評估自初步確認以來信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 特定金融工具的外部市場信貸風險指標顯著惡化；
- 預計會導致債務人償還債務能力大幅削減的業務、財務或經濟狀況的現有或預測的不利變動；
- 債務人經營業績的實際或預期顯著惡化；

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Impairment of financial assets and contract assets (continued)

Significant increase in credit risk (continued)

- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

4. 重大會計政策(續)

(r) 金融資產及合約資產減值(續)

信貸風險顯著增加(續)

- 同一債務人於其他金融工具的信貸風險顯著增加；
- 債務人的監管、經濟或技術環境實際或預期出現重大不利變動而導致債務人償還債務能力大幅削減。

不論上述評估結果如何，本集團假定，當合約付款逾期超過30日，則自初始確認以來金融資產信貸風險已顯著增加，除非本集團有合理及有理據的資料提出相反證明。

儘管如上所述，倘金融工具於報告日期釐定為具有較低信貸風險，則本集團假設該金融工具的信貸風險自初始確認以來並無顯著增加。倘出現下列情形，金融工具釐定為具有較低信貸風險：

- (i) 金融工具具有低違約風險，
- (ii) 債務人於短期內具備雄厚實力履行其合約現金流量責任，及
- (iii) 長期經濟及業務狀況的不利變動可能但不一定削減借款人履行其合約現金流量責任的能力。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Impairment of financial assets and contract assets (continued)

Significant increase in credit risk (continued)

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 重大會計政策(續)

(r) 金融資產及合約資產減值(續)

信貸風險顯著增加(續)

當金融資產的外部信貸評級為「投資級別」(按照全球理解的釋義)，則本集團會視該金融資產的信貸風險偏低，或倘外部評級不可用時，則該資產的內部評級為「履約級別」。履約級別指交易對手具備雄厚財務狀況且並無逾期金額。

本集團定期監察用以確定信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件的應收款項一般無法收回。

- 交易對手違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人(包括本集團)全額退款(不考慮本集團持有的任何抵押品)。

不論上文分析，本集團認為當金融資產逾期超過90日時，即屬發生違約，除非本集團有合理及有理據的資料證明較寬鬆的違約標準更為適用則當別論。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Impairment of financial assets and contract assets (continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 重大會計政策(續)

(r) 金融資產及合約資產減值(續)

信貸減值金融資產

倘發生一項或多項對金融資產之估計未來現金流量產生不利影響之事件時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- 發行人或交易對手出現重大財務困難；
- 違反合約，如違約或逾期事件；
- 由於與交易對手財務困難相關的經濟或合約原因，交易對手的貸款人已向交易對手授予貸款人原本不會考慮的特許權；
- 交易對手可能破產或進行其他財務重組；或
- 由於財務困難致使金融資產之活躍市場消失。

撤銷政策

倘有資料顯示債務人出現重大財務困難，且並無實際收回的可能之時（包括債務人已清算或進入破產程序），或就貿易應收款項而言，有關金額已逾期超過兩年（以較早發生者為準），本集團會撤銷金融資產。在考慮法律意見（如適用）後，已撤銷金融資產仍可根據本集團之收回程序實施強制執行。任何收回款項會於損益中確認。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Impairment of financial assets and contract assets (continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4. 重大會計政策(續)

(r) 金融資產及合約資產減值(續)

預期信貸虧損之計量及確認

預期信貸虧損之計量可計算出違約概率、違約損失率(即違約時之虧損大小)及違約風險敞口。違約概率及違約損失率之評估乃基於上述經前瞻性資料調整之過往數據。至於違約風險敞口，就金融資產而言，其以資產於報告日期之賬面總值列示。

金融資產之預期信貸虧損按根據合約應付本集團之所有合約現金流量與本集團預期可收取之所有現金流量(按原定實際利率貼現)之間的差額估算。就租賃應收款項而言，用於釐定預期信貸虧損的現金流量與根據香港財務報告準則第16號計量租賃應收款項所使用的現金流量一致。

倘本集團已於前一個報告期間按相等於全期預期信貸虧損的金額計量一項金融工具之虧損撥備，但於當前報告日期確定其不再符合全期預期信貸虧損之條件，則本集團於當前報告日期按相等於12個月預期信貸虧損的金額計量虧損撥備，使用簡化法的資產除外。

本集團於損益確認所有金融工具的減值收益或虧損，透過虧損撥備賬對其賬面值作出相應調整。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(t) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 重大會計政策(續)

(s) 撥備及或然負債

當本集團因過往事件須承擔現有法律或推定責任，而履行責任時有可能導致經濟利益流出，並能可靠估計責任金額之情況下，須對產生時間或金額皆不明確之負債確認撥備。倘貨幣時值重大，則撥備按預期用於履行該責任之支出現值列賬。

倘不大可能導致經濟利益流出，或金額無法可靠估計，則有關責任披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能出現之責任(其是否存在將僅取決於日後是否會發生一宗或多宗事件)亦披露為或然負債，除非經濟利益流出之可能性極低則另作別論。

(t) 報告期間後事項

提供有關本集團於報告期末狀況之額外資料或顯示持續經營假設並不適用之報告期間後事項均屬於調整事項，並於綜合財務報表內反映。倘並非調整事項之報告期間後事項屬重大，則於綜合財務報表附註中披露。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(a) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(i) Revenue from contracts with customers

The Group has the primary responsibility for fulfilment of the contract, quality and warranty of the overall work and has discretion in selecting subcontractors and determining the pricing for subcontractors. Thus, the Group is acting as the principal and recognises revenue on a gross basis. The determination of the progress of the construction service involves judgements. The Group recognises revenue based on progress confirmation from customers. The confirmation reflects the progress towards complete satisfaction of the performance obligation, which is measured based on direct measurements of the value of units delivered or surveys of work performed. The customers will provide a final statement when the whole project is completed and may have adjustments on accumulated confirmation according to the actual engineering quantity till the day of completion. In addition, when determining the transaction price, the Group considers factors such as whether there is any financing component. The Group considers whether the payment schedule is commensurate with the Group's performance and whether the delayed payment is for financing purposes. The Group has, therefore, recognised revenue based on the progress confirmation over the period during which the service is rendered and transferred to customers.

5. 重大判斷及主要估計

(a) 應用會計政策之重大判斷

於應用會計政策過程中，董事已作出以下對綜合財務報表中所確認金額具有重大影響之判斷（在下文處理涉及估計之判斷除外）。

(i) 客戶合約收益

本集團主要對履行合約、整體工程質量及保修負責，並酌情選擇次承判商及釐定次承判商的定價。因此，本集團以主事人身份行事，在總額基礎上確認收益。確定施工服務的進度涉及判斷。本集團根據客戶的進度確認來確認收益。確認反映完全履行履約責任的進展情況，該履約責任是根據所交付單位價值的直接計量或測量已進行工程而衡量。客戶將在整個項目完成後提供最終報表，並可根據實際工程量對累計確認進行調整，直至竣工當日為止。此外，在釐定交易價格時，本集團會考慮是否存在任何融資成分等因素。本集團考慮付款時間表是否與本集團的表現相稱，以及延遲付款是否出於融資目的。因此，本集團已就向客戶提供及轉讓服務的期間根據進度確認收益。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(continued)

(a) Critical judgements in applying accounting policies

(continued)

(ii) Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have adopted the presumption that investment properties measured using the fair value model are recovered through sale.

(b) 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, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(i) Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

5. 重大判斷及主要估計(續)

(a) 應用會計政策之重大判斷(續)

(ii) 投資物業的遞延稅項

就計量以公平值模式計量的投資物業的遞延稅項而言，董事已審閱本集團的投資物業組合並得出結論，本集團的投資物業並非以隨時間推移消耗投資物業所蘊含的絕大部分經濟利益(而非通過出售)的業務模式持有。因此，在釐定本集團投資物業的遞延稅項時，董事已假設以公平值模式計量的投資物業可透過出售收回。

(b) 估計不確定因素之主要來源

於報告期末，有重大風險導致資產及負債賬面值於下一財政年度作出重大調整之未來相關主要假設及估計不確定因素之其他主要來源，如下所述。

(i) 租賃 — 估計增量借款利率

本集團無法輕易釐定租賃內隱含的利率，因此，其使用增量借款利率(「增量借款利率」)計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品於類似期間借入所需資金應支付的利率。因此，增量借款利率反映本集團「應支付」的利率，要求當無可觀察的利率時(如就並無訂立融資交易的附屬公司而言)或當須對利率進行調整以反映租賃的條款及條件時(如當租賃並非以附屬公司的功能貨幣訂立時)作出估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如市場利率)估算增量借款利率並須作出若干實體特定的估計(如附屬公司的單獨信貸評級)。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(continued)***(b) Key sources of estimation uncertainty** *(continued)***(ii) Impairment of property, plant and equipment and right-of-use assets**

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 March 2022 were HK\$5,606,000 (2021: HK\$6,135,000) and HK\$1,602,000 (2021: HK\$3,076,000), respectively.

(iii) Provision for ECL on trade receivables and contract assets

The Group uses a provision matrix to calculate ECL 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.

5. 重大判斷及主要估計 (續)

(b) 估計不確定因素之主要來源 (續)**(ii) 物業、廠房及設備以及使用權資產減值**

物業、廠房及設備以及使用權資產乃按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時,本集團須行使判斷及作出估計,尤其評估:(1) 是否有事件已發生或有任何指標可能影響資產價值;(2) 資產賬面值是否能夠以可收回金額(如為使用價值)支持,即按照持續使用資產估計的未來現金流量的淨現值;及(3) 將用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計個別資產(包括使用權資產)的可收回金額時,本集團估計資產所屬現金產生單位的可收回金額。更改假設及估計,包括於現金流量預測內的貼現率或增長率,可顯著影響可收回金額。

物業、廠房及設備以及使用權資產於2022年3月31日的賬面值分別為5,606,000港元(2021年:6,135,000港元)及1,602,000港元(2021年:3,076,000港元)。

(iii) 貿易應收款項及合約資產的預期信貸虧損撥備

本集團採用撥備矩陣計算貿易應收款項及合約資產的預期信貸虧損。撥備率乃基於因就擁有類似虧損模式的多個客戶分部進行分組而逾期的日數計算。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(continued)

(b) Key sources of estimation uncertainty (continued)

(iii) Provision for ECL on trade receivables and contract assets (continued)

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the construction sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

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

As at 31 March 2022, the carrying amount of trade receivables and contract assets are HK\$23,502,000 (2021: HK\$60,612,000) and HK\$48,007,000 (2021: HK\$44,916,000) respectively, net of allowance for trade receivables and contract assets of HK\$380,000 (2021: HK\$1,480,000) and HK\$669,000 (2021: HK\$353,000) respectively.

(iv) Provision for rectification works

Significant estimates are involved in the determination of provisions related to rectification works. Accordingly, management exercises considerable judgement in determining whether there is a present obligation as a result of a past event at the reporting date, whether it is more likely than not that such warranty services and rectification works will result in an outflow of resources and whether the amount of the obligation can be reliably estimated with reference to the relevant correspondence and contracts with customers. Management estimates the cost for rectification works with regard to the Group's experience in addressing such matters.

5. 重大判斷及主要估計(續)

(b) 估計不確定因素之主要來源(續)

(iii) 貿易應收款項及合約資產的預期信貸虧損撥備(續)

撥備矩陣初步以本集團的過往觀察所得違約率為基礎。本集團將調整矩陣，以對照前瞻性資料調整過往信貸虧損經驗。舉例而言，倘預測經濟狀況(即國內生產總值)預期會於下一年惡化而可能導致建築界別的違約數目增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率會更新及前瞻性估計的變動會予以分析。

對過往觀察所得違約率、預測經濟狀況及預期信貸虧損之間的關連性進行的評估屬重大估計。預期信貸虧損的金額對環境及預測經濟狀況的變動敏感。本集團的過往信貸虧損經驗及經濟狀況的預測亦未必反映客戶未來的實際違約情況。

於2022年3月31日，貿易應收款項及合約資產的賬面值分別為23,502,000港元(2021年：60,612,000港元)及48,007,000港元(2021年：44,916,000港元)，扣除貿易應收款項及合約資產的撥備分別380,000港元(2021年：1,480,000港元)及669,000港元(2021年：353,000港元)。

(iv) 整改工程撥備

在釐定與整改工程有關的撥備時涉及重大估計。因此，管理層作出重大判斷以決定於報告日期的現有責任是否源於已發生的事件、該保修服務及整改工作會否可能造成資源外流及責任的金額能否就相關事宜及與客戶的合約作可靠的估計。管理層根據本集團處理該等事宜的經驗就整改成本作出估計。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(continued)

(b) Key sources of estimation uncertainty (continued)

(iv) Provision for rectification works (continued)

As at 31 March 2022, the Group recognised provisions related to warranty costs and rectification works amounting to HK\$7,269,000 (2021: HK\$7,119,000).

(v) Fair value of investment properties

The Group appointed an independent professional valuer to assess the fair value of the investment properties. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation and inputs used are reflective of the current market conditions.

The carrying amount of investment properties as at 31 March 2022 was HK\$81,700,000 (2021: Nil).

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Credit risk

The Group mainly transacts with recognised and creditworthy third parties. Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets.

5. 重大判斷及主要估計(續)

(b) 估計不確定因素之主要來源(續)

(iv) 整改工程撥備(續)

於2022年3月31日，本集團確認的保修成本及整改工程撥備為7,269,000港元(2021年：7,119,000港元)。

(v) 投資物業的公平值

本集團已委任獨立專業估值師評估投資物業的公平值。於釐定公平值時，估值師採用了涉及若干估計的估值方法。董事已行使其判斷，並信納所使用的估值方法及輸入值反映當前市況。

於2022年3月31日，投資物業的賬面值為81,700,000港元(2021年：零)。

6. 金融風險管理

本集團的業務使其面對多種財務風險：信貸風險及流動資金風險。本集團的整體風險管理計劃著重於金融市場的不可預見性，並力求盡量降低對本集團財務表現的潛在不利影響。

(a) 信貸風險

本集團主要與被肯定及有良好信譽之第三方交易。應收款項結餘乃按持續經營基準進行監控，本集團面臨壞賬的風險並不重大。

最大風險敞口及年末所處階段

下表顯示基於本集團信貸政策的信貸質素及最大信貸風險敞口，該政策主要基於過往逾期資料(除其他毋須付出過多成本或精力即可獲得之資料外)以及於3月31日之年末所處的階段分類。所呈列的金額為該等金融資產的賬面總值。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

6. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 March 2022

6. 金融風險管理 (續)

(a) 信貸風險 (續)

最大風險敞口及年末所處階段 (續)

於2022年3月31日

		12-month ECL		Lifetime ECL		Total
		12個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化方法	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元
Contract assets*	合約資產*	-	-	-	48,676	48,676
Trade receivables*	貿易應收款項*	-	-	-	23,882	23,882
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產					
— Normal**	— 正常**	811	-	-	-	811
Pledged deposits	質押存款					
— Not yet past due	— 尚未逾期	22,825	-	-	-	22,825
Cash and cash equivalents	現金及現金等值項目					
— Not yet past due	— 尚未逾期	62,781	-	-	-	62,781
		86,417	-	-	72,558	158,975

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

6. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 March 2021

		12-month ECL		Lifetime ECL		Total
		12個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化方法	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Contract assets*	合約資產*	-	-	-	45,269	45,269
Trade receivables*	貿易應收款項*	-	-	-	62,092	62,092
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產					
— Normal**	— 正常**	1,092	-	-	-	1,092
Pledged deposits	質押存款					
— Not yet past due	— 尚未逾期	29,231	-	-	-	29,231
Cash and cash equivalents	現金及現金等值項目					
— Not yet past due	— 尚未逾期	84,835	-	-	-	84,835
		115,158	-	-	107,361	222,519

* For contract assets and trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 23 and 24 to the consolidated financial statements, respectively.

** The credit quality of the financial assets included in prepayments, deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

6. 金融風險管理 (續)

(a) 信貸風險 (續)

最大風險敞口及年末所處階段 (續)

於2021年3月31日

* 對於本集團採用簡化減值方法的合約資產及貿易應收款項而言，基於撥備矩陣的資料分別於綜合財務報表附註23及24中披露。

** 計入預付款項、按金及其他應收款項的金融資產的信貸質素尚未逾期，且無資料顯示金融資產的信貸風險自初步確認以來大幅增加時被視為「正常」，否則金融資產的信用質素被認為是「可疑」。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

6. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Maximum exposure and year-end staging (continued)

Management monitors the creditworthiness and payment patterns of each debtor closely and on an ongoing basis. The Group's trade receivables from contract work represent interim billings or retentions certified by the customers under terms as stipulated in the contracts. As the Group's customers in respect of contract works primarily consist of main contractors in the construction industry, property developers or owners with strong financial backgrounds, management considers that the risk of irrecoverable receivables from contract work is not significant.

Since the Group transacts only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk of the trade receivables are managed by analysis by customer/counterparty. At the end of the reporting period, the Group had certain concentrations of credit risk as 62% (2021: 83%) and 91% (2021: 100%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 24 to the consolidated financial statements.

6. 金融風險管理(續)

(a) 信貸風險(續)

最大風險敞口及年末所處階段(續)

管理層會持續密切監察各債務人的信譽及還款模式。本集團的合約工程貿易應收款項指根據合約內訂明條款經客戶核實的中期賬單或保固金。由於本集團合約工程的有關客戶主要為建設行業的主承判商以及財力雄厚的物業開發商或業主，故管理層認為無法收回合約工程應收款項的風險並不重大。

由於本集團僅與被肯定及有良好信譽之第三方交易，故此毋須任何抵押品。貿易應收款項之信貸風險集中度按客戶／對手方進行分析管理。於報告期末，本集團有一定集中之信貸風險，原因為本集團的62%(2021年：83%)及91%(2021年：100%)貿易應收款項分別為應收本集團最大客戶及五大客戶款項。

有關本集團貿易應收款項所產生的信貸風險的進一步量化數據於綜合財務報表附註24中披露。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

6. FINANCIAL RISK MANAGEMENT (continued)

(b) Liquidity risk

The Group's policy is to regularly monitor its current and expected liquidity requirements, its compliance with lending covenants and its relationship with its bankers to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

6. 金融風險管理(續)

(b) 流動資金風險

本集團的政策為定期監控其現有及預期流動資金需求、其有否遵守貸款契諾及其與往來銀行的關係，以確保其維持充裕的現金儲備以滿足短期及較長期流動資金需求。

根據本集團金融負債的合約未貼現現金流量之到期日分析如下：

		On demand or within 1 year 應要求償還或 於一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total undiscounted cash flow 未貼現現金流 量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31 March 2022	於2022年3月31日						
Trade payables	貿易應付款項	8,342	-	-	-	8,342	8,342
Financial liabilities included in other payable and accruals	計入其他應付款項及 應計費用的金融負債	3,212	-	-	-	3,212	3,212
Lease liabilities	租賃負債	1,320	440	-	-	1,760	1,725
At 31 March 2021	於2021年3月31日						
Trade payables	貿易應付款項	11,311	-	-	-	11,311	11,311
Financial liabilities included in other payable and accruals	計入其他應付款項及 應計費用的金融負債	1,889	-	-	-	1,889	1,889
Lease liabilities	租賃負債	1,602	1,320	440	-	3,362	3,250

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Categories of financial instruments

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets:	金融資產：		
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	109,919	175,770
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	13,279	16,450

(d) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

See note 20 to the consolidated financial statements for disclosure relating to the investment properties which are measured at fair value.

6. 金融風險管理(續)

(c) 金融工具類別

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets:	金融資產：		
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	109,919	175,770
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	13,279	16,450

(d) 公平值

於綜合財務狀況表反映的本集團金融資產及金融負債的賬面值與其各自的公平值相若。

7. 公平值計量

公平值為市場參與者之間於計量日在有序交易中出售資產所得或轉讓負債所支付之價格。本集團採用以下公平值等級架構披露公平值計量，其將用於計量公平值的估值技術的輸入數據分為三層等級：

第1層輸入數據：本集團於計量日可取得之相同資產或負債之活躍市場報價(未經調整)。

第2層輸入數據：第1層所包括之報價以外，就資產或負債可直接或間接觀察得出之輸入數據。

第3層輸入數據：資產或負債不可觀察之輸入數據。

本集團的政策為在導致轉撥的事宜或情況變動的日期確認三層等級各層的轉入及轉出。

按公平值計量的投資物業相關披露請參閱綜合財務報表附註20。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

8. REVENUE

An analysis of revenue is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue from contracts with customers	客戶合約收益	223,058	350,847

8. 收益

收益的分析如下：

Revenue from contracts with customers

(i) Disaggregated revenue information

客戶合約收益

(i) 細分收益資料

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Types of goods and services	貨品及服務類型		
Construction services of residential buildings	住宅樓宇的建築服務	138,058	339,168
Construction services of non-residential buildings	非住宅樓宇的建築服務	84,629	11,256
Trading of tools and equipment	買賣工具及設備	371	423
Total revenue from contracts with customers	客戶合約收益總額	223,058	350,847
Timing of revenue recognition	收益確認時間		
Services transferred over time	隨時間轉移的服務	222,687	350,424
Goods transferred at a point in time	於某時間點轉移的貨品	371	423
Total revenue from contracts with customers	客戶合約收益總額	223,058	350,847

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

8. REVENUE (continued)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liability at the beginning of the reporting period:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue recognised that was included in the contract liability at the beginning of the reporting period	於報告期初計入合約負債的已確認收益		
Construction services	建築服務	944	–

(ii) Performance obligation

Information about the Group's performance obligation is summarised below:

Construction services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of issuance of the payment certificate. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

Trading of tools and equipment

The performance obligation is satisfied upon delivery of tools and equipment and payment is generally due within 30 days upon delivery.

8. 收益(續)

客戶合約收益(續)

(i) 細分收益資料(續)

下表顯示於報告期初計入合約負債的當期報告期間確認的收益金額：

(ii) 履約責任

有關本集團履約責任的資料概述如下：

建築服務

履約責任隨著提供服務而逐漸履行，且款項一般於自發出付款證明起計30天內到期支付。客戶會保留一定比例之付款直至保固期結束，因為本集團收取最終付款之權利取決於客戶在合約規定之一段時間內是否對服務質量感到滿意。

買賣工具及設備

履約責任在工具及設備交付時履行，付款通常在交付後30天內到期應付。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

8. REVENUE (continued)

Revenue from contracts with customers (continued)

(ii) Performance obligation (continued)

Unsatisfied performance obligations related to construction contracts:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Amounts of transaction prices expected to be recognised:	預期按下列時間予以確認的交易額：		
Within one year	一年內	227,454	221,316
After one year	一年後	16,624	40,100
		244,078	261,416

The amounts of contract sum allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to construction services, of which the performance obligations are to be satisfied within three years. All the other amounts of contract sum allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

8. 收益(續)

客戶合約收益(續)

(ii) 履約責任(續)

有關建造合約之未完成履約責任：

分配至餘下履約責任(預計於一年後確認為收益)之合約金額與建築服務相關，其履約責任將於三年內履行。分配至餘下履約責任的所有其他合約金額預期將於一年內確認為收益。上文披露的金額不包括受約束的可變代價。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

9. OTHER INCOME AND GAIN

An analysis of other income and gain is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Other income and gain	其他收入及收益		
Bank interest income	銀行利息收入	381	1,228
Recovery of bad debts	收回壞賬	687	830
Government subsidies [^]	政府補貼 [^]	-	3,136
Fair value gain on investment properties	投資物業的公平值收益	1,163	-
Gross rental income from investment properties	投資物業的總租金收入	138	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	25	-
Others	其他	5	-
		2,399	5,194

[^] Government subsidies were granted from the Employment Support Scheme under the Anti-epidemic Fund of the Government of the Hong Kong Special Administrative Region (the "HKSAR Government"). There were no unfulfilled conditions or contingencies relating to the subsidies.

9. 其他收入及收益

其他收入及收益分析如下：

[^] 政府補貼乃根據香港特別行政區政府(「香港特區政府」)的防疫抗疫基金保就業計劃授出。並無有關該補貼的任何未達成條件或然事項。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

10. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the provision of aluminium works related services and the trading of tools and equipment. Information reported to the Group's chief operating decision maker for the purpose of resource allocation and performance assessment is focused on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no further operating segment information is presented.

Geographical information

(a) Revenue from external customers

All of the Group's revenues from external customers were attributed to Hong Kong based on the location of the services provided.

(b) Non-current assets

All of the Group's non-current assets were located in Hong Kong based on the location of the assets.

Information about major customers

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

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Customer A	客戶 A	137,703	110,423
Customer B	客戶 B	28,627	207,705
Customer C	客戶 C	26,020	N/A 不適用 ¹

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

11. FINANCE COSTS

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	77	107

10. 經營分部資料

本集團主要從事提供鋁質工程相關服務及買賣工具及設備。就資源配置及表現評估向本集團主要營運決策者報告的資料集中於本集團整體經營業績，原因是本集團的資源已經整合，且並無任何獨立經營分部的財務資料。因此，並無進一步呈列經營分部資料。

地理資料

(a) 來自外部客戶的收益

本集團所有來自外部客戶的收益均根據服務提供所在位置撥歸香港所有。

(b) 非流動資產

本集團所有非流動資產根據資產所在位置均位於香港。

有關主要客戶的資料

在本集團收益總額中佔比10%或以上的外部客戶收益如下：

¹ 相應收益並無佔本集團總收益的10%以上。

11. 融資成本

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

12. INCOME TAX EXPENSE

12. 所得稅開支

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Current tax	即期稅項		
Provision for the year	本年度撥備	384	1,061
Under-provision in prior years	過往年度撥備不足	267	1,467
		651	2,528
Deferred tax	遞延稅項	(197)	(170)
		454	2,358

Hong Kong Profits Tax has been provided at 16.5% (2021: 16.5%) based on the estimated assessable profit for the year ended 31 March 2022, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime.

Under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25% and profits above that amount will be subject to the tax rate of 16.5%.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

截至2022年3月31日止年度，香港利得稅就估計應課稅溢利按16.5%（2021年：16.5%）的稅率計提撥備，惟本集團一間附屬公司除外，該公司為符合利得稅兩級制的企業。

根據利得稅兩級制，於香港成立的合資格企業首2百萬港元的應課稅溢利的利得稅稅率將下調至8.25%，超過2百萬港元的溢利將按16.5%之稅率徵稅。

其他地區應課稅溢利之稅項支出乃基於本集團經營業務所在國家之現行法律、詮釋及常規，按其通行稅率計算。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

12. INCOME TAX EXPENSE (continued)

The reconciliation between the income tax expense and the product of profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

12. 所得稅開支(續)

所得稅開支與除稅前溢利乘以香港利得稅稅率所得之積對賬如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Profit before tax	除稅前溢利	1,878	8,310
Tax at the Hong Kong Profits Tax rate of 16.5% (2021: 16.5%)	按 16.5% (2021 年：16.5%) 的香港利得稅稅率計算之稅項	310	1,371
Tax effect of the two-tiered profits tax rates regime	利得稅兩級制的稅務影響	(165)	(165)
Under-provision in prior years	過往年度撥備不足	267	1,467
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(240)	(653)
Tax effect of expenses that are not deductible	不可扣稅開支的稅務影響	78	11
Tax effect of tax loss not recognised	未確認的稅項虧損的稅務影響	224	347
Tax concession	稅項優惠	(20)	(20)
Income tax expense	所得稅開支	454	2,358

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

13. PROFIT FOR THE YEAR

The Group's profit for the year is stated after charging/(crediting) the following:

13. 年內溢利

本集團年內溢利於扣除／(計入)下列各項後入賬：

	Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Contract costs	合約成本	206,684	329,466
Auditor's remuneration	核數師酬金	900	1,746
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,350	1,314
Depreciation of right-of-use assets	使用權資產折舊	1,474	1,269
Fair value gain on investment properties	投資物業公平值收益	1,163	–
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	253	235
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(25)	–
Provision for impairment of contract assets, net [#]	合約資產減值撥備，淨額 [#]	316	947
(Reversal of provision)/provision for impairment of trade receivables, net [#]	貿易應收款項減值(撥備撥回)／撥備，淨額 [#]	(1,100)	1,477
Changes in provision for rectification works [*]	整改工程撥備變動 [*]	150	(1,831)

* For the year ended 31 March 2022, salaries and allowances of HK\$21,269,000 (2021: HK\$24,639,000), discretionary bonuses of HK\$2,619,000 (2021: HK\$2,543,000), pension scheme contributions of HK\$822,000 (2021: HK\$941,000) and changes in provision for rectification works of HK\$150,000 (2021: HK\$1,831,000), respectively, are included in contract costs disclosed above.

[#] Included in "Reversal of provision/(provision) for impairment loss allowances, net" in the consolidated statement of profit or loss and other comprehensive income.

* 截至2022年3月31日止年度，薪金及津貼21,269,000港元(2021年：24,639,000港元)、酌情花紅2,619,000港元(2021年：2,543,000港元)、退休金計劃供款822,000港元(2021年：941,000港元)及整改工程撥備變動150,000港元(2021年：1,831,000港元)已計入上文所披露的合約成本。

[#] 計入綜合損益及其他全面收益表中的「減值虧損撥備撥回／(撥備)，淨額」。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

14. EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

14. 僱員福利開支(包括董事酬金)

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, and allowances	薪金及津貼	26,186	29,533
Discretionary bonuses	酌情花紅	3,163	3,079
Retirement benefits scheme contributions	退休福利計劃供款	936	1,056
		30,285	33,668

The Group contributes to defined contribution retirement plans which are available for eligible employees in Hong Kong.

The Group operates a Mandatory Provident Fund scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Chapter 57 of the laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

During the years ended 31 March 2022 and 2021, the Group had no forfeited contributions under the MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 March 2022 and 2021 under the MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

本集團就香港合資格僱員享有的定額供款退休計劃作出供款。

本集團根據香港法例第485章強制性公積金計劃條例規定，為於香港法例第57章香港僱傭條例之管轄下僱用之僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及其僱員須各自按僱員相關收入之5%向該計劃供款，上限為每月有關收入30,000港元。

截至2022年及2021年3月31日止年度，本集團強積金計劃項下並無已沒收供款可供本集團用於減低現有供款水平。截至2022年及2021年3月31日，強積金計劃項下並無已沒收供款可供本集團用以抵減未來數年應付之供款。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

15. BENEFITS AND INTEREST OF DIRECTORS

Directors' and chief executive's remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, section 383(1)(a), (b), (c) and (f) of the Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Fees	袍金	360	360
Salaries and allowances	薪金及津貼	2,076	2,040
Discretionary bonuses	酌情花紅	223	200
Retirement benefits scheme contributions	退休福利計劃供款	36	36
		2,695	2,636

15. 董事福利及權益

董事及主要行政人員薪酬

根據聯交所證券上市規則、公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部，年內董事及主要行政人員薪酬披露如下：

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

15. BENEFITS AND INTEREST OF DIRECTORS (continued)

15. 董事福利及權益(續)

(a) Directors' emoluments

The emoluments of each director were as follows:

(a) 董事酬金

各董事的酬金如下：

		Fees	Salaries and allowances	Discretionary bonuses	Retirement benefit contributions	Total
		袍金	薪金及津貼	酌情花紅	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Year ended 31 March 2022	截至2022年3月31日止年度					
<i>Executive directors</i>	<i>執行董事</i>					
Mr. Chen Yuet Wa (Chairman and chief executive)	陳越華先生 (主席兼行政總裁)	-	1,038	50	18	1,106
Mr. Chan Fai	陳輝先生	-	1,038	173	18	1,229
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Mr. Chow Chi Fai	周志輝先生	120	-	-	-	120
Mr. Chan Hon Ki	陳漢淇先生	120	-	-	-	120
Mr. Yu Chi Wing	于志榮先生	120	-	-	-	120
		360	2,076	223	36	2,695
Year ended 31 March 2021	截至2021年3月31日止年度					
<i>Executive directors</i>	<i>執行董事</i>					
Mr. Chen Yuet Wa (Chairman and chief executive)	陳越華先生 (主席兼行政總裁)	-	1,020	100	18	1,138
Mr. Chan Fai	陳輝先生	-	1,020	100	18	1,138
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Mr. Chow Chi Fai	周志輝先生	120	-	-	-	120
Mr. Chan Hon Ki	陳漢淇先生	120	-	-	-	120
Mr. Yu Chi Wing	于志榮先生	120	-	-	-	120
		360	2,040	200	36	2,636

There were no arrangements under which a director or the chief executive waived or agreed to waive any emoluments during the year.

於本年度概無董事或行政總裁放棄或同意放棄任何酬金的安排。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

15. BENEFITS AND INTEREST OF DIRECTORS (continued)

(b) Five highest paid individuals

The five highest paid individuals in the Group for the reporting period included 2 (2021: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments paid to the remaining 3 (2021: 3) highest paid individuals during the years ended 31 March 2022 and 2021 are as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and allowances	薪金及津貼	2,370	2,262
Discretionary bonuses	酌情花紅	353	420
Retirement benefits scheme contributions	退休福利計劃供款	54	53
		2,777	2,735

The emoluments fell within the following band:

酬金介乎以下範圍：

		Number of individuals	
		人數	
		2022	2021
		2022年	2021年
Nil to HK\$1,000,000	零至1,000,000港元	2	2
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1	1

During the years ended 31 March 2022 and 2021, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

截至2022年及2021年3月31日止年度，本集團概無向任何董事或最高薪人士支付任何酬金作為加入本集團或加入本集團時的獎勵或作為離職補償。

15. BENEFITS AND INTEREST OF DIRECTORS (continued)**(c) Directors' material interests in transactions, arrangements or contracts**

Saved as disclosed in Note 37, no other transactions, arrangements and contracts of significance in relation to the business to which the Company's subsidiaries was a party and in which a director of the Company had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the years ended 31 March 2022 and 2021.

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There are no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the years ended 31 March 2022 and 2021.

(e) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2022, no consideration was provided to or receivable by third parties for making available director's services (2021: Nil).

16. DIVIDENDS

The board of directors has resolved not to declare any dividend for the year ended 31 March 2022 (2021: Nil).

17. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to owners of the Company of HK\$1,424,000 (2021: HK\$5,952,000), and the weighted average number of ordinary shares of 1,000,000,000 (2021: 1,000,000,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 March 2022 and 2021.

15. 董事福利及權益 (續)**(c) 董事於交易、安排或合約的重大權益**

除附註37所披露者外，概無與本公司附屬公司作為訂約方及本公司董事擁有重大權益(不論直接或間接)的業務有關且於年末或截至2022年及2021年3月31日止年度內任何時間存續的其他重大交易、安排及合約。

(d) 有關以董事、受該等董事控制的法人團體及該等董事的關連實體為受益人的貸款、準貸款及其他交易的資料

截至2022年及2021年3月31日止年度，並無以董事、受該等董事控制的法人團體及該等董事的關連實體為受益人作出的貸款、準貸款及其他交易。

(e) 就獲提供董事服務而向第三方支付代價

於截至2022年3月31日止年度，概無就獲提供董事服務而向第三方支付，亦無第三方因此應收任何代價(2021年：無)。

16. 股息

董事會議決不宣派截至2022年3月31日止年度的任何股息(2021年：無)。

17. 本公司擁有人應佔每股盈利

每股基本盈利的金額乃根據本公司擁有人應佔年內溢利1,424,000港元(2021年：5,952,000港元)及年內已發行普通股的加權平均數1,000,000,000股(2021年：1,000,000,000股)計算。

本集團於截至2022年及2021年3月31日止年度概無任何已發行潛在攤薄普通股。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Carpark 車位 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2022	2022年3月31日					
At 31 March 2021 and at 1 April 2021:	於2021年3月31日及 2021年4月1日：					
Cost	成本	-	4,225	3,862	724	8,811
Accumulated depreciation	累計折舊	-	(832)	(1,349)	(495)	(2,676)
Net carrying amount	賬面淨額	-	3,393	2,513	229	6,135
At 1 April 2021, net of accumulated depreciation	於2021年4月1日， 扣除累計折舊	-	3,393	2,513	229	6,135
Additions	添置	-	178	7	236	421
Disposals	出售	-	-	-	(234)	(234)
Transfer from investment properties (note 20)	轉撥自投資物業 (附註20)	1,400	-	-	-	1,400
Depreciation charge for the year	年內折舊開支	(27)	(1,485)	(693)	(145)	(2,350)
Accumulated depreciation written back upon disposal	於出售時轉回累計 折舊	-	-	-	234	234
At 31 March 2022, net of accumulated depreciation	於2022年3月31日， 扣除累計折舊	1,373	2,086	1,827	320	5,606
At 31 March 2022	於2022年3月31日：					
Cost	成本	1,400	4,403	3,869	726	10,398
Accumulated depreciation	累計折舊	(27)	(2,317)	(2,042)	(406)	(4,792)
Net carrying amount	賬面淨額	1,373	2,086	1,827	320	5,606

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

18. PROPERTY, PLANT AND EQUIPMENT (continued)

18. 物業、廠房及設備(續)

		Carpark 車位 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2021	2021年3月31日					
At 31 March 2020 and at 1 April 2020:	於2020年3月31日及 2020年4月1日：					
Cost	成本	-	138	1,372	724	2,234
Accumulated depreciation	累計折舊	-	(83)	(882)	(397)	(1,362)
Net carrying amount	賬面淨額	-	55	490	327	872
At 1 April 2020, net of accumulated depreciation	於2020年4月1日， 扣除累計折舊	-	55	490	327	872
Additions	添置	-	4,087	2,490	-	6,577
Depreciation charge for the year	年內折舊開支	-	(749)	(467)	(98)	(1,314)
At 31 March 2021, net of accumulated depreciation	於2021年3月31日， 扣除累計折舊	-	3,393	2,513	229	6,135
At 31 March 2021:	於2021年3月31日：					
Cost	成本	-	4,225	3,862	724	8,811
Accumulated depreciation	累計折舊	-	(832)	(1,349)	(495)	(2,676)
Net carrying amount	賬面淨額	-	3,393	2,513	229	6,135

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

19. RIGHT-OF-USE ASSETS

19. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	742
Additions	添置	7,206
Remeasurement upon modification	修改後重新計量	(3,603)
Depreciation	折舊	(1,269)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	3,076
Depreciation	折舊	(1,474)
At 31 March 2022	於2022年3月31日	1,602

Notes:

- (a) The Group has lease contracts for car parks, office premises and office equipment. The lease of office premises is negotiated for a term of 3 years (2021: 3 years). Car parks generally have lease terms of 12 months or less and office equipment is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.
- (b) Lease liabilities of HK\$1,725,000 (2021: HK\$3,250,000) are recognised with related right-of-use assets of HK\$1,602,000 (2021: HK\$3,076,000) as at 31 March 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

附註：

- (a) 本集團就停車場、辦公場所及辦公設備訂有租賃合約。辦公場所租約商定為期3年(2021年：3年)。停車場租期一般為12個月或以下，及辦公設備個別價值較低。一般而言，本集團不可向本集團以外人士轉讓及轉租租賃資產。
- (b) 於2022年3月31日，租賃負債1,725,000港元(2021年：3,250,000港元)與相關使用權資產1,602,000港元(2021年：3,076,000港元)一同確認。除出租人持有的租賃資產之擔保權益外，租賃協議並不施加任何契諾。

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產折舊開支	1,474	1,269
Interest expenses on lease liabilities (included in finance costs)	租賃負債利息開支 (計入融資成本)	77	107
Expenses relating to short-term lease (included in administrative expenses)	有關短期租賃的開支 (計入行政開支)	154	139
Expenses relating to lease of low-value assets (included in administrative expenses)	有關低價值資產租賃的開支 (計入行政開支)	99	96

- (c) Details of total cash outflow for leases is set out in note 34(c) to the consolidated financial statements.

- (c) 有關租賃現金流出總額的詳情載於綜合財務報表附註34(c)。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

20. INVESTMENT PROPERTIES

20. 投資物業

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 April	於4月1日	-	-
Additions	添置	81,937	-
Fair value gains	公平值收益	1,163	-
Transfer to property, plant and equipment (note 18)	轉撥至物業、廠房及設備 (附註18)	(1,400)	-
At 31 March	於3月31日	81,700	-

The Group leases out its industrial buildings under operating leases with rentals payable monthly. The leases typically run for an initial period of 2 years. The leases of industrial buildings are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in HKD. The lease contracts do not contain lessee's option to purchase the property at the end of lease term.

Valuation processes of the Group

The Group measures its investment properties at fair value. The investment properties were revalued by Roma Appraisals Limited, an independent qualified valuer, who hold recognised relevant professional qualification and has recent experience in the locations and segments of the investment properties valued, at 31 March 2022 on an open market value basis. For all investment properties, their current use equates to the highest and best use.

The Group's finance department includes a team that review the valuation performed by the independent valuer for financial reporting purposes. This team reports directly to the senior management and the Audit Committee. Discussions of valuation processes and results are held between the management and valuers at least once every six months, in line with the Group's interim and annual reporting dates.

本集團根據經營租賃出租其工業樓宇，按月收取租金。租約初步為期2年。工業樓宇的租賃在租期內固定。

本集團未因租賃安排而承受外幣風險，因為所有租賃均以港元列值。租賃合約不包含承租人在租賃期結束時購買物業的選擇權。

本集團估值流程

本集團按公平值計量其投資物業。投資物業由獨立合資格估值師Roma Appraisals Limited於2022年3月31日按公開市值基準重估，此估值師持有相關認可專業資格，並對所估值的投資性房地產的地點和領域有近期經驗。就所有投資物業而言，其現行用途等於其最高及最佳用途。

本集團財務部的團隊就財務報告目的對獨立估值師的估值進行檢討。此團隊直接向高級管理層及審核委員會匯報。管理層與估值師至少每六個月討論估值流程及結果，以符合本集團中期及年度報告日期。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

20. INVESTMENT PROPERTIES (continued)

Valuation processes of the Group (continued)

At each financial period end, the finance department verifies all major inputs to the independent valuation reports; assesses property valuation movements when compared to the prior year valuation reports; and holds discussions with the independent valuer.

Valuation techniques

Fair value of investment properties for industrial building units in Hong Kong is generally derived using the direct comparison method which is based on comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration.

There were no changes to the valuation techniques during the year and there were no transfers among the fair value hierarchy during the year.

The following table gives information about how the fair values of these investment properties are determined as well as the fair value hierarchy in which the fair value measurements are categorised based on the degree to which the inputs to the fair value measurements is observable.

Carrying value of investment properties held by the Group in the consolidated statement of financial positions 本集團於綜合財務狀況表持有的投資物業賬面值	Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及關鍵輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 公平值不可觀察輸入數據關係
Industrial building units in Hong Kong 2022: HK\$81,700,000 2021: Nil	Level 3	Direct comparable – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property.	Price per square feet, using market direct comparable and taking into account of location, age and other individual factors which are HK\$3,436 and HK\$4,122 per square feet respectively.	The higher the price per square feet, the higher the fair value.
香港工業樓宇單位 2022年：81,700,000港元 2021年：零	第3級	直接可資比較數據—根據類似物業的市場可觀察交易並經調整以反映目標物業的地點及狀況。	每平方英尺價格(採用市場直接可比價格，並已考慮地點、樓齡及其他個別因素)分別為每平方英尺3,436港元及4,122港元。	每平方英尺價格越高，公平值越高。

20. 投資物業(續)

本集團估值流程(續)

在每個財政期間末，財務部將會核實對獨立估值報告的所有重大輸入；評估物業估值與上年度估值報告比較下的變動；及與獨立估值師進行討論。

估值技術

香港工業樓宇單位的投資物業公平值一般採用直接比較法得出，乃基於將要估值之物業與最近曾交易之其他可供比較物業作直接比較。然而，鑒於房地產物業之多樣化性質，通常須就任何可能影響在審議中的物業所達之價格的質素差異作出適當調整。

年內估值技術概無變動，年內概無公平值層級之間轉撥。

下表提供有關該等投資物業公平值釐定方式的資料以及公平值計量根據公平值輸入數據的可觀察程度而獲分類的公平值層級。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

20. INVESTMENT PROPERTIES (continued)

Valuation techniques (continued)

The valuations of investment properties were based on the economic, market and other conditions as they exist on, and with information available to management as of 31 March 2022. Given the outbreak of COVID-19 which has caused high volatility to the global economy and uncertainties to the property market in Hong Kong, this disruption has increased the uncertainty of the assumptions adopted in the valuation process. Consequently, the on-going development of COVID-19 may cause unexpected volatility in the future fair value of the investment properties subsequent to 31 March 2022.

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 投資物業(續)

估值技術(續)

投資物業的估值乃基於現有的經濟、市場及其他條件以及管理層於截至2022年3月31日的可得資料。鑒於COVID-19的爆發已對全球經濟造成極大波動，並為香港物業市場帶來不明朗因素，此干擾增加估值流程中所採用假設的不確定性。因此，COVID-19的持續發展可能會導致2022年3月31日之後投資物業的未來公平值出現意外波動。

21. 預付款項、按金及其他應收款項

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Prepayments	預付款項	8,797	30,323
Rental deposits	租金按金	220	220
Deposits paid for property, plant and equipment	物業、廠房及設備的已付按金	632	241
Due from ultimate holding company	應收最終控股公司款項	64	49
Other deposits and other receivables	其他按金及其他應收款項	527	823
		10,240	31,656
Less: Portion classified as non-current assets	減：分類為非流動資產的部分	(852)	(461)
		9,388	31,195

The financial assets included in the above balances relate to deposits and receivables for which there was no recent history of default and past due amounts.

The Group has applied the general approach to provide for expected credit losses for deposits and other receivables and considered past events, current conditions and forecasts of future economic conditions in calculating the expected credit loss rate. As at 31 March 2022 and 2021, the expected credit loss rate for deposits and other receivables was assessed to be minimal.

計入上述結餘的金融資產與近期並無違約記錄的按金及應收款項以及逾期款項有關。

本集團已應用一般方法就存款及其他應收款項的預期信貸虧損計提撥備並在計算預期信貸虧損率時考量過去事件、當前狀況和未來經濟狀況的預測。於2022年及2021年3月31日，按金及其他應收款項的預期信貸虧損率評估為微不足道。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

22. DEFERRED TAX

The movements in deferred liability and asset during the year are as follows:

		Impairment	Tax losses recognised	Accelerated tax depreciation	Total
		減值	已確認稅項虧損	累計稅項折舊	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2020	於2020年4月1日	-	-	(95)	(95)
Deferred tax credited/(charged) to profit or loss during the year (note 12)	年內計入損益/(自損益扣除)的遞延稅項(附註12)	302	-	(132)	170
At 31 March 2021 and at 1 April 2021	於2021年3月31日及2021年4月1日	302	-	(227)	75
Deferred tax (charged)/credited to profit or loss during the year (note 12)	年內(自損益扣除)/計入損益的遞延稅項(附註12)	(129)	36	290	197
At 31 March 2022	於2022年3月31日	173	36	63	272

The following is the analysis of the deferred tax balances (after offset) for consolidated financial statement of financial position purposes:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax liabilities	遞延稅項負債	-	(227)
Deferred tax assets	遞延稅項資產	272	302
		272	75

As at 31 March 2022, the Group had unused tax losses of approximately HK\$4,263,000 (2021: HK\$2,690,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$218,000 (2021: nil) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$4,045,000 (2021: HK\$2,690,000) due to the unpredictability of future profit streams. All unrecognised tax losses may be carried forward indefinitely.

22. 遞延稅項

於年內，遞延負債及資產變動如下：

下表載列用於綜合財務狀況財務報表的遞延稅項結餘(抵銷後)之分析：

於2022年3月31日，本集團的未動用稅項虧損約4,263,000港元(2021年：2,690,000港元)，可供抵銷未來溢利。已就其中虧損約218,000港元(2021年：零)確認遞延稅項資產。因未來溢利流不可預測，概無就餘下4,045,000港元(2021年：2,690,000港元)確認遞延稅項資產。所有未確認稅項虧損可無限期結轉。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

23. CONTRACT ASSETS/(LIABILITY)

23. 合約資產／(負債)

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Contract assets	合約資產		
— Unbilled revenue	— 未發票據收益	11,770	10,558
— Retention receivables	— 應收保固金	36,906	34,711
		48,676	45,269
Impairment	減值	(669)	(353)
		48,007	44,916
Contract liability	合約負債	4,310	944

Movements in gross carrying amounts of contract assets:

合約資產賬面總值變動：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At beginning of the year	年初	45,269	53,448
Additions in contract assets	合約資產增加	20,126	32,087
Transfer to trade receivables	轉撥至貿易應收款項	(16,719)	(39,665)
Write-off of contract assets	合約資產撇銷	—	(601)
At end of the year	年末	48,676	45,269

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

23. CONTRACT ASSETS/(LIABILITY) (continued)

Unbilled revenue included in contract assets represents the Group's right to receive consideration for work completed and not yet billed because the rights are conditional upon the quality and quantity check by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time when the Group obtains the certification of the completed construction work from the customers.

Retention receivables included in contract assets represent the Group's right to consideration for work performed but not yet collectible because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group.

The increase in contract assets as at 31 March 2022 were the results of increase in the provision of construction services near the end of the year and retention money withheld by the customers.

The decrease in contract assets as at 31 March 2021 were the result of decrease in the provision of construction services near the end of the year.

The Group's trading terms and credit policy with customers are disclosed in note 24 to the financial statements.

23. 合約資產／(負債)(續)

計入合約資產之未發票據收益指本集團就已完成但尚未發票據之工程收取代價之權利，原因是相關權利須待客戶對本集團所完成建築工程檢查質量及數量後方可作實且有關工程須待客戶認可。倘為相關權利不受條件限制(屆時本集團通常已就所完成建築工程取得客戶認可)，合約資產會轉移至貿易應收款項。

計入合約資產之應收保固金指本集團就已完成但尚未收回之工程收取代價之權利，原因是相關權利須待客戶於合約規定的一定期間內對服務質素表示滿意後方可作實。倘為相關權利不受條件限制(通常為本集團就其所完成建築工程之服務質素提供保證期間之屆滿日期)，合約資產轉移至貿易應收款項。

於2022年3月31日合約資產增加是由於近年末提供的建築服務及客戶扣留的保固金增加。

於2021年3月31日合約資產減少是由於近年末提供的建築服務減少。

本集團與客戶的貿易條款及信貸政策披露於財務報表附註24。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

23. CONTRACT ASSETS/(LIABILITY) (continued)

The expected timing of recovery or settlement for contract assets is as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Within one year	一年內	28,102	16,300
After one year	一年後	19,905	28,616
		48,007	44,916

The movements in loss allowance for impairment of contract assets are as follows:

		Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At beginning of year	年初		353	7
Provision for impairment losses, net	減值虧損撥備，淨額	13	316	947
Amount written off as uncollectible	撇銷為無法收回的金額		-	(601)
At end of year	年末		669	353

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on days past due of trade receivables for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

23. 合約資產／(負債)(續)

合約資產的預計收款或結算時間如下：

合約資產減值虧損撥備變動如下：

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。計量合約資產預期信貸虧損的撥備率乃基於貿易應收款項的預期信貸虧損撥備率，原因為合約資產及貿易應收款項均來自同一客戶群。合約資產的撥備率基於具有類似虧損模式的多個客戶分部組別的貿易應收款項逾期日數釐定。該計算反映概率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟狀況預測的合理及可靠資料。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

23. CONTRACT ASSETS/(LIABILITY) (continued)

Set out below is the information about the credit risk exposure on the Group's contract assets using a provision matrix:

		2022 2022年	2021 2021年
Expected credit loss rate	預期信貸虧損率	1.37%	0.78%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	48,676	45,269
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	669	353

Movements in contract liability:

合約負債之變動：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At beginning of the year	年初	944	-
Receipt from customers	收取客戶的款項	4,310	944
Revenue recognised that was included in the contract liability balance at beginning of the year	年初計入合約負債結餘的已確認收益	(944)	-
At end of the year	年末	4,310	944

The contract liability primarily related to the Group's obligation to transfer services to customer for which the Group had received consideration from the customer.

合約負債主要與本集團向客戶轉移服務的責任有關，就此本集團已收取客戶代價。

24. TRADE RECEIVABLES

24. 貿易應收款項

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Trade receivables	貿易應收款項	23,882	62,092
Impairment	減值	(380)	(1,480)
		23,502	60,612

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

24. TRADE RECEIVABLES (continued)

Trade receivables mainly represented receivables for contract works. Management generally submits interim payment applications to customers on a monthly basis containing a statement setting out management's estimation of the valuation of the works completed in the preceding month. Upon receiving the interim payment application, the quantity surveyors of the customer will verify such valuation of works completed and issue an interim payment certificate within 30 days. Within 30 days after the issuance of the interim payment certificate, the customer will make payment to the Group based on the certified amount stipulated in such certificate, deducting any retention money in accordance with the contract. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the progress payment certificate date and net of loss allowance, is as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Within 30 days	30天內	17,313	3,923
31 to 90 days	31至90天	6,081	54,067
91 to 120 days	91至120天	108	902
Over 120 days	超過120天	-	1,720
		23,502	60,612

The movements in loss allowance for impairment of trade receivables are as follows:

貿易應收款項的減值虧損撥備變動如下：

		Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At beginning of the year	年初		1,480	3
(Reversal of provision)/provision for impairment losses, net	減值虧損(撥備撥回)/撥備, 淨額	13	(1,100)	1,477
At end of the year	年末		380	1,480

24. 貿易應收款項(續)

貿易應收款項主要為合約工程應收款項。管理層通常每月向客戶提交臨時付款申請，當中載有管理層對上月已竣工工程的估值進行估計的報表。在收到臨時付款申請後，客戶的工料測量師將於30天內核實已竣工工程的估值，並發出臨時付款證書。在發出臨時付款證書後30天內，客戶將基於該證書中規定的核准金額向本集團支付款項，並按照合約扣除任何保固金。貿易應收款項並不計息。

於報告期末根據進度付款證明日期並扣除虧損撥備後的貿易應收款項的賬齡分析如下：

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

24. TRADE RECEIVABLES (continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than 120 days and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 March 2022

		Current 即期	Past due 逾期			Total 總計
			Less than 30 days 少於30天	31 to 90 days 31至90天	Over 3 months 超過3個月	
Expected credit loss rate	預期信貸虧損率	0.80%	0.97%	12.13%	100.00%	1.59%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	17,453	5,643	684	102	23,882
Expected credit loss (HK\$'000)	預期信貸虧損(千港元)	140	55	83	102	380

As at 31 March 2021

		Current 即期	Past due 逾期			Total 總計
			Less than 30 days 少於30天	31 to 90 days 31至90天	Over 3 months 超過3個月	
Expected credit loss rate	預期信貸虧損率	0.78%	0.84%	11.96%	31.69%	2.38%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	3,954	53,956	1,664	2,518	62,092
Expected credit loss (HK\$'000)	預期信貸虧損(千港元)	31	452	199	798	1,480

All trade receivables are denominated in HKD.

24. 貿易應收款項(續)

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別的逾期日數釐定。該計算反映概率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。一般而言，貿易應收款項如逾期超過120天及毋須受限於強制執行活動則予以撇銷。

下表載列使用撥備矩陣計算的本集團貿易應收款項的信貸風險資料：

於2022年3月31日

於2021年3月31日

所有貿易應收款項均以港元計值。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

25. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

25. 現金及現金等值項目以及質押存款

		Note	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		附註		
Cash and bank balances	現金及銀行結餘		62,781	74,835
Time deposits	定期存款		22,825	39,231
			85,606	114,066
Less: Time deposits pledged for banking facilities	減：就銀行融資所抵押之定期存款	33(a)	(22,825)	(29,231)
Cash and cash equivalents	現金及現金等值項目		62,781	84,835

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

銀行現金根據每日銀行存款利率按浮息賺取利息。短期定期存款之期限由一天至三個月不等，視乎本集團之即時現金需求而定，並按相關短期定期存款利率賺取利息。銀行結餘及質押存款乃存放於信譽良好及近期並無違約記錄的銀行。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

26. TRADE PAYABLES

26. 貿易應付款項

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Trade payables	貿易應付款項	8,342	11,311

An ageing analysis of the trade payables as at the end of reporting period, based on the date of invoice and payment certificate, is as follows:

於報告期末根據發票及付款證明日期呈列的貿易應付款項的賬齡分析如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Within 30 days	30天內	3,860	5,900
31 to 90 days	31天至90天	1,536	3,910
Over 90 days	超過90天	2,946	1,501
		8,342	11,311

Trade payables are non-interest-bearing. The payment terms of trade payables are stipulated in the relevant contracts with credit periods of 30 days in general.

貿易應付款項並不計息。貿易應付款項的付款期限由相關合約規定，信貸期一般為30天。

All trade payables are denominated in HKD.

所有貿易應付款項均以港元計值。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

27. OTHER PAYABLE AND ACCRUALS

27. 其他應付款項及應計費用

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Other payable	其他應付款項	31	-
Accruals	應計費用	3,181	1,889
		3,212	1,889

At 31 March 2022 and 2021, other payable was non-interest-bearing.

於2022年及2021年3月31日，其他應付款項為不計息。

28. LEASE LIABILITIES

28. 租賃負債

The carrying amount of lease liabilities and the movements during the year are as follows:

年內租賃負債的賬面值及變動如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At beginning of the year	年初	3,250	747
New lease	新租賃	-	7,206
Accretion of interest recognised during the year	年內確認的增量利息	77	107
Payments during the year	年內付款	(1,602)	(1,363)
Modification	修改	-	(3,447)
At end of the year	年末	1,725	3,250
Analysed into:	按以下各項進行分析：		
Current portion	流動部分	1,288	1,530
Non-current portion	非流動部分	437	1,720
		1,725	3,250

The maturity analysis of lease liabilities is disclosed in note 6(b) to the consolidated financial statements.

租賃負債的到期日分析於綜合財務報表附註6(b)中披露。

All lease liabilities are denominated in HKD.

所有租賃負債均以港元計值。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

29. PROVISIONS FOR RECTIFICATION WORKS

29. 整改工程撥備

		Note	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		附註		
At beginning of the year	年初		7,119	8,950
Net provision during the year	年內撥備淨額	13	4,656	1,789
Amounts utilised during the year	年內所動用金額		(4,506)	(3,620)
At end of the year	年末		7,269	7,119

The Group generally provides defect liability periods of one to two years to its customers for its works performed, during which defective works are rectified or replaced.

The amount of the provision is estimated based on the past experience of the level of defective works and the estimation basis is reviewed on an ongoing basis and revised where appropriate.

本集團一般會就已完工工程向客戶提供一至兩年缺陷責任期，期間缺陷工程會進行整改或替換。

撥備之金額乃根據過往缺陷工程之經驗予以估計。估計之基準乃按持續基準予以檢討及於適當時作出修訂。

30. SHARE CAPITAL

30. 股本

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Authorised: 10,000,000,000 (2021: 10,000,000,000) ordinary shares of HK\$0.01 each	法定： 10,000,000,000 股 (2021年：10,000,000,000 股) 每股0.01 港元之普通股		100,000	100,000
Issued and fully paid: 1,000,000,000 (2021: 1,000,000,000) ordinary shares of HK\$0.01 each	已發行及繳足： 1,000,000,000 股 (2021年：1,000,000,000 股) 每股0.01 港元之普通股		10,000	10,000

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

30. SHARE CAPITAL (continued)

A summary of movements in the Company's authorised and issued share capital is as follows:

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：		
At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022	於 2020年4月1日、 2021年3月31日、 2021年4月1日及 2022年3月31日	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022	於 2020年4月1日、 2021年3月31日、 2021年4月1日及 2022年3月31日	1,000,000,000	10,000

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital using a gearing ratio, which is the Group's total debts (comprising lease liabilities) over its total equity. The Group's policy is to keep the gearing ratio at a reasonable level. The Group's gearing ratio as at 31 March 2022 was 0.7% (2021: 1.3%). The decrease in the gearing ratio of the Group is primarily due to the decrease in the balance of lease liabilities.

The externally imposed capital requirements for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares; and (ii) to meet financial covenants attached to the banking facilities granted.

30. 股本(續)

本公司法定及已發行股本的變動概要如下：

本集團管理資金的目標為保障本集團繼續持續經營之能力，並通過優化債務及股權平衡，為股東創造最大回報。

本集團依據風險按比例釐定資本金額。本集團根據經濟狀況變化及有關資產的風險特徵管理資本結構並作出調整。為維持或調整資本結構，本集團可能調整支付的股息、發行新股、回購股份、募集新債務、贖回現有債務或出售資產以減少債務。

本集團採用資產負債比率監察資本，而有關比率乃按本集團的債務總額（包括租賃負債）除以其權益總額計算。本集團的政策為將資產負債比率保持在合理水平。本集團於2022年3月31日的資產負債比率為0.7%（2021年：1.3%）。本集團資產負債比率下降主要由於租賃負債結餘減少所致。

本集團的外在資本要求為：(i) 其須維持最少25%公眾持股量以維持於聯交所上市；及(ii) 須遵守獲授銀行融資附帶的財務契諾。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

31. 本公司的財務狀況表

本公司於報告期末的財務狀況表資料如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
NON-CURRENT ASSET	非流動資產		
Investments in subsidiaries	投資於附屬公司	—*	—*
CURRENT ASSETS	流動資產		
Prepayments	預付款項	228	112
Due from subsidiaries	應收附屬公司款項	73,830	75,653
Cash and cash equivalents	現金及現金等值項目	322	323
Total current assets	流動資產總值	74,380	76,088
NET CURRENT ASSETS	流動資產淨值	74,380	76,088
Net assets	資產淨值	74,380	76,088
EQUITY	權益		
Issued capital	已發行股本	10,000	10,000
Reserves (note)	儲備(附註)	64,380	66,088
Total equity	權益總額	74,380	76,088

* Less than HK\$1,000

* 少於1,000港元

Approved by the Board of Directors on 30 June 2022 and are signed on its behalf by:

於2022年6月30日經董事會批准及由以下董事代為簽署：

Mr. Chen Yuet Wa
陳越華先生
Director
董事

Mr. Chan Fai
陳輝先生
Director
董事

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account 股份溢價賬 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	91,369	(23,178)	68,191
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	(2,103)	(2,103)
At 31 March 2021 and 1 April 2021	於2021年3月31日及 2021年4月1日	91,369	(25,281)	66,088
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	(1,708)	(1,708)
At 31 March 2022	於2022年3月31日	91,369	(26,989)	64,380

31. 本公司的財務狀況表(續)

附註：

本公司儲備概要如下：

32. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Merger reserve

The balances of the merger reserve as at 31 March 2022 and 2021 represent the aggregate of the paid-up share capital of the subsidiaries now comprising the Group prior to the completion of the reorganisation.

32. 儲備

(a) 本集團

本集團於本年度及過往年度的儲備金額及當中變動於綜合權益變動表呈列。

(b) 儲備性質及用途

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬戶內的資金可向本公司股東分派，前提為緊隨建議派發股息當日後，本公司將有能力清償其在日常業務過程中到期的債務。

(ii) 合併儲備

於2022年及2021年3月31日之合併儲備結餘指重組完成前現時組成本集團之附屬公司之實繳股本之總和。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

33. CONTINGENT LIABILITIES

- (a) At the end of the current and prior years, contingent liabilities not provided for in the financial statements were as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Guarantees given to a bank for:	予銀行保證：		
Surety bonds	書面保證	33,039	39,539

As at 31 March 2022, the surety bonds were secured by the pledge of time deposits of the Group amounting to HK\$22,825,000 (2021: HK\$29,231,000) and corporate guarantee executed by the Company amounting to HK\$50,000,000 (2021: HK\$50,000,000) respectively.

- (b) In the ordinary course of the Group's construction business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or the Group's subcontractors in accidents arising out of and in the course of their employment. The directors of the Company are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.

33. 或然負債

- (a) 於本年度及過往年度末，未於財務報表撥備的或然負債如下：

於2022年3月31日，書面保證分別以本集團金額為22,825,000港元(2021年：29,231,000港元)的定期存款質押及本公司簽立之公司擔保50,000,000港元(2021年：50,000,000港元)作抵押。

- (b) 在本集團建造業務的日常過程中，由於本集團或本集團次承判商的僱員在其僱傭期間或由此發生的意外事故中遭受人身傷害，因此本集團一直遭受若干索賠。本公司董事認為該等索賠獲保險充分保障，並不會對本集團的財務狀況或業績及營運造成任何重大不利影響。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

- (i) During the year ended 31 March 2022, the Group had a non-cash addition to right-of-use asset and lease liability of HK\$Nil and HK\$Nil, respectively, in respect of a lease arrangement for office premises (2021: right-of-use asset and lease liability of HK\$7,206,000 and HK\$7,206,000, respectively).
- (ii) During the year ended 31 March 2022, the Group had a non-cash lease modification to right-of-use asset and lease liability of HK\$Nil and HK\$Nil, respectively, in respect of a lease arrangement for office premises (2021: HK\$3,603,000 and HK\$3,447,000).
- (iii) Property, plant and equipment of HK\$241,000 (2021: HK\$Nil) were reclassified from deposits paid for property, plant and equipment during the year ended 31 March 2022.

(b) Changes in liabilities arising from financing activities

34. 綜合現金流量表附註

(a) 主要非現金交易

- (i) 於截至2022年3月31日止年度，本集團就辦公場所租賃安排而分別錄得使用權資產及租賃負債的非現金增加零港元及零港元(2021年：使用權資產及租賃負債分別為7,206,000港元及7,206,000港元)。
- (ii) 截至2022年3月31日止年度，本集團就辦公場所租賃安排分別對使用權資產及租賃負債作出非現金租賃修改零港元及零港元(2021年：3,603,000港元及3,447,000港元)。
- (iii) 截至2022年3月31日止年度，物業、廠房及設備241,000港元(2021年：零港元)由物業、廠房及設備的已付按金重新分類。

(b) 融資活動產生的負債變動

		Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	747
Changes from financing cash flows	融資現金流量變動	(1,256)
New lease	新租賃	7,206
Reassessment and revision of lease terms	重新評估及修訂租賃期限	(3,447)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	3,250
Changes from financing cash flows	融資現金流量變動	(1,525)
At 31 March 2022	於2022年3月31日	1,725

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Within operating cash flows	經營現金流量範圍內	330	342
Within financing cash flows	融資現金流量範圍內	1,525	1,256
		1,855	1,598

These amounts relate to the following:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Lease rental paid	已付租金	253	235
Principal elements of lease payments	租賃付款的本金部分	1,525	1,256
Interest of lease payments	租賃付款的利息	77	107
		1,855	1,598

34. 綜合現金流量表附註(續)

(c) 租賃現金流出總額

計入租賃現金流量表的金額包括以下各項：

該等金額與以下各項有關：

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

35. CAPITAL COMMITMENTS

Capital commitments contracted for at the end of the reporting period but not yet incurred are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3,076	-

35. 資本承擔

報告期末已訂約但尚未產生的資本承擔如下：

36. OPERATING LEASE ARRANGEMENTS

The Group as lessor

Operating leases relate to investment property owned by the Group with lease terms of 2 years. The lessee does not have an option to purchase the property at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Within one year	一年內	156	-
In the second year	第二年	23	-
Total	總計	179	-

36. 經營租賃安排

本集團作為出租人

經營租賃涉及本集團擁有的投資物業，租期為2年。租賃期屆滿時，承租人無權購買該物業。

租賃的最低應收租賃付款如下：

The following table presents the amounts reported in profit or loss:

下表呈列於損益報告的金額：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Lease income on operating leases	經營租賃的租賃收入	138	-

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

37. RELATED PARTY TRANSACTIONS

(a) Compensation of key management personnel of the Group

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Salaries and allowances	薪金、花紅及津貼	2,076	2,240
Discretionary bonuses	酌情花紅	223	200
Pension scheme contributions	退休金計劃供款	36	36
		2,335	2,276

Remuneration for key management personnel of the Group, including directors' and the chief executive's remuneration, is disclosed in note 15 to the consolidated financial statements.

- (b) In addition to the balances, arrangements and transactions detailed elsewhere in these financial statements and Report of the Directors, the Group had the following transaction with a related party during the year:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Lease payments paid to Ms. Wong Chun Siu, the spouse of the Controlling Shareholder	支付予控股股東之配偶黃春笑女士的租賃付款	1,320	880

The transaction was conducted on terms and conditions mutually agreed between the Group and the related party.

- (c) During the year ended 31 March 2022, the transactions in respect of item (b) above are also a continuing connected transaction as defined under Chapter 14A of the Listing Rules which are exempted from reporting, annual review and independent shareholders' approval under Chapter 14A of the Listing Rules.

37. 關聯方交易

(a) 本集團主要管理人員的薪酬

本集團主要管理人員(包括董事及行政總裁)的薪酬於綜合財務報表附註15中披露。

- (b) 除了在該等財務報表及董事會報告中另行詳列的結餘、安排及交易外，本集團於年內與一名關聯方進行的交易如下：

該等交易乃根據本集團及相關訂約方共同協定的條款及條件進行。

- (c) 截至2022年3月31日止年度，上述(b)項的交易亦為上市規則第14A章項下所界定的持續關連交易，豁免遵守上市規則第14A章項下申報、年度審閱及獨立股東批准。

Notes to the Financial Statements

財務報表附註

31 March 2022 2022年3月31日

38. EVENTS AFTER THE REPORTING PERIOD

Saved as disclosed elsewhere in this report, on 8 April 2022, the Group entered into a provisional agreement with a vendor, an independent third party, pursuant to which the Group has agreed to acquire and the vendor has agreed to sell a premises and car parking space located at Factory B on 4/F and Carpark Space No.4 on G/F of Kwai Shing Industrial Building (Phase I), 36-40 Tai Lin Pai Road, Kwai Chung, N.T., Hong Kong (the “premises and the carpark space”) at the consideration of HK\$15,650,000. An initial deposit of HK\$1,565,000 was paid by the Group on 8 April 2022 and the remaining sum of HK\$14,085,000 had been fully paid by the Group on 1 June 2022.

38. 報告期後事項

除本報告其他章節所披露者外，於2022年4月8日，本集團與一名賣方（為獨立第三方）訂立臨時協議，據此，本集團已同意購買而賣方已同意出售位於香港新界葵涌大連排道36-40號貴盛工業大廈（一期）4樓B廠房及地下4號停車位的物業及停車位（「該等物業及停車位」），代價為15,650,000港元。本集團已於2022年4月8日支付首筆按金1,565,000港元及餘下14,085,000港元已由本集團於2022年6月1日悉數支付。

Five-Year Financial Summary

五年財務摘要

A Summary of the results and assets, liabilities and equity of the Group for the last five financial years, as extracted from the Prospectus and the published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

摘錄自招股章程及已刊發經審核財務報表在過往五個財政年度之本集團業績及資產、負債及權益概要載列如下。本概要並不構成經審核財務報表之一部分。

		For the year ended 31 March 截至三月三十一日止年度				
		2022	2021	2020	2019	2018
		2022年	2021年	2020年	2019年	2018年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	223,058	350,847	245,474	232,957	216,261
Gross profit	毛利	16,374	21,381	60,920	55,887	40,829
Profit before tax	除稅前溢利	1,878	8,310	35,856	41,030	32,455
Profit and total comprehensive income for the year	年內溢利及全面收益總值	1,424	5,952	27,650	33,210	27,174
Non-current assets	非流動資產	90,032	9,974	1,757	1,318	1,739
Current assets	流動資產	177,719	256,235	255,824	137,756	101,314
Total assets	總資產	267,751	266,209	257,581	139,074	103,053
Current liabilities	流動負債	24,421	22,793	21,690	32,540	21,582
Net current assets	流動資產淨值	153,298	233,442	234,134	105,216	79,732
Total assets less current liabilities	總資產減流動負債	243,330	243,416	235,891	106,534	81,471
Net assets	資產淨值	242,893	241,469	235,517	106,498	81,235
Equity attributable to owners of the Company	歸屬於本公司擁有人的權益	242,893	241,469	235,517	106,498	81,235



華和控股集團有限公司
Wah Wo Holdings Group Limited