



SANBASE CORPORATION LIMITED

莊皇集團公司

(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：8501



年報 **2023**
ANNUAL REPORT

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

香港聯合交易所有限公司（「聯交所」） GEM 的特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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本年報乃遵照聯交所 GEM 證券上市規則（「**GEM 上市規則**」）而刊載，旨在提供有關莊皇集團公司（「**本公司**」）的資料，本公司的董事（「**董事**」）願就此共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本年報所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本年報或其所載任何陳述產生誤導。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Sai Chuen (*Chairman and Chief Executive Officer*)

Mr. Wong Kin Kei (*Chief Operating Officer*)
(retired on 2 September 2022)

Ms. Hui Man Yee, Maggie

Dr. Sung Tak Wing, Leo

Independent Non-executive Directors

Mr. Cheung Chi Man, Dennis

Mr. Chan Charles Cham Chuen

Mr. Law Chun Yat

AUDIT COMMITTEE

Mr. Cheung Chi Man, Dennis (*Chairman*)

Mr. Chan Charles Cham Chuen

Mr. Law Chun Yat

REMUNERATION COMMITTEE

Mr. Cheung Chi Man, Dennis (*Chairman*)

Mr. Chan Charles Cham Chuen

Mr. Law Chun Yat

NOMINATION COMMITTEE

Mr. Wong Sai Chuen (*Chairman*)

Mr. Cheung Chi Man, Dennis

Mr. Chan Charles Cham Chuen

Mr. Law Chun Yat

COMPLIANCE OFFICER

Dr. Sung Tak Wing, Leo

COMPANY SECRETARY

Dr. Sung Tak Wing, Leo

Ms. Huang Shiyao (*resigned on 20 January 2023*)

AUTHORISED REPRESENTATIVES

Mr. Wong Sai Chuen

Dr. Sung Tak Wing, Leo (*appointed on 20 January 2023*)

Ms. Huang Shiyao (*ceased to act on 20 January 2023*)

董事會

執行董事

王世存先生 (*主席兼行政總裁*)

黃健基先生 (*營運總監*)
(於2022年9月2日退任)

許曼怡女士

宋得榮博士

獨立非執行董事

張志文先生

陳湛全先生

羅俊逸先生

審核委員會

張志文先生 (*主席*)

陳湛全先生

羅俊逸先生

薪酬委員會

張志文先生 (*主席*)

陳湛全先生

羅俊逸先生

提名委員會

王世存先生 (*主席*)

張志文先生

陳湛全先生

羅俊逸先生

合規主任

宋得榮博士

公司秘書

宋得榮博士

黃詩瑤女士 (*於2023年1月20日退任*)

授權代表

王世存先生

宋得榮博士 (*於2023年1月20日獲委任*)

黃詩瑤女士 (*於2023年1月20日停任*)

CORPORATE INFORMATION

公司資料

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

LEGAL ADVISER

Khoo & Co.
15/F & 16/F, Tern Centre Two
251 Queen's Road Central
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
8/F, Lower Block, Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

Bank of China (Hong Kong) Limited
1 Garden Road
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

法律顧問

丘煥法律師事務所
香港
皇后大道中251號
太興中心二座十五樓及十六樓

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中181號
新紀元廣場低座8樓

中國銀行(香港)有限公司
香港
花園道1號

主要股份過戶及登記處

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

香港股份過戶及登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS AND HEADQUARTER IN HONG KONG

16/F, Loon Kee Building
267-275 Des Voeux Road Central
Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

STOCK CODE

8501

WEBSITE

www.sclhk.com

香港主要營業地點及總部

香港
德輔道中267-275號
龍記大廈16樓

開曼群島註冊辦事處

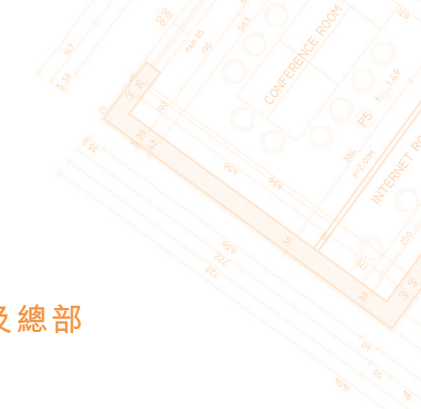
4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

股份代號

8501

網址

www.sclhk.com



CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Sanbase Corporation Limited (“**Sanbase Corporation**” or the “**Company**”) and its subsidiaries (collectively the “**Group**”), I hereby present the audited condensed consolidated results of the Group for the year ended 31 March 2023 (the “**Year**”).

As a series of epidemic prevention measures were lifted earlier this year, the Hong Kong market is also regaining its past glamour. It can be seen from recent figures that Hong Kong's economy has long since shaken off the slump and is catching up with the last train of the global economic recovery. According to statistics from the Hong Kong government, the GDP in the first quarter of this year rose by 2.7% year-on-year, ending the four consecutive quarters of decline. Forecasts from major banks have also been revised upward. Economic growth is expected to reach 4% or more during the Year. Recently, a Jones Lang LaSalle report also showed that despite the substantial increase in the supply of office buildings due to the completion of many Grade A commercial properties, the overall office vacancy rate in Hong Kong has remained at around 12%. This is believed to reflect the trend of businesses leasing larger and better-quality Grade A office units under the circumstance of less negative macro factors, which has resulted in the continued absorption of the new supply and driven corresponding demand for fit-out services.

With the improvement of the overall market conditions, the Group is also actively adjusting its business strategy, focusing on bare shell fit-out projects with larger scale and higher profit margins. During the Year, the number of bare shell fit-out projects undertaken by the Group increased from 33 to 40, and the number of overall projects also increased from 131 to 140, driving the revenue to increase by approximately 25% year-on-year to approximately HK\$520 million. It is worth mentioning that, thanks to the efforts made in optimizing the subcontractor portfolio in the past few years, the Group is still able to provide customers with high-quality services and improve operational efficiency in the complex environment of rising demand and shortage of workforce in the industry, driving the gross profit margin to rise to 6.5% year-on-year and the gross profit to increase by approximately 47% year-on-year to approximately HK\$33 million. During the Year, we also successfully turned losses into profits, as we recorded a profit of approximately HK\$2.9 million, which was also the Group's first growth since the start of the global pandemic, or the 2019/20 financial year.

各位股東：

本人謹代表莊皇集團公司（「**莊皇集團**」或「**本公司**」）及其附屬公司（統稱「**本集團**」）之董事會（「**董事會**」），提呈本集團截至2023年3月31日止年度（「**年內**」）之經審核簡明綜合業績。

隨著一系列防疫措施今年初解除，香港市面亦正重現昔日的景象。從最近的數字可以看到，香港經濟早已擺脫頹勢，趕上全球經濟復蘇的尾班車。據香港政府統計，今年首季本地生產總值按年升2.7%，終止連續4個季度的跌勢，大行亦紛紛上調預測，預期今年經濟增長有望達到4%或以上的水平。近期，仲量聯行一份報告亦顯示，在多幢新建甲級商廈落成，寫字樓供應大幅增長的背景下，香港整體寫字樓空置率仍一直維持在12%左右的水平，相信是反映了企業在宏觀負面因素逐漸淡化的情況下，租用空間更大、質素更佳的甲級商廈單位，令新增供應持續得到消化，並帶動相應的裝潢服務需求。

隨著整體市道改善，本集團亦積極調整業務策略，著眼於規模較大、利潤空間較高的毛坯房裝潢項目。年內，本集團承接的毛坯房裝潢項目由33個增至40個，整體項目也由131個增至140個，推動收入按年增長約25%至約5.2億港元。值得一提的是，全憑過去幾年在優化次承判商組合方面的努力，本集團在需求回升加上行業人手短缺的複雜環境下，仍然能夠為客戶提供優質的服務，同時提升營運效能，帶動毛利率按年升至6.5%，毛利按年增長約47%至約3,300萬港元。年內我們亦成功轉虧為盈，過去一年錄得盈利約290萬港元，亦是本集團自全球疫情爆發或2019/20財年以來的首次增長。

CHAIRMAN'S STATEMENT

主席報告

Outside the Hong Kong market, we see that the mainland market is more affected by the epidemic, and the industry competition is more intense than in Hong Kong. Therefore, the Group has made appropriate adjustments to the operating policy and structure of its subsidiaries, so as to improve profitability and enhance competitiveness. For example, in the past year, the Mainland team actively optimized the client portfolio, strengthened cooperation with property management companies and property owners with more stable cash flow, and focused on projects with higher gross profit margins, prioritising project quality and profitability. Therefore, although the revenue of the Mainland segment decreased by nearly 40% year-on-year, both gross profit and net profit reversed the previous losses and made positive contributions to the Group's performance again.

Looking forward to the coming year, the Group is still optimistic about the Grade A commercial property fit-out industry in Hong Kong. After experiencing multiple tests including the COVID-19 epidemic, telecommuting and shared workspace, the Grade A commercial property leasing market is still full of resilience, and the opportunities enjoyed by the fit-out industry are self-evident. As the positive effect of "full resumption of cross-border travel" continues, coupled with the completion of new commercial properties in the two major commercial districts of Kowloon Bay and Kwun Tong, as well as Kai Tak, it is also expected to drive the demand for fit-out services for Grade A commercial properties. In the medium to long term, the development of the northern metropolitan area, the construction of artificial islands in the central waters, the repatriation of Chinese Concept Stocks, and even the government's plan to attract at least 200 family offices to Hong Kong will all drive demand for Grade A commercial properties. After the strong headwinds in the past few years, Sanbase Corporation Limited has been thoroughly tempered and will be ready to seize the opportunities in the future.

Lastly, I would like to express my gratitude to our Board members, staff and shareholders for their unwavering commitment to Sanbase Corporation Limited all the time, especially in recent years. We always believe that going through the trough will provide an unprecedented rebound to reach further, and we look forward to continuing to work with you to bring the Group's development to a new height.

Chairman of the Board
WONG Sai Chuen

Hong Kong, 23 June 2023

香港市場以外，我們看見內地市場較受疫情影響，加上行業競爭亦較香港激烈，本集團因此對子公司的經營方針及架構作出了適切的調整，從而改善盈利能力及提升競爭力。舉例而言，內地團隊在過去一年積極優化客戶組合，加強與現金流較穩健的物業管理公司及業主合作，並著眼於毛利率更高的項目，將項目品質及盈利能力置於首位。因此，儘管內地分部收入按年減少近四成，惟毛利及純利均扭轉過往虧損的情況，重新對本集團的業績產生正面貢獻。

展望來年，本集團對香港甲級商廈裝潢行業仍抱持樂觀態度。經歷新冠疫情、居家辦公及共享工作間等多重考驗，甲級商廈租賃市場仍然充滿韌性，裝潢行業享有的機遇不言而喻。隨著「全面通關」的利好效應持續，加上九龍灣及觀塘兩大商業區以及啟德先後有新商廈落成，亦有望驅動對甲級商廈裝潢服務的需求。中長線而言，北部都會區發展、中部水域興建人工島、中概股回流，乃至政府計劃吸引最少200個家族辦公室落戶香港，相信都會推動對甲級商廈的需求。經過近年的嚴峻考驗，莊皇集團千錘百煉，將準備就緒把握往後機會。

最後，我想在此感謝董事會全人、各位員工及股東一直以來，尤其是近幾年對莊皇集團公司的不離不棄。我們始終相信，走過低谷，將會是前所未有的反彈，期望能夠與各位繼續努力，將集團發展帶到新高地。

董事會主席
王世存

香港，2023年6月23日

FINANCIAL HIGHLIGHTS

財務摘要

		Audited 經審核		Change in percentage 百分比變動
		Year ended 31 March 截至3月31日止年度		
		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	
Revenue	收入	517,599	413,122	25.3%
Gross profit	毛利	33,432	22,737	47.0%
<i>Gross profit margin</i>	<i>毛利率</i>	6.5%	5.5%	1ppt 1個百分點
Profit/(loss) before income tax	除所得稅前溢利／（虧損）	4,462	(6,833)	N/A 不適用
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利／（虧損）	1,040	(5,735)	N/A 不適用
		HK cents 港仙	HK cents 港仙	
Basic and diluted earnings/(loss) per share	每股基本及攤薄盈利／（虧損）	0.53	(2.90)	N/A 不適用

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is an interior fit-out solutions provider focusing on providing services to clients whose offices are predominately situated in Grade A offices in Hong Kong and the PRC. Our role in these fit-out projects entails the overall project management, coordination and implementation of fit-out projects by engaging subcontractors from different trades for their services and labour, providing expertise such as controlling the quality aspects of the projects and carrying out the corresponding project management.

Our projects can be broadly categorised into (i) bare shell fit-out which is undertaken in the interior space of a vacant premise having basic flooring and plastered walls; (ii) restacking which involves upgrading and re-planning and providing modification works to existing interior structures of a premise; (iii) reinstatement which involves demolishing any additional moveable structure that the existing tenant installed; (iv) design; (v) churn works; and (vi) maintenance and others which involve providing minor repairs and general builder's maintenance work to the tenant's office facilities, pest control and emergency call services, project management services and mechanical, electrical and plumbing ("MEP") consultancy services.

During the year ended 31 March 2023, the Group recorded an increase in revenue of 25.3% to HKD517.6 million from HKD413.1 million for the year ended 31 March 2022. The increase was mainly attributable to the increase in revenue from the business of bare shell fit-out. The Group's gross profit increased to HKD33.4 million for the year ended 31 March 2023 from HKD22.7 million for the year ended 31 March 2022, representing an increase of 47.1%.

For the year ended 31 March 2023, the profit attributable to owners of the Company was HKD1.0 million while loss attributable to owners of the Company was HKD5.7 million for the corresponding period of last year.

業務回顧

本集團為室內裝潢解決方案供應商，專注為辦公室主要位於香港及中國甲級寫字樓的客戶提供服務。我們在該等裝潢項目中的角色涉及通過聘用不同行業的次承判商提供服務及勞動力對裝潢項目進行整體項目管理、協調及實施，並提供項目品質控制以及進行相應的項目管理等方面的專業知識。

我們的項目大致可分為以下幾類：(i) 毛坯房裝潢，該等項目在舖有地板及牆壁已批灰的空置物業室內空間進行；(ii) 重裝，涉及物業現有內部結構的升級、重新規劃及提供改裝工程；(iii) 還原，涉及拆除現有租戶安裝的任何額外可移除結構；(iv) 設計；(v) 零碎工程；及(vi) 保養及其他，涉及提供小型維修及對租戶的辦公設施進行一般建築商保養工作、害蟲防治及緊急求助服務、項目管理服務以及機械、電力及管道（「機械、電力及管道」）諮詢服務。

本集團的收入由截至2022年3月31日止年度的413.1百萬港元增加25.3%至截至2023年3月31日止年度的517.6百萬港元。該增加主要是由於毛坯房裝潢的收入增加。本集團的毛利由截至2022年3月31日止年度的22.7百萬港元增加47.1%至截至2023年3月31日止年度的33.4百萬港元。

截至2023年3月31日止年度，本公司擁有人應佔溢利為1.0百萬港元，而去年同期本公司擁有人應佔虧損為5.7百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

The Group's revenue is principally generated from (i) bare shell fit-out; (ii) restacking; (iii) reinstatement; (iv) design; (v) churn works; and (vi) maintenance and others. For the year ended 31 March 2023, the revenue of the Group was HKD517.6 million, representing an increase of 25.3% compared with HKD413.1 million recorded last year. The increase was mainly attributable to the increase in revenue from the bare shell fit-out.

The following table sets forth a breakdown of the Group's revenue by project types for the year ended 31 March 2023 and 2022:

財務回顧

收入

本集團的收入主要來自(i) 毛坯房裝潢；(ii) 重裝；(iii) 還原；(iv) 設計；(v) 零碎工程；及(vi) 保養及其他。截至2022年3月31日止年度，本集團的收入為517.6百萬港元，較去年的413.1百萬港元增加25.3%。該收入增加主要是由於毛坯房裝潢的收入增加。

下表載列本集團截至2023年及2022年3月31日止年度按項目類型劃分的收入明細：

		Year ended 31 March 截至3月31日止年度			
		2023 2023年		2022 2022年	
		HKD'000 千港元	% 百分比	HKD'000 千港元	% 百分比
Project type	項目類型				
Bare shell fit-out	毛坯房裝潢	345,987	66.8	172,096	41.7
Restacking	重裝	145,647	28.1	200,058	48.4
Reinstatement	還原	4,419	0.9	6,419	1.5
Design	設計	3,862	0.7	7,326	1.8
Churn works	零碎工程	16,860	3.3	25,696	6.2
Maintenance and others	保養及其他	824	0.2	1,527	0.4
Total	總計	517,599	100.0	413,122	100.0

As shown in table above, our bare shell fit-out contributed to 66.8% and 41.7% of the Group's total revenue for the year ended 31 March 2023 and 2022, respectively. Revenue from bare shell fit-out was HKD346.0 million for the year ended 31 March 2023, representing an increase of 101.0% compared with HKD172.1 million recorded last year.

From 1 April 2022 and up to the date of this annual report, we were newly awarded a total of 30 bare shell fit-out projects with a total project sum of HKD406.2 million.

如上表所示，截至2023年及2022年3月31日止年度，我們的毛坯房裝潢貢獻的收入分別佔本集團總收入的66.8%及41.7%。截至2023年3月31日止年度，毛坯房裝潢產生的收入為346.0百萬港元，較去年的172.1百萬港元增加101.0%。

自2022年4月1日起直至本年度報告日期，我們共獲得30個新的毛坯房裝潢項目，項目總額為406.2百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Cost of sales and Direct margin

The Group's cost of sales mainly comprised of subcontracting charges and staff costs. Cost of sales for the year ended 31 March 2023 was HKD484.2 million, representing an increase of 24.0% compared with HKD390.4 million recorded last year. The increase was in line with the increase in revenue.

Defined as revenue less subcontracting costs, cleaning expenses, insurance expenses and security expenses, the direct margin of the Group indicates the overall project profitability before taking into account other fixed costs. The following table sets forth the breakdown of the Group's direct margin by project types for the year ended 31 March 2023 and 2022:

		Year ended 31 March 截至3月31日止年度			
		2023 2023年		2022 2022年	
		HKD'000 千港元	% of revenue 佔收入百分比	HKD'000 千港元	% of revenue 佔收入百分比
Project type	項目類型				
Bare shell fit-out	毛坯房裝潢	41,710	12.1	26,568	15.4
Restacking	重裝	16,209	11.1	17,550	8.8
Reinstatement	還原	4,111	93.0	844	13.1
Design	設計	2,628	68.0	1,819	24.8
Churn works	零碎工程	1,977	11.7	3,401	13.2
Maintenance and others	保養及其他	215	26.1	220	14.4
Total	總計	66,850	12.9	50,402	12.2

The Group's overall direct margin was HKD66.9 million for the year ended 31 March 2023, representing an increase of 32.7% compared with HKD50.4 million recorded last year. The direct margin ratio for the year ended 31 March 2023 was 12.9%, representing an increase of 0.7 percentage points compared with 12.2% for the corresponding period of last year. Such increase in the direct margin was primarily due to the increase of direct margin from bare shell fit-out.

財務回顧 (續)

銷售成本及直接利潤

本集團的銷售成本主要包括分包費用及員工成本。截至2023年3月31日止年度的銷售成本為484.2百萬港元，較去年的390.4百萬港元增加24.0%。該增加與收入增加一致。

本集團直接利潤定義為收入減分包成本、清潔費用、保險開支及保安開支，乃未計及其他固定成本的整體項目盈利情況。下表載列本集團截至2023年及2022年3月31日止年度按項目類型劃分的直接利潤明細：

截至2023年3月31日止年度，本集團的整體直接利潤為66.9百萬港元，較去年的50.4百萬港元增加32.7%。截至2023年3月31日止年度，直接利潤率為12.9%，較去年同期的12.2%增加0.7個百分點。直接利潤增長主要是由於毛坯房裝潢產生的直接利潤增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Other income

Other income for the current year was HKD1.7 million, representing an increase of 1,600.0% compared with HKD0.1 million for the corresponding period of last year. The amount represents government grant in respect of the Employment Support Scheme and the Distance Business Programme (2022: in respect of the Distance Business Programme) received from the Government of the Hong Kong Special Administrative Region.

Administrative expenses

Administrative expenses was HKD28.7 million for the current year, representing a decrease of 5.3% compared with HKD30.3 million recorded last year. Such decrease was primarily attributable to (i) a decrease of HKD1.0 million in administrative staff costs and (ii) a decrease of HKD0.6 million in entertainment.

Finance costs

Finance costs which comprised mainly the interest on the lease liabilities decreased to HKD0.1 million for the year ended 31 March 2023 from HKD0.2 million for the last year.

Income tax expense

Income tax expense for the current year was HKD1.5 million while income tax expense for last year was HKD0.4 million.

Profit/(loss) for the year

Profit was HKD2.9 million for the year ended 31 March 2023 while a loss of HKD7.2 million was recorded for last year.

Profit/(loss) for the year attributable to owners of the Company

Profit attributable to owners of the Company was HKD1.0 million for the year ended 31 March 2023, while loss attributable to owners of the Company was HKD5.7 million for last year.

Dividend

The Board does not recommend the payment of the final dividend for the year ended 31 March 2023 (2022: Nil).

財務回顧 (續)

其他收入

本年度的其他收入為1.7百萬港元，較去年同期的0.1百萬港元增加1,600.0%。該款項為根據香港特別行政區政府推出的保就業計劃和遙距營商計劃（2022年：關於遙距營商計劃）所得的政府補貼。

行政開支

於本年度的行政開支為28.7百萬港元，較去年的30.3百萬港元減少5.3%。該減少主要由於(i)行政人員成本減少1.0百萬港元及(ii)應酬費用減少0.6百萬港元。

財務成本

財務成本主要包括租賃負債利息，由去年0.2百萬港元減少至截止2023年3月31日止年度的0.1百萬港元。

所得稅開支

本年度所得稅開支為1.5百萬港元，而去年所得稅開支為0.4百萬港元。

本年度溢利／（虧損）

截至2023年3月31日止年度的溢利為2.9百萬港元，而去年錄得虧損為7.2百萬港元。

本公司擁有人應佔年內溢利／（虧損）

截至2023年3月31日止年度，本公司擁有人應佔溢利為1.0百萬港元，而去年為本公司擁有人應佔虧損為5.7百萬港元。

股息

董事會不建議就截至2023年3月31日止年度派付末期股息（2022年：零）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES, GEARING RATIO AND CAPITAL STRUCTURE

During the year ended 31 March 2023, the Group financed its operation by its internal resources. As at 31 March 2023, the Group had net current assets of HKD116.7 million (31 March 2022: HKD109.9 million), including cash and cash equivalents balances of HKD109.7 million (31 March 2022: HKD119.8 million) mainly denominated in Hong Kong dollars (“**HKD**”) and Renminbi (“**RMB**”).

The current ratio, being the ratio of current assets to current liabilities, was 1.6 times as at 31 March 2023 (31 March 2022: 1.8 times). The gearing ratio of the Group as at 31 March 2023 was 1.4% (31 March 2022: 2.5%). The gearing ratio is calculated as total debt divided by total equity as at the respective period end. Total debt is included lease liabilities.

There has been no change in capital structure of the Company as at 31 March 2023. The equity attributable to owners of the Company amounted to HKD137.6 million as at 31 March 2023 (31 March 2022: HKD136.9 million).

As the revenue and costs of the Group are mainly denominated in HKD and RMB, the Board considers that the Group has no significant foreign exchange exposures.

The Group did not make any foreign exchange related hedges for the year ended 31 March 2023.

PLEDGE OF ASSETS

As at 31 March 2023 and 2022, the Group had not pledged any assets to secure bank facilities or finance lease obligations.

CAPITAL COMMITMENTS

As at 31 March 2023, the Group did not have any material capital commitment in relation to the acquisitions (31 March 2022: Nil).

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 March 2023, the Group did not have any significant investment, material acquisition or disposal.

流動資金、財務資源、資產負債比率及資本結構

於截至2023年3月31日止年度內，本集團以內部資源撥付營運所需資金。於2023年3月31日，本集團的流動資產淨值為116.7百萬港元（2022年3月31日：109.9百萬港元），包括現金及現金等價物結餘109.7百萬港元（2022年3月31日：119.8百萬港元），主要以港元（「港元」）及人民幣（「人民幣」）計值。

於2023年3月31日，流動比率（即流動資產與流動負債之比率）為1.6倍（2022年3月31日：1.8倍）。本集團於2023年3月31日的資產負債比率為1.4%（2022年3月31日：2.5%）。資產負債比率按各期末的負債總額除以權益總額計算。總負債包括租賃負債。

本公司於2023年3月31日的資本結構並無發生變化。於2023年3月31日，本公司擁有人應佔權益為137.6百萬港元（2022年3月31日：136.9百萬港元）。

由於本集團的收入及成本主要以港元及人民幣計值，董事會認為本集團並無重大外匯風險。

本集團於截至2023年3月31日止年度內並無進行任何外匯相關對沖。

資產抵押

於2023年及2022年3月31日，本集團並無抵押任何資產以獲取銀行融資或融資租賃承擔。

資本承擔

於2023年3月31日，本集團並無有關收購事項的任何重大資本承擔（2022年3月31日：無）。

重大投資、重大收購及出售附屬公司及聯屬公司

截至2023年3月31日止年度內，本集團並無任何重大投資、重大收購或出售事項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

As at 31 March 2023, the Group provided guarantees of surety bonds of HKD14.8 million (31 March 2022: HKD4.0 million) in respect of 5 (31 March 2022: 3) construction contract(s) in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

HUMAN RESOURCES MANAGEMENT

As at 31 March 2023, the Group had a total of 75 (31 March 2022: 83) employees. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees by reference to the Group's results and individual performance. The total staff cost for the year ended 31 March 2023 amounted to approximately HKD49.1 million (31 March 2022: HKD44.9 million).

OUTLOOK

As the impact of the COVID-19 pandemic continues to recede and the Hong Kong government relaxes its quarantine measures, social and economic activities will formally return to a norm in 2023, which creating huge opportunities for the demand of fit-out for Grade A commercial buildings. According to a recent Jones Lang LaSalle industry research report, despite the increase in the supply of Grade A commercial buildings during the year, the overall office vacancy rate remained stable at 12%, reflecting a steady demand for commercial buildings and the desire and ability of companies to absorb them. At the same time, while Grade A office rents in Hong Kong's core business districts have fallen, companies of all types are looking for new office space to upgrade or expand, which is believed to provide some support to the local fit-out market.

In terms of the medium to long term, although the Group's income has not yet returned to pre-pandemic levels, the Hong Kong government has made it clear that it will accelerate the development of the northern metropolitan area, Tseung Kwan O Area 137 and the expansion of the Science Park and Cyberport, laying a good foundation for the future economic development of Hong Kong and the demand for office and decoration space. The government also has plans to attract more family offices to Hong Kong, which will further stimulate the corresponding demand. With the Group's brand reputation and industry experience accumulated over the years, we believe that with all the positive macro factors, the Group will have more room for growth and will be able to reward our shareholders and stakeholders with better financial performance.

或然負債

於2023年3月31日，本集團就日常業務過程中的5(2022年3月31日：3)份建築合約提供14.8百萬港元(2022年3月31日：4.0百萬港元)的履約保證擔保。該等履約保證預計將根據各建築合約的條款解除。

人力資源管理

於2023年3月31日，本集團共有75(2022年3月31日：83)名員工。為確保本集團有能力吸引及挽留表現優秀的員工，我們定期檢討薪酬待遇。此外，我們亦參考本集團的業績及個人表現向合資格僱員發放酌情花紅。截至2023年3月31日止年度的總員工成本約為49.1百萬港元(2022年3月31日：44.9百萬港元)。

展望

踏入2023年，隨着新冠疫情影響持續減退，香港政府亦已放寬防疫措施，社會和經濟活動正式步入全面復常，這亦將為甲級商廈引申的裝潢需求帶來龐大機遇。仲量聯行最近一份行業研究報告指出，縱使年內甲級商廈供應增加，但整體寫字樓空置率仍維持在12%的穩定水平，反映商廈需求穩定，企業仍有一定吸納意慾及能力。同時，雖然香港核心商業區的甲級寫字樓租金水平有所回落，但不同類型的企業亦正物色新寫字樓以提升或擴充辦公空間，相信兩者疊加將為本地裝潢市場帶來一定支撐。

中長線而言，儘管集團收入暫時仍未回復至疫情前水平，但港府已明確表示加快推行北部都會區、將軍澳第137區發展，以及科學園和數碼港擴建工程等不同的發展計劃，為本港未來經濟發展，以至辦公室及裝潢需求奠下良好基礎。政府亦有計劃吸引更多家族辦公室落戶，進一步刺激相應需求。憑藉本集團過去多年積累的品牌口碑及行業經驗，相信在各種宏觀利好因素推動下，本集團將有更大的發展空間，以更好的財務表現，回饋股東及各持份者。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Executive Directors

Mr. WONG Sai Chuen (“Mr. Wong”), aged 48, is the Chairman, Chief Executive Officer and an executive Director of the Company since 4 January 2018. Mr. Wong was also appointed as the chairman of the nomination committee on 8 January 2020. Mr. Wong founded the Group in 2009 and was appointed as a Director on 24 March 2017. Mr. Wong is responsible for the strategic planning, business development, daily operations and major decision making of the Group. Mr. Wong is also a director of certain subsidiaries of the Company.

Mr. Wong has over 13 years of experience in the interior fit-out industry. He is also an honorary director of the 56th term board of directors of the Yan Chai Hospital. Mr. Wong is the spouse of Ms. Hui Man Yee, Maggie, an executive Director of the Company.

Ms. HUI Man Yee, Maggie (“Ms. Hui”), aged 46, is an executive Director of the Company since 4 January 2018. Ms. Hui joined the Group in April 2015 and was appointed as a Director on 6 July 2017. Ms. Hui is responsible for daily operations, business development, human resources and administrative management of the Group. Ms. Hui is also a director of certain subsidiaries of the Company.

Prior to joining the Group, Ms. Hui has over 10 years of experience in the hotel industry. Ms. Hui graduated from Sheffield Hallam University in the United Kingdom with a bachelor’s degree of science in hotel and tourism management in June 1998. Ms. Hui then obtained a master’s degree in business administration from University of Birmingham in the United Kingdom in December 2011. Ms. Hui is the spouse of Mr. Wong, the Chairman, Chief Executive Officer and an executive Director of the Company.

執行董事

王世存先生(「王先生」)，48歲，自2018年1月4日起出任本公司主席、行政總裁兼執行董事。王先生亦於2020年1月8日獲委任為本公司提名委員會主席。王先生於2009年創立本集團，並於2017年3月24日獲委任為董事。王先生負責本集團策略規劃、業務拓展、日常營運及重大決策。王先生亦擔任本公司若干附屬公司之董事。

王先生於室內裝潢行業擁有逾13年的經驗。彼亦為仁濟醫院第56屆董事局之名譽理事。王先生乃本公司執行董事許曼怡女士之配偶。

許曼怡女士(「許女士」)，46歲，自2018年1月4日起出任本公司執行董事。許女士於2015年4月加入本集團，並於2017年7月6日獲委任為董事。許女士負責本集團日常營運、業務拓展、人力資源及行政管理。許女士亦擔任本公司若干附屬公司的董事。

於加入本集團之前，許女士於酒店行業擁有逾10年經驗。許女士於1998年6月畢業於英國謝菲爾德哈勒姆大學，取得酒店及旅遊管理理學學士學位。許女士於2011年12月於英國伯明翰大學取得工商管理碩士學位。許女士乃本公司主席、行政總裁兼執行董事王先生之配偶。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Executive Directors (Continued)

Dr. Sung Tak Wing, Leo (“Dr. Sung”), aged 62, is an executive director and a compliance officer of the Company since 11 March 2020. Dr. Sung was also served as a company secretary of the Company from June 2020 to February 2022 and designated as joint company secretary of the Company from February 2022 to January 2023. Dr. Sung was re-designated as a company secretary of the Company with effect from 20 January 2023. Dr. Sung is responsible for daily operations, business development, public relations and company secretarial matters of the Group. Dr. Sung is also a director of certain subsidiaries of the Company.

Prior to joining the Group, Dr. Sung served as an executive director, chief executive officer, joint company secretary and authorised representative of GSN Corporations Limited (formerly known as New Western Group Limited), a company listed on GEM of the Stock Exchange (stock code: 8242), from March 2014 to May 2019 and was responsible for accounting and finance management, and business development as well as company secretarial matters. From September 2004 to February 2014, Dr. Sung served as the managing director and a responsible officer of Tensant Securities Limited (formerly known as King’s HT Securities Limited), a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Dr. Sung has over 17 years of experience in the financial and securities industry. Before entering the financial and securities industry, Dr. Sung has worked for several solicitors’ firms in Hong Kong for about 17 years.

Dr. Sung obtained a bachelor’s degree in Commerce in Management and Marketing from Curtin University of Technology in Australia in February 2002 and also obtained a master’s degree in Accountancy from Lingnan University in November 2012. Dr. Sung was awarded the distinction of an honorary doctor in Business Administration from American Purlinton University in January 2013. Dr. Sung is a fellow member of The Association of International Accountants, a fellow member of The Institute of Public Accountants of Australia, a fellow member of The Institute of Financial Accountants of the United Kingdom, an international affiliate of The Hong Kong Institute of Certified Public Accountants, and a fellow member of The Institute of the Certified Management Accountants of Australia.

執行董事 (續)

宋得榮博士 (「宋博士」)，62歲，自2020年3月11日起出任本公司執行董事兼合規主任。於2020年6月至2022年2月期間宋博士亦出任為本公司公司秘書，並於2022年2月至2023年1月期間出任本公司聯席公司秘書。於2023年1月20日起，宋博士調任本公司公司秘書。宋博士負責本集團之日常營運、業務拓展、公共關係及公司秘書事宜。宋博士亦擔任本公司若干附屬公司之董事。

加入本集團之前，自2014年3月至2019年5月，宋博士獲委任為GSN Corporations Limited (前稱新威頓集團有限公司)，一間於聯交所GEM上市的公司 (股份代號：8242) 之執行董事，行政總裁，聯席秘書及授權代表，並負責會計核算和財務管理、業務拓展以及公司秘書事宜。自2004年9月至2014年2月，宋博士出任天晟證券有限公司 (前稱皇冠亨達國際證券有限公司) (香港法例第571章《證券及期貨條例》的持牌法團) 的董事總經理及負責人員，及於財務及證券行業擁有逾17年工作經驗。於加入財務及證券行業前，宋博士曾於香港多家律師事務所工作約17年。

宋博士於2002年2月於澳洲獲得澳洲科庭科技大學頒授商業管理及市務學學士學位，及於2012年11月獲嶺南大學頒授會計學碩士學位。宋博士於2013年1月獲得美國普林頓大學授予工商管理榮譽博士殊榮。宋博士為英國國際會計師協會資深會員、澳洲公共會計師協會資深會員、英國財務會計師協會資深會員、香港會計師公會國際聯繫會員，以及澳洲認證管理會計師協會資深會員。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Independent non-executive Directors

Mr. Cheung Chi Man, Dennis (“Mr. Cheung”), aged 55, is an independent non-executive Director, the chairman of the audit committee, and a member of the nomination committee and the remuneration committee of the Company since 21 January 2020, and was re-designated as the chairman of the remuneration committee on 28 January 2022. Mr. Cheung has over 20 years of experience in financial management, treasury, and company secretarial matters.

Mr. Cheung was appointed as an independent non-executive director of the Prosper Construction Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 6816), since August 2017. From April 2015 to June 2020, Mr. Cheung served as an independent non-executive director of GSN Corporations Limited (formerly known as New Western Group Limited), a company listed on GEM of the Stock Exchange (stock code: 8242) and he was appointed as an independent non-executive director of Lamtex Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1041), from August 2020 to October 2020.

Mr. Cheung holds a master’s degree in commerce from The University of New South Wales, Australia and a bachelor’s degree in mechanical engineering from Imperial College, London, the United Kingdom. Mr. Cheung is a fellow member of The Hong Kong Institute of Certified Public Accountants and a certified tax adviser of The Taxation Institute of Hong Kong.

獨立非執行董事

張志文先生（「張先生」），55歲，自2020年1月21日起出任本公司獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員，並於2022年1月28日調任為薪酬委員會主席。張先生於財務管理、庫務及公司秘書事宜方面擁有逾20年經驗。

自2017年8月起，張先生獲委任為瑞港建設控股有限公司，一家於聯交所主板上市的公司（股份代號：6816）的獨立非執行董事。自2015年4月至2020年6月，張先生出任GSN Corporations Limited（前稱新威斯頓集團有限公司），一家於聯交所GEM上市的公司（股份代號：8242）的獨立非執行董事，及自2020年8月至2020年10月，彼獲委任為林達控股有限公司，一家於聯交所主板上市的公司（股份代號：1041）的獨立非執行董事。

張先生擁有澳洲新南威爾士大學商學碩士學位及英國倫敦帝國學院機械工程學士學位。張先生為香港會計師公會資深會員及香港稅務學會註冊稅務師。

BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷詳情

Independent non-executive Directors (Continued)

Mr. Chan Charles Cham Chuen (“Mr. Chan”), aged 51, is an independent non-executive Director, a member of each of the audit committee, the nomination committee, and the remuneration committee of the Company since 9 August 2021.

Mr. Chan has over 25 years of experience in the apparel manufacturing and trading business in Hong Kong since 1994, and he has participated in business connected to fine timepiece business since 2007. Since 2018, Mr. Chan has served as a senior advisor of Lion Rock Capital Limited, an Asian private equity investment firm in Hong Kong. Mr. Chan currently also serves as (i) the voting member of the Hong Kong Jockey Club; (ii) the chairman of the 8th term board of directors of the Education Development Foundation Association; (iii) the manager of Yan Chai Hospital Chan Lu Seng Primary School; and (iv) the director of Hong Kong Network for the Promotion of Inclusive Society Limited.

Mr. Chan holds a master’s degree in Business Administration from The Hong Kong Polytechnic University and a bachelor’s degree in Social Sciences and Communication from the University of Southern California, the United States of America.

Mr. Law Chun Yat (“Mr. Law”), aged 35, is an independent non-executive Director, a member of each of the audit committee, the nomination committee, and the remuneration committee of the Company since 25 February 2022. Mr. Law has over 8 years of experience in accounting, auditing, and taxation matters. Mr. Law holds a bachelor’s degree of Commerce (Honours) in Accountancy from The Hong Kong Baptist University. Mr. Law is a member and Certified Public Accountant (Practising) of The Hong Kong Institute of Certified Public Accountants.

獨立非執行董事 (續)

陳湛全先生 (「陳先生」)，51歲，自2021年8月9日起出任本公司獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員。

陳先生自1994年起於香港服裝製造與貿易業務擁有逾25年經驗，彼自2007年起亦參與高級鐘錶相關業務。陳先生自2018年起出任萊恩資本有限公司（一家位於香港的亞洲私募股權投資公司）的高級顧問。陳先生現在同時擔任(i)香港賽馬會遴選會員；(ii)促進教育基金會第八屆董事局主席；(iii)仁濟醫院陳耀星小學校董；及(iv)香港傷健共融網絡董事。

陳先生擁有香港理工大學工商管理學碩士學位及美國南加州大學社會科學與傳播學學士學位。

羅俊逸先生 (「羅先生」)，35歲，自2022年2月25日起出任本公司獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員。羅先生於會計、審計及稅務方面擁有逾8年經驗。羅先生擁有香港浸會大學頒授會計學商學士（榮譽）學位。羅先生為香港會計師公會會員及執業會計師。

DIRECTORS' REPORT

董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 March 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of interior fit-out solutions in Hong Kong and the PRC. Details of the principal activities of the principal subsidiaries of the Company are set out in the note 28 to the consolidated financial statements.

An analysis of the Group's performance for the year by an operating segment is set out in note 5 to the consolidated financial statements.

BUSINESS REVIEW

The business review and an indication of likely future developments of the Group for the year ended 31 March 2023, as required by Schedule 5 of the Companies Ordinance (Chapter 622, Laws of Hong Kong (the "Companies Ordinance"), are set out in the "Chairman's Statement" and "Management Discussion and Analysis" on pages 6 to 7 and pages 9 to 14 respectively of this annual report. Such discussion forms part of this directors' report.

PRINCIPAL RISKS AND UNCERTAINTIES

The business operations and results of the Group may be affected by various factors, some of which are external causes and some are inherent to the business. The Board is aware that the Group is exposed to various risks and the principal risks and uncertainties are summarized below:

- The Group's business and operation may be affected by the pandemic or public health incident, which may slow down the progress of projects;
- We depend on our subcontractors to carry out various trades of work and bear the risks associated with fluctuations in subcontracting costs, substandard performance and instability of their operations;
- The Group's business is project-based. Fee collection and profit margin depend on the terms of the work contract and may not be regular;

董事欣然提呈本集團截至2023年3月31日止年度的董事會報告書及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。本集團的主要業務為於香港及中國提供室內裝潢解決方案。本公司的主要附屬公司之主要業務詳情載於本綜合財務報表附註28。

本集團按營運分部劃分的本年度業績分析載於本綜合財務報表附註5。

業務回顧

根據香港法例第622章《公司條例》（「公司條例」）附表5之規定，本集團的業務回顧及截至2023年3月31日止年度本集團未來可能的發展，分別載於本年報第6至7頁及第9至14頁之「主席報告」及「管理層討論及分析」一節。此討論為本董事會報告之一部分。

主要風險及不明朗因素

本集團的業務營運及業績可能受多項因素影響，當中部分為外部因素，部分為業務固有因素。董事會知悉本集團面臨多種風險，主要的風險及不明確因素概括如下：

- 本集團的業務及運營可能會受到疫情或公共衛生事件的影響，並可能會延緩項目進度；
- 我們依靠次承判商開展各個工種的項目，並承擔與分包成本波動、表現不合格及彼等營運不穩定相關的風險；
- 本集團的業務以項目為基礎。收費及利潤率取決於工作合約的條款，可能不會固定；

PRINCIPAL RISKS AND UNCERTAINTIES

(Continued)

- Most of the revenue is derived from contracts awarded through competitive tendering and the contracts are non-recurring in nature. The Group's business depends on its success on project tenders;
- We determine the tender price based on our estimation of the time and costs involved, which may not be accurate; and
- Our liquidity and financial position may be adversely affected if we cannot receive progress payments or retention money in full in time or at all.

ENVIRONMENTAL POLICIES

The Group is committed to minimizing its carbon footprint and consumption of natural resources in all possible aspects of business operations. Our environmental strategy is to achieve a balance between the quality and efficiency of our services and the minimization of greenhouse gas emissions and environmental degradation. Accordingly, the Group promotes awareness towards environmental protection to the employees and has taken a proactive approach to affect internal and external communications by means of telephone, emails and conferences or such other communication means which are efficient yet environmentally friendly. Also, the Group is able to minimize physical travelling and printing.

RELATIONSHIPS WITH EMPLOYEES

The employees of the Group are one of the most important assets and stakeholders of the Group, their contribution and support are valuable to the Group at all times. The Group regularly reviews compensation and benefits policies accordingly to industry benchmark as well as the individual performance of employees. Other fringe benefits include but are not limited to discretionary bonus, are provided to retain loyal employees with the aim to form a professional staff and management team that can bring the Group to different levels of success.

主要風險及不明朗因素 (續)

- 我們大部分收入來自透過競爭性招標獲授的合約，該等合約均屬非經常性質。本集團的業務取決於能否贏得項目招標；
- 我們根據預計的投入時間及成本釐定投標價格或許並不準確；及
- 倘我們未能按時全額收到工程進度款或保證金，或根本無法收到有關款項，本公司的流動資金及財務狀況可能會受到不利影響。

環境政策

本集團致力於在業務營運的所有可能方面盡量減少碳足跡及自然資源的消耗。本集團之環境策略為於服務質量及效率與盡量減少溫室氣體排放及環境惡化之間達成平衡。因此，本集團提高僱員的環保意識並已採取積極措施，透過電話、電郵及會議或其他高效且環保之通訊方式進行內部及外部交流。此外，本集團可盡量減少實體差旅及印刷。

與僱員的關係

本集團之僱員為本集團最重要資產及持份者之一以及彼等之貢獻及支持對本集團一直屬至關重要。本集團根據行業標準及僱員之個人表現定期檢討薪酬及福利政策。本集團提供的其他附加福利包括但不限於酌情花紅以挽留忠誠僱員，旨在形成可令本集團取得不同層面成功之專業僱員及管理團隊。

DIRECTORS' REPORT

董事會報告

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS, EMPLOYEES AND SHAREHOLDERS

The success of the Group also depends on the support from key parties which comprise customers, suppliers, employees and shareholders. During the year ended 31 March 2023, the Group has maintained good relationships with the customers and suppliers and there was no material dispute between the Group and the customers or the suppliers.

Regarding the employees, the Group focuses on the talents of our employees as our most valuable asset and provides a harmonious and professional working environment. During the year ended 31 March 2023, we have provided competitive remuneration packages to our employees to recognise their contribution to the Group.

The principal goal of the Group is to maximize the return to the Shareholders. The Group will focus on our core business for achieving sustainable profit growth and rewarding the Shareholders with dividend payouts while taking into account the business development needs and financial health of the Group.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company has complied with the requirements under the Companies Act Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, the GEM Listing Rules and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") relating to, among other things, the information disclosure and corporate governance. For more information about the measures adopted by the Group for environmental protection and regulatory compliance during this financial year, please refer to the environmental, social and governance report of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 110 to 111 of this annual report.

與客戶、供應商、僱員及股東的關係

本集團的成功亦依賴於客戶、供應商、僱員及股東等主要人士的支持。於截至2023年3月31日止年度，本集團已與客戶及供應商建立良好的合作關係且本集團與客戶或供應商之間並無重大分歧。

關於僱員，本集團關注僱員的才能並視其為我們最寶貴的資產，並為僱員提供和諧專業的工作環境。於截至2023年3月31日止年度，我們提供予僱員具競爭力的薪酬待遇以確認其對本集團的貢獻。

本集團的主要目標是盡全力提高股東回報。本集團專注於核心業務，力求實現可持續的利潤增長，並通過股息派發而回饋股東，當中會考慮本集團的業務發展需要及財務穩健。

遵守法律及法規

本公司已遵守開曼群島《公司法》第22章（1961年第3號法律，經合併及修訂）、GEM上市規則及證券及期貨條例（香港法例第571章）（「證券及期貨條例」）其中包括信息披露和企業管治的要求。更多有關本集團在本財政年度中環保及法規合規表現的相關資訊，請參閱此本年報內的環境、社會及管治報告。

業績及股息

本集團截至2023年3月31日止年度業績載於本年報第110至111頁之綜合損益及其他全面收益表。

RESULTS AND DIVIDENDS (Continued)

Dividend Policy

The Company is committed to sharing its development and achievements with Shareholders through proactive, stable and sustainable dividend policy. The Board would strive to strike a balance between meeting Shareholder's expectations and managing funds prudently. The Company has adopted a dividend policy which comprehensively consider the macro-economic, the competition pattern of the industry and its own development strategy. Final dividends declared by the Company shall be subject to Shareholder's approval. The Board will review the dividend policy from time to time and it may be revised as appropriate. There is no assurance that the Company will be able to declare or distribute any dividend in the amount set out in any plan by the Board.

Dividend

The Board does not recommend the payment of final dividend for the year ended 31 March 2023 (2022: Nil).

CLOSURE OF REGISTER OF MEMBERS FOR THE ANNUAL GENERAL MEETING (THE "AGM")

In order to ascertain the entitlement of Shareholders to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 15 August 2023 to Friday, 18 August 2023 (both days inclusive), during which no transfer of Shares will be affected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 14 August 2023.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 114 and in note 29(b) to the consolidated financial statements.

業績及股息 (續)

股息政策

本公司致力於透過積極穩健及可持續的股息政策，與股東分享其發展和成就。董事會努力在符合股東期望與審慎管理資本之間達致平衡。本公司已採納股息政策，董事會將綜合考慮觀察宏觀經濟、行業競爭格局以及自身發展策略。本公司宣派的末期股息均須經過股東批准。董事會將會不時審閱股息政策並會對其作出適當修改。本公司無法保證能夠選派或派發董事會任何計劃內所載的任何股息額。

股息

董事會不建議就截至2023年3月31日止年度派付末期股息（2022年：無）。

為股東週年大會（「股東週年大會」）暫停辦理股份過戶登記手續

為確定股東有權出席股東週年大會並於會上投票，本公司將自2023年8月15日（星期二）至2023年8月18日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續及股東名冊登記，期間不會辦理任何股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票必須最遲於2023年8月14日（星期一）下午四時三十分前送達本公司的香港股份過戶及登記分處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓），以辦理登記。

儲備

本集團及本公司於本年度之儲備變動詳情載於綜合權益變動表第114頁及綜合財務報表附註29(b)。

DIRECTORS' REPORT

董事會報告

DISTRIBUTABLE RESERVES

As at 31 March 2023, the distributable reserves of the Company amounted to HKD69.4 million (2022: HKD73.4 million).

DONATIONS

Charitable and other donations made by the Group during the year amounted to less than HKD0.1 million (2022: HKD0.1 million).

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements during the year in the share capital of the Company is set out in note 22 and 27 to the consolidated financial statements.

Details of movements during the year in the share options is set out in note 27 to the consolidated financial statements and "Share option scheme" section contained in this Directors' report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Amended and Restated Memorandum and Articles of Association of the Company (the "Articles") and there was no restriction against such rights under the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 196 of this annual report.

可供分派之儲備

於2023年3月31日，本公司的可供分派儲備為69.4百萬港元（2022年：73.4百萬港元）。

捐款

本集團於本年度作出的慈善捐款及其他捐款少於0.1百萬港元（2022年：0.1百萬港元）。

物業、廠房及設備

本集團於本年度的物業、廠房及設備之變動詳情載於綜合財務報表附註13。

股本及購股權

本公司股本於本年度變動之詳情載於綜合財務報表附註22及27。

購股權於本年度變動之詳情載於綜合財務報表附註27及本董事會報告的「購股權計劃」一節。

優先購買權

本公司經修訂及重列的組織章程大綱及章程細則（「細則」）並無優先購買權的規定，開曼群島法律也沒有關於此類權利的限制，規定本公司須按比例向現有股東發售新股。

五年財務摘要

本集團過去五個財政年度之業績、資產及負債摘要載於本年報第196頁。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors during the year and up to the date of this annual report were as follows:

Executive Directors

Wong Sai Chuen (*Chairman and Chief Executive Officer*)

Wong Kin Kei (*Chief Operating Officer*)

(*retired on 2 September 2022*)

Hui Man Yee, Maggie

Sung Tak Wing, Leo

Independent Non-executive Directors

Cheung Chi Man, Dennis

Chan Charles Cham Chuen

Law Chun Yat

In accordance with Articles 109 and 113 of the Articles and pursuant to Appendix 15 of the GEM Listing Rules, Mr. Wong Sai Chuen, Ms. Hui Man Yee, Maggie, Dr. Sung Tak Wing, Leo and Mr. Chan Charles Cham Chuen (collectively, the "Retiring Directors") shall retire from office by rotation at the AGM. The board of Directors has been informed by Dr. Sung Tak Wing, Leo and Mr. Chan Charles Cham Chuen that they will retire as executive Director and independent non-executive Director respectively after the conclusion of the AGM and will not offer themselves for re-election at the AGM. Accordingly, Dr. Sung Tak Wing, Leo and Mr. Chan Charles Cham Chuen will cease to be Directors upon conclusion of the AGM. Mr. Wong Sai Chuen and Ms. Hui Man Yee, Maggie being eligible, have agreed to offer themselves for re-election at the AGM.

Dr. Sung Tak Wing, Leo and Mr. Chan Charles Cham Chuen have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in relation to their decisions of not offering themselves for re-election at the AGM.

Following the retirement of Mr. Chan Charles Cham Chuen, the Company will not be able to comply with (i) Rule 5.05(1) of the GEM Listing Rules, which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors; and (ii) Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee of a listed issuer must comprise a minimum of three members of non-executive directors only.

董事

於本年度及截至本年報日期的董事如下：

執行董事

王世存 (*主席兼行政總裁*)

黃健基 (*營運總監*)

(*於2022年9月2日退任*)

許曼怡

宋得榮

獨立非執行董事

張志文

陳湛全

羅俊逸

根據細則第109及113條規定以及GEM上市規則附錄十五之規定，王世存先生、許曼怡女士、宋得榮博士及陳湛全先生（統稱「退任董事」）將於股東週年大會上輪值退任。董事會已獲宋德榮博士及陳湛全先生告知，彼等將於股東週年大會結束後分別退任執行董事及獨立非執行董事，並將不會於股東週年大會上重選連任。因此，宋德榮博士及陳湛全先生將於股東週年大會結束後不再擔任董事。王世存先生及許曼怡女士則符合資格且已同意於股東週年大會上膺選連任。

宋得榮博士及陳湛全先生已確認彼等與董事會之間概無意見分歧，亦無有關其決定於股東週年大會上不膺選連任之事宜須敦請股東垂注。

緊隨陳湛全先生退任後，本公司將不符合(i)聯交所GEM上市規則第5.05(1)條規定上市發行人之董事會必須包括至少三名獨立非執行董事及(ii)GEM上市規則第5.28條規定上市發行人之審核委員會必須由三名非執行董事組成。

DIRECTORS' REPORT

董事會報告

In order to comply with Rules 5.05(1) and 5.28 of the GEM Listing Rules, the Company is endeavouring to identify a suitable candidate to fill up the vacancy as soon as practicable, within three months from 18 August 2023 as prescribed under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

Further particulars of the Retiring Directors are set out in the circular to the shareholders sent together with this annual report. All other existing Directors shall continue in office.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM 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.

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

No transactions, arrangements and contracts of significance in relation to the Group's business, to which the Company, its holding company, any of its subsidiaries or fellow subsidiaries was a party or in which a Director or an entity connected with the Director had a material interest, whether directly or indirectly, subsisting at the end of the year or at anytime during the year.

MANAGEMENT CONTRACTS

Other than the Directors' service agreements and appointment letters, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the year ended 31 March 2023.

為符合GEM上市規則第5.05(1)條及5.28條之規定，本公司現正努力物色合適人選，並根據GEM上市規則第5.06條及第5.33條的規定，於切實可行的情況下盡快於2023年8月18日起計三個月內填補空缺，且將於適當時候另行刊發公告。

退任董事之更多詳情，載於隨本年報向股東一併寄發之通函內。其餘所有現任董事均留任。

董事之服務合約

擬於應屆股東週年大會重選連任之董事概無與本公司訂立本公司不得在一年內毋須作出賠償（法定賠償除外）而終止之服務合約。

董事於有關本公司業務之重大交易、安排及合約的重大權益

概無有關本集團業務而本公司、其控股公司或其任何附屬公司或同系附屬公司為其中一名訂約方或董事或董事之關連方於當中擁有重大利益（不論直接或間接）之其他重大交易、安排或合約，於年末或於本年度內任何時間存續。

管理合約

除董事服務協議及委任函外，於截至2023年3月31日止年度末，概無訂立或存在與本集團整體或任何重大部分業務的管理及行政事務有關的合約。

DIRECTORS' REPORT

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and the senior management of the Group are set out on pages 15 to 18 of this annual report.

EMOLUMENTS OF THE DIRECTORS, CHIEF EXECUTIVE AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' emoluments and of the five highest paid individuals are set out in notes 30(a) and 9 to the consolidated financial statements, respectively.

The Directors' remunerations are subject to Shareholders' approval at general meetings. Other emoluments are determined by the remuneration committee of the Company (the "Remuneration Committee") with reference to Directors' duties, responsibilities and performance and the results of the Group.

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

As at 31 March 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong)), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by the directors were as follows:

董事及高級管理人員履歷詳情

董事及本集團高級管理人員之履歷詳情已載於本年報第15至18頁。

董事，最高行政人員及五名最高薪酬人士的薪酬

有關董事及五名最高薪酬人士的薪酬詳情分別載於綜合財務報表附註30(a)及9。

董事的薪酬須經股東於股東大會批准。其他薪酬由本公司薪酬委員會（「薪酬委員會」）根據董事的職務、職責及表現以及本集團的業績釐定。

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉

於2023年3月31日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須登記由本公司存置之登記冊內的權益及淡倉或根據有關董事進行證券交易的GEM上市規則第5.46至5.67條規定須另行知會本公司及聯交所的權益及淡倉，如下：

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS (Continued)

(A) Long Position in the Ordinary Shares and Underlying Shares of the Company

Name of Directors/ chief executive	Capacity/ nature of interest	Number of issued shares held/ interested in 所持/擁有權益的 已發行股份數目	Percentage of the issued share capital 佔已發行 股本百分比
董事/最高行政人員姓名	身份/權益性質		
Mr. Wong Sai Chuen 王世存先生	Interest in a controlled corporation 受控法團權益	112,500,000 (Note 1) (附註1)	56.25%
Ms. Hui Man Yee, Maggie 許曼怡女士	Interest of spouse 配偶權益	112,500,000 (Note 2) (附註2)	56.25%

Notes:

- Shares in which Mr. Wong Sai Chuen is interested in consist of 112,500,000 Shares held by Madison Square International Investment Limited, a company wholly owned by him, in which Mr. Wong Sai Chuen is deemed to be interested under Part XV of the SFO.
- Ms. Hui Man Yee, Maggie, is the spouse of Mr. Wong Sai Chuen and she was also deemed to be interested in 112,500,000 Shares, pursuant to Part XV of the SFO.

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉 (續)

(A) 於本公司普通股股份及相關股份的好倉

Name of Directors/ chief executive	Capacity/ nature of interest	Number of issued shares held/ interested in 所持/擁有權益的 已發行股份數目	Percentage of the issued share capital 佔已發行 股本百分比
董事/最高行政人員姓名	身份/權益性質		
Mr. Wong Sai Chuen 王世存先生	Interest in a controlled corporation 受控法團權益	112,500,000 (Note 1) (附註1)	56.25%
Ms. Hui Man Yee, Maggie 許曼怡女士	Interest of spouse 配偶權益	112,500,000 (Note 2) (附註2)	56.25%

附註:

- 王世存先生擁有權益的股份包括世曼有限公司(一家由王先生全資擁有的公司,根據證券及期貨條例第XV部,王世存先生被視為於其中擁有權益)持有的112,500,000股股份。
- 根據證券及期貨條例第XV部,許曼怡女士作為王世存先生的配偶,同樣被視為於本公司112,500,000股股份中擁有權益。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS (Continued)

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉(續)

(B) Long Position in the Shares of associated corporations

(B) 於相聯法團股份的好倉

Name of Directors/ chief executive	Name of associated corporation	Capacity/ nature of interest	Number of issued shares held/interested in 所持/擁有權益的 已發行股份數目	Percentage of shareholding 持股百分比
董事/最高行政人員姓名	相聯法團名稱	身份/權益性質		
Mr. Wong Sai Chuen 王世存先生	Madison Square International Investment Limited (Note 2) 世曼有限公司(附註2)	Beneficial owner 實益擁有人	37,500	100%
Ms. Hui Man Yee, Maggie (Note 1) 許曼怡女士(附註1)	Madison Square International Investment Limited (Note 2) 世曼有限公司(附註2)	Interest of spouse 配偶權益	37,500	100%

Notes:

附註:

- Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in Mr. Wong Sai Chuen's interest in Madison Square International Investment Limited, pursuant to Part XV of the SFO.
- Under Part XV of the SFO, a holding company of listed corporation is regarded as an "associated corporation". Madison Square International Investment Limited held 56.25% of our issued share capital and thus was our associated corporation.

- 許曼怡女士乃王世存先生的配偶，根據證券及期貨條例第XV部，被視為於王世存先生於世曼有限公司的權益中擁有權益。
- 根據證券及期貨條例第XV部，上市法團的控股公司被視作「相聯法團」。世曼有限公司持有本公司已發行股本的56.25%，故為本公司的相聯法團。

Save as disclosed above, as at 31 March 2023, none of the Directors and chief executive of the Company nor their close associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in the SFO.

除上文所披露者外，於2023年3月31日，概無本公司董事及最高行政人員或彼等之緊密聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例)的任何股份、相關股份及債券中擁有任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2023, so far as known to the Directors, the particulars of the corporate or persons (other than a Director or the chief executive of the Company) which had 5% or more interests and short positions in the shares and the underlying shares of the Company as recorded in the register kept pursuant to section 336 of the SFO were as follows:

Long Position in the Ordinary Shares and Underlying Share of the Company

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2023年3月31日，據董事所知，根據證券及期貨條例第336條存置的登記冊所記錄擁有本公司股份及相關股份5%或以上權益及淡倉的法團或人士（本公司董事或最高行政人員除外）詳情如下：

於本公司普通股股份及相關股份的好倉

Name of Shareholders	Capacity/ nature of interest	Number of issued shares held/ interested in 所持 / 擁有權益的 已發行股份數目	Percentage of shareholding
股東姓名	身份 / 權益性質		持股百分比
Madison Square International Investment Limited (Note 1) 世曼有限公司 (附註1)	Beneficial owner 實益擁有人	112,500,000	56.25%
Mr. Wong Sai Chuen (Note 1) 王世存先生 (附註1)	Interest in a controlled corporation 受控法團權益	112,500,000	56.25%
Ms. Hui Man Yee, Maggie (Note 2) 許曼怡女士 (附註2)	Interest of spouse 配偶權益	112,500,000	56.25%
J&J Partner Investment Group Limited (Note 3) 旭傑有限公司 (附註3)	Beneficial owner 實益擁有人	37,500,000	18.75%
Mr. Wong Kin Kei (Note 3) 黃健基先生 (附註3)	Interest in a controlled corporation 受控法團權益	37,500,000	18.75%
Ms. Ho Sin Ying (Note 4) 何倩瑩女士 (附註4)	Interest of spouse 配偶權益	37,500,000	18.75%

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

(Continued)

Notes:

1. Shares in which Mr. Wong Sai Chuen is interested in consist of 112,500,000 Shares held by Madison Square International Investment Limited, a company wholly owned by him, in which Mr. Wong Sai Chuen is deemed to be interested under Part XV of the SFO.
2. Ms. Hui Man Yee, Maggie is the spouse of Mr. Wong Sai Chuen and she was also deemed to be interested in the 112,500,000 Shares pursuant to Part XV of the SFO.
3. Shares in which Mr. Wong Kin Kei is interested in consist of 37,500,000 Shares held by J&J Partner Investment Group Limited, a company wholly owned by him, in which Mr. Wong Kin Kei is deemed to be interested under Part XV of the SFO.
4. Ms. Ho Sin Ying is the spouse of Mr. Wong Kin Kei and she was also deemed to be interested in the 37,500,000 Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at 31 March 2023, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who has interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

On 8 December 2017, the Company adopted the share option scheme (the "Share Option Scheme"), which falls within the ambit of, and is subject to, the regulations under Chapter 23 of the GEM Listing Rules. The purpose of the Share Option Scheme is to attract, retain and motivate employees, Directors and other participants, and to provide a means of compensating them through the grant of options for their contribution to the growth and profits of the Group, and to allow such employees, Directors and other persons to participate in the growth and profitability of the Group.

主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

附註：

1. 王世存先生擁有權益的股份包括世曼有限公司（一家由王先生全資擁有的公司，根據證券及期貨條例第XV部，王世存先生被視為於其中擁有權益）持有的112,500,000股股份。
2. 根據證券及期貨條例第XV部，許曼怡女士作為王世存先生的配偶被視為於本公司112,500,000股股份中擁有權益。
3. 黃健基先生擁有權益的股份包括旭傑有限公司（一家由黃健基先生全資擁有的公司，根據證券及期貨條例第XV部，黃健基先生被視為於其中擁有權益）持有的37,500,000股股份。
4. 根據證券及期貨條例第XV部，何倩瑩女士作為黃健基先生的配偶同樣被視為於本公司37,500,000股股份中擁有權益。

除上文所披露者外，於2023年3月31日，概無任何人士（本公司董事或最高行政人員除外）曾知會本公司，其於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定須記錄在本公司存置的登記冊內的權益或淡倉。

購股權計劃

於2017年12月8日，本公司採納的購股權計劃（「購股權計劃」）符合GEM上市規則第23章項下規定的範圍，並須遵守該等規定。購股權計劃旨在吸引、挽留及鼓勵僱員、董事及其他參與者，並透過授出購股權酬謝彼等對本集團增長及利潤作出貢獻，以及讓該等僱員、董事及其他人員分享本集團的增長及盈利。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME (Continued)

Qualified participants of the Share Option Scheme include directors (including executive, non-executive and independent non-executive Directors) and employees (whether full-time or part-time) of the Company or any of its subsidiaries or any other person who is in the absolute discretion of the Board has contributed or will contribute to the Group.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme is 20,000,000 Shares, representing approximately 10% of the total issued share capital of the Company as at the date of this annual report.

The total number of Shares issued and to be issued upon the exercise of the options granted to or to be granted to each eligible person under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue.

The offer of a grant of share options under the Share Option Scheme may be accepted upon payment of a consideration of HKD1 by the grantee.

The Share Option Scheme will remain in force for a period of 10 years commencing on 8 December 2017 and the options granted have a 10-year exercise period. Options may be vested over such period(s) as determined by the Board in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules.

The exercise price of share options under the Share Option Scheme is determined by the Board, but shall not be less than the higher of (i) the closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

No share options has lapsed, or have been granted, exercised or cancelled under the Share Option Scheme since its adoption and up to the date of this annual report, hence no outstanding share option as at 31 March 2023 and 2022.

購股權計劃 (續)

購股權計劃的合資格參與者包括本公司或其任何附屬公司的董事（包括執行董事、非執行董事及獨立非執行董事）及僱員（不論全職或兼職）或董事會全權認為對本集團已作出或將作出貢獻的任何其他人士。

因根據購股權計劃將予授出的所有購股權獲行使而可能發行的股份總數為20,000,000股，佔於本年度報告日期本公司已發行股本總數約10%。

於任何12個月期間，因根據購股權計劃已授予或將授予各合資格人士的購股權（包括已獲行使、已註銷及未獲行使的購股權）獲行使而已發行及將予發行的股份總數不得超過已發行股份的1%。

根據購股權計劃授出購股權的要約可由承授人在支付1港元代價後接納。

購股權計劃將於2017年12月8日起計十年內仍然有效，及已授出之購股權行使期為十年。購股權可於董事會全權酌情釐定的期間歸屬，惟須遵守任何適用法律、規例或法規的規定。

購股權計劃項下購股權的行使價由董事會釐定，但不得低於以下最高者 (i) 股份於授出日期（必須為營業日）在聯交所日報表所示的收市價；(ii) 緊接授出日期前五個營業日股份在聯交所日報表所示的平均收市價；及 (iii) 股份面值。

自購股權計劃採納起至本年度報告日期，概無任何購股權根據購股權計劃已失效或授出或獲行使或註銷，因此，於2023年及2022年3月31日並無任何發行在外的購股權。

DIRECTORS' REPORT

董事會報告

SHARE AWARD SCHEME

On 16 October 2018, the Board approved the adoption of the share award scheme (the “**Share Award Scheme**”) with immediate effect, pursuant to which all eligible persons will be entitled to participate. The purpose of the Share Award Scheme is to recognise the contributions by certain eligible persons and provide them with incentives in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group.

The total number of Shares which may be granted under the Share Award Scheme is 2,056,000 Shares, representing approximately 1.03% of the total issued share capital of the Company as at the date of this annual report. No Shares have been granted under the Share Award Scheme since its adoption and up to the date of this annual report.

A summary of the terms of the Share Award Scheme has been set out in the announcement of the Company dated 16 October 2018.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended 31 March 2023 was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to an arrangement that would enable the Directors or their close associates to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles and subject to the relevant provisions therein, the Directors, company secretary and other officers shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur in or sustain by the execution of their duties in their respective offices or otherwise in relation thereto. The Company has arranged appropriate insurance cover for the Directors and senior management of the Company in respect of legal action against them in the course of execution of their duties in good faith.

股份獎勵計劃

於2018年10月16日，董事會批准採納股份獎勵計劃（「**股份獎勵計劃**」），即時生效，據此，所有合資格人士將有權參與股份獎勵計劃。股份獎勵計劃之目的乃嘉許若干合資格人士的貢獻並向彼等提供獎勵，以挽留彼等服務於本集團的持續營運及發展，並為本集團的進一步發展吸引合適人員。

根據股份獎勵計劃可能授出的股份總數為2,056,000股，佔於本年度報告日期本公司全部已發行股本約1.03%。自股份獎勵計劃採納起至本年度報告日期，概無根據股份獎勵計劃授出任何股份。

股份獎勵計劃之條款概要載列於本公司日期為2018年10月16日的公告內。

董事購買股份或債券的權利

除本年報所披露者外，截至2023年3月31日止年度內，本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排致使董事或彼等緊密聯繫人藉收購本公司或任何其他法團的股份或債券而獲益。

獲准許的彌償條文

根據細則並受當中相關條文所規限，董事、公司秘書及其他高級管理人員就執行其職務或與之相關的其他事宜而承擔或蒙受的所有訴訟、費用、收費、損失、賠償及開支均可獲得本公司以其資產及溢利作出彌償及保證免受損害。本公司已為董事及高級管理人員在其真誠善意地履行職責過程中可能招致任何法律訴訟，為彼等安排適當的責任保險以茲保障。

DIRECTORS' REPORT

董事會報告

EQUITY-LINKED ARRANGEMENT

Save as disclosed under the section headed "SHARE OPTION SCHEME" above and note 27 to the consolidated financial statements, no equity-linked agreement was entered into by the Company for the year ended 31 March 2023.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2023, sales attributable to the Group's largest customer accounted for 16.6% of the Group's total sales and aggregate sales to the five largest customers of the Group accounted for 42.8% of the Group's total sales.

For the year ended 31 March 2023, purchases attributable to the Group's largest supplier accounted for 12.0% of the Group's total purchases and aggregate purchases attributable to the five largest suppliers of the Group accounted for 26.1% of the Group's total purchases.

To the best knowledge of the Directors, none of the Directors, or their respective close associates, or Shareholders owning more than 5% of the Company's issued share capital had any beneficial interests in any of the Group's five largest customers or suppliers.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

During the year, except for those disclosed in note 25 to the consolidated financial statements, the Group had no transactions with its related parties.

The Directors conducted a review of the related party transactions of the Group during the year and were not aware any transaction requiring disclosure of connected transactions in accordance with the requirements of the GEM Listing Rules.

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

Save for the purchase of Shares by the trustee through on-market transactions at prevailing market price as stipulated under the Share Award Scheme (as defined above), neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year.

股權掛鉤協議

除上文「購股權計劃」一節及綜合財務報表附註27所披露者外，本公司並無於截至2023年3月31日止年度訂立股權掛鉤協議。

主要客戶及供應商

截至2023年3月31日止年度，本集團向最大客戶的銷售額佔本集團銷售總收入的16.6%，及本集團五大客戶的銷售總額佔本集團銷售總收入的42.8%。

截至2023年3月31日止年度，本集團最大供應商的採購額佔本集團採購總額的12.0%，及本集團五大供應商的採購總額佔本集團採購總額的26.1%。

就董事所深知，概無董事或彼等緊密聯繫人或就董事所知擁有本公司已發行股份5%以上之股東於本集團任何五大客戶或供應商中擁有任何實益權益。

關聯人士及關聯交易

於本年度內，除綜合財務報表附註25所披露者外，本集團與關聯方並無任何交易。

董事已對本集團於年內之關聯方交易進行審閱，且並不知悉任何根據GEM上市規則規定須作關連交易披露的交易。

購買、出售或贖回本公司上市證券

除受託人透過根據股份獎勵計劃（定義見上文）所訂明之現行市價而進行的場內交易購買股份外，於年內，本公司或其任何附屬公司並無購買、出售或贖回任何本公司的上市證券。

DIRECTORS' REPORT

董事會報告

CORPORATE GOVERNANCE PRACTICE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 37 to 56 of this annual report.

Dr. Sung Tak Wing, Leo is the executive Director, the compliance officer and the company secretary of the Company respectively, his biographical details are set out on page 16 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The environmental, social and governance report which explains how the Company complies with the environmental, social and governance reporting guide in Appendix 20 to the GEM Listing Rules is set out on pages 57 to 97 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained sufficient public float (i.e. at least 25% of the issued shares were held by the public) as required by Rule 17.38A of the GEM Listing Rules during the year and as at the latest practicable date prior to the issue of the annual report.

INTEREST IN COMPETING BUSINESS

None of the Directors and Controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) are engaged in any business that competes or may compete, directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor are they aware of any other conflicts of interest with the Group nor are they aware of any other conflicts of interest which any such person has or may have with the Group during the year.

企業管治常規

本公司的企業管治常規之詳情載於本年報第37至第56頁的企業管治報告。

宋得榮博士分別為本公司之執行董事、監察主任及公司秘書，其履歷詳情刊載於本年報第16頁。

環境、社會及管治報告

解釋本公司遵守GEM上市規則附錄二十中之環境、社會及管治報告指引的情況的環境、社會及管治報告載於本年報第57至97頁。

足夠公眾持股量

根據本公司可供公眾查閱之資料及就董事所知，本公司於年內及在本年報發佈日期之最後可行日期前已維持GEM上市規則第17.38A條所規定的足夠公眾持股量（即公眾至少持有25%的已發行股份）。

於競爭業務中的權益

於本年度內，概無董事及控股股東或任何彼等各自之緊密聯繫人（定義見GEM上市規則）從事與本集團業務直接或間接構成競爭或與本集團有任何其他利益衝突的任何業務，亦不知悉任何該等人士與或可能與本集團具有任何其他利益衝突。

DIRECTORS' REPORT

董事會報告

DEED OF NON-COMPETITION

On 8 December 2017, Mr. Wong Sai Chuen and Madison Square International Investment Limited (collectively referred to as the “**Covenantors**”), and the Company (for itself and as trustee for each of its subsidiaries) entered into a deed of non-competition (the “**Non-competition Deed**”), pursuant to which each of the Covenantors has irrevocably, jointly and severally given certain non-competition undertakings to the Company. Details of the Non-competition Deed are set out in the section headed “Relationship with Controlling Shareholders – Deed of Non-competition” in the Prospectus.

The Covenantors confirmed that they have complied with the Non-competition Deed for the year ended 31 March 2023. The independent non-executive Directors have conducted such review for the year ended 31 March 2023 and also reviewed the relevant undertakings and are satisfied that the Non-competition Deed has been fully complied.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Director, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rule. The Company considers all of the independent non-executive Directors are independent.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors are reviewed and recommended by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a Share Option Scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 27 to the consolidated financial statements.

非競爭契約

於2017年12月8日，王世存先生及世曼有限公司（統稱為「**契約人**」）與本公司（為其自身及作為其各附屬公司的受託人）訂立一份非競爭契約（「**非競爭契約**」），據此，各契約人共同及個別地向本公司承諾若干不可撤回的非競爭協議。非競爭契約的詳情載於招股書的「與控股股東的關係－非競爭契約」一節。

契約人確認彼等於截至2023年3月31日止年度已遵守非競爭契約。獨立非執行董事已於截至2023年3月31日止年度進行有關檢討，亦已檢討相關承諾並信納非競爭契約已獲全面遵守。

確認獨立性

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條所規定的就其獨立性作出的年度確認書。本公司認為，所有獨立非執行董事均屬獨立人士。

薪酬政策

本集團僱員的薪酬政策由薪酬委員會基於其表現、資歷及能力而訂立。

董事的薪酬由薪酬委員會經考慮本公司的經營業績、個人表現及可比較市場數據而釐定。

本公司已採納購股權計劃以獎勵董事及合資格僱員，計劃詳情載於綜合財務報表附註27。

DIRECTORS' REPORT

董事會報告

AUDIT COMMITTEE

The Company has established an audit committee of the Company (the “**Audit Committee**”) with written terms of reference which are no less exacting terms than those set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the “**CG Code**”). Currently, the Audit Committee comprises three independent non-executive Directors, Mr. Cheung Chi Man, Dennis, Mr. Chan Charles Cham Chuen and Mr. Law Chun Yat, and chaired by Mr. Cheung Chi Man, Dennis, who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

The Audit Committee has reviewed with the management of the Company, the accounting principles and practices adopted by the Group and the consolidated financial statements for the year ended 31 March 2023, which is of the opinion that such information has been prepared in accordance with all applicable accounting standards, the requirements under the Companies Ordinance and the GEM Listing Rules.

AUDITOR

The consolidated financial statements for the year ended 31 March 2023 have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. There has been no change in auditors since the date of the listing of the Company.

PUBLICATION OF 2023 ANNUAL REPORT

The 2023 annual report of the Company containing all the information required by the GEM Listing Rules will be dispatched to Shareholders and will also be published on the website of HKExnews (www.hkexnews.hk) as well as the website of the Company (www.sclhk.com).

On behalf of the Board
Sanbase Corporation Limited
Wong Sai Chuen
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 23 June 2023

審核委員會

本公司已設立審核委員會（「**審核委員會**」），並已制定其書面職權範圍，職權範圍不比GEM上市規則附錄十五中之《企業管治守則》（「**企業管治守則**」）所載者寬鬆。目前，審核委員會包括三名獨立非執行董事張志文先生、陳湛全先生及羅俊逸先生，並由張志文先生擔任主席，彼具備GEM上市規則規定的合適專業資格及經驗。

審核委員會已連同本公司管理層審閱本集團所採納之會計原則及慣例以及截至2023年3月31日止年度的綜合財務報表，並認為該等資料乃根據所有適用之會計準則、公司條例及GEM上市規則規定編製。

核數師

截至2023年3月31日止年度的綜合財務報表已由羅兵咸永道會計師事務所審核，其將於應屆股東週年大會上退任並符合資格並願意接受續聘。自本公司上市之日起概無更換核數師。

刊發2023年年報

本公司2023年年報載有GEM上市規則所規定的全部資料，將寄發予股東，亦將刊載於披露易網站（www.hkexnews.hk）及本公司網站（www.sclhk.com）。

代表董事會
莊皇集團公司
王世存
主席、行政總裁兼執行董事

香港，2023年6月23日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to adopting a high standard of corporate governance practices and procedures throughout the Group. The Directors firmly believe that sound and reasonable corporate governance practices are essential for the steady growth of the Group and for safeguarding the interests of Shareholders.

The Company has complied throughout the year ended 31 March 2023 with all the code provisions in the CG Code as set out in Appendix 15 of the GEM Listing Rules, except the following deviation:

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wong, being the Chairman and Chief Executive Officer, has been primarily responsible for scrutinizing the performance of management in achieving agreed corporate goals and objectives, monitoring the Group's performance reporting, management and business development, ensuring corporate governance practices and procedures of the Group and formulating business strategies and policies of the Group since 2009. As the Board meets regularly to consider matters relating to business operations of the Group, the Board is of the view that the above arrangement will not impair the balance of power and authority of the Board and the executive management. The effectiveness of corporate planning and implementation of corporate strategies and decisions will generally not be undermined.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct for securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). Having made specific enquiry, all Directors have confirmed that they have fully complied with the required standards set out in the Required Standard of Dealings throughout the year ended 31 March 2023.

企業管治常規

本公司致力於在整個集團採納高水準的企業管治常規及程序。董事深信完善及合理的企業管治常規對於本集團的穩健增長及保障股東權益至關重要。

除以下偏離外，本公司於截至2023年3月31日止年度整個期間內已遵守GEM上市規則附錄十五中之企業管治守則的全部守則條文：

根據企業管治守則守則條文C.2.1，主席及最高行政人員的角色應有所區分，且不應由同一人同時兼任。自2009年起，王先生作為主席兼行政總裁，一直主要負責仔細審查管理層在達至公司目標、監督本集團的業績呈報、管理及業務發展、確保本集團制定良好的企業管治常規及程序以及制定本集團業務策略及政策方面的表現。由於董事會定期舉行會議討論有關本集團業務營運的事項，故董事會認為上述安排將不會削弱董事會與執行管理層之間之權責平衡。公司的規劃、公司策略的執行及決策的效率大致上將不會受到影響。

董事進行證券交易

本公司已採納條款不比GEM上市規則第5.48至5.67條所載交易必守標準（「交易必守標準」）寬鬆之董事進行證券交易的行為守則所載者寬鬆。於作出具體查詢後，全體董事均已確認彼等於截至2023年3月31日止年度整個期間內完全遵守交易必守標準所載的標準規定。

BOARD OF DIRECTORS

Responsibilities and delegation

The overall management of the Group's business is vested in the Board, which assumes responsibility for leadership and control of the Company and oversees the Group's business, strategic decisions and performance. The Board is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should carry out their fiduciary duties in good faith, and make decisions objectively in the interests of the Company as a whole.

The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, risk management and internal control systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have timely access to all relevant information as well as the advice and services of the senior management and the company secretaries of the Company (the “**Company Secretary**”), with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

The senior management is delegated the authority and responsibilities by the Board for the day-to-day management and operation of the Group. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the senior management. The Board has the full support of the senior management to discharge its responsibilities.

董事會

職責及授權

本集團業務由董事會負責整體管理，董事會負責領導及監控本公司及本集團業務、戰略決策及表現。董事會透過指導及監督本公司事務，對促進本公司之成功共同負責。全體董事皆以本公司的整體利益為依歸，以真誠履行其受信職責、並客觀地作出決策。

董事會保留其在本公司所有重大事宜的決策權，包括批准及監察所有政策事務、整體策略及預算、風險管理及內部監控系統、重大交易（尤其是可能牽涉利益衝突的交易）、財務資料、董事的委任及其他重大財務及經營事宜。

全體董事均可及時獲取一切有關資料，以及高級管理層和本公司公司秘書（「**公司秘書**」）的意見及服務，確保符合董事會程序及一切適用法律及法規。在向董事會提出合理要求後，任何董事均可於適合情況下徵詢獨立專業意見，費用由本公司承擔。

董事會已就本集團的日常管理及營運，委以高級管理層權力及職責。已委派執行的職務及工作會作定期檢討。高級管理層於訂立任何重大交易前，須事先獲董事會批准。高級管理層全力支持董事會履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board composition

The Board is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing Shareholders value. The Board comprises three executive Directors and three independent non-executive Directors currently. The members of the Board during the year and up to the date of this annual report are as follows:

Executive Directors

Wong Sai Chuen (*Chairman and Chief Executive Officer*)

Wong Kin Kei (*Chief Operating Officer*)
(retired on 2 September 2022)

Hui Man Yee, Maggie

Sung Tak Wing, Leo

Independent Non-executive Directors

Cheung Chi Man, Dennis

Chan Charles Cham Chuen

Law Chun Yat

During the year ended 31 March 2023, the Board has met the requirements under Rules 5.05 and 5.05A of the GEM Listing Rules having a minimum of three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise and must appoint independent non-executive Directors representing at least one-third of the Board.

The members of the Board have skills and experience appropriate for the business requirements and objectives of the Group. Each executive Director is responsible for different businesses and functional divisions of the Group in accordance with his/her expertise. The independent non-executive Directors bring different businesses and financial expertise, experiences and independent judgement to the Board and they constitute the majority of each of the Board committees of the Company. Through participation in Board meetings and taking the lead in managing issues involving potential conflicts of interests, the independent non-executive Directors have made contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the Shareholders.

董事會 (續)

董事會的組成

董事會共同負責監督本集團業務及事務的管理以提高股東價值。目前，董事會由三名執行董事及三名獨立非執行董事組成。於年內及截至本年報日期，董事會由下列成員組成：

執行董事

王世存 (主席兼行政總裁)

黃健基 (營運總監)

(於2022年9月2日退任)

許曼怡

宋得榮

獨立非執行董事

張志文

陳湛全

羅俊逸

於截至2023年3月31日止年度內，董事會已遵守GEM上市規則第5.05條及5.05A條委任不少於三名獨立非執行董事的規定，而至少其中一名獨立非執行董事乃具備合適專業資格或會計或相關財務管理專業知識且所委任的獨立非執行董事須佔董事會至少三分之一。

董事會成員具備本集團業務所需及目標而適用的技巧與經驗。各執行董事根據其專業知識負責本集團的不同業務及職能部門。獨立非執行董事為董事會提供不同的業務及財務專業知識、經驗及獨立判斷以及彼等構成本公司董事會轄下各委員會的大多數成員。透過參與董事會會議及在管理涉及潛在利益衝突事宜上擔任領導工作，獨立非執行董事已對本公司訂立有效方針作出貢獻，並給予充份的制衡作用，以保障本集團及股東的利益。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

The Company has received an annual confirmation of independence in writing from each of the independent non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rule and considers them to be independent with reference to the independence guidelines set out in the GEM Listing Rules.

To the best knowledge of the Directors, except for Mr. Wong and Ms. Hui, the Directors have no relationship (including financial, business, family or other material relationship) between any members of the Board. Biographies of the Directors are set out on pages 15 to 18 of this annual report.

Appointment and re-election of Directors

All Directors are appointed for a specific term, subject to renewal upon expiry of the existing term. The Company has entered into a director's service agreement with each of the executive Directors, namely Mr. Wong and Ms. Hui, for a term of three years.

The Company has issued letters of appointment to each of the independent non-executive Directors, namely Mr. Cheung Chi Man, Dennis and Mr. Law Chun Yat, with a term of one year commencing from their respective dates of appointment.

Pursuant to the Articles, one-third of the Directors for the time being (if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement by rotation at least once every three years. Any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his/her appointment, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company. The Directors should be eligible for re-election at the relevant annual general meeting of the Company.

董事會 (續)

本公司已收到各獨立非執行董事根據GEM上市規則第5.09條的規定就其獨立性所發出的年度書面確認書並認為，按照GEM上市規則有關獨立性的指引，彼等均為獨立人士。

就董事所深知，除王先生及許女士外，董事與董事會任何成員概無任何關係（包括財務、業務、家族或其他重大關係）。董事履歷載於本年報第15至18頁。

委任及重選董事

所有董事均有特定任期，須於現有任期屆滿後續約。本公司已與各執行董事（即王先生及許女士）訂立董事服務協議為期3年。

本公司已向各獨立非執行董事（即張志文先生及羅俊逸先生）發出委任函，任期由各自的委任日期起計為期1年。

根據細則，在本公司每屆股東週年大會上，當時三分之一董事（若其人數並非三之倍數，則須為最接近但不少於三分之一人數）將輪值告退，惟每位董事須至少每三年輪值退任一次。任何獲董事會委任填補臨時空缺的新董事任期僅至其獲委任後首次股東大會為止，而任何獲董事會委任為董事會新增成員的董事任期至本公司下屆股東週年大會為止。董事符合資格於本公司有關股東大會上膺選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board meetings and attendance

The Company Secretary shall assist the Chairman and the executive Directors in establishing the meeting agenda, and each Director is able to request the inclusion of items in the agenda. The Board conducts regularly scheduled meetings on a quarterly basis. Ad-hoc meetings are convened when circumstances require. The Board held 4 meetings during the financial year ended 31 March 2023 to consider, among other things, reviewing and approving the quarterly, interim, annual results and payments of dividends of the Group.

Adequate and appropriate information is circulated to the Directors in advance of Board meetings or such period accepted by them. Minutes of all Board and committee meetings are kept by the Company Secretary and are open for inspection by the Directors. Draft minutes of all Board and committee meetings are circulated to all Directors and committee members for comments within the period accepted by them after each meeting. The Directors attend meetings in person or via telephone conference, as permitted under the Articles of Association.

The Company Secretary attends the Board/Board committees meetings. All Directors have access to the Company Secretary who is responsible for ensuring that Board/Board committees procedures are observed and advising the Board/Board committees on compliance matters.

董事會 (續)

董事會會議及出席率

公司秘書協助主席及執行董事編製會議議程，及各董事可要求於議程中加入項目。董事會須於每季度舉行例會，並於有需要時召開特別會議。截至2023年3月31日止財政年度內，董事會已舉行4次會議，以考慮（其中包括）審閱及批准本集團之季度、中期、年度業績及派付股息。

在董事會會議舉行前或董事接受的期間向彼等傳閱充足及適用資料。所有董事會及委員會會議記錄均由公司秘書保存，且可供董事查閱。所有董事會及委員會會議記錄草擬本，均於每次會議結束後，在全體董事及委員會成員接納期間內，寄發予彼等作評論。董事可親身或根據組織章程細則所批准透過電話會議方式出席會議。

公司秘書出席所有董事會／董事會委員會會議。全體董事均可聯絡公司秘書。公司秘書負責確保董事會／董事會委員會之程序獲得遵守，並向董事會／董事會委員會就合規事宜作出建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board meetings and attendance (Continued)

The attendance record of each Director at Board meetings, committee meetings, the annual general meeting held on 2 September 2022 (the "2022 AGM") for the year is set out below:

		Attendance/Number of Meetings 出席次數/會議次數				
		Board meetings 董事會 會議	Audit Committee meetings 審核委員會 會議	Remuneration Committee meetings 薪酬委員會 會議	Nomination Committee meetings 提名委員會 會議	2022 AGM 2022 股東週年大會
Total Number of Meetings	會議次數總數	4	4	1	1	1
Executive Directors	執行董事					
Wong Sai Chuen	王世存	4/4	N/A 不適用	N/A 不適用	1/1	1/1
Wong Kin Kei (retired on 2 September 2022)	黃健基 (於2022年9月2日退任)	2/2	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Hui Man Yee, Maggie	許曼怡	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Sung Tak Wing, Leo	宋得榮	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent Non-Executive Directors	獨立非執行董事					
Cheung Chi Man Dennis	張志文	4/4	4/4	1/1	1/1	1/1
Chan Charles Cham Chuen	陳湛全	4/4	4/4	1/1	1/1	1/1
Law Chun Yat	羅俊逸	4/4	4/4	1/1	1/1	1/1

Note: The attendance figure represents actual attendance/the number of meetings a Director is entitled to attend.

董事會 (續)

董事會會議及出席率 (續)

每位董事於年內出席董事會會議、董事會委員會會議及於2022年9月2日舉行的股東週年大會(「2022股東週年大會」)的出席記錄載列如下:

		Attendance/Number of Meetings 出席次數/會議次數				
		Board meetings 董事會 會議	Audit Committee meetings 審核委員會 會議	Remuneration Committee meetings 薪酬委員會 會議	Nomination Committee meetings 提名委員會 會議	2022 AGM 2022 股東週年大會
Total Number of Meetings	會議次數總數	4	4	1	1	1
Executive Directors	執行董事					
Wong Sai Chuen	王世存	4/4	N/A 不適用	N/A 不適用	1/1	1/1
Wong Kin Kei (retired on 2 September 2022)	黃健基 (於2022年9月2日退任)	2/2	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Hui Man Yee, Maggie	許曼怡	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Sung Tak Wing, Leo	宋得榮	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent Non-Executive Directors	獨立非執行董事					
Cheung Chi Man Dennis	張志文	4/4	4/4	1/1	1/1	1/1
Chan Charles Cham Chuen	陳湛全	4/4	4/4	1/1	1/1	1/1
Law Chun Yat	羅俊逸	4/4	4/4	1/1	1/1	1/1

附註: 出席次數指董事實際出席之次數/有權出席之會議之次數。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Directors' training and continuous professional development

Directors' training is an ongoing process. During the year, Directors are provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. In addition, all Directors are encouraged to participate in continuous professional development ("CPD") to develop and refresh their knowledge and skills to ensure that their contribution into the Board remains informed and relevant.

During the year, all Directors had participated in CPD to develop and refresh their knowledge and skills by reading materials and/or attending training courses, seminars or workshops organised by professional bodies on corporate governance or updated on laws, rules and regulations relating to the roles, functions and duties of a Director.

The individual records of each Director who received training for the year is summarised as follows:

董事會 (續)

董事之培訓及持續專業發展

董事培訓屬持續過程。年內，董事定期獲提供本公司表現、狀況及前景的更新資料，以便董事會整體及各董事可履行其職責。此外，本公司鼓勵所有董事參與持續專業發展（「持續專業發展」），以發展並更新其知識及技能，以確保彼等在具備全面資訊及切合所需之情況下對董事會作出貢獻。

年內，全體董事已參與持續專業發展，透過閱讀有關企業管治或有關董事角色、職能及職責的法律、規則及法規最新資訊的材料及／或參加由專業機構組織的培訓課程、研討會或討論會，以提高及更新彼等的知識及技能。

於本年度內接受培訓的各董事的個人記錄概述如下：

Directors	董事	Course/ Seminar/ Workshop organized by Professional Body 由專業機構 組織的課程/ 研討會/討論會	Reading materials 閱讀材料
Executive Directors	執行董事		
Wong Sai Chuen	王世存		✓
Hui Man Yee, Maggie	許曼怡		✓
Sung Tak Wing, Leo	宋得榮	✓	✓
Independent Non-executive Directors	獨立非執行董事		
Cheung Chi Man, Dennis	張志文	✓	✓
Chan Charles Cham Chuen	陳湛全	✓	✓
Law Chun Yat	羅俊逸	✓	✓

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Corporate governance functions

Pursuant to code provision A.2.1 of the CG Code, the Board is also responsible for performing the corporate governance duties during the year ended 31 March 2023 as set out below:

- developed and reviewed the Company's policies and practices on corporate governance;
- reviewed and monitored the training and continuous professional development of Directors and senior management;
- reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements;
- developed, reviewed and monitored the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

BOARD COMMITTEE

The Company has established the Audit Committee, nomination committee (the “**Nomination Committee**”) and the Remuneration Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website and the Company's website. All the Board committees should report to the Board on their decisions or recommendations made.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses. The respective role, responsibilities and activities of each Board committee are set out below:

Audit Committee

The Audit Committee was established with a specific written terms of reference in compliance with the CG Code. The committee currently comprised three independent non-executive Directors, Mr. Cheung Chi Man, Dennis, Mr. Chan Charles Cham Chuen and Mr. Law Chun Yat and chaired by Mr. Cheung Chi Man, Dennis, who has appropriate professional qualifications and experience as required by Rules 5.05 and 5.28 of the GEM Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

董事會 (續)

企業管治職能

根據企業管治守則守則條文第A.2.1條，於截至2023年3月31日止年度內，董事會亦負責履行企業管治職責載列如下：

- 制定及審閱本公司之企業管治政策及常規；
- 審閱及監察董事及高級管理層之培訓及持續專業發展；
- 審閱及監察本公司遵守法定及監管規定方面之政策及慣例；
- 制定、審閱及監察適用於僱員及董事之行為守則及合規手冊（如有）；及
- 審閱本公司遵守企業管治守則之情況及於企業管治報告作出之披露。

董事會委員會

本公司已成立審核委員會、提名委員會（「**提名委員會**」）及薪酬委員會，以監督本公司事務之特定範疇。所有董事會委員會成立均訂有明確的書面職權範圍，此等資料可於聯交所網站及本公司網站查閱。所有董事會委員會應向董事會匯報彼等所作決定或建議。

所有董事會委員會均獲得充足資源以履行彼等的職責，並按合理要求而能夠於適當情況下徵詢獨立專業意見，費用由本公司承擔。各董事會委員會之各自角色、職責及活動列載如下：

審核委員會

本公司已設立審核委員會，並已遵照企業管治守則訂立特定書面職權範圍。委員會現時由三名獨立非執行董事張志文先生、陳湛全先生及羅俊逸先生組成，並由張志文先生擔任主席，彼擁有GEM上市規則第5.05及5.28條規定的合適專業資格及經驗。概無審核委員會成員為本公司現任外聘核數師的前任合夥人。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEE (Continued)

Audit Committee (Continued)

The main duties of the Audit Committee are (i) reviewing the quarterly, half-yearly and annual results of the Group and considering any significant or unusual items raised by the financial officers of the Group or external auditor before submission to the Board; (ii) reviewing the relationship with and the terms of appointment of the external auditor and making relevant recommendations to the Board; and (iii) reviewing the Company's financial reporting system and the effectiveness of the risk management and internal control systems.

By invitation of the Audit Committee, other Directors and senior management may also attend the meetings. The Company Secretary prepared full minutes of the Audit Committee meetings with details of discussions and decisions reached. Sufficient resources are made available to the committee when independent legal or professional advice is required. The Audit Committee members meet with the external auditor twice a year.

The following is a summary of the work of the Audit Committee during the year ended 31 March 2023:

- reviewed the audited consolidated financial statements and the annual results announcement of the Company for the year ended 31 March 2022;
- reviewed the interim unaudited consolidated financial statements and the interim results announcement of the Company for the 6 months ended 30 September 2022;
- reviewed the quarterly unaudited consolidated financial statements and quarterly results announcement of the Company for the 3 months ended 30 June 2022 and 9 months ended 31 December 2022 respectively;
- reviewed the remuneration and terms of engagement of the Company's external auditor;
- reviewed the Group's financial controls, internal control and risk management policies; and
- reviewed the Group's accounting principles and practices, compliance with the GEM Listing Rules and statutes, and financial reporting matters.

董事會委員會 (續)

審核委員會 (續)

審核委員會之主要職責為(i)於提呈董事會前審閱本集團之季度、半年及全年業績及考慮本集團財務人員或外聘核數師提出之任何重大或不尋常項目；(ii)檢討與外聘核數師之關係及聘用條款，並向董事會提出有關建議；及(iii)審閱本公司財務報告系統、風險管理及內部監控系統的有效性。

在審核委員會邀請下，其他董事及高級管理層亦可出席會議。公司秘書編製審核委員會會議的詳盡會議紀錄，包括會議的討論及決議。倘需要獨立法律或專業意見，該委員會可獲得充足資源。審核委員會成員每年與外聘核數師會面兩次。

截至2023年3月31日止年度內，審核委員會之工作概述如下：

- 審閱本公司截至2022年3月31日止年度之經審核財務報表及年度業績公告；
- 審閱本公司截至2022年9月30日止6個月之中期未經審核綜合財務報表及中期業績公告；
- 審閱本公司分別截至2022年6月30日止3個月及截至2022年12月31日止9個月之季度未經審核綜合財務報表及季度業績公告；
- 審閱本公司外聘核數師之薪酬及委聘條款；
- 審閱本公司之財務控制、內部監控及風險管理政策；及
- 審閱本集團之會計原則及慣例，遵守GEM上市規則及法規及財務報告事宜。

BOARD COMMITTEE (Continued)

Nomination Committee

The Nomination Committee was established with specific written terms of reference in compliance with the CG Code. The committee currently comprised one executive Director, Mr. Wong, and three independent non-executive Directors, Mr. Cheung Chi Man, Dennis, Mr. Chan Charles Cham Chuen and Mr. Law Chun Yat, and chaired by Mr. Wong.

The primary duties of the Nomination Committee are to (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes; (ii) identify qualified and suitable individuals to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assessing the independence of independent non-executive Directors; and (iv) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer.

Nomination policy

The Company has adopted a nomination policy for the Nomination Committee to consider and make recommendations to Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies.

Selection criteria

In selecting candidates for the directorship of the Company, the Nomination Committee may make reference to certain criteria such as:

- the Company's needs;
- the diversity on the Board;
- the integrity, experience, skills and professional knowledge of the candidate; and
- the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities.

External recruitment professionals might be engaged to carry out selection process when necessary.

董事會委員會 (續)

提名委員會

本公司已設立提名委員會，並已遵照企業管治守則訂立特定書面職權範圍。委員會現時由一名執行董事王先生及三名獨立非執行董事張志文先生、陳湛全先生及羅俊逸先生組成，並由王先生擔任主席。

提名委員會之主要職責為(i)定期審閱董事會架構、人數及成員組成(包括技能、知識及經驗)，並就任何建議變動向董事會提出建議；(ii)物色合資格及合適之人士加盟董事會，並挑選或向董事會推薦提名加盟董事會之人士；(iii)評估獨立非執行董事的獨立性；及(iv)就委任或重新委任董事及董事繼任計劃(特別是主席及行政總裁)等相關事宜向董事會提出建議。

提名政策

本公司已為提名委員會採納提名政策，以考慮及推薦股東於股東大會上選舉董事或委任填補臨時空缺的董事。

甄選標準

於選擇本公司董事職務的候選人時，提名委員會可參考以下若干標準：

- 本公司需求；
- 董事會成員多元化；
- 候選人的誠信、經驗、技能及專業知識；及
- 候選人將為履行其職責及責任而付出的時間和精力。

必要時，可能委聘外部招聘專員進行甄選程序。

BOARD COMMITTEE (Continued)

Board diversity policy

During the year, the Board adopted a Board diversity policy setting out the approach to achieving diversity on the Board. The Company recognises and embraces the benefits of the diversity of Board members. It endeavors to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Board diversity policy will be reviewed by the Board annually.

The selection of candidates will be based on a range of diverse perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contributions that the selected candidates will bring to the Board. The Company will also take into account factors based on its own business model and specific needs from time to time. Such policy will be reviewed from time to time to ensure the appropriateness of determining the optimum composition of the Board.

The following is a summary of the work of the Nomination Committee during the year ended 31 March 2023:

- reviewed the structure, size and diversity of the Board;
- identified individual suitably qualified to become Board members and made recommendations to the Board on their appointments;
- assessed the independence of the independent non-executive Directors; and
- reviewed the retirement of Directors by rotation and the re-appointment of retiring Directors at the 2022 AGM.

董事會委員會 (續)

董事會多元化政策

年內，董事會已採納董事會多元化政策，其中載有實現董事會多元化之方式。本公司明白並深信董事會成員多元化之裨益。其致力確保董事會於技能、經驗及多樣化觀點與角度方面具備符合本集團業務規定之平衡發展。董事會所有委任將用人唯才，並在考慮候選人時以客觀準則充分顧及董事會多元化的裨益。董事會多元化政策將由董事會作出每年審查。

甄選候選人將基於一系列多元化角度，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終決定將按所選候選人的優點及其將為董事會帶來的貢獻而作出。本公司亦將考慮多種因素包括基於其自身業務模式及不時的特定需求。該政策將會不時檢討，以確保決定董事會最佳組成的適宜性。

截至2023年3月31日止年度內，提名委員會之工作概述如下：

- 審閱董事會架構、人數及成員多元化；
- 物色合適及合資格之人士成為董事會成員，並就其委任向董事會作出推薦意見；
- 評估獨立非執行董事的獨立性；及
- 審閱輪值退任之董事及於2022股東週年大會上重新委任退任董事。

BOARD COMMITTEE (Continued)

Remuneration Committee

The Remuneration Committee was established with specific written terms of reference in compliance with the CG Code. The committee currently comprised three independent non-executive Directors, Mr. Cheung Chi Man, Dennis, Mr. Chan Charles Cham Chuen and Mr. Law Chun Yat, and chaired by Mr. Cheung Chi Man, Dennis.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure and on the remuneration packages of Directors and senior management pursuant to the code provision E.1.2(c)(ii) of the CG Code. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by the Board with reference to the performance of the individual and the Company as well as the prevailing market conditions.

The following is a summary of the work of the Remuneration Committee during the year ended 31 March 2023:

- Reviewed the Group's policy and structure for the remuneration of Directors and senior management;
- Reviewed and recommended to the Board the remuneration packages of Directors and senior management; and
- Ensured that no director or any of his/her associates are involved in deciding his/her own remuneration.

董事會委員會 (續)

薪酬委員會

本公司已設立薪酬委員會，並已遵照企業管治守則訂立特定書面職權範圍。委員會現時由三名獨立非執行董事張志文先生、陳湛全先生及羅俊逸先生組成並由張志文先生擔任主席。

薪酬委員會的主要職責包括根據企業管治守則的守則條文第E.1.2(c)(ii)條向董事會就本公司的薪酬政策及架構以及董事及高級管理層的薪酬待遇提出建議。薪酬委員會亦負責就該等薪酬政策及結構制定具透明度之程序，以確保並無董事或其任何聯繫人士參與釐定其自身薪酬，而薪酬將由董事會參考個人及本公司表現以及當前市場環境後釐定。

於截至2023年3月31日止年度內，薪酬委員會之工作概述如下：

- 審閱本集團有關董事及高級管理層薪酬之政策及架構；
- 審閱及向董事會建議董事及高級管理層之薪酬待遇；及
- 確保並無董事或其任何聯繫人士參與決定其自身薪酬之事宜。

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REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Directors' remuneration for the year ended 31 March 2023 and 2022 are set out in note 30(a) to the consolidated financial statements.

Pursuant to the CG Code, the remuneration of the members of the senior management (other than the Directors) for the year ended 31 March 2023 by band is set out below:

Remuneration band (in HKD) 薪酬範圍 (港元)

2,000,001 to 2,500,000 2,000,001至2,500,000

Share interest of senior management

As at 31 March 2023, none of the senior management had any interests in the shares of the Company.

Auditor's remuneration

The external audit provides an objective assessment of the financial information presented by the management, and is considered one of the essential elements to ensure effective corporate governance. During the year, the fee charged by PricewaterhouseCoopers for audit service was HKD1.4 million.

The Audit Committee is satisfied with, inter alia, the audit fees, effectiveness of the audit process, independence and objectivity of PricewaterhouseCoopers and has recommended to the Board the re-appointment of PricewaterhouseCoopers as the Company's external auditor for the ensuing year at the forthcoming AGM.

董事及高級管理層薪酬

截至2023年及2022年3月31日止年度的董事薪酬載於綜合財務報表附註30(a)。

根據企業管治守則，截至2023年3月31日止年度的高級管理層成員（董事除外）之薪酬範圍載列如下：

Number of individual 人數

1

高級管理層的股份權益

於2023年3月31日，概無任何高級管理層於本公司股份中擁有任何權益。

核數師薪酬

外聘核數師對管理層所呈列之財務資料提供客觀評核，並視為確保有效企業管治之重要元素之一。年內，羅兵咸永道會計師事務所就審核服務所收取之費用為1.4百萬港元。

審計委員會對（其中包括）審核費用、審核過程之效能，以及羅兵咸永道會計師事務所之獨立性及客觀性表示滿意，並建議董事會於本公司應屆股東週年大會上，續聘羅兵咸永道會計師事務所為本公司來年之外聘核數師。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining an integrated and effective risk management and internal control systems of the Group, which includes the establishment of a defined management structure with specified limits of authority. The internal control system is designed to assist in the achievement of business objectives of the Group, safeguarding assets against unauthorised use or disposition, ensuring the proper maintenance of accounting records for the provision of reliable financial information for internal use or publication and ensuring compliance with relevant legislation and regulation. The internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives. The internal control system (embedded in the operations of the Company and forms part of the Company's culture) includes:

- effectiveness and efficiency of operations;
- capability in responding quickly to evolving risks to the business arising from factors within the Company and to the change in the business environment; and include procedures for reporting immediately to appropriate management levels regarding any significant control weakness that is identified together with details of corrective action being undertaken;
- reliability of financial reporting; and
- compliance with applicable rules, laws and regulations.

The key procedures that the Board established to provide effective internal controls are as follows:

風險管理及內部監控

董事會全權負責維持本集團健全及有效的風險管理及內部監控系統，包括制定管理層架構及其相關之權限。內部監控系統旨在協助達成本集團業務目標、保護資產以防未經授權之使用或處理、以確保會計紀錄得以妥善保存，以便提供可靠的財務資料供內部使用或對外發放，並確保遵守相關法例與規則。內部控制系統旨在提供合理但並非絕對的保證，以防止重大錯誤陳述或損失以及管理並非消除營運系統故障的風險以實現本集團之目標。內部監控系統已嵌入本公司營運和成為其文化之一，包括：

- 營運的效益及效率；
- 能對由本公司內在因素所產生的業務風險及對營商環境的改變迅速作出反應，並包括向合適的管理層即時匯報經確認的任何重大監控弱點，及應採取的糾正行動的程序；
- 財務報告的可靠性；及
- 遵守適用的法律和法規。

董事會為有效的內部監控已設立的主要程序如下：

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RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Organizational Structure

An appropriate organizational structure is in place with defined operating policies and procedures as well as responsibility and lines of authority.

Authority and Control

The executive Directors and senior management are delegated with respective levels of authorities to carry out the corporate strategies and policies and related matters formulated by the Board.

Payment Procedures

Relevant procedures have been established to assess, review and approve payment in respect of the capital and recurring expenditures.

Financial Reporting

The Board acknowledges its responsibility for preparing the consolidated financial statements of the Group which give a true and fair view of the state of affairs of the Group on a going concern basis, with reasonable and prudent judgement and estimates as necessary. In preparing the accounts for the three months ended 30 June 2022, six months ended 30 September 2022, nine months ended 31 December 2022 and the year ended 31 March 2023, the Directors have selected suitable accounting policies and applied them consistently.

The statement of the auditor of the Company about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report.

Risk Management

The Board together with senior management responsible for monitoring and assessing risk annually, boost related management standards and evaluate investment projects.

風險管理及內部監控 (續)

組織結構

本集團設有適當的組織結構和明確的營運政策和程序以及責任和授權。

授權和監控

授予執行董事和高級管理層適當的權力以執行企業政策及策略和董事會制定的相關事項。

付款程序

已設有相關程序以評估、檢討及批准有關資本及經常性支出之付款。

財務報告

董事會知悉其責任乃按持續經營基準編製真實而公平地反映本集團財政狀況之本集團綜合財務報表，並於必要時輔以合理及審慎的判斷和估算。於編製截至2022年6月30日止三個月、截至2022年9月30日止六個月、截至2022年12月31日止九個月及截至2023年3月31日止年度之賬目時，董事已選擇適當之會計政策及貫徹應用。

本公司核數師就彼等對本集團綜合財務報表之匯報責任所作出之聲明載於獨立核數師報告內。

風險管理

董事會連同高級管理層負責監督及每年評估風險、提高相關管理標準及評估投資項目。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Internal Audit

No internal audit team has been set up during the year since the Group's size and its structure is small and simple and the Board is of the opinion that it is more cost effective to appoint an external independent service provider to carry out internal audit function for the Group if necessary. However, the Board will continue to review the need for an internal audit function at least annually.

Internal Control Review

During the year, the Company has engaged an external service provider to carry out an annual review of the internal control system including financial, operational and compliance control, and risk management functions. The review adopts a risk-based approach to create and review the effectiveness of the internal control system and includes the following works:

- (i) to carry out a high level review on the internal control system on new business/members of the Group under the principles which cover major control aspects; and
- (ii) to interview management and perform focused walk through tests on the internal control system of members of the Group on a selective basis.

The Company has adopted a set of internal control policies and procedures to safeguard the Group's assets, to ensure proper maintenance of accounting records and reliability of financial information, and to ensure compliance with relevant laws and regulations.

The Directors and senior management of the Company based on the available information (normally from the news and periodicals) about local and market's dynamic movements and their understanding of the risk assessment is enhanced through the on-the-job training and regular meetings to discuss cases of the potential risk.

風險管理及內部監控 (續)

內部審核

由於本集團規模及架構較小及簡單且董事會認為於必要時委聘外部獨立服務供應商執行本集團內部審核功能更具成本效益，故於年內並無設立內部審核團隊。然而，董事會將繼續至少每年檢討設立內部審核部門的需要。

內部監控評估

年內，本公司已聘請一名外部服務供應商對內部監控系統（包括財務、營運及合規監控及風險管理功能）進行年度評估。評估採用風險導向方式塑造及檢討內部監控系統成效，包括下列工作：

- (i) 根據涵蓋主要監控範疇之原則，對本集團新業務／成員公司的內部監控系統進行高層次檢查；及
- (ii) 隨機安排管理層訪談本集團之成員公司的內部監控系統並進行專項穿行測試。

本公司已採納一套內部監控政策及程序，以保障本集團資產，以確保會計記錄妥善保存及財務資料的可靠性，以及確保遵守相關法律及法規。

本公司的董事及高級管理層基於有關本地及市場動態的可查閱資料（通常來自新聞及期刊）了解風險評估，並透過在職培訓及定期舉行會議討論有關潛在風險的案例得以加強有關了解。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Internal Control Review *(Continued)*

Identification, assessment and management:

- the head of each department, such as the Finance Department and the Board will be informed regarding the factors that have an impact on the profit and price based on the nature of business and their own experience. During the course of execution, the concerned responsible person of the Company will handle relevant documents and report to the Directors.
- as for matters as required to be disclosed under the GEM Listing Rules, the Company Secretary will present the issues to the Board for review and discussion, and inform Directors and relevant personnel that dealing in the shares of the Company is prohibited.

Review prior to the transactions:

- generally, the Company Secretary will check with the requirements as prescribed in Chapter 19 and Chapter 20 of the GEM Listing Rules before execution of the proposed transactions (including continuing connected transactions), to assess whether the proposed transaction will trigger the disclosures requirements either in announcements, circulars and annual reports, and the need to obtain Shareholders' approval.

During the year, the external service provider, engaged by the Company, has presented its review report and made recommendations to the Audit Committee and the Audit Committee has discussed with the management and reported the progress of the work plan and related findings to the Board at the board meeting.

風險管理及內部監控 (續)

內部監控評估 (續)

辨認、評估及管理：

- 各部門主管（包括財務部及董事會）將獲知悉根據業務性質及自身經驗，針對那些對溢利及價格有影響的因素。於執行過程中，本公司相關負責人會處理相關文件，並向董事匯報情況。
- 對於按GEM上市規則需要披露的事項，公司秘書將問題提呈董事會審閱及討論，並通知董事及有關人員禁止買賣本公司股份。

截至交易前的檢查：

- 一般而言，公司秘書於執行建議交易前（包括持續關連交易）根據GEM上市規則第19章及第20章所規定之要求檢查有關交易以評估建議交易是否將觸發公告、通函或年報之披露規定，及獲得股東批准之需要。

年內，本公司聘請的外部服務供應商已向審核委員會提交其評估報告及建議，審核委員會已與管理層討論，並在董事會會議上向董事會提交其工作計劃進展及相關發現。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Internal Control System and Corporate Governance enhancement

In compliance with the requirements of the GEM Listing Rules and for the purpose of reinforcing the Group's internal control system, the Company has established a strong internal control framework, put in place a set of stringent policies and code of conduct to emphasis values on integrity, fairness, transparency and accountability so as to stand against corruption and fraud. During the year, the external service provider, engaged by the Company, has presented its internal control report to the Audit Committee, who is responsible for reviewing the relevant policy and system so as to achieve in develop effective control activities and then mitigate the risks.

The Directors have strengthened corporate governance practices, including the formalisation of the reporting practice throughout the Group in monitoring the operation and business developments of the Company so as to capture potentially price-sensitive information on an ongoing basis, monitoring the continuing disclosure obligation.

As a result of the above review, the Board confirms, and management has also confirmed to the Board, that the Group's risk management and internal control systems are effective and adequate (including the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions are adequate) and have complied with the CG Code provisions on risk management and internal control throughout the year and up to the date of this annual report.

Procedures and internal controls for the handling and dissemination of inside information

The Group has complied with the relevant applicable requirements of the Securities and Futures Ordinance and the GEM Listing Rules on the disclosure of inside information. The Group has disclosed inside information to the public as soon as reasonably practicable and kept strictly confidential before fully disclosing to the public.

COMPANY SECRETARY

The Company Secretary assists the Board by ensuring good information flow within the Board and the Board policy and procedures are followed. The Company Secretary is also responsible for advising the Board on governance matters. As at 31 March 2023, the Company Secretary of the Company was Dr. Sung Tak Wing, Leo. Dr. Sung has undertaken not less than 15 hours of relevant professional training to update his skills and knowledge during the year pursuant to Rule 5.15 of the GEM Listing Rules.

風險管理及內部監控 (續)

加強內部監控系統及企業管治

為符合GEM上市規則要求及進一步完善本集團的內部監控系統，本公司已設立一套健全的內部監控架構、嚴謹的政策及操守守則以強調誠信、公平、透明及問責的價值，以防止貪污和欺詐。年內，本公司聘請的外部服務供應商已向審核委員會（負責檢討有關政策及系統）呈報其內部監控報告以達致發展有效監控活動進而減低風險。

董事已進一步加強企業管治常規，包括監控本公司營運及業務發展而在本集團內建立匯報實施制度，以便持續記錄潛在股價敏感資料，及監察持續披露責任。

根據上述檢討的結果，董事會確認，及管理層亦向董事會確認，本集團之風險管理及內部監控系統均有效及充足（包括本公司在會計及財務報告功能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是足夠的），並於本年度內及截至本年報日期已遵守企業管治守則條文的風險管理及內部監控制度之規定。

處理和傳播內幕消息的程序和內部監控

本集團已遵守證券及期貨條例及GEM上市規則有關披露內幕消息的相關適用規定。本集團已在合理可行的情況下盡快向公眾披露內幕消息，並在向公眾全面披露前嚴格保密。

公司秘書

公司秘書協助董事會以確保董事會之間有效交流資訊及遵照董事會政策及程序。公司秘書亦負責就管治事宜向董事會提出建議。截至2023年3月31日，本公司之公司秘書為宋得榮博士。宋博士已根據GEM上市規則第5.15條於年內接受不少於15小時之相關專業培訓，以更新其技能及知識。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the mandatory disclosure requirement under paragraph K of the CG Code.

Convening of extraordinary general meeting on requisition by Shareholders

Pursuant to Article 64 of the Articles of the Association, it is stipulated that:

Extraordinary general meetings shall also be convened on the written requisition of any one or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of paid up capital of the Company which carries the right of voting at general meetings of the Company. The extraordinary general meeting shall be held within two months after the deposit of such requisition. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionist(s) themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for putting forward proposals at Shareholders' meeting

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his/her proposal (the "Proposal") with his/her detailed contact information at the Company's principal place of business, 16/F, Loon Kee Building, 267-275 Des Voeux Road Central, Hong Kong. The request will be verified with the Company's branch share registrars and transfer office in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting.

股東權利

下文為根據企業管治守則第K段之強制性披露規定而須予披露股東若干權利之概要。

應股東之要求召開股東特別大會

根據組織章程細則第64條規定：

股東特別大會亦可應本公司任何一名或多名股東的書面要求召開，惟彼等須將列明大會議題及經請求人簽署的書面要求送交本公司於香港的總辦事處或（如本公司不再有該總辦事處）註冊辦事處，但該等請求人於送交要求之日須持有本公司附帶本公司股東大會投票權不少於十分之一之繳足股本。股東特別大會須於送交該要求後兩個月內召開。如董事會並未於正式送交要求之日起計21日內召開大會，則請求人本人可按相同方式召開股東大會，而所有因董事會未有召開大會致使請求人產生的合理開支，須由本公司向請求人償還。

於股東大會上提呈建議之程序

為於本公司股東大會上提呈建議，股東須以書面提交其建議（「建議」），連同其詳細聯絡資料，送至本公司之主要營業地點（香港德輔道中267-275號龍記大廈16樓）。本公司會向本公司於香港之股份過戶及轉讓登記分處核實該要求，於獲得股份過戶及轉讓登記分處確認該要求為恰當及適當後，將要求董事會在股東大會的議程內加入建議。

SHAREHOLDERS' RIGHT (Continued)

Procedures for putting forward proposals at Shareholders' meeting (Continued)

The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- a. Notice in writing of not less than 21 clear days and not less than 20 clear business days if the Proposal requires approval by way of a special resolution or an ordinary resolution of the Company in the AGM of the Company.
- b. Notice in writing of not less than 21 clear days and not less than 10 clear business days if the Proposal requires approval by way of a special resolution of the Company in an extraordinary general meeting of the Company.
- c. Notice in writing of not less than 14 clear days and not less than 10 clear business days if the Proposal requires approval by way of an ordinary resolution of the Company in an extraordinary general meeting of the Company.

Procedures for directing Shareholders enquires to the Board

Shareholders may send their written enquiries to the Company, for the attention of Company Secretary, by email: ir@sanbase.com.hk, fax: (852) 2870 3813, or mail to 16/F, Loon Kee Building, 267-275 Des Voeux Road Central, Hong Kong.

INVESTOR RELATIONS

The Company establishes different communication channels with Shareholders and investors. Apart from publication of quarterly, interim and annual reports, press announcement and release, updated and key information of the Group are available on the Company's website at www.sclhk.com. The Company's website offers a communication channel between the Company and its Shareholders and investors. The Company's registrars serve the Shareholders in respect of all share registration matters.

CONSTITUTIONAL DOCUMENTS

A special resolution has been passed at the annual general meeting of the Company held on 2 September 2022 to adopt the second amended and restated memorandum of association and articles of association in order to comply with the GEM Listing Rules.

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published its memorandum of association and articles of association on the respective websites of the Stock Exchange and the Company.

股東權利 (續)

於股東大會上提呈建議之程序 (續)

就股東提出考慮之建議於股東大會向全體股東發出通告之通知期因應建議之性質有所不同，詳情如下：

- a. 倘建議須於本公司股東週年大會上以本公司特別決議案或普通決議案方式獲得批准，則須不少於二十一個完整日及不少於二十個完整營業日之書面通知。
- b. 倘建議須於本公司股東特別大會上以本公司特別決議案方式獲得批准，則須不少於二十一個完整日及不少於十個完整營業日之書面通知。
- c. 倘建議須於本公司股東特別大會上以本公司普通決議案方式獲得批准，則須不少於十四個完整日及不少於十個完整營業日之書面通知。

將股東的查詢送達董事會的程序

股東可透過郵件 ir@sanbase.com.hk、傳真(852) 2870 3813或郵寄(香港德輔道中267-275號龍記大廈16樓)方式經公司秘書向本公司提出書面查詢。

投資者關係

本公司與股東及投資者建立不同之通訊渠道。除刊發季度、中期及年度報告、公告及新聞稿外，本集團之最新及主要資訊亦於本公司之網頁 www.sclhk.com 刊登。本公司之網頁為本公司及其股東與投資者提供溝通渠道。本公司之股份過戶處就所有股份登記事宜為股東提供服務。

章程文件

本公司於2022年9月2日舉行的股東週年大會通過特別決議案，以採納第二次經修訂及重列的組織章程大綱及章程細則，以符合GEM上市規則。

根據GEM上市規則第17.102條，本公司已於聯交所及本公司的網站刊登其組織章程大綱及組織章程細則。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

Report Overview

Sanbase Corporation Limited (“**Sanbase**” or the “**Company**”, together with its subsidiaries, collectively known as the “**Group**”, “**We**” or “**Our**”), is pleased to present its Environmental, Social and Governance Report (the “**ESG Report**” or the “**Report**”) to stakeholders. This Report describes the ESG activities, challenges and measures taken by the Group from 1 April 2022 to 31 March 2023 (the “**Reporting Period**”, the “**Year**” or “**2023**”).

Reporting Scope

The Group is principally engaged in interior fitting-out services. The Report mainly covers the Group’s head office in Hong Kong and its operations in the People’s Republic of China (the “**PRC**”). The reporting boundary is the same as last year.

Reporting Framework

This Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) as set out in Appendix 20 of the Rules Governing the Listing Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Exchange**”). During the preparation for this Report, the Group applied the reporting principles stipulated in the ESG Reporting Guide as follows:

- **Materiality:** Through stakeholder engagement and materiality assessment, material issues were identified as the focus of preparation of the ESG Report during the Year. The materiality of the issues has been reviewed and confirmed by the Board and the ESG Working Group (the “**Working Group**”). Please refer to the “Stakeholder Engagement” and “Materiality Assessment” sections for further details.
- **Quantitative:** Additional clarifications have been added to the quantitative data in this Report to explain any standards, methodologies and conversion factors used in calculating emissions and energy consumption.
- **Balance:** The Group describes the relevant data and information of the Group in an objective and fair manner and will not be biased due to any factors.
- **Consistency:** The reporting scope and preparation are substantially consistent with the previous year, and explanations regarding data with changes in the scope of disclosure and calculation methodologies are provided.

關於本報告

報告概覽

莊皇集團公司（「莊皇」或「本公司」，連同其附屬公司統稱「本集團」、「我們」或「我們的」）欣然向持份者呈列我們的環境、社會及管治報告（「環境、社會及管治報告」或「報告」）。本報告描述了本集團於2022年4月1日至2023年3月31日（「報告期間」、「本年度」或「2023年」）期間的環境、社會及管治活動、挑戰和採取的措施。

報告範圍

本集團主要從事室內裝修服務。報告主要涵蓋本集團在香港總部及其在中華人民共和國（「中國」）的營運。報告範圍與去年相同。

報告框架

本報告乃根據香港聯合交易所有限公司（「聯交所」）GEM證券上市規則附錄20所載的環境、社會及管治報告指引（「環境、社會及管治報告指引」）編製。在編製本報告期間，本集團應用環境、社會及管治報告指引規定的報告原則如下：

- **重要性：**我們通過持份者參與及重要性評估確定作為本年度環境、社會及管治報告編製重點的重大議題。該等議題的重要性已經由董事會及環境、社會及管治工作組（「工作組」）審閱及確認。進一步詳情請參閱「持份者參與」及「重要性評估」各節。
- **量化：**本報告中的量化數據增加了額外說明，以解釋用於計算排放量及能源消耗量的任何標準、方法及轉換因素。
- **平衡：**本集團客觀公正地描述本集團的相關數據及資料，不會因任何因素而有所偏頗。
- **一致性：**報告範圍及編製與去年基本一致，亦載有披露範圍及計算方法變動相關數據的說明。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Forward-looking Statements

This Report contains forward-looking statements based on the current expectations, estimates, projections, beliefs, and assumptions of the Group about the businesses and the markets in which it and its subsidiaries operate. The forward-looking statement is not a guarantee of future performance and is subject to market risk, uncertainties, and factors beyond the control of the Group. Therefore, actual outcomes and returns may differ from the assumptions and statements in this Report.

Contact Us

We welcome stakeholders to provide opinions and suggestions. You are welcome to provide valuable feedback on this ESG Report or our sustainability performance at:

Address: 16/F, Loon Kee Building,
267-275 Des Voeux Road Central,
Hong Kong
Email: ir@sanbase.com.hk
Website: www.sclhk.com

前瞻性陳述

本報告包含前瞻性陳述，其乃基於本集團對其及其附屬公司經營的業務和市場的當前預期、估計、預測、理念和假設。前瞻性陳述不是對未來業績的保證，並受市場風險、不確定性和本集團無法控制的因素所影響。因此，實際結果及回報可能與本報告所載假設及陳述有差異。

聯絡我們

我們歡迎持份者提出意見及建議。歡迎閣下就本環境、社會及管治報告或我們的可持續發展表現反饋寶貴意見：

地址：香港
德輔道中267-275號
龍記大廈16樓
電郵：ir@sanbase.com.hk
網址：www.sclhk.com

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

BOARD STATEMENT AND ESG GOVERNANCE STRUCTURE

The Board Statement

Having a robust ESG governance structure is crucial to addressing sustainability issues as part of the Group's corporate agenda. As part of its efforts to achieve this goal, the Group has established a top-down governance framework to ensure that ESG is aligned with its strategic growth objectives for the integration of ESG into business activities. The chart below sets forth our governance structure consists of the Board of Directors (the "Board") and the ESG Working Group.

董事會聲明及環境、社會及管治治理架構

董事會聲明

擁有穩健的環境、社會及管治治理架構對解決作為本集團企業議程一部分的可持續發展議題至關重要。作為實現該目標的其中一環，本集團建立了自上而下的管治框架，以確保環境、社會及管治與其策略增長目標保持一致，將環境、社會及管治整合到業務活動中。下圖列出了我們的治理架構，包括董事會（「董事會」）及環境、社會及管治工作組組成。



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The Board is responsible for the oversight of ESG-related issues and periodically reviewing the progress that has been made in achieving these goals and targets. It is also the responsibility of the Board to formulate ESG-related policies and strategies, assess and manage sustainability-related risks to ensure an effective and efficient sustainability risk management and internal control system is in place. The Board conducts regular materiality assessments concerning the views of different stakeholders, with the help of the ESG Working Group, in order to better manage the Group's ESG performance and identify potential risks.

ESG Working Group

The ESG Working Group, consisting of the Group's senior management, as well as core representatives from subsidiaries of the Company, are involved to facilitate the Board's oversight of ESG issues.

A key role of the ESG Working Group at the operational level is to review compliance with laws and regulations related to ESG issues. Management reports periodically to the Board about ESG-related matters so that the Board can evaluate and revise the strategies as necessary. The management team works closely with subsidiaries' representatives in collecting and analysing ESG data, monitoring ESG performance, preparing the ESG report, and finally reporting to the Board.

It has been confirmed by the Board that it has reviewed and approved this ESG Report. This Report has, to the best of its knowledge, fairly presented the material issues and Group's ESG approach.

董事會負責監督環境、社會及管治相關事宜，並定期審查在實現該等目標及指標方面取得的進展。董事會亦有責任制定與環境、社會及管治相關的政策和策略，評估及管理可持續發展相關風險，以確保有效及高效的可持續發展風險管理及內部控制系統到位。董事會在環境、社會及管治工作組協助下，定期就不同持份者的意見進行重要性評估，以更好地管理本集團的環境、社會及管治表現及識別潛在風險。

環境、社會及管治工作組

環境、社會及管治工作組由本集團的高級管理層以及本公司附屬公司的核心代表組成，負責促進董事會監督環境、社會及管治相關事宜。

環境、社會及管治工作組在營運層面的一個關鍵作用是審查環境、社會及管治議題相關法律法規的合規狀況。管理層定期向董事會報告環境、社會及管治相關事宜，以便董事會可在必要時評估及修訂策略。管理層團隊與附屬公司代表密切合作，收集及分析環境、社會及管治數據、監控相關表現、編製環境、社會及管治報告，並最終向董事會報告。

董事會已確認其已審閱及批准本環境、社會及管治報告。據其所知，本報告公平地呈列重大議題及本集團的環境、社會及管治方法。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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STAKEHOLDER ENGAGEMENT

Stakeholders and their feedback are important to the Group's business and ESG activities. Through multiple communication channels, we have worked closely with key stakeholders to fully understand, respond to, and resolve their core concerns, including investors and shareholders, customers, suppliers and subcontractors, employees, government and regulatory bodies, the public, and the media. ESG strategies will incorporate stakeholder expectations as a driving force for sustainable corporate development and optimal management. Stakeholders' expectations and communication channels are as follows:

持份者參與

持份者及彼等的反饋對本集團的業務及環境、社會及管治活動至關重要。通過多種溝通渠道，我們與主要持份者密切合作，充分了解、回應及解決彼等的核心關注，其中包括投資者及股東、客戶、供應商及次承判商、僱員、政府及監管機構、公眾及媒體。環境、社會及管治策略將納入持份者的期望，作為企業可持續發展及優化管理的推動力。持份者的期望及溝通渠道如下：

Stakeholders 持份者	Engagement Channels 參與渠道	Expectations 期望
Investors and Shareholders 投資者及股東	<ul style="list-style-type: none"> Annual General Meeting 股東週年大會 Financial Statements 財務報表 Announcements and Circulars 公告及通函 Seminars 研討會 	<ul style="list-style-type: none"> Compliant Operation 合規營運 Information Disclosure 信息披露 Financial Performance 財務表現 Corporate Governance 企業管治
Customers 客戶	<ul style="list-style-type: none"> Company Website 公司網站 Corporate Reports and Announcements 企業報告及公告 Hotline and Emails 熱線及電郵 	<ul style="list-style-type: none"> Quality Services 優質服務 Personal Safety 個人安全 Business Ethics 商業道德 Privacy Protection 隱私保護 Seamless Communication 密切交流
Suppliers/Subcontractors 供應商／次承判商	<ul style="list-style-type: none"> Supplier Meetings and Interviews 供應商會議及面談 Periodic Assessments 定期評估 Open Tendering 公開招標 Regular Meetings 定期會議 Circulars and Manuals 通函及手冊 Company Website 公司網站 	<ul style="list-style-type: none"> Contract Performance 合約表現 Business Ethics 商業道德 Win-win Cooperation 雙贏合作 Information Resources Sharing 信息資源共享 Long-term Partnership 長期夥伴關係

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Stakeholders 持份者	Engagement Channels 參與渠道	Expectations 期望
Employees 僱員	<ul style="list-style-type: none"> Employee Opinion Surveys 僱員意見調查 Regular Meetings 定期會議 Performance Appraisal 績效考核 Employee Activities 僱員活動 Professional Training 職業培訓 	<ul style="list-style-type: none"> Health and Safety 健康與安全 Equal Opportunities 平等機會 Welfare and Benefits 社會福利 Career Development 職業發展 Legal Rights and Interests 合法權益
Government/Regulators 政府／監管機構	<ul style="list-style-type: none"> Corporate Reports and Announcements 企業報告及公告 On-site Inspections 實地檢驗 Field Trips 實地考察 Tax Payments 稅務支付 	<ul style="list-style-type: none"> Taxation Compliance 稅務合規 Employment Growth 就業發展 Regulatory Compliance 監管合規 Security Operations 安全營運 Business Ethics 商業道德
Community and the Media 社區及媒體	<ul style="list-style-type: none"> Community Involvement 社區參與 Community Investment Programs 社區投資計劃 ESG Report 環境、社會及管治報告 	<ul style="list-style-type: none"> Community Contributions 社區貢獻 Environmental Protection 環境保護 Transparent Information 公開信息

MATERIALITY ASSESSMENT

As part of its business development strategy and in line with industry practices, the Group identified 15 ESG issues and prepared a questionnaire based on those issues. In relation to each of the ESG issues, significant stakeholders and management and staff were asked to rate their importance. In this Report, material issues refer to those issues that may have a significant impact on the Group's business operations or have a direct impact on its stakeholders.

重要性評估

作為其業務發展策略的一部分，並根據行業慣例，本集團已釐定15個環境、社會及管治議題，並根據該等議題編製調查問卷。關於每個環境、社會及管治議題，重要的持份者及管理層以及員工均受邀對其重要性進行評分。於本報告中，重要性議題指可能對本集團的業務營運產生重大影響或對其持份者產生直接影響的若干議題。

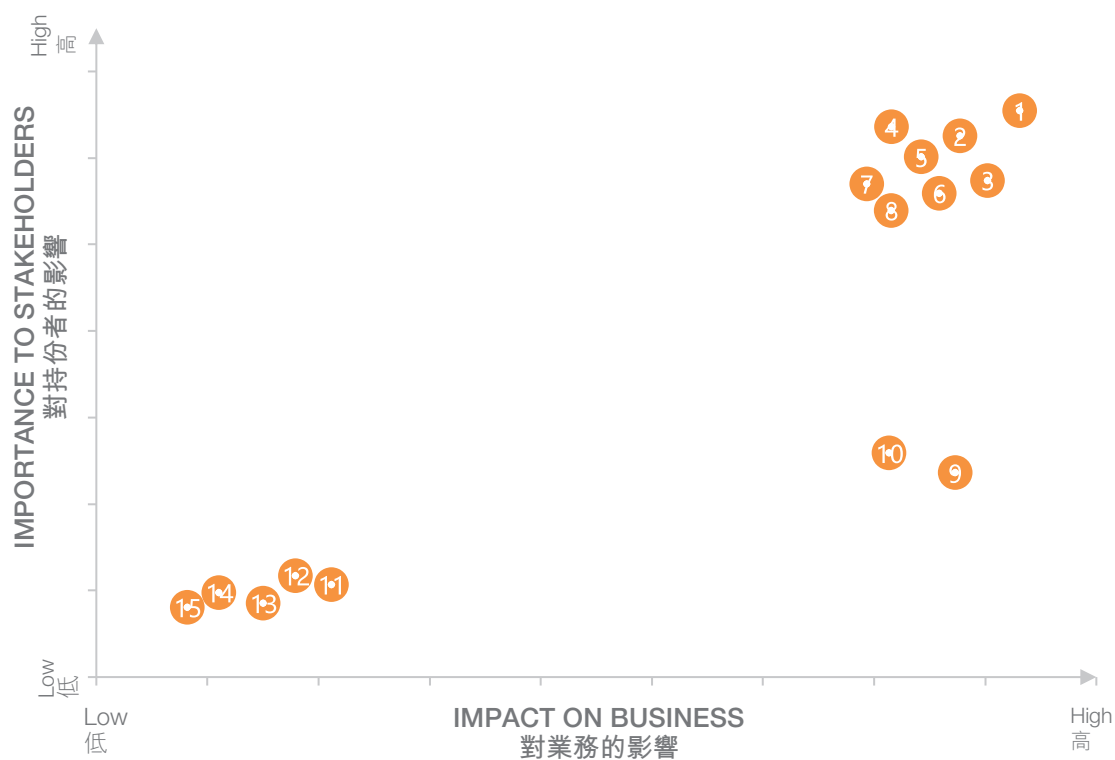
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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As a result of the survey, the Group collected the ratings and analysed the results. Ultimately, the results of the final analysis were presented as a materiality matrix, which was reviewed by the Board and senior management to ensure that they were consistent with the Group's business nature and widely representative. It will serve as an important reference for the development of future strategies, targets, and disclosure of information. As a summary of the Group's material ESG issues during the Reporting Period, we present the following matrix:

本集團收集了評分並分析了調查結果。最終，最後的分析結果以重要性矩陣的形式呈現，並由董事會及高級管理層進行審閱，以確保彼等與本集團的業務性質相一致，並具有廣泛的代表性。這將作為制定未來策略、目標及信息披露的一個重要參考。報告期間，本集團的重要環境、社會及管治議題呈列如以下矩陣：

The Group's Materiality Matrix
本集團重要性矩陣



No. Material Issues

重要性議題序號

1. Customer Experience 客戶體驗	6. Fitting-out Services Quality 裝修服務品質	11. Emissions and Waste Management 排放及廢棄物管理
2. Labour Standards 勞工標準	7. Health and Safety 健康與安全	12. Energy Conservation 節能
3. Supply Chain Management 供應鏈管理	8. Covid-19 Response 應對Covid-19	13. Community Development 社區發展
4. Employment Practices 招聘慣例	9. Use of Resources 資源使用	14. Climate Change 氣候變化
5. Anti-corruption 反貪污	10. Development and Training 發展及培訓	15. Advertising and Promotion 廣告及促銷

A. Environmental

As part of fulfilling its environmental responsibilities, the Group has always integrated environmental protection into its operational and management processes, improved environmental management, and practised green operations to minimise the impact of its development on the environment. Our environmental management efforts have been aligned with international standards through the accreditation of the ISO14001:2015 Environmental Management System certificate.

A1. Emissions

During the Reporting Period, the Group was not aware of any material non-compliance with environmental-related laws and regulations in relation to exhaust gas and greenhouse gases (“GHGs”), emissions, water and land discharge, and the generation of hazardous and non-hazardous waste that would have a significant impact on the Group. Such laws and regulations include but are not limited to the Air Pollution Control Ordinance, Waste Disposal Ordinance, Waste Disposal (Chemical Waste) (General) Regulation, Environmental Impact Assessment Ordinance, the Water Pollution Control (General) Regulations, Buildings Energy Efficiency Ordinance, the Environmental Protection Law of the PRC, the Water Pollution Prevention and Control Law of the PRC, and the Prevention and Control of Environmental Pollution by Solid Wastes of the PRC.

Air Emissions

As the company vehicle has not been used since November 2021, the air emissions sourced from diesel and petrol consumption of vehicles are not applicable.

A. 環境

作為履行其環境責任的一部分，本集團始終將環境保護納入其營運及管理流程，改進環境管理並踐行綠色營運，以盡量減少其發展對環境的影響。通過ISO14001:2015環境管理體系認證，我們的環境管理工作已與國際標準接軌。

A1. 排放

於報告期間，本集團並未發現任何與廢氣及溫室氣體（「溫室氣體」）、排放、水及土地排放以及產生有害及無害廢棄物有關的、會對本集團產生重大影響的環境相關法律及法規的重大違規行為。該等法律及法規包括但不限於《空氣污染管制條例》、《廢棄物處置條例》、《廢物處置（化學廢物）（一般）規例》、《環境影響評估條例》、《水污染管制（一般）規例》、《建築物能源效益條例》、《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》及《中華人民共和國固體廢物污染環境防治法》。

廢氣排放

由於自2021年11月起尚無使用公司車輛，來自車輛的柴油及汽油消耗的廢氣排放並不適用。

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Greenhouse Gas (“GHG”) Emissions

GHG emissions are the leading contributors to climate change and global warming. Since the company vehicles has not been used since November 2021, the Group’s major GHG emissions are derived from indirect emissions from energy from purchased electricity (Scope 2).

Indicators ¹ 指標 ¹	Unit 單位	2023 2023年	2022 2022年
Direct GHG emissions (Scope 1) 直接溫室氣體排放 (範圍1)	tCO ₂ e 公噸二氧化碳當量	–	2.9
Indirect GHG emissions (Scope 2) 間接溫室氣體排放 (範圍2)	tCO ₂ e 公噸二氧化碳當量	67.57	71.89
Total GHG emissions (Scope 1 and Scope 2) 溫室氣體排放總量 (範圍1和範圍2)	tCO ₂ e 公噸二氧化碳當量	67.57	74.79
Total GHG emission intensity ² 溫室氣體排放總量密度 ²	tCO ₂ e/employee 公噸二氧化碳當量/僱員	0.90	0.90

Notes:

- GHG emission data is presented in terms of carbon dioxide equivalent and is based on, but not limited to, “The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards” issued by the World Resources Institute and the World Business Council for Sustainable Development, “How to prepare an ESG Report – Appendix II: Reporting Guidance on Environmental KPIs” issued by the HKEX, the latest released emission factors of China’s regional power grid basis and the “2022 Sustainability Report” published by Hong Kong Electric Investments Limited.
- As at 31 March 2023, the total number of full-time employees under the Reporting Scope of the Group was 75 (as at 31 March 2022: 83). This data is also used for calculating other intensity data.

Sewage Discharge

Since the Group’s business activities do not consume a significant quantity of water, the Group does not generate a substantial amount of sewage during daily operations. Hence, this disclosure does not apply to the Group.

溫室氣體 (「溫室氣體」) 排放

溫室氣體排放是導致氣候變化及全球變暖的主要因素。由於自2021年11月起尚無使用公司車輛，本集團的主要溫室氣體排放來自於購買電力能源的間接排放 (範圍2)。

附註：

- 溫室氣體排放數據乃以二氧化碳當量呈列，並根據但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體議定書：企業會計和報告標準》、香港交易所刊發的《如何編製環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引》、最新刊發的中國區域電網基準線排放因子以及港燈電力投資有限公司刊發的《2022年可持續發展報告》。
- 截至2023年3月31日，本集團報告範圍內的全職僱員總數為75人（截至2022年3月31日：83人）。該數據亦用於計算其他密度數據。

污水排放

由於本集團的業務活動無需消耗大量水源，本集團於日常營運中不會產生大量污水。因此，該披露不適用於本集團。

Waste Management

In light of the nature of the Group's business, no hazardous waste was generated during the Reporting Period. In the event that hazardous waste is generated, the Group shall engage qualified waste collectors to deal with the hazardous waste in compliance with relevant environmental laws and regulations. Non-hazardous waste generated by the Group's business activities is primarily office's paper.

Category of Waste
廢棄物範疇

Unit
單位

Total Non-hazardous Waste

無害廢棄物總量

- Office Paper
辦公用紙

tonnes
公噸

Total Non-hazardous Waste Intensity

無害廢棄物密度總量

tonnes/employee
公噸／僱員

The Group's offices have been designed to provide appropriate facilities and encourage employees to separate and recycle waste at source to create a green workplace environment so that the waste during its operations will be reduced, reused, and recycled according to its Environmental Protection Policy. The Group places environmental messages on office equipment to enhance employees' awareness of environmental issues.

To establish a "paperless" operating environment, the office has made full use of the online system. Employees of the Group were encouraged to minimise waste through the following measures:

- Avoid printing and copying documents as much as possible;
- Use double-sided printing and photocopying whenever possible;
- Reuse old envelopes and recycle used paper, cartons, and folders; and
- Reduce the use of disposable paper products.

廢棄物管理

鑒於本集團的業務性質，於報告期間內概無產生有害廢棄物。倘產生有害廢棄物，本集團將聘請合資格的廢棄物收集者，按照相關環境法律及法規處理該等有害廢棄物。本集團業務活動產生的無害廢棄物主要為辦公室用紙。

	2023 2023年	2022 2022年
Total Non-hazardous Waste	1.43	1.09
Total Non-hazardous Waste Intensity	0.02	0.01

本集團辦公室的設計提供了相應的設施，並鼓勵僱員於源頭進行廢棄物分類與回收，以創造綠色的工作環境，使其於營運過程中的廢棄物根據其環境保護政策得到減少、重用及回收。本集團於辦公設備上放置環保資料，以提高僱員對環境問題的認識。

建立一個「無紙化」的操作環境，辦公室充分利用線上系統。我們鼓勵本集團僱員通過以下措施盡量減少浪費：

- 盡可能避免列印及複印文件；
- 盡可能使用雙面列印及複印；
- 重複使用舊信封，回收用過的紙張、紙箱及資料夾；及
- 減少使用一次性紙製品。

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A2. Use of Resources

For the purpose of managing the use of resources and reducing non-essential materials, the Group has established the Environmental Protection Policy and Sustainability Policy. The Group continually strives to minimise the impact of its work on the environment, and it is committed to enhancing and improving the ways towards the environmental issues through our daily operations.

Energy Management

During daily operations, the most significant energy consumption of the Group was attributable to purchased electricity consumed by offices. The Group consumed a total of 95.47 MWh during the Reporting Period, a slight decrease from the previous year. The breakdown was as follows:

Category of Energy Consumption 能源消耗類別	Unit 單位
Direct Energy Consumption 直接能源消耗	
• Petrol 汽油	MWh 兆瓦時
Indirect Energy Consumption 間接能源消耗	
• Purchased Electricity 外購電力	MWh 兆瓦時
Total Energy Consumption 能源消耗總量	MWh 兆瓦時
Total Energy Consumption Intensity 總能源消耗強度	MWh/employee 兆瓦時／僱員

Since electricity constitutes most of the Group's energy consumption, we have formulated rules for saving electricity. Lighting systems with LEDs have been installed in all our offices. We have strengthened the electronic equipment maintenance to ensure that it remains in optimal condition, and also encouraged staff to turn off office equipment when not in use. The room temperature should be between 24 and 26 degrees in the summer. The Group has set a target of lowering energy consumption by 5% in 2030 and expects to achieve this through continuous review of the above energy-saving measures.

A2. 資源使用

為管理資源使用及減少非必要材料，本集團制定了環境保護政策及可持續發展政策。本集團不斷努力將其工作對環境的影響降至最低，並致力於通過我們的日常運營加強及改善對環境問題的處理方式。

能源管理

於日常運營中，本集團最大的能源消耗來自辦公室所消耗的外購電力。於報告期間，本集團共消耗95.47兆瓦時，較去年略有下降。具體情況如下：

	2023 2023年	2022 2022年
Direct Energy Consumption	—	9.92
Indirect Energy Consumption	95.47	104.83
Total Energy Consumption	95.47	114.75
Total Energy Consumption Intensity	1.27	1.38

由於電力佔本集團能源消耗的大部分，我們已制定節約用電的規則。我們所有的辦公室均已安裝LED照明系統。我們已加強電子設備維護，以確保其保持最佳狀態，並鼓勵員工在不使用時關閉辦公設備。夏季的室溫應在24至26度之間。本集團已設定一個目標，即於2030年將能源消耗降低5%，並期望通過不斷審查上述節能措施實現這一目標。

Water Management

Since water usage is included in the tenancy fees at the Group's offices, it is not feasible for the Group to provide water consumption data as there is no sub-meter to record water usage. During the Reporting Period, we have no difficulty obtaining suitable water sources due to our office's geographical location. Still, the Group strives to reduce unnecessary water consumption by turning off taps when not in use and reporting leaking faucets immediately to the estate management office.

Use of Packaging Materials

In view of the business nature of the Group, there is no packaging material by us. The packaging material is not considered a material ESG issue to the Group.

A3. The Environment and Natural Resources

The nature of our business of the Group does not cause material impacts on the environment and natural resources. Nevertheless, we have a strong focus on monitoring the environmental impact of our fitting-out services. The environmental management system we have adopted in our construction projects has been assessed and certified as meeting the requirements of ISO 14001: 2015.

Indoor Air Quality Control

During the operations of construction projects, a variety of contaminants and pollutants may be released that may negatively impact the indoor air quality of the building. A precautionary measure will be taken by the Group to construct a barrier around the location of the odour and isolate it from other parts of the building to prevent air recirculation from the work area into occupied areas. With the use of tarpaulins or other approved means, dusty materials, including excavated materials, building debris and construction materials, should be covered properly with tarpaulins. The dust respirator safety labels are required to be displayed on the site so that everyone is aware of wearing masks if needed.

用水管理

用水量計入本集團辦公室的租賃費中，由於概無水錶記錄用水量，因此本集團無法提供用水數據。於報告期間，鑑於我們辦公室的地理位置，我們並無任何求取適用水源的問題。儘管如此，本集團仍努力減少不必要的用水，在不使用時關閉水龍頭，並立即向物業管理辦事處報告水龍頭漏水情況。

包裝材料使用

鑑於集團的業務性質，我們沒有包裝材料。包裝材料不被認為是本集團的重要環境、社會及管治問題。

A3. 環境及自然資源

本集團的業務性質不會對環境及自然資源造成重大影響。儘管如此，我們非常重視監測我們的裝修服務對環境的影響。我們在建設項目中採用的環境管理體系已被評估及認證為符合ISO 14001:2015的要求。

室內空氣質量控制

在建設項目的運營過程中，可能會釋放出各種污染物，對建築的室內空氣質量產生負面影響。本集團將採取預防措施，在異味產生的地點周圍建造一道屏障，並將其與建築物的其他部分隔離，以防止空氣從工作區再迴圈到居住區。我們通過使用防水油布或其他獲批方法，將防水油布適當覆蓋含塵材料，包括挖掘材料、建築碎片及建築材料。我們須在工地上展示防塵口罩的安全標籤，以提醒每個人佩戴口罩（如必須）。

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Noise Control

The Group is aware that during its operations, there may be noise generated, and the construction activities represent the biggest source of the noise. Any person who at any place between the hours of 7 p.m. and 7 a.m., or at any time on a public holiday, uses, or causes or permits to be used, any powered mechanical equipment for the purpose of carrying out any construction work other than percussive piling in respect of which a construction noise permit is not in force commits an offence. During all constructions, the Group and its subcontracting partners strictly adhere to the laws defined by the Environmental Protection Department.

The Group requires our subcontractors to choose quieter construction equipment and provide their employees with earmuffs for working on construction site. The noise level of a building should be measured, and when the sound pressure level exceeds 85 decibels (A), it is required to attach a warning label to noisy machines in the hearing protection zone and display a safety sign in that area. When any environmental non-compliance is observed on construction site, our staff and Registered Safety Officers will immediately rectify the situation and implement corrective measures to mitigate the problem immediately.

A4. Climate Change

In light of climate change and global warming, the Group is aware of escalating risks and challenges to the environment, which could adversely affect the Group's business operations. According to the reporting framework developed by the Task Force on Climate-Related Financial Disclosures ("TCFD"), climate-related risks are divided into physical and transition risks. The Group has incorporated climate change-related risks into its enterprise risk management process and has identified and mitigated potential risks.

噪聲控制

本集團意識到，在其運營過程中，可能會產生噪音，而施工活動是最大的噪音來源。任何人於下午7時至翌日上午7時，或於公眾假期的任何時間，在任何地方使用，或促使或准許使用，任何機動設備進行任何非撞擊式打樁工程的建築工程，並在使用該等設備時，未持有與該工程有關的有效建築噪音許可證，即屬犯罪。在所有施工過程中，本集團及其分包商合作夥伴嚴格遵守環境保護部門規定的法律。

本集團要求我們的分包商選擇降音建築設備，並為其在建築工地工作的僱員提供耳罩。本集團應測量建築物的噪音等級，當聲壓等級超過85分貝(A)時，應在聽力保護區的高噪音機器上張貼警告標籤，並在該區域展示安全標誌。當發現建築工地有任何不符合環境要求的情況時，我們的員工和註冊安全主任將立即對這種情況進行整改，並採取糾正措施即時緩解問題。

A4. 氣候變化

鑒於氣候變化及全球變暖，本集團意識到環境風險及挑戰不斷升級，這可能對本集團的業務運營產生不利影響。根據氣候相關財務信息披露工作組（「TCFD」）制定的報告框架，氣候相關風險分為實體風險及過渡風險。本集團已將氣候變化相關風險納入其企業風險管理流程，並識別及緩解潛在風險。

Physical Risks

In the event of extreme weather events, such as typhoons, heavy rain and a persistent heatwave, we may experience delays in our construction works and physical damage to our construction sites, premises and employees as a result. As a precaution against extreme weather events, the Group has adopted appropriate measures. Arrangements have been made for working during typhoons and rainstorms. Aside from this, the Group had also invested in insurance coverage for its employees and properties to protect the interests of all parties involved and reduce the risk of financial loss.

Transition Risks

In response to global carbon neutrality, the Group anticipates a rapid change in the regulatory, technological and market landscape as a result of climate change. This change may include the tightening of national policies and listing rules, as well as the introduction of environment-related taxes. In some countries, for instance, taxes have been enacted to encourage companies to reduce their GHG emissions and energy consumption. There is a possibility that stricter environmental laws and regulations may expose companies to a higher risk of litigation, potentially increasing compliance costs and negatively impacting the reputation of the Group.

The Group has taken comprehensive environmental protection measures, including those aimed at reducing GHG emissions. Target has been set to gradually reduce our energy consumption and GHG emissions in the future.

實體風險

倘發生極端天氣事件，如颱風、暴雨及持續的熱浪，我們的建築工程可能會出現延誤，並因此對我們的建築工地、場所及僱員造成物理損害。為防範極端天氣事件，本集團已採取適當措施並為颱風和暴雨期間的工作做出安排。除此之外，本集團亦為其僱員及財產投保，以保護相關各方的利益，降低經濟損失的風險。

過渡風險

為應對全球碳中和，本集團預計氣候變化將導致監管、技術及市場格局發生快速變化。這種變化可能包括國家政策及上市規則的收緊，以及出台環境相關稅收政策。例如，部分國家已頒佈稅收政策，鼓勵公司減少溫室氣體排放及能源消耗。更嚴格的環境法律及法規可能會使公司面臨更高的訴訟風險，可能增加合規成本並對本集團的聲譽產生負面影響。

本集團已採取全面的環境保護措施，包括旨在減少溫室氣體排放的措施。我們已設定目標，在未來逐步減少我們的能源消耗及溫室氣體排放。

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環境、社會及管治報告

B. Social

B1. Employment

Sanbase values employees as the greatest asset and regards them as an essential driving force in business and sustainable development.

During the Reporting Period, the Group was not aware of any material non-compliance with employment-related laws and regulations that would have a significant impact on the Group. Such laws and regulations include but are limited to the Employment Ordinance of Hong Kong, the Labour Law of the PRC, and the Labour Contract Law of the PRC.

Recruitment, Promotion and Dismissal

The Group has stipulated relevant procedures relating to the Group's recruitment in the Employee Handbook, including the recruitment application, recruitment process, prohibitions and responsibilities. As part of the annual plan, the Group determines whether it is necessary to add new positions or to replace existing ones for the following year. The Human Resources Department will recruit through multiple channels, including online recruitment, job fairs, referrals etc. Shortlisted candidates will be interviewed by the Human Resources Department as well as by heads of departments.

A performance management system has been designated to identify each employee's competencies. This system clarifies the basis for employee promotions, and compensations so as to protect both employees and the Group. Additionally, appraisal results are also used by the Group for setting up tailor-made development plans for employees as well as setting Group targets for the year. All employees are required to sign the performance appraisal form and keep it in their personnel files. There will be an ongoing review of all documents, and they will be updated in order to keep up with any changes in the Group's needs and requirements.

B. 社會

B1. 僱傭

莊皇將員工視為最大的資產，並將彼等視為業務及可持續發展的重要推動力。

於報告期間，本集團並不知悉任何嚴重違反僱傭相關法律法規的情況，將會對本集團產生重大影響。有關法律及法規包括但限於《香港僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。

招聘、晉升及解聘

本集團在《員工手冊》中規定了與本集團招聘相關的程序，包括招聘申請、招聘流程、禁令及責任。作為年度計劃的一部分，本集團決定是否有必要在下一年增加新職位或更換現有職位。人力資源部將通過多種渠道進行招聘，包括線上招聘、招聘會、推薦等。入圍的候選人將由人力資源部及部門負責人進行面試。

本公司已制定績效管理體系用於確定每個員工的能力。該體系明確員工晉升及薪酬的依據，以保護員工及本集團。此外，本集團亦將評估結果用於為員工量身定製發展計劃以及制定本集團的年度目標。所有員工均必須簽署績效考核表，並將其保存在人事檔案中。本集團將對所有文件進行持續審查，並對其進行更新，以跟上本集團需求及要求的任何變化。

The Group will not tolerate any unjustified dismissal of employees. For the management of employee dismissals and handovers, we have established the Movement Procedures Policy to ensure such processes are carried out smoothly and have the minimum impact on overall productivity. A reasonable dismissal procedure will be followed, and all issues will be fully communicated before formal dismissal to avoid any conflicts. In addition, when employees resign, the Human Resources Department will conduct an exit interview with the employee to understand the reason for resignation, the opinions and improvement suggestions for the Group.

Compensation and Benefits

Based on an evaluation of the employee's performance, the Group provides fair and competitive remuneration compared with market standards. The remuneration package shall be adjusted periodically according to the individual work performance, contribution, and market environment. The Group has developed comprehensive systems to retain talents and strengthen employees' sense of belonging, including Mandatory Provident Fund Schemes for Hong Kong employees as well as Social Security Provident Fund Management Systems for mainland employees.

Employees of the Group are not only provided with a basic salary, but they are also offered comprehensive benefits. All qualified employees are entitled to join the Employees' Compensation Insurance and Sanbase Medical Scheme. Employees travelling outside Hong Kong on business are covered by the Group's Business Travel Insurance. All overtime work is entitled to meals and transportation allowances for labour that exceeds the legal working hours. Additionally, employees are provided with external training sponsorship and a discretionary bonus at the end of the year.

本集團不會容忍任何無理解僱員工的行為。對於員工解僱及交接而言，我們已制定調動程序政策，以確保有關程序順利進行，並將對整體生產力的影響降至最低。我們將遵循合理的解僱程序，並在正式解僱前充分溝通所有問題，以避免任何衝突。此外，當員工自願辭職時，人力資源部將與員工進行離職面談，了解辭職原因、對本集團的意見及改進建議。

薪酬及福利

基於對僱員表現的評估，本集團提供與市場標準相比公平及有競爭力的薪酬。薪酬待遇應根據個人工作表現、貢獻和市場環境定期調整。本集團制定了全面的制度來挽留人才及增強僱員的歸屬感，包括香港僱員的強制性公積金計劃及內地僱員的社會保障公積金管理制度。

本集團不僅向僱員提供基本工資，還向彼等提供全面的福利。所有合資格僱員均有權參加僱員賠償保險及莊皇醫療計劃。因公到香港以外地區出差的僱員均可受本集團的商務旅遊保險保障。所有超出法定工作時間的勞動，都可以享受膳食和交通補貼。此外，僱員還可獲得外部培訓贊助，並於年終獲得酌情花紅。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Working Hours and Rest Periods

In the Employee Handbook and Employment Agreement, the Group stipulates the working days and rest time for employees in accordance with the provisions of the Labour Law of the PRC and the Hong Kong Employment Ordinance.

In addition, the Group has effectively protected its employees' legal rights to rest and vacation time. All qualified employees are entitled to paid annual leave following the Employment Agreement. The Group also provides various types of leave for its employees, including statutory holidays and other paid holidays such as maternity leave, paternity leave, birthday leave, compassionate leave and examination leave.

Equal Opportunity, Diversity and Anti-Discrimination

Recruiting procedures at the Group are fair, equitable, and open in accordance with all national and local laws and regulations. For the prevention of discrimination in the hiring process, the relevant policies have been outlined in the Employee Handbook, regardless of race, family status, religion, nationality, disability, age, marital status, gender, pregnancy, sexual orientation, union membership, or political affiliation.

Should any employee be intimidated, humiliated, bullied or harassed (including sexual harassment), they could report to their supervisors or file complaints directly to the Department Head. Upon receiving the complaint, the Group will appoint a panel to investigate the matter and attempt to resolve it. Anyone engaging in any form of discrimination, harassment or sexual harassment will be subject to disciplinary action, including termination of employment.

工作時間及休息時間

在員工手冊及僱傭合約中，本集團規定了僱員的工作日及休息時間，以根據《中華人民共和國勞動法》和《香港僱傭條例》的規定消除強迫勞動。

此外，本集團還有效地保護僱員的合法休息及休假權利。所有符合條件的僱員在簽訂僱傭合約後均可享受帶薪年假。本集團還為僱員提供各種類型的假期，包括法定假期及其他帶薪假期，如產假、侍產假、生日假、恩恤假和考試假。

平等機會、多元化及反歧視

本集團的招聘程序公平、公正、公開，符合所有國家及地方的法律和法規。為防止招聘過程中的歧視，相關政策已在員工手冊中列出，而不論種族、家庭狀況、宗教信仰、國籍、殘疾、年齡、婚姻狀況、性別、懷孕、性傾向、所屬工會或政治立場。

如任何員工受到恐嚇、侮辱、受欺凌或受到騷擾（包括性騷擾），彼等可以向組長報告或直接向部門主管投訴。在收到投訴後，本集團將指定一個小組調查此事，並試圖解決這個問題。任何人實施任何形式的歧視、騷擾或性騷擾的均會受到紀律處分，包括終止僱用。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Employee Communication Channels

Group management actively engages with its employees through a variety of management mechanisms and communication channels, including emails, questionnaires, meetings, etc., In the Employee Handbook, the Group states that employees shall report any irregularities to their supervisors or the Human Resources Department and that all cases will be investigated and handled confidentially.

The Group has long supported a work-life balance culture by organizing a variety of employee activities from time to time, including birthday parties, physical training programmes, annual dinners, boat trips, and Christmas parties for employees to enhance their overall well-being. For festivals such as Dragon Boat Festival and Lunar New Year, the Group presents gifts to its employees as a way of appreciation.

As at 31 March 2023, the Group had a total of 75 full-time employees during the Reporting Period. The breakdown is shown below:

Breakdown of Employees 僱員明細

Total	總計
By Gender	按性別
Male	男性
Female	女性
By Age	按年齡
Age 30 or below	30歲或以下
Age 31 to 50	31歲至50歲
Above 50	50歲以上
By Geographical Location	按地理位置
PRC	中國
Hong Kong	香港

僱員溝通渠道

集團管理層通過各種管理機制和溝通渠道（包括電子郵件、問卷調查、會議等）積極與僱員進行溝通。在員工手冊中，本集團規定僱員應向其主管或人力資源部門報告任何違規行為，所有案件都將得到調查和保密處理。

長期以來，本集團一直支持工作與生活平衡的文化，不定期地組織各種員工活動，包括生日聚會、體能訓練項目、年度晚宴、遊船河及聖誕晚會，以提高僱員的整體福利。每逢端午節和春節等節日，本集團都會向僱員贈送禮物，以示對彼等的重視。

於2023年3月31日，本集團在報告期間共有75名全職僱員。具體情況如下：

2023 2023年	2022 2022年
75	83
43	45
32	38
17	21
54	57
4	5
14	18
61	65

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the Reporting Period, the Group's overall employee turnover rate was 25%. The breakdown of employees according to gender group, age group, and geographical location are as follows:

Employee Turnover Rate
員工離職率

Overall

整體

2023
2023年

2022
2022年

25%

30%

By Gender

按性別

Male

男性

26%

27%

Female

女性

25%

34%

By Age

按年齡

Age 30 or below

30歲或以下

29%

35%

Age 31 to 50

31歲至50歲

24%

29%

Above 50

50歲以上

25%

23%

By Geographical Location

按地理位置

PRC

中國

64%

46%

Hong Kong

香港

16%

26%

於報告期間，本集團的整體員工離職率為25%。按性別組別、年齡組別及地理位置劃分的員工情況如下：

B2. Health and Safety

The Group adheres to the principle of people-centred management and is committed to ensuring that its employees are working in a safe, comfortable environment, reducing potential workplace health and safety hazards, and implementing safety management at workspace.

The Group has achieved zero work-related fatalities for three consecutive years (including the Reporting Period). During the Reporting Period, the Group has not lost any working days due to work injury. The Group was also not aware of any material non-compliance with employment-related laws and regulations that would have a significant impact on the Group. Such laws and regulations include but are not limited to the Occupational Safety and Health Ordinance of Hong Kong, the Labour Law of the PRC and the Prevention and Treatment of Occupational Diseases Law of the PRC.

B2. 健康與安全

本集團堅持以人為本的管理原則，致力於確保員工在安全、舒適的環境中工作，減少工作場所的健康和安全隱患，並在工作場所實施安全管理。

本集團已連續三年（包括本報告期間）實現零工傷死亡事故。於報告期間，本集團沒有因工傷而損失任何工作日。本集團亦無發現任何重大違反僱傭相關法律及法規且會對本集團產生重大影響的行為。有關法律及法規包括但不限於香港《職業安全及健康條例》、《中華人民共和國勞動法》及《中華人民共和國職業病防治法》。

Occupational Health and Safety

Providing a safe working environment for all employees is one of the Group's top priorities. The Group strictly complies with applicable laws and regulations on occupational health and safety in jurisdictions where it operates. A comprehensive set of internal policies and procedures has been developed for assessing, monitoring, and minimising occupational health and safety risks within the organisation. The Health and Safety Plan details information regarding different aspects, such as the responsibilities of individuals working with a safety organisation, the health and safety training, the personal protection programme, inspection of a hazardous condition, incident investigation, emergency preparedness etc.

Occupational health and safety management systems have been implemented in our construction sites and were certified to be in compliance with the requirements of ISO 45001:2018 standard (provision of renovation and fitting out works). Suitable procedures and drills will be implemented by Sanbase in the event of an emergency. Drills will be conducted every six months. The foreseeable emergencies would include but are not limited to fire, rainstorms, typhoons, landslides, hazardous substance spillage etc. Additionally, the Group has prepared self-learning pamphlets and booklets for employees and its subcontractors and vendors, describing the work duties, the general instructions, and the preventive measures, such as Guidelines on Site Safety Measures for Working in Hot Weather and Guidelines for Work-Above-Ground Safety. The Group was commended as a Mental Health Friendly Organization by the Advisory Committee on Mental Health during the Reporting Period.

職業健康與安全

為所有員工提供一個安全的工作環境是本集團的首要任務之一。本集團嚴格遵守其經營所在地的職業健康與安全方面的適用法律和法規。我們已制定一套全面的內部政策及程序，以評估、監測及盡量減少組織內的職業健康及安全風險。職業健康與安全計劃提供關於不同方面的詳細信息，如在安全組織工作的個人的責任、健康和安全教育、個人保護計劃、危險狀況檢查、事故調查及應急準備。

職業健康與安全管理系統已於我們的施工現場實施，經認證符合ISO 45001:2018標準的要求（提供翻新及裝修工程）。於發生緊急情況時，莊皇將實施適當的程序及演習。演習將每六個月進行一次。可預見的緊急情況將包括但不限於火災、暴雨、颱風、山體滑坡、危險品洩漏等。此外，本集團亦為員工、分包商及供應商準備自學小冊子及手冊，介紹工作職責、一般說明及預防措施，如《在酷熱天氣下工作的工地指引》及《離地工作的安全指引》。於報告期間，本集團被精神健康諮詢委員會授予「精神健康友好組織」稱號。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Construction Site Safety

As most of the Group's business operations are conducted on-site, construction site safety is a primary concern. For this purpose, the Site Safety Committee has been established. The Project Manager shall lead it and includes the management of the Company, the Registered Safety Officer, the sub-contractors' supervisor, the site supervisor and worker representatives. All workers working on the site are required to obtain a valid Construction Industry Mandatory Basic Safety Training Certificate ("MBSTC") and construction workers' registered cards. To ensure a safe working environment at all project sites, we provide appropriate and adequate protective equipment to our construction site workers, such as safety helmets, goggles, safety shoes, earplugs, and dusk masks.

According to our in-house safety rules, workers from the site who repeatedly infringe on the safety requirements will be suspended from work until the rectification is made. Visitors are provided with safety helmets and are accompanied by supervisory staff. Site safety inspections shall be conducted by the Registered Safety Officer on a regular basis to identify defects, unsafe conditions and malpractices, and any breaches of the safety plan. An accident must be reported in every instance. For serious accidents reported, construction work shall be ceased until investigation work has been carried out. The Group complies with relevant laws and regulations, including but not limited to the Factories and Industrial Undertakings Ordinance (Section 6A & 6B), Construction Sites (Safety) Regulations, and Factories and Industrial Undertakings (Dangerous Substances) Regulations of Hong Kong.

Additionally, the Group identifies, assesses, and controls the sources of hazards during its activities, as well as deficiencies in occupational health and safety that may result in accidents. Registered Safety Officer will jointly carry out a risk assessment in respect of the forthcoming normal activities and record all relevant information in the risk assessment sheet; risk assessment will be continuously reviewed every six months, and where circumstances have changed to such an extent that the re-assessment will be carried out.

建築工地安全

由於本集團的大部分業務乃於現場進行，建築工地安全是首要關注點。為此，我們成立了現場安全委員會。項目經理將領導該委員會，其包括本公司的管理層、註冊安全主任、次承判商的主管、工地主管及工人代表。所有現場工作的工人均須取得有效建築業強制性基本安全培訓證明書（「**強制性基本安全訓練**」）及建造業工人註冊證。為確保所有項目現場的安全工作環境，我們為建築工地的工人提供適當及足夠的防護設備（如安全頭盔、護目鏡、安全鞋、耳塞及防塵口罩）。

根據我們的內部安全規則，屢次違反安全要求的工地工人將被停工，直至整改完畢。為訪客提供安全頭盔並由監督人員陪同。註冊安全主任須定期進行現場安全檢查，以確定缺陷、不安全的條件及失當做法，以及任何違反安全方案要求的行為。每次發生事故均應報告。對於報告的嚴重事故，應停止施工，直至進行調查工作。本集團遵守相關法律及法規，包括但不限於於香港的《工廠及工業經營條例（第6A及6B條）》、《建築工地（安全）規例》及《工廠及工業經營（危險物質）規例》。

此外，本集團在活動中識別、評估及控制危險源，以及可能導致事故的職業健康與安全方面的不足之處。註冊安全主任將共同對即將進行的正常活動進行風險評估，並在風險評估表中記錄所有相關信息；風險評估將每六個月持續審查一次，如果情況發生變化，將進行重新評估。

COVID-19 Response Measures

In light of the spread of COVID-19 during the Reporting Period, we were committed to ensuring the health and safety of all workers and strive to minimise the risk of the virus spreading at work. We closely followed government directives and provided relevant information to our employees on an ongoing basis. Our workplaces and construction sites took the following preventive measures to prevent pandemics:

- Flexible working hours and work rotation arrangements for workplaces;
- Employees were required to measure body temperature before entering our workplaces or project sites. Employees with fever and probable symptoms were prohibited from entering;
- Employees were required to fill in a travel and health declaration form before entering our workplaces or project sites. Anyone who failed to fulfil the criteria would be declined to work;
- Required all employees and workers in project sites to wear masks during working hours;
- Provided employees with alcohol-based hand sanitiser and other disinfectant supplies;
- Attached safety pre-cautionary notices at the workplaces and project sites;
- Conducted routine cleaning at the workplaces and project sites; and
- Ensured adequate ventilation at the site area.

COVID-19應對措施

在報告期間，鑑於COVID-19的傳播，我們致力於確保所有員工的健康及安全，並盡量將病毒在工作中傳播的風險降至最低。我們密切遵守政府指令，並持續向我們的僱員提供相關資料。我們的工作場所及建築工地採取以下預防措施預防疫情：

- 靈活的工作時間及工作場所的輪換安排；
- 僱員在進入工作場所或項目現場之前必須測量體溫。有發熱及疑似症狀的僱員不得進入上述場所；
- 僱員在進入工作場所或項目現場之前必須填寫出行及健康申報表。任何不符合標準的僱員不得參與工作；
- 項目現場所有僱員及員工須在工作時間內佩戴口罩；
- 向僱員提供酒精洗手液及其他消毒用品；
- 在工作場所及項目現場張貼安全注意事項；
- 在工作場所及項目現場進行例行清潔；及
- 確保現場區域的良好通風。

B3. Development and Training

As talent is the Group's core competitiveness, the Group has always considered the development of its employees as one of its most important responsibilities and provided them with more career development opportunities.

Through diversified trainings, the Group has developed and improved its internal training system to meet the different needs of all types of employees. Apart from induction training, the Group provides other training sessions covering fire escape instruction, housekeeping rules, protection against falling objects, electricity safety and safe use of hand-held power tools.

Safety training plays a vital role in effective accident prevention and safety awareness enhancement. According to the Health and Safety Plan, mandatory training arrangements for site management level and front-line supervisors will also be included. The training topics cover the toolbox's usage of various emergency incidents and construction activities guidelines. The training programme shall be reviewed quarterly by the Registered Safety Officer to suit the actual needs of the construction activities and to introduce a new training programme for the next quarter. All the safety and environmental induction trainings have been recorded and considered as one evaluation criterion of performance appraisal.

The Group formulates the following year's training plan at the end of each year according to the business needs. The Group will also make appropriate adjustments to the training courses according to the training needs and targets.

B3. 發展及培訓

由於人才為本集團的核心競爭力，本集團一直將其僱員發展視為其最重要的職責之一，並為其提供更多的職業發展機遇。

透過多元化培訓，本集團已制定並完善其內部培訓制度，以滿足所有類型僱員的不同需求。除入職培訓外，本集團提供防火及逃生指導、整理守則和防墜落物、用電安全及安全使用手持式電動工具等其他培訓課程。

安全培訓在有效預防意外發生及增強安全意識方面發揮重要作用。根據健康及安全計劃，工地管理及前線管工人員的強制培訓安排亦包括在內。培訓主題涵蓋各種緊急事件及建築活動指南的工具箱使用。培訓計劃由註冊安全主任進行季度審查，以滿足建築活動的實際需求並引入下個季度的新培訓計劃。所有安全及環保入職培訓均有紀錄，並將其視為業績考核的評估標準之一。

本集團根據業務需求於每年年底制定下年度的培訓計劃。本集團亦將根據培訓需求及目標對培訓課程作出適當調整。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the Reporting Period, the Group achieved an overall training percentage of 111% providing 209 hours of training with an average training hour of approximately 2.79 hours per employee trained. The breakdown of the employees trained by gender and employment category is as follows:

Composition of Employee Training 受訓僱員組成

By Gender

Male

Female

按性別劃分

男性

女性

By Employment Category

Management

General Staff

按僱員類型劃分

管理層

一般僱員

2023

2023年

2022

2022年

65%

39%

35%

61%

61%

7%

39%

93%

The average number of training hours completed per employee by gender and employment category are as follows:

Average Number of Training Hours (hours) 平均培訓時數(小時)

Overall

By Gender

Male

Female

By Employment Category

Management

General Staff

總時數

按性別劃分

男性

女性

按僱員類型劃分

管理層

一般僱員

2023

2023年

2.79

2022

2022年

1.39

4.14

1.48

0.97

0.72

4.43

7.50

0.91

0.55

於報告期間，本集團整體受訓率為111%，提供209個小時的培訓，每位受訓僱員平均接受約2.79個小時的培訓。按性別及僱員類型劃分受訓僱員明細如下：

按性別及僱員類型劃分每名僱員完成的平均培訓時數如下：

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B4. Labour Standards

Prevention of Child and Forced Labour

The Group strictly adheres to all applicable laws and regulations, with no child or forced labour allowed in the workplace. In order to ensure that candidates have reached the legal working age, the Human Resources Department will verify their identity documents during the recruitment process.

In addition, the Employment Agreements and corresponding job descriptions specify the work time, place, tasks, and primary responsibilities to ensure that employees are not required to execute work that is not within their terms of reference. If employees need to work overtime, overtime is consensual and compensated according to relevant laws and regulations to prevent forced overtime.

The Group also prohibits any punishments, and behaviours involving verbal abuse, physical punishment, physical abuse, oppression, sexual harassment (including inappropriate language, postures and physical contact), etc., against employees for any reason. If any employee is discovered that has violated the Group's regulations, the Group will terminate the probationary period or the Employment Agreement immediately under Employee Handbook.

During the Reporting Period, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations that would have a significant impact on the Group. Such laws and regulations include but are not limited to the Employment Ordinance of Hong Kong, the Labour Law of the PRC, and the Provisions on the Prohibition of Using Child Labour of the PRC.

B4. 勞工標準

防止童工或強制勞工

本集團嚴格遵守所有適用法例法規，在工作場所禁止童工或強制勞工。為確保應聘者達到法定工作年齡，人力資源部門將於招聘過程中核實其身份證明文件。

此外，僱傭合約及相應的職位描述訂明了工作時間、地點、任務及確保僱員在其職責範圍內進行工作的首要職責。倘員工需要逾時工作，加班工作須經協商一致，並按相關法律法規作補償，以防止強制加班的情況發生。

本集團亦禁止以任何理由對員工進行辱罵、體罰、暴力、精神壓迫、性騷擾（包括不恰當語言、姿勢和身體的接觸）等懲罰性措施和行為。如發現任何員工違反本集團的規定，本集團將立即按員工手冊立即終止試用期或僱傭合約。

於報告期間，本集團並不知悉任何會對本集團產生重大影響的嚴重違反有關童工及強迫勞工法律法規之情況，包括但不限於《香港僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國禁止使用童工規定》。

B5. Supply Chain Management

Supplier Management

Supplier management is an indispensable part of robust operations. The Group looks forward to long-term cooperation with suppliers for sustainable and innovative development. It provides detailed provisions regarding supplier classification, inspection, management, rights and interests in the Subcontracting and Procurement Policy and Code of Ethics. During the Reporting Period, we coordinated with a total of 352 significant suppliers located in the PRC and Hong Kong.

The quality of the products and services provided by the suppliers and subcontractors is critical to providing superior quality service to the customers. A standardised procedure has been formulated for the selection process to maintain a responsible and reliable supply chain. As part of the supply chain quality assurance process, multiple dimensions are assessed for access, including service quality, response to concerns, qualifications, company profile etc. The most suitable one would be selected and recorded in the qualified list. Additionally, periodic evaluations would be conducted to ensure that suppliers and subcontractors meet our requirements. Besides this, a site environmental inspection is conducted as part of every project to ensure sustainability. Numerous factors must be checked by the designated personnel, including waste management, water conservation, noise management, energy conservation, chemical management, etc.

During fitting-out activities, suppliers and subcontractors are strictly monitored by the Group. If any breach of contract occurs, we may hire temporary staff or other approved suppliers, and subcontractors may be assigned to handle the project and assume responsibility so that our services run smoothly.

B5. 供應鏈管理

供應商管理

供應商管理為穩健經營必不可少的一部分。本集團期望與供應商就可持續創新發展展開長期合作。其在分包及採購政策以及道德準則中對供應商分類、檢查、管理、權利及權益進行了詳細規定。於報告期間，我們與位於中國及香港的重要供應商（合計352名）合作。

供應商及次承判商提供的產品及服務質量是為客戶提供優質服務的關鍵。為甄選過程制定了標準化程序，以維持負責任及可靠的供應鏈。作為供應鏈質量保證流程的一部分，我們多維度進行准入評估，包括服務質量、對所關注方面的回應、資質及公司資料等，將選擇最合適的供應商列入合資格清單中。此外，我們將進行定期評估以確保供應商及次承判商符合要求。除此之外，進行現場環境檢查作為各項目的一部分，以確保可持續性。本集團的指定人員將檢查多項環節，包括廢棄物管理、節水、噪音管理、節能及化學品管理等。

於裝修活動期間，供應商及次承判商由本集團嚴格監察，如有任何違約發生，我們可能僱用臨時員工或其他經核准的供應商，並可能指派次承判商處理項目並承擔責任，以便我們的服務順利進行。

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Green Procurement

The Group is engaged in sustainable development in its business model. Local sourcing is preferred by the Group to reduce the carbon footprint caused by the procurement process. As the majority of the suppliers and subcontractors are located in Hong Kong, it minimises the GHG emissions arising from materials delivery and travelling while supporting local economic development and creating employment opportunities for local communities. The Group places a high priority on environmentally friendly products and services during the procurement process. A preference is given to suppliers and subcontractors who choose products with less packaging, thus reducing unnecessary waste, and opt to use energy-efficient equipment, including LEDs, to reduce energy consumption.

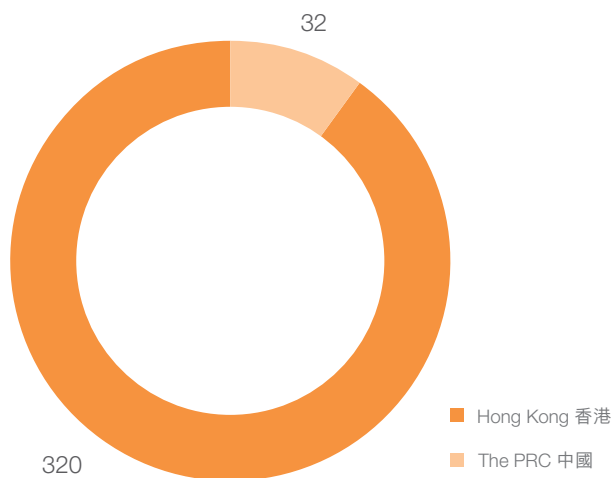
Apart from environmental concerns, the Group will monitor whether its suppliers and contractors comply with applicable health, safety, forced labour, and child labour laws, regulations, and standards. As part of the evaluation process, the Group will visit suppliers' operating sites to ensure they meet all aspects of standards. The Group aims to reduce environmental and social risks in its supply chain through the above practices.

綠色採購

本集團的業務模式融入可持續發展。本集團優先考慮本地採購，以減少採購過程中產生的碳足跡。由於大多數供應商及次承判商位於香港，這將最大限度地減少材料運輸和差旅產生的溫室氣體排放，同時亦能支持當地經濟發展及為本地社會創造就業機會。本集團於採購過程中非常重視環保產品及服務。優先考慮選擇包裝少的產品的供應商及次承判商，從而減少不必要的浪費，傾向於使用節能型設備（包括LED）以減少能源消耗。

除了環境問題外，本集團將監察其供應商及次承判商是否遵守適用的健康、安全、強制勞工及童工法例法規及標準。作為評估流程的一部分，本集團將參觀供應商的經營現場，以確保其滿足所有方面的標準。本集團旨在就供應鏈方面透過上述實踐減少環境及社會風險。

Geographical Distribution of Suppliers 供應商地域分佈



B6. Product Responsibility

Responsible business practices are critical to a healthy business. The Group believes quality products and customer service are essential for sustainable development. To this end, the Group has formulated a series of relevant policies and guidelines to improve the quality of its products and services continuously.

During the Reporting Period, the Group was not aware of any material non-compliance with any laws and regulations in relation to the quality of products and services provided that would have a significant impact on the Group. Such laws and regulations include but are not limited to the Personal Data (Privacy) Ordinance of Hong Kong, the Protection of Consumer Rights and Interests of the PRC, and the Advertising Law of the PRC.

Quality Services

Our core value is to provide and maintain high-quality services that satisfy our clients. For this purpose, we adhere to policies and procedures established in accordance with ISO9001:2015 Quality Management System standards and procedures. To ensure the overall quality of the fit-out work, a Project Quality Plan has been implemented in the whole work process, starting with materials purchase, document submission, sample submission, construction and installation, inspection and testing control, mock-up prior to installation, preparation for handover and quality record management.

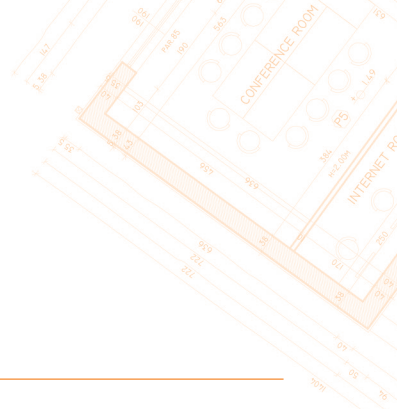
B6. 產品責任

負責任的業務實踐是健康業務的關鍵。本集團認為產品質量及客戶服務對可持續發展至關重要。為此，本集團已制定一系列相關政策及指引，以持續提升其產品及服務質素。

於報告期間，本集團並不知悉任何會對本集團產生重大影響的、重大違反有關所提供產品及服務質素的法例法規之情況，包括但不限於香港《個人資料（私隱）條例》、《中華人民共和國消費者權益保護法》及《中華人民共和國廣告法》。

優質服務

我們的核心價值為提供及保持高質量的服務，使客戶滿意。為此，我們堅持按照ISO9001:2015品質管理體系標準及流程制定政策及程序。為確保裝修工作的整體質量，我們在整個工作流程中實施了工程品質控制計劃，分別是材料採購、文件提交、樣本提交、建築及安裝、驗收及測試控制、安裝前模型、交接準備及品質記錄管理。



Certain Control Measures

部分控制措施

- | | |
|--|---|
| <p>Material Purchased
材料採購</p> | <ul style="list-style-type: none">• Upon the arrival of the materials, the site manager/site supervisor would conduct the materials inspection.
材料到達後，工地管理人員／工地主管將進行材料檢查。• Any materials found sub-standard or defective would be rejected and replaced with qualified materials.
任何不符合標準或有缺陷的材料將被拒收，並用合格的材料替換。 |
| <p>Document Submission
文件提交</p> | <ul style="list-style-type: none">• All changes and modifications on any forms of documents, including letters, drawings and technical literature, shall be identified, documented, reviewed and approved by the project manager before the implementation.
對任何格式的文件，包括信件、工程圖及技術文獻的所有變更及修改，均應在實施前由項目管理人員確定、記錄、審查及批准。 |
| <p>Construction and Installation
建築及安裝</p> | <ul style="list-style-type: none">• The installation procedures shall be in accordance with the approved Method Statement.
安裝程序應符合核准的方法說明。• The site supervisor would be responsible for ensuring the fitting-out workers follow the approved method statement during the installation.
工地主管將負責確保裝修工人在安裝過程中遵循核准的方法說明。 |
| <p>Inspection and Testing
驗收及測試</p> | <ul style="list-style-type: none">• Inspection and testing would be conducted before the handover of the completed work to the client. All the relevant records shall be reviewed for compliance with satisfactory results.
驗收及測試將在向客戶移交完成的工作之前進行。所有相關的記錄均應被審查，以確保符合規定並取得令人滿意的結果。• If there is any non-compliance or failed result, the subject parts are required to take corrective and preventive actions, and these items are to be re-inspected.
如有任何不符合要求或不合格的結果，須對受檢部件採取糾正及預防措施，並對該等項目進行重新檢查。 |

Aside from improving the quality of our projects, we place great emphasis on ensuring the safety of our workers and the project sites. The Labour Department has certified some Group's employees as Registered Safety Officers. Safety inspections are conducted on a weekly basis according to a checklist developed by the Group. Criteria for inspection include valid workers' permits, site safety rules, emergency plans, dust control, noise control, tripping hazards, and electrical equipment safety.

除提高項目質量外，我們非常注重確保工人及項目工地的安全。本集團部分僱員已獲得勞工處認證為註冊安全主任。每週均會根據本集團制定的清單進行安全檢查。檢查標準包括有效的工人許可證、工地安全規則、應急計劃、灰塵控制、噪音控制、絆倒危險及電氣設備安全。

Customer Service

As part of the Group's commitment to improving customer satisfaction, the Group is committed to enhancing its customer feedback mechanism and opening up customer feedback channels. Multiple channels are available to the public for sharing their opinions and complaints about products and services with the Group, including official websites, phone calls, the Group's hotline, and in-person meetings.

As the project is being executed, we communicate with customers regularly to ensure that their requirements are being met. Upon successful project completion, the customer will receive a maintenance guide which includes instructions on how to install appliances and an as-built drawing of the premises. The Group listens carefully to each feedback received during and after the service process. Customers have responded positively to customer satisfaction surveys during the Reporting Period.

Advertising and Labelling

A proper advertising campaign is crucial, as well as compliance with media advertising requirements. Online platforms are used by the Group to advertise its business activities. The Group has developed relevant policies and procedures to ensure that advertising information is accurate, complete, and does not contain false and misleading information, or false claims, to reduce the risk associated with advertising. To protect consumers from being harmed by advertisements, the Group must comply with laws and regulations pertaining to advertising.

客戶服務

作為本集團提高客戶滿意度承諾的一環，本集團致力於加強其客戶反饋機制，開闢客戶反饋渠道。公眾可以通過多種渠道與本集團分享彼等對產品及服務的意見及投訴，包括官方網站、電話、本集團的熱線電話及面談。

在項目執行過程中，我們定期與客戶溝通，以確保滿足彼等的要求。在項目成功完成的情況下，客戶將收到維護指南，其中載列如何安裝電器的說明及物業的竣工圖。在服務過程中及結束後，本集團都會認真傾聽收到的每一項反饋意見。於報告期間內，客戶對客戶滿意度調查作出積極的回應。

廣告及標籤

適當的廣告活動以及遵守媒體廣告要求至關重要。本集團利用網絡平台為其業務活動發佈廣告。本集團已制定出相關政策及流程，以確保廣告資料準確、完整，不包含虛假及誤導性信息或虛假聲明，以減少與廣告有關的風險。為使護消費者免遭廣告的傷害，本集團須遵守與廣告有關的法律法規。

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Privacy Protection

It is of great importance to the Group to protect its customers' rights and privacy and safeguard and protect their data. The Group has implemented high security and confidentiality standards to safeguard personal data privacy to ensure that all regulatory requirements for data privacy are met.

To ensure that computer systems are used exclusively for business purposes, the Group has established the General Information Technology Policy. Unless permitted or required by law, the Group will not disclose the collected personal data to any third parties without the personnel's prior consent. The Group also requires former employees to hand over information and documents such as customer information, projects, contents and progress of various tasks, and pending tasks to the responsible department. In addition, the Group will not disclose personal data to anyone for promotional purposes. Whenever sensitive information needs to be exchanged, a Non-Disclosure Agreement (NDA) is mandatory as part of the contract.

Protection of Intellectual Property Rights

Group employees are encouraged to innovate and comply with applicable laws and regulations regarding intellectual property protection in the places where they operate. The Group maintains and protects intellectual property rights and encourages its employees to keep up to date with the latest technological breakthroughs.

According to the General Information Technology Policy, employees are forbidden from disclosing confidential information to any third party, including but not limited to Group strategies, business interests, know-how, inventions, and intellectual property, whether during employment or after the termination of employment.

私隱保護

保護客戶的權利及私隱以及維護及保護彼等的數據對集團而言至關重要。本集團已實施高度安全及保密標準來保護個人數據私隱，以確保符合所有數據私隱的監管規定。

為確保電腦系統僅用於商業目的，本集團已制定出通用資訊科技政策。除非法律允許或要求，否則本集團不會在未經人員事先同意的情況下向任何第三方披露所收集的個人數據。本集團亦要求離職人員將客戶資料、項目、各種事項的內容及進度以及待辦事項等資料及文件移交負責部門。此外，本集團不會為宣傳目的而向任何人披露個人資料。每當需交換敏感資料時，須簽訂保密協議（NDA）作為合約一部分。

知識產權的保護

我們鼓勵集團員工進行創新，並遵守其營運所在地有關知識產權保護的適用法律法規。本集團維護及保護知識產權，並鼓勵員工跟上最新的技術突破的步伐。

根據通用資訊科技政策，無論在僱傭期間還是終止僱傭後，員工禁止向任何第三方披露機密資料，包括但不限於集團戰略、商業利益、專有技術、發明及知識產權。

B7. Anti-corruption

Corporate governance is integral to the growth and development of the Group. Towards the development of an ethical, open, and transparent corporate culture, the Group has formulated a Code of Ethics Policy and Anti-Corruption Policy to govern business practices and protect stakeholders' interests. The Company takes a zero-tolerance approach towards all forms of bribery and corruption. Moreover, the Group explicitly specifies that employees must be honest, loyal to their duties, and not abuse their official status to obtain improper benefits.

The Group has also established a transparent Whistle-blowing Policy to detect and deter misconduct, malpractice, or unethical acts. Employees who become aware of any actual or suspected violations of this Policy are required to report them under the reporting channels and procedures outlined in the Policy, which provides an avenue for employees and others dealing with the Group to express concerns about suspected impropriety, misconduct, or malpractice. They could raise their concerns to the Board by e-mail to whistleblower@sanbase.com.hk or mail to the Group's principal place of business in Hong Kong. The Chief Executive Officer or the Audit Committee will review the concern and complaint, make the appropriate investigation arrangement and report the findings to the Board. All reports under this Policy will be treated in a strictly confidential and fair manner by the Group. The identify of the employee or external party making the report and complaint will not be disclosed without such employee's or external party's consent, unless the Group is legally obliged to reveal such information. There will be no unfair dismissal or unjustified discipline of the whistleblower, and the whistleblower's other legal rights will be protected.

B7. 反貪污

企業管理乃本集團成長及發展不可或缺的一環。為發展合乎道德、開放及透明的企業文化，本集團已制定出道德準則政策及反貪污政策，以規範商業行為及保護利益相關者的利益。本公司對所有形式的賄賂及貪污採取零容忍的態度。此外，本集團明確規定，員工須誠實，忠於職守，且不得濫用其官方身份獲取不正當利益。

本集團亦已制定出公開的舉報政策，以查明及防止不當行為、瀆職行為或不道德行為。員工如果發現任何實際或涉嫌違反該政策的行為，須根據該政策中概述的舉報渠道及程序進行舉報，該政策為員工及與本集團打交道的其他人士提供舉報渠道表達對涉嫌不當行為、瀆職或舞弊行為關切的關注。他們可通過發送電子郵件至 whistleblower@sanbase.com.hk 或郵寄至本集團的香港主要營業地點向董事會提出他們的關切問題。行政總裁或審核委員會將審閱該關切問題及投訴，作出適當的調查安排，並向董事會報告調查結果。本集團將以嚴格保密及公平方式處理該政策下的所有舉報。在未得到僱員／外部人士的同意前，本公司將不會披露作出舉報及投訴的僱員／外部人士的身份，除非本公司因應法律規定而須披露相關資料。本集團不會對舉報人進行不公正的解僱或無理的懲戒，且舉報人的其他合法權利會得到保護。

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The Group's Whistle-blowing Policy is regularly reviewed by the Audit Committee to encourage staff and stakeholders to expose corruption and strengthen the effectiveness of anti-corruption control. Training and briefings on anti-corruption are provided to all employees and directors of the Board in a regular manner by the Group. Group directors were trained for 3 hours on the latest anti-corruption regulations during the Reporting Period, while employees were trained for 1 hour. The training materials highlight the importance of embedding integrity in the workplace, provide guidance on adhering to business ethics, and provide industry-specific examples to facilitate the understanding of anti-corruption by employees.

During the Reporting Period, there were no concluded legal cases regarding any forms of fraud raised by the Group or its employees. The Group was not aware of any material non-compliance with relevant laws and regulations of bribery, extortion, fraud and money laundering. Such laws and regulations include but are not limited to the Prevention of Bribery Ordinance of Hong Kong, the Anti-Money Laundering Law of the PRC, the Criminal Law of the PRC, and the Company Law of the PRC and the Anti-Unfair Competition Law of the PRC.

B8. Community Investment

The Group understands its responsibilities as a responsible corporate citizen in keeping a close eye on the needs of the community where it operates, and as such, gives back to the community through many channels, strives to enhance social harmony and sustainable development while taking on the role of corporate social responsibility. In another effort to help cultivate employees' sense of social responsibility, the Group has always encouraged employees to participate in social welfare activities during their working day and in their spare time to make a greater contribution to society as a whole. During the Reporting Period, the Group's total community investment amount was approximately HKD53,000.

本集團的舉報政策由審核委員會定期審閱，以鼓勵員工及利益相關者揭發貪污，加強反貪污控制的有效性。本集團定期向所有員工及董事會董事提供關於反貪污的培訓及簡報。於報告期間，本集團董事接受了3小時的最新反貪污法規培訓，僱員則接受了1小時培訓。培訓材料強調在工作場所樹立誠信的重要性，提供遵守商業道德的指南，並展示特定行業的例子，以促進僱員對反貪污的理解。

於報告期間，並無任何關於本集團或其僱員提出的任何形式的欺詐的結案法律案件。本集團並無發現任何嚴重違反有關賄賂、敲詐、欺詐及洗錢的法律及法規的情況。有關法律法規包括但不限於香港《防止賄賂條例》、《中華人民共和國反洗錢法》、《中華人民共和國刑法》、《中華人民共和國公司法》及《中華人民共和國反不正當競爭法》。

B8. 社區投資

本集團深知作為負責任企業公民密切關注營運所在社區的需求的責任，因此，在承擔企業社會責任的同時，通過多種渠道回饋社會，努力促進社會和諧及可持續發展。同時，為培養僱員的社會責任感，本集團一直鼓勵僱員在工作期間及業餘時間參加社會公益活動，為整個社會做出更大的貢獻。於報告期間，本集團的社區投資總額約為53,000港元。

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Public Donation

In order to support the charitable work carried out by Yan Chai Hospital and positively influence the community, the Group donated HK\$42,000 during the Reporting Period.

In October 2022, employees were encouraged to raise funds by participating in Dress Casual Day 2022, organised by The Community Chest. The Group donated HK\$6,000 to the Community Chest to support the provision of quality social services to help people in need.

Moreover, the Group has donated HK\$5,000 to the Hong Kong Cancer Fund to support those affected by cancer.

Global Environmental Movement

It is an annual event organised by the World Wide Fund for Nature (WWF) that aims to raise public awareness of environmental protection and reduce energy consumption. To support this initiative, the Group switched off the lights in its offices on March 25, 2023, and pledged to encourage employees to contribute to a sustainable future.

公益捐贈

於報告期間，為支持仁濟醫院開展的慈善工作，並對社會產生積極影響，本集團捐款42,000港元。

於2022年10月，本集團鼓勵僱員參加由公益金組織的着裝便服日活動，以籌集資金。本集團向公益金捐款6,000港元，以支持提供優質社會服務，幫助有需要的人。

此外，本集團亦向香港癌症基金捐款5,000港元，以支持受癌症影響的人。

全球環境行動

此乃由世界自然基金會(WWF)舉辦的年度活動，旨在提高公眾環境保護及減少能源消耗意識。為支持這項倡議，本集團於2023年3月25日關閉其辦公室電燈，並承諾鼓勵僱員為可持續發展的未來作出貢獻。

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THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

香港聯合交易所有限公司環境、社會及管治報告指引索引

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	描述	章節／聲明
Aspect A1: Emissions		
層面 A1：排放物		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
一般披露	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等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	排放
KPI A1.1	The types of emissions and respective emissions data.	Emissions – Air Emissions
關鍵績效指標 A1.1	排放物種類及相關排放數據。	排放—廢氣排放
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity	Emissions – GHG Emissions
關鍵績效指標 A1.2	直接（範圍1）及能源間接（範圍2）溫室氣體排放量（以噸計算）及（如適用）密度。	排放—溫室氣體排放
KPI A1.3	Total hazardous waste produced (in tonnes) and intensity	Emissions – Waste Management
關鍵績效指標 A1.3	所產生有害廢棄物總量（以噸計算）及密度	排放—廢棄物管理
KPI A1.4	Total non-hazardous waste produced (in tonnes) and intensity.	Emissions – Waste Management
關鍵績效指標 A1.4	所產生無害廢棄物總量（以噸計算）及密度。	排放—廢棄物管理
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Emissions
關鍵績效指標 A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	排放
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	Emissions – Waste Management
關鍵績效指標 A1.6	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	排放—廢棄物管理

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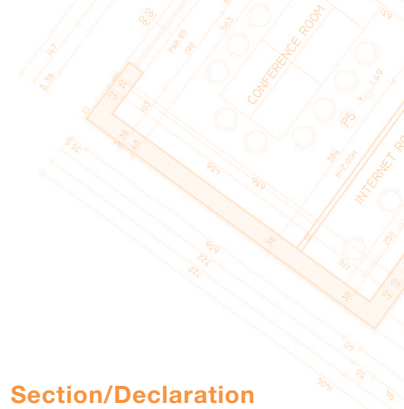
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Aspect A2: Use of Resources		
層面 A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源（包括能源、水及其他原材料）的政策。	Use of Resources 資源使用
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及／或間接能源總耗量及密度。	Use of Resources – Energy Management 資源使用—能源管理
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity 總耗水量及密度。	Use of Resources – Water Management 資源使用—用水管理
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources – Energy Management 資源使用—能源管理
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Use of Resources – Water Management 資源使用—用水管理
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and with reference to per unit produced 製成品所用包裝材料的總量（以噸計算）及每生產單位佔量。	Use of Resources – Use of Packaging Materials 資源使用—包裝材料使用
Aspect A3: The Environment and Natural Resources		
層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Indoor Air Quality Control, Noise Control 環境及天然資源—室內空氣質量控制、噪音控制

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Aspect A4 : Climate Change

層面 A4 : 氣候變化

General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1 關鍵績效指標 A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change – Physical Risks, Transition Risks 氣候變化—物理風險、過渡風險

Aspect B1: Employment

層面 B1 : 僱傭

General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 僱傭
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Employment 僱傭
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employment 僱傭

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Aspect B2: Health and Safety

層面 B2：健康與安全

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	健康與安全
KPI B2.1	Number and rate of work-related fatalities.	Health and Safety
關鍵績效指標 B2.1	因工死亡人數及比率。	健康與安全
KPI B2.2	Lost days due to work injury.	Health and Safety
關鍵績效指標 B2.2	因工傷損失工作日數。	健康與安全
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety – Occupational Health and Safety, Construction Site Safety
關鍵績效指標 B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	健康與安全—職業健康與安全、建築工地安全

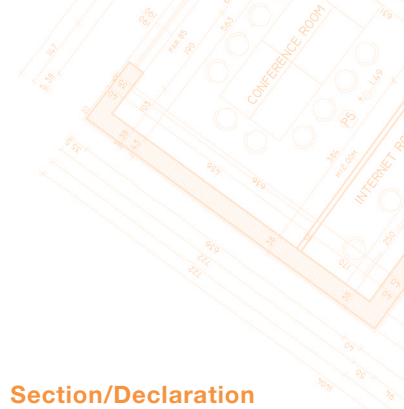
Aspect B3: Development and Training

層面 B3：發展及培訓

General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	發展及培訓
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
關鍵績效指標 B3.1	按性別及僱員類別（如高級管理層、中級管理層）劃分的受訓僱員百分比。	發展及培訓
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training
關鍵績效指標 B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	發展及培訓

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Aspect B4: Labour Standards

層面 B4：勞工標準

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards – Prevention of Child and Forced Labour
一般披露	有關防止童工及強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	勞工標準—防止童工及強制勞工
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards – Prevention of Child and Forced Labour
關鍵績效指標 B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	勞工標準—防止童工及強制勞工
KPI B4.1	Description of steps taken to eliminate such practices when discovered.	Labour Standards – Prevention of Child and Forced Labour
關鍵績效指標 B4.1	描述在發現違規情況時消除有關情況所採取的步驟。	勞工標準—防止童工及強制勞工

Aspect B5: Supply Chain Management

層面 B5：供應鏈管理

General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
一般披露	管理供應鏈的環境及社會風險政策。	供應鏈管理
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management
關鍵績效指標 B5.1	按地區劃分的供應商數目。	供應鏈管理
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply Chain Management – Supplier Management
關鍵績效指標 B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及有關慣例的執行及監察方法。	供應鏈管理—供應商管理
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management – Green Procurement
關鍵績效指標 B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	供應鏈管理—綠色採購

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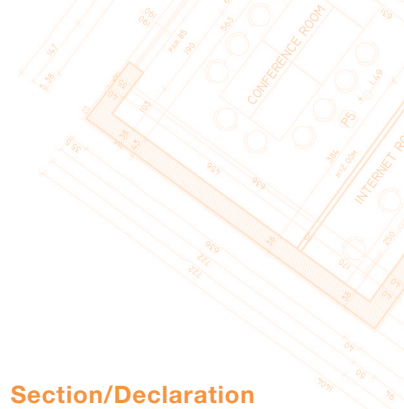
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KPI B5.4 關鍵績效指標 B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management – Green Procurement 供應鏈管理—綠色採購
Aspect B6: Product Responsibility		
層面 B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Product Responsibility 產品責任
KPI B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility 產品責任
KPI B6.2 關鍵績效指標 B6.2	Number of products and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility – Customer Service 產品責任—客戶服務
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility – Protection of Intellectual Property Rights 產品責任—保護知識產權
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Product Responsibility – Quality Service 產品責任—優質服務
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility – Privacy Protection 產品責任—私隱保護

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Aspect B7: Anti-corruption

層面B7：反貪污

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	反貪污
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases.	Anti-corruption
關鍵績效指標B7.1	於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	反貪污
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption
關鍵績效指標B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	反貪污
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption
關鍵績效指標B7.3	描述向董事及僱員提供的反貪污培訓。	反貪污

Aspect B8: Community Investment

層面B8：社區投資

General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
一般披露	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	社區投資
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment – Public Donation, Global Environmental Movement
關鍵績效指標B8.1	專注貢獻範疇（如教育、環境事宜、勞工需求、健康、文化、體育）。	社區投資—公益捐贈、全球環境行動
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment – Public Donation, Global Environmental Movement
關鍵績效指標B8.2	在專注範疇所動用資源（如金錢或時間）。	社區投資—公益捐贈、全球環境行動

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the Shareholders of Sanbase Corporation Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Sanbase Corporation Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 110 to 195, comprise:

- the consolidated statement of financial position as at 31 March 2023;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

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 2023, 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 (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

羅兵咸永道

致莊皇集團公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審核的內容

莊皇集團公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第110至195頁的綜合財務報表,包括:

- 於2023年3月31日的綜合財務狀況表;
- 截至該日止年度的綜合損益及其他全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策及其他解釋信息。

我們的意見

我們認為,該等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2023年3月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的適用披露規定妥為擬備。

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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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matters identified in our audit are summarised as follows:

- Valuation of financial assets at fair value through profit or loss
- Recognition of contract revenue
- Impairment assessment of contract assets and trade and retention receivables

意見的基礎

我們已根據香港會計師公會頒佈的《香港審核準則》（「《香港審核準則》」）進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

獨立性

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專業道德責任。

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對於本期的綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

在我們審核中確定的關鍵審核事項總結如下：

- 按公允值計量且其變動計入損益的金融資產的價值評估
- 確認合約收入
- 合約資產以及貿易及保固金應收款的減值評估

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Key Audit Matter

關鍵審核事項

Valuation of financial assets at fair value through profit or loss

按公允值計量且其變動計入損益的金融資產的估值

Refer to notes 2.9, 4.1(i) and 16 to the consolidated financial statements.

請參閱綜合財務報表附註2.9、附註4.1(i)及附註16。

The Group has an investment in an unlisted private fund with an underlying residential project (the “**Project**”) located in Cambodia (the “**Cambodia Fund**”). The Group accounted for this investment as a financial asset at fair value through profit or loss and it was classified under Level 3 in the fair value hierarchy.

貴集團投資於一個持有位於柬埔寨的潛在住宅項目（「**項目**」）的私募股權基金（「**柬埔寨基金**」）。貴集團以按公允值計量且其變動計入損益的金融資產入賬，該投資被納入公允價值層級第三層級。

The Project accounted for substantially all of the Cambodia Fund's net assets and was carried at fair value. Accordingly, the Cambodia Fund was stated at fair value with reference to its net asset value of approximately HKD14.7 million, representing 4.4% of the Group's total assets as at 31 March 2023.

項目佔柬埔寨基金淨資產的絕大部分並以公允價值入賬。因此，於2023年3月31日，柬埔寨基金列賬為參考其資產淨值的公允價值約14.7百萬港元，佔貴集團總資產4.4%。

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

Our audit procedures in relation to the valuation of financial assets at fair value through profit or loss included:

我們就有關按公允值計量且其變動計入損益的金融資產的估值的審核程序包括：

- Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the fair value estimation;
- 通過考慮估計不確定性的程度和其他牽涉到公允價值估計的固有風險，評估了重大錯報的固有風險；
- Interviewed the Cambodia Fund's administrator in relation to the status of the Project to corroborate with management's representation;
- 訪問了柬埔寨基金的行政管理有關項目的進度以證實管理層的聲明；
- Circulated confirmation to the Cambodia Fund's administrator for the Group's ownership and the net asset value of the Cambodia Fund as at 31 December 2022 and cross checked the relevant information with the Cambodia Fund's audited financial statements for the year ended 31 December 2022;
- 向柬埔寨基金的行政管理發行了確認，以確認貴集團在2022年12月31日的所有權及柬埔寨基金的資產淨值，以及和柬埔寨基金已審核截至2022年12月31日止年度的財務報表進行交叉核對；

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We focused on this area because the Cambodia Fund was valued based on a model with input/assumptions that are not observable by third parties. The valuation involved significant judgement and subjective assumptions.

我們關注此領域，乃由於柬埔寨基金的估值是基於第三方不可觀察的模型和輸入／假設。該投資價值涉及重大判斷及主觀假設。

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

- Reviewed procedures performed by management to assess the appropriateness of adopting the net asset value of the Cambodia Fund as a basis in determining its fair value;
- 審閱管理層實行的程序以評估以柬埔寨基金的資產淨值為基準確認其公允值的適當性；
- Obtained valuation report of the Project held by the Cambodia Fund as at 31 December 2022 performed by an independent third party valuer and evaluated the reasonableness and appropriateness of the valuation methodology and key assumptions adopted, with the assistance of internal valuation experts; and
- 取得由一名獨立的第三方估價師就柬埔寨基金持有的項目於2022年12月31日的估值報告及在內部估價專家的協助下評價估值方法及關鍵假設的合理性及恰當性；及
- Performed independent online research on key assumptions adopted in the aforementioned valuation including market information of Cambodia properties' market from 31 December 2022 up to 31 March 2023 to corroborate with management's assessment that there was no significant changes in key assumptions during the period.
- 進行關於上述估值所採用的關鍵假設的獨立網上研究，包括由2022年12月31日至2023年3月31日柬埔寨的物業市場資訊以證實管理層本期間關鍵假設沒有重大變化的評估。

Based on the above, we considered management's judgements and assumptions applied in the valuation of the Cambodia Fund were supportable by the evidence obtained and procedures performed.

基於上述，我們認為管理層在柬埔寨基金估值中應用的判斷和假設得到了已獲取的證據和執行的程序的支持。

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Recognition of contract revenue

確認合約收入

Refer to notes 2.19, 4.1(ii) and 5 to the consolidated financial statements.

請參閱綜合財務報表附註2.19、附註4.1(ii)及附註5。

The Group recorded contract revenue from the services of bare shell fit-out, restacking and reinstatement for the year ended 31 March 2023 of approximately HKD496.1 million.

截至2023年3月31日止年度，貴集團自毛坯房裝潢、重裝及還原服務錄得合約收入約496.1百萬港元。

Revenue from contracts for the above services is recognised over the period of the contract by measuring the progress towards complete satisfaction of the performance obligation on the basis of the actual costs incurred by the Group up to the year-end date as a percentage of total estimated costs for each contract.

上述服務合約收入於合約期內通過按貴集團截至年結日已產生之實際成本佔各合約估計總成本的百分比計算履約責任而確認完成之進度。

We focused on this area as significant management's judgement is involved to estimate the costs to complete individual service contract for projects in progress. The estimated costs to completion is used to determine the progress towards complete satisfaction of performance obligation of an individual service contract and to recognise relevant contract revenue accordingly.

我們關注此領域，乃由於估計完成個別進行中服務合約項目的成本涉及重大管理層判斷。估計完成成本用於釐定個別服務合約履約責任完成之進度並相應地確認相關合約收入。

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

Our audit procedures in relation to management's recognition of contract revenue included:

我們就有關管理層確認合約收入的審核程序包括：

- Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the costs to complete estimation;
- 通過考慮估計的不確定性程度和完成估計成本所涉及的其他固有風險因素的水平，評估了重大錯誤的固有風險；
- Selected the ongoing contracts on a sample basis and reviewed the terms and conditions of the contracts to understand the respective work nature and contractual relationship with the customers;
- 按抽樣基準選擇正在進行的合約並審閱合約的條款及條件，以了解其工作性質及與客戶的合約關係；
- Checked the correspondences with selected customers, including project acceptance documents or communication evidence to evaluate the reasonableness of management's estimates on the progress towards completion of a project;
- 檢查與選定客戶的通信，包括項目接納文件或通信證據，以評估管理層對項目完成進度估計的合理性；
- Assessed management's determination of the progress toward complete satisfaction of the projects through inquiry with project managers, inspection of project status summary and other correspondences with customers and performing site visits;
- 通過向項目經理查詢、檢查項目概況及與客戶進行其他通信並進行現場考察，以評估管理層對項目完成進度的決定；

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How our audit addressed the Key Audit Matter

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- Reviewed the latest project budgets and quotations from subcontractors in assessing management's determination of estimated total costs of projects;
- 審閱最新項目預算及次承判商的報價，以評估管理層對項目估計總成本的決定；
- Tested the total costs incurred up to the date of statement of financial position by checking, on a sample basis, subcontractors' invoices and/or quotations; and
- 按抽樣基準通過檢查次承判商的發票及／或報價，對截至財務狀況表日期產生的總成本進行測試；及
- Tested mathematical accuracy of the calculations of contract revenue and costs.
- 測試合約收入及成本計算的準確性。

Based on the above, we considered management's judgements and assumptions used to estimate total costs of projects and progress towards complete satisfaction as at year end date were supportable by the evidence obtained and procedures performed.

基於上述情況，我們認為管理層對估計項目總成本以及於年結日完成進度的情況所使用的判斷及假設均有證據及已進行的程序支持。

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Impairment assessment of contract assets and trade and retention receivables

合約資產以及貿易及保固金應收款的減值評估

Refer to notes 2.9(iv), 3.1(ii)(c), 4.1(iii), 18 and 19 to the consolidated financial statements.

請參閱綜合財務報表附註2.9(iv)、附註3.1(ii)(c)、附註4.1(iii)、附註18及附註19。

The Group had gross contract assets of approximately HKD106.1 million and gross trade and retention receivables of approximately HKD90.1 million as at 31 March 2023.

於2023年3月31日，貴集團的合約資產總額約為106.1百萬港元以及貿易及保固金應收款總額約為90.1百萬港元。

The loss allowances for these financial assets were determined based on assumptions about risk of default and expected loss rates. To measure expected credit losses, contract assets and trade and retention receivables had been grouped based on shared credit risk characteristics and the days past due. The contract assets related to unbilled work in progress had substantially the same risk characteristics as the trade and retention receivables for the same types of contracts.

該等金融資產的虧損撥備乃根據有關違約風險及預期虧損率之假設釐定。為計量預期信貸虧損，合約資產以及貿易及保固金應收款已根據共同信貸風險特徵及逾期天數分組。合約資產涉及未入賬在建工程，與相同類型合約的貿易及保固金應收款具有大致相同的風險特徵。

The expected loss rates were based on the payment profiles of sales and the corresponding historical credit losses experienced over a period of 24 months before 31 March 2023.

預期虧損率乃基於銷售付款情況及2023年3月31日前之24個月內經歷的相應過往信貸虧損。

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

Our audit procedures in relation to impairment assessment of contract assets and trade and retention receivables included:

我們就有關合約資產以及貿易及保固金應收款減值評估的審核程序包括：

- Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the loss allowance estimation such as subjectivity;
- 通過考慮估計的不確定性程度和損失準備估計涉及的其他固有風險因素的水平，如主觀性，評估重大錯誤的固有風險；
- Understood the key controls over management's assessment of expected credit loss for contract assets and trade and retention receivables including the evaluations of customers' credit profiles and their respective credit risk;
- 了解管理層就評估合約資產以及貿易及保固金應收款之預期信貸虧損（包括評估客戶的信貸資料及彼等的信貸風險）的關鍵控制措施；
- Checked, on a sample basis, the ageing profile of the trade and retention receivables as at 31 March 2023 to the underlying financial records;
- 按抽樣基準檢查於2023年3月31日有關財務記錄內的貿易及保固金應收款的賬齡情況；
- We tested, on a sample basis, the historical settlement of the customers by checking to the bank slips to assess the effectiveness of management's estimation process on historical loss rates; and
- 我們按抽樣基準測試檢查客戶的銀行單據的歷史結算情況，以評估管理層對歷史損失率的估計過程的有效性；及

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The historical loss rates were adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the contract assets and trade and retention receivables.

過往虧損率予以調整以反映影響客戶結算合約資產以及貿易及保固金應收款能力的有關宏觀經濟因素的當前及前瞻性資料。

Management then estimated the loss allowances of contract assets and trade and retention receivables based on the adjusted loss rates, the outstanding balances of contract assets and ageing profiles of trade and retention receivables as at 31 March 2023.

管理層進而根據於2023年3月31日的合約資產經調整虧損率及未償還結餘及貿易及保固金應收款的賬齡狀況對合約資產以及貿易及保固金應收款之虧損撥備進行估計。

We focused on the expected credit loss allowance for contract assets and trade and retention receivables due to the magnitude of their gross balance at the year end date and the estimation of relevant expected credit loss involves significant judgement and subjective assumptions.

由於合約資產以及貿易及保固金應收款在年結日的總餘額規模和相關預期信貸虧損的估計涉及重大判斷和主觀假設，我們重點關注其預期信貸虧損準備。

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

- Performed market research to obtain industry data and challenged management with supporting evidence to assess reasonableness of forward-looking information used by management in determining the adjusted loss rates.
- 進行市場調查以獲取行業數據以挑戰管理層，從而評估管理層於釐定經調整虧損率時所用前瞻性資料之合理性。

Based on the above, we considered management's judgements and assumptions applied in the impairment assessment of contract assets and trade and retention receivables were supportable by the evidence obtained and procedures performed.

基於上述情況，我們認為管理層對合約資產以及貿易及保固金應收款的減值評估所使用判斷和假設均有證據及已進行的程序支持。

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OTHER INFORMATION

The directors of the Company 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 AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company 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 Hong Kong 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 is responsible for overseeing the Group's financial reporting process.

本年報的其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，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信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審核，我們的責任乃閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審核過程中所了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，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司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》以及《公司條例》的適用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 貴集團清盤或停止經營，或別無其他實際的替代方案。

貴公司審核委員會須負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 judgment 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.

核數師就審核綜合財務報表承擔的責任

我們的目標，乃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，除此之外本報告別無其他目的。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，但不能保證按照《香港審核準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙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《香港審核準則》進行審核的過程中，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，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，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。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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 regarding, 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.

核數師就審核綜合財務報表承擔的責任 (續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，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。如果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。我們的結論乃基於核數師報告日止所取得的審核憑證。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交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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.

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 Lee Chung Bor.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 June 2023

核數師就審核綜合財務報表承擔的責任 (續)

我們還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專業道德要求，並與他們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，用以消除對獨立性產生威脅的行動或採取的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期間的綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果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。

出具本獨立核數師報告的審核項目合夥人是李松波。

羅兵咸永道會計師事務所
執業會計師

香港，2023年6月23日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

FOR THE YEAR ENDED 31 MARCH 2023
截至2023年3月31日止年度

		Note 附註	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Revenue	收入	5	517,599	413,122
Cost of sales	銷售成本	7	(484,167)	(390,385)
Gross profit	毛利		33,432	22,737
Other income	其他收入	6	1,714	49
Administrative expenses	行政開支	7	(28,708)	(30,332)
Fair value changes of financial asset at fair value through profit or loss	按公允值計入損益之 金融資產的公允值變動	16	2	1,353
Provision for impairment losses on financial assets	金融資產減值虧損之 撥備	3.1(ii)(c)	(548)	(602)
Impairment losses on intangible assets	無形資產減值虧損	15	(2,421)	—
Operating profit/(loss)	經營溢利／（虧損）		3,471	(6,795)
Finance income	財務收入		1,094	161
Finance costs	財務成本		(103)	(199)
Finance income/(costs) – net	財務收入／（成本）－淨額	8	991	(38)
Profit/(loss) before income tax	除所得稅前溢利／（虧損）		4,462	(6,833)
Income tax expense	所得稅開支	10	(1,547)	(413)
Profit/(loss) for the year	年內溢利／（虧損）		2,915	(7,246)
Other comprehensive income, net of income tax	其他全面收益，扣除所得稅			
<i>Item that may be subsequently reclassified to profit or loss:</i>	其後可能重新分類至 損益的項目：			
– Exchange differences arising on translation of foreign operation	– 換算海外業務產生的 匯兌差額		(359)	190
Total comprehensive income/(loss) for the year	年內全面收益／（虧損） 總額		2,556	(7,056)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

FOR THE YEAR ENDED 31 MARCH 2023
截至2023年3月31日止年度

		Note 附註	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Profit/(loss) for the year attributable to:	應佔年內溢利／（虧損）：			
Owners of the Company	本公司擁有人		1,040	(5,735)
Non-controlling interests	非控股權益		1,875	(1,511)
			<u>2,915</u>	<u>(7,246)</u>
Total comprehensive income/(loss) for the year attributable to:	應佔年內全面 收益／（虧損）總額：			
Owners of the Company	本公司擁有人		777	(5,626)
Non-controlling interests	非控股權益		1,779	(1,430)
			<u>2,556</u>	<u>(7,056)</u>
			HK Cents 港仙	HK Cents 港仙
Earnings/(loss) per share attributable to owners of the Company	本公司擁有人應佔 每股盈利／（虧損）			
Basic and diluted	基本及攤薄	11	<u>0.53</u>	<u>(2.90)</u>

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

上述綜合損益及其他全面收益應與隨附附註一併閱覽。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AS AT 31 MARCH 2023
於2023年3月31日

		Note 附註	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	790	1,707
Right-of-use assets	使用權資產	14	1,941	3,316
Intangible assets	無形資產	15	9,544	11,965
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	16	14,687	14,647
Deposits and prepayments	按金及預付款	20	404	338
Deferred tax assets	遞延所得稅資產	24	1,233	1,189
			28,599	33,162
Current assets	流動資產			
Trade and retention receivables	貿易及保固金應收款	18	88,250	44,673
Contract assets	合約資產	19	105,476	83,581
Deposits, other receivables and prepayments	按金、其他應收款及預付款	20	2,454	3,158
Income tax recoverable	可收回稅款		–	2,692
Cash and cash equivalents	現金及現金等價物	21	109,702	119,776
			305,882	253,880
Total assets	總資產		334,481	287,042
Equity	權益			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本	22(a)	1,553	1,553
Shares held under share award scheme	股份獎勵計劃下所持股份	22(b)	(2,998)	(2,998)
Share premium	股份溢價		57,632	57,632
Exchange reserve	匯兌儲備		115	378
Retained earnings	保留盈利		81,333	80,293
			137,635	136,858
Non-controlling interests	非控股權益		7,070	5,291
Total equity	總權益		144,705	142,149

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AS AT 31 MARCH 2023
於2023年3月31日

		Note 附註	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Liabilities	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	14	620	909
			620	909
Current liabilities	流動負債			
Trade payables	貿易應付款	23	181,830	124,151
Accruals and other payables	應計及其他應付款	23	3,361	2,172
Contract liabilities	合約負債	19	1,716	15,002
Lease liabilities	租賃負債	14	1,404	2,659
Income tax payables	應付所得稅		845	—
			189,156	143,984
Total liabilities	總負債		189,776	144,893
Total equity and liabilities	總權益及負債		334,481	287,042

The consolidated financial statements on pages 110 to 195 were approved and authorised for issue by the Board of Directors on 23 June 2023 and were signed on its behalf by:

第110至195頁的綜合財務報表已獲董事會於2023年6月23日批准及授權刊發及由以下董事代其簽署：

Wong Sai Chuen
王世存
Executive Director
執行董事

Hui Man Yee Maggie
許曼怡
Executive Director
執行董事

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況表應與隨附附註一併閱覽。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

FOR THE YEAR ENDED 31 MARCH 2023
截至2023年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Shares held under share award scheme (Note 22(b) and 27) 股份獎勵計劃下所持股份 (附註22(b)及27)	Exchange reserve	Retained earnings	Subtotal	Non-controlling interests	Total equity
		股本 HKD'000 千港元	股份溢價 HKD'000 千港元	股份獎勵計劃下所持股份 (附註22(b)及27) HKD'000 千港元	匯兌儲備 HKD'000 千港元	保留盈利 HKD'000 千港元	小計 HKD'000 千港元	非控股權益 HKD'000 千港元	總權益 HKD'000 千港元
At 1 April 2021	於2021年4月1日	1,553	57,632	(2,998)	269	86,028	142,484	6,721	149,205
Loss for the year	年內虧損	-	-	-	-	(5,735)	(5,735)	(1,511)	(7,246)
Other comprehensive income for the year:	年內其他全面收益：								
Exchange differences arising on translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	109	-	109	81	190
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	109	(5,735)	(5,626)	(1,430)	(7,056)
At 31 March 2022	於2022年3月31日	1,553	57,632	(2,998)	378	80,293	136,858	5,291	142,149
At 1 April 2022	於2022年4月1日	1,553	57,632	(2,998)	378	80,293	136,858	5,291	142,149
Profit for the year	年內溢利	-	-	-	-	1,040	1,040	1,875	2,915
Other comprehensive income for the year:	年內其他全面收益：								
Exchange differences arising on translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	(263)	-	(263)	(96)	(359)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	(263)	1,040	777	1,779	2,556
At 31 March 2023	於2023年3月31日	1,553	57,632	(2,998)	115	81,333	137,635	7,070	144,705

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes. 上述綜合權益變動表應與隨附附註一併閱覽。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 MARCH 2023
截至2023年3月31日止年度

		Note	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Cash flows from operating activities	經營活動之現金流量			
Cash (used in)/generated from operations	營運(所用)／產生之現金	31(a)	(9,460)	12,657
Interest received	已收利息		1,094	161
Income tax refund/(paid)	已退／(付)所得稅		1,886	(1,188)
Net cash (outflow)/inflow from operating activities	經營活動之淨現金(流出)／流入		(6,480)	11,630
Cash flows from investing activities	投資活動之現金流量			
Payments for purchase of property, plant and equipment	支付購置物業、廠房及設備		(173)	(1,095)
Net cash outflow from investing activities	投資活動之淨現金流出		(173)	(1,095)
Cash flows from financing activities	融資活動之現金流量			
Lease payments	租賃付款	31(b)	(2,889)	(3,319)
Net cash outflow from financing activities	融資活動之淨現金流出		(2,889)	(3,319)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)／增加淨額		(9,542)	7,216
Effects of exchange rate changes on cash and cash equivalents	匯率換算對現金及現金等價物之影響		(532)	72
Cash and cash equivalents at 1 April	於4月1日現金及現金等價物		119,776	112,488
Cash and cash equivalents at 31 March	於3月31日現金及現金等價物	21	109,702	119,776

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與隨附附註一併閱覽。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1. CORPORATE INFORMATION

Sanbase Corporation Limited was incorporated in the Cayman Islands on 24 March 2017 as an exempted company with limited liability under the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands. The principal place of business is 16/F, Loon Kee Building, 267-275 Des Voeux Road Central, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries are principally engaged in the provision of interior fit-out solutions in Hong Kong and the People's Republic of China (the "**PRC**"). The ultimate holding company of the Company is Madison Square International Investment Limited. The ultimate controlling party of the Group is Mr. Wong Sai Chuen ("**Mr. Wong**" or the "**Controlling Shareholder**").

The shares of the Company (the "**Shares**") have been listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 4 January 2018.

These consolidated financial statements are presented in Hong Kong dollar ("**HKD**"), unless otherwise stated. These consolidated financial statements have been approved for issue by the board of directors (the "**Board**") on 23 June 2023.

1. 公司資料

莊皇集團公司於2017年3月24日根據開曼群島法例第22章《公司法》(1961年第3號法律，經綜合及修訂)，於開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands。主要營業地點為香港德輔道中267-275號龍記大廈16樓。

本公司為一家投資控股公司。本公司及其附屬公司的主要業務為於香港及中華人民共和國(「中國」)提供室內裝潢解決方案。本公司的最終控股公司為世曼有限公司。本集團的最終控股方為王世存先生(「王先生」)或「**控股股東**」。

本公司的股份(「**股份**」)自2018年1月4日起於香港聯合交易所有限公司(「**聯交所**」)GEM上市。

除另有說明者外，該等綜合財務報表以港元列示。該等綜合財務報表已獲董事會(「**董事會**」)於2023年6月23日批准刊發。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting the Company and its subsidiaries.

2.1 Basis of preparation

(i) **Compliance with Hong Kong Financial Reporting Standards and Hong Kong Companies Ordinance**

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”) and disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”) Cap.622, laws of Hong Kong.

(ii) **Historical cost convention**

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value.

(iii) **Amended standards and accounting guideline adopted by the Group**

The Group has applied the following amended standards and accounting guideline for the first time for their financial statements period commencing 1 April 2022:

Amendments to Annual Improvements Project	Annual Improvements to HKFRSs 2018–2020
Amendments to HKFRS 3, HKAS 16 and HKAS 37	Narrow-scope Amendments
AG 5 (Revised)	Revised Accounting Guideline 5 Merger Accounting for Common Control Combinations

The amendments and accounting guideline listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2. 主要會計政策概要

本附註提供編製該等綜合財務報表時所採納的主要會計政策清單。除另有說明者外，該等政策於所有呈報年度貫徹一致應用。財務報表為本集團（由本公司及其附屬公司組成）編製。

2.1 編製基準

(i) **遵守香港財務報告準則及《香港公司條例》**

本公司綜合財務報表乃按照所有適用香港財務報告準則（「香港財務報告準則」）以及香港法例第622章《香港公司條例》（「《香港公司條例》」）的適用披露規定編製。

(ii) **歷史成本法**

綜合財務報表乃按照歷史成本法編製，惟若干按公允值計量之金融工具除外。

(iii) **本集團採用的經修訂準則和會計指引**

本集團首次在2022年4月1日開始的財務報表期間應用了以下經修訂的準則和會計指引：

年度改進項目（修訂本）	香港財務報告準則 2018年至2020年的年度改進
香港財務報告準則第3號、香港會計準則第16號及香港會計準則第37號（修訂本）	小範圍修訂
會計指引第5號（經修訂）	經修訂會計指引第5號共同控制合併的合併會計法

上述的修訂和會計指引對過往期間確認的金額並無任何影響，並預計不會對當前或未來期間產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(iv) New and amended standards and interpretations not yet adopted

The following new accounting standard, amendments and interpretation have been published but are not mandatory for 31 March 2023 reporting period and have not been early adopted by the Group.

2. 主要會計政策概要 (續)

2.1 編製基準 (續)

(iv) 尚未採納的新準則和修訂準則及詮釋

以下新會計準則、修訂及詮釋已頒佈，但並非強制採用於2023年3月31日報告期間，且尚未獲本集團提早採納。

		Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
Amendments to HKAS 1 and HKFRS Practice Statement 2 香港會計準則第1號及香港財務報告準則實務報告第2號 (修訂本)	Disclosure of Accounting Policies (amendments) 會計政策披露 (修訂本)	1 April 2023 2023年4月1日
Amendments to HKAS 8 香港會計準則第8號 (修訂本)	Definition of Accounting Estimates (amendments) 會計估計的定義 (修訂本)	1 April 2023 2023年4月1日
Amendments to HKAS 12 香港會計準則第12號 (修訂本)	Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (amendments) 與單項交易產生的資產和負債相關的遞延所得稅 (修訂本)	1 April 2023 2023年4月1日
Amendments to HKFRS 17 香港財務報告準則第17號 (修訂本)	Amendments to HKFRS 17 香港財務報告準則第17號 (修訂本)	1 April 2023 2023年4月1日
HKFRS 17 香港財務報告準則第17號	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information 初次應用香港財務報告準則第17號及香港財務報告準則第9號—比較資料	1 April 2023 2023年4月1日
HKFRS 17 香港財務報告準則第17號	Insurance Contracts (new standard) 保險合約 (新準則)	1 April 2023 2023年4月1日
HK Int 5 (Revised) 香港詮釋第5號 (經修訂)	Hong Kong Interpretation 5 (Revised) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (Revised)) 香港詮釋第5號 (經修訂) 財務報表之呈列—借貨人對包含按要求償還條文之定期貸款之分類 (香港詮釋第5號 (經修訂))	1 April 2024 2024年4月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(iv) New and amended standards and interpretations not yet adopted (Continued)

		Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
Amendments to HKAS 1 香港會計準則第1號 (修訂本)	Classification of Liabilities as Current or Non-current 流動或非流動負債分類	1 April 2024 2024年4月1日
Amendments to HKAS 1 香港會計準則第1號 (修訂本)	Non-current Liabilities with Covenants (amendments) 附帶契諾的非流動負債(修訂本)	1 April 2024 2024年4月1日
Amendments to HKFRS 16 香港會計準則第16號(修訂本)	Lease Liability in a Sale and Leaseback 售後租回的租賃負債	1 April 2024 2024年4月1日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營企業或合資企業之間的資產出售或 注資	To be determined 待釐定

The directors of the Company are of the opinion that the adoption of the above new standard and amendments to existing standards and interpretation would not have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions. The Group intends to adopt the above new standards and amendments to existing standards and interpretation when they become effective.

本公司董事認為，採納上述新準則及對現有準則的修訂及詮釋不會對本集團當前或未來報告期間以及可預見未來的交易產生重大影響。本集團擬於生效時採用上述新準則及對現有準則的修訂及詮釋。

2. 主要會計政策概要 (續)

2.1 編製基準 (續)

(iv) 尚未採納的新準則和修訂準則 (續)

Effective for
annual periods
beginning on
or after
於以下日期或之後
開始的年度期間生效

		Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
Amendments to HKAS 1 香港會計準則第1號 (修訂本)	Classification of Liabilities as Current or Non-current 流動或非流動負債分類	1 April 2024 2024年4月1日
Amendments to HKAS 1 香港會計準則第1號 (修訂本)	Non-current Liabilities with Covenants (amendments) 附帶契諾的非流動負債(修訂本)	1 April 2024 2024年4月1日
Amendments to HKFRS 16 香港會計準則第16號(修訂本)	Lease Liability in a Sale and Leaseback 售後租回的租賃負債	1 April 2024 2024年4月1日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營企業或合資企業之間的資產出售或 注資	To be determined 待釐定

The directors of the Company are of the opinion that the adoption of the above new standard and amendments to existing standards and interpretation would not have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions. The Group intends to adopt the above new standards and amendments to existing standards and interpretation when they become effective.

本公司董事認為，採納上述新準則及對現有準則的修訂及詮釋不會對本集團當前或未來報告期間以及可預見未來的交易產生重大影響。本集團擬於生效時採用上述新準則及對現有準則的修訂及詮釋。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Consolidation

Subsidiaries

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's policies.

2. 主要會計政策概要 (續)

2.2 綜合

附屬公司

附屬公司指本集團對其有控制權的所有實體(包括結構性實體)。當本集團乃由於參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。會計法收購法乃用作本集團收購附屬公司的入賬方法。收購附屬公司的轉讓代價為本集團所轉讓資產、所產生負債及所發行的股權的公允價值。所轉讓代價包括或有代價安排所產生的任何資產或負債的公允值。於業務合併時所收購可識別的資產以及所承擔的負債及或然負債，初步按收購日的公允價值計量。集團內公司間交易、結餘及交易的未變現收益均予以抵銷。除非該交易提供所轉移資產減值的證據，否則，未變現虧損亦予以對銷。附屬公司財務報表金額已經作出必要的調整以確保與本集團的會計政策保持一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing on the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statement exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

2. 主要會計政策概要 (續)

2.3 獨立財務報表

於附屬公司的投資按成本扣除減值列賬。成本包括直接應佔投資成本。附屬公司的業績乃由本公司按已收及應收股息基準入賬。

倘股息超出附屬公司宣派股息期間全面收益總額，或倘獨立財務報表中投資賬面值超出綜合財務報表所示被投資方資產淨值（包括商譽）的賬面值，則須於自該投資收取股息時，對該等附屬公司的投資進行減值測試。

2.4 分部報告

經營分部按與向主要經營決策者（「主要經營決策者」）提供之內部報告一致之方式呈報。主要經營決策者（被視為作出策略性決策的執行董事）負責分配資源及評估經營分部之表現。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 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 Company's functional currency is HKD and majority of the subsidiaries of the Group operate in Hong Kong and the PRC whereas their functional currency are HKD and Renminbi respectively. The consolidated financial statements are presented in HKD, which is the Company's and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss ("FVPL") recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

2. 主要會計政策概要 (續)

2.5 外幣換算

(i) 功能及呈列貨幣

本集團內各實體之財務報表中之項目乃按有關實體營運所在之主要經濟環境之貨幣(「功能貨幣」)計量。本公司的功能貨幣為港元，本集團的大部分附屬公司在香港及中國經營及其功能貨幣分別為港元及人民幣。該等綜合財務報表乃以港元呈列，港元乃本公司及本集團之呈列貨幣。

(ii) 交易及結餘

外幣交易乃按交易日或項目重新計量的估值日期以當日匯率換算為功能貨幣。該等交易結算及按年末匯率換算以外幣結算之貨幣性資產及負債按年終日之匯率換算所產生之匯兌盈虧於損益內確認。

按公允值計量並以外幣計值之非貨幣性項目採用釐定公允值當日之匯率換算。按公允值列賬之資產與負債之換算差額作為公允值盈虧的一部分呈報。例如，非貨幣性資產及負債(例如按公允值計量且其變動計入損益(「按公允值計量且其變動計入損益」)之股權)之換算差額在損益中確認為公允值盈虧的一部分，而非貨幣性資產(例如分類為按公允值計量且其變動計入其他全面收益之股權)之換算差額在其他全面收益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(iii) Group companies

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

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- (b) income and expenses for each income statements are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising from the translation of any net investment in foreign entities on consolidation are recognised in other comprehensive income.

2. 主要會計政策概要 (續)

2.5 外幣換算 (續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之集團全部實體(均無採用高通脹經濟體系的貨幣)之業績及財務狀況按以下方式換算為呈列貨幣:

- (a) 各財務狀況表所呈列之資產及負債乃按報告日期之收市匯率換算;
- (b) 各收益表之收益及開支乃按平均匯率換算(除非此平均數值並非該等交易日期當日匯率累計影響之合理約數,否則收益及開支將按交易日期之匯率換算);及
- (c) 所有因此而產生的貨幣換算差額於其他全面收益內確認。

因收購海外實體而產生之商譽及公允價值調整,視為該海外實體之資產及負債處理,並於結算日的匯率換算。於編製綜合賬目時,貨幣換算產生自換算任何海外實體投資淨額的差額於其他全面收益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Furniture and equipment	2-5 years
Leasehold improvement	4 years or over the lease term, whichever is shorter
Motor vehicles	4 years

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and recognised in profit or loss.

2. 主要會計政策概要 (續)

2.6 物業、廠房及設備

所有物業、廠房及設備乃按歷史成本減折舊及減值虧損列賬。歷史成本包括收購項目的直接應佔開支。

後續成本僅在本集團很可能獲得與該項目有關的未來經濟利益及該項目的成本能被可靠計量時，方可計入資產賬面值或確認為獨立資產（如適用）。替換部分的賬面值終止確認。所有其他維修及保養於其產生的財政期內計入損益表。

物業、廠房及設備以直線法計算折舊，按估計可使用年期將其成本分配至其剩餘價值：

傢俬及設備	2-5年
租賃裝修	4年或租賃期內，以較短者為準
汽車	4年

資產的剩餘價值及可使用年期於各報告期末進行審閱並調整（如適用）。倘資產的賬面值高於其估計可收回金額（附註2.8），則其賬面值即時撇減至可收回金額。

出售盈虧是按所得款項與賬面值之差額釐定，並於損益中確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Intangible assets

(i) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the CGU or group of CGUs level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU or the group of CGUs to which goodwill has been allocated is compared to the recoverable amount of the unit, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2. 主要會計政策概要 (續)

2.7 無形資產

(i) 商譽

商譽於收購附屬公司時產生，即所轉讓代價、於所收購方之任何非控股權益金額及任何先前於所收購方之權益於收購日期之公允值超出已收購可識別資產淨值之公允值之差額。

就減值測試而言，於業務合併所收購的商譽獲分配至預期可受惠於合併協同效應的各現金產生單位（「現金產生單位」）或現金產生單位組別。各獲分配商譽的單位或單位組別指就內部管理目的監察商譽的實體內部最低層面。商譽於現金產生單位或現金產生單位組合層次進行監察。

商譽的減值每年進行檢討，或當有事件或情況改變顯示可能出現減值時作更頻密檢討。商譽已分配至現金產生單位或現金產生單位組合，其賬面值與單位之可收回金額（使用價值與公允值減出售成本之較高者）作比較。任何減值即時確認為開支，且其後不會撥回。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Intangible assets (Continued)

(ii) Customer relationship and contracts

Customer relationship and contracts acquired as part of a business combination are capitalised at fair value separately from goodwill at acquisition date and are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the intangible assets over their estimated useful lives of one to three years.

(iii) Money lenders licence

Money lenders licence is stated at cost less any impairment losses. The cost of a money lenders licence acquired is the fair value at the date of acquisition. The money lenders licence will not be amortised until its useful life is determined to be finite, but subject to impairment testing annually.

(iv) Amortisation methods and periods

The Group amortises intangible assets with a limited useful life using the straight-line method over 1 to 3 years.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill or intangible assets, are not subject to amortisation and are tested annually for certain impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2. 主要會計政策概要 (續)

2.7 無形資產 (續)

(ii) 客戶關係及合約

於收購日客戶關係及合約為業務合併的一部份，並已按公允值資本化與商譽分開，按成本減累計攤銷及累計減值虧損列賬。攤銷以直線法將無形資產的成本按其估計可使用年期1至3年計算。

(iii) 放債人牌照

放債人牌照按成本扣除任何減值虧損列賬。收購放債人牌照的成本為收購日期的公允值。放債人牌照將不會攤銷，直至其可使用年期確定為有限，但須每年進行減值測試。

(iv) 攤銷方法和期限

本集團對使用壽命有限的無形資產，採用直線法在1至3年內進行攤銷。

2.8 非金融資產的減值

不確定使用年期的資產（如商譽或無形資產）毋須攤銷，並每年進行若干減值測試。當有事件或情況改變顯示賬面值可能無法收回時，須就攤銷的資產進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額為資產的公允值減銷售成本及使用價值兩者之中的較高者。就評估減值而言，本集團按可獨立識別的現金流量（現金產生單位）的最低水平劃分資產類別。除商譽外，出現減值的非金融資產將於各報告日期進行檢討，以釐定減值是否可予撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured at amortised cost.
- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2. 主要會計政策概要 (續)

2.9 投資及金融資產

(i) 分類

本集團按以下計量類別對其金融資產進行分類：

- 將按攤銷成本計量的金融資產。
- 其後將按公允值計量且其變動計入其他全面收益或損益的金融資產，及

分類取決於實體管理金融資產及現金流量合約條款的業務模式。

就按公允值計量的資產而言，其收益及虧損於損益或其他全面收益列賬。就並非持作買賣的權益工具投資而言，則取決於本集團是否於初次確認時行使不可撤銷選擇權，將權益投資按公允值計量且其變動計入其他全面收益（「按公允值計量且其變動計入其他全面收益」）。

本集團僅於管理該等資產的業務模式改變時方會對債務投資進行重新分類。

(ii) 確認及終止確認

金融資產的常規買賣於交易日（本集團承諾買賣資產當日）確認。當從金融資產收取現金流量的權利已到期或已轉讓，且本集團已將所有權的絕大部分風險及回報轉讓，即終止確認金融資產。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets (Continued)

(iii) Measurement

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classified its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss. Impairment losses are presented as separate line item in the consolidated statement of profit or loss and other comprehensive income.

2. 主要會計政策概要 (續)

2.9 投資及金融資產 (續)

(iii) 計量

初始確認時，本集團按金融資產之公允值加（倘並非按公允值計量且其變動計入損益的金融資產）收購金融資產之直接應佔交易成本計量。按公允值計量且其變動計入損益的金融資產之交易成本於損益內支銷。

在釐定嵌入衍生工具的金融資產的現金流量是否僅為支付本金及利息時，應以整體作考慮。

債務工具

債務工具的后續計量取決於本集團管理資產及資產現金流量特徵的業務模式。本集團將其債務工具分類為以下三種計量類別：

- **攤銷成本：**倘持作收取合約現金流量資產的現金流量僅為支付本金及利息，則按攤銷成本計量。來自該等金融資產的利息收入按實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於損益確認。減值虧損於綜合損益及其他收益表中作為單獨項目呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in profit or loss. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented as separate line item in the consolidated statement of profit or loss and other comprehensive income.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss.

2. 主要會計政策概要 (續)

2.9 投資及金融資產 (續)

(iii) 計量 (續)

債務工具 (續)

- 按公允價值計量且其變動計入其他全面收益：倘為收回合約現金流量及出售金融資產而持有之資產的現金流量僅為支付本金及利息，則該等資產按公允價值計量且其變動計入其他全面收益。賬面值變動計入其他全面收益，惟於損益確認之減值收益或虧損、利息收入及匯兌收益及虧損之確認除外。終止確認金融資產時，先前於其他全面收益確認之累計收益或虧損由權益重新分類至損益並於損益確認。該等金融資產的利息收入按實際利率法計入財務收入。匯兌收益及虧損於綜合收益及其他全面收益表中作為單獨項目列示。
- 按公允價值計量且其變動計入損益：未達按攤銷成本或按公允價值計量且其變動計入其他全面收益計量標準的資產乃按公允價值計量且其變動計入損益。後續按公允價值計量且其變動計入損益的債務投資所產生的盈虧於損益確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets (Continued)

(iii) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in profit or loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For contract assets and trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(ii)(c) for further details.

2. 主要會計政策概要 (續)

2.9 投資及金融資產 (續)

(iii) 計量 (續)

權益工具

本集團其後就所有權益投資按公允值計量。倘本集團管理層已選擇於其他全面收益中呈列權益投資的公允值收益及虧損，公允值收益及虧損於終止確認該投資後不會重新分類至損益。有關投資的股息於本集團收取付款的權利確立時繼續於損益確認。

按公允值計量且其變動計入損益的金融資產之公允值變動於損益內的其他收入及其他收益淨額中確認。按公允值計入其他全面收益計量的股本投資的減值虧損（及減值虧損撥回）不會與其他公允值變動分開列報。

(iv) 減值

本集團按前瞻性基準評估與按攤銷成本計量的債務工具有關的預期信貸虧損。所應用的減值方法視乎信貸風險有否大幅增長而定。就合約資產及貿易應收款項而言，本集團已應用香港財務報告準則第9號允許之簡化方法，該方法規定預期整個存續期之虧損自初始確認應收款項時確認，進一步詳情請見附註3.1(ii)(c)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.11 Trade, retention and other receivables

Trade and retention receivables are amounts due from customers for service performed in the ordinary course of business. If collection of trade, retention and other receivables is expected in the one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current.

Trade, retention and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade, retention and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

2. 主要會計政策概要 (續)

2.10 抵銷金融工具

當有法定可強制執行的權利抵銷已確認金額且擬按淨值基準結算或同時變現資產及結算負債時，金融資產及負債將予抵銷，有關淨額則於財務狀況表內列報。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時，這也必須具有約束力。

2.11 貿易、保固金及其他應收款項

貿易及保固金應收款為就於日常業務過程中提供服務而應收客戶的款項。倘貿易、保固金及其他應收款項預期於一年或以內（或倘時間較長，則在業務正常營運週期內）收回，則其將分類為流動資產，否則呈列為非流動。

貿易、保固金及其他應收款項初步按有關無條件代價金額確認，除非其包含重大融資部分，並按公允值確認。本集團為收取合約現金流量而持有貿易、保固金及其他應收款項，因此其後以實際利率法按攤銷成本計量。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Contract assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or provide services to the customer.

The combination of those rights and performance obligations gives rise to a net contract asset or a net contract liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the measure of the remaining conditional rights to consideration exceed the satisfied performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if consideration received (or an amount of consideration is due) from the customer exceeds the measure of the remaining unsatisfied performance obligations. In the consolidated statement of financial position, the contract assets mainly consist of unbilled work in progress and contract liabilities mainly consist of receipt in advance from customers.

Contract assets are assessed for impairment under the same approach adopted for impairment assessment of trade debtors. Contract liabilities are recognised as revenue when the Group transfers the goods or services to the customers and therefore satisfied its performance obligation.

The incremental costs of obtaining a contract with a customer are capitalised and presented as contract related assets, if the Group expects to recover those costs, and are subsequently amortised on a systematic basis that is consistent with the transfer to the customers of the goods or services to which the assets relate. The Group recognises an impairment loss in the profit or loss to the extent that carrying amount of the contract related assets recognised exceeds the remaining amounts of consideration that the Group expects to receive less the costs that relate directly to providing those goods or services that have not been recognised as expenses.

2. 主要會計政策概要 (續)

2.12 合約資產及合約負債

與客戶簽訂合約時，本集團獲得向客戶收取代價的權利，並承擔向客戶轉讓商品或提供服務的履約責任。

該等權利及履約責任的組合產生合約資產淨額或合約負債淨額，視乎餘下權利及履約責任之間的關係。合約乃一項資產，倘按有條件的權利計量剩餘對價超出履行履約義務則確認為合約資產。相反，合約乃一項負債，倘自客戶收到的對價（或應收對價的金額）超過計量剩餘未履約義務的確認為合約負債。於綜合狀況表中，合約資產乃包含未開具發票的在建工程及合約負債包含預收客戶款。

合約資產乃按與貿易應收賬款減值估計所採納的相同方法進行減值估計。合約負債於本集團將貨物或服務轉讓予客戶因而完成履約義務時確認為收入。

倘本集團預期可收回增量成本及其後按與轉讓貨物或服務予客戶一致的系統性基準攤銷遞增成本，獲取與客戶的合約所產生的遞增成本則作資本化且於與合約有關資產中呈報。因應已確認與合約有關資產賬面值超過本集團預期收取代價餘下金額減直接與提供該等貨物或服務但尚未確認為開支的成本，本集團於損益確認減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Pledged bank deposits are not included in cash and cash equivalents.

2.14 Share capital and shares held under share award scheme

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of the Company.

2.15 Trade and other payables

These amounts represent liabilities for services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within one year or less of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2. 主要會計政策概要 (續)

2.13 現金及現金等價物

現金及現金等價物包括手頭現金、原有到期期限為三個月或以內之銀行通知存款及其他短期高流動性投資。

現金及現金等價物並不包括已抵押存款。

2.14 股本及股份獎勵計劃下所持股份

普通股分類為權益。發行新股或購股權直接產生的增量成本於扣除稅項後在權益中作為所得款項的減項列示。

倘任何集團公司購入本公司之權益工具，例如由於進行股份回購或以股份支付計劃，則已付代價（包括任何直接應佔增量成本（扣除所得稅）從本公司擁有人應佔權益扣除，直至股份註銷或再發行為止。倘隨後再發行有關普通股，任何已收代價（扣除任何直接應佔增量交易成本及相關所得稅影響）計入本公司擁有人應佔權益。

2.15 貿易及其他應付款

該等款項指本集團於財政年度結束前就獲提供的服務未支付的負債。有關款項為無抵押及通常在確認後一年內或較短期間支付。貿易及其他應付款呈列為流動負債，除非付款並非於報告期後12個月內到期。貿易及其他應付款初始按公允值確認，隨後以實際利率法按攤銷成本計量。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

2. 主要會計政策概要 (續)

2.16 即期及遞延所得稅

本期間之所得稅開支或抵免乃就本期間應課稅收入按各司法權區之適用所得稅稅率應付稅項(就暫時差額及未動用稅損應佔之遞延所得稅資產及負債之變動而作出調整)。

即期所得稅

即期所得稅乃按本集團經營及產生應課稅收入於報告期末已頒佈或實質頒佈的稅法計算。管理層須就適用稅法詮釋相關情況從而定期評估報稅表狀況，並在適當情況下根據預期須向稅務機關支付的稅設定撥備。

遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其於財務報表的賬面值之間產生的暫差額悉數撥備。然而，倘遞延所得稅負債因初始確認商譽而產生，則不予確認。倘遞延所得稅資產因初始確認資產或負債於一項交易(業務合併除外)而產生，且交易時不會影響會計或應課稅損益，亦不予入賬。遞延所得稅乃按報告期末已頒佈或實質頒佈的稅率(及稅法)釐定，並預期在有關遞延所得稅資產變現或遞延所得稅負債清償時應用。

遞延所得稅資產僅在未來應課稅溢利將可用於動用該等暫時差額及虧損時予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Current and deferred income tax (Continued)

Deferred income tax (Continued)

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2. 主要會計政策概要 (續)

2.16 即期及遞延所得稅 (續)

遞延所得稅 (續)

倘本集團能控制撥回暫時差額的時間及該等差額可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間的暫時差額確認遞延所得稅負債及資產。

當有法定權利將即期稅項資產及負債抵銷，而遞延所得稅餘額與同一稅務機關相關時，則可將遞延所得稅資產及負債抵銷。當實體有法定權利抵銷或有意按淨額基準結算，或同時變現資產及結算負債。

即期及遞延所得稅於損益中確認，惟有關於其他全面收益或直接於權益中確認的項目除外。在此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

2. SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

2.17 Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

The Group operates the Mandatory Provident Fund Scheme (“**MPF Scheme**”) in Hong Kong which is generally funded through payments to insurance companies under defined contribution plan. It pays contributions to administered pension insurance plans on a mandatory, contractual or voluntary basis. Moreover, all the employees of the Group’s entities incorporated in the PRC participate in employee social security plans, including pension, medical, housing and other welfare benefits, organised and administered by the local governments. The Group has no further payment obligations once these contributions have been paid. The contributions are recognised as employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2. 主要會計政策概要 (續)

2.17 僱員福利

(i) 僱員應享假期

僱員應享年假在僱員享有時確認。已就截至報告日期因僱員提供服務而享有年假的估計責任作出撥備。

僱員應享病假及產假或陪產假於僱員休假時方予確認。

(ii) 退休金責任

本集團於香港設有強制性公積金計劃（「**強積金計劃**」），該計劃一般透過根據定額供款向保險公司付款而注資。本集團向管理退休保險計劃作出強制、合約或自願性質供款。此外，所有身為本集團於中國註冊成立實體之僱員，均已參與由地方政府組織及管理之僱員社會保障計劃，涵蓋退休金、醫療、房屋及其他社會福利。本集團一經繳付供款後再無進一步付款責任。供款於應付時確認為僱員福利開支，並可由歸屬前離開計劃的僱員所放棄的全數供款撇減。預付供款按照現金退款或扣減未來付款而確認為資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Employee benefits (Continued)

(iii) Provision for bonus plans

Bonus payments to employees are discretionary to management. Bonus payments are recognised in profit or loss in the period when the Group has formally announced the bonus payments to employees.

2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are not recognised for future operating losses. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset when the reimbursement is virtually certain.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2. 主要會計政策概要 (續)

2.17 僱員福利 (續)

(iii) 花紅計劃撥備

支付予僱員的花紅付款由管理層酌情決定。在本集團正式宣佈向僱員支付花紅後，花紅付款於期內在損益中確認。

2.18 撥備

倘本集團因過往事件而導致現時須承擔法律或推定責任，而履行有關責任時可能需資源外流，且有關金額能可靠估計，則確認撥備。撥備不會就未來經營虧損作出確認。倘本集團預期撥備將獲償付，則償付額於實際可確定將獲償付之時作為單獨資產確認。

倘有多項相若責任，則會整體考慮有關類別責任以確定就履行責任造成流出的可能性。即使就同一類別責任當中的任何一項責任造成流出的可能性不高，但仍會確認撥備。

撥備乃按償付該責任預期所需開支以稅前利率（應能反映當時對金錢的時間值及該責任特定風險的市場評估）計算的現值衡量。因時間的流逝而增加的撥備確認為利息開支。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition

(i) Revenue from contracts with customers

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of discounts and after eliminating sales with the group companies. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below.

Revenues are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

2. 主要會計政策概要 (續)

2.19 收入確認

(i) 客戶合約收入

收入按於本集團日常業務活動過程中銷售貨品及提供服務的已收代價或應收款項的公允值計量。收入乃經扣除折扣後及對銷集團公司的銷售額後列示。當收入的金額能夠可靠計量，未來經濟利益有可能流入有關實體，而本集團每項活動均符合具體條件時（如下文所述），本集團會確認收入。

收入乃於資產之控制權轉移至客戶時確認。視乎合約條款及應用至合約的法律，資產之控制權可經過一段時間或於某一時間點轉移。倘本集團在履約過程中滿足下列條件，資產之控制權乃經過一段時間轉移：

- 提供全部福利，而客戶亦同步收到並消耗有關福利；或
- 隨著本集團履約而創建並提升客戶所控制之資產；或
- 並無創建對本集團而言有替代用途之資產，而本集團具有可強制執行權利收回迄今已完成履約部份之款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(i) Revenue from contracts with customers (Continued)

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

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

(a) provision of bare shell fit-out, restacking and reinstatement services

Revenue from the provision of these services is recognised over time as the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced. Thus, the Group satisfies a performance obligation over time, by reference to the actual costs incurred as a percentage of the total estimated costs for each contract.

(b) rendering of churn works, design, maintenance and other services

Revenue from the provision of these services is recognised when the services were rendered.

2. 主要會計政策概要 (續)

2.19 收入確認 (續)

(i) 客戶合約收入 (續)

倘資產之控制權經過一段時間轉移，收入乃參考已圓滿完成履約責任之進度而在合約期間內確認。否則，收入於客戶獲得資產之控制權之時間點確認。

圓滿完成履約責任之進度乃根據本集團為完成履約責任所作出的努力或投入（參考截至報告期末所產生的合約成本佔每份合約估計總成本的百分比）而計量。

收入於就本集團活動滿足特定條件時確認，詳情概述如下：

(a) 提供毛坯房裝潢、重裝及還原服務

提供該等服務所得收入於本集團之履約創造或增強客戶在資產被創造或改良時就控制之資產或在建工程的情況下，隨時間確認。因此，本集團參考已產生的實際成本佔各合約估計成本總額的百分比，隨時間履行履約責任。

(b) 提供零碎工程、設計、保養及其他服務

提供該等服務所得收入於提供服務時確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(ii) Interest income

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

(iii) Dividend income

Dividends are recognised when the right to receive payment is established.

2.20 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

2. 主要會計政策概要 (續)

2.19 收入確認 (續)

(ii) 利息收入

利息收入採用實際利息法按時間比例基準確認入賬。倘應收款項出現減值時，本集團會將賬面值撇減至可收回款額，即估計的未來現金流量按該工具之原實際利率貼現值，並繼續將貼現計算並確認為利息收入。已減值應收款的利息收入利用原實際利率確認。

(iii) 股息收入

股息在收取款項的權利確定時確認。

2.20 租賃

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債。

租賃產生之資產及負債初步按現值進行計量。租賃負債包括以下租賃付款之淨現值：

- 固定付款（包括實質固定付款）減任何應收租賃優惠；
- 基於指數或利率的可變租賃付款，採用於開始日期的指數或利率初步計量；
- 剩餘價值擔保下之本集團預期應付款項；
- 採購權之行使價格（倘本集團合理地確定行使該選擇權）；及
- 終止租賃所支付之罰款（倘租賃期反映本集團行使該選擇權）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Leases (Continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date and restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of car park and offices are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.21 Dividend distribution

Dividend distribution to the Shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the final dividends are approved by the Company's shareholders and interim dividends are approved by the Company's Board.

2.22 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

2. 主要會計政策概要 (續)

2.20 租賃 (續)

租賃付款採用租賃所隱含的利率予以折現。倘無法釐定該利率，則使用承租人的新增借款利率，即承租人在類似條款及條件的類似經濟環境中借入獲得類似價值資產所需資金所必須支付的利率。

使用權資產按成本計量，包括租賃負債的初始計量金額，於開始日期或之前所作的任何租賃付款及修復成本。

使用權資產一般在資產的使用壽命與租賃期兩者孰短的期間內按直線法計提折舊。如本集團合理確定會行使購買權，則在相關的資產的使用壽命期間內對使用權資產計提折舊。

與停車場及辦公室的短期租賃相關的付款以直線法於損益中確認為開支。短期租賃指租期為十二個月或以下的租賃。

2.21 股息分派

向股東分派的股息於末期股息獲本公司股東批准期間及中期股息獲本公司董事會批准期間在本集團及本公司財務報表內確認為負債。

2.22 政府補助

當可以合理確定本集團將會收到政府補助並會遵守所有附帶條件時，則政府補助會按其公平值確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Government grants (Continued)

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

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, cash flow and fair value interest rate risk), 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.

Risk management is carried out under the policies approved by the Board. The Directors identifies and evaluates financial risks in close co-operations with its operating units. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investing of excess liquidity.

(i) Market risk

(a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States Dollar ("US\$"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, and net investments in foreign operations.

The foreign currency exchange exposure on financial asset at FVPL denominated in US\$ is considered to be minimal as HKD is currently pegged to US\$.

2. 主要會計政策概要 (續)

2.22 政府補助 (續)

有關成本的政府補助均會於符合擬彌償成本所需的期間遞延並在損益確認。

3. 財務風險管理

3.1 財務風險因素

本集團的活動使其面臨多項財務風險：市場風險（包括外匯風險、價格風險、現金流量及公允值利率風險）、信貸風險及流動性風險。本集團的整體風險管理計劃集中於金融市場的難預測性，並尋求盡量降低本集團財務表現所遭受的潜在不利影響。

風險管理按照董事會批准的政策執行。董事與經營單位緊密合作以確定和評估財務風險。董事會為整體風險管理訂定指引，亦為若干特定範疇提供政策，例如外匯風險、利率風險、信貸風險，以及投資剩餘的流動資金。

(i) 市場風險

(a) 外匯風險

本集團面臨因各種貨幣風險而產生的外匯風險，主要與美元（「美元」）有關。未來商業交易、已確認資產及負債以及於海外業務的淨投資均會產生外匯風險。

由於現時港元與美元掛鈎，故以美元列值的資產及負債的外匯風險被視為極低。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(i) Market risk (Continued)

(b) Price risk

The Group is exposed to price changes arising from debt investment classified as financial assets at FVPL. The Group maintains the debt investment for long-term strategic purposes.

As at 31 March 2023, if the fair value of the Group's financial assets at FVPL had been 10% higher/lower with all other variables held constant, profit for the year would have been approximately HKD1,470,000 higher/lower (2022: loss for the year would have been HKD1,460,000 lower/higher).

The Group's investment as at year end date is not publicly traded, management exercises its judgement to determine its fair value with reference to the net asset value provided by its administrators and discounted cash flow of its underlying residential project.

Management is of the opinion that the Group has minimal exposure to the price risk as at 31 March 2023 and 2022.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(i) 市場風險 (續)

(b) 價格風險

本集團因其按公允值計量且其變動計入損益的金融資產之債務投資面臨股價風險。本集團以長期戰略目的持有該債務投資。

於2023年3月31日，倘透過損益賬以公允值計量之債務證券之投資之公平值上升/下跌10%，而全部其他可變因素保持不變，則年內溢利將增加/減少約1,470,000港元（2022年：年內虧損會減少/增加1,460,000港元）。

本集團於年末持有之投資並未於市場公開交易，管理層參考其管理人提供的資產淨值和相關住宅項目的現金流量折現以自身判斷力估算該投資之公允值。

管理層認為本集團於2023年及2022年3月31日所面臨之股價風險極低。

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綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(i) Market risk (Continued)

(c) Cash flow and fair value interest rate risk

Other than deposits held in banks, the Group does not have significant interest-bearing assets, or liabilities. Fluctuation of market rates does not have a significant impact to the Group's performance.

(ii) Credit risk

Credit risk arises from cash and cash equivalents, contract assets, financial assets at FVPL, trade and retention receivables, deposits and other receivables. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

The Group has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

(a) Credit risk of cash and cash equivalents

The Group's cash and cash equivalents were mainly deposited with high quality financial institutions. Therefore, the directors do not expect any losses arising from non-performance by these counterparties.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(i) 市場風險 (續)

(c) 現金流量及公允值利率風險

除存放於銀行的存款以外，本集團並無重大計息資產或負債。市場利率的變動對本集團的表現無重大影響。

(ii) 信貸風險

信貸風險自現金及現金等價物、合約資產、按公允價值計入損益的金融資產、貿易及保固金應收款、按金及其他應收款項產生。本集團面臨的最高信貸風險為該等金融資產的賬面值。

本集團設有信貸政策，並會持續監察該等信貸風險。

(a) 現金及現金等價物之信貸風險

本集團的現金及現金等價物主要存放於優質金融機構內。因此，董事預期不會因該等對手方不履約而產生任何虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(b) Credit risk of deposits and other receivables

Deposits and other receivables were mainly rental and fit-out deposits, refundable deposits placed to subcontractors and suppliers and other miscellaneous receivables. The credit quality of deposits and other receivables has been assessed with reference to historical information about the counterparties default rates and financial position of the counterparties. Given the track record of transaction with and repayment from these counterparties in full, the Directors are of the opinion that the risk of default by these counterparties is not significant and does not expect any losses from non-performance by the counterparties. Therefore, expected credit loss rate of the deposits and other receivables is assessed to be immaterial and no provision was made as at 31 March 2023 and 2022.

(c) Credit risk of contract assets and trade and retention receivables

The Group's largest customer accounted for approximately 17% of revenue and the second largest customer accounted for 7% of revenue (2022: the largest customer accounted for approximately 11% of revenue and the second largest customer accounted for 7% of revenue).

The Group's largest customer and second largest customer accounted for approximately 42.7% and Nil of the Group's trade and retention receivables outstanding as at 31 March 2023 respectively (2022: 0.1% and Nil respectively).

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all contract assets and trade and retention receivables.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(b) 按金及其他應收款項的信貸風險

按金及其他應收款項主要為租賃及裝潢按金、應付次承判商及供應商的可退還按金以及其他應收雜項。按金及其他應收款項的信貸質素乃參考過往資料有關對手方違約率及對手方的財務狀況進行評估。鑒於該等對手方的交易及悉數償還之往績記錄，董事認為該等對手方之違約風險並不重大，並預期不會因對手方不履約而產生任何損失。因此，按金及其他應收款項的預期信貸虧損率並不重大，且於2023年及2022年3月31日並未作出撥備。

(c) 合約資產以及貿易及保固金應收款的信貸風險

本集團之最大客戶佔約17%收入，而第二大客戶佔7%收入（2022年：最大客戶佔約11%收入，而第二大客戶佔7%）。

於2023年3月31日，本集團之最大客戶和第二大客戶分別佔約42.7%和0%貿易及保固金應收款（2022年：分別佔0.1%和0%）。

本集團採用簡化方法提供香港財務報告準則第9號所規定的預期信貸虧損，允許對所有合約資產以及貿易及保固金應收款採用整個存續期預期信貸虧損撥備。

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors *(Continued)*

(ii) Credit risk *(Continued)*

(c) Credit risk of contract assets and trade and retention receivables *(Continued)*

To measure the expected credit losses, contract assets and trade and retention receivables have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 March 2023 and 2022 and the corresponding historical credit losses experienced within this period.

The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Impairment losses on contract assets and trade and retention receivables are presented as impairment losses on financial assets in the consolidated statement of profit or loss and other comprehensive income. Subsequent recoveries of amounts previously written off are credited against the same line item.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(c) 合約資產以及貿易及保固金應收款的信貸風險 (續)

為計量預期信貸虧損，合約資產以及貿易及保固金應收款已根據共有的信貸風險特徵及逾期天數分類。合約資產涉及未入賬在建工程，且與相同類型合約的貿易應收款項具有大致相同的風險特徵。因此，本集團認為，貿易應收款項的預期虧損率與合約資產虧損率合理地相若。

預期虧損率乃基於2023年及2022年3月31日之前24個月期間的銷售付款情況及本期間內所經歷的相應過往信貸虧損。

過往虧損率予以調整以反映影響客戶結算應收款項能力的有關宏觀經濟因素的當前及前瞻性資料。

合約資產以及貿易及保固金應收款的減值虧損於綜合損益及其他全面收益表中列作金融資產的減值虧損。先前已註銷金額的後續回收將記入同一行項目。

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3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(c) Credit risk of contract assets and trade and retention receivables (Continued)

The loss allowance as at 31 March 2023 and 2022 was determined as follows:

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(c) 合約資產以及貿易及保固金應收款的信貸風險 (續)

於2023年及2022年3月31日的虧損撥備釐定如下：

		Trade and retention receivables 貿易及保固金應收款項						
		Contract assets	Current	31-60 days past due 逾期	61-90 days past due 逾期	91-180 days past due 逾期	More than 180 days past due 逾期	Total
		合約資產	即期	31-60天	61-90天	91-180天	超過180天	合計
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 March 2023	2023年3月31日							
Residential Properties	住宅物業							
Gross carrying amount	總賬面值	-	-	-	-	-	-	-
Loss allowance	虧損撥備	-	-	-	-	-	-	-
Lifetime expected credit loss rate	存續期預期信貸虧損率	-	-	-	-	-	-	-
Commercial Properties	商用物業							
Gross carrying amount	總賬面值	106,145	55,533	18,561	103	6,765	9,134	90,096
Loss allowance	虧損撥備	669	356	151	1	274	1,064	1,846
Weighted average lifetime expected credit loss rate	存續期加權平均預期信貸虧損率	0.6%	0.6%	0.8%	1.0%	4.1%	11.6%	
31 March 2022	2022年3月31日							
Residential Properties	住宅物業							
Gross carrying amount	總賬面值	-	-	-	-	-	3,582	3,582
Loss allowance	虧損撥備	-	-	-	-	-	3,582	3,582
Lifetime expected credit loss rate	存續期預期信貸虧損率	-	-	-	-	-	100%	
Commercial Properties	商用物業							
Gross carrying amount	總賬面值	84,188	17,290	7,729	12,680	6,863	1,471	46,033
Loss allowance	虧損撥備	607	125	120	525	427	163	1,360
Weighted average lifetime expected credit loss rate	存續期加權平均預期信貸虧損率	0.7%	0.7%	1.6%	4.1%	6.2%	11.1%	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(c) Credit risk of contract assets and trade and retention receivables (Continued)

The movement of loss allowances for contract assets, trade and retention receivables as at 31 March 2023 and 2022 are as follows:

		Contract assets 合約資產 HKD'000 千港元	Trade and retention receivables 貿易及保固金 應收款項 HKD'000 千港元
Loss allowance as at 1 April 2021	於2021年4月1日的 虧損撥備	374	4,573
Increase in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備增加	<u>233</u>	<u>369</u>
Loss allowance as at 31 March 2022 and 1 April 2022	於2022年3月31日及 2022年4月1日的 虧損撥備	607	4,942
Increase in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備增加	62	486
Write off of impaired trade receivables	貿易應收款減值的註銷	<u>–</u>	<u>(3,582)</u>
Loss allowance as at 31 March 2023	於2023年3月31日的 虧損撥備	<u>669</u>	<u>1,846</u>

Trade and retention receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

(d) Financial assets at FVPL

The Group exposed to credit risk in relation to debt investments that are measured at FVPL.

As at 31 March 2023, the maximum exposure of the investment is the carrying amount of approximately HKD14,687,000 (2022: HKD14,647,000).

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(c) 合約資產以及貿易及保固金應收款的信貸風險 (續)

於2023年及2022年3月31日合約資產、貿易及保固金應收款的虧損撥備之變動如下：

		Contract assets 合約資產 HKD'000 千港元	Trade and retention receivables 貿易及保固金 應收款項 HKD'000 千港元
Loss allowance as at 1 April 2021	於2021年4月1日的 虧損撥備	374	4,573
Increase in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備增加	<u>233</u>	<u>369</u>
Loss allowance as at 31 March 2022 and 1 April 2022	於2022年3月31日及 2022年4月1日的 虧損撥備	607	4,942
Increase in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備增加	62	486
Write off of impaired trade receivables	貿易應收款減值的註銷	<u>–</u>	<u>(3,582)</u>
Loss allowance as at 31 March 2023	於2023年3月31日的 虧損撥備	<u>669</u>	<u>1,846</u>

貿易及保固金應收款項於並無合理預期可予收回時撇銷。並無合理預期可予收回之跡象包括(其中包括)債務人未能與本集團達成還款計劃。

(d) 按公允價值計入損益的金融資產

本集團承受與按公允價值計量且其變動計入當期損益的債務投資有關的信用風險。

截止2023年3月31日，投資的最大風險為賬面值約14,687,000港元(2022年：14,647,000港元)。

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3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(iii) Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are based on the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

		On demand or less than 1 year 按要求或 一年以下 HKD'000 千港元	From 1 year to 2 years 由一年 至兩年 HKD'000 千港元	From 2 years to 5 years 由兩年 至五年 HKD'000 千港元	Over 5 years 五年以上 HKD'000 千港元	Total contractual cash flows 合約現金流 總額 HKD'000 千港元	Carrying amounts 賬面值 HKD'000 千港元
At 31 March 2023	於2023年3月31日						
Trade payables (Note 23)	貿易應付款 (附註23)	181,830	-	-	-	181,830	181,830
Accruals and other payables	應計及其他應付款	2,941	-	-	-	2,941	2,941
Lease liabilities (Note 14)	租賃負債 (附註14)	1,460	597	35	-	2,092	2,024
At 31 March 2022	於2022年3月31日						
Trade payables (Note 23)	貿易應付款 (附註23)	124,151	-	-	-	124,151	124,151
Accruals and other payables	應計及其他應付款	1,735	-	-	-	1,735	1,735
Lease liabilities (Note 14)	租賃負債 (附註14)	2,749	836	96	-	3,681	3,568

As at 31 March 2023, the Group's net current asset is HKD116,726,000 (31 March 2022: HKD109,896,000).

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 流動性風險

流動性風險指實體難以履行以交付現金或另一金融資產的形式清償金融負債的相關責任的風險。

審慎的流動性風險管理指維持足夠的現金及現金等價物。

下表為將本集團的金融負債分類至相關到期組別後基於報告日期至合同到期日的剩餘期間作出的分析。下表披露的金額乃基於合約未貼現現金流量。由於貼現影響並不重大，故十二個月內到期的結餘等於其賬面值。

於2023年3月31日，本集團的流動資產淨值為116,726,000港元（2022年3月31日：109,896,000港元）。

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to Shareholders, return capital to Shareholders, issue new shares or sell assets to reduce debt.

The operating cash inflows of the Group are sufficient for investing activities including acquisition of new businesses.

The gearing ratio (calculated at total debt divided by total equity) of the Group as at 31 March 2023 was 1.4% (2022: 2.5%).

3.3 Fair value estimation

The following financial instruments carried at fair value are categories based on the level of inputs to valuation techniques within a fair value hierarchy. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2);
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3. 財務風險管理 (續)

3.2 資本管理

本集團的資本管理目標為保障其持續營運的能力，以為股東提供回報及為其他持份者提供利益以及維持最佳資本架構以減少資本成本。

為維持或調整資本架構，本集團可調整派付予股東的股息金額、向股東退還資本、發行新股或出售資產以減少債務。

本集團經營活動產生的現金流可足夠用於投資活動包括收購新業務。

本集團於2023年3月31日的資產負債比率（負債總額除以權益總額計算）為1.4%（2022年：2.5%）。

3.3 公允值估計

以下根據公允值計量的金融工具進行分類，乃根據在公允值層級中輸入估值技巧的級別釐定。不同層級的定義如下：

- 相同資產或負債在活躍市場的報價（未經調整）（第一層）；
- 除了第一層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接（即例如價格）或間接（即源自價格）（第二層）；
- 資產或負債並非依據可觀察市場數據的輸入（即非可觀察輸入）（第三層）。

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3. FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

The following table presents the Group's financial instruments that are measured at fair value at the end of the reporting period by level of the fair value measurement hierarchy.

	Level 1 第一層		Level 2 第二層		Level 3 第三層		Total 合計	
	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Unlisted debt investments (Note 16) 非上市債務投資 (附註16)	-	-	-	-	14,687	14,647	14,687	14,647

Disclosures of the financial assets that is measured at fair value is set out in Note 16 and are included in level 3 of the fair value hierarchy for the years ended 31 March 2023 and 2022.

There were no transfers of financial assets between level 1, level 2 and level 3 fair value hierarchy classifications for the year ended 31 March 2023 and 2022.

The fair value of financial assets and financial liabilities measured at amortised cost approximate their carrying amounts.

There are no other financial instruments that were measured at fair value as at 31 March 2023 and 2022.

There were no changes in valuation techniques for the year ended 31 March 2023 and 2022.

3. 財務風險管理 (續)

3.3 公允價值估計 (續)

下表按公允價值計量層級列示了本集團在報告期末以公允價值計量的金融工具。

有關公允價值計量的金融資產之披露載於附註16並於2023年及2022年3月31日均納入公允價值層級第三層級。

截至2023年及2022年3月31日止年度，第一層、第二層與第三層公允價值層級分類之間並無財務資產的轉撥。

按攤銷成本計量的金融資產和負債的公允價值乃與其賬面值相若。

於2023年及2022年3月31日，概無其他金融工具乃按公允價值計量。

截至2023年及2022年3月31日止年度，估值技巧概無變動。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements, apart from these involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(i) **Estimated valuation of a financial asset at fair value through profit or loss**

The Group holds a financial asset that is not traded or quoted in active markets. The Group uses its judgement to select the appropriate methods and make assumptions based on market conditions existing at the end of each reporting period to estimate the fair value of such financial instrument classified as level 3 in the fair value hierarchy. Valuation techniques include net asset values as provided by fund administrators and discounted cash flow approach which utilises inputs such as projected cash flow and discount rate of the underlying project/investment. Although best estimate is used in estimating fair values, there are inherent limitations in any valuation technique. Estimated fair values may differ from the values that would have been used if a readily available market existed.

4. 關鍵會計估計及判斷

估計及判斷會被持續評估，並基於過往經驗及其他因素（包括於有關情況下相信對未來事件的合理預期）。

4.1 關鍵會計估計及假設

本集團為未來作出估算及假設。所得之會計估計如其定義，很少與相關的實際結果相符。有關估計及假設將持續審閱。倘會計估計的修訂僅影響修訂估計的期間，修訂將僅於該期間確認，倘修訂同時影響現時及未來期間，則於修訂期間及未來期間確認。

除涉及估計（見下文）者外，以下關鍵判斷為董事在應用本集團會計政策過程中所作出並且對綜合財務報表內確認的金額構成最重要影響。

(i) **以公允價值計量且其變動計入損益的金融資產的估計價值**

本集團持有未在活躍市場交易或報價的金融資產。本集團根據每個期末報告所存在的市場情況，運用其判斷選擇適當的方法並做出假設，以估計在公允價值層次中分類為第三級的金融工具的公允價值。估值方法包括基金管理人提供的資產淨值和現金流折現法，該法利用相關項目／投資的預計現金流量和貼現率等輸入數據。儘管在估計公允價值時使用了最佳估計，但任何估值技術都存在固有的局限性。如果存在現成的市場，估計的公允價值可能會不同於已使用的價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions *(Continued)*

(ii) Construction contracts

The Group reviews and revises the estimates of contract revenue, contract costs and variation orders prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by major subcontractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimates may have an impact on the profit recognised in each year.

(iii) Impairment losses on financial assets

The provision for contract assets and trade receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the customers' past payment history, the Group's historical default rates, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of management's credit risk assessment are disclosed in Note 3.1(ii)(c).

4. 關鍵會計估計及判斷 (續)

4.1 關鍵會計估計及假設 (續)

(ii) 建築合約

本集團根據合約進度審閱及修訂就各建築合約估計合約收入、合約成本以及工程變更訂單。管理層根據主要次承判商、供應商或賣方不時提供的報價及管理層之經驗編製建築成本預算。為確保預算準確及最新，管理層通過將預算金額與實際產生金額進行比較，對合約預算進行定期審查。該等重大估計或會對於各年度的溢利產生影響。

(iii) 金融資產減值虧損

合約資產及貿易應收款之撥備乃根據有關違約風險及預期虧損率之假設釐定。本集團於作出該等假設及於選擇減值計算的輸入數據時，根據客戶過往的還款記錄、本集團之歷史違約率、現行市況及於各報告期末的前瞻性估計而作出判斷。管理層信貸風險評估之詳情於附註3.1(ii)(c)披露。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(iv) Estimations in goodwill impairment assessment

The Group tests annually whether goodwill has suffered any impairment. For the purposes of impairment reviews, the recoverable amount of goodwill is determined based on the higher of fair value less costs of disposal or value in use calculations. The recoverable amount calculations primarily use cash flow forecast based on financial budgets and forecasts covering a period of five years approved by management and estimated terminal value at the end of the forecast period.

There are a number of assumptions and estimates involved in the preparation of cash flow forecast for the period covered by the approved budgets. Key assumptions include the growth rates and discount rates to reflect the risks involved. Management prepares the financial budgets and forecasts reflecting actual and prior year performance and market development expectations. Judgement is required to determine key assumptions adopted in the cash flow forecast and changes to key assumptions could affect these cash flow forecast and therefore the results of the impairment reviews.

4. 關鍵會計估計及判斷 (續)

4.1 關鍵會計估計及假設 (續)

(iv) 商譽減值評估的估計

本集團每年均為商譽進行減值測試，為檢討減值，商譽的可收回金額按公平值減出售成本或使用價值計算法（以較高者為準）釐定。可收回金額計算法主要採用以管理層所批准涵蓋五年期的財務預算及預測為依據的現金流量預測以及預測期終的估計最終價值。

編製獲批准預算所涵蓋期間內的現金流量預測涉及多項假設與估計。主要的假設包括增長率及貼現率以反映所涉及風險。管理層編製反映實際與過往年度表現及市場發展預期的財務預算及預測。於現金流量預測中採用的主要假設須作出判斷才能確定，主要假設的變化可能影響此等現金流量預測，並因而影響減值檢討的結果。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION 5. 收入及分部資料

Bare shell fit-out	毛坯房裝潢
Restacking	重裝
Reinstatement	還原
Design	設計
Churn works	零碎工程
Maintenance and others	保養及其他

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
345,987	172,096
145,647	200,058
4,419	6,419
3,862	7,326
16,860	25,696
824	1,527
517,599	413,122

The Group's revenue mainly represents revenue from the provision of interior fit-out solutions for the years ended 31 March 2023 and 2022.

Revenue generated from bare shell fit-out, restacking and reinstatement services were recognised over time while revenue generated from churn works, design, maintenance and other services were recognised at a point in time for the years ended 31 March 2023 and 2022.

The executive directors have been identified as the chief operating decision makers ("CODM") of the Group who review the Group's internal reporting in order to assess performance and allocate resources. The Group focuses on provision of interior fit-out solutions in Hong Kong and the PRC for the year ended 31 March 2023 and 2022. Information reported to the CODM, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the directors regard the Group's business as a single operating segment and review consolidated financial statements accordingly. The Group primarily operates in Hong Kong and the PRC. Revenue generated from customers in the PRC is also related to the provision of interior fit-out solutions and the reported geographical segment information is presented below.

本集團截至2023年及2022年3月31日止年度的收入主要為提供室內裝潢解決方案所得的收入。

截至2023年及2022年3月31日止年度由毛坯房裝潢、重裝及還原服務而產生的收入乃隨時間而確認，而由零碎工程、設計、保養及其他服務而產生的收入乃根據某個時間點而確認。

執行董事已被確認為本集團的主要經營決策者（「主要經營決策者」），負責審閱本集團的內部報告，以評估表現及分配資源。截至2023年及2022年3月31日止年度，本集團專注於在香港及中國提供室內裝潢解決方案。由於董事將本集團的業務視為單一經營分部並相應審閱綜合財務報表，故就資源分配及表現評估而言，向主要經營決策者呈報的資料側重於本集團的整體經營業績。本集團主要於香港及中國經營業務。來自於中國客戶的收入亦與提供室內裝潢解決方案有關，及其呈報地理分部資料列示如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

Geographical information

The geographical location of customers is based on the location at which the service provided. The Group's operations and workforce are mainly located in Hong Kong and the PRC. The following table provides an analysis of the Group's revenue from external customers.

Hong Kong	香港
The PRC	中國

Information about major customers

Revenue from customers contributing over 10% of the Group's total revenue are set out below.

Customer A	客戶 A
Customer B	客戶 B

Note: The corresponding revenue did not contribute over 10% of the Group's total revenue.

5. 收入及分部資料 (續)

地理資料

客戶的地理位置乃基於提供服務的位置。本集團之經營及人力主要位於香港及中國。下表載列本集團來自外部客戶的收入分析。

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
503,021	389,377
14,578	23,745
517,599	413,122

主要客戶資料

來自佔本集團總收入超過10%的客戶的收入載列如下。

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
N/A (Note) 不適用 (附註)	46,107
85,680	N/A (Note) 不適用 (附註)

附註: 相應收入不超過本集團總收入之10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6. OTHER INCOME

Government subsidies 政府補貼

The amount represents government grant in respect of the Employment Support Scheme and the Distance Business Programme (2022: in respect of the Distance Business Programme) received from the Government of the Hong Kong Special Administrative Region. There are no unfulfilled conditions or other contingencies attaching to the grant. The Group did not benefit directly from any other forms of government assistance.

7. EXPENSES BY NATURE

The Group's profit for the years ended 31 March 2023 and 2022 are stated after charging the following cost of sales and administrative expenses:

Subcontracting charges	分包費用
Staff costs (Note 9)	員工成本 (附註9)
Cleaning expenses	清潔費用
Insurance expenses	保險開支
Short-term lease payments (Note 14)	短期租賃付款 (附註14)
Auditor's remuneration	核數師薪酬
– Audit service	– 審核服務
Depreciation on right-of-use assets (Note 14)	使用權資產之折舊 (附註14)
Depreciation on property, plant and equipment (Note 13)	物業、廠房及設備之折舊 (附註13)
Legal and professional fees	法律及專業費用
Other expenses	其他開支
Total cost of sales and administrative expenses	銷售成本及行政開支總額
Representing:	其中：
Cost of sales	銷售成本
Administrative expenses	行政開支

6. 其他收入

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
1,714	49

該款項為根據香港特別行政區政府推出的保就業計劃和遙距營商計劃 (2022年：關於遙距營商計劃) 所得的政府補貼。此補助並無未達成之條件或其他或有事項。本集團並無直接受益於任何其他形式的政府援助。

7. 按性質劃分的開支

本集團截至2023年及2022年3月31日止年度的溢利經扣除以下銷售成本及行政開支後，載列如下：

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
441,841	356,205
49,091	44,941
5,400	3,106
4,174	2,853
835	248
1,431	1,363
2,621	3,139
1,089	1,298
3,014	2,663
3,379	4,901
512,875	420,717
484,167	390,385
28,708	30,332
512,875	420,717

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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8. FINANCE INCOME/(COSTS) – NET

Interest income from bank deposits	銀行存款利息收入
Interest expense on lease liabilities (Note 14)	租賃負債之利息開支 (附註14)

8. 財務收入／（成本）－淨額

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
1,094	161
(103)	(199)
991	(38)

9. STAFF COSTS, INCLUDING DIRECTORS' EMOLUMENTS

Salaries, bonuses and allowances	薪金、花紅及津貼
Retirement benefits contributions	退休福利供款

9. 員工成本（包括董事酬金）

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
47,475	43,180
1,616	1,761
49,091	44,941

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four (2022: four) directors whose emoluments are reflected in Note 30(a). The emoluments paid and payable to the remaining one (2022: one) individual during the year are as follows:

五名最高薪酬人士

年內在本集團內薪酬最高之5名人士包括4名（2022年：4名）董事，其薪酬在附註30(a)中反映。年內已付餘下1名（2022年：1名）人士之薪酬如下：

Basic salaries and bonuses	基本薪金及花紅
Retirement benefits contributions	退休福利供款

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
2,153	1,361
18	18
2,171	1,379

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9. STAFF COSTS, INCLUDING DIRECTORS' EMOLUMENTS (Continued)

Five highest paid individuals (Continued)

The emoluments fell within the following bands:

Emolument bands	酬金範圍
HKD1,000,001 to HKD1,500,000	1,000,001港元至 1,500,000港元
HKD1,500,001 to HKD2,000,000	1,500,001港元至 2,000,000港元
HKD2,000,001 to HKD2,500,000	2,000,001港元至 2,500,000港元

9. 員工成本（包括董事酬金）（續）

五名最高薪酬人士（續）

有關酬金介於以下範圍：

Number of individual 人數	
2023 2023年	2022 2022年
—	1
—	—
1	—

10. INCOME TAX EXPENSE

Current income tax	即期所得稅
– Hong Kong profits tax	– 香港利得稅
– Under-provision for prior years	– 往年撥備不足
Deferred tax (Note 24)	遞延稅項（附註24）

10. 所得稅開支

2023 2023年 HKD'000 千港元		2022 2022年 HKD'000 千港元	
1,502		275	
149		370	
(104)		(232)	
1,547		413	

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Pursuant to the two-tiered profits tax rates regime, the first HKD2 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HKD2 million will be taxed at 16.5%. The assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

於2018年3月21日，香港立法會通過《2017年稅務（修訂）（第7號）條例草案》（「條例草案」），引入兩級利得稅稅率制度。條例草案於2018年3月28日簽署成為法律，並於翌日刊登憲報。根據兩級利得稅稅率制度，合資格集團實體的首2百萬港元應課稅溢利將按8.25%的稅率徵稅，而超過2百萬港元的應課稅溢利則按16.5%的稅率徵稅。不符合兩級利得稅稅率制度資格的集團實體之應課稅溢利將繼續沿用16.5%的統一稅率徵稅。

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10. INCOME TAX EXPENSE (Continued)

Accordingly, the Hong Kong profits tax of Sanbase Interior Contracting Limited is calculated at 8.25% (2022: 8.25%) on the first HKD2 million (2022: HKD2 million) of the estimated assessable profits and at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits above HKD2 million (2022: HKD2 million) for the year.

Under the Law of the PRC on enterprise income tax (“EIT”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% (2022: 25%).

No provision for income tax in other jurisdictions has been made as the Group had no assessable profit in other jurisdictions during the year.

The taxation on the Group’s profit/(loss) before income tax differs from the theoretical amount that would arise using the tax rates applicable to the respective companies of the Group as follows:

10. 所得稅開支 (續)

故此，本年度誠和樂有限公司之香港利得稅乃按估計應課稅溢利的首2百萬港元（2022年：2百萬港元）以8.25%（2022年：8.25%）的稅率計算，超過2百萬港元（2022年：2百萬港元）的估計應課稅溢利按16.5%（2022年：16.5%）的稅率計算。

根據中國企業所得稅（「企業所得稅」）法及企業所得稅法實施條例，中國附屬公司之稅率為25%（2022年：25%）。

本集團於年內在其他司法權區並無取得應課稅溢利，故無就其他司法權區的所得稅作出撥備。

本集團就除稅前溢利／（虧損）的稅項，與本集團各公司採用的適用稅率計算的理論稅額有所不同，截列如下：

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Profit/(loss) before income tax	除稅前溢利／（虧損）	4,462	(6,833)
Tax calculated at Hong Kong statutory tax rate	按香港的法定稅率計算的稅項	571	(1,295)
Different taxation rate in other country	其他國家不同稅率	65	(202)
Expenses not deductible for tax purposes	不可扣稅開支	492	-
Income not subject to income tax	無須課稅的收入	(315)	(15)
Recognition of other temporary difference	確認其他暫時性差異	(122)	(136)
Tax loss not recognised	未確認稅務虧損	719	1,701
Tax concession	稅務寬減	(12)	(10)
Under-provision in prior years	往年撥備不足	149	370
Income tax expense	所得稅開支	1,547	413

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11. EARNINGS/(LOSS) PER SHARE

(a) Basic

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issue less the total number of shares held under share award scheme during the years ended 31 March 2023 and 2022.

Profit/(loss) attributable to owners of the Company (HKD'000)	本公司擁有人應佔溢利／(虧損) (千港元)
Weighted average number of ordinary shares in issue less shares held under share award scheme (in thousand)	已發行普通股的加權平均數減股份獎勵計劃下所持股份(千股)
Basic earnings/(loss) per ordinary share (HK cents)	每股普通股基本盈利／(虧損) (港仙)

(b) Diluted

There were no outstanding share options as at 31 March 2023 and 2022 and have no potential dilutive ordinary share in issue. Accordingly, diluted earnings per share is equal to basic earnings per share.

12. DIVIDEND

The Board did not recommend the payment of a final dividend for the years ended 31 March 2023 and 2022.

11. 每股盈利／(虧損)

(a) 基本

每股基本盈利／(虧損)乃按截至2023年及2022年3月31日止年度本公司擁有人應佔溢利／(虧損)除以已發行普通股的加權平均數減股份獎勵計劃下所持股份總數計算。

2023 2023年	2022 2022年
1,040	(5,735)
197,944	197,944
0.53	(2.90)

(b) 攤薄

於2023年及2022年3月31日，概無尚未行使之購股權及並無已發行之潛在可攤薄普通股。因此，每股攤薄盈利與每股基本盈利相同。

12. 股息

董事會不建議就截至2023年及2022年3月31日止年度派付末期股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Furniture and equipment 傢俬及設備 HKD'000 千港元	Leasehold improvements 租賃裝修 HKD'000 千港元	Motor vehicles 車輛 HKD'000 千港元	Total 合計 HKD'000 千港元
Year ended 31 March 2022	截至2022年3月31日止年度				
Net book amount at 1 April 2021	於2021年4月1日的賬面淨值	1,249	434	227	1,910
Additions	添置	619	476	-	1,095
Depreciation charge (Note 7)	折舊費用(附註7)	(686)	(494)	(118)	(1,298)
Net book amount at 31 March 2022	於2022年3月31日的 賬面淨值	<u>1,182</u>	<u>416</u>	<u>109</u>	<u>1,707</u>
At 31 March 2022	於2022年3月31日				
Cost	成本	3,622	2,581	475	6,678
Accumulated depreciation	累計折舊	(2,440)	(2,165)	(366)	(4,971)
Net book amount	賬面淨值	<u>1,182</u>	<u>416</u>	<u>109</u>	<u>1,707</u>
Year ended 31 March 2023	截至2023年3月31日止年度				
Net book amount at 1 April 2022	於2022年4月1日的賬面淨值	1,182	416	109	1,707
Additions	添置	57	116	-	173
Depreciation charge (Note 7)	折舊費用(附註7)	(688)	(292)	(109)	(1,089)
Exchange translation difference	匯兌換算差額	(1)	-	-	(1)
Net book amount at 31 March 2023	於2023年3月31日的 賬面淨值	<u>550</u>	<u>240</u>	<u>-</u>	<u>790</u>
At 31 March 2023	於2023年3月31日				
Cost	成本	3,667	2,697	475	6,839
Accumulated depreciation	累計折舊	(3,117)	(2,457)	(475)	(6,049)
Net book amount	賬面淨值	<u>550</u>	<u>240</u>	<u>-</u>	<u>790</u>

Depreciation expenses of approximately HKD1,089,000 (2022: HKD1,298,000) have been charged to "administrative expenses" for the year ended 31 March 2023.

於截至2023年3月31日止年度，約1,089,000港元(2022年：1,298,000港元)的折舊開支已計入「行政開支」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. LEASE

This note provides information for leases where the Group is a lessee.

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of finance position shows the following amounts relating to leases:

Right-of-use assets	使用權資產
Office premises	辦公室物業
Warehouse	倉庫
Office equipment	辦公室設備
Lease liabilities	租賃負債
Current	即期部分
Non-current	非即期部分

Additions to the right-of-use assets during the year ended 31 March 2023 amounted to approximately HKD1,274,000 (2022: HKD1,818,000).

14. 租賃

本附註提供有關本集團為承租人的租賃的資料。

(i) 於綜合財務狀況表確認的金額

綜合財務狀況表顯示以下與租賃有關的金額：

2023	2022
2023年	2022年
HKD'000	HKD'000
千港元	千港元
1,500	2,854
172	61
269	401
1,941	3,316
1,404	2,659
620	909
2,024	3,568

截至2023年3月31日止年度添置的使用權資產約為1,274,000港元(2022年:1,818,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. LEASE (Continued)

(ii) Amounts recognised in the consolidated statement of profit or loss

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

Depreciation charge of right-of-use assets

Office premises
Warehouse
Office equipment

使用權資產之折舊費用

辦公室物業
倉庫
辦公室設備

Interest expense
(included in finance cost)

Expense relating to short-term leases (included in administrative expenses)

利息開支（包括財務成本內）

短期租賃之開支
（包括行政開支內）

Note
附註

7

8

7

2023
2023年
HKD'000
千港元

(2,393)
(96)
(132)

(2,621)

(103)

(835)

2022
2022年
HKD'000
千港元

(2,915)
(92)
(132)

(3,139)

(199)

(248)

The total cash outflow for leases for the year ended 31 March 2023 amounted to approximately HKD3,724,000 (2022: HKD3,567,000).

14. 租賃（續）

(ii) 於綜合損益表確認的金額

綜合損益表顯示以下與租賃有關的金額：

截至2023年3月31日止年度的租賃現金流出總額約為3,724,000港元（2022年：3,567,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. LEASE (Continued)

(iii) The Group's leasing activities and how these are accounted for

The Group leases various offices, warehouse and equipment. Lease contracts are typically made for fixed periods of one to five years, but some may have extension options as described in (iv) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

There were no variable lease payments for the leases entered into by the Group for the years ended 31 March 2023 and 2022.

Right-of-use assets and lease liabilities amounted to approximately HKD571,000 and approximately HKD581,000 (Note 31(b)) respectively were derecognised as a result of termination of leases during the year ended 31 March 2022 resulting in the recognition of a gain on termination of approximately HKD10,000 (Note 31(a)) in the profit or loss. None was recognised during the year ended 31 March 2023.

(iv) Extension and termination options

Extension and termination options are included in a number of property and warehouse leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The Group recognises right-of-use assets with extension and termination options that are exercisable only by the Group and not by the respective lessor only if the Group is highly likely to exercise the options.

14. 租賃 (續)

(iii) 本集團的租賃活動及其列賬方法

本集團租賃多個辦公室、倉庫及設備。租賃合約通常為1至5年的固定期限，惟部分擁有下文(iv)所述的延期選擇權。

租賃條款乃單獨協商達致，當中包含各種不同的條款及條件。

截至2023年及2022年3月31日止年度本集團概無簽訂可變租賃付款的租賃。

截至2022年3月31日止年度內，因租賃終止而終止確認的使用權資產和租賃負債的總額分別約為571,000港元及約為581,000港元(附註31(b))。所產生的終止租賃收益約為10,000港元(附註31(a))，並已在損益確認。截至2023年3月31日止年度內，均無確認。

(iv) 延期及終止選擇權

本集團的若干物業及倉庫租賃包含延期及終止選擇權。這些用於在管理集團運營中使用的資產方面盡量提升經營靈活性。僅當本集團極有可能行使期權時，本集團才確認具有延期和終止選擇權的使用權資產，這些選擇權只能由本集團而非各自的出租人行使。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15. INTANGIBLE ASSETS

15. 無形資產

		Goodwill 商譽 HKD'000 千港元	Customer relationship and contracts 客戶關係及合約 HKD'000 千港元	Money lenders licence 放債人牌照 HKD'000 千港元	Total 合計 HKD'000 千港元
Year ended 31 March 2022	截至2022年3月31日止年度				
Net book amount at 1 April 2021 and 31 March 2022	於2021年4月1日及2022年3月31日的賬面淨值	9,544	-	2,421	11,965
At 31 March 2022	於2022年3月31日				
Cost	成本	9,544	2,870	2,421	14,835
Accumulated amortisation	累計攤銷	-	(2,870)	-	(2,870)
Net book amount	賬面淨值	9,544	-	2,421	11,965
Year ended 31 March 2023	截至2023年3月31日止年度				
Net book amount at 1 April 2022	於2022年4月1日的賬面淨值	9,544	-	2,421	11,965
Impairment losses	減值虧損	-	-	(2,421)	(2,421)
Net book amount at 31 March 2023	於2023年3月31日的賬面淨值	9,544	-	-	9,544
At 31 March 2023	於2023年3月31日				
Cost	成本	9,544	2,870	2,421	14,835
Impairment losses	減值虧損	-	-	(2,421)	(2,421)
Accumulated amortisation	累計攤銷	-	(2,870)	-	(2,870)
Net book amount	賬面淨值	9,544	-	-	9,544

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15. INTANGIBLE ASSETS (Continued)

Notes:

(i) Impairment assessment for goodwill

The Group's goodwill of approximately HKD6,470,000 (2022: HKD6,470,000) and approximately HKD3,074,000 (2022: HKD3,074,000) were arisen from the acquisitions of Core Group Holding Limited ("Core Group") and Siwu Architectural (Guangzhou) Limited ("GZ Siwu") in the prior years. The directors consider Core Group and GZ Siwu as two separate cash generating units ("CGUs") and allocates goodwill resulting from the said acquisitions accordingly.

Management reviews annually whether the carrying amount of a CGU is higher than the recoverable amount which results in impairment of goodwill. The recoverable amount of a CGU is determined based on value in use ("VIU") calculation. The calculation uses pre-tax cash flow projections based on financial budget approved by the directors covering a five-year period. Key assumptions used in the calculation includes pre-tax discount rates ranging from 19% to 22% (2022: 19% to 22%), revenue growth rates ranging from 8.0% to 8.5% (2022: 3% to 5%) and gross profit margin excluding staff costs ranging from 17% to 35% (2022: 15% to 22%) for the five-year forecast period. Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 3% (2022: 3%).

Management determined the revenue growth rate and the gross profit margin based on past performance of the CGUs and their expectations for the market development. The discount rates applied by the Group are rates that reflect current market assessment of the time value of money and risk specific to each CGU.

As a result of the impairment review, the recoverable amounts of the CGU in which goodwill has been allocated are higher than their carrying amounts as at 31 March 2023 and 2022. As a result, no impairment loss was charged during the years ended 31 March 2023 and 2022.

Since the carrying amounts of the Group's CGUs are not sensitive to the changes in assumption, no sensitivity analysis is disclosed.

(ii) Impairment assessment for money lenders licence

The Group's money lenders licence amounted to HKD2,421,000 is recorded as an intangible asset with an indefinite useful life.

Management reviews annually whether the carrying amount of the money lenders licence is higher than the recoverable amount which results in impairment.

15. 無形資產 (續)

附註:

(i) 商譽之減值評估

本集團之商譽約6,470,000港元(2022年: 6,470,000港元)及約3,074,000港元(2022年: 3,074,000港元)分別產生自以往年度內收購Core Group Holding Limited(「Core Group」)及廣州斯五建築設計有限公司(「廣州斯五」)。董事將Core Group及廣州斯五視為兩個單獨的現金產生單位(「現金產生單位」)並據此分配自上述收購產生之商譽。

管理層每年檢討現金產生單位賬面值是否高於可收回金額以致產生商譽減值。現金產生單位的可收回金額按使用價值(「使用價值」)釐定。稅前現金流預測的計算方法是按董事批准的涵蓋五年期間的財政預算而釐定。計算所採用的關鍵假設包括五年預測期介乎19%至22%(2022年: 19%至22%)的稅前貼現率、介乎8.0%至8.5%的收入增長率(2022年: 3%至5%)及介乎17%至35%的毛利率(2022年: 15%至22%)。超逾五年期之現金流量則採用3%(2022年: 3%)的估計增長率推算。

管理層據現金產生單位之過往表現及市場發展預期釐定收入增長率及毛利率。本集團應用之貼現率乃反映現時市場對金錢時間價值及該現金產生單位特定風險的評估。

在減值評估後發現，於2023年及2022年3月31日，商譽已分配兩個現金產生單位的可收回金額高於其賬面值。因此截至2023年及2022年3月31日止年度並無商譽減值。

由於本集團現金產生單位之賬面值並不會對假設之變動作出敏感反應，故並無披露敏感度分析。

(ii) 放債人牌照之減值評估

本集團之放債人牌照約為2,421,000港元被記錄為無限使用年期的無形資產。

管理層每年檢討放債人牌照的賬面值是否高於可收回金額以致產生減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15. INTANGIBLE ASSETS (Continued)

Notes: (Continued)

(ii) Impairment assessment for money lenders licence (Continued)

The Group has not commenced the money lender business after the acquisition of the money lenders licence. During the year ended 31 March 2023, the Group decided not to initiate the money lender business. Accordingly, the recoverable amount of the money lenders licence is determined based on the fair value less costs of sales.

To best of the knowledge of the directors, the fair value less costs of sales of the money lenders licence, based on the market approach, is lower than its carrying amount as at 31 March 2023. Based on the management assessment, impairment loss of intangible assets of HKD2,421,000 was recognised during the year ended 31 March 2023 (2022: nil).

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group classifies the debt investments that do not qualify for measurement at either amortised cost or FVOCI, at FVPL. Financial assets measured at FVPL include the following:

Non-current assets

Unlisted debt investments

非流動資產

非上市債務投資

At 1 April
Fair value changes
Exchange translation difference

於4月1日
公允值變動
匯兌換算差額

At 31 March

於3月31日

15. 無形資產 (續)

附註：(續)

(ii) 放債人牌照之減值評估 (續)

於收購放債人牌照後，本集團並無開始放債業務。於2023年3月31日年度結束，本集團決定不開展放債人業務。因此，放債人牌照的可收回金額按其使用價值與公平值減出售成本兩者中的較高者釐定。

據董事所知，按市場法釐定的放債人牌照的公平值減銷售成本低於其於2023年3月31日的賬面值（2022年：無）。根據管理層評估，截至2023年3月31日止年度確認之無形資產減值虧損撥備為2,421,000港元（2022年：無）。

16. 按公允值計量且其變動計入損益的金融資產

本集團將不符合按攤銷成本或按公允值計量且其變動計入其他全面收益按公允值計量且其變動計入損益的債務投資進行分類。按公允值計量且其變動計入損益的金融資產包括以下各項：

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
		14,687	14,647
		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
At 1 April	於4月1日	14,647	13,200
Fair value changes	公允值變動	2	1,353
Exchange translation difference	匯兌換算差額	38	94
At 31 March	於3月31日	14,687	14,647

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

As at 31 March 2023, the Group's unlisted debt investment represented debt instrument in an unlisted fund with limited liability incorporated in Cayman Islands which holds an underlying residential project (the "Project") located in Cambodia (the "Cambodia Fund").

The Project accounted for substantially all of the Cambodia Fund's net assets and was carried at fair value as at 31 March 2023 and 2022, accordingly, in the opinion of the directors, the net asset value of the Cambodia Fund approximated its fair value.

The Group's investment in the Cambodia Fund was measured at fair value with reference to the net asset value of the Cambodia Fund provided by its administrators and discounted cash flow of the Project. Key assumptions used in the valuation of the Project of the Cambodia Fund are as follows:

		2023 2023年	2022 2022年
Adopted unit rate	採用的單位費率	US\$3,500/square meter 3,500美元/平方米	US\$3,500/square meter 3,500美元/平方米
Adopted unit rent	採用的單位租金	US\$26/square meter 26美元/平方米	US\$30/square meter 30美元/平方米
Adopted agency fees and commission	採用的代理費和佣金	8% and 13% 8% 和 13%	8% and 14% 8% 和 14%
Pre-tax discount rate	稅前貼現率	10%	10%
Selling price growth rate per annum:	每年銷售價格增長率：		
For the 1st year	第一年	2.5%	2%
For the 2nd year	第二年	4.0%	2%
For the 3rd year	第三年	5.0%	2%
For the 4th year	第四年	6.0%	2%

The Cambodia Fund was denominated in US\$.

16. 按公允價值計量且其變動計入損益的金融資產 (續)

於2023年3月31日，本集團的非上市債務投資代表於開曼群島註冊成立的非上市有限責任公司持有位於柬埔寨的相關住宅項目（「項目」）的債務工具（「柬埔寨基金」）。

該項目佔柬埔寨基金的大部分淨資產，並按2023年及2022年3月31日的公允價值列賬，因此，董事認為，柬埔寨基金的資產淨值與其公允價值相近。

本集團於柬埔寨基金的投資的公允價值計量是參考其管理人提供的資產淨值及項目的貼現現金流。用於評估柬埔寨基金項目的主要假設如下：

柬埔寨基金以美元計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Management considers that the change in the selling price growth rate of the Project is the most sensitive factor to the fair value of the Group's investments in the Cambodia Fund. If the selling price growth rate of the Project had increased/decreased by 10% with all other variables held constant, the fair value of the Group's investments in the Cambodia Fund would have been increased/decreased by approximately HKD4,661,000 as at 31 March 2023.

17. FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

16. 按公允價值計量且其變動計入損益的金融資產 (續)

管理層認為，項目的銷售價格增長率變化是本集團對柬埔寨基金投資公允價值最敏感的因素。若項目的銷售價格增長率增加/減少10%，而所有其他變數保持不變，則截至2023年3月31日，本集團在柬埔寨基金的投資的公允價值將增加/減少約4,661,000港元。

17. 按類別劃分的金融工具

本集團持有以下金融工具：

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Assets as per consolidated statement of financial position	綜合財務狀況表所示資產		
Financial assets at amortised cost	按攤銷成本計量的金融資產		
– Trade and retention receivables (Note 18)	– 貿易及保固金應收款 (附註18)	88,250	44,673
– Deposits and other receivables (Note 20)	– 按金及其他應收款 (附註20)	2,084	2,208
– Cash and cash equivalents (Note 21)	– 現金及現金等價物 (附註21)	<u>109,702</u>	<u>119,776</u>
		200,036	166,657
Financial assets at FVPL (Note 16)	按公允價值計量且其變動計入損益的金融資產 (附註16)	<u>14,687</u>	<u>14,647</u>
Total	合計	<u>214,723</u>	<u>181,304</u>
Liabilities as per consolidated statement of financial position	綜合財務狀況表所示負債		
Financial liabilities measured at amortised costs:	按攤銷成本計量的金融負債：		
– Trade payables (Note 23)	– 貿易應付款 (附註23)	181,830	124,151
– Accruals and other payables (Note 3.1(iii))	– 應計及其他應付款 (附註3.1(iii))	2,941	1,735
– Lease liabilities (Note 14)	– 租賃負債 (附註14)	<u>2,024</u>	<u>3,568</u>
Total	合計	<u>186,795</u>	<u>129,454</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18. TRADE AND RETENTION RECEIVABLES 18. 貿易及保固金應收款

		Note	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
		附註		
Trade receivables	貿易應收款	(a)	86,765	48,136
Retention receivables	保固金應收款	(c)	3,331	1,479
			90,096	49,615
Less: provision for impairment of trade and retention receivables (Note 3.1(ii)(c))	減：貿易及保固金應收款 減值撥備 (附註3.1(ii)(c))		(1,846)	(4,942)
Trade and retention receivables – net	貿易及保固金應收款－淨額		88,250	44,673

Trade and retention receivables balances are categorised as “financial assets measured at amortised cost”. The maximum exposure to credit risk as at 31 March 2023 and 2022 was the carrying value of each class of receivables mentioned above. The Group did not hold any collateral as security. The carrying amounts of trade and retention receivables approximate their fair values. The trade and retention receivables were mainly denominated in HKD and RMB.

During the year ended 31 March 2023, impaired trade receivables of HKD3,582,000 were written off (Note 3.1(ii)(c)).

貿易及保固金應收款餘額被分類為「按攤銷成本計量的金融資產」。於2023年及2022年3月31日，上述各類應收款的最大信貸風險為其賬面值。本集團並無持有任何擔保品作為抵押。貿易及保固金應收款之賬面值乃與其公允值相若。貿易及保固金應收款主要以港元及人民幣計值。

截至2023年3月31日止年度內，已註銷的貿易應收款減值為3,582,000港元（附註3.1(ii)(c)）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18. TRADE AND RETENTION RECEIVABLES

(Continued)

(a) The credit terms granted to its customers were generally 30 days from the invoice date except for the amount relating to retention money which is payable after 1 year from the date of completion of the works. As at 31 March 2023 and 2022, the ageing analysis of the trade receivables based on the invoice date is as follows:

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

18. 貿易及保固金應收款 (續)

(a) 本集團授予其客戶的信貸期一般為自發票日期起計30日，不包括工程完成日期後1年之應付保固金款項。於2023年及2022年3月31日，按發票日期呈列的貿易應收款之賬齡分析如下：

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
52,948	15,278
13,051	1,890
7,542	7,729
3,814	19,383
9,410	3,856
86,765	48,136

(b) Impairment assessment on financial assets subject to expected credit loss model

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9. The basis of determining the inputs and assumptions and the estimation techniques in this consolidated financial statements for the years ended 31 March 2023 and 2022 are set out in Note 3.1(ii)(c). Details of impairment assessment on financial assets subject to expected credit loss model are set out in Note 3.1(ii)(c).

During the year, the Group provided approximately HKD486,000 and approximately HKD62,000 (2022: approximately HKD369,000 and approximately HKD233,000) impairment allowance to trade and retention receivables and contract assets respectively.

(b) 根據預期信貸虧損模式對金融資產進行資產減值評估

本集團採用簡化方法提供香港財務報告準則第9號所規定的預期信貸虧損。截至2023年及2022年3月31日止年度的綜合財務報表中的釐定輸入數據以及假設及估計方法的基準載於附註3.1(ii)(c)。預期信貸虧損模式下的金融資產減值評估之詳情載列於附註3.1(ii)(c)。

年內，本集團對貿易及保固金應收款及合約資產減值撥備分別約486,000港元及約62,000港元（2022年：約369,000港元及約233,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18. TRADE AND RETENTION RECEIVABLES

(Continued)

(c) As at 31 March 2023 and 2022, the ageing analysis of the retention receivables based on the invoice date was as follows:

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

Movement on the Group's provision for impairment of trade and retention receivables are detailed in Note 3.1(ii)(c).

(d) As at 31 March 2023 and 2022, the carrying amounts of gross trade and retention receivables approximate their fair value and were denominated in the following currencies.

HKD	港元
RMB	人民幣

18. 貿易及保固金應收款 (續)

(c) 於2023年及2022年3月31日，按發票日期呈列的保固金應收款之賬齡分析如下：

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
–	–
621	123
518	–
–	–
<u>2,192</u>	<u>1,356</u>
<u>3,331</u>	<u>1,479</u>

本集團就貿易及保固金應收款作出減值撥備的變動詳載於附註3.1(ii)(c)。

(d) 截至2023年及2022年3月31日，貿易及保固金應收款總額賬面值與其公平值相若，並以下列貨幣計值。

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
88,624	48,206
<u>1,472</u>	<u>1,409</u>
<u>90,096</u>	<u>49,615</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19. CONTRACT ASSETS AND LIABILITIES

19. 合約資產及負債

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Contract assets (Note (i))	合約資產 (附註(i))	106,145	84,188
Less: provision for impairment loss (Note 3.1(ii)(c))	減：減值虧損撥備 (附註3.1(ii)(c))	(669)	(607)
		<u>105,476</u>	<u>83,581</u>
Contract liabilities (Note (ii))	合約負債 (附註(ii))	<u>(1,716)</u>	<u>(15,002)</u>

Notes:

(i) As at 31 March 2023 and 2022, contract assets related to construction services consist of unbilled amount resulting from construction when the cost-to-cost method of revenue recognised exceeds the amount billed to the customer.

(ii) As at 31 March 2023 and 2022, contract liabilities recognised represented the progress billings received in excess of construction works performed and the advance payment made by customers.

(iii) Revenue recognised in relation to contract liabilities

Revenue recognised that was included in the contract liability balance at the beginning of the year amounted to approximately HKD15,002,000 (2022: HKD6,246,000). There was no revenue recognised from performance obligations satisfied in previous years during the years ended 31 March 2023 and 2022.

(iv) Unsatisfied contracts as at 31 March 2023

Aggregate amount of the transaction price allocated to service contracts that are partially or fully unsatisfied as at 31 March 2023 amounted to approximately HKD183,434,000 (2022: HKD175,222,000).

附註：

(i) 於2023年及2022年3月31日，與建築服務有關的合約資產包含因建造時以成本法而確認的收入超過向客戶收取的金額而產生的未開具發票金額。

(ii) 於2023年及2022年3月31日，已確認的合約負債乃指已收進度發票超過已完成之建築工程及客戶預付款。

(iii) 與合約負債有關的已確認收入

於年初計入合約負債餘額的已確認收入約為15,002,000港元(2022年：6,246,000港元)。於截至2023年及2022年3月31日止年度內，概無因過往年度已履行履約義務而確認收入。

(iv) 於2023年3月31日未履行合約

於2023年3月31日，分配至服務合約部份或全部未履行的交易價格總額約為183,434,000港元(2022年：175,222,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20. DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

20. 按金、其他應收款及預付款

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Deposits	按金	1,656	1,774
Other receivables	其他應收款	428	434
Financial assets (Note 17)	金融資產(附註17)	2,084	2,208
Prepayments	預付款	774	1,288
		2,858	3,496
Less: non-current portion of deposits and prepayments	減：按金及預付款的非即期部分	(404)	(338)
Current portion	即期部分	2,454	3,158

Except for prepayment of HKD774,000 (2022: HKD1,288,000), deposits and other receivables are financial assets categorised as those to be measured at amortised costs. The fair values of the Group's deposits, other receivables and prepayments approximate their carrying amounts.

除預付款項774,000港元(2022年：1,288,000港元)外，按金及其他應收款均分類為按攤銷成本計量的金融資產。本集團之按金、其他應收款及預付款的公允值乃與其賬面值相若。

The deposits, other receivables and prepayments were denominated in the following currencies:

按金、其他應收款及預付款乃按以下貨幣計值：

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
HKD	港元	2,653	3,170
RMB	人民幣	205	326
Total	合計	2,858	3,496

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Cash at bank and on hand	銀行結餘及手頭現金		
– Cash at bank	– 銀行結餘	109,594	119,618
– Cash on hand	– 手頭現金	108	158
		<u>109,702</u>	<u>119,776</u>
Maximum exposure to credit risk	最高信貸風險	<u>109,594</u>	<u>119,618</u>

Cash and bank balances are denominated in the following currencies:

現金及銀行結餘按以下貨幣計值：

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
HKD	港元	99,286	109,819
RMB	人民幣	7,878	7,238
Others	其他	2,538	2,719
Total	合計	<u>109,702</u>	<u>119,776</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22. SHARE CAPITAL AND SHARES HELD UNDER SHARE AWARD SCHEME

(a) Share capital

Authorised shares capital:
At 1 April 2021, 31 March 2022,
1 April 2022 and 31 March 2023

法定股本：
於2021年4月1日、2022年3月31日、
2022年4月1日及2023年3月31日

**Number of
ordinary
shares**
普通股數目
(in thousand)
(千股)

Amount
面值
HKD'000
千港元

5,000,000

39,000

Issued and fully paid:
At 1 April 2021, 31 March 2022,
1 April 2022 and 31 March 2023

已發行及繳足：
於2021年4月1日、2022年3月31日、
2022年4月1日及2023年3月31日

200,000

1,553

(b) Share award scheme

On 16 October 2018, the Board approved the adoption of a share award scheme (the “**Share Award Scheme**”) with the objective to provide eligible persons with additional incentive to encourage and retain them to work with the company. Core Trust Company Limited (the “**Trustee**”) was designated to be the trustee under the deed of trust executed on 19 November 2018.

Pursuant to the rules relating to the Share Award Scheme (“**Scheme Rules**”), shares are comprised of the Trustee out of cash arranged to be paid by the Company out of the Company’s funds to the Trustee and be held on trust for the relevant eligible grantees until such shares are vested with the relevant eligible grantees in accordance with the Scheme Rules (“**Restricted Shares**”). The Board implements the Share Award Scheme in accordance with the terms of the Scheme Rules including providing necessary funds to the Trustee to purchase or subscribe for shares up to 8% of the issued share capital of the Company from time to time.

22. 股本及股份獎勵計劃下所持股份

(a) 股本

(b) 股份獎勵計劃

於2018年10月16日，董事會已批准採納股份獎勵計劃（「**股份獎勵計劃**」），旨在嘉許合資格人士並向彼等提供額外獎勵，以鼓勵及挽留彼等於公司工作。匯聚信託有限公司（「**受託人**」）根據2018年11月19日簽立的信託契據被指定為受託人。

根據股份獎勵計劃的規則（「**計劃規則**」），股份包括本公司安排從其資金中撥款以現金支付受託人購買的股份，及直至股份歸屬予有關合資格承授人前根據計劃規則為有關合資格承授人以信託持有的該等股份（「**受限制股份**」）。董事會根據計劃規則的條款實行股份獎勵計劃，包括向受託人提供所需資金，以購買或認購最多佔本公司不時已發行股本8%之股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22. SHARE CAPITAL AND SHARES HELD UNDER SHARE AWARD SCHEME

(Continued)

(b) Share award scheme (Continued)

Pursuant to the Scheme Rules, the Board may, from time to time, at their absolute discretion select the eligible grantees after taking into account various factors as they deem appropriate for participation in the Share Award Scheme as a grantee and determines the number of shares to be awarded. The Board shall cause to pay the Trustee the purchase price and the related expenses from the Company's resources for the shares to be purchased by the Trustee.

The Trustee shall hold such Shares on trust for the eligible grantees until they are vested. When the relevant eligible grantee has satisfied all vesting conditions specified by the Board at the time of making the award and become entitled to the Restricted Shares, the Trustee shall transfer the relevant shares to that grantee.

During the years ended 31 March 2023 and 2022, no shares have been awarded to employees.

22. 股本及股份獎勵計劃下所持股份 (續)

(b) 股份獎勵計劃 (續)

根據計劃規則，董事會可不時按其絕對酌情權及彼等認為適用參與股份獎勵計劃的不同因素挑選合資格承授人，並釐定將授出之股份數目。董事會須就受託人即將購入之股份，以公司之資源向受託人支付購入價及相關費用。

受託人將以信託方式代合資格承授人持有相關股份，直至彼等獲歸屬。待相關合資格承授人達成董事會於作出獎勵時所特定之一切歸屬條件，將有權獲得限制性股份，受託人將轉讓該有關股份予承授人。

於截至2023年及2022年3月31日止年度，概無向僱員授出股份。

		2023 2023年 Shares 股份	2022 2022年 Shares 股份	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Shares held under share award schemes	股份獎勵計劃下所持股份	2,056,000	2,056,000	2,998	2,998

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23. TRADE AND OTHER PAYABLES

23. 貿易及其他應付款

Trade payables	貿易應付款
Accruals and other payables	應計及其他應付款

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
181,830	124,151
3,361	2,172
185,191	126,323

As at 31 March 2023 and 2022, the aging analysis of the trade payables based on invoice date was as follows:

於2023年及2022年3月31日，按發票日期呈列的貿易應付款之賬齡分析如下：

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
154,206	104,833
7,219	2,305
3,434	7,548
6,812	3,417
10,159	6,048
181,830	124,151

As at 31 March 2023 and 2022, the carrying amounts of trade and other payables approximate their fair values and were denominated in the following currencies.

於2023年及2022年3月31日，貿易及其他應付款的賬面值乃與其公允值相若並按以下貨幣計值：

HKD	港元
RMB	人民幣

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
179,054	121,702
6,137	4,621
185,191	126,323

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24. DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method using the tax rate enacted or substantively enacted by the reporting date.

Deferred income tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes related to the same fiscal authority.

24. 遞延所得稅

遞延所得稅乃採用負債法就暫時性差額按財務狀況表的報表日已頒佈或實際頒佈之稅率計算。

遞延所得稅資產及負債只可在即期稅項資產及即期稅項負債有合法權利互相抵銷及遞延所得稅與同一財務機關相關的情況下，方可互相抵銷。

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Deferred tax assets	遞延稅項資產	<u>1,233</u>	<u>1,189</u>

The net movements in the deferred income tax account are as follows:

遞延所得稅款項之淨變動如下：

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
At 1 April	於4月1日	1,189	926
Credited to profit or loss for the year (Note 10)	年內於損益賬扣除 (附註10)	104	232
Exchange translation difference	匯兌換算差額	<u>(60)</u>	<u>31</u>
At 31 March	於3月31日	<u>1,233</u>	<u>1,189</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24. DEFERRED INCOME TAX (Continued)

The movements in deferred income tax assets and liabilities (prior to offsetting of balance within the same tax jurisdiction) during the year are as follows:

Deferred income tax assets:

		Accelerated tax depreciation and amortisation		Provisions		Tax losses		Total	
		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
At 1 April	於4月1日	24	-	345	213	820	789	1,189	1,002
Credited to profit or loss for the year (Note 10)	年內於損益賬扣除 (附註10)	64	24	157	132	(117)	-	104	156
Exchange translation difference	匯兌換算差額	-	-	-	-	(60)	31	(60)	31
At 31 March	於3月31日	88	24	502	345	643	820	1,233	1,189

Deferred income tax assets are recognised for deductible temporary differences to the extent that the realisation of the related tax benefit through future taxable profits is probable.

As at 31 March 2023, the Group did not recognise deferred income tax assets of approximately HKD6,125,000 (2022: HKD5,492,000) in respect of losses HKD35,930,000 (2022: HKD31,767,000) that can be carried forward indefinitely. Total unrecognised tax losses of HKD33,615,000 (2022: HKD28,982,000) can be carried forward indefinitely; while cumulative tax losses of HKD2,315,000 (2022: 2,785,000) will expire in 2027.

Deferred income tax liabilities:

		Accelerated tax depreciation and amortisation		Total	
		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
At 1 April	於4月1日	-	(76)	-	(76)
Charged to profit or loss for the year (Note 10)	年內於損益賬列支 (附註10)	-	76	-	76
At 31 March	於3月31日	-	-	-	-

24. 遞延所得稅 (續)

遞延所得稅資產及負債 (抵銷同一司法權區之稅項結餘前) 於年內之變動如下:

遞延所得稅資產:

倘有可能透過未來應課稅溢利變現有有關稅項優惠, 則就可扣減暫時性差額確認遞延所得稅資產。

於2023年3月31日, 本集團並未就可無限期結轉的虧損35,930,000港元 (2022年: 31,767,000港元) 確認遞延所得稅資產約6,125,000港元 (2022年: 5,492,000港元)。未確認稅項虧損總額33,615,000港元 (2022年: 28,982,000港元) 可無限期結轉; 而累計稅項虧損2,315,000港元 (2022年: 2,785,000) 將於2027年屆滿。

遞延所得稅負債:

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24. DEFERRED INCOME TAX (Continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. A lower withholding tax rate of 5% is applied to Hong Kong investors as there is a tax treaty between the PRC and Hong Kong. However, the 5% treaty rate is not automatically granted. The taxpayer needs to apply to the relevant tax bureau for an approval for the treaty rate. The Group is therefore liable for withholding taxes on dividends distributed by the subsidiary established in the PRC. As at 31 March 2023, deferred income tax liabilities of approximately HKD209,000 (2022: HKD191,000) has not been recognised for the withholding tax that would be payable on the remittance of earnings of the PRC subsidiary. The related unremitted earnings amounted to approximately HKD2,088,000 as at 31 March 2023 (2022: HKD1,911,000), and the Group does not intend to remit these unremitted earnings from the relevant subsidiary to the Company in the foreseeable future.

25. RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in holding power over the investee; exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business during the years ended 31 March 2023 and 2022.

Compensation of key management

Key management includes executives of the Group. The compensation paid or payable to key management for employee services is shown below:

Salaries, bonuses and allowances	薪金、花紅及津貼
Retirement benefits contributions	退休福利供款

24. 遞延所得稅 (續)

根據中國企業所得稅法，於中國成立的外資企業向外國投資者宣派的股息須繳納10%預扣稅。基於中國及香港有特別稅務協定，故中國企業向香港投資企業分派股息，可享有較優惠的稅率5%徵收。但該5%協定稅率並非自動獲得，納稅人需向有關主管稅局申請批准享有稅務協定。因此，本集團須就於中國成立的附屬公司分派的股息繳納預扣稅。於2023年3月31日，本集團並未就中國附屬公司匯出盈利須支付的預扣稅確認約209,000港元(2022年：191,000港元)的遞延所得稅負債。於2023年3月31日，相關未匯出盈利約為2,088,000港元(2022年：1,911,000港元)，本集團不擬於可見未來將該等來自相關附屬公司的未匯出盈利匯出至本公司。

25. 關聯方交易

關聯方指有能力控制、聯合控制對被投資方有控股權的另一方或可對其產生重大影響力的人士；須承擔或享有自其參與被投資方所得的可變回報的風險或權利的人士；及可利用其對被投資方的權力影響投資者回報金額的人士。受共同控制或聯合控制的人士亦被視為有關聯。關聯方可為個人或其他實體。

下文概述本集團與其關聯方截至2023年及2022年3月31日止年度在日常業務過程中進行的重大交易。

主要管理人員薪酬

主要管理人員包括本集團行政人員。就僱員服務已付或應付主要管理人員的薪酬如下所示：

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
10,150	9,862
62	187
10,212	10,049

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26. CONTINGENT LIABILITIES

The Group had the following contingent liabilities not provided:

Surety bonds	履約保證
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As at 31 March 2023, the Group provided guarantees of surety bonds in respect of 5 (31 March 2022: 3) construction contracts of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

27. SHARE OPTION SCHEME

On 8 December 2017, the Company adopted the Share Option Scheme, which falls within the ambit of, and is subject to, the regulations under Chapter 23 of the GEM Listing Rules. The purpose of the Share Option Scheme is to attract, retain and motivate employees, directors and other participants, and to provide a means of compensating them through the grant of options for their contribution to the growth and profits of the Group, and to allow such employees, directors and other persons to participate in the growth and profitability of the Group.

Qualified participants of the Share Option Scheme include directors (including executive, non-executive and independent non-executive directors) and employees (whether full-time or part-time) of the Company or any of its subsidiaries or any other person who in the absolute discretion of the Board has contributed or will contribute to the Group.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme is 20,000,000 shares, representing approximately 10% of the total issued share capital of the Company as at the date of this annual report.

26. 或有負債

本集團未作出撥備的或有負債如下：

2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
14,783	4,033

於2023年3月31日，本集團已就本集團日常業務過程中的5份（2022年3月31日：3份）建築合約提供履約保證擔保。該等履約保證預計將根據各建築合約的條款解除。

27. 購股權計劃

於2017年12月8日，本公司採納的購股權計劃符合GEM上市規則第23章項下規定的範圍，並須遵守該等規定。購股權計劃旨在吸引、挽留及鼓勵僱員、董事及其他參與者，並透過授出購股權酬謝彼等對本集團增長及溢利作出貢獻，以及讓該等僱員、董事及其他人士分享本集團的增長及盈利。

購股權計劃的合資格參與者包括本公司或其任何附屬公司的董事（包括執行董事、非執行董事及獨立非執行董事）及僱員（不論全職或兼職）或董事會全權酌情考慮對本集團已作出或將作出貢獻的任何其他人士。

根據購股權計劃將予授出的所有購股權獲行使而可發行的股份總數為20,000,000股，佔於本年報日期本公司全部已發行股本約10%。

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27. SHARE OPTION SCHEME (Continued)

The total number of shares issued and to be issued upon the exercise of the options granted to or to be granted to each eligible person under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the shares in issue.

The offer of a grant of share options under the Share Option Scheme may be accepted upon payment of a consideration of HKD1 by the grantee.

The Share Option Scheme will remain in force for a period of 10 years commencing on 8 December 2017 and the options granted have a 10-year exercise period. Options may be vested over such period(s) as determined by the Board in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules.

The exercise price of share options under the Share Option Scheme is determined by the Board, but shall not be less than the higher of (i) the closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

A summary of the terms of the Share Option Scheme has been set out in the section headed “E. Share Option Scheme” in Appendix IV of the Prospectus.

No share options have been granted under the Share Option Scheme since its adoption and up to the date of this annual report.

27. 購股權計劃 (續)

於任何12個月期間，根據購股權計劃行使授予或將授予合資格人士的購股權（包括已行使、已註銷及未行使的購股權）而發行及將予發行的股份總數不得超過已發行股份的1%。

根據購股權計劃授出購股權的要約在承授人支付1港元代價後被接納。

購股權計劃將於2017年12月8日起計十年內有效且已授出之購股權行使期為十年。購股權可於董事會全權酌情釐定的期間歸屬，惟須遵守任何適用法律、規例或法規的規定。

購股權計劃下購股權的行使價由董事會釐定，但不得低於以下最高者 (i) 股份於授出日期（必須為營業日）在聯交所每日報價表所示的股份收市價；(ii) 於緊接授出日期前五個營業日在聯交所每日報價表所示的股份平均收市價；及 (iii) 股份面值。

購股權計劃之條款概要載於招股書附錄四「E. 購股權計劃」一節。

自購股權計劃被採納起至本年報日期，概無根據購股權計劃授出任何購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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28. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Below table lists the principal subsidiaries of the Group which, in the opinion of the directors, principally affect the results and net assets of the Group. To give full details of subsidiaries would, in the opinion of the directors, result in particulars of excessive length. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group.

Name of subsidiaries 附屬公司名稱	Place of incorporation and kind of legal entity 註冊成立地點及法律實體類別	Issued and fully paid share capital/registered and paid-up capital 已發行及繳足股本/ 註冊及繳足股本	Ownership interest held by the Group 本集團持有的擁有權權益		Principal activities 主要活動
			2023 2023年	2022 2022年	
Indirectly held subsidiaries 間接持有附屬公司					
Sanbase Contracting (Engineering) Limited	Hong Kong, limited liability 香港·有限公司	HKD10,000 10,000港元	100%	100%	Interior fit-out solutions provider 提供室內裝潢解決方案
Sanbase Interior Contracting Limited 誠和樂有限公司	Hong Kong, limited liability 香港·有限公司	HKD10,000 10,000港元	100%	100%	Interior fit-out solutions provider 提供室內裝潢解決方案
Siwu Architectural (Guangzhou) Limited 廣州斯五建築設計有限公司	PRC, limited liability 中國·有限公司	RMB1,500,000 人民幣1,500,000元	65%	65%	Design, interior fit-out solutions provider 設計、室內裝潢解決方案供應商
Studio 5 International Limited 迪澳有限公司	Hong Kong, limited liability 香港·有限公司	HKD10,000 10,000港元	60%	60%	Design, interior fit-out solutions provider 設計、室內裝潢解決方案供應商
Core Group Holding Limited	BVI, limited liability 英屬處女群島·有限公司	US\$50,000 50,000美元	60%	60%	Investment holding 投資控股
Controlled structured entity 受控制結構實體					
Sanbase Management Limited	BVI, limited liability 英屬處女群島·有限公司	US\$1 1美元	100%	100%	Purchase, administers and holds the Company's shares for share award scheme 購買、管理及持有本公司股份獎勵計劃 所持股份

The Group has the power to direct the relevant activities of Sanbase Management Limited and it has ability to use its power over the entity to affect its exposure to returns. Therefore, it is considered as controlled structured entity of the Group.

28. 主要附屬公司之詳情

下表列出董事認為主要影響本集團業績及淨資產的本集團主要附屬公司。董事認為，提供附屬公司的全部詳情會導致篇幅過長。除另有說明外，股本僅由本集團直接持有的普通股構成，所持有的所有者權益比例與本集團持有的表決權相等。

本公司有權操控 Sanbase Management Limited 之相關活動，亦有能力運用對有關實體之權力影響其回報風險。因此，有關實體被視為本集團之受控制結構實體。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

(a) Non-controlling interest (“NCI”)

Set out below is summarised financial information for subsidiaries that has non-controlling interests that are material to the Group. The amounts disclosed for subsidiaries are before inter-company eliminations.

Summarised balance sheet

財務狀況表概要

Current assets	流動資產
Current liabilities	流動負債
Current net assets	淨流動資產
Non-current assets	非流動資產
Non-current liabilities	非流動負債
Non-current net assets	淨非流動資產
Net assets	淨資產
Accumulated NCI	累積非控股權益

28. 主要附屬公司之詳情 (續)

(a) 非控股權益 (「非控股權益」)

以下載列本集團有重大非控股權益的附屬公司財務資料摘要。附屬公司披露乃公司內部抵消前之金額。

		GZ Siwu 廣州斯五		Core Group	
		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Current assets	流動資產	10,831	9,647	46,849	44,197
Current liabilities	流動負債	(8,099)	(6,927)	(34,166)	(36,177)
Current net assets	淨流動資產	2,732	2,720	12,683	8,020
Non-current assets	非流動資產	1,740	1,270	1,612	2,561
Non-current liabilities	非流動負債	(413)	—	(77)	(749)
Non-current net assets	淨非流動資產	1,327	1,270	1,535	1,812
Net assets	淨資產	4,059	3,990	14,218	9,832
Accumulated NCI	累積非控股權益	776	751	6,294	4,540

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

(a) Non-controlling interest ("NCI") (Continued)

Summarised statement of comprehensive income

全面收益表概要

Revenue	收入
Profit/(loss) and other comprehensive income for the year	年內溢利／(虧損)及其他全面收益
Profit/(loss) allocated to NCI	分配予非控股權益的溢利／(虧損)
Share of exchange translation differences	匯兌換算差額的份額

Summarised cash flows

現金流量表概要

Cash flows from operating activities	經營活動之現金流量
Cash flows from investing activities	投資活動之現金流量
Cash flows from financing activities	融資活動之現金流量
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額

28. 主要附屬公司之詳情 (續)

(a) 非控股權益(「非控股權益」) (續)

		GZ Siwu 廣州斯五		Core Group	
		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Revenue	收入	14,578	23,745	150,905	109,596
Profit/(loss) and other comprehensive income for the year	年內溢利／(虧損)及其他全面收益	345	(2,816)	4,386	(1,311)
Profit/(loss) allocated to NCI	分配予非控股權益的溢利／(虧損)	121	(986)	1,754	(525)
Share of exchange translation differences	匯兌換算差額的份額	(96)	81	—	—
		GZ Siwu 廣州斯五		Core Group	
		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Cash flows from operating activities	經營活動之現金流量	1,221	3,053	4,776	(2,132)
Cash flows from investing activities	投資活動之現金流量	—	—	(154)	(788)
Cash flows from financing activities	融資活動之現金流量	(574)	(596)	(859)	(576)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	647	2,457	3,763	(3,496)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

(a) Statement of financial position of the Company

29. 本公司財務狀況表及儲備變動

(a) 本公司財務狀況表

		2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	148	246
Right-of-use assets	使用權資產	-	482
Interests in a subsidiary and a controlled structured entity	於一間附屬公司及受控制結構實體之權益	38,064	38,064
Financial asset at fair value through profit or loss	按公允值計入損益之金融資產	14,687	14,647
Deposits and prepayments	按金及預付款	-	102
		52,899	53,541
Current assets	流動資產		
Deposits, other receivables and prepayments	按金、其他應收及預付款	746	881
Amounts due from subsidiaries	應收附屬公司款	13,652	12,838
Cash and cash equivalents	現金及現金等價物	40,898	43,522
		55,296	57,241
Total assets	總資產	108,195	110,782

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY (Continued)

(a) Statement of financial position of the Company (Continued)

29. 本公司財務狀況表及儲備變動 (續)

(a) 本公司財務狀況表 (續)

		2023	2022
		2023年	2022年
		HKD'000	HKD'000
		千港元	千港元
Equity	權益		
Equity attributable to the owners of the Company	本公司擁有人應佔權益		
Share capital	股本	1,553	1,553
Share premium	股份溢價	29(b) 57,632	57,632
Other reserve	其他儲備	29(b) 34,986	34,986
Accumulated losses	累計虧損	29(b) (23,263)	(19,199)
Total equity	總權益	70,908	74,972
Liabilities	負債		
Current liabilities	流動負債		
Accruals and other payables	應計及其他應付款	1,293	318
Amounts due to subsidiaries	應付附屬公司款	35,994	34,992
Lease liabilities	租賃負債	—	500
		37,287	35,810
Total liabilities	總負債	37,287	35,810
Total equity and liabilities	總權益及負債	108,195	110,782

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY (Continued)

(b) Movement in the Company's reserves

At 31 March 2021	於2021年3月31日
Loss for the year	年內虧損
At 31 March 2022	於2022年3月31日
Loss for the year	年內虧損
At 31 March 2023	於2023年3月31日

Note:

Other reserve of the Company represented the difference between the consideration payable of HKD10,000 and the carrying value of the Company's subsidiary of approximately HKD34,996,000 acquired during the Group's reorganisation before the Company's listing.

29. 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

Share premium	Other reserve (Note) 其他儲備 (附註)	Accumulated losses	Total
股份溢價 HKD'000 千港元	其他儲備 (附註) HKD'000 千港元	累計虧損 HKD'000 千港元	合計 HKD'000 千港元
57,632	34,986	(14,667)	77,951
-	-	(4,532)	(4,532)
57,632	34,986	(19,199)	73,419
-	-	(4,064)	(4,064)
57,632	34,986	(23,263)	69,355

附註:

本公司的其他儲備是指應付代價10,000港元與集團在本公司上市前重組期間收購的附屬公司賬面值約34,996,000港元之間的差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. BENEFITS AND INTEREST OF DIRECTORS

(a) Directors' and chief executive's emoluments

The remuneration of each director and chief executive of the Company for the years ended 31 March 2023 and 2022 are set out below:

Name of directors	Note	Fees	Salaries	Discretionary bonus	Employer's contribution to pension scheme	Total
董事名稱	附註	袍金 HKD'000 千港元	薪金 HKD'000 千港元	酌情花紅 HKD'000 千港元	僱員退休金計劃供款 HKD'000 千港元	合計 HKD'000 千港元
Year ended 31 March 2023	截至2023年3月31日止年度					
Chairman and chief executive officer Mr. Wong Sai Chuen	主席兼行政總裁 王世存先生	240	1,980	1,555	18	3,793
Executive directors	執行董事					
Mr. Wong Kin Kei	黃健基先生 (i)	100	1,700	300	18	2,118
Ms. Hui Man Yee Maggie	許曼怡女士	240	1,380	1,405	18	3,043
Dr. Sung Tak Wing Leo	宋得榮博士	-	2,400	200	18	2,618
Independent non-executive directors	獨立非執行董事					
Mr. Cheung Chi Man Dennis	張志文先生	216	-	-	-	216
Mr. Chan Charles Cham Chuen	陳湛全先生 (ii)	216	-	-	-	216
Mr. Law Chun Yat	羅俊逸先生 (iii)	180	-	-	-	180
		1,192	7,460	3,460	72	12,184
Year ended 31 March 2022	截至2022年3月31日止年度					
Chairman and chief executive officer Mr. Wong Sai Chuen	主席兼行政總裁 王世存先生	240	1,980	360	18	2,598
Executive directors	執行董事					
Mr. Wong Kin Kei	黃健基先生 (i)	240	1,560	300	18	2,118
Ms. Hui Man Yee Maggie	許曼怡女士	240	1,380	203	18	1,841
Dr. Sung Tak Wing Leo	宋得榮博士	-	2,400	200	18	2,618
Independent non-executive directors	獨立非執行董事					
Mr. Cheung Chi Man Dennis	張志文先生	216	-	-	-	216
Mr. Chan Chi Kwong Dickson	陳智光先生 (iv)	144	-	-	-	144
Mr. Pang Chung Fai Benny	彭中輝先生 (v)	80	-	-	-	80
Mr. Chan Charles Cham Chuen	陳湛全先生 (ii)	139	-	-	-	139
Mr. Law Chun Yat	羅俊逸先生 (iii)	17	-	-	-	17
		1,316	7,320	1,063	72	9,771

30. 董事福利及權益

(a) 董事及最高行政人員酬金

於截至2023年及2022年3月31日止年度，各董事及本公司最高行政人員的酬金載列如下：

30. BENEFITS AND INTEREST OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

Note:

- (i) Mr. Wong Kin Kei retired on 2 September 2022.
- (ii) Mr. Chan Charles Cham Chuen was appointed on 9 August 2021.
- (iii) Mr. Law Chun Yat was appointed on 25 February 2022.
- (iv) Mr. Chan Chi Kwong Dickson resigned on 30 November 2021.
- (v) Mr. Pang Chung Fai Benny retired on 30 July 2021.

The executive directors' and chief executives' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as directors.

No emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office during both years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

30. 董事福利及權益 (續)

(a) 董事及最高行政人員酬金 (續)

附註：

- (i) 黃健基先生於2022年9月2日退任。
- (ii) 陳湛全先生於2021年8月9日獲委任。
- (iii) 羅俊逸先生於2022年2月25日獲委任。
- (iv) 陳智光先生於2021年11月30日辭任。
- (v) 彭中輝先生於2021年7月30日退任。

上文所示執行董事及行政總裁的薪酬主要為彼等就管理本公司及本集團事務所提供服務之薪酬。上文所示獨立非執行董事的薪酬主要為彼等就擔任董事所提供服務的薪酬。

本集團於兩年內概無向董事支付薪酬，作為促使加入或於加入本集團時隨即支付的酬金或作為離職補償。

兩年內概無董事或行政總裁放棄或同意放棄任何酬金之安排。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. BENEFITS AND INTEREST OF DIRECTORS *(Continued)*

(b) Directors' retirement benefits and termination benefits

Save as disclosed in Note 30(a), the directors did not receive any retirement benefits or termination benefits during the financial year (2022: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2023, the Company did not pay any consideration to any third party for making available directors' services (2022: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 March 2023, there are no loans, quasi-loans or other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors (2022: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the financial year (2022: Nil).

30. 董事福利及權益 (續)

(b) 董事退休福利及終止福利

除附註30(a)所披露者外，在財政年度內，董事沒有收取任何退休福利及終止福利（2022年：無）。

(c) 就獲提供董事服務向第三方提供的代價

截至2023年3月31日年度內，本公司並未就獲提供董事服務向任何第三方支付供任何代價（2022年：無）。

(d) 有關以董事、受董事控制的法團及關連實體為受益人的貸款、類似貸款及其他交易的資料

於2023年3月31日，概無以董事、受董事控制的法團及關連實體為受益人的任何貸款、類似貸款或其他交易（2022年：無）。

(e) 董事於交易、安排或合約中的重大權益

於年末或財政年度內任何時間，本公司均不存在任何與本集團業務有關的重大交易、安排及合同而董事於當中享有直接或間接的重大權益（2022年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31. CASH FLOWS INFORMATION

(a) Cash generated from operations

Reconciliation of loss before income tax to net cash generated from operations

31. 現金流量表資料

(a) 營運產生之現金

除所得稅前虧損與營運產生之現金淨額調節表

		Note	2023 2023年 HKD'000 千港元	2022 2022年 HKD'000 千港元
Profit/(loss) before income tax	除所得稅前溢利／(虧損)		4,462	(6,833)
Adjustments for:	調整：			
Depreciation on property, plant and equipment	物業、廠房及設備之折舊	7	1,089	1,298
Depreciation on right-of-use assets	使用權資產之折舊	7	2,621	3,139
Fair value changes of financial asset at FVPL	按公允值計入損益之金融資產的公允值變動		(2)	(1,353)
Provision for impairment losses on financial assets	金融資產減值虧損之撥備		548	602
Impairment losses on intangible assets	無形資產減值虧損		2,421	–
Finance (income)/costs – net	財務(收入)／成本－淨額	8	(991)	38
Gain of termination of lease	終止租賃收益	14(iii)	–	(10)
Operating profit/(loss) before working capital changes:	營運資金變動前之經營溢利／(虧損)：		10,148	(3,119)
Trade and retention receivables	貿易及保固金應收款		(44,163)	14,297
Deposits, other receivables and prepayments	按金、其他應收及預付款		614	4,438
Contract assets	合約資產		(22,009)	(33,259)
Trade payables	貿易應付款		57,996	21,652
Accruals and other payables	應計及其他應付款		1,192	(93)
Contract liabilities	合約負債		(13,238)	8,741
Cash generated from operations	營運產生之現金		(9,460)	12,657

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31. CASH FLOWS INFORMATION (Continued)

(b) Reconciliation of financing activities

An analysis and the movements of financial liabilities from financial activities during the year ended 31 March 2023 and 2022 as set out below:

31. 現金流量表資料 (續)

(b) 融資活動之調節表

分析金融負債及於截至2023年及2022年3月31日止年度內之變動呈列如下：

		Lease liabilities 租賃負債 HKD'000 千港元
At 1 April 2021	於2021年4月1日	(5,481)
Cash flows	現金流量	3,319
Additions (Note 14(i))	添置 (附註14(i))	(1,818)
Termination of lease (Note 14(iii))	終止租賃 (附註14(iii))	581
Other non-cash movements	其他非現金變動	62
Finance costs	財務成本	(199)
Exchange translation differences	匯兌換算差額	(32)
		<hr/>
At 31 March 2022	於2022年3月31日	(3,568)
		<hr/>
At 1 April 2022	於2022年4月1日	(3,568)
Cash flows	現金流量	2,889
Additions (Note 14(i))	添置 (附註14(i))	(1,274)
Finance costs	財務成本	(103)
Exchange translation differences	匯兌換算差額	32
		<hr/>
At 31 March 2023	於2023年3月31日	(2,024)
		<hr/>

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

Results

		業績				
		Year ended 31 March 截至3月31日止年度				
		2023	2022	2021	2020	2019
		2023年	2022年	2021年	2020年	2019年
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	517,599	413,122	481,286	638,030	650,455
Profit/(loss) before income tax	除所得稅前溢利／ (虧損)	4,462	(6,833)	(953)	28,062	37,394
Income tax (expense)/credit	所得稅(開支)／抵免	(1,547)	(413)	1,393	(6,321)	(7,076)
Profit/(loss) attributable to the owners of the Company for the year	年內本公司擁有人 應佔溢利／(虧損)	1,040	(5,735)	397	16,224	28,116
Total comprehensive income/(loss) attributable to the owners of the Company for the year	年內本公司擁有人 應佔全面收益／ (虧損)總額	777	(5,626)	810	16,133	28,070

Assets and Liabilities

		資產及負債				
		As at 31 March 於3月31日				
		2023	2022	2021	2020	2019
		2023年	2022年	2021年	2020年	2019年
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總額	334,481	287,042	265,409	370,858	382,088
Total liabilities	負債總額	189,776	144,893	116,204	218,653	245,284
Net assets	資產淨額	144,705	142,149	149,205	152,205	136,804
Equity attributable to the owners of the Company for the year	年內本公司擁有人 應佔權益	137,635	136,858	142,484	141,791	131,858

