

e Lighting Group Holdings Limited 壹 照 明 集 團 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8222

2023/24

ANNUAL REPORT

年 報



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

This report, for which the directors (the “Directors”) of E Lighting Group Holdings Limited (the “Company” or “E Lighting”) 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 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 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。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關壹照明集團控股有限公司(「本公司」或「壹照明」)的資料；本公司的董事(「董事」)願就本報告的資料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，本報告所載資料在各重要方面均屬準確及完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足令致本報告或其所載任何陳述產生誤導。

CONTENTS

目錄

- | | | | |
|----|--|-----|---|
| 2 | Corporate Information
公司資料 | 73 | Consolidated Statement of Profit or Loss and Other Comprehensive Income
綜合損益及其他全面收益表 |
| 5 | Chairman's Statement
主席報告 | 74 | Consolidated Statement of Financial Position
綜合財務狀況表 |
| 7 | CEO's Statement
行政總裁報告 | 76 | Consolidated Statement of Changes in Equity
綜合權益變動表 |
| 9 | Management Discussion and Analysis
管理層討論及分析 | 77 | Consolidated Statement of Cash Flows
綜合現金流量表 |
| 22 | Directors and Senior Management
董事及高級管理層 | 79 | Notes to the Consolidated Financial Statements
綜合財務報表附註 |
| 27 | Corporate Governance Report
企業管治報告 | 136 | Financial Summary
財務摘要 |
| 53 | Report of the Directors
董事會報告 | | |
| 65 | Independent Auditor's Report
獨立核數師報告 | | |



Lighting

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Hue Kwok Chiu (*Chairman*)
Hui Kwok Keung Raymond (*Chief Executive Officer*)
Hui Kwok Wing (*Chief Creative Officer*)

Independent non-executive Directors

Chung Wai Man
Leung Wai Chuen
Wong Long Yan Milka (appointed on 1 June 2023)
Yeung Mo Sheung Ann (resigned on 1 June 2023)

COMPANY SECRETARY

Tang Lap Ming

COMPLIANCE OFFICER

Hue Kwok Chiu

BOARD COMMITTEES

Audit committee

Leung Wai Chuen (*Chairman*)
Chung Wai Man
Wong Long Yan Milka (appointed on 1 June 2023)
Yeung Mo Sheung Ann (resigned on 1 June 2023)

Nomination committee

Hue Kwok Chiu (*Chairman*) (appointed on 1 June 2023)
Leung Wai Chuen
Chung Wai Man
Wong Long Yan Milka (appointed on 1 June 2023)
Yeung Mo Sheung Ann (resigned on 1 June 2023)

Remuneration committee

Chung Wai Man (*Chairman*)
Leung Wai Chuen
Wong Long Yan Milka (appointed on 1 June 2023)
Yeung Mo Sheung Ann (resigned on 1 June 2023)

Electricity Ordinance compliance committee

Hui Kwok Keung Raymond (*Chairman*)
Hui Kwok Wing
Chung Wai Man

AUTHORISED REPRESENTATIVES

Hui Kwok Keung Raymond
Hue Kwok Chiu

COMPANY'S WEBSITE

www.elighting.asia

董事會

執行董事

許國釗 (*主席*)
許國強 (*行政總裁*)
許國榮 (*首席創意總監*)

獨立非執行董事

鍾偉文
梁偉泉
黃朗欣 (於二零二三年六月一日獲委任)
楊慕嫻 (於二零二三年六月一日辭任)

公司秘書

鄧立明

合規主任

許國釗

委員會

審核委員會

梁偉泉 (*主席*)
鍾偉文
黃朗欣 (於二零二三年六月一日獲委任)
楊慕嫻 (於二零二三年六月一日辭任)

提名委員會

許國釗 (*主席*) (於二零二三年六月一日獲委任)
梁偉泉
鍾偉文
黃朗欣 (於二零二三年六月一日獲委任)
楊慕嫻 (於二零二三年六月一日辭任)

薪酬委員會

鍾偉文 (*主席*)
梁偉泉
黃朗欣 (於二零二三年六月一日獲委任)
楊慕嫻 (於二零二三年六月一日辭任)

電力條例合規委員會

許國強 (*主席*)
許國榮
鍾偉文

授權代表

許國強
許國釗

公司網站

www.elighting.asia

AUDITOR

BDO Limited
*Certified Public Accountants and
Registered Public Interest Entity Auditor*
25/F., Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER

as to Hong Kong law
Tso Au Yim & Yeung
14th Floor, Tai Sang Bank Building
130–132 Des Voeux Road Central
Central, Hong Kong

REGISTERED OFFICE

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

HEADQUARTERS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

10th Floor
Tiffan Tower
199 Wanchai Road
Wanchai
Hong Kong

PRINCIPAL BANKERS

China Citic Bank International Limited
Industrial and Commercial Bank of China (Asia) Limited

核數師

香港立信德豪會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師
香港
干諾道中111號
永安中心25樓

法律顧問

就香港法律
曹歐嚴楊律師行
香港中環
德輔道中130–132號
大生銀行大廈14樓

註冊辦事處

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

總部、總辦事處及主要營業地點

香港
灣仔
灣仔道199號
天輝中心
10樓

主要往來銀行

中信銀行(國際)有限公司
中國工商銀行(亞洲)有限公司

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Services (Cayman) Limited
4th Floor
Harbour Place
103 South Church Street
George Town
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

STOCK CODE

8222

股份過戶登記總處

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

香港股份過戶登記分處

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

股份代號

8222

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

E Lighting, a listed company with its business rooted in Hong Kong and also one of the most established retail chain groups of lighting and household products in Hong Kong, is committed to the sustainable development of the environment and society and is devoted to social responsibility. During the year ended 31 March 2024 (the "Financial Year"), E Lighting has participating in several events launched by charitable institutions and has been honoured a "Caring Company" for ten consecutive years.

Moreover, the Group has been participating in the "Fluorescent Lamp Recycling Programme", which provides households with free collection and treatment for all used mercury-containing lamps to reduce the environmental risk from improper disposal of these lamps and recover resources.

Hong Kong retail market remains challenging, and would continue to be affected by the continuous weak retail sentiment in the near term. E Lighting has continued to promote its existing business development. E Lighting will maintain a flexible and tailored sales and marketing strategy to offer its consumers with diversified and modern choices by accurately procuring the suitable products for the domestic market, which will in turn reinforce E Lighting's leading market position. In the meantime, the Group is actively promoting smart home and related products and closely looking for more opportunities for those businesses.

致各位股東：

作為一間業務紮根於香港的上市公司，及全港最具規模的燈飾及家居零售連鎖集團之一，壹照明力求實現環境及社會的可持續發展及積極履行環境及社會責任。截至二零二四年三月三十一日止年度（「本財政年度」），壹照明參加多個由慈善機構舉辦的活動，並連續十年獲得「商界展關懷」榮譽。

此外，本集團持續參加「慳電膽及光管回收計劃」，為家居免費回收和處理各類含水銀的舊燈管，以減少因不當處置這類燈管所帶來的環境威脅外，亦可回收有用的物料供循環再造。

香港零售市場依然充滿挑戰，且短期內將繼續受制於零售行業氣氛持續疲弱影響。壹照明繼續推動現有業務發展。壹照明會靈活採取針對性的銷售及市場策略，準確採購適合本地市場的產品，為消費者帶來更多元化及新潮的選擇，鞏固壹照明的領先市場地位。與此同時，本集團正積極推廣智能家居及相關產品，並正密切尋找更多相關業務的機遇。

Looking forward, housing is one of the biggest concerns and needs for Hong Kong citizens and housing is closely related to demand of lighting and household products. Therefore, the Group is afforded with new opportunities in its various lines of business. The Group will adopt more cautious strategies, which will be executed with prudence and closely control its expenditure in order to maintain its competitiveness. The Group will strive to maintain a streamlined business operation, while catering for consumers' specific needs and being responsive to market changes. Leveraging the support of the capital market, its own strengths, and the global trends of saving energy, protecting the environment and pursuing a higher quality of life, the Group is cautiously confident of its development in the future. The Group will strive to maintain steady growth and to maximise returns for the investors.

Hue Kwok Chiu

Chairman

Hong Kong, 27 June 2024

展望未來，住屋仍是香港市民其中最大的關切與需求之一，而住屋與燈飾及家居用品的需求有着不可分割的關係。故此，本集團的業務範疇亦迎來不斷湧現的機遇。本集團將採取更為謹慎的策略，審慎從事，嚴謹地控制支出，以保持競爭力。本集團將一如既往地用心經營，貼心照顧消費者需要，靈活對應市場變化。憑藉資本市場的支持、本集團自身的優勢，以及全球環保節能、追求品味生活的大勢所趨，本集團對未來發展保持審慎樂觀。本集團將努力保持穩定發展，為投資者爭取更大的回報。

許國釗

主席

香港，二零二四年六月二十七日

CEO'S STATEMENT

行政總裁報告

Dear Shareholders,

I present the results of the Group for the year ended 31 March 2024 (the "Financial Year").

This Financial Year was a year full of challenges and opportunities for E Lighting. The continuous weak retail sentiment in Hong Kong have led the retail markets experienced a difficult operating environment. To address the change in market condition, the Group took proactive measures to strengthen cost and cash flow control measures. In addition, the Group timely adjusted its product strategies and actively carried out promotion activities and expanded its business. The decline in global infection rates and mass vaccination programs around the world have shed some light on the situation. The Directors expect a recovery as social distancing rules and all anti-epidemic measures have been lifted. The Group will closely monitor the trend of the business environment, timely adjust its product strategies and actively carry out promotion activities, maintain pragmatic approach for its business and take every chance to identify any suitable opportunity in the market for the Group.

During the Financial Year, the Group's revenue was approximately HK\$74,347,000, representing a decrease of approximately 5.8% from approximately HK\$78,927,000 as compared with that of the preceding year, which was mainly due to the continuous impact of the weak sentiment in the retail market.

During the Financial Year, the Group's gross profit was approximately HK\$39,153,000 and recorded a loss of approximately HK\$11,511,000. As at 31 March 2024, the Group's net assets were approximately HK\$8,689,000.

致各位股東：

本人呈報本集團截至二零二四年三月三十一日止年度（「本財政年度」）之業績。

本財政年度對壹照明是充滿挑戰及機遇的一年。持續疲弱零售氣氛為零售業的營商環境帶來挑戰。為應對市場情況轉變，本集團積極採取加強成本及現金流控制的措施。本集團亦適時調整產品策略，積極進行推廣活動及擴展業務。隨着全球確診數字逐漸回落，加上各地廣泛推行疫苗接種計劃，市場前景漸趨明朗。董事預計因社交距離措施及防疫措施已解除，市場可望復甦。本集團將會密切監察營商環境趨勢，適時調整產品策略及積極進行推廣活動，在進行業務時保持務實，並適時在市場上為集團尋找合適機會。

於本財政年度，本集團的營業額約74,347,000港元，較去年同期約78,927,000港元減少約5.8%，主要由於本地零售行業氣氛持續疲弱。

於本財政年度，本集團的毛利約39,153,000港元及錄得虧損約11,511,000港元。於二零二四年三月三十一日，本集團的資產淨值約8,689,000港元。

CEO'S STATEMENT 行政總裁報告

The Group will closely monitor the trend of the business environment, maintain pragmatic approach for its business, and take every chance to identify any suitable opportunity in the market for the Group.

Lastly, I hereby express my sincere gratitude to all shareholders, investors, business partners, staff and customers on behalf of E Lighting. In spite of the challenges ahead, E Lighting will step forward with ambitious entrepreneurship to reward for the continuous supports from all parties.

Hui Kwok Keung Raymond
Founder and Chief Executive Officer

Hong Kong, 27 June 2024

本集團將會密切監察營商環境趨勢以及在進行業務時保持務實，並適時在市場上為集團尋找合適機會。

最後，本人謹此代表壹照明感謝所有股東、投資者、業務夥伴、員工及客戶。儘管挑戰重重，壹照明將積極進取，邁步向前，以回饋各方友好的一貫支持。

許國強
創辦人兼行政總裁

香港，二零二四年六月二十七日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Retail chain business in lighting and designer label furniture is the core business of the Group. Being one of the most established retail chain groups of lighting products in Hong Kong, E Lighting possesses rich experience in the sale of quality lighting and designer label furniture products from all over the world. During the Financial Year, the Group timely adjusted its product strategies and actively carried out promotion activities.

FUTURE OUTLOOK

The Directors foresee that the Hong Kong retail market remains challenging, retail market would continue to be affected by the continuous weak retail sentiment in the near term. The Group will closely monitor the trend of the business environment, maintain pragmatic approach for its business and take every chance to identify any suitable opportunity in the market for the Group.

The Group will continue to concentrate on the consolidation of its retail network, optimisation of product mix and intensification of cost control, and will also continue to seize opportunities to stabilise growth through cautious strategic planning.

In the meantime, the Group is actively promoting smart home and related products and closely looking for more opportunities for those businesses.

Looking forward, housing is one of the biggest concerns and needs for Hong Kong citizens and housing is closely related to demand of lighting and household products. Therefore, the Group is afforded with new opportunities in its various lines of business. The Group will adopt more cautious strategies, which will be executed with prudence and closely control its expenditure in order to maintain its competitiveness. The Group will strive to maintain a streamlined business operation, while catering for consumers' specific needs and being responsive to market changes. Leveraging the support of the capital market, its own strengths, and the global trends of saving energy, protecting the environment and pursuing a higher quality of life, the Group is cautiously confident of its development in the future. The Group will strive to maintain steady growth and to maximise returns for the investors.

業務回顧

燈飾及設計師品牌家具的零售連鎖業務為本集團的核心業務。壹照明作為全港最具規模的燈飾零售連鎖集團之一，於銷售來自世界各地的優質品牌燈飾及設計師家具方面擁有豐富經驗。於本財政年度，本集團適時調整產品策略及積極進行推廣活動。

未來展望

董事預計香港零售市場依然充滿挑戰，短期內零售市場將繼續受制於零售行業氣氛持續疲弱所影響。本集團將會密切監察營商環境趨勢，在進行業務時保持務實，並適時在市場上為集團尋找合適機會。

本集團除了繼續專注於其零售網絡整合、產品組合優化及加強成本控制外，亦透過審慎的策略規劃，繼續把握機會穩定增長。

與此同時，本集團正積極推廣智能家居及相關產品，並正密切尋找更多相關業務的機遇。

展望未來，住屋仍是香港市民其中最大的關切與需求之一，而住屋與燈飾及家居用品的需求有着不可分割的關係。故此，本集團的業務範疇亦迎來不斷湧現的機遇。本集團將採取更為謹慎的策略，審慎從事，嚴謹地控制支出，以保持競爭力。本集團將一如既往地用心經營，貼心照顧消費者需要，靈活對應市場變化。憑藉資本市場的支持、本集團自身的優勢，以及全球環保節能、追求品味生活的大勢所趨，本集團對未來發展保持審慎樂觀。本集團將努力保持穩定發展，為投資者爭取更大的回報。

FINANCIAL REVIEW

Revenue

During the Financial Year, the Group's revenue was approximately HK\$74,347,000, representing a decrease of approximately 5.8% from approximately HK\$78,927,000 as compared with that of the preceding year, which was mainly due to the continuous impact of the weak sentiment in the retail market.

Gross Profit and Gross Profit Margin

During the Financial Year, the Group's gross profit was approximately HK\$39,153,000, representing a decrease of approximately 7.5% from approximately HK\$42,308,000 as compared with that of the preceding year. The decrease was primarily due to decrease in sales and gross profit margin. During the Financial Year, the Group's overall gross profit margin was approximately 52.7%.

Selling and Distribution Expenses

During the Financial Year, the Group's selling and distribution expenses was approximately HK\$27,271,000, representing a decrease of approximately 3.7% from approximately HK\$28,318,000 as compared with that of the preceding year. Selling and distribution expenses primarily consists of depreciation on right-of-use assets, staff costs (including salaries and sales commission to salespersons) and electronic payment charges. The decrease was primarily due to decrease in depreciation on right-of-use assets.

Administrative and Other Expenses

During the Financial Year, the Group's administrative and other expenses was approximately HK\$14,469,000, representing a decrease of approximately 15.4% from approximately HK\$17,094,000 as compared with that of the preceding year. Administrative and other expenses primarily consists of depreciation of right-of-use assets of office premises and warehousing facilities, staff costs (including salaries to administrative staff and emoluments to Directors) and professional expenses. The decrease was primarily due to decrease in staff costs.

Loss for the Year

The Group recorded a loss of approximately HK\$11,511,000 during the Financial Year (2023: HK\$6,845,000).

財務回顧

營業額

於本財政年度，本集團的營業額約74,347,000港元，較去年同期約78,927,000港元減少約5.8%，主要由於本地零售行業氣氛持續疲弱。

毛利及毛利率

於本財政年度，本集團的毛利約39,153,000港元，較去年同期約42,308,000港元減少約7.5%。減少主要由於銷售及毛利率減少所致。於本財政年度，本集團的整體毛利率約52.7%。

銷售及分銷開支

於本財政年度，本集團的銷售及分銷開支約27,271,000港元，較去年同期約28,318,000港元減少約3.7%。銷售及分銷開支主要包括使用權資產折舊、員工成本（包括薪金及售貨員佣金）及電子付款費用。減少主要由於使用權資產折舊減少所致。

行政及其他開支

於本財政年度，本集團的行政及其他開支約14,469,000港元，較去年同期約17,094,000港元減少約15.4%。行政及其他開支主要包括辦公室物業及倉庫設施使用權資產折舊，員工成本（包括行政人員的薪金及董事薪酬）及專業費用。減少主要由於員工成本減少所致。

年內虧損

於本財政年度，本集團錄得虧損約11,511,000港元（二零二三年：6,845,000港元）。

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

(i) Renewal of Tenancy Agreement of Tsuen Wan Shop 310:

On 2 May 2023 (after trading hours), Lighting Connected Limited (a wholly-owned subsidiary of the Company) as tenant finalised the renewal terms with CDW Building Limited as landlord to renew the existing tenancy agreement for operation of retail store of retail business of the Group (the "Renewal of Tenancy Agreement of Tsuen Wan Shop 310").

持有的重大投資、附屬公司的重大收購及出售，未來作重大投資或購入資本資產的計劃

(i) 重續荃灣310舖之租賃協議：

於二零二三年五月二日（交易時段後），照明聯網有限公司（本公司全資附屬公司）作為租戶與CDW Building Limited（業主）確定重續條款，以重續現有租賃協議作本集團旗下零售業務之零售店舖（「重續荃灣310舖之租賃協議」）。

Principal terms of Renewal of Tenancy Agreement of Tsuen Wan Shop 310: 重續荃灣310舖之租賃協議的主要條款：

Effective date: 生效日期：	22 June 2023 二零二三年六月二十二日
Parties: 訂約方：	(i) CDW Building Limited as landlord; and (i) CDW Building Limited (作為業主)；及 (ii) Lighting Connected Limited as tenant. (ii) 照明聯網有限公司 (作為租戶)。
	The landlord is a company incorporated in Hong Kong and principally engaged in property investment. The landlord is a wholly-owned subsidiary of HKR International Limited, the shares of which are listed on the Main Board of Stock Exchange (stock code: 480). 業主為一間於香港註冊成立的公司，主要從事物業投資控股。業主為香港興業國際集團有限公司之全資附屬公司，其股份於聯交所主板上市（股份代號：480）。
	To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the landlord of the premises and its respective ultimate beneficial owner(s) are the parties independent of and not connected with the Company and its connected persons (the "Independent Third Party(ies)"). 以各董事所知所信，並經過所有合理查詢，業主及其各自的最終實益擁有人均為獨立於本公司及其關連人士且與彼等概無關連的人士（「獨立第三方」）。
Premises: 物業：	Shop No. 310 of 3rd Floor, CDW Building, 388 Castle Peak Road, Tsuen Wan, Hong Kong 香港荃灣青山公路388號中染大廈3樓310號舖
Term: 租期：	Three years from 22 June 2023 to 21 June 2026 (both days inclusive). 自二零二三年六月二十二日至二零二六年六月二十一日（包括首尾兩天）為期三年。
The aggregate value of consideration payable: 應付代價總值：	Not less than HK\$1,155,000, being the monthly basic rental in aggregate for the term of three years (exclusive of rates, air-conditioning and management charges, promotion levy and all other outgoings). 不低於1,155,000港元，即三年租期內每月基本租金總數（不包括差餉、空調及管理費、推廣費用及其他支出）。
	Tenant shall pay the lease payment on monthly basis by internal resources. 租戶須透過內部資源按月支付租賃款項。

Reasons for and benefits of Renewal of Tenancy Agreement of Tsuen Wan Shop 310:

Due to nature of its retail business in Hong Kong, the Group has to enter into tenancy agreements for leasing of retail stores from time to time. It would be beneficial to lease the said premises as it will enable the Group to secure its stable operation at the said premises without incurring additional costs and expenses in identifying, renovating and relocating to other retail store and ensure that there will be no disruption to the operations, business and growth of the Group.

The terms of Renewal of Tenancy Agreement of Tsuen Wan Shop 310 (including the rental charge) were determined after arm's length negotiations between the parties and with reference to the open market rent of comparable properties in the nearby districts and the rental payment made by the Group under the existing tenancy agreements. The Board considers that the terms of the Renewal of Tenancy Agreement of Tsuen Wan Shop 310 were entered into on normal commercial terms, in the ordinary and usual course of business of the Group and are fair and reasonable and in the interests of the Company and the shareholders as a whole.

Implications under the GEM Listing Rules of Renewal of Tenancy Agreement of Tsuen Wan Shop 310:

In accordance with HKFRS 16 "Lease", the Company recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with the lease of the said premises. Accordingly, the Renewal of Tenancy Agreement of Tsuen Wan Shop 310 is regarded as acquisition of asset by the Group for the purpose of the GEM Listing Rules.

As the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) for the lease transaction contemplated under the Renewal of Tenancy Agreement of Tsuen Wan Shop 310 exceed 5% but are below 25%, such transaction constituted a discloseable transaction of the Company, and is subject to reporting and announcement requirements but exempt from shareholders' approval requirement.

For details, please refer to the announcement of the Company dated 2 May 2023.

重續荃灣310舖之租賃協議之理由及裨益：

由於於香港經營零售業務之性質使然，本集團須不時就租賃零售店舖訂立租賃協議。租賃該物業將使本集團受惠，使本集團於該等物業獲得穩定營運，而不需要為尋求、裝修及搬遷至新零售店舖而產生額外成本及開支，並確保本集團的營運、業務及發展不會中斷。

重續荃灣310舖之租賃協議之條款(包括租金)乃由訂約方經參考附近地區可比較物業之公開市場租金及本集團根據現有租賃協議支付之租金後公平磋商釐定。董事會認為重續荃灣310舖之租賃協議之條款乃於本集團日常及一般業務過程中按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

重續荃灣310舖之租賃協議於GEM上市規則項下之涵義：

根據香港財務報告準則第16號「租賃」，本公司於綜合財務狀況表內確認租賃該物業有關的使用權資產的價值。因此，根據GEM上市規則，重續荃灣310舖之租賃協議被視作本集團收購資產。

由於重續荃灣310舖之租賃協議下進行之租約交易之適用百分比率(定義見GEM上市規則第19.07條)超過5%但低於25%，該交易構成本公司之須予披露交易，須遵守申報及公告規定但獲豁免遵守股東批准規定。

詳情請參閱載於本公司日期為二零二三年五月二日的公告。

(ii) Renewal of Tenancy Agreement of Kowloon Bay Shop:

On 5 June 2023 (after trading hours), Urban Lifestyle Limited (a wholly-owned subsidiary of the Company) as tenant finalised the renewal terms with MegaBox Development Company Limited as landlord to renew the existing tenancy agreement for operation of retail store of retail business of the Group (the “Renewal of Tenancy Agreement of Kowloon Bay Shop”).

(ii) 重續九龍灣舖之租賃協議：

於二零二三年六月五日(交易時段後)，Urban Lifestyle Limited(本公司全資附屬公司)作為租戶與MegaBox Development Company Limited(業主)確定重續條款，以重續現有租賃協議作本集團旗下零售業務之零售店舖(「重續九龍灣舖之租賃協議」)。

Principal terms of Renewal of Tenancy Agreement of Kowloon Bay Shop:
重續九龍灣舖之租賃協議的主要條款：

Effective date: 23 June 2023
生效日期：二零二三年六月二十三日

Parties: (i) MegaBox Development Company Limited as landlord; and
訂約方：(i) MegaBox Development Company Limited(作為業主)；及
(ii) Urban Lifestyle Limited as tenant.
(ii) Urban Lifestyle Limited(作為租戶)。

The landlord is a company incorporated in Hong Kong and principally engaged in property investment. The landlord is a wholly-owned subsidiary of Kerry Properties Limited, the shares of which are listed on the Main Board of Stock Exchange (stock code: 683).

業主為一間於香港註冊成立的公司，主要從事物業投資控股。業主為嘉里建設有限公司之全資附屬公司，其股份於聯交所主板上市(股份代號：683)。

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the landlord of the premises and its respective ultimate beneficial owner(s) are the Independent Third Parties.

以各董事所知所信，並經過所有合理查詢，業主及其各自的最終實益擁有人均為獨立第三方。

Premises: Unit 6 on Level 5 of MegaBox, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong
物業：九龍九龍灣宏照道38號企業廣場5期MegaBox5樓6號舖

Term: Two years from 23 June 2023 to 22 June 2025 (both days inclusive).
租期：自二零二三年六月二十三日至二零二五年六月二十二日(包括首尾兩天)為期兩年。

The aggregate value of consideration payable: Not less than HK\$1,992,000, being the monthly basic rental in aggregate for the term of two years (exclusive of rates, air-conditioning and management charges, promotion levy and all other outgoings).

應付代價總值：不低於1,992,000港元，即兩年租期內每月基本租金總數(不包括差餉、空調及管理費、推廣費用及其他支出)。

Tenant shall pay the lease payment on monthly basis by internal resources.
租戶須透過內部資源按月支付租賃款項。

The tenant is also subject to monthly additional turnover rental, being an amount by which 15% of the monthly gross receipt(s) of the tenant's business at the said premises during and for the rental payable month (without any deduction) exceeds the basic rental.

租戶亦須繳付每月額外營業額租金，即租戶於租金應付月份該物業開展業務所得每月總收入的15%(不作任何扣減)超出每月基本租金的金額。

Reasons for and benefits of Renewal of Tenancy Agreement of Kowloon Bay Shop:

Due to nature of its retail business in Hong Kong, the Group has to enter into tenancy agreements for leasing of retail stores from time to time. It would be beneficial to lease the said premises as it will enable the Group to secure its stable operation at the said premises without incurring additional costs and expenses in identifying, renovating and relocating to other retail store and ensure that there will be no disruption to the operations, business and growth of the Group.

The terms of Renewal of Tenancy Agreement of Kowloon Bay Shop (including the rental charge) were determined after arm's length negotiations between the parties and with reference to the open market rent of comparable properties in the nearby districts and the rental payment made by the Group under the existing tenancy agreements. The Board considers that the terms of Renewal of Tenancy Agreement of Kowloon Bay Shop were entered into on normal commercial terms, in the ordinary and usual course of business of the Group and are fair and reasonable and in the interests of the Company and the shareholders as a whole.

Implications under the GEM Listing Rules of Renewal of Tenancy Agreement of Kowloon Bay Shop:

In accordance with HKFRS 16 "Lease", the Company recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with the lease of the said premises. Accordingly, the Renewal of Tenancy Agreement of Kowloon Bay Shop is regarded as acquisition of asset by the Group for the purpose of the GEM Listing Rules.

As the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) for the lease transaction contemplated under the Renewal of Tenancy Agreement of Kowloon Bay Shop exceed 5% but are below 25%, such transaction constitutes a discloseable transaction of the Company, and is subject to reporting and announcement requirements but exempt from shareholders' approval requirement.

For details, please refer to the announcement of the Company dated 5 June 2023.

重續九龍灣舖之租賃協議之理由及裨益：

由於於香港經營零售業務之性質使然，本集團須不時就租賃零售店舖訂立租賃協議。租賃該物業將使本集團受惠，使本集團於該等物業獲得穩定營運，而不需要為尋求、裝修及搬遷至新零售店舖而產生額外成本及開支，並確保本集團的營運、業務及發展不會中斷。

重續九龍灣舖之租賃協議之條款(包括租金)乃由訂約方經參考附近地區可比較物業之公開市場租金及本集團根據現有租賃協議支付之租金後公平磋商釐定。董事會認為重續九龍灣舖之租賃協議之條款乃於本集團日常及一般業務過程中按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

重續九龍灣舖之租賃協議於GEM上市規則項下之涵義：

根據香港財務報告準則第16號「租賃」，本公司於綜合財務狀況表內確認租賃該物業有關的使用權資產的價值。因此，根據GEM上市規則，重續九龍灣舖之租賃協議被視作本集團收購資產。

由於重續九龍灣舖之租賃協議下進行之租約交易之適用百分比率(定義見GEM上市規則第19.07條)超過5%但低於25%，該交易構成本公司之須予披露交易，須遵守申報及公告規定但獲豁免遵守股東批准規定。

詳情請參閱載於本公司日期為二零二三年六月五日的公告。

(iii) Renewal of Tenancy Agreement of Tsuen Wan Shop 312:

On 5 July 2023 (after trading hours), Urban Lifestyle Limited (a wholly-owned subsidiary of the Company) as tenant finalised the renewal terms with CDW Building Limited as landlord to renew the existing tenancy agreement for operation of retail store of retail business of the Group (the "Renewal of Tenancy Agreement of Tsuen Wan Shop 312").

(iii) 重續荃灣312舖之租賃協議：

於二零二三年七月五日(交易時段後)，Urban Lifestyle Limited(本公司全資附屬公司)作為租戶與CDW Building Limited(業主)確定重續條款，以重續現有租賃協議作本集團旗下零售業務之零售店舖(「重續荃灣312舖之租賃協議」)。

Principal terms of Renewal of Tenancy Agreement of Tsuen Wan Shop 312:
重續荃灣312舖之租賃協議的主要條款：

Effective date: 1 September 2023
 生效日期：二零二三年九月一日

Parties: (i) CDW Building Limited as landlord; and
 訂約方：(i) CDW Building Limited(作為業主)；及
 (ii) Urban Lifestyle Limited as tenant.
 (ii) Urban Lifestyle Limited(作為租戶)。

The landlord is a company incorporated in Hong Kong and principally engaged in property investment. The landlord is a wholly-owned subsidiary of HKR International Limited, the shares of which are listed on the Main Board of Stock Exchange (stock code: 480).

業主為一間於香港註冊成立的公司，主要從事物業投資控股。業主為香港興業國際集團有限公司之全資附屬公司，其股份於聯交所主板上市(股份代號：480)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the landlord of the premises and its respective ultimate beneficial owner(s) are the Independent Third Parties.

以各董事所知所信，並經過所有合理查詢，業主及其最終實益擁有人均為獨立第三方。

Premises: Shop No. 312 of 3rd Floor, CDW Building, 388 Castle Peak Road,
 物業：香港荃灣青山公路388號中染大廈3樓312號舖

Term: Three years from 1 September 2023 to 31 August 2026 (both days inclusive).
 租期：自二零二三年九月一日至二零二六年八月三十一日(包括首尾兩天)為期三年。

The aggregate value of consideration payable: Not less than HK\$2,555,000, being the monthly basic rental in aggregate for the term of three years (exclusive of rates, air-conditioning and management charges, promotion levy and all other outgoings).

應付代價總值：不低於2,555,000港元，即三年租期內每月基本租金總數(不包括差餉、空調及管理費、推廣費用及其他支出)。

Tenant shall pay the lease payment on monthly basis by internal resources.
 租戶須透過內部資源按月支付租賃款項。

Reasons for and benefits of Renewal of Tenancy Agreement of Tsuen Wan Shop 312:

Due to nature of its retail business in Hong Kong, the Group has to enter into tenancy agreements for leasing of retail stores from time to time. It would be beneficial to lease the said premises as it will enable the Group to secure its stable operation at the said premises without incurring additional costs and expenses in identifying, renovating and relocating to other retail store and ensure that there will be no disruption to the operations, business and growth of the Group.

The terms of Renewal of Tenancy Agreement of Tsuen Wan Shop 312 (including the rental charge) were determined after arm's length negotiations between the parties and with reference to the open market rent of comparable properties in the nearby districts and the rental payment made by the Group under the existing tenancy agreements. The Board considers that the terms of Renewal of Tenancy Agreement of Tsuen Wan Shop 312 were entered into on normal commercial terms, in the ordinary and usual course of business of the Group and are fair and reasonable and in the interests of the Company and the shareholders as a whole.

Implications under the GEM Listing Rules of Renewal of Tenancy Agreement of Tsuen Wan Shop 312:

In accordance with HKFRS 16 "Lease", the Company recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with the lease of the said premises. Accordingly, the Renewal of Tenancy Agreement of Tsuen Wan Shop 312 is regarded as acquisition of asset by the Group for the purpose of the GEM Listing Rules.

As the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) for the lease transaction contemplated under the Renewal of Tenancy Agreement of Tsuen Wan Shop 312 exceed 5% but are below 25%, such transaction constitutes a discloseable transaction of the Company, and is subject to reporting and announcement requirements but exempt from shareholders' approval requirement.

For details, please refer to the announcement of the Company dated 5 July 2023.

重續荃灣312舖之租賃協議之理由及裨益：

由於於香港經營零售業務之性質使然，本集團須不時就租賃零售店舖訂立租賃協議。租賃該物業將使本集團受惠，使本集團於該等物業獲得穩定營運，而不需要為尋求、裝修及搬遷至新零售店舖而產生額外成本及開支，並確保本集團的營運、業務及發展不會中斷。

重續荃灣312舖之租賃協議之條款(包括租金)乃由訂約方經參考附近地區可比較物業之公開市場租金及本集團根據現有租賃協議支付之租金後公平磋商釐定。董事會認為重續荃灣312舖之租賃協議之條款乃於本集團日常及一般業務過程中按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

重續荃灣312舖之租賃協議於GEM上市規則項下之涵義：

根據香港財務報告準則第16號「租賃」，本公司於綜合財務狀況表內確認租賃該物業有關的使用權資產的價值。因此，根據GEM上市規則，重續荃灣312舖之租賃協議被視作本集團收購資產。

由於重續荃灣312舖之租賃協議下進行之租約交易之適用百分比率(定義見GEM上市規則第19.07條)超過5%但低於25%，該交易構成本公司之須予披露交易，須遵守申報及公告規定但獲豁免遵守股東批准規定。

詳情請參閱載於本公司日期為二零二三年七月五日的公告。

(iv) Renewal of Tenancy Agreement of Wanchai Shop 56:

On 17 January 2024 (after trading hours), Element Lighting Design Limited (a wholly-owned subsidiary of the Company) as tenant finalised the renewal terms with Garwick Development Limited as landlord to renew the existing tenancy agreement for operation of retail store of retail business of the Group (the "Renewal of Tenancy Agreement of Wanchai Shop 56").

(iv) 重續灣仔56舖之租賃協議

於二零二四年一月十七日(交易時段後)，照明設計有限公司(本公司全資附屬公司)作為租戶與加偉發展有限公司(業主)確定重續條款，以重續現有租賃協議作本集團旗下零售業務之零售店舖(「重續灣仔56號舖之租賃協議」)。

Principal terms of Renewal of Tenancy Agreement of Wanchai Shop 56:
重續灣仔56號舖之租賃協議的主要條款：

Effective date: 8 March 2024
生效日期：二零二四年三月八日

Parties: (i) Garwick Development Limited as landlord; and
訂約方：(i) 加偉發展有限公司(作為業主)；及
(ii) Element Lighting Design Limited as tenant.
(ii) 照明設計有限公司(作為租戶)。

The landlord is a company incorporated in Hong Kong and principally engaged in property investment.

業主為一間於香港註冊成立的公司，主要從事物業投資。

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the landlord of the premises and their respective ultimate beneficial owners (Miss Liu Tong Rita, Mr. Liu Wai Lun Jeffrey and Miss Liu Wai Fun Jennifer) are the Independent Third Parties.

以各董事所知所信，並經過所有合理查詢，業主、物業最終擁有人(廖湯慧靄女士、廖偉麟先生及廖偉芬女士)及其各自的最終實益擁有人均為獨立第三方。

Premises: G/F & Cockloft, 56 Morrison Hill Road, Wanchai, Hong Kong
物業：香港灣仔摩理臣山道56號地下及閣樓

Term: Two years from 8 March 2024 to 7 March 2026 (both days inclusive).
租期：自二零二四年三月八日至二零二六年三月七日(包括首尾兩天)為期兩年。

The aggregate value of consideration payable: Not less than HK\$2,025,000, being the monthly basic rental in aggregate for the term of two years (exclusive of rates, air-conditioning and management charges, promotion levy and all other outgoings).

應付代價總值：不低於2,025,000港元，即兩年租期內每月基本租金總數(不包括差餉、空調及管理費、推廣費用及其他支出)。

Tenant shall pay the lease payment on monthly basis by internal resources.
租戶須透過內部資源按月支付租賃款項。

Reasons for and benefits of Renewal of Tenancy Agreement of Wanchai Shop 56:

Due to nature of its retail business in Hong Kong, the Group has to enter into tenancy agreements for leasing of retail stores from time to time. It would be beneficial to lease the said premises as it will enable the Group to secure its stable operation at the said premises without incurring additional costs and expenses in identifying, renovating and relocating to other retail store and ensure that there will be no disruption to the operations, business and growth of the Group.

The terms of Renewal of Tenancy Agreement of Wanchai Shop 56 (including the rental charge) were determined after arm's length negotiations between the parties and with reference to the open market rent of comparable properties in the nearby districts and the rental payment made by the Group under the existing tenancy agreement. The Board considers that the terms of Renewal of Tenancy Agreement of Wanchai Shop 56 were entered into on normal commercial terms, in the ordinary and usual course of business of the Group and are fair and reasonable and in the interests of the Company and the shareholders as a whole.

Implications under the GEM Listing Rules of Renewal of Tenancy Agreement of Wanchai Shop 56:

In accordance with HKFRS 16 "Lease", the Company recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with the lease of the said premises. Accordingly, the Renewal of Tenancy Agreement of Wanchai Shop 56 is regarded as acquisition of asset by the Group for the purpose of the GEM Listing Rules.

As the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) for the lease transaction contemplated under the Renewal of Tenancy Agreement of Wanchai Shop 56 exceed 5% but are below 25%, such transaction constitutes a discloseable transaction of the Company, and is subject to reporting and announcement requirements but exempt from shareholders' approval requirement.

For details, please refer to the announcement of the Company dated 17 January 2024.

重續灣仔56舖之租賃協議之理由及裨益：

由於於香港經營零售業務之性質使然，本集團須不時就租賃零售店舖訂立租賃協議。租賃該物業將使本集團受惠，使本集團於該等物業獲得穩定營運，而不需要為尋求、裝修及搬遷至新零售店舖而產生額外成本及開支，並確保本集團的營運、業務及發展不會中斷。

重續灣仔56號舖之租賃協議之條款(包括租金)乃由訂約方經參考附近地區可比較物業之公開市場租金及本集團根據現有租賃協議支付之租金後公平磋商釐定。董事會認為重續灣仔灣舖之租賃協議之條款乃於本集團日常及一般業務過程中按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

重續灣仔56舖之租賃協議於GEM上市規則項下之涵義：

根據香港財務報告準則第16號「租賃」，本公司於綜合財務狀況表內確認租賃該物業有關的使用權資產的價值。因此，根據GEM上市規則，重續灣仔56號舖之租賃協議被視作本集團收購資產。

由於重續灣仔舖之租賃協議下進行之租約交易之適用百分比率(定義見GEM上市規則第19.07條)超過5%但低於25%，該交易構成本公司之須予披露交易，須遵守申報及公告規定但獲豁免遵守股東批准規定。

詳情請參閱載於本公司日期為二零二四年一月十七日的公告。

Save as otherwise disclosed, there were neither significant investments held as at 31 March 2024 nor material acquisitions and disposals of subsidiaries during the Financial Year, and there is no plan for material investments or capital assets as at the date of this annual report.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2024, the Group had cash and bank balances of approximately HK\$5,894,000 (2023: HK\$9,938,000). The gearing ratio of the Group, calculated as total bank borrowings over total equity, was nil as at 31 March 2024 (2023: Nil), as the Group mainly financed the operations from internally generated funds and had no bank borrowings as at 31 March 2024 (2023: Nil).

The Group closely monitors the cash flow position to ensure that the Group has sufficient working capital available to fulfill its operational requirement. The Group takes into account the trade receivables, trade payables, cash and bank balances, administrative and capital expenditures to prepare cash flow forecast to forecast the Group's future liquidity.

TREASURY POLICIES

The Group adopts a conservative treasury policy. As financial management, sales proceed is immediately deposit to reputable and creditworthy banks to ensure security, liquidity and for meeting future funding requirements.

除有所披露外，於二零二四年三月三十一日概無持有任何重大投資，本財政年度亦無附屬公司的重大收購及出售事項，及於本年報日，概無其他重大投資或購入資本資產的計劃。

流動性及財務資源

於二零二四年三月三十一日，本集團的現金及銀行結餘約5,894,000港元（二零二三年：9,938,000港元）。本集團的槓桿比率，以銀行借貸總額除以權益總額計算，於二零二四年三月三十一日為無（二零二三年：無），原因為本集團主要以內部產生的資金作為本集團的營運資金，且於二零二四年三月三十一日並無銀行借貸（二零二三年：無）。

本集團密切監察現金流量狀況，確保本集團擁有充足的可動用營運資金，可以符合營運需要。本集團計及應收款項、應付款項、現金及銀行結餘、行政及資本開支，以編製本集團的現金流量預測，預測本集團未來的流動性。

庫務政策

本集團採取審慎的庫務管理政策。作為財務管理，銷售款項將立即存於信譽良好的銀行，以確保安全性、流動性及滿足未來資金需要。

CAPITAL STRUCTURE

The capital of the Group comprises only ordinary shares. As at 31 March 2024, there were 451,035,713 ordinary shares in issue.

Total equity attributable to owners of the Company amounted to approximately HK\$8,689,000 as at 31 March 2024 (2023: HK\$20,200,000).

CONTINGENT LIABILITIES

As at 31 March 2024, save as otherwise disclosed, the Group did not have any material contingent liabilities (2023: Nil).

FOREIGN CURRENCY RISK

The Group undertakes certain purchase transactions denominated in Hong Kong dollar, Euro, United States dollar and Renminbi, hence exposure to exchange rate fluctuations arises. We are mainly exposed to foreign exchange fluctuation of the Euro and Renminbi against Hong Kong dollar, as Hong Kong dollar is pegged to United States dollar. The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises. The Directors are of the view that the transactional exposure of the Group in currencies other than the functional currencies is maintained at an acceptable level.

CHARGES ON GROUP ASSETS

As at 31 March 2024, there was no charges on the Group's assets (2023: Nil).

SEGMENT INFORMATION

The Group's segmental information is set out in note 6 to the consolidated financial statements.

資本結構

本集團之資本僅包括普通股。於二零二四年三月三十一日已發行普通股為451,035,713股。

於二零二四年三月三十一日，本公司擁有人應佔權益總額約8,689,000港元（二零二三年：20,200,000港元）。

或然負債

於二零二四年三月三十一日，除有所披露外，本集團並無任何重大或然負債（二零二三年：無）。

外幣風險

本集團主要以港元、歐元、美元及人民幣進行採購，因此面對匯率波動帶來的風險。由於港元與美元掛鈎，我們主要面對歐元及人民幣兌港元的外匯波動風險。本集團現時並無外匯對沖政策。然而，本集團管理層會監察外匯風險及將於有需要時考慮對沖重大外匯風險。董事認為本集團就功能貨幣以外貨幣的交易風險保持在可接受的水平。

集團資產抵押

於二零二四年三月三十一日，本集團資產並無抵押（二零二三年：無）。

分部資料

本集團的分部資料載於合併財務報表附註6。

CAPITAL COMMITMENTS

As at 31 March 2024, the Group did not have any significant capital commitments (2023: Nil).

DIVIDEND

The Board does not recommend the payment of any dividend for the Financial Year (2023: Nil).

EMPLOYEE INFORMATION

Total remuneration of the Group for the Financial Year (including (i) Directors' emoluments, (ii) salaries to staff and (iii) MPF contributions) was approximately HK\$17,827,000 (2023: HK\$20,212,000).

As at 31 March 2024, the Group had 47 employees (2023: 46 employees).

REMUNERATION POLICIES

The remuneration payable to the employees includes salaries and allowances. The Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly. Subject to the Group's profitability, the Group may also provide a discretionary bonus to employees as an incentive for their contribution to the Group.

資本承擔

於二零二四年三月三十一日，本集團並無任何重大資本承擔(二零二三年：無)。

股息

董事會不建議就本財政年度派付任何股息(二零二三年：無)。

僱員資料

於本財政年度，本集團的總薪酬開支(包括(i)董事薪酬、(ii)員工薪金及(iii)強積金供款)約17,827,000港元(二零二三年：20,212,000港元)。

於二零二四年三月三十一日，本集團共僱用47名僱員(二零二三年：46名)。

薪酬政策

應付僱員之薪酬包括薪金及津貼。本集團之薪酬政策基於個別僱員的表現釐定，並定期檢討。根據本集團之盈利能力，本集團亦可能向僱員提供酌情花紅作為彼等對本集團貢獻的激勵。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Hue Kwok Chiu, aged 57, was appointed as an executive Director on 26 February 2014. Mr. Hue Kwok Chiu is the chairman of the Board and head of human resources department. Mr. Hue Kwok Chiu is also a director of several subsidiaries of the Company. Mr. Hue Kwok Chiu is responsible for the business development, operations and business expansion plans and human resources activities of the Group. Mr. Hue Kwok Chiu is the younger brother of Mr. Hui Kwok Wing and Mr. Hui Kwok Keung Raymond, the executive Directors.

Mr. Hue Kwok Chiu has over 32 years of business management experience and obtained a Bachelor of social sciences degree from the University of Hong Kong in December 1989.

Mr. Hui Kwok Keung Raymond, aged 61, was appointed as an executive Director on 26 February 2014. Mr. Hui Kwok Keung Raymond is one of the founders and chief executive officer of the Group. Mr. Hui Kwok Keung Raymond is also a director of several subsidiaries of the Company. Mr. Hui Kwok Keung Raymond is responsible for the business development, operations and devising market strategy and business expansion plans of the Group. Mr. Hui Kwok Keung Raymond is the younger brother of Mr. Hui Kwok Wing and the elder brother of Mr. Hue Kwok Chiu, the executive Directors. Mr. Hui Kwok Keung Raymond is the director of Time Prestige Ventures Limited, a substantial shareholder of the Company.

Mr. Hui Kwok Keung Raymond has over 32 years of experience in lighting and furniture retails business in Hong Kong and obtained a Bachelor of arts degree from the University of Hong Kong in November 1985 and a Master of design degree from the Hong Kong Polytechnic University in November 2010. Mr. Hui Kwok Keung Raymond also obtained fellow of management and business administration from the Professional Validation Council of Hong Kong Industries in September 2023.

Mr. Hui Kwok Wing, aged 62, was appointed as an executive Director on 19 June 2015. Mr. Hui Kwok Wing is the chief creative officer of the Group and responsible for the business development of the Group. Mr. Hui Kwok Wing is the elder brother of Mr. Hui Kwok Keung Raymond, the executive Director, and Mr. Hue Kwok Chiu, the executive Director.

Mr. Hui Kwok Wing has over 31 years of experience in product design, design management and retail business management and obtained Bachelor of arts degree in industrial design from the Hong Kong Polytechnic University in 1989.

執行董事

許國釗先生，57歲，於二零一四年二月二十六日獲委任為本公司執行董事。許國釗先生為董事會主席及人力資源部主管。許國釗先生亦為本公司多間附屬公司之董事。許國釗先生負責本集團的業務發展、營運及業務擴充計劃及人力資源活動。許國釗先生為執行董事許國榮先生及許國強先生之胞弟。

許國釗先生擁有逾32年業務管理經驗，並於一九八九年十二月取得香港大學社會科學學士學位。

許國強先生，61歲，於二零一四年二月二十六日獲委任為本公司執行董事。許國強先生為本集團創辦人之一及行政總裁。許國強先生亦為本公司多間附屬公司之董事。許國強先生負責本集團的業務發展、營運及制定市場策略及業務擴充計劃。許國強先生為執行董事許國榮先生之胞弟及許國釗先生之胞兄。許國強先生為本公司主要股東Time Prestige Ventures Limited的董事。

許國強先生於香港燈飾及家具零售業務方面擁有逾32年經驗，並於一九八五年十一月取得香港大學文學士學位及於二零一零年十一月取得香港理工大學設計碩士學位。許國強先生亦於二零二三年九月取得香港工業專業評審局工商院士名銜。

許國榮先生，62歲，於二零一五年六月十九日獲委任為執行董事。許國榮先生為本集團首席創意總監及負責本集團的業務發展。許國榮先生為執行董事許國強先生及執行董事許國釗先生之胞兄。

許國榮先生擁有逾31年產品設計、設計管理及零售業務管理之經驗，並於一九八九年取得香港理工大學文學士學位，主修工業設計。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chung Wai Man ("Mr. Chung"), aged 60, was appointed as an independent non-executive Director on 11 September 2014. Mr. Chung is responsible for providing independent judgement on the issue of strategy, performance, resources and standard of conduct of the Group.

Mr. Chung obtained a Bachelor's degree (honours) in social sciences from the University of Hong Kong in December 1989 and a Master's degree in international business management from the City University of Hong Kong in November 1998.

Mr. Chung became a member of the Hong Kong Institute of Certified Public Accountants in April 1995 and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom in November 1999.

Mr. Chung has around 34 years of experience in accounting, taxation and finance. Mr. Chung is currently an independent non-executive director of Net Pacific Financial Holdings Limited (stock code: 5QY), the shares of which are listed on the Singapore Exchange Securities Trading Limited, and an independent non-executive director of Shandong Fengxiang Co., Ltd. (stock code: 9977), the shares of which are listed on the Main Board of the Stock Exchange.

獨立非執行董事

鍾偉文先生（「鍾先生」），60歲，於二零一四年九月十一日獲委任為獨立非執行董事。鍾先生負責就本集團進行的策略、表現、資源及行為準則事宜提供獨立判斷。

鍾先生於一九八九年十二月取得香港大學社會科學榮譽學士學位，且於一九九八年十一月取得香港城市大學國際企業管理碩士學位。

鍾先生於一九九五年四月成為香港會計師公會會員，並於一九九九年十一月為英國特許會計師公會資深會員。

鍾先生擁有約34年會計、稅務及財務經驗。鍾先生現為利通太平洋金融控股有限公司（股份代號：5QY）之獨立非執行董事，該股份於新加坡證券交易所有限公司上市及山東鳳祥股份有限公司（股份代號：9977）之獨立非執行董事，該股份於聯交所主板上市。

Mr. Leung Wai Chuen (“Mr. Leung”), aged 58, was appointed as an independent non-executive Director on 11 September 2014. Mr. Leung is responsible for providing independent judgement on the issue of strategy, performance, resources and standard of conduct of the Group.

Mr. Leung obtained a Bachelor’s degree in social sciences from the University of Hong Kong in December 1989, a Master’s degree in business administration jointly awarded by the University of Wales and the University of Manchester in July 2001 and a Master’s degree in business (logistics management) from Royal Melbourne Institute of Technology (now known as RMIT University) in September 2007.

Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants of the United Kingdom and an associate of the Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute respectively.

Mr. Leung has over 33 years’ experience in auditing, accounting, financial management and company secretarial matters. He worked for and held senior positions in various listed companies in Hong Kong and was responsible for their finance, accounting and company secretarial functions. Mr. Leung is currently the company secretary of Grand Ming Group Holdings Limited (stock code: 1271), and an independent non-executive director of Fourace Industries Group Holdings Limited (stock code: 1455), the shares of which are listed on the Main Board of the Stock Exchange.

梁偉泉先生(「梁先生」)，58歲，於二零一四年九月十一日獲委任為獨立非執行董事。梁先生負責就本集團進行的策略、表現、資源及行為準則事宜提供獨立判斷。

梁先生於一九八九年十二月取得香港大學社會科學學士學位，於二零零一年七月取得威爾斯大學及曼徹斯特大學聯合頒發工商管理碩士學位，以及於二零零七年九月取得墨爾本皇家理工學院(現稱為墨爾本皇家理工大學)工商(物流管理)碩士學位。

梁先生分別為香港會計師公會會員、英國特許會計師公會資深會員、香港公司治理公會(前為香港特許秘書公會)及特許公司治理學會會員。

梁先生於審核、會計及財務管理以及公司秘書事務方面擁有逾33年經驗。梁先生曾於多家香港上市公司工作及擔任高級職務，負責該等公司的財務、會計及公司秘書職能。梁先生現為佳明集團控股有限公司(股份代號：1271)之公司秘書及科利實業控股集團有限公司(股份代號：1455)之獨立非執行董事，該股份於聯交所主板上市。

Ms. Wong Long Yan Milka (“Ms. Wong”), aged 37, was appointed as an independent non-executive Director on 1 June 2023. Ms. Wong is responsible for providing independent judgement on the issue of strategy, performance, resources and standard of conduct of the Group.

Ms. Wong has over 10 years of practice in the legal profession in Hong Kong. Ms. Wong is the founder and currently a managing partner in ZM Lawyers. Further, Ms. Wong has served as a board committee member and director of ZM Charity Fund since 2020, as well as a legal consultant in Carbon Mining Technology Limited since 2021.

Ms. Wong obtained her Bachelor of Laws Degree with minor in Social Work and Social Administration from The University of Hong Kong in November 2010. Ms. Wong has officially admitted as a qualified solicitor in Hong Kong since December 2013 and is a member of the Law Society of Hong Kong.

黃朗欣女士（「黃女士」），37歲，於二零二三年六月一日獲委任為獨立非執行董事。黃女士負責就本集團進行的策略、表現、資源及行為準則事宜提供獨立判斷。

黃女士，於香港律師事務所擁有逾十年的法律經驗。黃女士是ZM Lawyers的創始人，於目前擔任管理合伙人。自二零二零年起，黃女士擔任助樂慈善基金的董事委員會成員及董事。自二零二一年起，黃女士亦擔任Carbon Mining Technology Limited的法律顧問。

黃女士於二零一零年十一月取得香港大學法律學學士學位，並輔修法律暨社會工作及社會管理學系。黃女士自二零一三年十二月起成為香港合資格律師，並為香港律師會會員。

SENIOR MANAGEMENT

Mr. Chou Hing Yan Stephen (“Mr. Chou”), aged 61, was an executive Director from 26 February 2014 to 29 February 2016 and employed as senior business manager on 1 March 2016. Mr. Chou is one of the founders of the Group and responsible for the business, operations and marketing affairs of the Group.

Mr. Chou has over 20 years of experience in lighting and furniture retails business in Hong Kong and obtained a Bachelor’s degree in commerce from McMaster University of Canada in June 1987.

Mr. Wong Peng Lin (“Mr. Wong”), aged 52, is the operation manager of the Group. Mr. Wong joined the Group on 1 December 2003. He is primarily responsible for supervising the day to day operation of the retail stores in Hong Kong. Mr. Wong has over 19 years of experience in lighting retail business in the Group.

Mr. Chang David (“Mr. Chang”), aged 54, is the product & logistics manager of the Group. Mr. Chang joined the Group on 3 October 2012, he is primarily responsible for overseeing the product and logistics of the Group. Mr. Chang is also responsible to oversee compliance with safety requirements of all lighting and electrical products offered for sale at the retail stores, monitor the latest development on safety requirements and enhance closer communications between us and the suppliers in respect of the safety and certification requirements for lighting and electrical products in Hong Kong. Mr. Chang has over 27 years of experience in lighting business in Hong Kong.

Mr. Tang Lap Ming (“Mr. Tang”), aged 38, is the deputy financial controller and company secretary of the Group. Mr. Tang joined the Group on 17 November 2021, he is primarily responsible for overseeing the financial and daily secretarial matters of the Group.

Mr. Tang graduated from Hong Kong Lingnan University with Bachelor of Business Administration (Honours) and is a member of the Hong Kong Institute of Certified Public Accountants since January 2001. He has around 17 years of experience in accounting, auditing, company secretarial and tax consultancy field.

高級管理層

仇慶仁先生(「仇先生」)，61歲，於二零一四年二月二十六日至二零一六年二月二十九日為本公司之執行董事及於二零一六年三月一日受僱為高級業務經理。仇先生為本集團創辦人之一及負責本集團的業務、營運及市場推廣事務。

仇先生於香港燈飾及家具零售業務方面擁有逾20年經驗，並於一九八七年六月取得加拿大麥克馬斯特大學商學學士學位。

黃炳煉先生(「黃先生」)，52歲，為本集團的營運經理。黃先生於二零零三年十二月一日加入本集團。彼主要負責監督我們香港零售店的日常運作。黃先生於本集團燈飾零售業務方面擁有逾19年經驗。

張大偉先生(「張先生」)，54歲，為本集團的產品及物流經理。張先生於二零一二年十月三日加入本集團，主要負責監督本集團的產品及物流。張先生亦負責監督我們零售店內所出售的全部燈飾及電氣產品均符合安全規定、監控安全規定的最新發展以及加強我們與供應商之間就香港燈飾及電氣產品的安全及認證規定的緊密溝通。張先生於香港燈飾業務方面擁有逾27年經驗。

鄧立明先生(「鄧先生」)，38歲，為本集團的助理財務總監及公司秘書。鄧先生於二零二一年十一月十七日加入本集團，主要負責監督本集團的財務及日常的公司秘書事宜。

鄧先生畢業於香港嶺南大學，擁用工商管理學士(榮譽)學位，並由二零零一年一月起成為香港會計師公會會員。彼於會計、審計、公司秘書及稅務諮詢領域擁有逾17年經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the shareholders of the Company and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in part 2 of the Corporate Governance Code in Appendix C1 to the GEM Listing Rules (the "CG Code"). To the best knowledge of the Board, the Company has complied with the code provisions in the CG Code during the Financial Year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with the required standard of dealings as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). The Company has made specific enquiries with all Directors and the Directors confirmed that they have complied with the Required Standard of Dealings and the code of conduct for dealing in securities of the Company during the Financial Year.

BOARD OF DIRECTORS

Composition of the Board of Directors

Up to the date of this annual report, the Board comprises three executive Directors and three independent non-executive Directors. The composition of the Board was as follows:

Executive Directors

Hue Kwok Chiu (*Chairman*)
Hui Kwok Keung Raymond (*Chief Executive Officer*)
Hui Kwok Wing (*Chief Creative Officer*)

Independent non-executive Directors

Chung Wai Man
Leung Wai Chuen
Wong Long Yan Milka (appointed on 1 June 2023)
Yeung Mo Sheung Ann (resigned on 1 June 2023)

Save as disclosed in this report, there is no financial, business, family or other material/relevant relationship among members of the Board.

企業管治常規

本公司致力推行高標準的企業管治保障本公司的股東利益及加強本公司的企業價值。本公司之企業管治常規乃以GEM上市規則附錄C1第2部所載企業管治守則(「企業管治守則」)載列之原則及守則條文為基準。據董事會所知，於本財政年度，本公司已遵守企業管治守則內之守則條文。

董事進行證券交易

本公司已採納GEM上市規則第5.48至5.67條所載之交易必守標準(「交易必守標準」)，作為董事買賣本公司證券之操守守則。本公司已對各董事作出特定查詢，董事已確認彼等於本財政年度已遵守交易必守標準及買賣本公司證券之操守守則。

董事會

董事會的組成

截至本年報日，董事會包括三名執行董事及三名獨立非執行董事。董事會的組成如下：

執行董事

許國釗(*主席*)
許國強(*行政總裁*)
許國榮(*首席創意總監*)

獨立非執行董事

鍾偉文
梁偉泉
黃朗欣(於二零二三年六月一日獲委任)
楊慕嫻(於二零二三年六月一日辭任)

除本年報披露外，各董事會成員之間並無財政、業務、家族或其他重要／相關的關係。

Functions of the Board

The principal function of the Board is to consider and approve the overall business plans and strategies of the Group, develop and implement the corporate governance function, monitor the implementation of these policies and strategies and the management of the Company. The Group has an independent management team, which is led by a team of senior management with substantial experience and expertise in the Group's business and the Board delegates the authority and responsibility for implementing the Group's policies and strategies.

Board Meetings and Board Practices

The Directors can attend meetings in person or through other means of electronic communication in accordance with the articles of association of the Company (the "Articles"). All minutes of the Board meetings were recorded in sufficient detail the matters considered by the Board and the decisions reached.

During the Financial Year, five Board meetings and one general meeting were held in addition to circulation of written resolutions. Details of the attendance of Directors are as follows:

董事會的職能

董事會的主要職能是考慮及審批本集團的整體業務計劃及策略、企業管治職能的發展和執行以及對本公司於該政策和策略的執行及管理層作出監察。董事會授權執行本集團政策及策略的權力及責任予一支獨立管理團隊，該團隊由一批經驗豐富且具備對本集團業務專業知識的高級管理層領導。

董事會會議及董事會常規

根據本公司組織章程細則（「組織章程細則」），公司董事可以親身出席或透過其他電子途徑方式進行會議。所有董事會會議的會議紀錄都充分詳細地記錄所有董事會考慮的事項及得出的決定。

於本財政年度，除了傳閱書面決議案，董事會舉行五次董事會會議及一次股東大會。以下是各董事出席紀錄的詳情：

	Attendance 出席率	
	General meeting 股東大會	Board meetings 董事會會議
Executive Directors		
執行董事		
Hue Kwok Chiu (<i>Chairman</i>) 許國釗 (主席)	1/1	5/5
Hui Kwok Keung Raymond (<i>Chief Executive Officer</i>) 許國強 (行政總裁)	1/1	5/5
Hui Kwok Wing (<i>Chief Creative Officer</i>) 許國榮 (首席創意總監)	1/1	5/5
Independent Non-executive Directors		
獨立非執行董事		
Chung Wai Man 鍾偉文	1/1	5/5
Leung Wai Chuen 梁偉泉	1/1	5/5
Yeung Mo Sheung Ann (resigned on 1 June 2023) 楊慕嫦 (於二零二三年六月一日辭任)	N/A	N/A
Wong Long Yan Milka (appointed on 1 June 2023) 黃朗欣 (於二零二三年六月一日獲委任)	0/1	4/4

According to the code provision C.2.7 of the CG Code, the chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. The Company complied with the code provision C.2.7 of the CG Code that the chairman of the Board held meetings with the independent non-executive Directors without the presence of other Directors.

根據企業管治守則第C.2.7條守則條文，主席應至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議。本公司已遵守企業管治守則第C.2.7條守則條文，董事會主席已在並無其他董事的情況下與獨立非執行董事舉行會議。

Directors' Appointment, Re-election and Removal

Two executive Directors, namely Mr. Hue Kwok Chiu and Mr. Hui Kwok Keung Raymond, have entered into a service agreement with the Company for a fixed term of two years from 11 September 2022, which may be terminated by not less than three months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

Two independent non-executive Directors, namely Mr. Chung Wai Man and Mr. Leung Wai Chuen, have entered into a service agreement with the Company for a fixed term of two years from 11 September 2022, which may be terminated by not less than three months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

Ms. Wong Long Yan Milka, the independent non-executive Director, has entered into a service agreement with the Company for a fixed term of two years from 1 June 2023, which may be terminated by not less than three months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

Mr. Hui Kwok Wing, the executive Director, has entered into a service agreement with the Company for a fixed term of two years from 19 June 2023, which may be terminated by not less than three months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

By virtue of article 83 of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. 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 and shall then be eligible for re-election.

In compliance with the code provision B.2.2 of the CG Code, every director should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being, (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

董事的委任、重選及罷免

兩名執行董事（許國釗先生及許國強先生）皆與本公司訂立一份服務協議，由二零二二年九月十一日起計為期兩年，可由任何一方向另一方發出不少於三個月的書面通知終止，並須受其中所述終止條文及組織章程細則所載董事輪流退任條文所規限。

兩名獨立非執行董事，鍾偉文先生及梁偉泉先生，皆與本公司訂立一份服務協議，由二零二二年九月十一日起計為期兩年，可由任何一方向另一方發出不少於三個月的書面通知終止，並須受其中所述終止條文及組織章程細則所載董事輪流退任條文所規限。

黃朗欣女士，獨立非執行董事，與本公司訂立一份服務協議，由二零二三年六月一日起計為期兩年，可由任何一方向另一方發出不少於三個月的書面通知終止，並須受其中所述終止條文及組織章程細則所載董事輪流退任條文所規限。

執行董事許國榮先生與本公司訂立一份服務協議，由二零二三年六月十九日起計為期兩年，可由任何一方向另一方發出不少於三個月的書面通知終止，並須受其中所述終止條文及組織章程細則所載董事輪流退任條文所規限。

根據組織章程細則第83條，董事會不時及隨時有權委任任何人士為董事，以填補董事會臨時空缺或作為新增董事。任何獲董事會委任以填補臨時空缺之董事僅留任至其獲委任後本公司的首次股東大會，並須於該會上重選。任何獲董事會委任為現時董事會新增董事之董事僅留任至本公司下一屆股東週年大會，並合資格重選。

根據企業管治守則第B.2.2條守則條文，每名董事均應至少每三年輪值退任一次。此外，根據組織章程細則第84條，於每屆股東週年大會上，佔當時三分之一的董事（或如董事人數並非三的倍數，則按最接近但不少於三分之一的董事人數計算）均須輪席退任，惟每名董事須至少每三年於股東週年大會輪席退任一次。退任董事有資格膺選連任，並於其退任的大會期間繼續擔任董事。

Independent Non-executive Directors

The Company has three independent non-executive Directors to comply with Rule 5.05 of the GEM Listing Rules. Furthermore, among the three independent non-executive Directors, Mr. Chung and Mr. Leung have appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules. In accordance with Rule 5.09 of the GEM Listing Rules, the Company has received from each of its independent non-executive Directors the written confirmation of his/her independence. The Company, based on such confirmations, considers Mr. Chung, Mr. Leung and Ms. Wong to be independent.

Chairman and Chief Executive Officer

According to the code provision C.2.1 of the CG Code, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. During the Financial Year, the role of the chairman of the Board is performed by Mr. Hue Kwok Chiu and the office of the chief executive officer of the Company is performed by Mr. Hui Kwok Keung Raymond. The code provision C.2.1 of the CG Code has been complied with.

Delegation of Powers

The Board delegates day-to-day operations of the Group to executive Directors and management of the Company with department heads responsible for different aspects of the business/ functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its management and administration functions to management, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where management need to report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Continuing Professional Development

According to the code provision C.1.4 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the board remains informed and relevant. The Company has arranged and/or introduced some director's training courses and has provided monthly financial highlight, business update of the Group and training materials for the Directors to develop and explore their knowledge and skills.

During the Financial Year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills.

獨立非執行董事

本公司有三名獨立非執行董事，符合GEM上市規則第5.05條規定。此外，三名獨立非執行董事中，鍾先生及梁先生擁有GEM上市規則第5.05(2)條規定之合適專業資格或會計或相關財務管理之專業知識。根據GEM上市規則第5.09條，本公司已收到各獨立非執行董事就其獨立性所發出的書面確認書。本公司根據有關確認書，認為鍾先生、梁先生及黃女士為獨立人士。

主席及行政總裁

根據企業管治守則第C.2.1條守則條文，應區分主席與行政總裁的角色，不應由同一人擔任。於本財政年度，董事會主席一職由許國釗先生擔任，本公司行政總裁之職位由許國強先生擔任。企業管治守則第C.2.1條守則條文已遵守。

授權

董事會授權執行董事及本公司管理層負責本集團的日常營運，亦授權部門主管負責不同的業務／職責，惟若干重大事項的策略決定仍須經董事會批准。董事會授權管理層負責管理及行政職務時會對管理層的權力作出明確指示，特別是代表本公司作出決定或訂立任何承擔前須向董事會報告並獲董事會事先批准。

持續專業發展

根據企業管治守則第C.1.4條守則條文，全體董事應參加持續專業發展，以開拓及增進其知識及技能，以確保彼等繼續向董事會作出知情及恰當之貢獻。本公司已向董事安排及／或介紹一些培訓課程及提供每月財務摘要、本集團業務更新及培訓資料，以發展及開發彼等之知識及技能。

於本財政年度，全體董事均已參與持續專業發展以開拓及增進其知識及技能。

Directors' and Officers' Liabilities

The Company has arranged for appropriate insurance covering the liabilities in respect of legal action against the Directors and officers of the Company that may arise out in the corporate activities which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established by the Board on 11 September 2014 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Leung. The other members are Mr. Chung and Ms. Wong. The primary duties of the Audit Committee are mainly to oversee the relationship with the Company's external auditor, review the Company's financial information and oversee the Company's financial reporting system, risk management and internal control systems.

The Audit Committee had reviewed the consolidated results of the Group for the Financial Year with the management and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

Four Audit Committee meetings were held in addition to circulation of written resolutions during the Financial Year. Details of the attendance of the Audit Committee meetings are as follows:

Members 成員	Attendance 出席率
Leung Wai Chuen (<i>Chairman</i>) 梁偉泉 (主席)	4/4
Chung Wai Man 鍾偉文	4/4
Yeung Mo Sheung Ann (resigned on 1 June 2023) 楊慕嫻 (於二零二三年六月一日辭任)	1/1
Wong Long Yan Milka (appointed on 1 June 2023) 黃朗欣 (於二零二三年六月一日獲委任)	3/3

董事及高級職員之責任

本公司已安排適當保險，就企業活動中可能出現之針對董事及本公司高級職員之法律行動涉及之法律責任提供保障，此做法符合企業管治守則。投保範圍乃每年進行檢討。

審核委員會

本公司的審核委員會（「審核委員會」）於二零一四年九月十一日由董事會成立，並遵照GEM上市規則第5.28條及5.29條規定及企業管治守則第C.3.3條守則條文制定書面職權範圍。審核委員會現時由三名獨立非執行董事組成，並由梁先生擔任主席，其餘成員為鍾先生及黃女士。審核委員會的主要職務為監察與本公司核數師的關係、審閱本公司的財務資料及監管本公司財務申報制度、風險管理及內部監控系統。

審核委員會與管理層已審閱本集團本財政年度之綜合業績，並認為有關業績已符合適用會計政策、GEM上市規則之規定及其他適用法律要求，亦已作出恰當披露。

除了傳閱書面決議案，審核委員會於本財政年度舉行了四次會議，會員於審核委員會會議出席率的詳情如下：

The following is a summary of work performed by the Audit Committee during the Financial Year:

1. Financial Reporting

- reviewed the audited consolidated financial statements for the year ended 31 March 2023 in conjunction with the external auditor and the unaudited financial statements for 3 months ended 30 June 2023 and 6 months ended 30 September 2023;
- reviewed the accounting principles and practices adopted by the Group;
- reviewed the auditing and financial reporting matters, including the key audit matters of the consolidated financial statements for the year ended 31 March 2023 which are set out in the annual report of the Company for the year ended 31 March 2023;
- reviewed the audit planning for the year ended 31 March 2024 in conjunction with the external auditor;

2. External Auditor

- reviewed and approved the remuneration of external auditors of the Company for the year ended 31 March 2024;
- reviewed the re-appointment of external auditor of the Company and was satisfied with its work, its independence, and its objectivity, and therefore recommended the re-appointment of BDO Limited (which had indicated its willingness to continue in office) as the Group's external auditor for shareholders' approval at the 2023 annual general meeting;

以下是審核委員會於本財政年度的工作概要：

1. 財務報告

- 與外部核數師審閱截至二零二三年三月三十一日止年度之經審核之綜合財務報表以及截至二零二三年六月三十日止三個月及二零二三年九月三十日止六個月未經審核之綜合財務報表；
- 審閱本集團所採用的會計原則及常規；
- 審閱審計和財務報告事項，包括載於本公司截至二零二三年三月三十一日止年度的年度報告中的截至二零二三年三月三十一日止年度的綜合財務報表的關鍵審計事項；
- 與外部核數師審閱截至二零二四年三月三十一日止年度的審計計劃；

2. 外部核數師

- 審閱及批准本公司外部核數師截至二零二四年三月三十一日止年度之酬金；
- 檢討續聘本公司外部核數師，對其工作、獨立性及客觀性感到滿意，故建議續聘香港立信德豪會計師事務所有限公司（已表示願意繼續任職）為本集團的外部核數師，並於二零二三年度股東大會供股東批准；

3. Internal Audit

- reviewed and ensured that the internal audit function, performed by an independent external consulting firm (the "Internal Control Adviser"), is adequately resourced and has appropriate standing within the Group; and

4. Risk Management and Internal Controls

- reviewed the effectiveness of risk management and internal control systems.

The Group's risk management and internal control systems are reviewed regularly by management. With the view of enhancing the Group's risk management and internal control systems, during the Financial Year, the Company has engaged the Internal Control Adviser to review the Group's risk management and internal control systems and recommend actions to improve the Group's risk management and internal control systems.

Based on the review, the Audit Committee is of the view that the Group's risk management and internal control systems were generally effective and in compliance with the requirements of the code provision D.2.1 of the CG Code for the Financial Year in all material respects.

3. 內部審計

- 審閱並確保由獨立外部顧問（「內部監控顧問」）執行的內部審核能在本集團內部有足夠資源運作，並有適當地位；以及

4. 風險管理及內部監控

- 審閱風險管理及內部監控系統的有效性。

管理層定期審閱本集團的風險管理及內部監控系統。為提升本集團的風險管理及內部監控系統，本公司已於本財政年度委聘內部監控顧問審閱本集團的風險管理及內部監控系統，以及建議採取的行動，以加強我們的風險管理及內部監控系統。

根據審閱，審核委員會認為，於本財政年度，本集團的風險管理及內部監控制度在各重大方面基本符合企業管治守則第D.2.1條守則條文之規定並有效運作。

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established by the Board on 11 September 2014 with written terms of reference in compliance with the CG Code. The Remuneration Committee currently comprises three independent non-executive Directors and is chaired by Mr. Chung. The other members are Mr. Leung and Ms. Wong. The primary duties of the Remuneration Committee are, amongst other things, to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management and to make recommendations to the Board on the policy and structure for all remuneration of the Directors and senior management.

Three Remuneration Committee meetings were held in addition to circulation of written resolutions during the Financial Year. Details of the attendance of the Remuneration Committee meetings are as follows:

Members 成員	Attendance 出席率
Chung Wai Man (Chairman) 鍾偉文(主席)	3/3
Leung Wai Chuen 梁偉泉	3/3
Yeung Mo Sheung Ann (resigned on 1 June 2023) 楊慕嫦(於二零二三年六月一日辭任)	N/A
Wong Long Yan Milka (appointed on 1 June 2023) 黃朗欣(於二零二三年六月一日獲委任)	2/2

REMUNERATION POLICY

The remuneration policy of the Company (the "Remuneration Policy") was adopted by the Board and became effective on 1 April 2022.

Quality and committed staff are valuable assets contributing to the Group's success. To ensure the ability to attract and retain talents, the Remuneration Policy is built upon the principles of providing equitable and market-competitive remuneration package that support the performance culture and enable the achievement of strategic business goals. The Remuneration Policy is, therefore, aiming at being competitive but not excessive.

薪酬委員會

本公司的薪酬委員會(「薪酬委員會」)於二零一四年九月十一日由董事會成立，並遵照企業管治守則制定書面職權範圍。薪酬委員會現時由三名獨立非執行董事組成，並由鍾先生擔任主席，其餘成員為梁先生及黃女士。薪酬委員會主要負責(其中包括)檢討及就董事及高級管理層的薪酬待遇條款、花紅及其他酬金向董事會提供推薦意見，以及就董事及高級管理層的所有酬金政策及架構向董事會提供推薦意見。

除了傳閱書面決議案，薪酬委員會於本財政年度舉行了三次會議，會員於薪酬委員會會議出席率的詳情如下：

薪酬政策

本公司的薪酬政策(「薪酬政策」)已獲董事會通過，並於二零二二年四月一日生效。

具有質素及和敬業員工是有助於本集團達成成功的寶貴資產。為確保能夠吸引和留住人才，薪酬政策建立在提供公平和具有市場競爭力薪酬待遇的原則上，以支持績效文化並實現戰略業務目標。因此，薪酬政策的目標是具有競爭力但不過分。

The remuneration structure is designed to ensure that there is an appropriate balance of fixed and variable rewards, which include both short-term and long-term incentives, and is weighted towards performance-related elements that take into account individual, functional and corporate performance. No one should be involved in deciding his or her own remuneration.

The Remuneration Committee has been delegated to make recommendations to the Board on the remuneration packages of individual executive Directors and non-executive Directors.

The executive Directors are entitled to the remuneration packages including basic salaries and discretionary bonuses. The remuneration for the non-executive Directors comprises directors' fee.

The objective of remunerating non-executive Directors is to ensure that there is an appropriate level of remuneration to attract and retain experienced people of high caliber to oversee the Group's business and development. Their remuneration is reviewed annually with reference to companies of comparable business or scale, and any changes are subject to Board approval.

The Remuneration Committee shall review the Remuneration Policy to ensure the effectiveness of the Remuneration Policy annually. The Remuneration Committee shall discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

薪酬結構旨在確保固定和可變獎勵之間的適當平衡，其中包括短期和長期激勵，並偏重於考慮到個人、職能和公司績效的績效相關因素。任何人都不能參與決定自己的薪酬。

薪酬委員會獲授權就個別執行董事及非執行董事的薪酬待遇向董事會提出建議。

執行董事享有薪酬待遇，包括基本薪金及酌情花紅。非執行董事的薪酬包括董事酬金。

非執行董事薪酬的目標是確保有適當的薪酬水平，以吸引和留住經驗豐富的具有質素人才以監督本集團的業務和發展。他們的薪酬每年參考具有可比業務或規模的公司進行審查，任何變動均須經董事會批准。

薪酬委員會須每年檢討薪酬政策以確保薪酬政策的有效性。薪酬委員會應討論可能需要的任何修訂，並向董事會推薦任何此類修訂以供考慮和批准。

The remuneration packages of the Directors were determined by reference to their experience, duties and responsibilities in the Company and the prevailing market rate.

Subsequent to a review of Directors' duties and responsibilities in the Company as well as the market conditions, the executive Directors' remunerations were approved and revised by the Board with effect from 1 January 2024. The remuneration of Mr. Hue Kwok Chiu was changed to HK\$487,200 per annum. The remuneration of Mr. Hui Kwok Keung Raymond was changed to HK\$1,680,000 per annum. The remuneration of Mr. Hui Kwok Wing was changed to HK\$378,000 per annum.

The share option scheme of the Company (the "Share Option Scheme") was adopted by all shareholders by way of written resolution on 11 September 2014. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group (the "Eligible Participants") and to promote the success of the business of the Group.

The Board is authorised, at its absolute discretion and subject to the terms of the Share Option Scheme, to grant options to the Eligible Participants to subscribe for the shares of the Company.

The Company believes that by offering the Eligible Participants a shareholding stake in the Company, the interests of the Eligible Participants and the Company become aligning and thereby the Eligible Participants have additional incentives to improve the Company's performance.

董事薪酬其乃經考慮彼等之經驗、職務及職責及現行市場水平而釐定。

經審閱董事於本公司之職務及職責以及市場狀況後，執行董事薪酬由董事會批准及修訂，自二零二四年一月一日起生效。許國釗先生之每年薪酬已變更為487,200港元。許國強先生之每年薪酬已變更為1,680,000港元。許國榮先生之每年薪酬已變更為378,000港元。

本公司購股權計劃（「購股權計劃」）由全體股東於二零一四年九月十一日通過書面決議案採納。購股權計劃的條款乃符合GEM上市規則第23章的條文。購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員（全職及兼職）、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商（「合資格參與者」）提供額外獎勵以及推動本集團業務創出佳績。

董事會獲授權按彼等之全權酌情，依照購股權計劃之條款授出可認購本公司股份之購股權予合資格參與者。

本公司相信向合資格人士提供本公司股權，使合資格人士與本公司的利益緊密相連，可促使合資格人士有更大的動力推動本公司的表現。

SENIOR MANAGEMENT'S REMUNERATION

Senior management's remuneration payment of the Group for the Financial Year falls within the following band:

高級管理層薪酬

於本財政年度支付高級管理層薪酬介乎以下範圍：

	Number of individuals 人士的數目
Nil to HK\$1,000,000	4
零至1,000,000港元	

NOMINATION COMMITTEE

The Board is empowered under the Articles to appoint any person as a Director either to fill a casual vacancy on or, as an additional member of the Board. Qualified candidates will be proposed to the Board for consideration and the selection criteria are mainly based on the assessment of their professional qualifications and experience. The Board selects and recommends candidates for directorship to the shareholders having regards to the balance of skills and experience appropriate to the Group's business.

The nomination committee of the Company (the "Nomination Committee") was established by the Board on 11 September 2014 with written terms of reference in compliance with the CG Code. The Nomination Committee currently comprises the chairman of the Board and three independent non-executive Directors and is chaired by Mr. Hue Kwok Chiu. The other members are Mr. Chung, Mr. Leung and Ms. Wong. The primary duties of the Nomination Committee are mainly responsible for making recommendations to the Board on appointment of Directors and succession planning for Directors.

Two Nomination Committee meetings was held in addition to circulation of written resolutions during the Financial Year. Details of the attendance of the Nomination Committee meeting are as follows:

提名委員會

根據組織章程細則，董事會有權委任任何人士為董事以填補董事會臨時空缺或作為新增成員。合資格候選人將提名至董事會審議，挑選標準主要以彼等的專業資歷及經驗為準。董事會於考慮適合本集團業務之技能及經驗平衡後，挑選及向股東推薦候選人出任董事。

本公司的提名委員會（「提名委員會」）於二零一四年九月十一日由董事會成立，並遵照企業管治守則制定書面職權範圍。薪酬委員會現時由董事會主席及三名獨立非執行董事組成，並由許國釗先生擔任主席，其餘成員為鍾先生、梁先生及黃女士。提名委員會主要負責就有關委任董事及董事之繼任計劃向董事會提出推薦意見。

除了傳閱書面決議案，提名委員會於本財政年度舉行了兩次會議，會員於提名委員會會議出席率的詳情如下：

Members 成員	Attendance 出席率
Hue Kwok Chiu (<i>Chairman</i>) (appointed on 1 June 2023) 許國釗(主席)(於二零二三年六月一日獲委任)	1/1
Leung Wai Chuen 梁偉泉	2/2
Chung Wai Man 鍾偉文	2/2
Yeung Mo Sheung Ann (resigned on 1 June 2023) 楊慕嫦(於二零二三年六月一日辭任)	N/A
Wong Long Yan Milka (appointed on 1 June 2023) 黃朗欣(於二零二三年六月一日獲委任)	1/1

NOMINATION POLICY

The latest updated version of the nomination policy of the Company (the "Nomination Policy") was adopted by the Board and became effective on 1 April 2022 and the Nomination Committee is responsible for execution. A summary of the selection criteria and procedures for recommendation and selection of candidates for directorship is disclosed below.

Selection Criteria

In assessing the suitability of a proposed candidate, the Nomination Committee shall consider the following factors:

- (a) Reputation for integrity;
- (b) Accomplishment, skills and experience in the industry;
- (c) Meeting the "independence" criteria as set out in the GEM Listing Rules and the composition of the Board is in conformity with the provisions of the GEM Listing Rules from time to time (where applicable);
- (d) Commitment in respect of available time and relevant interest; and
- (e) Diversity in all its aspects, including but not limited to, gender, age, cultural and educational background, professional qualification, skills, knowledge and length of service.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.

The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

提名政策

本公司提名政策的最新更新版本（「提名政策」）已獲董事會通過並於二零二二年四月一日生效及由提名委員會負責執行。推薦及甄選董事候選人的甄選標準及程序概要披露如下。

甄選準則

評估建議候選人是否合適時，提名委員會須考慮以下因素：

- (a) 信譽；
- (b) 於行業的成就、技能及經驗；
- (c) 符合GEM上市規則所載的「獨立」準則，且董事會的組成符合GEM上市規則不時的條文（如適用）；
- (d) 可投入的時間及相關的利益；及
- (e) 多方面考慮（包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及服務年期）。

上述因素只供參考，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可決定提名任何其認為適當的人士。

建議人選將會被要求按既定格式提交所需的個人資料，以及提交同意書，同意被委任為董事，並同意就其參選董事或與此有關的事情在任何文件或相關網站公開披露其個人資料。

提名委員會如認為有必要，可以要求候選人提供額外資料及文件。

Nomination Procedures

The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders, a circular will be sent to shareholders. The circular will set out the lodgment period for shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.

A shareholder can serve a notice to the secretary of the Company within the lodgement period of its intention to propose a resolution to elect a certain person as a Director, without the Board's recommendation or the Director's nomination, other than those candidates set out in the shareholder circular. The particulars of the candidates so proposed will be sent to all shareholders for information by a supplementary circular.

A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the secretary of the Company.

提名程序

提名委員會秘書須召開提名委員會會議，並邀請董事會成員提名人選（如有）供提名委員會開會前考慮。提名委員會亦可提名未獲董事會成員提名的人選。

如要填補臨時空缺，提名委員會須推薦人選供董事會考慮及批准。如要推薦候選人在股東大會上參選，提名委員會須向董事會提名供其考慮及推薦參選。

在直至發出股東通函前，被提名人士不可假設其已獲董事會推薦在股東大會上參選。

為提供有關獲董事會提名在股東大會上參選的候選人資料及邀請股東提名人選，本公司將會向股東發出通函，列出股東遞交提名的期限。候選人的姓名、簡歷（包括資格及相關經驗）、獨立性、建議酬金及其他資料將根據適用的法律、規則及規例載於向股東發出的通函。

股東可於提名期限內，在沒有董事會推薦或提名委員會的提名下向公司秘書發送通知，提出議案提名股東通函所載候選人以外的其他人士參選董事。有關建議候選人的個人資料將透過補充通函發送全體股東以提供有關資料。

候選人可於股東大會舉行前任何時候向公司秘書發出書面通知退選。

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

As there may be more candidates than the vacancies available, and the “gross-vote” method will be used to determine who shall be elected as a Director, shareholder proposed resolutions shall therefore take the same form as the resolutions proposed for the candidates recommended by the Board.

The Nomination Committee will review the Nomination Policy to ensure the effectiveness of the Nomination Policy annually. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

BOARD DIVERSITY POLICY

The latest updated version of the board diversity policy of the Company (the “Board Diversity Policy”) was adopted by the Board and became effective on 1 April 2022 and the Nomination Committee is responsible for execution. The Board Diversity Policy aims to set the approach to achieve diversity on the Board. The Company seeks to achieve Board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and length of service. 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.

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

- (i) The Company should comply with the requirements on board composition in the GEM Listing Rules from time to time.
- (ii) The number of independent non-executive Directors should be not less than three and one-third of the Board.
- (iii) At least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

董事會對於其推薦候選人在股東大會上參選的所有事宜有最後決定權。

由於候選人的數目可能較空缺數目為多，而「總票數」方法將會被採用去釐定哪一位候選人選任為董事，因此股東提出的議案與董事會推薦候選人的議案須採用相同的格式。

提名委員會將每年檢討提名政策以確保提名政策的有效性。提名委員會將討論任何可能需要的修訂，並向董事會推薦任何此類修訂以供考慮和批准。

董事會成員多元化政策

本公司董事會多元化政策的最新更新版本（「董事會多元化政策」）已獲董事會採納，並於二零二二年四月一日生效及由提名委員會負責執行。董事會多元化政策旨在制定實現董事會多元化的方針。本公司尋求透過多方面考慮（包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及服務年期）而達致董事會成員多元化。所有董事會委任均以用人唯才為原則，並於考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

為執行董事會多元化政策目的，已採納以下可計量目標：

- (i) 本公司應不時遵守GEM上市規則有關董事會組成的規定。
- (ii) 獨立非執行董事人數不少於三人，佔董事會人數的三分之一。
- (iii) 至少一名獨立非執行董事必須具備適當的專業資格或會計或相關財務管理專業知識。

- (iv) At least one director should be the professional or have intensive experience of the industry on which the business of the Group is.
- (v) The Board will not consider diversity to be achieved for a single gender Board.

The Board has reviewed the Board Diversity Policy and its effectiveness for the Financial Year. The Board has achieved the measurable objectives under the Board Diversity Policy for the Financial Year.

The Nomination Committee will review the Board Diversity Policy to ensure the effectiveness of the Board Diversity Policy and the diversity profile of the Board, including the gender balance of the Directors, and the progress on achieving the diversity objectives, annually. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

PROGRESS ON AND STATUS OF GENDER DIVERSITY

As at 31 March 2024, the Group had 47 employees, approximately 66.0% of whom were male and approximately 34.0% of whom were female.

As at the date of this annual report, the Board comprises five male Directors and one female Director. The Nomination Committee considered that the Board had achieved gender diversity and possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board annually to ensure its continued effectiveness.

Measures to develop a pipeline of potential successors to achieve gender diversity:

- The Board will identify potential successors internally, having regard to the industry expertise, leadership skills, decision making capabilities, communication skills and professional qualification of the staff.
- The Board will also consider outside sources such as head hunter and referral.

- (iv) 至少一名董事應為本集團業務所在行業的專業人士或擁有豐富經驗。
- (v) 董事會不會考慮單一性別董事會實現多元化。

董事會已審查董事會多元化政策及其在本財政年度的有效性。董事會已實現本財政年度董事會多元化政策下的可衡量目標。

提名委員會將每年檢討董事會多元化政策，以確保董事會多元化政策的有效性和董事會的多元化概況，包括董事的性別平衡，以及實現多元化目標的進展。提名委員會將討論任何可能需要的修訂，並向董事會推薦任何此類修訂以供考慮和批准。

性別多樣性的進展和現狀

截至二零二四年三月三十一日，本集團擁有47名員工，其中約66.0%為男性，約34.0%為女性。

於本年報日，董事會由5名男性董事及1名女性董事組成。提名委員會認為，董事會已實現性別多元化，並擁有適合本公司業務的技能和專業知識以及多元化組合，並將每年檢討董事會的組成及多元化，以確保其持續有效。

訂立潛在繼任者渠道以實現性別多元化的措施：

- 董事會將根據員工的行業專業知識、領導技能、決策能力、溝通技巧和專業資格，在公司內部物色潛在繼任者。
- 董事會還將考慮獵頭和推薦等外部資源。

EO COMPLIANCE COMMITTEE

The Electricity Ordinance (“EO”) compliance committee of the Company (the “EO Compliance Committee”) was established by the Board on 11 September 2014. The EO Compliance Committee currently comprises two executive Directors and one independent non-executive Director and is chaired by Mr. Hui Kwok Keung Raymond. The other members are Mr. Hui Kwok Wing and Mr. Chung. The primary duties of the EO Compliance Committee are to oversee and monitor the Group’s compliance of EO and other relevant regulations through regular meetings and special meetings.

Three EO Compliance Committee meetings were held during the Financial Year. Details of the attendance of the EO Compliance Committees meetings are as follows:

Members 出席率	Attendance 出席率
Hui Kwok Keung Raymond (<i>Chairman</i>) 許國強 (主席)	3/3
Hui Kwok Wing 許國榮	3/3
Chung Wai Man 鍾偉文	3/3

ACCOUNTABILITY AND AUDIT Directors’ and Auditor’s Responsibilities for the Consolidated Financial Statements

All Directors acknowledge their responsibility to prepare the Group’s consolidated financial statements for each financial year to give a true and fair view of the financial position of the Group and of its financial performance and cash flows for that financial year. In preparing the consolidated financial statements for the Financial Year, the Board has selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor’s Report. The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern.

電力條例合規委員會

本公司的電力條例(「電力條例」)合規委員會(「電力條例合規委員會」)於二零一四年九月十一日由董事會成立。電力條例合規委員會現時由兩名執行董事及一名獨立非執行董事組成，並由許國強先生擔任主席，其餘成員為許國榮先生及鍾先生。電力條例合規委員會主要負責透過定期會議及特別會議監督及監察本集團遵守電力條例及其他相關法規的情況。

電力條例合規委員會於本財政年度舉行了三次會議，會員於電力條例合規委員會會議出席率的詳情如下：

問責及審核 董事及核數師有關綜合財務報表之責任

全體董事知悉有關編製本集團各財政年度的綜合財務報表之責任，應真實公平地反映本集團於該財政年度內的財務狀況、財務表現及現金流量。編製本財政年度的綜合財務報表時，董事會選擇並貫徹運用合適的會計政策，作出審慎、公平及合理的判斷及估計，並按持續經營基準編製綜合財務報表。董事負責採取一切合理及必要措施保護本集團資產，以及防止及甄別欺詐行為及其他異常。核數師就其呈報綜合財務報表責任之聲明載於獨立核數師報告。董事於編製綜合財務報表時繼續採納持續經營基準，及並不知悉有任何可能導致本公司持續經營能力存疑之事件或情況等重大不明朗因素。

Auditor's Remuneration

The remuneration paid or payable to the Company's auditor, BDO Limited, in respect of their audit services for the Financial Year amounted to HK\$710,000. Save as disclosed above, there was no other non-audit service provided by the auditor during the year ended 31 March 2024.

RISK MANAGEMENT AND INTERNAL CONTROL Goals and objectives

The Board acknowledges its responsibility for the effectiveness of the Group's risk management and internal control systems. Such risk management and internal control systems are designed for managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The latest updated version of the risk management policy of the Company (the "Risk Management Policy") was adopted by the Board and became effective on 1 April 2022.

The Risk Management Policy is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company risk-assessment process should identify and consider the implications of relevant risks, at both the entity level and the activity level. The risk-assessment process should consider external and internal factors that could impact achievement of the objectives, should analyse the risks, and provide a basis for managing them. Such risks would include, amongst others, material risks relating to environmental, social and governance.

The Board has delegated its responsibilities (with relevant authorities) of risk management and internal control to the Audit Committee. The Audit Committee (on behalf of the Board) oversees the management in the design, implementation and monitoring of the risk management and internal control systems for the Financial Year.

核數師酬金

於本財政年度，就核數服務已付或應付本公司核數師香港立信德豪會計師事務所有限公司之酬金為710,000港元。除上文所披露者外，截至二零二四年三月三十一日止年度，核數師並無提供任何其他非審核服務。

風險管理及內部監控 方針及目標

董事會知悉其維持本集團風險管理及內部監控系統有效性之責任。該等風險管理及內部監控系統乃為管理風險而非免除未能達致業務目標的風險，而僅可對重大錯誤陳述或損失作出合理保證而非絕對保證。

本公司風險管理政策的最新更新版本（「風險管理政策」）已獲董事會通過，並於二零二二年四月一日生效。

風險管理政策旨在管理而非消除未能實現業務目標的風險，並且只能對重大錯誤陳述或損失提供合理而非絕對的保證。

本公司風險評估流程應在實體層面和活動層面識別並考慮相關風險的影響。風險評估過程應考慮可能影響目標實現的外部 and 內部因素，應對風險進行分析，並為管理這些風險提供基礎。此類風險包括與環境、社會和治理相關的重大風險等。

董事會已將其有關風險管理及內部監控的責任（連同相關權限）委派予審核委員會。於本財政年度，審核委員會（代表董事會）監督管理層設計、實施及監控風險管理及內部監控系統。

Possible risks and uncertainties

The Group's possible risks and uncertainties range from raw material risk, market risk, operational risk, credit risk and financial risk.

Business Risk

The Group's business risks include rapid change in the general market conditions, especially the Hong Kong retail market, and also the downturn pressure on the overall economy of the Hong Kong and other overseas markets. The Board is responsible for the overall management of the business and review of material business decisions involving material risks exposures from time to time.

Financial Risk

The Board monitors closely the Group's foreign exchange risk, credit risk, liquidity risk and interest rate risk. The Board also reviews monthly performance, capital structure and key operating data of the Group.

Compliance Risk

The Board monitors and ensures that the Group is in compliance with the applicable laws, rules and regulations. The Group engages professionals from time to time to keep abreast of the latest developments in the regulatory environment, including legal, financial, environmental and operational developments. The Group also adopts a strict policy in prohibiting any unauthorised use or dissemination of confidential or inside information.

Main features of the risk management and internal control systems

To ensure the efficient and effective operation of the business and operations, relevant internal control procedures have been set up for safeguarding assets against unauthorised use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publication. These procedures are monitored and reviewed from time to time and updated where necessary.

潛在風險及不明朗因素

本集團的潛在風險及不明朗因素包括原材料風險、市場風險、營運風險、信貸風險及財務風險。

業務風險

本集團之業務風險包括整體市場狀況之急劇變化(尤其是香港零售市場以及香港及其他海外市場)整體經濟之下行壓力。董事會負責業務整體管理及不時檢討涉及重大風險之重大業務決策。

財務風險

董事會密切監察本集團之外匯風險、信貸風險、流動資金及利率風險。董事會亦審閱本集團之每月表現、資本架構及主要營運數據。

合規風險

董事會監察並確保本集團遵守適用法律、規則及法規。本集團不時委聘專業人員以緊貼監管環境之最新發展，包括法律、財務、環境及營運發展。本集團亦採取嚴格政策，禁止任何未經授權使用或發佈機密資料或內幕消息。

風險管理及內部監控系統之主要特點

為確保業務及營運能具有效率及有效地經營，相關內部監控政策及程序已獲設立，以保障資產不被擅自挪用或處置、控制資本開支、妥為保存會計賬目及確保業務及出版所用財務資料的可靠性。該等政策及程序會不時獲監察及檢討，並會適時獲更新。

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

Risk Identification

- Identifies risks that may potentially affect the key processes of the Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact on the business and the likelihood of their occurrence.

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

The Group has engaged the Internal Control Adviser to carry out the internal audit functions by performing an annual review on the risk management and internal control systems of the selected cycles of the selected subsidiaries for the Financial Year. Such review is conducted annually. The scope of review of Internal Control Adviser included revenue and receipt cycle, human resources and payroll cycle and financial reporting cycle for certain subsidiaries with principal activities of retail chain business in lighting, designed label furniture and household products in Hong Kong.

本集團識別、評估及管理重大風險所用的程序概述如下：

風險識別

- 識別可能對本集團業務及經營的主要程序有潛在影響的風險。

風險評估

- 利用管理層制訂的評估準則評估已識別風險；及
- 考慮對業務的影響及出現有關影響的可能性。

風險回應

- 透過比較風險評估的結果為風險排列優先次序；及
- 釐定風險管理策略及內部監控程序，以預防、避免或減輕該等風險。

風險監控及報告

- 持續及定期監控風險，並確保已設有合適的內部監控程序；
- 於情況出現任何重大變化，則修訂風險管理策略及內部監控程序；及
- 定期向管理層及董事會報告監控風險的結果。

本集團已委聘內部監控顧問專責內部審核職能，就本財政年度對選定流程及選定附屬公司的風險管理及內部監控系統的進行年度審閱。有關審閱會每年進行一次。內部監控顧問的審閱範圍包括若干主要業務為於香港經營燈飾、設計師品牌家具及家居產品的零售連鎖業務的收益及收款週期、人事及薪酬週期及財務報告週期。

Internal Control Adviser has reported major findings and areas for improvement to the Company. All recommendations from Internal Control Adviser would be followed up closely by the management of the Group to ensure that they are implemented within a reasonable period of time. The Group therefore considered that the risk management and internal control processes are adequate to meet the needs of the Group in its current business environment and that nothing has come to its attention to cause the Board to believe the Group's risk management and internal control systems are inadequate.

Based on the review, the Audit Committee is of the view that the Group's risk management and internal control systems were generally effective and in compliance with the requirements of the code provision D.2.1 of CG Code for the Financial Year in all material respects. The Company has reviewed the effectiveness of the systems of risk management and internal control of the Group, covering all material controls, including financial and operation for the Financial Year.

Inside Information Disclosure Policy

To ensure timely, fair, accurate and complete disclosure of inside information and for compliance with the applicable laws and regulations, the Group has in place, as an internal control element, a series of disclosure procedures of price sensitive information on reporting and dissemination of inside information and preservation of confidentiality. Under the inside information disclosure policy, head of the accounting department of the Company shall report to company secretary of the Company and Directors any potential/suspected inside information event as soon as practicable when it materialises for determining the nature of developments, and if required, making disclosure. All staff are also required to observe the code of ethical standards stated in staff handbook to keep non-public information confidential.

內部監控顧問已向審核委員會匯報主要檢討結果及需改善的範疇。內部監控顧問的所有建議均會獲密切跟進，以確保於一段合理時間內獲實施。因此，本集團認為，本集團的風險管理及內部監控過程足以應付本集團於其目前營商環境中的需求，以及董事會概無注意到任何事項令其相信本集團的風險管理及內部監控系統不足。

根據審閱，審核委員會認為，於本財政年度，本集團的風險管理及內部監控制度在各重大方面基本符合企業管治守則第D.2.1條守則條文之規定並有效運作。本公司已審閱本集團風險管理及內部監控系統的有效性，涉及所有重大監控事項，包括於本財政年度的財務及經營狀況。

內幕消息披露政策

為確保適時、公平、準確及完整披露內幕消息及符合適用法例及規定，本集團就匯報及發放內幕消息和保密設有一系列股價敏感資料披露程序，作為內部監控之一部分。根據內幕消息披露政策，本公司會計部主管如發現有任何潛在／疑似內幕消息事件，須在實際可行情況下盡快向本公司公司秘書和董事匯報，以釐定事態發展的性質，及在有需要時作出披露。所有員工亦須遵守員工手冊載明的道德標準，將非公開資料保密。

INVESTORS AND SHAREHOLDERS RELATIONS Stakeholder Relations and Communications Policy

The Board has adopted a stakeholder relations and communications policy of the Company (the “Stakeholder Relations and Communications Policy”) on 18 February 2014. The purpose of the Stakeholder Relations and Communications Policy is to establish minimum standards for how the Company and the Directors will communicate openly about our plans, performance, values and services to its stakeholders. The Stakeholder Relations and Communications Policy is summarized as follows:

The Board will submit to the chief executive officer of the Company an annual report on the activities of the Board and the chief executive officer of the Company will table that report before the annual general meeting of the Company. Copies of annual reports and annual financial statements will be distributed to a Board-approved distribution list and to any stakeholder upon request. Annual reports and financial statements will be distributed to shareholders, the public and the media free of charge.

The compliance officer or chief executive officer of the Company is authorized by the Group for providing information for and handling enquiries from media and investors (including but not limited to, brokerage houses, analysts, fund managers and institutional investors). Other enquiries from stakeholders generally will be directed to the compliance officer or chief executive officer of the Company who will evaluate the request, respond directly or through a designate when appropriate or gather the necessary background information and direct the request to the chairman of the Board.

The Board has reviewed the Stakeholder Relations and Communications Policy and its effectiveness for the Financial Year. The Company has provided appropriate communication channels to the shareholders in accordance with the Stakeholder Relations and Communications Policy and therefore existing Stakeholder Relations and Communications Policy is appropriate to the Company.

投資者及股東關係 利益相關者關係和溝通政策

董事會於二零一四年二月十八日，通過本公司的利益相關者關係和溝通政策（「利益相關者關係和溝通政策」）。利益相關者關係和溝通政策的目的是為本公司和董事如何制定最低標準向利益相關者公開傳達我們的計劃、績效、價值觀和服務。利益相關者關係和溝通政策總結如下：

董事會將向本公司行政總裁提交一份關於董事會事宜的年度報告，本公司的行政總裁將在公司年度股東大會之前提交該報告。年度報告和年度財務報表的副本將分發給董事會批准的分發列表，並應要求分發給任何利益相關者。年度報告和財務報表將免費分發給股東、公眾和媒體。

本公司合規主任或行政總裁獲本集團授權為媒體及投資者（包括但不限於經紀行、分析師、基金經理及機構投資者）提供資料及處理查詢。利益相關者的其他詢問通常會直接提交給本公司的合規主任或本公司的行政總裁，他們將評估請求，直接或在適當時通過指定人員做出回應，或收集必要的背景信息並將請求提交給董事會主席。

董事會已審查利益相關者關係和溝通政策及其在本財政年度的有效性。本公司已根據利益相關者關係和溝通政策向股東提供適當的溝通渠道，因此現有的利益相關者關係和溝通政策適用於本公司。

Shareholders' Rights

The Company values communication with the shareholders and investors of the Company. The Company uses two-way communication channels to account to shareholders and investors for the performance of the Company. Enquiries and suggestions from shareholders or investors are welcomed, and enquiries from shareholders may be put to the Board through the following channels to the executive Directors:

1. By mail to the Company's principal place of business at 10th Floor, Tiffan Tower, 199 Wanchai Road, Wanchai, Hong Kong; or
2. By email at investor@elighting.asia.

The Company uses a number of formal communication channels to account to shareholders and investors for the performance of the Company. These include (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders to raise comments and exchange views with the Board; (iii) updating the key information of the Group available on the websites of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its shareholders and investors; and (v) the Company's share registrars in Hong Kong serving the shareholders in respect of all share registration matters.

The Company aims to provide its shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to provide clear, detailed, timely manner and on a regular basis information of the Group to shareholders through the publication of quarterly, interim and annual reports and/or dispatching circulars, notices, and other announcements.

股東權利

本公司重視與股東及投資者的溝通。本公司利用雙向溝通渠道向股東及投資者交代本公司之表現，並歡迎股東或投資者作出查詢及給予建議，而股東可透過以下渠道向執行董事提出查詢，以便向董事會反映：

1. 郵寄至本公司主要營業地點香港灣仔灣仔道199號天輝中心10樓；或
2. 電郵至investor@elighting.asia。

本公司利用多種正式溝通渠道向股東及投資者交代本公司之表現，包括(i)刊發季度、中期及年度報告；(ii)舉行股東週年大會或股東特別大會，為股東提供平台以向董事會提出及交換意見；(iii)在聯交所及本公司網站刊登可供查詢的本集團最新及重要資料；(iv)於本公司網站提供本公司與其股東及投資者之間的溝通渠道；及(v)本公司的香港股份過戶登記分處，就所有股份過戶登記事宜服務股東。

本公司旨在向其股東及投資者提供高水平之披露及財務透明度。董事會致力於透過刊發季度、中期及年度報告及／或寄發通函、通告及其他公告，定期向股東提供本集團清晰、詳細及及時的資料。

The Company strives to take into consideration its shareholders' views and inputs, and address shareholders' concerns. Shareholders are encouraged to attend the annual general meeting for which at least 21 days' notice shall be given. The chairman of the Board as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, the Directors are available to answer shareholders' questions on the Group's businesses at the meeting. To comply with code provision F.2.2 of the CG Code, the management will ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

All shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by shareholders. According to article 58 of the Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (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.

If a shareholder wishes to propose a person (the "Candidate") for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the "Notice") at the Company's head office located at 10th Floor, Tiffan Tower, 199 Wanchai Road, Wanchai, Hong Kong.

本公司努力考慮其股東的觀點及意見，並回應彼等關注。本公司鼓勵股東出席股東週年大會，該大會須發出至少足21日的通知。董事會主席以及審核委員會、提名委員會及薪酬委員會的主席，或（倘彼等缺席）董事可於大會上就本集團業務回答股東提問。為遵守企業管治守則第F.2.2條守則條文，管理層將確保外聘核數師出席股東週年大會，以就核數操守、核數師報告編製及內容、會計政策及核數師獨立性回答提問。

所有股東均有法定權利召開股東特別大會及提出議呈事項以供股東考慮。根據組織章程細則第58條，任何一名或多名於遞呈要求日期時持有不少於本公司繳足股本（附有於本公司股東大會投票權）十分之一的股東，於任何時候均有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。如於有關遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生的合理開支。

若股東擬提名個別人士（「候選人」）於股東大會上參選為本公司董事，須把一份書面通知（「提名通知」）送交本公司的總辦事處，地址為香港灣仔灣仔道199號天輝中心10樓。

The Notice shall:

- (i) include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and
- (ii) be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness.

The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven days prior to the date of such general meeting.

In order to ensure the Company's shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company without adjourning the general meeting, shareholders are urged to submit and lodge the Notice as early as practicable preferably at least 14 days prior to the date of the general meeting appointed for such election.

In order to promote effective communication, the Company also maintains website (www.elighting.asia) which includes the latest information relating to the Group and its businesses.

INDEPENDENT VIEW POLICY

The independent view policy of the Company (the "Independent View Policy") was adopted by the Board and became effective on 1 April 2022.

The Independent View Policy is established to ensure independent views and input are available to the Board.

The Company adopted the Nomination Policy. The nomination process of Directors, including Independent Non-executive Directors, is included in the Nomination Policy.

The Board should include at least three Independent Non-executive Directors. At least one of the Independent Non-executive Directors has served less than 9 years on the Board. At least one of the Independent Non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. The Company must appoint Independent Non-executive Directors representing at least one-third of the Board. The Company shall appoint a sufficient number of Independent Non-executive Directors to meet the minimum number required above within three months after failing to meet the requirement(s).

該提名通知必須：

- (i) 包括候選人按GEM上市規則第17.50(2) 條的規定而須披露的資料；及
- (ii) 由有關股東簽署，以及候選人簽署以表示其願意接受委任。

遞交提名人通知的期間將由股東會議的通告發送後開始，至該股東會議舉行日期前七天止的期間。

為確保本公司的股東有充足時間以接收及考慮有關選舉候選人為本公司董事的建議的資料而無需將股東會議押後，本公司促請股東儘早遞交其提名通知(宜於舉行以委任董事的股東會議日期前十四日前提交)。

為促進有效溝通，本公司亦設有網站(www.elighting.asia)，當中載有與本集團及其業務相關之最新資訊。

獨立意見政策

本公司的獨立意見政策(「獨立意見政策」)已獲董事會通過，並於二零二二年四月一日生效。

獨立意見政策的製定是為確保董事會能夠獲得獨立的觀點和意見。

本公司採納提名政策。董事(包括獨立非執行董事)的提名程序包含在提名政策中。

董事會應至少包括三名獨立非執行董事。至少一名獨立非執行董事在董事會任職時間少於9年。至少一名獨立非執行董事必須具備適當的專業資格或會計或相關財務管理專業知識。本公司必須委任至少佔董事會三分之一的獨立非執行董事。本公司應在未能滿足要求後三個月內委任足夠數量的獨立非執行董事以滿足上述最低人數要求。

The Board committees should comprise a majority of Independent Non-executive Directors.

Directors should disclose to the Company at the time of their appointments, and in a timely manner for any changes, the number and nature of offices held in public companies or organisations and other significant commitments. The identity of the public companies or organisations and an indication of the time involved should also be disclosed.

When selecting Independent Non-executive Directors, the candidates' availability should be considered as sitting on a Board involves a significant time commitment. Independent Non-executive Directors must dedicate time to reading materials prior to Board meetings in order to make the hours spent in meetings effective. They also have to learn to understand the Company's complex business and operational details, market forces and future perspectives.

The Nomination Committee should be aware of the factors which may affect an individual's time commitment to the Company.

Upon reasonable request, Directors may seek independent professional advice in appropriate circumstances, at the Company's expense. All Directors should have access to the advice and services of the company secretary to ensure that Board procedures, and all applicable law, rules and regulations, are followed.

The Board shall review the Independent View Policy annually to ensure its continued effectiveness. Any revisions to the Independent View Policy shall be considered and approved by the Board.

The Board was satisfied with the implementation and effectiveness of the Independent View Policy for the Financial Year.

DIVIDEND POLICY

The Board has adopted a dividend policy (the "Dividend Policy") on 20 December 2018. The Dividend Policy aims to allow shareholders of the Company to participate in the Company's profits whilst preserving the Company's liquidity to capture future growth opportunities.

In deciding whether to propose a dividend and in determining the dividend amount, the Board shall consider the following factors before declaring or recommending dividends:

董事委員會應由獨立非執行董事佔大多數。

董事應在任命時向本公司披露在上市公司或組織擔任職務的數量和性質以及其他重大事務，如有任何變動，應及時向本公司披露。上市公司或組織的身份以及所涉及的時間也應予以披露。

在選擇獨立非執行董事時，應考慮候選人的可用性，因為擔任董事會成員需要大量時間投入。獨立非執行董事必須在董事會會議之前花時間閱讀材料，以使會議有效率進行。他們還必須學會了解公司複雜的業務和運營細節、市場人手和未來前景。

提名委員會應了解可能影響個人對本公司的時間承諾的因素。

根據合理要求，董事可在適當情況下尋求獨立專業意見，費用由本公司承擔。所有董事都應獲得本公司秘書的建議和服務，以確保董事會程序以及所有適用的法律、規則和條例得到遵守。

董事會應每年審查獨立意見政策，以確保其持續有效。獨立意見政策的任何修訂均應由董事會審議和批准。

董事會對本財政年度獨立意見政策的實施和有效性感到滿意。

股息政策

董事會於二零一八年十二月二十日採納股息政策（「股息政策」）。股息政策旨在一方面讓本公司股東分享本公司溢利，同時預留足夠流動性以供本公司捕捉未來增長機遇。

在決定是否建議宣派股息及釐定股息的金額時，董事會在宣佈派發或建議派發股息前，須考慮下列因素：

- | | |
|--|---|
| <p>(a) the Company's actual and expected financial performance;</p> <p>(b) retained earnings and distributable reserves of the Company and each of the members of the Group, together with its subsidiaries;</p> <p>(c) the Group's working capital requirements, capital expenditure requirements and future expansion plans;</p> <p>(d) the Group's liquidity position;</p> <p>(e) general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and</p> <p>(f) other factors that the Board may considered relevant.</p> | <p>(a) 本公司的實際和預期財務業績；</p> <p>(b) 本公司及本集團成員（包括其附屬公司）的保留溢利和可供分派儲備；</p> <p>(c) 本集團預期營運資金要求，資本開支要求及未來擴展計劃；</p> <p>(d) 本集團的流動資金狀況；</p> <p>(e) 整體經濟狀況、本集團業務的商業週期，以及對本集團業務、財務業績和定位可能有影響的內在或外在因素；及</p> <p>(f) 董事局認為相關的其他因素。</p> |
|--|---|

The payment of dividend by the Company is also subject to any restrictions under the Cayman Islands laws and the Company's articles of association.

本公司派付股息亦受開曼群島法律及本公司組織章程細則之任何限制所規限。

COMPANY SECRETARY

Mr. Tang has been appointed as the company secretary of the Company on 17 November 2021. During the Financial Year, Mr. Tang has taken not less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules.

公司秘書

本公司於二零二一年十一月十七日委任鄧先生為公司秘書。於本財政年度，鄧先生已根據GEM上市規則第5.15條接受不少於十五小時之相關專業培訓。

MEMORANDUM AND ARTICLES OF ASSOCIATION

On 23 June 2023, the Board proposed to amend the memorandum and articles of association of the Company in order to, inter alia, (i) bring the memorandum and articles association of the Company in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the GEM Listing Rules and the applicable laws of the Cayman Islands; and (ii) make other housekeeping amendments, including consequential amendments in line with the above amendments to the memorandum and articles of association of the Company.

組織章程大綱及細則

於二零二三年六月二十三日，董事會建議對本公司組織章程大綱及細則作出修訂，以其中包括，(i)使本公司組織章程大綱及細則符合GEM上市規則附錄三所載的核心股東保障標準及開曼群島的適用法律一致；及(ii)作出其他內務修訂，包括與本公司組織章程大綱及細則的上述修訂一致的相應修訂。

The proposed amendments and the proposed adoption of the amended and restated memorandum and articles of association were approved by way of special resolution at the annual general meeting of the Company held on 5 September 2023.

該建議修訂及建議採納修訂及重列組織章程大綱及細則已於二零二三年九月五日舉行的本公司股東週年大會以特別決議案通過。

For details, please refer to the Company's announcements dated 23 June 2023, 30 June 2023 and 5 September 2023 and Company's circular dated 30 June 2023.

詳情請參閱載於本公司日期為二零二三年六月二十三日、二零二三年六月三十日及二零二三年九月五日的公告，以及本公司日期為二零二三年六月三十日的通函。

REPORT OF THE DIRECTORS

董事會報告

The Directors submit their report together with the audited consolidated financial statements of the Group for the year ended 31 March 2024.

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in the Cayman Islands and its principal place of business in Hong Kong is 10th Floor, Tiffan Tower, 199 Wanchai Road, Wanchai, Hong Kong.

PRINCIPAL ACTIVITIES

The Company's principal activity is investment holding while the Group is principally engaged in retail chain business in lighting, designer label furniture and household products in Hong Kong and wholesale of tableware, giftware and other trading worldwide. The principal activities and other particulars of the subsidiaries of the Company are set out in note 33 to the consolidated financial statements.

COMPLIANCE RELEVANT LAW AND REGULATIONS

During the Financial Year, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

CORPORATE GOVERNANCE

The Company maintains a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 27 to 52. The Directors believe the long term financial performance as opposed to short term rewards is a corporate governance objective. The Board would not take undue risks to make short term gains at the expense of the long term objectives.

BUSINESS REVIEW

A review of the business of the Group during the Financial Year and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 5 to 6, CEO's Statement on pages 7 to 8 and Management Discussion and Analysis on pages 9 to 21 of this annual report.

Description of the principal risks and uncertainties facing the Group can be found throughout this annual report, in particular the "Risk Management and Internal Control" section under the Corporate Governance Report.

RESULTS AND DIVIDEND

The results of the Group for the Financial Year and the state of affairs of the Group as at 31 March 2024 are set out in the consolidated financial statements on pages 73 to 135.

The Board does not recommend the payment of a final dividend for the Financial Year.

董事謹此提呈彼等之年報及本公司及本集團截至二零二四年三月三十一日止年度之經審核財務報表。

於香港的主要營業地點

本公司是一間在開曼群島註冊成立的有限公司，其於香港的主要營業地點為香港灣仔灣仔道199號天輝中心10樓。

主要業務

本公司的主要業務為投資控股，而本集團則主要於香港經營燈飾、設計師品牌家具及家居產品的零售連鎖業務和批發餐具、禮品及其他貿易至世界各地。本公司之附屬公司的主要業務及其他詳情載於綜合財務報表附註33。

遵守有關法律或法規

於本財政年度，本集團已遵守對本公司之營運造成重大影響之有關法律或法規。

企業管治

本公司維持高水平的企業管治常規。本公司所採納企業管治常規之詳情載於企業管治報告第27至52頁。董事們相信長期財務表現而非短期收益是一項企業管治的目標。董事局不會承受不當風險為短期收益而損及長期目標。

業務回顧

本集團於本財政年度的業務回顧及對本集團日後業務發展的討論分別載於本年報第5至6頁主席報告一節、第7至8頁行政總裁報告及第9至21頁管理層討論與分析一節。

對本集團面對的主要風險及不明朗因素的描述，已在本年報各部分作出披露，尤其在企業管治報告內「風險管理及內部監控」章節。

業績及股息

本集團於本財政年度的業績及本集團於二零二四年三月三十一日的財務狀況載於綜合財務報表第73至135頁。

董事會不建議就本財政年度派付末期股息。

SHARE CAPITAL

Details of movements in the share capital of the Company during the Financial Year are set out in note 25 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "Share Option Scheme" of this annual report, no equity-linked agreement was entered into by the Company during the Financial Year.

RESERVES

Details of movements in the reserves of the Group and of the Company during the Financial Year are set out in the consolidated statement of changes in equity and in note 26 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVE

As at 31 March 2024, the Company had no distributable reserve that was for distribution to shareholders.

RELATIONSHIPS WITH STAKEHOLDERS

The Group recognises that the employees, customers and business partners (including suppliers and contractors) are key stakeholders to the Group's success. The Group strives to achieve corporate sustainability through engaging its employees, providing quality products and services to the customers, collaborating with business partners to deliver quality sustainable products and services and supporting the community.

MAJOR CUSTOMERS AND SUPPLIERS

During the Financial Year, the top five customers together accounted for approximately 1.3% of the Group's revenue and the Group's largest customer accounted for approximately 0.4% of the Group's revenue.

During the Financial Year, the top five suppliers together accounted for approximately 55.1% of the Group's purchases and the Group's largest supplier accounted for approximately 18.8% of the Group's purchases.

During the Financial Year, none of the Directors, their close associates (as defined in the GEM Listing Rules) or any shareholders (which to the knowledge of the Directors own more than 5% of the Company's total number of shares in issue) had any interest in these major customers and suppliers.

股本

於本財政年度，本集團股本的變動詳情載於綜合財務報表附註25。

股本掛鈎協議

除本年報「購股權計劃」等章節披露外，本公司於本財政年度概無訂立股本掛鈎協議。

儲備

於本財政年度，本集團及本公司的儲備變動詳情分別載於綜合權益變動表及綜合財務報表附註26。

可供分派儲備

於二零二四年三月三十一日，本公司並無可供分派予股東之可供分派儲備。

與利益相關者的關係

本集團認同員工、客戶及以業務夥伴(包括供應商及承包商)為本集團成功的主要利益相關者。本集團致力透過鼓勵員工、向客戶提供優質產品及服務、與業務夥伴合作提供高質量及可持續產品及服務，以及給予社會支持，藉以達致企業可持續性。

主要客戶及供應商

於本財政年度，五大客戶合共佔本集團收入約1.3%，而本集團最大客戶佔本集團收入約0.4%。

於本財政年度，五大供應商合共佔本集團採購約55.1%而本集團最大供應商佔本集團採購約18.8%。

於本財政年度，概無董事或彼等之緊密聯繫人士或任何股東(就董事所知擁有本公司已發行股份(定義見GEM上市規則)數目超過5%者)於本集團五大客戶及供應商擁有任何權益。

DIRECTORS

During the Financial Year and up to the date of this annual report, the Directors were:

Executive Directors

Hue Kwok Chiu (*Chairman*)
Hui Kwok Keung Raymond (*Chief Executive Officer*)
Hui Kwok Wing (*Chief Creative Officer*)

Independent non-executive Directors

Chung Wai Man
Leung Wai Chuen
Wong Long Yan Milka (appointed on 1 June 2023)
Yeung Mo Sheung Ann (resigned on 1 June 2023)

By virtue of article 84 of the Articles, Mr. Hue Kwok Chiu and Mr. Hui Kwok Wing will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

DIRECTORS' SERVICE CONTRACTS

Mr. Hue Kwok Chiu and Mr. Hui Kwok Keung Raymond, the executive Directors, and Mr. Chung Wai Man and Mr. Leung Wai Chuen, the independent non-executive Directors, have entered into a service agreement with the Company for a fixed term of two years from 11 September 2022, which may be terminated by not less than three months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

Ms. Wong Long Yan Milka, the independent non-executive Director, has entered into a service agreement with the Company for a fixed term of two years from 1 June 2023, which may be terminated by not less than three months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

Mr. Hui Kwok Wing, the executive Director, has entered into a service agreement with the Company for a fixed term of two years from 19 June 2023, which may be terminated by not less than three months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

董事

於本財政年度及直至到本年報日，董事為：

執行董事

許國釗(*主席*)
許國強(*行政總裁*)
許國榮(*首席創意總監*)

獨立非執行董事

鍾偉文
梁偉泉
黃朗欣(於二零二三年六月一日獲委任)
楊慕嫻(於二零二三年六月一日辭任)

根據組織章程細則第84條，許國釗先生及許國榮先生將會退任，並於即將召開的本公司股東週年大會上合資格膺選連任。

董事的服務合約

執行董事許國釗先生及許國強先生及獨立非執行董事鍾偉文先生及梁偉泉先生均與本公司訂立服務協議，由二零二二年九月十一日起計為期兩年，可由任何一方向另一方發出不少於三個月的書面通知終止，並須受其中所述終止條文及組織章程細則所載董事輪流退任條文所規限。

黃朗欣女士，獨立非執行董事，與本公司訂立一份服務協議，由二零二三年六月一日起計為期兩年，可由任何一方向另一方發出不少於三個月的書面通知終止，並須受其中所述終止條文及組織章程細則所載董事輪流退任條文所規限。

執行董事許國榮先生與本公司訂立一份服務協議，由二零二三年六月十九日起計為期兩年，可由任何一方向另一方發出不少於三個月的書面通知終止，並須受其中所述終止條文及組織章程細則所載董事輪流退任條文所規限。

None of the Directors (including those proposed for re-election at the forthcoming annual general meeting) has a service contract which is not determinable by the Group within 1 year without payment of compensation (other than statutory compensation).

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management are set out on pages 22 to 26.

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

As at 31 March 2024, the interests and short positions of the Directors and the chief executives of the Company (the "Chief Executives") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings were as follows:

Long positions in ordinary shares of the Company

Name 姓名	Capacity/Nature of interests 身分及權益性質	Number of securities 證券數目	Approximate percentage of shareholding 股權概約百分比
Mr. Hui Kwok Keung Raymond 許國強先生	Interest in controlling corporation 受控法團權益	210,000,000 (Note) (附註)	46.56%
Mr. Hue Kwok Chiu 許國釗先生	Beneficial Owner 實益擁有人	45,000,000	9.98%

Note:

These shares are held by Time Prestige Ventures Limited, a company wholly-owned by Mr. Hui Kwok Keung Raymond.

Save as disclosed above, as at 31 March 2024, none of the Directors or the Chief Executives had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

概無董事(包括擬於應屆股東週年大會上膺選連任的董事)訂立不可由本集團於一年內終止而毋須支付任何賠償(法定賠償除外)的服務合約。

董事及高級管理人員之履歷

董事及高級管理人員之履歷載於第22至26頁。

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零二四年三月三十一日，本公司董事及主要行政人員(「主要行政人員」)於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有須根據證券及期貨條例第352條規定而備存之登記冊的紀錄，或根據交易必守標準須知會本公司及聯交所的權益及淡倉如下：

於本公司普通股的好倉

附註：

該等股份由Time Prestige Ventures Limited(一間由許國強先生全資擁有的公司)持有。

除上文所披露以外，於二零二四年三月三十一日，概無董事或主要行政人員於本公司或其任何相聯法團的任何股份、相關股份及債權證中擁有須根據證券及期貨條例第352條規定而備存之登記冊的紀錄，或根據交易必守標準須知會本公司及聯交所的權益或淡倉。

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

As at 31 March 2024, to the best of the knowledge of the Directors and the Chief Executives and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long positions in ordinary shares of the Company

Name 姓名	Capacity/Nature of interests 身分及權益性質	Number of securities 證券數目	Approximate percentage of shareholding 股權概約百分比
Time Prestige Ventures Limited	Beneficial Owner 實益擁有人	210,000,000	46.56%
Ms. Ng Hiu Ying (Note) 吳曉瑛女士(附註)	Interest of spouse 配偶權益	45,000,000	9.98%

Note:

Ms. Ng Hiu Ying is the spouse of Mr. Hue Kwok Chiu. Under the SFO, Ms. Ng Hiu Ying is deemed to be interested in the same number of shares in which Mr. Hue Kwok Chiu is interested.

Save as disclosed above, as at 31 March 2024, no person or corporation (other than the Directors and the Chief Executives) who had any interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

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

於二零二四年三月三十一日，據董事及主要行政人員所知，按聯交所網頁所列公開資料及本公司所存置紀錄，下列人士或法團（董事及主要行政人員除外）於本公司股份或相關股份擁有須根據證券及期貨條例第336條規定而備存之登記冊的記錄之權益及淡倉如下：

於本公司普通股的好倉

Name 姓名	Capacity/Nature of interests 身分及權益性質	Number of securities 證券數目	Approximate percentage of shareholding 股權概約百分比
Time Prestige Ventures Limited	Beneficial Owner 實益擁有人	210,000,000	46.56%
Ms. Ng Hiu Ying (Note) 吳曉瑛女士(附註)	Interest of spouse 配偶權益	45,000,000	9.98%

附註：

吳曉瑛女士為許國釗先生的配偶。根據證券及期貨條例，吳曉瑛女士被視為於許國釗先生擁有權益的相同數目股份中擁有權益。

除上文所披露以外，於二零二四年三月三十一日，概無人士或法團（董事及主要行政人員除外）於本公司股份或相關股份中擁有任何權益或淡倉記錄在本公司根據證券及期貨條例第336條規定而備存之登記冊內。

SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to the Eligible Participants and to promote the success of the business of the Group.

The Company conditionally adopted the Share Option Scheme on 11 September 2014 whereby the Board is authorised, at its absolute discretion and subject to the terms of the Share Option Scheme, to grant options to the Eligible Participants to subscribe for the shares of the Company. The Share Option Scheme will be valid and effective for a period of ten years commencing from the date of adoption of the Share Option Scheme.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue upon the date of the shares of the Company listed on GEM, being 40,000,000 shares (or such numbers of shares as shall result from a subdivision or a consolidation of such 40,000,000 shares from time to time) (the “Scheme Limit”). Subject to shareholders’ approval in general meeting, the Board may (i) renew this limit at any time to 10% of the total number of shares in issue as at the date of the approval by the shareholders in general meeting; and/or (ii) grant options beyond the Scheme Limit to Eligible Participants specifically identified by the Board.

The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the total number of shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the limit being exceeded.

The total number of shares issuable upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company to each Eligible Participant in any 12-month period shall not exceed 1% of the total number of shares in issue. Any further grant of options is subject to shareholders’ approval in general meeting with such Eligible Participant and his associates abstaining from voting.

購股權計劃

購股權計劃旨在吸引及挽留最優秀的人員、向合資格參與者提供額外獎勵以及推動本集團業務創出佳績。

本公司於二零一四年九月十一日有條件採納購股權計劃，據此，董事會獲授權按彼等之全權酌情，依照購股權計劃之條款授出可認購本公司股份之購股權予合資格參與者。購股權計劃由購股權計劃採納之日起十年期間一直有效及生效。

根據購股權計劃及本公司任何其他購股權計劃可予授出的購股權所涉及股份，合共最多不得超過本公司於本公司股份於GEM上市日所有已發行股份的10%，即40,000,000股股份（或因不時拆細或合併該40,000,000股股份而產生的股份數目）（「計劃限額」）。倘若獲股東於股東大會上批准，董事會可(i)隨時更新此限額至該股東大會上獲股東批准當日已發行股份總數的10%；及／或(ii)授出超過計劃限額的購股權予董事會指定的合資格參與者。

根據計劃及本公司任何其他購股權計劃所授出但尚未行使的所有未行使購股權獲行使時而可予發行的股份總數，於任何時間不得超過不時已發行股份總數的30%。倘此舉將導致股份總數超逾該限額，則不得根據本公司任何其他計劃（包括購股權計劃）授出購股權。

於任何十二個月期間，每名合資格參與者根據購股權計劃及本公司任何其他購股權計劃獲授的購股權獲行使時而可予發行的股份總數，不得超過已發行股份總數的1%。任何進一步授出購股權須待股東於股東大會上批准且該合資格參與者及其聯繫人放棄投票後方可作實。

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.

Pursuant to the Share Option Scheme, the participants may subscribe for the shares of the Company on exercise of an option at the price determined by the Board provided that it shall be at least the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share.

At the beginning and the end of the Financial Year, the number of options available for grant under the Share Option Scheme is 40,000,000 shares. As at the date of this annual report, the total number of shares available for issue under the Share Option Scheme is 40,000,000 shares, representing approximately 8.87% of the total number of issued shares of the Company. Since the adoption of the Share Option Scheme, no share option has been granted by the Company.

Remarks:

- Pursuant to Rule 23.03A of the GEM Listing Rules, the participants of a scheme shall only comprise directors and employees of the issuer or any of its subsidiaries and the persons who provide services to the issuer group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the issuer group.
- Pursuant to Rule 23.03F of the GEM Listing Rules, the vesting period for options shall not be less than 12 months.

購股權可根據購股權計劃的條款於董事會可能釐定的期間內隨時行使，惟有關期間自授出日期起計不超過10年，且受有關計劃的提前終止條文所規限。

授出購股權之建議須於作出有關建議日期(包括當日)起計七日內接納。購股權承授人須於接納購股權建議時向本公司支付1港元。

根據購股權計劃，參與者可於行使購股權時按董事會釐定的價格認購本公司股份，惟該價格不得低於下列最高者：(i) 股份於授出日期(必須為營業日)在聯交所每日報價表所報的收市價；(ii) 股份於緊接授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii) 股份的面值。

於本財政年度開始及年結時，根據購股權計劃可授出的購股權數目為40,000,000股。於本年報日，根據購股權計劃可供發行之股份總數為40,000,000股，佔本公司已發行股份總數約8.87%。自購股權計劃獲採納以來，本公司概無授出購股權。

要點:

- 根據GEM上市規則第23.03A條，計劃的參與者僅包括發行人或其任何附屬公司的董事及僱員，以及在發行人集團的持續或經常性基礎上為發行人集團提供服務的人士符合發行人集團長期增長利益的日常業務過程。
- 根據GEM上市規則第23.03F條，購股權的歸屬期不得少於12個月。

3. Pursuant to Rule 23.04(3) of the GEM Listing Rules, where any grant of options or awards to an independent non-executive director or a substantial shareholder of the listed issuer, or any of their respective associates, would result in the shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the relevant class of shares in issue, such further grant of options or awards must be approved by shareholders of the listed issuer in general meeting in the manner set out in Rule 23.04(4) of the GEM Listing Rules. Pursuant to Rule 23.04(4) of the GEM Listing Rules, the listed issuer must send a circular to the shareholders. The grantee, his/her associates and all core connected persons of the listed issuer must abstain from voting in favour at such general meeting. The listed issuer must comply with the requirements under Rules 17.47A, 17.47B and 17.47C of the GEM Listing Rules.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Financial Year was the Company, or any of its holding companies or any of its subsidiaries a party to any arrangement to enable the Directors and the Chief Executives (including their spouses and children under 18 years of age) to hold any interests or short positions in the shares, or underlying shares, or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO).

3. 根據GEM上市規則第23.04(3)條，倘向上市發行人的獨立非執行董事或主要股東或彼等各自的任何關係人士授出任何購股權或獎勵，將導致股份在截至並包括該授予日期的12個月期間內授予該人的所有期權和獎勵（不包括根據計劃條款失效的任何期權和獎勵）已發行和將發行超過相關類別已發行股份的0.1%，該等購股權或獎勵的進一步授予必須由上市發行人的股東在股東大會上按GEM上市規則第23.04(4)條規定的方式批准。根據GEM上市規則第23.04(4)條，上市發行人必須向股東發出通函。承授人、其聯繫人及上市發行人的所有核心關連人士必須在該股東大會上放棄投贊成票。上市發行人必須遵守GEM上市規則第17.47A、17.47B及17.47C條的規定。

收購股份或債權證之權利

除上文所披露以外，於本財政年度，本公司、其任何控股公司或其任何附屬公司概無參與達成任何安排，使董事及主要行政人員（包括其配偶及十八歲以下子女）於本公司或其相聯法團（定義見證券及期貨條例第XV部）擁有任何股份、相關股份及債權證之權益或淡倉。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

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

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

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required by the GEM Listing Rules.

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

Save as otherwise disclosed, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its holding companies, or any of its subsidiaries was a party, and in which a Director or the Director's connected party had a material interest, either directly or indirectly, subsisted at the end of the Financial Year or at any time during the Financial Year.

PERMITTED INDEMNITY PROVISION

The Articles provides that every Director, is entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of duties of his/her office or otherwise in relation thereto provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to the Director.

The Company has taken out and maintained directors' liability insurance throughout the Financial Year, which provides appropriate cover for the Directors.

優先購買權

組織章程細則或本公司註冊成立地點開曼群島的公司法並無有關優先購買權的條文。

購買、出售或贖回本公司上市證券

於本財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

公眾持股量的充足性

根據本公司公開可得的資料及據董事所知，本公司已符合GEM上市規則的要求維持充足公眾持股量。

董事於對本公司業務重要的交易、安排及合約之重大權益

除有所披露外，本公司、其控股公司或其任何附屬公司於年結日或於本財政年度任何時間，並無訂有任何對本集團業務而言屬重大且本公司董事或董事的關連人士於當中擁有重大權益（不論直接或間接）的交易、安排及合約。

獲許的彌償條文

組織章程細則規定，就其任期內或因執行其職務而可能遭致或發生與此相關之所有損失或責任，每位董事有權從本公司資產中獲得賠償，惟與董事本身之欺詐或不誠實事宜有關者除外。

本公司於本財政年度已購買及維持全年的董事責任保險，為董事提供適當的保障。

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Financial Year.

DEED OF NON-COMPETITION

The controlling shareholders, namely Mr. Hui Kwok Keung Raymond and the company through which he holds equity interests in the Company, namely, Time Prestige Ventures Limited, have entered into a deed of non-competition with the Company on 11 September 2014. The details of the deed of non-competition have been disclosed in the prospectus of the Company dated 22 September 2014.

The controlling shareholders have confirmed the Company that they had complied with the non-competition undertakings during the Financial Year. The Board (including the independent non-executive Directors) has reviewed and confirmed the compliance with the non-competition undertakings by the controlling shareholders.

COMPETING INTERESTS

As at 31 March 2024, none of the Directors, the substantial shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) has any interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

CONNECTED TRANSACTIONS

The "related party transactions" as disclosed in note 27 to the consolidated financial statements for the Financial Year did not constitute a connected transaction or a continuing connected transaction as defined in Chapter 20 of the GEM Listing Rules which are required to comply with any of the reporting, announcement or independent Shareholders' approval requirements thereunder.

There are no other non-exempt connected and continuing connected transactions during the Financial Year.

RETIREMENT BENEFITS PLAN

Particulars of retirement benefits plan of the Group as at 31 March 2024 are set out in note 4(k)(ii) to the consolidated financial statements.

管理合約

於本財政年度，本公司並沒有訂立或存在任何有關整體或主要部分業務管理及行政的合約。

不競爭契據

本公司的控股股東（即許國強先生，以及其用以持有本公司股權的公司（即Time Prestige Ventures Limited）已於二零一四年九月十一日與本公司訂立不競爭契據。不競爭契據詳情已於本公司日期為二零一四年九月二十二日的招股章程中披露。

控股股東已向本公司確認於本財政年度遵守不競爭承諾。董事會（包括獨立非執行董事）已審閱及確認控股股東遵守不競爭承諾。

競爭權益

於二零二四年三月三十一日，概無董事、主要股東或彼等各自之緊密聯繫人士（定義見GEM上市規則）於與或有可能與本集團業務直接或間接競爭之業務中擁有任何權益。

關連交易

本財政年度的綜合財務報表附註27所披露「關連方交易」並不構成GEM上市規則第20章所界定的任何申報、公告或獨立股東批准規定之關連交易或持續關連交易。

於本財政年度，並無其他不獲豁免關連交易及持續關連交易。

退休福利計劃

本集團於二零二四年三月三十一日退休福利計劃之詳情載於綜合財務報表附註4(k)(ii)。

CONFIRMATION INDEPENDENCE

The Company has received from each of the independent nonexecutive Directors a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considered that all the independent non-executive Directors were independent during the Financial Year.

COMPLIANCE ADVISER'S INTERESTS

After the completion of the engagement of Ample Capital Limited as the compliance adviser of the Company in compliance with Rule 6A.19 of the GEM Listing Rules on 30 June 2017, the Company did not have compliance adviser.

ENVIRONMENTAL ISSUES

The Group is committed to the sustainable development of the environment and the society. The Group has endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental policies to ensure its projects meet the required standards and ethics in respect of environmental protection.

The Group aims to capture the flourishing LED market, by monitoring the latest development of policies for LED products and providing customers with more eco-friendly and cost-effective LED products. The Group has also assembled the product portfolio in order that the majority of the lighting appliance products to be LED compatible, and the Group has designated several of existing retail shops as LED specialty stores which primarily showcase LED lighting appliance products.

Moreover, the Group has been participating in the "Fluorescent Lamp Recycling Programme", which provides households with free collection and treatment for all used mercury-containing lamps to reduce the environmental risk from improper disposal of these lamps and recover resources.

A standalone Environmental, Social and Governance Report of the Group shall be published separately and will be posted on the websites of the Company (www.elighting.asia) and the Stock Exchange (www.hkexnews.hk).

獨立性確認

根據GEM上市規則第5.09條，本公司已收到各獨立非執行董事發出之獨立確認書及認為於本財政年度所有獨立非執行董事為獨立。

合規顧問權益

於二零一七年六月三十日完成本公司根據GEM上市規則第6A.19條委聘豐盛融資有限公司為合規顧問之後，本公司並無合規顧問。

環境事宜

本集團力求實現環境及社會的可持續發展。本集團致力遵守有關環保的法律法規，並採用有效的環保政策，確保其項目符合環保方面的所需標準及操守。

本集團的目標是作出定位以掌握發展蓬勃的LED市場，透過監察有關LED政策的最新發展及為客戶提供更為環保及具成本效益的LED產品。本集團已集合產品組合，以便大部分照明電器產品可與LED共存，而本集團亦已指定若干現有零售店舖為LED專門店，主要展示LED照明電器產品。

此外，本集團持續參加「慳電膽及光管回收計劃」，為家居免費回收和處理各類含水銀的舊燈管，以減少因不當處置這類燈管所帶來的環境威脅外，亦可回收有用的物料供循環再造。

本集團環境、社會及管治報告將獨立另行刊發，並將登載於本公司網站(www.elighting.asia)及聯交所網站(www.hkexnews.hk)。

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group is set out in the financial summary on page 136 of this annual report.

AUDITOR

The consolidated financial statements for the Financial Year have been audited by BDO Limited who will retire and, being eligible, offer itself for re-appointment. A resolution for the re-appointment of BDO Limited as the auditor of the Company is to be proposed at the forthcoming annual general meeting of the Company.

By Order of the Board

E Lighting Group Holdings Limited

Hue Kwok Chiu

Chairman

Hong Kong, 27 June 2024

財務摘要

本集團業績、資產及負債概要載於本年報第136頁之財務摘要內。

核數師

本財政年度綜合財務報表已由香港立信德豪會計師事務所有限公司審核，其將於退任並符合資格膺選連任。本公司將於應屆股東週年大會中建議一份決議案膺選香港立信德豪會計師事務所有限公司連任為本公司之核數師。

承董事會命

壹照明集團控股有限公司

許國釗

主席

香港，二零二四年六月二十七日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF E LIGHTING GROUP HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of e Lighting Group Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 73 to 135, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies information.

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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards 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.

BASIS FOR OPINION

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

獨立核數師報告 致壹照明集團控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計壹照明集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第73至135頁的綜合財務報表,包括於二零二四年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括重大會計政策資料。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而公平地反映 貴集團於二零二四年三月三十一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》的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」),我們獨立於 貴集團,並已根據守則履行其他道德責任。我們相信,我們已獲得的審計憑證能充足及適當地為我們的意見提供基礎。

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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.

Impairment assessment of property, plant and equipment and right-of-use assets

(Refer to Note 5(a), Note 15 and Note 16 to the consolidated financial statements)

The carrying value of property, plant and equipment and right-of-use assets of the Group as at 31 March 2024 was approximately HK\$239,000 and HK\$4,730,000 respectively.

Certain retail shops (cash-generating units ("CGUs") of the Group) had reported continued losses in the current year which was considered as an impairment indicator on the property, plant and equipment and right-of-use assets. Management has performed an impairment assessment on these non-financial assets or CGU which they belong as at 31 March 2024 to determine the recoverable amount using value in use calculations.

Based on the result of management's assessment, impairment loss for the year of approximately HK\$95,000 and HK\$6,831,000 were recognised to reduce the carrying amounts of certain property, plant and equipment and right-of-use assets, respectively to their recoverable amounts.

Because of the significance of the balance, the existence of impairment indicator and the determination of recoverable amount of these assets or CGU which they belong, using value in use calculations, as well as the key assumptions applied to the cash flow forecast require significant judgements and estimates by the management about the future results of the related business, we have identified this matter as a key audit matter.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是我們審計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。

物業、廠房及設備及使用權資產的減值評估

(茲提述綜合財務報表附註5(a)、附註15及附註16)

於二零二四年三月三十一日，貴集團的物業、廠房及設備及使用權資產賬面值分別約239,000港元及4,730,000港元。

若干零售店舖（貴集團的現金產生單位（「現金產生單位」））於本年錄得連續虧損，此現象被視為物業、廠房及設備及使用權資產存在減值跡象。管理層根據計算使用價值以評估該等非金融資產或其所屬的現金產生單位於二零二四年三月三十一日的可收回金額。

根據管理層的評估結果，約95,000港元及6,831,000港元已分別被確認為本年度的減值虧損，從而減少若干物業、廠房及設備及使用權資產的賬面值至其可收回金額。

由於餘額重大、存在減值跡象及根據計算使用價值以及應用於現金流量預測的主要假設，於釐定該等資產或其所屬的現金產生單位的可收回金額時要求管理層對相關業務的未來業績的重大判斷及估計，我們認為這是一個關鍵的審計事項。

Our response:

- tested management's assessment as to which groups of property, plant and equipment and right-of-use assets have indicators of impairment, together with management's grouping of such assets in the relevant CGUs;
- for those CGUs that included property, plant and equipment and right-of-use assets with impairment indicators, tested the relevant discounted cash flow forecasts prepared by management, including:
 - assessed the reasonableness of key input data in the cash flow forecasts by comparing them with historical actual information;
 - compared the expected revenue growth rates to relevant market expectations such as industry information;
 - tested the discount rate with reference to our understanding of the business including the future business plans of the relevant CGUs, comparisons to other similar companies and broader market considerations;
 - evaluated the methodologies adopted and checked the mathematical accuracy of the value-in-use calculations used to estimate the recoverable amounts; and
 - performed sensitivity analysis on the key input data and assumptions to the impairment assessment, to understand the impact of reasonable alternative assumptions that would have on the estimated recoverable amounts.

我們的應對措施：

- 測試管理層對物業、廠房及設備及使用權資產組別存在減值跡象以及管理層將此類資產分組至相關現金產生單位進行評估；
- 對於有減值跡象的現金產生單位的物業、廠房及設備及使用權資產，測試由管理層編製的相關折讓現金流量預測，包括：
 - 將過往的實際數據進行比較，評估現金流量預測中的關鍵輸入數據是否合理；
 - 將預期收入增長率與相關的市場預測，比如行業資訊，進行比較；
 - 根據我們對業務的理解，包括相關現金產生單位的未來業務計劃，並與其他相似的公司及更寬泛的市場情況進行比較，來測試折讓率；
 - 評估可收回金額中所採用的使用價值估算及核實所採用的計算的準確性；及
 - 對減值評估的關鍵輸入數據及假設進行敏感性分析，以了解假設中的合理變化對估計可收回金額的影響。

Impairment assessment of inventories*(Refer to Note 5(b) and Note 19 to the consolidated financial statements)*

As at 31 March 2024, the Group had inventories of approximately HK\$11,217,000 net of provision of HK\$1,907,000. Management estimated the net realisable value of inventories at the end of the reporting period, and make provision for write-down in value, if any. The Group reviews and identifies as at the end of each financial period, provision for inventories (if any) is based on recent sales performance, management experience with characteristic customer purchase behaviour and assessment of the product's alignment with current market trend. The management estimates the net realisable value for inventories bases primarily on the latest market prices and current market conditions. The assessment of the provision amount required involves management judgement and estimates.

We had identified inventory valuation as a key audit matter as impairment assessment on inventories was subject to significant management judgement and the amount involved could be significant.

Our response:

- Understood and evaluated the Group's provision policy on inventories and basis of the assessment;
- Reviewed and assessed obsolete or out-dated inventories identified by management and estimation of the net realisable value of these inventories;
- Evaluated historical accuracy of inventory provisioning by comparing historical provision made to the loss incurred for actual sales;
- Reviewed inventory ageing analysis and analysing the level of aged inventory and their associated provisions;
- Tested the carrying amount of aged and obsolete inventories on a sample basis to the source documents; and
- Reviewed and evaluated net realisable value of inventories, with reference to subsequent sales information and the external price data, and performed testing by tracing to the source documents on a sample basis.

存貨的減值評估*(茲提述綜合財務報表附註5(b)及附註19)*

於二零二四年三月三十一日，經扣除1,907,000港元的撥備後，貴集團的存貨價值約為11,217,000港元。管理層於報告期末估計存貨的可變現淨值，並就撇減價值(如有)作出撥備。貴集團於每個財政期末根據近期銷售表現、管理層對客戶購買行為特徵的經驗及產品與當前市場趨勢的一致性評估審查及識別存貨撥備(如有)。管理層主要根據最新市場價格及現行市況估計存貨的可變現淨值。撥備金額的評估須涉及管理層的判斷及估計。

我們將存貨估值識別為一項關鍵審計事項，因為存貨減值評估涉及重大管理層判斷及涉及的金額可能較大。

我們的應對措施：

- 了解及評估 貴集團之存貨撥備政策及評估基準；
- 審查及評估管理層識別陳舊或過時存貨及對該等存貨可變現淨值之估計；
- 透過比較過往作出之撥備與實際銷售損失，評核過往存貨撥備之準確性；
- 審查存貨賬齡分析，並分析陳舊存貨之水平及其相關撥備；
- 根據來源文件就過時及陳舊存貨之賬面值進行抽樣測試；及
- 根據期後銷售記錄及外部價格數據進行抽樣測試，並追溯至來源文件，以審查及評核存貨之可變現淨值。

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include 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.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards 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 directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

年報內的其他資料

董事須對其他資料負責。其他資料包括刊載於 貴公司年報內的資料，但不包括綜合財務報表及我們的相關核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就此表達任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所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，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製真實而公平的綜合財務報表，並推行董事認為必要的有關內部監控，以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估 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。

董事亦須負責監督 貴集團的財務報告過程。審核委員會協助董事履行就此方面的責任。

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. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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 skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照我們的委聘條款向整體股東報告我們的意見，除此以外，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責任。

合理鑒證是高水平的鑒證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響使用者依賴該等綜合財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

於根據香港審計準則進行審計的過程中，我們運用專業判斷及保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及取得充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非為對貴集團內部控制的有效性發表意見。
- 評價董事所採用的會計政策的恰當性及作出會計估算及相關披露的合理性。

- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事件或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則須在核數師報告中提請使用者注意綜合財務報表內的相關披露。假若有關披露不足，則我們應當發表非無保留意見。我們的結論是基於直至核數師報告日期為止所取得的審計憑證。然而，未來事項或情況可能會導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否公平反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們須負責集團審計的方向、監督及執行。我們對審計意見承擔全部責任。

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.

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.

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

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，為消除威脅而採取的行動或所應用的防範措施。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

From the matters communicated with the directors, 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.

從與董事溝通的事項中，我們決定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們會在核數師報告中描述這些事項，除非法律或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而造成的負面後果將會超過其產生的公眾利益，我們決定不應在報告中溝通該事項。

BDO Limited

Certified Public Accountants

Leung Tze Wai

Practising Certificate Number P06158

Hong Kong,
27 June 2024

香港立信德豪會計師事務所有限公司

執業會計師

梁子慧

執業證書編號P06158

香港
二零二四年六月二十七日

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 2024 截至二零二四年三月三十一日止年度

			2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue	收益	7	74,347	78,927
Cost of sales	銷售成本		(35,194)	(36,619)
Gross profit	毛利		39,153	42,308
Other income, gains and losses	其他收入、收益及虧損	8	913	1,628
Selling and distribution expenses	銷售及分銷開支		(27,271)	(28,318)
Administrative and other expenses	行政及其他開支		(14,469)	(17,094)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損		(95)	(58)
Impairment loss on right-of-use assets	使用權資產減值虧損		(6,831)	(2,411)
Expected credit losses recognised on financial assets	金融資產確認的預期信貸虧損		(36)	(1,603)
Interest on lease liabilities	租賃負債利息		(1,877)	(924)
Loss before income tax	除所得稅前虧損	9	(10,513)	(6,472)
Income tax expense	所得稅開支	12	(998)	(373)
Loss and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內虧損及全面收益總額		(11,511)	(6,845)
Loss per share	每股虧損			
– Basic and diluted (HK cents)	– 基本及攤薄(港仙)	13	(2.55)	(1.52)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2024 於二零二四年三月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	239	645
Right-of-use assets	使用權資產	16	4,730	17,609
Rental deposits	租賃按金	20	1,239	4,722
Deferred tax assets	遞延稅項資產	24	224	930
			6,432	23,906
Current assets	流動資產			
Inventories	存貨	19	11,217	12,297
Trade and other receivables	應收款項及其他應收款項	20	7,446	3,460
Tax recoverable	可收回稅項		262	–
Cash and bank balances	現金及銀行結餘		5,894	9,938
			24,819	25,695
Total assets	資產總值		31,251	49,601
Current liabilities	流動負債			
Trade and other payables	應付款項及其他應付款項	21	7,105	6,467
Contract liabilities	合約負債	22	1,014	1,181
Lease liabilities	租賃負債	23	11,559	14,073
Current tax liabilities	即期稅項負債		152	152
			19,830	21,873
Net current assets	流動資產淨值		4,989	3,822
Total assets less current liabilities	資產總值減流動負債		11,421	27,728

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 March 2024 於二零二四年三月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	23	2,732	7,528
			2,732	7,528
Total liabilities	負債總值		22,562	29,401
NET ASSETS	資產淨值		8,689	20,200
EQUITY	權益			
Share capital	股本	25	4,510	4,510
Reserves	儲備		4,179	15,690
TOTAL EQUITY	權益總值		8,689	20,200

On behalf of the Board
代表董事會

Hui Kwok Keung Raymond (許國強)
Director 董事

Hue Kwok Chiu (許國釗)
Director 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元 (Note) (附註)	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	4,510	67,066	2	(44,533)	27,045
Loss and total comprehensive income for the year	年度虧損及全面收益總額	-	-	-	(6,845)	(6,845)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日	4,510	67,066	2	(51,378)	20,200
Loss and total comprehensive income for the year	年度虧損及全面收益總額	-	-	-	(11,511)	(11,511)
As at 31 March 2024	於二零二四年三月三十一日	4,510	67,066	2	(62,889)	8,689

Note:

The other reserve of the Group represents the difference between the nominal value of shares issued by the Company and the aggregate nominal value of the issued share capital of subsidiaries acquired pursuant to a group reorganisation which became effective on 8 September 2014.

附註：

本集團其他儲備指本公司已發行股份面值與根據於二零一四年九月八日生效的集團重組所收購附屬公司已發行股本面值總額之間的差額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash flows from operating activities	來自經營活動的現金流量		
Loss before income tax	除所得稅前虧損	(10,513)	(6,472)
Adjustments for:	就下列各項作出調整：		
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	95	58
Impairment loss on right-of-use assets	使用權資產減值虧損	6,831	2,411
Depreciation of property, plant and equipment	物業、廠房及設備折舊	357	295
Depreciation of right-of-use assets	使用權資產折舊	14,429	15,769
(Reversal of provision)/provision for impairment loss on inventories	存貨減值虧損(撥備撥回)/撥備	(131)	31
Expected credit losses recognised on trade receivables	應收款項確認的預期信貸虧損	36	18
Expected credit losses recognised on other receivables	其他應收款項確認的預期信貸虧損	-	1,585
Income from rent concession	來自租金優惠的收入	-	(252)
Interest on lease liabilities	租賃負債利息	1,877	924
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	12,981	14,367
Decrease/(increase) in inventories	存貨減少/(增加)	1,211	(1,373)
Increase in trade and other receivables	應收款項及其他應收款項增加	(539)	(402)
Increase in trade and other payables	應付款項及其他應付款項增加	638	819
Decrease in contract liabilities	合約負債減少	(167)	(87)
Cash generated from operations	經營所得的現金	14,124	13,324
Income tax paid	已付所得稅	(554)	(221)
Net cash generated from operating activities	經營活動所得現金淨額	13,570	13,103
Cash flows from investing activities	來自投資活動的現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(46)	(615)
Net cash used in investing activities	投資活動所用的現金淨額	(46)	(615)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

			2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
	Note 附註			
Cash flows from financing activities		來自融資活動的現金流量		
Repayment of principal portion of the lease liabilities	30	償還租賃負債之資本部分	(15,691)	(15,481)
Interest paid	30	已付利息	(1,877)	(924)
Net cash used in financing activities		融資活動所用的現金淨額	(17,568)	(16,405)
Net decrease in cash and cash equivalents		現金及現金等價物減少淨額	(4,044)	(3,917)
Cash and cash equivalents at beginning of year		年初之現金及現金等價物	9,938	13,855
Cash and cash equivalents at end of year		年末之現金及現金等價物	5,894	9,938
Analysis of the balances of cash and cash equivalents:		現金及現金等價物結餘分析：		
Cash and bank balances		現金及銀行結餘	5,894	9,938

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1. CORPORATE INFORMATION

E Lighting Group Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability on 29 November 2013 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office and principal place of business are disclosed in the Corporate Information section of this annual report.

The Company’s issued shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) since 29 September 2014.

The directors consider that the Company’s parent and ultimate parent is Time Prestige Venture Limited, a company incorporated in British Virgin Islands (“BVI”).

The Company’s principal activity is investment holding while the Company and its subsidiaries (the “Group”) is principally engaged in retail chain business in lighting, designer label furniture and household products in Hong Kong. The principal activities and other particulars of the subsidiaries are set out in note 33 to the consolidated financial statements.

The Group’s consolidated financial statements for the year ended 31 March 2024 were approved and authorised for issue by the board of directors on 27 June 2024.

1. 公司資料

壹照明集團控股有限公司（「本公司」）於二零一三年十一月二十九日根據開曼群島公司法第22章（一九六一年第三號法例，經綜合及修訂）在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處及主要營業地點的地址已於本年報的公司資料部分作出披露。

本公司的已發行股份自二零一四年九月二十九日起於香港聯合交易所有限公司（「聯交所」）GEM 上市。

董事認為本集團之控股公司及最終控股公司為 Time Prestige Venture Limited，一間於英屬處女群島（「英屬處女群島」）註冊成立之公司。

本公司的主要業務為投資控股，而本公司及其附屬公司（「本集團」）則主要於香港經營燈飾及設計師品牌家具及家居產品的零售連鎖業務。附屬公司的主要業務及其他資料載於綜合財務報表附註33。

本集團截至二零二四年三月三十一日止年度之綜合財務報表已於二零二四年六月二十七日獲董事會批准及授權刊發。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new or amendments to HKFRSs – Effective on 1 April 2023

In the current year, the Group has applied for the first time for following new or amendments to HKFRSs issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to and effective for the Group’s consolidated financial statements for annual period beginning on 1 April 2023:

HKFRS 17	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

Except for Amendments to HKAS1 and HKFRS Practice Statement 2, *Disclosure of Accounting Policies*, none of these new and amended HKFRSs has a material impact on the Group’s results and financial position for the current or prior period and financial statements disclosures.

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Amendments to HKFRS Practice Statement 2 Making Materiality Judgements provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures.

These amendments have no effect on the measurement or presentation of any items in the consolidated financial statements of the Group but affect the disclosure of accounting policies of the Group.

2. 採納香港財務報告準則（「香港財務報告準則」）

(a) 採納新訂或經修訂香港財務報告準則—於二零二三年四月一日生效

於本年度，本集團已首次應用由香港會計師公會（「香港會計師公會」）頒佈的以下與本集團綜合財務報表相關並於自二零二三年四月一日開始的年度期間生效的新訂或經修訂的香港財務報告準則：

香港財務報告準則第17號	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策的披露
香港會計準則第8號之修訂	會計估計的定義
香港會計準則第12號之修訂	與單一交易產生的資產及負債有關的遞延稅項
香港會計準則第12號之修訂	國際稅務改革—支柱二模板規則

除香港會計準則第1號及香港財務報告準則實務報告第2號之修訂會計政策的披露外，該等新訂及經修訂香港財務報告準則並無對本集團當前或過往期間的業績及財務狀況及財務報表披露造成重大影響。

適用於本集團之經修訂香港財務報告準則的性質及影響載述如下：

香港會計準則第1號之修訂要求實體披露其重大會計政策資料，而非其主要會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

香港財務報告準則實務報告第2號之修訂作出重要性判斷為如何應用會計政策披露的重要性概念提供非強制指引。

該等修訂對本集團綜合財務報表中任何項目的計量或呈列並無影響，惟影響本集團會計政策的披露。

2. ADOPTION OF HKFRSs (continued)

(b) Amendments to HKFRSs that have been issued but are not yet effective

The following amendments to HKFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-Current ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
HK Interpretation 5 (Revised)	Presentation of Financial Statements Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹

¹ Effective for annual periods beginning on or after 1 January 2024

The Group has already commenced an assessment of the impact of adopting the above amendments to HKFRSs on the Group's results and financial position in the first year of application. The directors of the Company anticipate that the application of these amendments to HKFRSs will have no material impact on the Group's financial performance and positions and/or the disclosure to these consolidated financial statements of the Group.

2. 採納香港財務報告準則 (續)

(b) 已頒佈但尚未生效的經修訂香港財務報告準則

以下與本集團綜合財務報表潛在相關之經修訂香港財務報告準則已經頒佈但尚未生效，本集團並未提早採納。本集團目前擬於有關準則生效當日應用該等變動。

香港會計準則第1號之修訂	負債分類為流動或非流動 ¹
香港會計準則第1號之修訂	附帶契諾的非流動負債 ¹
香港詮釋第5號 (經修訂)	財務報表的呈列— 借款人對載有按 要求償還條款的 定期貸款的分類 ¹
香港會計準則第7號及 香港財務報告準則 第7號之修訂	供應商融資安排 ¹
香港財務報告準則 第16號之修訂	售後租回之租賃負債 ¹

¹ 於二零二四年一月一日或之後開始之年度期間生效

本集團已對採納上述香港財務報告準則之修訂對本集團於首個應用年度的業績及財務狀況造成之影響進行評估。本公司董事預計應用該等香港財務報告準則之修訂將不會對本集團的財務表現及狀況及／或該等本集團的綜合財務報表披露資料造成重大影響。

2. ADOPTION OF HKFRSs (continued)

(c) New HKICPA guidance on the accounting implications of the abolition of the MPF-LSP offsetting mechanism

In June 2022, the Hong Kong SAR Government gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”), which will come into effect from 1 May 2025 (the “Transition Date”). Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to mandatory provident fund (“MPF”) scheme to reduce the long service payment (“LSP”) in respect of an employee’s service from the Transition Date. In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the number of years of employee’s service up to that date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” that provides accounting guidance relating to the offsetting mechanism and the abolition of the mechanism.

The Group has not recognised any cumulative catch-up adjustment in profit or loss for the service cost and interest expense for the year ended 31 March 2023 as the difference at the enactment date (16 June 2022) between the carrying amount of the LSP liability calculated under paragraph 93(b) of HKAS 19 *Employee Benefits* (“HKAS 19”) before the abolition and the carrying amount of the LSP liability calculated under paragraph 93(a) of HKAS 19 after the abolition is immaterial. Application of the guidance had no material effect on the consolidated financial statements of the Group.

2. 採納香港財務報告準則 (續)

(c) 香港會計師公會就取消強積金一長服金對沖機制之會計影響之新指引

於二零二二年六月，香港特別行政區政府刊憲《二零二二年僱傭及退休計劃法例（抵銷安排）（修訂）條例》（「修訂條例」），該條例將於二零二五年五月一日（「過渡日期」）生效。一旦修訂條例生效，僱主將不能再使用其強制性公積金（「強積金」）計劃之強制性供款所產生的任何累計權益來減少自過渡日期起僱員服務的長期服務金（「長服金」）。此外，有關過渡日期前服務的長服金將根據僱員於緊接過渡日期前的月薪及直至該日期為止的僱員服務年數計算。

於二零二三年七月，香港會計師公會發佈《取消強積金一長服金對沖機制之會計影響》，就有關對沖機制及取消該機制提供會計指引。

由於於制定日期（二零二二年六月十六日）於取消前根據香港會計準則第19號 *僱員福利*（「香港會計準則第19號」）第93(b)段計算的長服金負債賬面值與取消後根據香港會計準則第19號第93(a)段計算的長服金負債賬面值之間的差額並不重大，本集團並未就截至二零二三年三月三十一日止年度的服務成本及利息費用於損益中確認任何累計追溯調整。應用該指引對本集團的綜合財務報表並無重大影響。

3. BASIS OF PREPARATION**(a) Statement of compliance**

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis.

(c) Functional and presentation currency

The consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is the same as the functional currency of the Company. These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated.

4. ACCOUNTING POLICIES**(a) Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Group. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

3. 編製基準**(a) 合規聲明**

綜合財務報表乃按所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（統稱為「香港財務報告準則」）及香港公司條例的披露要求編製。此外，綜合財務報表包括聯交所GEM證券上市規則所規定的適用披露。

(b) 計量基準

綜合財務報表乃按歷史成本法編製。

(c) 功能及呈列貨幣

綜合財務報表乃以本公司的功能貨幣港元（「港元」）呈列。除另有指明外，該等綜合財務報表以千港元（「千港元」）為單位呈列。

4. 會計政策**(a) 綜合賬目之基準**

綜合財務報表包括本集團的財務報表。於編製綜合財務報表時，集團內公司的公司間交易及結餘連同未變現利潤均悉數對銷。除非有關交易提供所轉讓資產減值的證據，否則未變現虧損亦予以對銷，在此情況下，虧損會於損益內確認。

4. ACCOUNTING POLICIES (continued)

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs 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.

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Leasehold improvements	4 years or over the lease terms, whichever is shorter
Furniture, fixtures and equipment	5 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

4. 會計政策 (續)

(b) 附屬公司

附屬公司指本公司能對其行使控制權之被投資方。倘具備以下全部三項元素，本公司即對被投資方擁有控制權：對被投資方擁有權力、就被投資方可變回報承受風險或享有權利，及其行使權力影響有關可變回報之能力。倘有事實及情況顯示任何該等控制權元素可能有變，將會重新評估有關控制權。

在本公司財務狀況表中，於附屬公司的投資乃以成本減減值虧損列賬（如有）。本公司以已收股息及應收股息作附屬公司業績的依據。

(c) 物業、廠房及設備

物業、廠房及設備均以成本減累計折舊及任何累計減值虧損列賬。

物業、廠房及設備之成本包括其購買價及購置項目直接應佔的成本。

如項目相關之未來經濟利益可能歸入本集團，而其成本能可靠計算，則項目之其後成本方會計入資產之賬面值，或如適當則當作一項獨立資產確認。重置部分的賬面值會被終止確認。

物業、廠房及設備以直線法按估計可用年期折舊以撇銷其成本（扣除預期剩餘價值）。可用年期、剩餘價值及折舊方法於各報告期間完結時檢討，並於適當時調整。可用年期如下：

租賃物業裝修	4年或租賃年期，以較短者為準
家具、裝置及設備	5年

倘資產賬面值超出其估計可收回金額，則資產即時撇減至其可收回金額。

4. ACCOUNTING POLICIES (continued)

(d) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, except the leases which are short-term leases. The lease payments associated with those leases have been expensed on a straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be initially recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease. The Group measures the right-of-use assets applying a cost model. Under the cost model, the right-of-use assets are measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of lease liability.

Right-of-use assets are subsequently depreciated over the shorter of the remaining lease term.

Lease liability

The lease liability is initially recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, which is generally the case of the Group, the Group uses the lessee's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

4. 會計政策 (續)

(d) 租賃

所有租賃(不論為經營租賃或財務租賃)均須於綜合財務狀況表內資本化為使用權資產及租賃負債,惟屬短期租賃之租賃除外。與該等租賃相關之租賃付款已於租賃期內按直線法攤銷。

使用權資產

使用權資產應初步按成本確認,並包括:(i)租賃負債之初步計量金額(見下文將租賃負債入賬之會計政策);(ii)於開始日期或之前作出之任何租賃付款,減任何已收取之租賃優惠;(iii)承租人產生之任何初步直接成本;及(iv)承租人於拆除及移除相關資產以恢復至租賃條款及條件所規定之狀態而將予產生之估計成本。本集團採用成本模式計量使用權資產。根據成本模式,使用權資產按成本減任何累計折舊及任何累計減值虧損計量,並就重新計量之任何租賃負債進行調整。

使用權資產其後按剩餘租期(以較短者為準)折舊。

租賃負債

租賃負債初步按並非於租賃開始日期支付之租賃付款之現值確認。倘該利率可輕易釐定,則租賃付款採用租賃隱含之利率貼現。倘該利率無法輕易釐定(為本集團的普遍情況),則本集團使用承租人之增量借款利率。

於租賃期內,在租賃開始日期尚未支付之相關資產使用權之以下付款均被視為租賃付款:(i)固定付款減任何應收租賃優惠;(ii)基於指數或利率之可變租賃付款(初步使用於開始日期之指數或利率計量);(iii)承租人根據剩餘價值擔保預期應付之金額;(iv)購買選擇權之行使價(倘承租人合理確定將行使購買權);及(v)終止租賃之罰金付款(倘租賃期反映承租人行使終止租賃之權利)。

4. ACCOUNTING POLICIES (continued)

(d) Leasing (continued)

Lease liability (Continued)

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

When the group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- in all other cases where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

The Group presents lease liabilities separately in the consolidated statement of financial position.

4. 會計政策 (續)

(d) 租賃 (續)

租賃負債 (續)

於開始日期後，本集團按以下項目計量租賃負債：(i)增加賬面值以反映租賃負債之利息；(ii)減少賬面值以反映作出之租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃調整，例如：指數或利率變動、租賃條款變動、固定租賃付款之實際變動或購買相關資產之評估變動所產生之未來租賃付款變動。

當集團與出租人重新協商租約的合約條款時，會計處理取決於修改的性質：

- 倘若重新協商結果導致一項或多項額外的資產被租賃，且金額與所獲得的額外使用權的獨立價格相稱，則根據上述政策，該修改將作為單獨租賃處理。
- 於所有其他情況下，若重新協商增加租賃範圍（無論是延長租賃期限，抑或是租賃一項或多項額外資產被租賃），租賃負債將按修改日期適用的貼現率重新計量，並按相同金額調整使用權資產。
- 倘若重新協商導致租賃範圍減少，則租賃負債及使用權資產的賬面值均按相同比例減少，以反映部分或全部終止租賃，而任何差額於損益中確認。其後對租賃負債進行進一步調整，以確保其賬面值反映經重新協商期限內重新協商的付款金額，經修改的租賃款項按於修改日期適用的比率貼現。使用權資產按相同金額進行調整。

本集團於綜合財務狀況表中單獨呈列租賃負債。

4. ACCOUNTING POLICIES (continued)

(e) Impairment of other assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and investments in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash-generating units ("CGUs"), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

(f) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

4. 會計政策 (續)

(e) 其他資產減值 (金融資產除外)

於各報告期末，本集團審核物業、廠房及設備、使用權資產以及於附屬公司的投資的賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損，或先前確認的減值虧損已不存在或可能已減少。

倘資產的可收回金額 (即公平值減處置成本與使用價值兩者的較高者) 估計少於其賬面值，則該項資產的賬面值將降至其可收回金額。減值虧損乃即時確認為開支。

倘減值虧損其後撥回，則資產賬面值將提高至其修訂後的估計可收回金額，惟受限於經提高的賬面值不得超過往年該項資產在並無已確認減值虧損的情況下原應釐定的賬面值。撥回的減值虧損乃即時確認為收入。

使用價值乃根據預期將自資產或現金產生單位 (「現金產生單位」) 產生之估計未來現金流量釐定，按使用可反映金錢時間值之現行市場評估以及對資產或現金產生單位屬特定風險之稅前貼現率貼現。

現金產生單位是能夠產生現金流入且主要獨立於其他資產或資產組別的現金流入的最小可識別資產組別。

(f) 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者中的較低者確認。成本包括所有採購成本、轉換成本及將存貨送至現有地點及達致現有狀況所需的其他成本。成本按先進先出法計算。可變現淨值指日常業務過程中的估計售價減進行銷售必要的估計成本。

4. ACCOUNTING POLICIES (continued)**(g) Financial instruments****(i) Financial assets**

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gains or losses on derecognition is recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECLs") on trade receivables, other receivables and other financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the end of the reporting period; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

4. 會計政策 (續)**(g) 金融工具****(i) 金融資產**

金融資產(除非是並無重大融資部分的應收款項)首次按公平值加上收購或發行金融資產直接應佔的交易成本計量。並無重大融資部分的應收款項首次按交易價格計量。

攤銷成本：就持作收回合約現金流量的資產而言，倘有關資產的現金流量為僅支付本金及利息，則按攤銷成本計量。按攤銷成本計量的金融資產其後使用實際利息法計量。利息收入、外幣匯兌收益及虧損以及減值於損益確認。終止確認的任何收益或虧損於損益確認。

(ii) 金融資產之減值虧損

本集團就應收款項、其他應收款項及按攤銷成本計量的其他金融資產確認預期信貸虧損(「預期信貸虧損」)虧損撥備。預期信貸虧損按以下其中一項基準計量：(1)12個月的預期信貸虧損：其為於報告期末後12個月內發生的潛在違約事件導致的預期信貸虧損；及(2)年限內預期信貸虧損：此乃於金融工具預計年期內所有可能由違約事件產生的預期信貸虧損。估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃按本集團根據合約應收的所有合約現金流量與本集團預期收取的所有現金流量之間的差額計量。該差額其後按貼近資產原有實際利率貼現。

4. ACCOUNTING POLICIES (continued)

(g) Financial instruments (continued)

(ii) Impairment loss on financial assets (Continued)

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 *Financial Instruments* ("HKFRS 9") simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other receivables and other financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

4. 會計政策 (續)

(g) 金融工具 (續)

(ii) 金融資產之減值虧損 (續)

本集團已選用香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) 簡化法以計量應收款項的虧損撥備，並已根據年內預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算的撥備矩陣，並按債務人特定的前瞻性因素及整體經濟環境予以調整。

就其他應收款項及其他金融資產而言，預期信貸虧損乃基於12個月預期信貸虧損。然而，倘信貸風險自開始以來大幅增加，撥備將以年內預期信貸虧損為基準。

當釐定金融資產之信貸風險自初步確認後有否大幅增加及於估計預期信貸虧損時，本集團會考慮相關及無須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出之量化及質化資料及分析，並包括前瞻性資料。

本集團假設，倘金融資產逾期超過30日，其信貸風險會大幅增加。

本集團認為金融資產於下列情況下為信貸減值：(1) 借款人不大可能在本集團無追索權採取行動 (例如：變現抵押) (如持有) 的情況下向本集團悉數支付其信貸義務；或(2) 該金融資產逾期超過90日。

4. ACCOUNTING POLICIES (continued)

(g) Financial instruments (continued)

(ii) Impairment loss on financial assets (Continued)

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

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

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 會計政策 (續)

(g) 金融工具 (續)

(ii) 金融資產之減值虧損 (續)

信貸減值金融資產的利息收入按金融資產的攤銷成本(即總賬面值減虧損撥備)計算。非信貸減值金融資產的利息收入按總賬面值計算。

取決於金融工具的性质，信貸風險顯著增加的評審按個別基準或共同基準進行。如評審按共同基準進行，金融工具則按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

本集團就所有金融工具於損益確認減值收益或虧損，並通過虧損撥備賬對有關賬面值作出相應調整。

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時，本集團會撤銷金融資產。經考慮法律意見後，在適當情況下，已撤銷之金融資產可能仍可於本集團收回程序下執行。收回之任何款項於損益確認。

4. ACCOUNTING POLICIES (continued)

(g) Financial instruments (continued)

(iii) Financial liabilities

The Group classifies its financial liabilities at amortised cost. Financial liabilities at amortised cost including trade and other payables are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. 會計政策 (續)

(g) 金融工具 (續)

(iii) 金融負債

本集團按攤銷成本將其金融負債分類。按攤銷成本計量的金融負債（包括應付款項及其他應付款項）其後使用實際利息法按攤銷成本計量。有關利息開支於損益中確認。

收益或虧損於終止確認負債時透過攤銷程序於損益中確認。

(iv) 權益工具

本公司發行的權益工具以集資所得扣除直接發行成本作出記錄。

(v) 終止確認

本集團在與金融資產有關之未來現金流量合約權利屆滿，或金融資產已轉讓，且該轉讓根據香港財務報告準則第9號符合終止確認標準時，終止確認金融資產。

金融負債於有關合約所訂明責任解除、註銷或屆滿時終止確認。

4. ACCOUNTING POLICIES (continued)

(h) Income tax

Income taxes comprise current tax and deferred tax. Income taxes are recognised in profit or loss.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Deferred tax assets also arise from unused tax losses and unused tax credits. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of the reporting period and reflects any uncertainty related to income taxes.

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

4. 會計政策 (續)

(h) 所得稅

所得稅包括即期稅項及遞延稅項。所得稅於損益中確認。

即期稅項乃按已就毋須就利得稅課稅或不可扣減利得稅之項目作出調整之日常業務溢利或虧損，按報告期末已頒佈或實際頒佈之稅率計算。應付或應收即期稅項的金額為預期將支付或收取稅項金額之最佳估計，該金額反映與所得稅有關的任何不確定因素。

遞延稅項乃就作財務報告之資產與負債賬面值，與就稅務所用相應數值間之暫時性差額確認。遞延稅項資產亦可由未動用稅項虧損及未動用稅項抵免產生。遞延稅項資產於有可能動用應課稅溢利抵銷可扣稅暫時性差額之情況下確認。遞延稅項乃按適用於資產或負債之賬面值獲變現或結算之預期方式及於各報告期末已頒佈或大致上頒佈定之稅率計量，並反映與所得稅有關的任何不確定因素。

遞延稅項資產之賬面值於各報告期末檢討，並於可能不再有足夠應課稅溢利收回全部或部分資產之情況下調低。

4. ACCOUNTING POLICIES (continued)**(i) Revenue and other income recognition**

Income is classified by the Group as revenue when it arises from the sales of goods in the ordinary course of the Group's business.

The Group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products. Revenue is recognised when control of goods is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. Revenue excludes value added taxes or other sales taxes and is after deduction of any trade discounts.

Further details of the Group's recognition policies for revenue and other income are as follows:

(i) Sales of lighting and furniture products and tableware and giftware products

The revenue derived from sales of lighting and furniture products and tableware and giftware products is recognised at a point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer and when the customers accept the products. There is generally only one performance obligation. The Group also provides installations services to the customers and these revenue is recognised at a point in time upon the completion of installation and customer acceptance. Invoices are usually payable within 30 days.

(ii) Other income

- a) Interest income is accrued on a time-apportioned basis by reference to the principal outstanding at the applicable interest rate.
- b) Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

4. 會計政策 (續)**(i) 收益及其他收入確認**

當收益來自本集團日常業務中的銷售貨品時，本集團將其分類為收入。

本集團為其收益交易的委託人，並按總額確認收益。在釐定本集團是否擔任委託人或代理人時，其考慮是否在產品轉讓予客戶之前獲得有關貨品的控制權。控制權指本集團能夠主導貨品的使用並從中獲得大部分所有剩餘利益。收益於貨品的控制權轉移至客戶時確認，並以本集團預期有權就該等貨品獲得的代價金額為基準。收益並不包括增值稅或其他銷售稅，並已扣除任何貿易折扣。

有關本集團收益及其他收入確認政策的進一步詳情如下：

(i) 銷售燈飾及家具產品以及餐具及禮品產品

來自銷售燈飾及家具產品以及餐具及禮品產品的收益於貨品控制權轉移至客戶的時間點確認。此一般於貨品交付予客戶及客戶接納產品時發生。合約通常僅有一項履約責任。本集團亦向客戶提供分期付款服務，並於分期付款完成及客戶驗收時點確認該等收益。發票通常須於30日內支付。

(ii) 其他收入

- a) 利息收入乃依據未償還本金額按適用利率以時間分攤基準累計。
- b) 政府補貼於可合理確定本集團將會符合政府補貼所附的條件及將會收取補貼後方予以確認。

政府補貼乃於本集團確認補貼擬補償的相關成本為開支期間有系統地於損益中確認。

4. ACCOUNTING POLICIES (continued)

(j) Contract liabilities

A contract liability represents the Group's obligation to transfer goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

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

(k) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short-term employee benefits are recognised in the period when the employees render the related service.

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 end of the reporting period.

Non-accumulating compensated absence such as sick leave and maternity leave are not recognised until the time of leave.

4. 會計政策 (續)

(j) 合約負債

合約負債指本集團就本集團已經自客戶收取的代價(或到期的代價金額)而向該客戶轉移貨物的責任。

合約負債於本集團確認相關收益前客戶支付代價時確認。倘本集團在確認相關收益前有權無條件收取代價，亦會確認合約負債。於該等情況下亦會確認相應的應收款項。

(k) 僱員福利

(i) 短期僱員福利

短期僱員福利是指預計在僱員提供相關服務的年度報告期末後十二個月前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務期間確認。

僱員放年假的權利於僱員獲得假期時確認。本集團就截至報告期末僱員已提供的服務而產生的年假的估計負債作出撥備。

病假及產假等非累計補假於休假時方予確認。

4. ACCOUNTING POLICIES (continued)**(k) Employee benefits** (continued)**(ii) Defined contribution retirement plan**

Retirement benefits to employees are provided through defined contribution plan. The Group operates a defined contribution retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all its employees who are eligible to participate in the MPF Scheme. The MPF Scheme is administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. The Group has no further payment obligations once the contributions have been paid. Contributions to the MPF Scheme are recognised as an expense in profit or loss when the services are rendered by the employees.

(l) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4. 會計政策 (續)**(k) 僱員福利** (續)**(ii) 定額供款退休計劃**

僱員退休福利乃透過定額供款計劃提供。本集團根據強積金計劃條例為其所有合資格參與定額供款退休福利計劃(「強積金計劃」)的僱員設立強積金計劃。強積金計劃由獨立受託人管理。根據強積金計劃，僱主及其僱員各自須按僱員相關收入的5%向計劃供款，每月相關收入上限為30,000港元。支付供款後，本集團再無其他付款責任。強積金計劃供款於僱員提供服務時於損益確認為開支。

(l) 撥備及或然負債

當本集團因過去事項而須承擔法定或擬定責任，而清償該負債很可能需要付出經濟利益及可合理地估計金額時，便為未確定時間或金額的負債確認撥備。

如果經濟利益需要外流的可能性不大，或不能對數額作出可靠估計，則有關責任會作為或然負債披露，惟若經濟利益外流的可能性極低則作別論。如有可能產生的責任，其存在僅能以一個或數個未來事項的發生或不發生來證實，亦披露為或然負債，除非經濟利益外流的可能性極低則作別論。

4. ACCOUNTING POLICIES (continued)
(m) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity); or
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the Company's parent.

4. 會計政策 (續)
(m) 關連方

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司的母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各自的母公司、附屬公司及同系附屬公司彼此間有關連）；
 - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）；
 - (iii) 兩間實體均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連之實體就僱員福利設立的離職後福利計劃；
 - (vi) 實體受(a)段所識別人士控制或受共同控制；
 - (vii) (a)(i)段中所識別的人士對實體有重大影響力或屬該實體（或該實體的母公司）主要管理層成員；或
 - (viii) 實體、或集團之任何成員公司向本公司或本公司的母公司提供任何管理人員服務。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing 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.

Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these consolidated financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

(a) Impairment of property, plant and equipment and right-of-use assets

The Group reviews internal and external sources of information at the end of each reporting period to identify indications that assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased, except in the case of goodwill. The Group estimates the asset's recoverable amount when any such indication exists. The recoverable amount of an asset, or of the CGU to which it belongs, is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and these risks specific to the assets. The preparation of projected future cash flows involves the estimation of future revenue and operating costs which are based on reasonable assumptions supported by information available to the Group. Changes in the estimates would result in additional impairment provisions or reversal of impairment in future years.

5. 重大會計判斷及估計不確定因素之主要來源

於應用本集團之會計政策過程中，董事需要就目前不能從其他來源得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及相關之其他因素而作出。實際結果有別於該等估計。

本集團持續審核估計及相關假設。倘修訂會計估計僅影響某一期間，則於修訂有關估計期間內確認修訂，倘修訂影響當前期間及未來期間，則於作出修訂的期間及未來期間確認有關修訂。

估計不確定因素之主要來源

除於該等綜合財務報表其他部分披露之資料外，估計不確定因素之其他主要來源（具有導致下個財政年度的資產及負債賬面值作出重大調整的重大風險）如下：

(a) 物業、廠房及設備及使用權資產的減值

本集團於各報告期末審閱內部與外部之資料來源，以辨識有否跡象顯示資產可能出現減值或先前確認之減值虧損已不再存在或可能減少（商譽除外）。本集團於有任何上述跡象出現時估計資產之可收回金額。資產之可收回金額或其所屬之現金產生單位乃其公平值減出售成本與使用價值兩者中之較高者。於評估使用價值時，預計日後現金流量按扣稅前貼現率貼現至其現值，以反映目前市場對現金時間價值及資產特定風險之評估。編製預測未來現金流量涉及未來收益及經營成本之估計，而有關估計乃以本集團所得資料支持之合理假設作基準。此等估計之變動可導致未來數年出現額外減值撥備或減值撥回。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

(b) Provision for inventories

The Group reviews and identifies at the end of each financial period, provision for inventories (if any) is based on recent sales performance, management experience with characteristic customer purchase behaviour and assessment of the product's alignment with current market trend. The management estimates the net realisable value for inventories based primarily on the latest market prices and current market conditions. The assessment of the provision amount required involves management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and provision charge/written back in the period in which the estimate has been changed.

(c) Estimated impairment of trade receivables

The Group recognises lifetime ECLs for trade receivables, using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of the reporting period. The amount of the impairment loss based on ECLs model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

(d) Taxation

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions, and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Where the final tax outcome of these transactions is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provisions in the year in which such determination is made.

5. 重大會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

(b) 存貨撥備

於各財政期間末，本集團根據近期的銷售表現、管理層對於典型客戶購物行為的經驗以及產品與現行市場趨勢一致的評估，審閱及識別任何存貨撥備(如有)。管理層主要根據最新市場價格及現時市況預計存貨的可變現淨值。管理層於評估撥備金額時需作出判斷及估計。若實際結果或對未來的預計有別於原有估計，則有關差額將於有關估計已改變的期間內影響存貨及撥備開支/回撥的賬面值。

(c) 應收款項的估計減值

本集團根據本集團過往信貸虧損經驗使用撥備矩陣確認應收款項的年限內預期信貸虧損，並根據於報告期末債務人的特定因素、整體經濟環境及對現有及預計的環境方向的評估進行調整。根據預期信貸虧損模式作出的減值虧損金額按根據合約應付本集團的所有合約現金流量與本集團預期將收到的所有現金流量之間的差額計量，並按初始確認時的實際利率貼現。倘未來現金流量少於預期或因事實及環境變化而向下修訂，則可能產生重大減值虧損。

(d) 稅務

於釐定利得稅項撥備時，須判斷若干交易之日後稅務處理。本集團會小心評估交易之隱含稅務並據此設置稅務撥備。該等交易的稅務處理經計及稅務法例的所有變更而作定期檢討。倘有關交易的最終稅務結果與首次記錄的金額有差異，有關差額將影響作出有關釐定年度的所得稅及遞延稅項撥備。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

(d) Taxation (continued)

Deferred tax assets are recognised for all deductible temporary differences and all unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, which affects the probability of utilisation and tax rate to be used in the calculations.

6. SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting, in accordance with the Group's internal organisation and reporting structure, provided to the chief operating decision-maker to make strategic decisions and for review of the performance of those components.

The Group has two reportable segments. The segments are managed separately as each business offers different products and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Lighting and furniture business : retail of lighting products and household furniture in Hong Kong

Tableware, giftware and other business : retail and wholesale of tableware and giftware and other trading

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit that is used by the chief operating decision-maker for assessment of segment performance.

5. 重大會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

(d) 稅務 (續)

若日後有可能錄得應課稅溢利，並抵銷可扣稅暫時性差額及未動用稅項虧損，則所有可扣稅暫時性差額及未動用稅項虧損會作遞延稅項資產確認。要釐定可予確認的遞延稅項資產金額，管理層需要根據日後應課稅溢利產生的可能時間及金額（將會影響可抵銷的可能性及稅率以用作計算）作出重大的判斷。

6. 分部資料

經營分部的報告方式與內部報告一致，根據本集團的內部組織及報告結構提供予主要營運決策者以作出策略決策及審閱該等組成部分的表現。

本集團擁有兩個可報告分部。由於各業務提供不同產品及需要不同業務策略，因此各分部之管理工作乃獨立進行。本集團各可報告分部之業務概述如下：

燈飾及家具業務 : 於香港零售燈飾產品及家具

餐具、禮品及其他業務 : 零售及批發餐具及禮品以及其他貿易

分部間交易之價格乃參考就類似訂單向外部人士收取之價格釐定。中央收益及開支並不分配至經營分部，原因為在主要經營決策者在評估分部表現時並不包括所用的分部溢利計量中。

6. SEGMENT INFORMATION (continued)
(a) Business segment

For the year ended 31 March 2024

6. 分部資料 (續)
(a) 業務分部

截至二零二四年三月三十一日止年度

		Lightin and furniture business 燈飾及 家具業務 HK\$'000 千港元	Tableware, giftware and other business 餐具、禮品 及其他業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶收益	74,347	-	74,347
Reportable segment result	可報告分部業績	5,833	-	5,833
Other segment information:	其他分部資料：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	357	-	357
Depreciation of right-of-use assets	使用權資產折舊	14,429	-	14,429
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	95	-	95
Impairment loss on right-of-use assets	使用權資產減值虧損	6,831	-	6,831
Additions to property, plant and equipment	添置物業、廠房及設備	46	-	46
Expected credit losses recognised on trade and other receivables	應收款項及其他應收款項 確認的預期信貸虧損	36	-	36

6. SEGMENT INFORMATION (continued)

(a) Business segment (continued)

For the year ended 31 March 2023

6. 分部資料 (續)

(a) 業務分部 (續)

截至二零二三年三月三十一日止年度

		Lighting and furniture business 燈飾及 家具業務 HK\$'000 千港元	Tableware, giftware and other business 餐具、禮品 及其他業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶收益	78,903	24	78,927
Reportable segment result	可報告分部業績	13,490	(1,943)	11,547
Other segment information:	其他分部資料：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	295	–	295
Depreciation of right-of-use assets	使用權資產折舊	15,769	–	15,769
Impairment loss on property, plant and equipment	物業、廠房及設備減值 虧損	58	–	58
Impairment loss on right-of-use assets	使用權資產減值虧損	2,411	–	2,411
Additions to property, plant and equipment	添置物業、廠房及設備	615	–	615
Additions to right-of-use assets	添置使用權資產	6,168	–	6,168
Expected credit losses recognised on trade and other receivables	應收款項及其他應收款項 確認的預期信貸虧損	18	1,585	1,603

6. SEGMENT INFORMATION (continued)
(b) Reconciliation of reportable segment results

6. 分部資料 (續)
(b) 可報告分部業績之對賬

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Reportable segment result	可報告分部業績	5,833	11,547
Interest on lease liabilities	租賃負債利息	(1,877)	(924)
Unallocated warehousing and general office expenses	未分配倉庫及辦公室開支	(11,363)	(12,496)
Other unallocated corporate expenses (note)	其他未分配企業開支(附註)	(3,106)	(4,599)
Consolidated loss before income tax	除所得稅前綜合虧損	(10,513)	(6,472)

Note: Other unallocated corporate expenses mainly consist of professional expenses and other administrative expenses.

附註：其他未分配企業開支主要包括專業費用及其他行政開支。

(c) Segment assets and liabilities

(c) 分部資產及負債

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Assets	資產		
Lighting and furniture business	燈飾及家具業務	31,248	49,580
Tableware, giftware and other business	餐具、禮品及其他業務	3	21
Consolidated total assets	綜合總資產	31,251	49,601
Liabilities	負債		
Lighting and furniture business	燈飾及家具業務	21,417	28,420
Tableware, giftware and other business	餐具、禮品及其他業務	1,145	981
Consolidated total liabilities	綜合總負債	22,562	29,401

6. SEGMENT INFORMATION (continued)**(d) Geographic information**

No geographical information was presented for the years ended 31 March 2024 and 2023 as the Group's revenue was derived from activities in Hong Kong (place of domicile). Also, the Group's non-current assets are located in Hong Kong.

(e) Information about major customers

The Group had no customer for whom the revenue raised individually accounted for more than 10% of the Group's total revenue during the year ended 31 March 2024 (2023: Nil).

7. REVENUE

Disaggregation of revenue from contracts with customers by products and timing of revenue recognition are as follows:

6. 分部資料 (續)**(d) 地區資料**

由於本集團的收益來自於香港(註冊地)的營業活動，故並無呈列截至二零二四年及二零二三年三月三十一日止年度的地域資料。此外，本集團的非流動資產位於香港。

(e) 有關主要客戶的資料

本集團並無收益單獨佔本集團於截至二零二四年三月三十一日止年度總收益逾10%的客戶(二零二三年：無)。

7. 收益

按產品及按確認收益時間劃分的客戶合約收益分列如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue from contracts with customers:	客戶合約收益：		
Sales of lighting and furniture products	銷售燈飾及家具產品	74,347	78,903
Sales of tableware and giftware and other products	銷售餐具及禮品以及其他產品	-	24
		74,347	78,927
Timing of revenue recognition:	確認收益的時間：		
At a point in time	在某時間點	74,347	78,927

8. OTHER INCOME, GAINS AND LOSSES

8. 其他收入、收益及虧損

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Government grants (note a)	政府補助(附註a)	-	1,124
Insurance compensation (note b)	保險賠償(附註b)	635	-
Others	其他	278	504
		913	1,628

Notes:

- (a) The amount represented the government grants obtained from Employment Support Scheme under the Anti-epidemic Fund launched by the Hong Kong SAR Government supporting the payroll of the Group's employees for the year ended 31 March 2023. The Group did not have any unfulfilled obligations relating to this scheme.
- (b) The Group recognised insurance compensation of HK\$635,000 (2023: Nil), received from the insurance company for heavy rainstorms during the year ended 31 March 2024.

附註：

- (a) 截至二零二三年三月三十一日止年度該金額為香港特別行政區政府推出的防疫抗疫基金下的保就業計劃的政府補助，以支持本集團員工的薪酬。本集團並無任何與該計劃有關的未履行責任。
- (b) 截至二零二四年三月三十一日止年度，本集團確認收取來自保險公司就重大暴雨的保險賠償635,000港元(二零二三年：無)。

9. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging/(crediting):

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	710	730
Carrying amount of inventories sold	售出存貨賬面值	29,400	29,069
Written-off of inventories	撇銷存貨	374	-
(Reversal of)/provision for impairment loss on inventories	存貨減值虧損(撥回)/撥備	(131)	31
Cost of inventories recognised as expenses	確認為開支的存貨成本	29,643	29,100
Depreciation of property, plant and equipment	物業、廠房及設備折舊	357	295
Depreciation of right-of-use assets	使用權資產折舊	14,429	15,769
Expected credit losses recognised on	於下列各項之預期信貸虧損確認		
– trade receivables	– 應收款項	36	18
– other receivables	– 其他應收款項	-	1,585

9. 除所得稅前虧損

除所得稅前虧損已扣除/(抵免):

10. EMPLOYEE COSTS

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Employee costs (including directors' emoluments) comprise:	僱員成本(包括董事薪酬)包括:		
Salaries and other benefits	薪金及其他福利	17,239	19,583
Contributions to defined contribution retirement plan (note)	向定額供款退休計劃之供款(附註)	588	629
		17,827	20,212

10. 僱員成本

Note: For the year ended 31 March 2024, no forfeited contribution in respect of the defined contribution retirement plan was utilised by the Group to reduce the contribution payable to the plan (2023: Nil). As at 31 March 2024, no forfeited contribution under this plan is available to reduce future contribution (2023: Nil).

附註：截至二零二四年三月三十一日止年度，本集團概無動用界定供款退休計劃的沒收供款以減少應付計劃供款(二零二三年：無)。於二零二四年三月三十一日，該計劃項下概無已沒收供款可供扣減未來供款(二零二三年：無)。

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

Executive directors:

The emoluments paid or payable to executive directors during the year are as follows:

11. 董事薪酬及五名最高薪酬人士

(a) 董事薪酬

執行董事：

於本年度已支付或應付予執行董事的薪酬如下：

		Fees	Salaries and other benefits	Contributions to defined contribution retirement plan	Total
		袍金	薪金及其他福利	向定額供款退休計劃之供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended 31 March 2024	截至二零二四年三月三十一日止年度				
Hui Kwok Keung, Raymond	許國強	-	2,220	18	2,238
Hue Kwok Chiu	許國釗	-	644	18	662
Hui Kwok Wing	許國榮	-	500	18	518
		-	3,364	54	3,418
Year ended 31 March 2023	截至二零二三年三月三十一日止年度				
Hui Kwok Keung, Raymond	許國強	-	3,721	18	3,739
Hue Kwok Chiu	許國釗	-	1,353	18	1,371
Hui Kwok Wing	許國榮	-	570	18	588
		-	5,644	54	5,698

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

(a) Directors' emoluments (continued)

Independent non-executive directors:

The fees paid to independent non-executive directors during the year are as follows:

11. 董事薪酬及五名最高薪酬人士 (續)

(a) 董事薪酬 (續)

獨立非執行董事：

於本年度已支付予獨立非執行董事的袍金如下：

		Fees	Salaries and other benefits	Contributions to defined contribution retirement plan	Total
		袍金	薪金及其他福利	向定額供款退休計劃之供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended 31 March 2024	截至二零二四年三月三十一日止年度				
Chung Wai Man	鍾偉文	180	-	-	180
Leung Wai Chuen	梁偉泉	180	-	-	180
Yeung Mo Sheung Ann (note a)	楊慕嫦 (附註a)	90	-	-	90
Wong Long Yan Milka (note b)	黃朗欣 (附註b)	150	-	-	150
		600	-	-	600
Year ended 31 March 2023	截至二零二三年三月三十一日止年度				
Chung Wai Man	鍾偉文	180	-	-	180
Leung Wai Chuen	梁偉泉	180	-	-	180
Yeung Mo Sheung Ann (note a)	楊慕嫦 (附註a)	180	-	-	180
		540	-	-	540

(a) Resigned as independent non-executive director with effect on 1 June 2023.

(b) Appointed as independent non-executive director with effect on 1 June 2023.

(a) 辭任獨立非執行董事，自二零二三年六月一日起生效。

(b) 獲委任為獨立非執行董事，自二零二三年六月一日起生效。

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2023: two) were directors of the Company whose emoluments are included in note 11(a) above. The emoluments of the remaining three (2023: three) highest paid individuals during the year ended 31 March 2024 are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,817	1,937
Contributions to defined contribution retirement plan	向定額供款退休計劃之供款	54	54
		1,871	1,991

Emoluments paid to each of above individuals for each of the year fell within the following band:

		2024 二零二四年 No. of individuals 人士的數目	2023 二零二三年 No. of individuals 人士的數目
Nil to HK\$1,000,000	零至1,000,000港元	3	3

During the year ended 31 March 2024, no emoluments were paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2023: Nil).

No directors waived or agree to waive any emoluments for the year ended 31 March 2024 (2023: Nil).

11. 董事薪酬及五名最高薪酬人士 (續)

(b) 五名最高薪酬人士

本集團的五名最高薪酬人士中，其中兩名為本公司董事（二零二三年：兩名），彼等的薪酬已載於上文附註11(a)。截至二零二四年三月三十一日止年度，餘下三名最高薪酬人士（二零二三年：三名）的薪酬如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,817	1,937
Contributions to defined contribution retirement plan	向定額供款退休計劃之供款	54	54
		1,871	1,991

就每個年度向上述各個人士支付的薪酬介乎以下範圍：

		2024 二零二四年 No. of individuals 人士的數目	2023 二零二三年 No. of individuals 人士的數目
Nil to HK\$1,000,000	零至1,000,000港元	3	3

截至二零二四年三月三十一日止年度，本集團並沒有向本公司之董事或五名最高薪酬人士支付薪酬，作為加入本集團或於加入本集團時之獎金或離職補償（二零二三年：無）。

截至二零二四年三月三十一日止年度，概無董事或同意放棄任何酬金（二零二三年：無）。

12. INCOME TAX EXPENSE

The amount of income tax expense in the consolidated statement of profit or loss and other comprehensive income represents:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	即期稅項 – 香港利得稅		
– charge for the year	– 本年度支出	133	228
– under-provision in respect of prior years	– 過往年度撥備不足	159	105
		292	333
Deferred tax (note 24)	遞延稅項 (附註24)	706	40
Income tax expense	所得稅開支	998	373

Hong Kong Profits Tax has been provided at the rate of 16.5% (2023: 16.5%) on the Group's estimated assessable profits arising in Hong Kong for the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2 million of assessable profits of the qualifying entity is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

The income tax expense for the year can be reconciled to loss before income tax in the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅開支

於綜合損益及其他全面收益表中的所得稅開支金額為：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(10,513)	(6,472)
Tax calculated at the applicable domestic tax rate	按本地適用稅率計算之稅務	(1,735)	(1,068)
Tax effect of temporary differences not recognised	未確認暫時性差額之稅務影響	1,351	777
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	–	(178)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	1,355	980
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	–	(78)
Effect of two-tiered tax rate regime	兩級制稅率的影響	(132)	(165)
Under-provision in respect of prior years	過往年度撥備不足	159	105
Income tax expense	所得稅開支	998	373

香港利得稅乃按年內於香港產生之估計應課稅溢利以稅率16.5% (二零二三年：16.5%)撥備，惟本集團一間附屬公司除外，該公司符合兩級制利得稅率制度之實體。合資格實體的應課稅溢利中，首2,000,000港元按8.25%繳稅，而剩餘應課稅溢利則按16.5%繳稅。

年內所得稅開支與綜合損益及其他全面收益表內的除所得稅前虧損對賬如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(10,513)	(6,472)
Tax calculated at the applicable domestic tax rate	按本地適用稅率計算之稅務	(1,735)	(1,068)
Tax effect of temporary differences not recognised	未確認暫時性差額之稅務影響	1,351	777
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	–	(178)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	1,355	980
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	–	(78)
Effect of two-tiered tax rate regime	兩級制稅率的影響	(132)	(165)
Under-provision in respect of prior years	過往年度撥備不足	159	105
Income tax expense	所得稅開支	998	373

13. LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the following data:

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss:		
Loss for the year attributable to owners of the Company	(11,511)	(6,845)
	2024 二零二四年 '000 千股	2023 二零二三年 '000 千股
Number of shares:		
Weighted average number of shares for the purpose of calculating basic and diluted loss per share	451,036	451,036

Notes:

- (i) Basic loss per share was calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.
- (ii) For the years ended 31 March 2024 and 2023, diluted loss per share was the same as basic loss per share as there were no dilutive potential ordinary shares outstanding during the years ended 31 March 2024 and 2023.

13. 每股虧損

每股基本及攤薄虧損乃基於以下數據計算：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
虧損：		
本公司擁有人應佔年內虧損	(11,511)	(6,845)
	2024 二零二四年 '000 千股	2023 二零二三年 '000 千股
股份數目：		
就計算每股基本及攤薄虧損之加權平均股份數目	451,036	451,036

附註：

- (i) 每股基本虧損根據本公司擁有人應佔虧損，除以年內已發行普通股的加權平均數目計算。
- (ii) 截至二零二四年及二零二三年三月三十一日止年度，由於截至二零二四年及二零二三年三月三十一日止年度並無潛在攤薄普通股，因此每股攤薄虧損與每股基本虧損相同。

14. DIVIDENDS

The Board does not recommend payment of any dividend for the year ended 31 March 2024, nor has any dividend been proposed since the end of reporting period (2023: Nil).

14. 股息

董事會不建議就截至二零二四年三月三十一日止年度派付任何股息，而自報告期末以來亦無建議派付任何股息(二零二三年：無)。

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Furniture, fixtures and equipment 家具、裝置 及設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
As at 1 April 2022	於二零二二年四月一日	5,327	1,949	7,276
Additions	添置	458	157	615
Written-off	撇銷	(360)	(67)	(427)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及 二零二三年四月一日	5,425	2,039	7,464
Additions	添置	-	46	46
As at 31 March 2024	於二零二四年三月三十一日	5,425	2,085	7,510
Accumulated depreciation and impairment losses	累計折舊及減值虧損			
As at 1 April 2022	於二零二二年四月一日	5,028	1,865	6,893
Depreciation	折舊	240	55	295
Impairment loss recognised (note)	減值虧損確認(附註)	41	17	58
Written-off	撇銷	(360)	(67)	(427)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及 二零二三年四月一日	4,949	1,870	6,819
Depreciation	折舊	284	73	357
Impairment loss recognised (note)	減值虧損確認(附註)	5	90	95
As at 31 March 2024	於二零二四年三月三十一日	5,238	2,033	7,271
Net book value	賬面淨值			
As at 31 March 2024	於二零二四年三月三十一日	187	52	239
As at 31 March 2023	於二零二三年三月三十一日	476	169	645

Note:

The impairment loss related to property, plant and equipment approximately to HK\$95,000 (2023: HK\$58,000) have been recognised during the year. For the purpose of impairment testing, retail shops of the Group are determined as CGUs. The impairment loss attributable to those CGUs was then allocated to write down the assets in the CGUs (including right-of-use assets (note 16) and related property, plant and equipment).

附註：

本年度已確認有關物業、廠房及設備的減值虧損約95,000港元(二零二三年：58,000港元)。就減值測試而言，本集團的零售店舖被確認為現金產生單位。來自該等現金產生單位之減值虧損亦已分配至該等現金產生單位的資產(包括使用權資產(附註16)及相關物業、廠房及設備)。

16. RIGHT-OF-USE ASSETS

16. 使用權資產

Properties
leased for
own use
自用租賃物業
HK\$'000
千港元

Cost	成本	
As at 1 April 2022	於二零二二年四月一日	55,576
Additions	添置	6,168
Lease modification	租賃修訂	10,817
De-recognised	終止確認	(3,066)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及 二零二三年四月一日	69,495
Lease modification	租賃修訂	8,381
As at 31 March 2024	於二零二四年三月三十一日	77,876
Accumulated depreciation and impairment losses	累計折舊及減值虧損	
As at 1 April 2022	於二零二二年四月一日	36,772
Depreciation	折舊	15,769
Impairment loss recognised (note)	減值虧損確認(附註)	2,411
De-recognised	終止確認	(3,066)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及 二零二三年四月一日	51,886
Depreciation	折舊	14,429
Impairment loss recognised (note)	減值虧損確認(附註)	6,831
As at 31 March 2024	於二零二四年三月三十一日	73,146
Net book value	賬面淨值	
As at 31 March 2024	於二零二四年三月三十一日	4,730
As at 31 March 2023	於二零二三年三月三十一日	17,609

Note:

The impairment loss related to right-of-use assets amounting to HK\$6,831,000 (2023: HK\$2,411,000) has been recognised for the year to write down the carrying amount of the CGUs to its recoverable amount. For the purpose of impairment testing, the Group's retail shops are determined as CGUs. The impairment losses attributable to those CGUs were then allocated to write down the assets in the CGUs (including property, plant and equipment (note 15) and related right-of-use assets).

附註：

已確認年內有關使用權資產的減值虧損為6,831,000港元(二零二三年：2,411,000港元)，將現金產生單位的賬面值撇減至其可收回金額。就減值測試而言，本集團的零售店舖被確認為現金產生單位。來自該等現金產生單位之減值虧損亦已分配至該等現金產生單位的資產(包括物業、廠房及設備(附註15)及相關使用權資產)。

16. RIGHT-OF-USE ASSETS (Continued)

The recoverable amounts of the CGUs in which the right-of-use assets were included have been determined from value in use calculations based on cash flow projections of the remaining lease periods from formally approved budgets and adopted pre-tax discount rate of 10.64% (2023: 11.48%). The key assumptions for the value in use calculations are budgeted gross margin of 29% to 59% (2023: 31% to 58%), growth rate of -6.3% to 5.1% (2023: 0% to 9.0%) and wage inflation of 3% (2023: 3%). The budgeted gross margin and growth rate are determined based on the CGU's past performance and management's expectations regarding market development. Wage inflation has been estimated with reference to the independent economic data published by the Census and Statistics Department of the Government of the Hong Kong Special Administrative Region.

Due to the continuous weak retail sentiment, the Group's retail stores fell short of the expected results and there have been significant impacts to consumer sentiment and product demand, which adversely affect the Group's certain retail business performance during the year ended 31 March 2024. Accordingly, this had an impact on the estimated value in use of certain CGUs and impairment losses on property, plant and equipment and right-of-use assets were recognised.

16. 使用權資產 (續)

使用權資產所屬的現金產生單位的可收回金額按使用價值釐定，其乃根據經正式批准的剩餘租賃期預算的現金流量預測10.64%（二零二三年：11.48%）稅前折現率計算得出。使用價值計算方法的主要假設為預算毛利率為29%至59%（二零二三年：31%至58%）、增長率為-6.3%至5.1%（二零二三年：0%至9.0%）及工資增長率為3%（二零二三年：3%）。預算毛利率及增長率乃按有關現金產生單位的過往表現及管理層對市場發展的預期釐定。工資增長率乃參考香港特別行政區政府統計處所公佈之獨立經濟數據而估計得出。

由於持續的疲弱零售情緒，本集團的零售店舖未達到預期業績，而消費者情緒及產品需求大受打擊，令本集團截至二零二四年三月三十一日止年度的若干零售業務的表現受到不利影響。因此，這對部分現金產生單位的估計使用價值構成影響，故確認物業、廠房及設備及使用權資產減值虧損。

17. INTANGIBLE ASSETS**17. 無形資產**

**Customers
relationship**
客戶關係
HK\$'000
千港元

Cost	成本	
As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於二零二二年四月一日、 二零二三年三月三十一日、 二零二三年四月一日及 二零二四年三月三十一日	8,041
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	
As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於二零二二年四月一日、 二零二三年三月三十一日、 二零二三年四月一日及 二零二四年三月三十一日	8,041
Net book value	賬面淨值	
As at 31 March 2023 and 2024	於二零二三年及二零二四年三月三十一日	-

18. GOODWILL

18. 商譽

		HK\$'000 千港元
Cost	成本	
As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於二零二二年四月一日、 二零二三年三月三十一日、 二零二三年四月一日及 二零二四年三月三十一日	36,906
Accumulated impairment losses	累計減值虧損	
As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於二零二二年四月一日、 二零二三年三月三十一日、 二零二三年四月一日及 二零二四年三月三十一日	36,906
Net book value	賬面淨值	
As at 31 March 2023 and 2024	於二零二三年及二零二四年三月三十一日	-

19. INVENTORIES

19. 存貨

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Merchandise	商品	13,124	14,335
Less: provision of impairment loss	減：減值虧損撥備	(1,907)	(2,038)
		11,217	12,297

A reversal of impairment loss of approximately HK\$131,000 (2023: provision of impairment loss of HK\$31,000) for the carrying value of merchandise have been recognised during the year ended 31 March 2024. The impairment provision was made for the slow moving of certain lighting and household furniture products as a result of change in consumer preferences.

截至二零二四年三月三十一日止年度已確認商品賬面值之減值虧損撥回約131,000港元(二零二三年：減值虧損撥備31,000港元)。由於若干燈飾及家具產品隨消費者喜好變動而令週轉期變慢，故作出減值撥備。

20. TRADE AND OTHER RECEIVABLES

20. 應收款項及其他應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables, net	應收款項淨額	289	219
Deposits and other receivables	按金及其他應收款項	6,953	6,748
Prepayments	預付款項	1,443	1,215
		8,685	8,182
Less: non-current – rental deposits	減：非即期－租賃按金	(1,239)	(4,722)
		7,446	3,460

Trade receivables are non-interest bearing. The average credit period on sales of goods is ranged from 0 – 30 days from invoice date. At the end of reporting period, ageing analysis of the trade receivables net of impairment losses of HK\$399,000 (2023: HK\$363,000), based on invoice date, is as follows:

應收款項為不計息。銷售貨物的平均信貸期為發票日起計介乎0至30天。於報告期間末，應收款項(扣除減值虧損399,000港元(二零二三年：363,000港元))按發票日期的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within 30 days	30天內	114	102
31 to 90 days	31至90天	98	63
91 to 180 days	91至180天	61	44
Over 180 days	超過180天	16	10
		289	219

The Group assessed impairment loss based on the accounting policy as stated in note 4(g)(ii). The Group did not hold any collateral as security or other credit enhancement over the trade receivables. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 29(b).

本集團根據附註4(g)(ii)所載列的會計政策評估減值虧損。本集團並無就應收款項持有任何抵押品作為抵押或其他信貸增級措施。有關本集團信貸政策及來自應收款項的信貸風險的進一步詳情載於附註29(b)。

Included in deposits and other receivables were rental and utility deposits of approximately HK\$6,138,000 (2023: HK\$6,147,000).

租金及水電按金約6,138,000港元已計入按金及其他應收款項(二零二三年：6,147,000港元)。

21. TRADE AND OTHER PAYABLES

21. 應付款項及其他應付款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade payables	應付款項	3,527	2,593
Accruals and other payables	應計款項及其他應付款項	3,578	3,874
		7,105	6,467

Trade payables are non-interest bearing. The Group is normally granted credit terms ranging from 30 to 180 days. At the end of reporting period, ageing analysis of the trade payables, based on invoice date, is as follows:

應付款項為不計息。本集團一般獲介乎30至180天之信貸期。於報告期間末，應付款項按發票日期的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within 30 days	30天內	1,325	1,630
31 to 60 days	31至60天	1,648	578
61 to 90 days	61至90天	103	364
Over 90 days	超過90天	451	21
		3,527	2,593

22. CONTRACT LIABILITIES

22. 合約負債

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Contract liabilities arising from lighting and furniture business	燈飾及家具業務產生的合約負債	1,014	1,181
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Movements in contract liabilities:	合約負債的變動：		
Balance at the beginning of the year	年初結餘	1,181	1,268
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	因年內確認年初計入合約負債的收益而導致合約負債減少	(669)	(491)
Increase in contract liabilities as a result of advanced consideration received from customers	因收自客戶的預付代價而導致的合約負債增加	502	404
Balance at the end of the year	年末結餘	1,014	1,181

When the Group receives sales deposits from customers before the delivery of goods, this will give rise to contract liabilities at the start of a contract. Contract liabilities are recognised until the goods are delivered and accepted by the customers. The unsatisfied performance obligations are expected to be recognised within one year.

當本集團在交付貨物之前收到客戶的銷售按金時，按金將於合約開始時產生合約負債。合約負債在貨物交付及客戶接受之後確認。尚未達成表現責任預期於一年內確認。

23. LEASE LIABILITIES

Nature of leasing activities (in the capacity as lessee)

The Group leases various offices, retail shops and warehouses under lease agreements. The lease agreements are between two and three years. The leases of certain retail shops comprise fixed payments and variable payments over the lease terms (call for additional rentals), which will be based on a certain percentage of revenue of the operation being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreement.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants. Leased assets may not be used as security for borrowing purposes.

The lease payments are discounted using the interest rate implicit in the leases. If that rate cannot be readily determined, which is generally the case for leases in the Group, 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.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk of lessee; and
- makes adjustments specific to the lease, e.g. term and security.

23. 租賃負債

租賃業務之性質(作為承租人)

本集團根據租賃協議租用若干辦公室、零售店舖及倉庫。該等租賃協議為期兩至三年。若干零售店舖的租賃包含於租賃期作出固定付款及浮動付款(要求額外租金)，有關租金將根據各租賃協議訂明的條款及條件按將從事業務收益的一定百分比計算。

租賃期乃按個別基準進行磋商，且包含多種不同條款及條件。租賃協議不會施加任何契諾。租賃資產不得用作借款之抵押。

租賃款項乃使用租賃隱含之利率貼現。倘無法輕易釐定該利率(本集團之租賃通常如此)，則使用承租人之增量借款利率，即個別承租人於類似經濟環境根據類似條款、抵押及條件為借入取得與使用權資產之價值相若之資產所需之資金而將須支付之利率。

為釐定增量借款利率，本集團：

- 在可能情況下使用個別承租人近期取得之第三方融資作為基點，並作出調整以反映自取得第三方融資以來融資條件之變動；
- 使用累加法，首先就承租人之信貸風險調整無風險利率；及
- 對租賃作出特定調整，如年期及抵押。

23. LEASE LIABILITIES (Continued)
Nature of leasing activities (in the capacity as lessee) (Continued)

23. 租賃負債 (續)
租賃業務之性質 (作為承租人) (續)

Properties leased for own use		2024	2023
自用租賃物業		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Balance as at 1 April	於四月一日之結餘	21,601	20,349
Additions	增加	-	6,168
Interest expense	利息支出	1,877	924
Lease payments	租賃付款	(17,568)	(16,405)
Rent concession	租金優惠	-	(252)
Effect on modification of lease term	修訂租賃條款之影響	8,381	10,817
Balance as at 31 March	於三月三十一日之結餘	14,291	21,601

For the year ended 31 March 2024, the total cash outflows for the Group's lease arrangements amounted to HK\$17,571,000 (2023: HK\$16,427,000).

截至二零二四年三月三十一日止年度，本集團租賃安排的現金流出總額為17,571,000港元（二零二三年：16,427,000港元）。

The future lease payments of the Group's leases (excluding short-term leases) were scheduled to repay as follows:

本集團租賃（不包括短期租賃）的日後租賃付款按計劃償付如下：

		Future lease payments	Interest	Present value
		未來租賃款項	利息	現值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 31 March 2024	於二零二四年三月三十一日			
Not later than one year	不遲於一年	12,475	(916)	11,559
Later than one year but not later than five years	遲於一年但不遲於五年	2,937	(205)	2,732
		15,412	(1,121)	14,291
As at 31 March 2023	於二零二三年三月三十一日			
Not later than one year	不遲於一年	15,074	(1,001)	14,073
Later than one year but not later than five years	遲於一年但不遲於五年	7,839	(311)	7,528
		22,913	(1,312)	21,601

23. LEASE LIABILITIES (Continued)**Nature of leasing activities (in the capacity as lessee)** (Continued)

The analysis of the present value of future lease payments is as follows:

23. 租賃負債 (續)**租賃業務之性質(作為承租人)** (續)

未來租賃款項之現值分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current liabilities	流動負債	11,559	14,073
Non-current liabilities	非流動負債	2,732	7,528
		14,291	21,601
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Short-term lease expense	短期租賃支出	-	270
Expense relating to variable lease payments not included in the measurement of lease liabilities	不計入租賃負債計量之浮動租賃付款相關支出	3	4
Credit relating to negative variable lease payments not included in the measurement of lease liabilities (note)	不計入租賃負債計量之負浮動租賃付款相關抵免(附註)	-	(252)

Note: Negative variable lease payments represent Covid-19 related rent concessions reduced lease payments provided by lessors for the year ended 31 March 2023.

附註：負浮動租賃付款為出租人提供於截至二零二三年三月三十一日止年度與Covid-19有關的租金優惠。

24. DEFERRED TAX

The movements in the deferred tax assets during the year are as follows:

		Unused tax losses 未動用 稅項虧損 HK\$'000 千港元	Decelerated tax depreciation 減速 稅項折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	744	226	970
Charged to profit or loss (note 12)	於損益扣除(附註12)	(30)	(10)	(40)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	714	216	930
Charged to profit or loss (note 12)	於損益扣除(附註12)	(490)	(216)	(706)
As at 31 March 2024	於二零二四年三月三十一日	224	-	224

At the end of the reporting period, the Group has unused tax losses of HK\$50,802,000 (2023: HK\$45,557,000) available to offset against the future taxable profit. A deferred tax asset of HK\$224,000 (2023: HK\$714,000) has been recognised in respect of tax losses of approximately HK\$1,358,000 (2023: HK\$4,327,000). No deferred tax has been recognised in respect of the remaining tax losses as it is uncertain whether future taxable profit will be available for utilising the tax losses. Under current tax legislation, tax losses can be carried forward indefinitely.

24. 遞延稅項

遞延稅項資產於本年度之變動如下：

於報告期末，本集團有未動用稅項虧損50,802,000港元(二零二三年：45,557,000港元)可供抵銷未來應課稅溢利。已就約1,358,000港元(二零二三年：4,327,000港元)的稅項虧損確認遞延稅項資產224,000港元(二零二三年：714,000港元)。由於不確定未來應課稅溢利是否可用於抵銷稅項虧損，因此並未就剩餘稅項虧損確認遞延稅項。根據現行稅法，稅項虧損可無限期轉結。

25. SHARE CAPITAL

25. 股本

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each as at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於二零二二年四月一日、 二零二三年三月三十一日 、二零二三年四月一日及 二零二四年三月三十一日 每股面值0.01港元之普通股	1,000,000,000	10,000
Issued and fully paid:	已發行及繳足：		
As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於二零二二年四月一日、 二零二三年三月三十一日 、二零二三年四月一日及 二零二四年三月三十一日	451,035,713	4,510

26. RESERVES**Group**

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

Share premium

The share premium account of the Group represents the premium arising from the issuance of shares at premium.

Company**26. 儲備****本集團**

本集團於年內儲備變動的詳情載於綜合權益變動表中。

股份溢價

本集團之股份溢價賬代表以溢價發行股份所得出的溢價。

本公司

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	67,066	(68,246)	(1,180)
Profit and total comprehensive income for the year (note)	年內溢利及全面收益總額 (附註)	-	-	-
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日	67,066	(68,246)	(1,180)
Profit and total comprehensive income for the year (note)	年內溢利及全面收益總額 (附註)	-	1	1
As at 31 March 2024	於二零二四年三月三十一日	67,066	(68,245)	(1,179)

Note: Profit and total comprehensive income for the year amounted to HK\$810 (2023: HK\$236).

附註：年內溢利及全面收益總額為810港元(二零二三年：236港元)。

27. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with its related parties during the years ended 31 March 2024 and 2023:

Compensation of key management personnel

Key management personnel includes directors and senior management. The compensation paid or payable to key management personnel for employee services is shown below:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	5,773	8,503
Contributions on defined contribution retirement plan	向定額供款退休計劃之供款	113	126
		5,886	8,629

27. 關連方交易

本集團於截至二零二四年及二零二三年三月三十一日止年度內曾與關連方進行下列重大交易：

主要管理人員之薪酬

主要管理人員包括董事及高級管理人員。已支付或應付主要管理人員的僱員服務薪酬如下：

28. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

Below summary of financial assets and financial liabilities by category:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost:	按攤銷成本計量的金融資產：		
Trade and other receivables	應收款項及其他應收款項	7,242	6,967
Cash and bank balances	現金及銀行結餘	5,894	9,938
		13,136	16,905
Financial liabilities	金融負債		
Financial liabilities at amortised cost:	按攤銷成本計量的金融負債：		
Trade and other payables	應付款項及其他應付款項	7,105	6,467
Other financial instruments	其他金融工具		
Lease liabilities	租賃負債	14,291	21,601

28. 按類別劃分金融資產及金融負債的概要

按類別劃分金融資產及金融負債的概要以下：

29. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: including foreign currency risk, credit risk and liquidity risk. The Group's overall risk management procedures focus on the unpredictability of financial markets and seek to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by key management under the policies approved by the board of directors. The Group does not have written risk management policies. However, the directors and senior management of the Group meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks.

Generally, the Group employs a conservative strategy regarding its financial risk management. As the directors consider that the Group's exposure to financial risk is kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The most significant risks to which the Group is exposed to are described below:

(a) Foreign currency risk

The Group undertakes certain purchase transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The Group is mainly exposed to foreign exchange fluctuation of the Euro ("EUR"), United States dollar ("USD") and Renminbi ("RMB") against HK\$.

Since HK\$ is pegged to USD, management considers that there is no significant foreign currency risk between these two currencies to the Group.

The Group's trade payables denominated in EUR and RMB are in insignificant amount at the end of each of reporting periods. The directors are of the opinion that the volatility of the Group's results against change in exchange rate of EUR and RMB would not be significant. Accordingly, no sensitivity analysis is performed.

29. 財務風險管理

本集團的業務承受多種財務風險：包括外匯風險、信貸風險及流動資金風險。本集團的整體風險管理程序針對難以預測的金融市場，並尋求盡量降低對本集團財務表現所構成的潛在負面影響。

風險管理乃由主要管理層根據經董事會批准的政策進行。本集團並無書面風險管理政策。然而，本集團董事及高級管理層定期會面以識別及評核風險，並制定策略管理財務風險。

一般而言，本集團就其財務風險管理採用保守策略。由於董事認為本集團所面臨的財務風險維持於最低水平，本集團並無使用任何衍生工具或其他工具作對沖用途。本集團所面臨的最重大風險載述如下：

(a) 外匯風險

本集團進行若干以外幣計值的採購交易，因而承受匯率波動所產生的風險。本集團現時並無外匯對沖政策。然而，本集團管理層會監察外匯風險及將於有需要時考慮對沖重大外匯風險。

本集團主要承受歐元（「歐元」）、美元（「美元」）及人民幣（「人民幣」）兌港元的外匯波動風險。

由於港元與美元掛鈎，管理層認為該兩種貨幣並無為本集團帶來重大外匯風險。

於各報告期間末，本集團有少量以歐元及人民幣計值的應付款項。董事認為，本集團的業績因歐元及人民幣匯率變動而出現的波動不大。因此，並無進行敏感度分析。

29. FINANCIAL RISK MANAGEMENT (Continued)**(b) Credit risk**

Credit risk includes risks resulting from counter party default and risks of concentration. The Group's credit risk is primarily attributable to its trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Most of the retail sales are made in cash or by credit cards. In respect of sales on credit, the Group trades on credit only with corporate customers who have an established trading history with the Group. The Group has policies in place for the control and monitoring of relevant credit risks. These credit evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates.

As at 31 March 2024, the trade receivables from the five largest debtors represented 38% (2023: 33%) of the total trade receivables respectively, while the largest debtor represented 15% (2023: 8%) of the total trade receivables respectively.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix or an individual basis. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases, except for trade receivables assessed on an individual basis.

29. 財務風險管理 (續)**(b) 信貸風險**

信貸風險包括對手方違約及風險集中而引致的風險。本集團之信貸風險主要來自其應收款項及其他應收款項。管理層設有信貸政策，並持續監察本集團所承擔之該等信貸風險。

由於大部分的銷售以現金或以信用卡結付。就信貸銷售而言，本集團僅與本集團擁有長期交易歷史的公司客戶進行信貸交易。本集團有控制及監察相關信貸風險的政策。此等信貸評估集中於客戶過往繳付到期款項之歷史及現時付款之能力，以及考慮到客戶之具體資料及客戶營運所在地之經濟環境。

於二零二四年三月三十一日，五名最大債務人之應收款項佔應收款項總額38%（二零二三年：33%），而最大債務人之應收款項則佔應收款項總額15%（二零二三年：8%）。

本集團按等於年限內預期信貸虧損的金額（根據撥備矩陣或個人基準計算得出）計量應收款項虧損撥備。由於本集團的過往信貸虧損經驗並無表明不同客戶分部的虧損模式具有明顯差異，故並無進一步區分本集團不同客戶群按逾期狀況的虧損撥備，除按個人基準評估應收款項外。

29. FINANCIAL RISK MANAGEMENT (Continued)**(b) Credit risk** (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2024 and 2023:

2024 二零二四年		Expected loss rate 預期虧損比率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Not yet due	未逾期	0.87	115	(1)
Overdue 1-180 days	逾期1-180天	1.24	161	(2)
			276	(3)
Individual assessment	個別評估		412	(396)
			688	(399)
2023 二零二三年		Expected loss rate 預期虧損比率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Not yet due	未逾期	0.97	103	(1)
Overdue 1-180 days	逾期1-180天	2.73	110	(3)
			213	(4)
Individual assessment	個別評估		369	(359)
			582	(363)

Expected loss rate is estimated based on actual loss experience over the past 5 years. The rate is adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損比率乃根據過往5年的實際虧損經驗估計。比率乃經調整，以反映在收集歷史數據期間的經濟狀況、目前狀況以及本集團對應收款項的預期年期期間經濟狀況之看法的差異。

29. 財務風險管理 (續)**(b) 信貸風險** (續)

下表提供關於本集團於二零二四年及二零二三年三月三十一日就應收款項所面臨的信貸風險及預期信貸虧損的資料：

29. FINANCIAL RISK MANAGEMENT (Continued)**(b) Credit risk** (Continued)

The following tables show reconciliation of loss allowances that has been recognised for trade receivables which is measured under lifetime ECLs:

29. 財務風險管理 (續)**(b) 信貸風險** (續)

下表列示已就應收款項以年限內預期信貸虧損確認之虧損撥備之對賬：

		Lifetime ECL – provision matrix (not credit- impaired) 年限內預期信貸 虧損 – 撥備矩陣 (非信貸減值) HK\$'000 千港元	Lifetime ECL – individual assessment (credit- impaired) 年限內預期信貸 虧損 – 個別評估 (信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	3	342	345
Impairment loss recognised	減值虧損確認	1	17	18
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	4	359	363
Impairment loss (reversed)/ recognised	減值虧損(撥回)/確認	(1)	37	36
As at 31 March 2024	於二零二四年三月三十一日	3	396	399

29. FINANCIAL RISK MANAGEMENT (Continued)**(b) Credit risk** (Continued)

The Group measured loss allowance for a trade deposit with gross carrying amount of approximately HK\$2,662,000 at an amount equal to lifetime ECLs as it is considered credit-impaired in 2023. The deposit is unsecured, interest free, repayable in one year and included in trade and other receivables (note 20). The loss allowance for ECLs is calculated by reference to any historical default, current market condition in relation to the debtor's exposure and time value of money where appropriate. The ECLs also incorporated forward looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle the deposit. No loss allowance for ECLs was recognised on the trade deposit for the year ended 31 March 2024 (2023; HK\$1,585,000). Loss allowance has been provided for the entire balance as at 31 March 2023 and the balance was written off as at 31 March 2024.

The credit risks on rental deposits are considered to be low as they can be recovered by offsetting against the rental payments.

The credit risk on cash and cash equivalents is limited because the counterparties are reputable and creditworthy banks.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities and financial instruments that are settled by delivering cash or other financial assets. The Group is exposed to liquidity risk in respect of settlement of trade and other payables, lease liabilities and also in respect of its cash flow management. The cash management of all operating entities is centralised, including the raising of funds to cover expected cash demands. The Group's objective is to maintain sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

29. 財務風險管理 (續)**(b) 信貸風險** (續)

由於認為信貸減值，本集團於二零二三年按相等於年限內預期信貸虧損的金額計量賬面總值約2,662,000港元的貿易按金的虧損撥備。按金為無抵押、免息、須於一年內償還並計入應收款項及其他應收款項(附註20)。預期信貸虧損的虧損撥備乃參考任何過往違約、與債務人風險有關的當前市況及貨幣時間價值(如適用)計算。預期信貸虧損亦納入前瞻性資料，並參考可能影響債務人結算按金能力的整體宏觀經濟狀況。截至二零二四年三月三十一日止年度，並無就貿易按金確認的預期信貸虧損的虧損撥備(二零二三年：1,585,000港元)。於截至二零二四年三月三十一日止年度並無確認貿易訂金的預期信貸虧損撥備(二零二三年：1,585,000港元)。於二零二三年三月三十一日，已為全部結餘計提虧損撥備，並於二零二四年三月三十一日撇銷結餘。

租賃按金的信貸風險被評為低，原因是能藉抵銷租金付款以予收回。

現金及現金等價物的信貸風險有限，原因是對手方是信譽良好的銀行。

(c) 流動資金風險

流動資金風險與本集團未能達成其以交付現金或其他金融資產清償金融負債及金融工具之責任相關風險有關。本集團在清償應付款項及其他應付款項、租賃負債及就其現金流量管理方面承受流動資金風險。所有經營實體之現金管理實行中央處理，包括籌集資金以應付預期現金需求。本集團之目標在於維持足夠現金儲備，以滿足其短期及較長期的流動資金需求。

29. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and other financial instruments, based on undiscounted cash flows and the earliest date the Group can be required to pay.

At 31 March 2024 於二零二四年 三月三十一日		Less than 1 year or on demand 少於1年 或應要求 HK\$'000 千港元	1-2 years 1-2年 HK\$'000 千港元	2-5 years 2-5年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Trade and other payables	應付款項及其他 應付款項	7,105	-	-	7,105	7,105
Lease liabilities	租賃負債	12,475	2,506	431	15,412	14,291
		19,580	2,506	431	22,517	21,396
At 31 March 2023 於二零二三年 三月三十一日		Less than 1 year or on demand 少於1年 或應要求 HK\$'000 千港元	1-2 years 1-2年 HK\$'000 千港元	2-5 years 2-5年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Trade and other payables	應付款項及其他 應付款項	6,467	-	-	6,467	6,467
Lease liabilities	租賃負債	15,074	7,839	-	22,913	21,601
		21,541	7,839	-	29,380	28,068

29. 財務風險管理 (續)

(c) 流動資金風險 (續)

下表載列於報告期末本集團非衍生金融負債及其他金融工具的餘下合約到期情況，乃按照本集團可能被要求付款的最早日期根據金融負債的未貼現現金流量編製。

30. NOTES SUPPORTING CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities:

Lease liabilities (note 23) 租賃負債(附註23)		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	21,601	20,349
Changes from cash flows:	現金流量變動：		
Repayment of principal portion of the lease liabilities	償還租賃負債之本金部分	(15,691)	(15,481)
Repayment of interest portion of the lease liabilities	償還租賃負債之利息部分	(1,877)	(924)
		(17,568)	(16,405)
Other changes:	其他變動：		
Interest on lease liabilities	租賃負債利息	1,877	924
Increase in lease liabilities from entering into new leases during the year	於本年度因簽訂新租賃而增加租賃負債	-	6,168
Rent concession	租金優惠	-	(252)
Effect on modification of lease term	修訂租賃條款之影響	8,381	10,817
		10,258	17,657
Balance at the end of the year	年末結餘	14,291	21,601

30. 綜合現金流量表之補充附註

融資活動產生的負債之對賬：

31. CAPITAL RISK MANAGEMENT

The Group's capital management objectives are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, to maintain an optimal capital structure to reduce the cost of capital and to support the Group's stability and growth.

The Group actively and regularly reviews and manages its capital structure, taking into consideration the future capital requirements of the Group, to ensure optimal shareholder returns.

The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, raise new debts or sells assets to reduce debt.

The total equity to total assets ratio at the end of reporting period is as follows:

31. 資本風險管理

本集團之資本管理目標乃保障本集團的持續營運，以為股東提供回報及為其他利益相關者提供利益、維持最佳資本結構以減少資金成本以及支持本集團之穩定性及增長之能力。

本集團積極及定期檢討及管理其資本結構，同時考慮本集團之未來資金需要，以確保締造最佳股東回報。

本集團管理資本結構，並根據經濟狀況變動及相關資產的風險特徵對其作出調整。為維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東退還資本、發行新股、籌集新債務或出售資產以減少債務。

於各報告期末的權益總額對資產總額比率如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Total equity	權益總額	8,689	20,200
Total assets	資產總額	31,251	49,601
Total equity to total assets ratio	權益總額對資產總額比率	0.28:1	0.41:1

32. SUMMARISED FINANCIAL POSITION OF THE COMPANY

32. 本公司財務狀況概要

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司的投資		2,700	2,700
			2,700	2,700
Current assets	流動資產			
Other receivable	其他應收款項		41	41
Bank balances and cash	銀行結餘及現金		592	589
			633	630
Total assets	資產總值		3,333	3,330
Current liabilities	流動負債			
Amounts due to related companies	應付關連公司款項		(2)	–
NET ASSETS	資產淨值		3,331	3,330
Equity	權益			
Share capital	股本	25	4,510	4,510
Reserves	儲備	26	(1,179)	(1,180)
TOTAL EQUITY	權益總額		3,331	3,330

On behalf of the Board
代表董事會

Hui Kwok Keung Raymond (許國強)
Director 董事

Hue Kwok Chiu (許國釗)
Director 董事

33. PARTICULARS OF THE SUBSIDIARIES

Particulars of the Group's subsidiaries as at 31 March 2024 are as follows:

33. 附屬公司詳情

本集團於二零二四年三月三十一日之附屬公司詳情如下：

Name 名稱	Place and date of incorporation/establishment 註冊成立／成立地點及日期	Issued and fully paid share capital 已發行及 繳足股本	Attributable equity interest held by the Group 本集團所持有的 應佔股本權益	Principal activities and place of operation 主要業務及營業地點
Top Triumph Global Limited	BVI, 20 November 2013 英屬處女群島， 二零一三年十一月二十日	US\$1 1美元	100% direct 100%直接	Investment holding 投資控股
Central United Global Limited	BVI, 18 November 2010 英屬處女群島， 二零一零年十一月十八日	US\$100 100美元	100% indirect 100%間接	Investment holding 投資控股
Elegant Chain Development Limited	BVI, 8 August 2008 英屬處女群島， 二零零八年八月八日	US\$140 140美元	100% indirect 100%間接	Investment holding 投資控股
Top Investor Global Limited	BVI, 11 November 2014 英屬處女群島， 二零一四年十一月十一日	US\$1 1美元	100% indirect 100%間接	Investment holding 投資控股
Central Sky Holdings Limited 中天控股有限公司	Hong Kong, 24 October 2003 香港，二零零三年十月二十四日	HK\$10 10港元	100% indirect 100%間接	Retail of lighting products in Hong Kong 於香港零售燈飾產品
E Lighting Group Limited	Hong Kong, 4 January 2011 香港，二零一一年一月四日	HK\$10,000 10,000港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具
Element Lighting Design Limited 照明設計有限公司	Hong Kong, 11 May 2005 香港，二零零五年五月十一日	HK\$10 10港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具
Good Harvest Surplus Limited 喜豐盈有限公司	Hong Kong, 20 May 2011 香港，二零一一年五月二十日	HK\$1 1港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具

33. PARTICULARS OF THE SUBSIDIARIES

(Continued)

33. 附屬公司詳情 (續)

Name 名稱	Place and date of incorporation/establishment 註冊成立／成立地點及日期	Issued and fully paid share capital 已發行及 繳足股本	Attributable equity interest held by the Group 本集團所持有的 應佔股本權益	Principal activities and place of operation 主要業務及營業地點
RS Holdings Limited	Hong Kong, 23 February 2009 香港，二零零九年二月二十三日	HK\$10,000 10,000港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具
228 Inc Limited	Hong Kong, 6 November 2013 香港，二零一三年十一月六日	HK\$10,000 10,000港元	100% indirect 100%間接	Retail of lighting products in Hong Kong 於香港零售燈飾產品
Culture Art Limited 文藝有限公司	Hong Kong, 6 October 2014 香港，二零一四年十月六日	HK\$1 1港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具
Major Will Limited	Hong Kong, 6 October 2014 香港，二零一四年十月六日	HK\$1 1港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具
ELG Operations Limited 壹照明集團營運有限公司	Hong Kong, 14 October 2014 香港，二零一四年十月十四日	HK\$1 1港元	100% indirect 100%間接	Sourcing of lighting products and household furniture 採購燈飾產品及家具
ELG Management Limited 壹照明集團管理有限公司	Hong Kong, 14 October 2014 香港，二零一四年十月十四日	HK\$1 1港元	100% indirect 100%間接	Provision of management services 提供管理服務
Urban Lifestyle Limited	Hong Kong, 26 November 2014 香港，二零一四年十一月二十六日	HK\$1 1港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具

33. PARTICULARS OF THE SUBSIDIARIES

(Continued)

33. 附屬公司詳情 (續)

Name 名稱	Place and date of incorporation/establishment 註冊成立／成立地點及日期	Issued and fully paid share capital 已發行及 繳足股本	Attributable equity interest held by the Group 本集團所持有的 應佔股本權益	Principal activities and place of operation 主要業務及營業地點
Lighting Connected Limited	Hong Kong, 26 November 2014 香港，二零一四年十一月二十六日	HK\$1 1港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具
Real Luck Limited	Hong Kong, 1 December 2014 香港，二零一四年十二月一日	HK\$1 1港元	100% indirect 100%間接	Retail of lighting products and household furniture in Hong Kong 於香港零售燈飾產品及家具
Trendmall Group Limited	Hong Kong, 2 December 2014 香港，二零一四年十二月二日	HK\$1 1港元	100% indirect 100%間接	Investment holding 投資控股
Trendmall Gallery Limited 山貓生活館有限公司	Hong Kong, 15 December 2014 香港，二零一四年十二月十五日	HK\$1 1港元	100% indirect 100%間接	Provision of management services 提供管理服務
Trendmall International Limited	Hong Kong, 15 December 2014 香港，二零一四年十二月十五日	HK\$1 1港元	100% indirect 100%間接	Wholesale of tableware and its related products and international trade 批發餐具及其相關產品及 國際貿易

Note: None of the subsidiaries had issued any debt securities at the end of the year.

附註：附屬公司於年終並沒有發行任何債務證券。

FINANCIAL SUMMARY

財務摘要

		Year ended 31 March 截至三月三十一日止年度				
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
OPERATING RESULTS						
經營業績						
Revenue	營業額	74,347	78,927	83,891	82,227	69,515
Cost of sales	銷售成本	(35,194)	(36,619)	(37,652)	(38,173)	(32,752)
Gross profit						
毛利		39,153	42,308	46,239	44,054	36,763
Other income, gain and losses	其他收入、收益及虧損	913	1,628	734	4,069	441
Selling and distribution expenses	銷售及分銷開支	(27,271)	(28,318)	(27,422)	(23,005)	(25,925)
Administrative and other expenses	行政及其他開支	(14,469)	(17,094)	(15,373)	(14,169)	(13,790)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	(95)	(58)	(8)	(160)	(54)
Impairment loss on right-of-use assets	使用權資產減值虧損	(6,831)	(2,411)	(421)	(1,762)	(1,707)
Expected credit losses (recognised)/reversed on financial assets	金融資產(確認)/撥回的預期信貸虧損	(36)	(1,603)	(1,139)	(121)	4
Finance costs	財務成本	(1,877)	(924)	(761)	(642)	(694)
(Loss)/Profit before tax	除稅前(虧損)/溢利	(10,513)	(6,472)	1,849	8,264	(4,962)
Income tax (expense)/credit	所得稅(開支)/抵免	(998)	(373)	546	(107)	30
(Loss)/Profit and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內(虧損)/溢利及全面收益總額	(11,511)	(6,845)	2,395	8,157	(4,932)
		As at 31 March 於三月三十一日				
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
ASSETS AND LIABILITIES						
資產及負債						
Total assets	資產總值	31,251	49,601	54,350	53,974	35,609
Total liabilities	負債總值	(22,562)	(29,401)	(27,305)	(29,324)	(19,116)
Net assets	資產淨值	8,689	20,200	27,045	24,650	16,493
Total equity	權益總額	8,689	20,200	27,045	24,650	16,493

e Lighting Group Holdings Limited 壹 照 明 集 團 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8222

 This Annual Report is printed on environmental friendly paper
此年報以環保紙張印製

