

Yuk Wing Group Holdings Limited

煜榮集團控股有限公司

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

Stock Code 股份代號 : 1536



2023/24
ANNUAL REPORT 年報

CONTENTS 目錄

2	Corporate Information	公司資料
4	Letter from the Board	董事會函件
5	Management Discussion and Analysis	管理層討論及分析
13	Corporate Governance Report	企業管治報告
33	Biographies of Directors and Senior Management	董事及高級管理層履歷
36	Directors' Report	董事報告
49	Independent Auditor's Report	獨立核數師報告
56	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表
57	Consolidated Statement of Financial Position	綜合財務狀況表
59	Consolidated Statement of Changes in Equity	綜合權益變動表
60	Consolidated Statement of Cash Flows	綜合現金流量表
62	Notes to the Consolidated Financial Statements	綜合財務報表附註
148	Financial Summary	財務摘要
149	Definitions	釋義



CORPORATE INFORMATION

公司資料

COMPANY DIRECTORS

Executive Directors

Mr. Chui Kwong Kau
Ms. Li Kai Lai Miranda

Independent Non-executive Directors

Mr. Cheung Sze Ming (appointed on 31 January 2024)
Mr. Wong Siu Keung Joe (appointed on 31 January 2024)
Mr. Yiu To Wa
Ms. Lam Hoi Yu Nicki (resigned on 31 January 2024)
Mr. Lau Leong Yuen (resigned on 31 January 2024)

AUDIT AND COMPLIANCE COMMITTEE (THE “AUDIT AND COMPLIANCE COMMITTEE”)

Mr. Wong Siu Keung Joe (Chairman)
(appointed on 31 January 2024)
Mr. Cheung Sze Ming (appointed on 31 January 2024)
Mr. Yiu To Wa
Ms. Lam Hoi Yu Nicki (resigned on 31 January 2024)
Mr. Lau Leong Yuen (resigned on 31 January 2024)

REMUNERATION COMMITTEE (THE “REMUNERATION COMMITTEE”)

Mr. Cheung Sze Ming (Chairman)
(appointed on 31 January 2024)
Mr. Wong Siu Keung Joe (appointed on 31 January 2024)
Mr. Yiu To Wa
Ms. Lam Hoi Yu Nicki (resigned on 31 January 2024)
Mr. Lau Leong Yuen (resigned on 31 January 2024)

NOMINATION COMMITTEE (THE “NOMINATION COMMITTEE”)

Mr. Cheung Sze Ming (Chairman)
(appointed on 31 January 2024)
Mr. Wong Siu Keung Joe (appointed on 31 January 2024)
Mr. Yiu To Wa
Ms. Lam Hoi Yu Nicki (resigned on 31 January 2024)
Mr. Lau Leong Yuen (resigned on 31 January 2024)

COMPANY SECRETARY

Ms. Choi Yee Man

公司董事

執行董事

崔光球先生
李嘉麗女士

獨立非執行董事

張詩敏 (於二零二四年一月三十一日獲委任)
黃兆強先生 (於二零二四年一月三十一日獲委任)
姚道華先生
林凱如女士 (於二零二四年一月三十一日辭任)
劉量源先生 (於二零二四年一月三十一日辭任)

審核及合規委員會 (「審核及合規委員會」)

黃兆強先生 (主席)
(於二零二四年一月三十一日獲委任)
張詩敏先生 (於二零二四年一月三十一日獲委任)
姚道華先生
林凱如女士 (於二零二四年一月三十一日辭任)
劉量源先生 (於二零二四年一月三十一日辭任)

薪酬委員會 (「薪酬委員會」)

張詩敏先生 (主席)
(於二零二四年一月三十一日獲委任)
黃兆強先生 (於二零二四年一月三十一日獲委任)
姚道華先生
林凱如女士 (於二零二四年一月三十一日辭任)
劉量源先生 (於二零二四年一月三十一日辭任)

提名委員會 (「提名委員會」)

張詩敏先生 (主席)
(於二零二四年一月三十一日獲委任)
黃兆強先生 (於二零二四年一月三十一日獲委任)
姚道華先生
林凱如女士 (於二零二四年一月三十一日辭任)
劉量源先生 (於二零二四年一月三十一日辭任)

公司秘書

蔡綺雯女士

CORPORATE INFORMATION

公司資料

AUDITOR

Baker Tilly Hong Kong Limited
Level 8, K11 ATELIER King's Road
728 King's Road, Quarry Bay
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
DBS Bank (Hong Kong) Limited
Guangdong Shunde Rural Commercial Bank Company Limited

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 13/F.
Eton Building
288 Des Voeux Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

01536

COMPANY WEBSITE

www.yukwing.com

核數師

天職香港會計師事務所有限公司
香港
鯉魚涌英皇道728號
K11 ATELIER King's Road 8樓

主要往來銀行

中國銀行(香港)有限公司
星展銀行(香港)有限公司
廣東順德農村商業銀行股份有限公司

註冊辦事處

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

香港主要營業地點

香港
德輔道中288號
易通商業大廈
13樓B室

開曼群島主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

股份代號

01536

公司網址

www.yukwing.com

LETTER FROM THE BOARD

董事會函件

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Director(s)**”) of Yuk Wing Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), I would like to present the 2023/24 annual report of the Group for the year ended 31 March 2024.

REVIEW

For the year ended 31 March 2024 (the “**Year**”), the Group’s revenue was approximately HK\$148.2 million (2023: approximately HK\$157.0 million). Such increase was mainly attributable to the challenging business environment in Hong Kong, leading to a lower level of construction works and projects available during the Year when compared with the year ended 31 March 2023, resulting in a lower than expected demand for our products.

The Group recorded a net loss of approximately HK\$22.6 million for the Year as compared to the net loss of approximately HK\$3.6 million for the year ended 31 March 2023. This was mainly attributable to the decrease in revenue and gross profit, and increase in loss on fair value changes of financial assets at fair value through profit or loss, write down on inventories, freight, transportation and storage costs, staff costs and taxation charge during the Year.

PROSPECTS

During the Year, the Group continued to develop its various business and geographical segments. In Hong Kong, the business environment had remained stagnant due to the uncertain economic outlook.

Internationally, as the Group continues to develop the international markets, it is expected the revenue generated from international customers will increase as a result.

Overall, the Group is cautious towards the future of the construction market and the business of the Group in Hong Kong. At the international level, the Group will continue its efforts to capture business opportunities in the overseas markets.

APPRECIATION

Lastly, I would like to express our sincere gratitude to our shareholders, customers and business partners for their continuous support, and to our management and staff members for their diligence, dedication and contribution to the growth of the Group.

By order of the Board
Yuk Wing Group Holdings Limited
Li Kai Lai Miranda
Executive Director
Hong Kong, 26 June 2024

致各位股東：

本人謹代表煜榮集團控股有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）董事（「**董事**」）會（「**董事會**」）呈報本集團截至二零二四年三月三十一日止年度的二零二三／二四年報。

回顧

截至二零二四年三月三十一日止年度（「**本年度**」），本集團收益約為148.2百萬港元（二零二三年：約157.0百萬港元）。該增加主要歸因於香港營商環境面臨挑戰，令本年度的建築活動及可施工項目較截至二零二三年三月三十一日止年度有所下跌，導致對我們產品的預期需求減少。

本集團於本年度錄得淨虧損約22.6百萬港元，而截至二零二三年三月三十一日止年度則錄得淨虧損約3.6百萬港元。此乃主要由於本年度收益及毛利減少、以及透過損益按公平值入賬之金融資產公平值變動虧損、存貨撇銷、運費、交通及儲存成本、員工成本及稅項支出增加所致。

前景

於本年度，本集團繼續發展其多個業務及地區分部。於香港，由於經濟前景不明朗，營商環境持續停滯。

於國際層面，隨著本集團持續開拓國際市場，預計自國際客戶產生的收益將隨之增加。

總括而言，本集團對建築市場及本集團於香港的業務前景持審慎態度。在國際層面，本集團將持續不懈地抓住海外市場的商機。

感謝

最後，本人謹此衷心感謝股東、客戶及業務夥伴一直以來的支持，同時亦就管理層及全體員工為本集團發展所作出的默默耕耘、竭誠奉獻及寶貴貢獻向彼等致以謝意。

承董事會命
煜榮集團控股有限公司
執行董事
李嘉麗
香港，二零二四年六月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools, trading of piling and drilling machineries and rockdrilling equipment.

During the Year, the market environments in Hong Kong and Macau were challenging due to the uncertain economic conditions, leading to less construction projects available in the Hong Kong and Macau market. At the international level, the revenue generated from the Scandinavia market has decreased during the Year as a result of the decrease in business activities in the region. Businesses from Germany and USA have seen increase in activities, leading to increase in revenue contributed from the regions. This had resulted in a decrease in contribution to our Group's revenue as our local customers have decreased their purchases of our products. There has been increases in fair value loss in financial assets at fair value through profit or loss, where the fair value loss amounted to approximately HK\$3.1 million during the Year (2023: fair value loss of approximately HK\$1.7 million), write down of inventories of approximately HK\$2.0 million (2023: reversal of write down of approximately HK\$0.4 million), and impairment loss of trade receivables of approximately HK\$4.0 million (2023: approximately HK\$4.3 million) during the Year. The effects as mentioned above have resulted in an increase in the loss position during the Year, where the loss for the Year is approximately HK\$22.6 million, as compared with the loss of approximately HK\$3.6 million for the year ended 31 March 2023.

Hong Kong remains to be the Group's major market, where the revenue generated from Hong Kong contributed to approximately HK\$142.6 million for the Year (2023: approximately HK\$149.5 million), or approximately 96.2% of the total revenue during the Year (2023: approximately 95.2%). Revenue generated from Macau contributed to approximately HK\$0.5 million for the Year (2023: approximately HK\$1.5 million).

At the international level, revenue generated from Scandinavia contributed to approximately HK\$1.5 million (2023: approximately HK\$5.2 million), or approximately 1.0% of the total revenue during the Year (2023: approximately 3.3%). Revenue generated from Germany and USA contributed to approximately HK\$1.5 million (2023: approximately HK\$0.8 million) and HK\$0.8 million (2023: nil) for the Year, respectively.

業務回顧

本集團主要從事製造及買賣潛孔鑿岩工具、買賣打樁機及鑽機和鑿岩設備。

於本年度，由於經濟狀況不明朗，香港及澳門的市場環境充滿挑戰，導致香港及澳門市場的建築項目減少。於國際層面而言，由於斯堪的納維亞市場的業務活動減少，我們自該地區產生的收益於本年度有所減少。德國及美國的業務活動增加，使得該地區貢獻的收益增加。由於我們的本地客戶減少了對我們產品的購買，從而導致對本集團收益的貢獻減少。透過損益按公平值入賬之金融資產之公平值虧損增加，於本年度，公平價值虧損約3.1百萬港元（二零二三年：公平值虧損約1.7百萬港元），並於本年度撇減存貨約2.0百萬港元（二零二三年：撥回撇減約0.4百萬港元）。上述影響導致本年度虧損狀況增加，本年度虧損約22.6百萬港元，而截至二零二三年三月三十一日止年度則虧損約3.6百萬港元。

香港仍為本集團的主要市場，其中於本年度在香港產生的收益約為142.6百萬港元（二零二三年：約149.5百萬港元），或佔本年度總收益約96.2%（二零二三年：約95.2%）。於本年度自澳門產生的收益貢獻約0.5百萬港元（二零二三年：約1.5百萬港元）。

於國際層面，自斯堪的納維亞半島產生的收益貢獻約1.5百萬港元（二零二三年：約5.2百萬港元），或佔本年度總收益約1.0%（二零二三年：約3.3%）。於本年度自德國及美國產生的收益分別約為1.5百萬港元（二零二三年：約0.8百萬港元）及0.8百萬港元（二零二三年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW *(Continued)*

Manufacturing and Trading of DTH Rockdrilling Tools

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools. Our self-designed and manufactured DTH rockdrilling tools can be categorised into the following main categories, namely DTH hammers, casing systems (comprising driver bits and casing bits), and other miscellaneous products including button bits and bit openers, as well as our newly developed products, drill pipes, cluster drills and casing tubes. Revenue from the manufacturing and trading of DTH rockdrilling tools contributed to approximately 92.1% of the total revenue during the Year (2023: approximately 93.3%).

Trading of Piling and Drilling Machineries and Rockdrilling Equipment

The Group is also engaged in the trading of piling and drilling machineries and rockdrilling equipment to our customers as part of our technical rockdrilling solutions. Revenue from trading of piling and drilling machineries and rockdrilling equipment contributed to approximately 7.9% of the total revenue during the Year (2023: approximately 6.7%).

FINANCIAL REVIEW

Consolidated Results of Operations

The Group's revenue decreased by approximately HK\$8.8 million or 5.6%, to approximately HK\$148.2 million for the Year, from approximately HK\$157.0 million for the year ended 31 March 2023. Our gross profit for the years ended 31 March 2023 and 31 March 2024 were approximately HK\$43.4 million and approximately HK\$34.1 million respectively. For the years ended 31 March 2023 and 31 March 2024, the revenue from the manufacturing and trading of DTH rockdrilling tools accounted for approximately 93.3% and approximately 92.1% of the total revenue, respectively. The revenue from trading of piling and drilling machineries and rockdrilling equipment accounted for the rest of our revenue. We sell our products to customers in Hong Kong, Macau, and through distributors in Finland and Japan to end users in Scandinavia and Japan respectively. We generated most of our revenue from sales in Hong Kong, which accounted for approximately 95.2% and approximately 96.2% of our total revenue for the years ended 31 March 2023 and 31 March 2024 respectively.

業務回顧 *(續)*

製造及買賣潛孔鑿岩工具

本集團主要從事製造及買賣潛孔鑿岩工具。我們自主設計及製造的潛孔鑿岩工具主要分為以下類別：潛孔錘、套管系統（包括驅導鑽頭及套管鑽頭）及其他雜項產品（包括球齒鑽頭及擴孔器）以及新開發產品、鑽桿、叢式鑽具及套管。製造及買賣潛孔鑿岩工具的收益佔本年度總收益約92.1%（二零二三年：約93.3%）。

買賣打樁機及鑽機和鑿岩設備

本集團亦從事根據鑿岩技術解決方案向客戶買賣打樁機及鑽機和鑿岩設備。於本年度自買賣打樁機及鑽機以及買賣鑿岩設備的收益佔本年度總收益約7.9%（二零二三年：約6.7%）。

財務回顧

綜合經營業績

本集團收益由截至二零二三年三月三十一日止年度約157.0百萬港元減少約8.8百萬港元或5.6%至本年度約148.2百萬港元。我們於截至二零二三年三月三十一日及二零二四年三月三十一日止年度的毛利分別約為43.4百萬港元及約34.1百萬港元。於截至二零二三年三月三十一日及二零二四年三月三十一日止年度，製造及買賣潛孔鑿岩工具的收益分別佔總收益約93.3%及約92.1%。我們餘下收益為買賣打樁機及鑽機和鑿岩設備的收益。我們向港澳客戶以及透過芬蘭及日本的分銷商分別向斯堪的納維亞及日本的終端用戶銷售產品。截至二零二三年三月三十一日及二零二四年三月三十一日止年度，我們大部分收益來自於香港的銷售，分別佔總收益約95.2%及約96.2%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Consolidated Results of Operations (Continued)

The following discussion addresses the principal trends that have affected our results of operations during the Year. The following table sets out our consolidated results of operations for the years indicated:

財務回顧(續)

綜合經營業績(續)

下文論述於本年度影響我們的經營業績的主要趨勢。下表載列我們於所示年度的綜合經營業績：

		For the 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
Revenue	收益	148,231	157,048
Cost of sales	銷售成本	(114,085)	(113,630)
Gross profit	毛利	34,146	43,418
Other income	其他收入	3,526	4,253
Impairment losses under expected credit loss model, net	預期信貸虧損模式項下的減值虧損淨額	(4,000)	(4,307)
Other gains and losses	其他收益及虧損	(5,011)	450
Selling and distribution expenses	銷售及分銷開支	(8,551)	(9,523)
Administrative expenses	行政開支	(40,249)	(39,772)
Finance costs	融資成本	(1,189)	(1,035)
Loss before tax	除稅前虧損	(21,328)	(6,516)
Taxation (charge) credit	稅項(支出)抵免	(1,233)	2,940
Loss for the year	年內虧損	(22,561)	(3,576)
Total comprehensive expense for the year	年內全面總開支	(25,056)	(8,436)

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Revenue

Revenue for the Group has decreased from approximately HK\$157.0 million for the year ended 31 March 2023 to approximately HK\$148.2 million for the Year, a decrease of approximately HK\$8.8 million or 5.6%. The decrease in revenue is primarily caused by the challenging business environment in Hong Kong, leading to a lower level of construction works and projects available during the Year when compared with the year ended 31 March 2023, resulting in a lower than expected demand for our products.

Gross Profit and Gross Profit Margin

The Group's gross profit decreased by approximately HK\$9.3 million, or 21.4%, to approximately HK\$34.1 million for the Year, from approximately HK\$43.4 million for the year ended 31 March 2023, primarily due to the decrease in revenue as mentioned above. Gross profit margin was approximately 23.0% for the Year as compared to gross profit margin of approximately 27.6% for the year ended 31 March 2023. The decrease in gross profit margin is mainly due to the challenging business environment in Hong Kong during the Year, which has exerted pressure on the selling prices of our products in the manufacturing and trading of DTH rockdrilling tools segment.

Other gains and losses

The Group recorded net other losses of approximately HK\$5.0 million for the Year as compared to the net other gains of approximately HK\$0.5 million for the year ended 31 March 2023. This was mainly attributable to the loss on fair value changes of financial assets at fair value through profit or loss for the Year of approximately HK\$3.1 million (2023: approximately HK\$1.7 million), and the write down of inventories of approximately HK\$2.0 million (2023: reversal of write down of approximately HK\$0.4 million) during the Year.

Fair value changes of financial assets at fair value through profit or loss and securities investment

As at 31 March 2024, the fair value of the listed securities held by the Company amounted to approximately HK\$20.3 million (31 March 2023: approximately HK\$23.3 million). Dividend income of approximately HK\$1.1 million were received from the investment of listed securities during the Year (2023: approximately HK\$1.1 million). Save as disclosed in this report, there was no other additional acquisition or disposal of listed securities during the Year.

財務回顧(續)

收益

本集團的收益由截至二零二三年三月三十一日止年度約157.0百萬港元減少約8.8百萬港元或5.6%至截至二零二四年三月三十一日止年度的約148.2百萬港元。收益減少主要由於香港營商環境面臨挑戰，與截至二零二三年三月三十一日止年度相比，於本年度的建築活動及可施工項目數量處於較低水平，導致對我們產品的需求低於預期。

毛利及毛利率

本集團的毛利由截至二零二三年三月三十一日止年度約43.4百萬港元減少約9.3百萬港元或21.4%至本年度約34.1百萬港元，主要由於上述收益減少所致。於本年度的毛利率約為23.0%，而截至二零二三年三月三十一日止年度的毛利率約為27.6%。毛利率下降主要是於本年度香港營商環境充滿挑戰，對我們的製造及買賣潛孔鑿岩工具分部產品的售價構成壓力。

其他收益及虧損

本集團於本年度錄得其他虧損淨額約5.0百萬港元，而截至二零二三年三月三十一日止年度的其他收益淨額約為0.5百萬港元。這主要歸因於本年度透過損益按公平值入賬之金融資產公平值變動虧損約3.1百萬港元（二零二三年：約1.7百萬港元），以及於本年度撇銷存貨約2.0百萬港元（二零二三年：撥回撇銷約0.4百萬港元）。

透過損益按公平值入賬之金融資產之公平值變動及證券投資

於二零二四年三月三十一日，本公司持有的上市證券公平值約為20.3百萬港元（二零二三年：約23.3百萬港元）。於本年度自上市證券投資收到股息收入約為1.1百萬港元（二零二三年：約1.1百萬港元）。除本報告所披露者外，於本年度概無其他額外上市證券收購或出售事項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Other gains and losses (Continued)

Fair value changes of financial assets at fair value through profit or loss and securities investment (Continued)

The Group regularly monitors its investment performance and make appropriate investment decisions regularly. In addition, the Group would allocate part of its idle resources from time to time to purchase principal-guaranteed wealth management products to increase its overall return.

Selling and Distribution Expenses

The Group's selling and distribution expenses decreased by approximately HK\$1.0 million, or 10.2%, to approximately HK\$8.6 million for the Year, from approximately HK\$9.5 million for the year ended 31 March 2023, mainly due to the decrease in freight, transportation and storage costs as a result of the decrease in revenue during the Year.

Administrative Expenses

The Group's administrative expenses increased by approximately HK\$0.5 million, or 1.2%, to approximately HK\$40.2 million for the Year, from approximately HK\$39.8 million for the year ended 31 March 2023, primarily due to the increase in staff costs during the Year.

Net Loss

The Group recorded a net loss of approximately HK\$22.6 million for the Year as compared to the net loss of approximately HK\$3.6 million for the year ended 31 March 2023. This was mainly attributable to the decrease in revenue and gross profit, and increase in loss on fair value changes of financial assets at fair value through profit or loss, write down on inventories, freight, transportation and storage costs, staff costs and taxation charge during the Year.

STRATEGY AND PROSPECTS

During the Year, the Group continued to develop its various business and geographical segments. In Hong Kong, the business environment had remained stagnant due to the uncertain economic outlook.

Internationally, as the Group continues to develop the international markets, it is expected the revenue generated from international customers will increase as a result.

Overall, the Group is cautious towards the future of the construction market and the business of the Group in Hong Kong. At the international level, the Group will continue its efforts to capture business opportunities in the overseas markets.

財務回顧 (續)

其他收益及虧損 (續)

透過損益按公平值入賬之金融資產之公平值變動及證券投資 (續)

本集團定時監察其投資表現，並定時作出適合的投資決定。此外，本集團將不時分配部分其閒置資源購買本金擔保的財富管理產品，以增加其整體回報。

銷售及分銷開支

本集團的銷售及分銷開支由截至二零二三年三月三十一日止年度約9.5百萬港元減少約1.0百萬港元或10.2%至本年度約8.6百萬港元，主要由於本年度收益減少令運費、交通及儲存成本減少所致。

行政開支

本集團的行政開支由截至二零二三年三月三十一日止年度約39.8百萬港元增加約0.5百萬港元或1.2%至本年度約40.2百萬港元，主要由於本年度員工成本增加所致。

淨虧損

本集團於本年度錄得淨虧損約22.6百萬港元，而截至二零二三年三月三十一日止年度則錄得淨虧損約3.6百萬港元。此乃主要由於本年度收益及毛利減少，以及透過損益按公平值入賬之金融資產之公平值虧損增加，存貨、運費、交通及儲存成本、員工成本及稅項抵免撇減所致。

策略及前景

於本年度，本集團繼續發展其多個業務及地區分部。於香港，由於經濟前景不明朗，營商環境持續停滯。

於國際層面，隨著本集團持續開拓國際市場，預計自國際客戶產生的收益將隨之增加。

總括而言，本集團對建築市場及本集團於香港的業務前景持審慎態度。在國際層面，本集團將持續不懈地抓住海外市場的商機。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2024, the Group's total cash and cash equivalents amounted to approximately HK\$46.6 million of which approximately 87.52%, 10.58%, 1.89% and 0.01% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi, United States dollar and Euro respectively (31 March 2023: approximately HK\$66.0 million of which approximately 67.8%, 27.6%, 2.5% and 2.1% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi, United States dollar and Euro respectively).

As at 31 March 2024, the Group had bank borrowings of approximately HK\$10.0 million (31 March 2023: approximately HK\$13.2 million) with variable interest rate, which were repayable within one year and were guaranteed by the Company. As at 31 March 2024, the Group's other borrowing of approximately HK\$13.0 million (31 March 2023: approximately HK\$15.0 million) had fixed interest rate of 1.0% (31 March 2023: 1.0%) per annum and was repayable within one year, which was unsecured. As at 31 March 2024, the Group's bank borrowings and other borrowing were denominated in Hong Kong dollar (31 March 2023: denominated in Hong Kong dollar and United States dollar).

The gearing ratio of the Group as at 31 March 2024 (defined as the Group's total interest-bearing liabilities divided by the Group's total equity) was approximately 21.9% (31 March 2023: approximately 22.4%). The decrease in gearing ratio is mainly due to the decrease in bank and other borrowings during the Year.

CAPITAL STRUCTURE

As at 31 March 2024, the Company's issued share capital was HK\$38,000,000 and the number of its issued ordinary shares was 380,000,000 of HK\$0.1 each.

During the Year, there was no change to the authorised and issued share capital of the Company.

FUTURE PLANS FOR MATERIAL INVESTMENT AND CAPITAL ASSETS

As at 31 March 2024, the Group did not have plan for material investment and capital assets.

流動資金及財務資源

於二零二四年三月三十一日，本集團的現金及現金等價物總額約為46.6百萬港元，其中約87.6%、10.5%、1.9%及0.01%的現金及現金等價物分別以港元、人民幣、美元及歐元計值（二零二三年三月三十一日：約66.0百萬港元，其中約67.8%、27.6%、2.5%及2.1%的現金及現金等價物分別以港元、人民幣、美元及歐元計值）。

於二零二四年三月三十一日，本集團之銀行借貸約10.0百萬港元（二零二三年三月三十一日：約13.2百萬港元）按浮息計算，須於一年內償還，由本公司擔保。於二零二四年三月三十一日，本集團之無抵押的其他借貸約13.0百萬港元（二零二三年三月三十一日：約15.0百萬港元）乃按固定年利率1.0%（二零二三年三月三十一日：1.0%）計息並須於一年內償還。於二零二四年三月三十一日，本集團之銀行借貸及其他借貸以港元計值（二零二三年三月三十一日：以港元及美元計值）。

於二零二四年三月三十一日，本集團的資產與負債比率（定義為本集團的總計息負債除以本集團的總權益）約為21.9%（二零二三年三月三十一日：22.4%）。資產與負債比率下降主要由於本年度銀行及其他借貸減少所致。

資本架構

於二零二四年三月三十一日，本公司已發行股本為38,000,000港元，而已發行普通股數目為380,000,000股，每股面值0.1港元。

於本年度，本公司的法定及已發行股本並無變動。

重大投資及資本資產的未來計劃

於二零二四年三月三十一日，本集團並無重大投資及資本資產的計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this annual report, there has been no significant investment, material acquisition or disposal of subsidiaries and associated companies by the Group during the Year.

CONTINGENT LIABILITIES

The Group has not had any material contingent liability as at 31 March 2023 and 31 March 2024.

CAPITAL COMMITMENTS

As at 31 March 2023 and 31 March 2024, the Group had no capital commitments.

CHARGE ON GROUP ASSETS

As at 31 March 2024, the Group had bank borrowings of approximately HK\$10.0 million (31 March 2023: approximately HK\$13.2 million) which were guaranteed by the Company.

CASH FLOW MANAGEMENT AND LIQUIDITY RISK

The Group's objective regarding cash flow management is to maintain a balance between continuity of funding and flexibility through a combination of internal resources, bank borrowings, and other debt or equity securities, as appropriate. The Group is comfortable with the present financial and liquidity position, and will continue to maintain a reasonable liquidity buffer to ensure sufficient funds are available to meet liquidity requirements at all times.

FOREIGN EXCHANGE RISK

Our Group's operations are mainly in Hong Kong and the People's Republic of China (the "PRC"), and most of the operating transactions, revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars and Renminbi. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements as and if it arises. The Group has not engaged in any derivative to hedge its exposure to foreign exchange risk.

重大投資、重大收購及出售

除本年報所披露者外，於本年度，本集團概無任何重大投資、重大收購或出售附屬公司及聯營公司的事項。

或然負債

本集團於二零二三年三月三十一日及二零二四年三月三十一日並無任何重大或然負債。

資本承擔

於二零二三年三月三十一日及二零二四年三月三十一日，本集團並無任何資本承擔。

集團資產押記

於二零二四年三月三十一日，本集團的銀行借貸約為10.0百萬港元（二零二三年三月三十一日：13.2百萬港元），由本公司擔保。

現金流量管理及流動資金風險

本集團現金流量管理之目標為透過結合內部資源、銀行借貸及其他債務或股本證券（如適用），在資金持續性與靈活性之間達致平衡。本集團滿意其現有財務及流動資金狀況，並將繼續維持合理充裕之流動資金作緩衝，以確保具備充足資金隨時滿足周轉需要。

外匯風險

本集團主要於香港及中華人民共和國（「中國」）營運，而大部分營運交易、收益、開支、貨幣資產及負債均以港元及人民幣計值。因此，董事認為，本集團的外匯風險並不重大，且我們應具有足夠資源應付外匯需要（如有）。本集團並無使用任何衍生工具對沖其外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

USE OF PROCEEDS FROM THE PUBLIC OFFER

The net proceeds from the public offer received by the Company, after deduction of the underwriting commissions and other related listing expenses payable by the Company in the public offer, were approximately HK\$88.3 million.

The Company had utilised all the net proceeds of approximately HK\$88.3 million and there are no unutilised net proceeds as at 31 March 2023 and 31 March 2024.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2024, the Group had approximately 88 employees (31 March 2023: approximately 87 employees) in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, and individual qualifications and performance. Other staff benefits include bonuses awarded on discretionary basis, mandatory provident fund scheme for Hong Kong employees, and state-sponsored retirement plans for PRC employees. The Group also offers a variety of training schemes to its employees.

公開發售所得款項用途

經扣除本公司於公開發售中應付的包銷佣金及其他相關上市開支後，本公司從公開發售收到的所得款項淨額約為88.3百萬港元。

本公司已悉數動用約88.3百萬港元的所得款項淨額，而於二零二三年三月三十一日及二零二四年三月三十一日並無尚未動用的所得款項淨額。

僱員及薪酬政策

於二零二四年三月三十一日，本集團於香港及中國擁有約88名僱員（二零二三年三月三十一日：約87名僱員）。本集團定期檢討薪酬政策並參考市場條款、公司表現以及個人資歷及表現後釐定。其他員工福利包括按酌情基準發放的花紅、為香港僱員而設的強制性公積金計劃及為中國僱員而設的國家資助退休計劃。本集團亦向其僱員提供各種不同的培訓計劃。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPLIANCE OF THE CODE

The Company focuses on maintaining a high standard of corporate governance for purposes of enhancing the value for its shareholders and protecting their interests. The Company has established the corporate governance structure in accordance with the Listing Rules and the Corporate Governance Code (the “**Code**”) provided in Appendix C1 to the Listing Rules and has set up a series of corporate governance measures. The Company has adopted and complied with such provisions of the Code (the “**Code Provision(s)**”) as stated in the Code during the Year except for the Code Provision of C.2.1.

In accordance with Code Provision C.2.1, the roles of chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. The Company currently does not have any officer with the title of chairman or chief executive. The functions of chairman and chief executive officer were performed by the Executive Directors and the general manager respectively. Notwithstanding the aforementioned, the Board will review the current structure from time to time and as and when appropriate if candidate with suitable leadership, knowledge, skills and experience is identified, the Company may make the necessary modification to the management structure.

The Board will examine and review, from time to time, the Company's corporate governance practices and operations in order to meet the relevant provisions under the Listing Rules and to protect the shareholders' interests.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as its code of conduct for regulating securities transactions by Directors. Following a specific enquiry to all Directors by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the Year.

遵守守則

本公司專注於維持高水平的企業管治，旨在為其股東提升價值及保障彼等的權益。本公司已根據上市規則及上市規則附錄C1所規定的企業管治守則（「**守則**」）設定企業管治架構，並設立一系列企業管治措施。於本年度，本公司已採納及遵守守則所載的守則條文（「**守則條文**」），惟守則條文第C.2.1條除外。

根據守則條文第C.2.1條，主席及行政總裁的職務應分開，且不應由同一人擔任。主席與行政總裁的職責區分應明確制定及以書面方式載述。本公司目前並無任何高級職員具有主席或行政總裁職銜。主席及行政總裁的職能分別由執行董事及總經理執行。儘管上文所述，董事會將不時檢討現行架構，倘於適當時候物色到具備合適領導才能、知識、技能及經驗的人選，本公司或會對管理架構作出必要修訂。

董事會將不時審查及檢討本公司的企業管治常規與運作模式，以符合上市規則的有關條文及保障股東權益。

董事進行證券交易的標準守則

本公司已採納聯交所證券上市規則（「**上市規則**」）附錄C3所載的上市發行人董事進行證券交易的標準守則（「**標準守則**」），以此作為規管董事進行證券交易的行為守則。經本公司向全體董事作出特定查詢後，全體董事已確認，彼等於本年度期間一直遵守標準守則所載的必守準則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

Board Composition

As at 31 March 2024 and the date of this report, the Board comprises (i) two Executive Directors, namely Mr. Chui Kwong Kau and Ms. Li Kai Lai Miranda; and (ii) three Independent Non-executive Directors, namely Mr. Cheung Sze Ming, Mr. Wong Siu Keung Joe and Mr. Yiu To Wa.

An updated list of the Directors and their roles and functions is published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.yukwing.com) respectively.

There are no financial, business, family or other material relationships among members of the Board.

During the Year, the Company has at least three Independent Non-executive Directors (representing at least one-third of the Board), in compliance with the requirements of Rules 3.10(1) and (2) and 3.10A of the Listing Rules and among whom, at least one Independent Non-executive Director possess professional qualifications or accounting knowledge or professional knowledge related to finance management. The Board believes there is sufficient independence element in the Board to safeguard the interest of Shareholders.

Confirmation of independence

After taking into consideration of the factors regarding the evaluation of the independence of the Independent Non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and the annual written confirmation of independence given by each of the Independent Non-executive Directors, the Company is of the view that all Independent Non-executive Directors meet the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and are independent.

Independence mechanisms

The Company has put in place mechanisms to ensure independent views and input are available to the Board. All the Directors, including the Independent Non-executive Directors, have the right to express their views to the Board and separately and independently access to the management of the Group to make informed decisions. The Directors are entitled to seek advice from the company secretary of the Company or, upon reasonable request, seek independent professional advice at the Company's expenses to assist the Directors to discharge their duties to the Company. All Independence Non-executive Directors attended all the meetings of the Board and its relevant committees held during the Year.

董事會

董事會的成員組合

於二零二四年三月三十一日及本報告日期，董事會由(i)兩名執行董事(即崔光球先生及李嘉麗女士)；及(ii)三名獨立非執行董事(即張詩敏先生、黃兆強先生及姚道華先生)組成。

最新董事名單與其角色和職能分別刊載於聯交所網站(www.hkexnews.hk)及本公司網站(www.yukwing.com)。

董事會成員之間並無財務、業務、家庭或其他重大關係。

於本年度，本公司擁有最少三名獨立非執行董事(佔董事會人數最少三分之一)以符合上市規則第3.10(1)及(2)條以及第3.10A條的規定，其中最少一名獨立非執行董事具有專業資格或會計知識或有關財務管理的專業知識。董事會相信，董事會成員的組成有足夠之獨立性以保障股東利益。

確認獨立性

根據上市規則第3.13條，經考慮有關獨立非執行董事的獨立性評估因素及各獨立非執行董事提供的年度獨立性書面確認後，董事會認為所有獨立非執行董事均符合上市規則第3.13條所載的評估獨立性的指引及具有獨立性。

獨立機制

本公司已制定機制以確保董事會獲得獨立觀點及意見。全體董事(包括獨立非執行董事)均有權向董事會發表意見，並可個別獨立接觸本集團管理層以作出知情決定。董事有權向本公司的公司秘書尋求意見或在合理要求下尋求獨立專業意見，費用由本公司承擔，以協助董事履行其對本公司的職責。所有獨立非執行董事均已出席於本年度召開的所有董事會及其相關委員會會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(Continued)*

Board Composition *(Continued)*

Independence mechanisms (Continued)

Any Director or his/her associate who has a conflict of interest in a matter to be considered by the Board will be dealt with by a physical Board meeting rather than by written resolutions. Such Director will be required to declare his/her interests before the meeting and abstain from voting and not counted towards the quorum on the relevant resolutions. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting.

The Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board during the Year.

Directors' Responsibilities

The Board has an ultimate oversight of the Group's activities. Its primary functions are to set and direct the Company's strategy and to monitor and measure the management's performance. The Board is accountable for the overall strategic development of the Group with the objective to enhance shareholder value. Material matters are reserved for the Board's considerations or decisions which include, among other things, overall strategy of the Group, business plans, annual budgets, significant capital expenditure, interim and annual results and reports, dividend policy and payments, material acquisitions, disposals or investment proposals, directors' appointments, re-appointments or removal, and other material transactions.

The Board has delegated certain of its responsibilities to the Audit and Compliance Committee, the Remuneration Committee and the Nomination Committee. It has also delegated the day-to-day operations of the Group's business to the senior management.

董事會 *(續)*

董事會的成員組合 *(續)*

獨立機制 *(續)*

任何董事或其聯繫人如在董事會將予審議的事項中存在利益衝突，將通過實體董事會會議而非書面決議案處理。有關董事須於會議前申報其利益及放棄投票，且不被計入有關決議案的法定人數。獨立非執行董事及其聯繫人如於有關事項中並無利益，應出席董事會會議。

董事會已檢討並認為有關機制可有效確保於本年度向董事會提供獨立意見及建議。

董事責任

董事會對本集團活動具有最終監督權。其主要職能為制定及指導本公司的策略，並監控及計量管理層表現。董事會負責本集團的整體策略發展，旨在提升股東價值。重大事項留待董事會考慮或決定，其中包括本集團的整體策略、業務計劃、年度預算、重大資本支出、中期及年度業績及報告、股息政策及付款、重大收購、出售或投資建議、董事委任、重新委任或罷免及其他重大交易。

董事會已將其部分責任委派予審核及合規委員會、薪酬委員會及提名委員會。其亦將本集團業務的日常營運委派予高級管理層。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(Continued)*

Delegation to Management

The senior management is responsible for the specific implementation of the resolutions of the Board and of the daily business management and operations of the Group, which includes formulating (i) the Company's operating plan and investment proposal; (ii) the plan of establishing the internal management authority; (iii) the basic management system of the Company; and (iv) the Company's specific regulations. The Executive Directors and senior executives meet regularly to review the performance of the businesses of the Group as a whole, co-ordinate overall resources and make financial and operational decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

Board Meetings

Pursuant to the Code Provision C.5.1 of the Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals. Agenda of Board meetings are presented to the Directors for comments and approval. Each Director may include any item in the agenda. The Board is provided with adequate, timely and reliable information about the Group's business and developments before each Board meeting at which the Directors actively participate and hold informed discussions. A notice of regular board meeting shall be given to all directors at least 14 days before the meeting is convened pursuant to the requirements of the Code, and such notice shall state the date, time and venue of the meeting to be convened and the format to be adopted of such meeting. Other interim Board meetings have reasonable notices be delivered to all Directors.

The quorum for a Board meeting shall be the presence of two Directors. The Directors may participate in any meeting of the Board either in person or through electronic means of communications, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person. The secretary of the Company's Board is responsible for preparing and safekeeping the minutes of the Board meetings and ensuring that the Directors can enquire about such minutes.

董事會 *(續)*

管理層的授權

高級管理層負責具體執行董事會決議案及本集團的日常業務管理及營運，包括制定(i)本公司的營運計劃及投資方案；(ii)內部管理部門成立計劃；(iii)本公司基本管理制度；及(iv)本公司的具體規例。執行董事及高級行政人員定期會面以檢討本集團整體業務表現、統籌整體資源及作出財務及營運決策。董事會亦就其管理層權力作出明確指示，包括管理層應進行匯報的情況，並將定期檢討授權安排，以確保其仍適合本集團的需要。

董事會會議

根據守則的守則條文第C.5.1條，董事會應定期舉行會議，而董事會會議應每年最少舉行四次，即約每季一次。董事會會議議程須呈交董事提供意見及批准。各董事可於議程中加入任何項目。於每次董事會會議前，須向董事會提供足夠、及時及可靠，並與本集團業務及發展有關的資料，令董事可積極參與及在知情情況下討論。根據守則的規定，董事會定期會議通告須於會議召開前最少14天向全體董事發出，該通告會載列會議召開日期、時間及地點及該會議將採用的形式。董事會其他臨時會議通告在合理情況下向所有董事發出。

出席董事會會議的法定最低人數為兩位董事。董事可親身或透過電子通訊方式參與任何董事會會議，就計算法定人數而言，有關參與人數構成出席會議，猶如親身出席會議。本公司董事會秘書負責準備及保管董事會會議紀錄以及確保董事可查詢有關會議紀錄。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board Meetings (Continued)

Attendance record of Directors

8 Board meetings, 3 Audit and Compliance Committee meetings, 2 Remuneration Committee meetings, 2 Nomination Committee meetings and one general meeting were held during the Reporting Period. Attendances of these meetings by Directors held during the Year are set out below:

董事會 (續)

董事會會議 (續)

董事的會議出席記錄

於報告期內，本公司曾舉行八次董事會會議、三次審核及合規委員會會議、兩次薪酬委員會會議、兩次提名委員會會議及一次股東大會。於本年度，董事出席該等會議的情況如下：

Number of meetings attended/Number of meetings held for
the year ended 31 March 2023
截至二零二三年三月三十一日止年度出席會議次數/舉行會議次數

Directors	董事	Audit and Compliance Remuneration Nomination Board Committee Committee Committee 董事會 審核及 薪酬委員會 提名委員會 股東大會				
		Board	Committee	Committee	Committee	General meetings
Executive Directors	執行董事					
Mr. Chui Kwong Kau	崔光球先生	7/7	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Ms. Li Kai Lai Miranda	李嘉麗女士	7/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent non-executive Directors	獨立非執行董事					
Mr. Cheung Sze Ming (appointed on 31 January 2024)	張詩敏先生 (於二零二四年 一月三十一日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wong Siu Keung Joe (appointed on 31 January 2024)	黃兆強先生 (於二零二四年 一月三十一日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yiu To Wa	姚道華先生	8/8	3/3	2/2	2/2	1/1
Ms. Lam Hoi Yu Nicki (resigned on 31 January 2024)	林凱如女士 (於二零二四年 一月三十一日辭任)	7/8	3/3	2/2	2/2	1/1
Mr. Lau Leong Yuen (resigned on 31 January 2024)	劉量源先生 (於二零二四年 一月三十一日辭任)	7/8	3/3	1/2	1/2	1/1

Appointment, Re-election and Removal of Directors

Each of the Directors has entered into a letter of appointment with the Company. Each of them is subject to his retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles. Pursuant to Article 83(3) of the Articles, the Board shall have 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 additional to the existing Board. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company respectively and shall then be eligible for re-election at the meeting in accordance with the Articles.

董事委任、重選及罷免

各董事已與本公司訂立委任函。根據細則，其各自須於本公司股東週年大會上輪值告退及重選連任。根據細則第83(3)條，董事會有權不時及隨時委任任何人士為董事，以填補董事會臨時空缺或出任現時董事會的新增董事。由董事會委任以填補臨時空缺或出任現時董事會的新增董事的任何董事，其任期僅分別至本公司下屆股東週年大會為止，且屆時根據細則符合資格重選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(Continued)*

Appointment, Re-election and Removal of Directors *(Continued)*

Pursuant to Article 84(1) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, 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 and, being eligible, offer themselves for re-election.

Pursuant to Article 83(5) of the Articles, the members of the Company may, at any general meetings convened and held in accordance with the Articles, remove a Director by ordinary resolution at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director.

Mr. Cheung Sze Ming and Mr. Wong Siu Keung Joe were appointed as the Independent Non-executive Directors on 31 January 2024 respectively. Each of them confirmed prior to their appointment, on 30 January 2024, that they have obtained the legal advice as referred to under Rule 3.09D of the Listing Rules and also understood their obligations, duties and responsibilities of a director of the Company under the Listing Rules, respectively.

Directors' Training and Professional Development

Each newly appointed Director is provided with comprehensive induction to ensure that he/she has a proper understanding of the operations and businesses of the Group as well as the director's duties, responsibilities, and obligations under the Listing Rules and relevant regulatory requirements.

During the Year, the Directors were provided with regular updates on the Group's business and operation and the information which covered topics, including but not limited to, the Code, disclosure and compliance of inside information, updates and changes in relation to legislative and regulatory requirements in which the Group conducts its business, and reading materials which are relevant to their duties and responsibilities for their study and reference. During the Year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills pursuant to the Code Provision C.1.4 of the Code.

董事會 *(續)*

董事委任、重選及罷免 *(續)*

根據細則第84(1)條，於本公司每屆股東週年大會上，當時三分之一之董事須輪席退任，惟每位董事須至少每三年於股東週年大會退任一次，且符合資格及願意重選連任。

根據細則第83(5)條，即使細則或本公司與該董事訂立的任何協議有任何相反規定，本公司股東仍可於根據細則召開及舉行的任何股東大會上，在董事任期屆滿前隨時以普通決議案罷免董事。

張詩敏先生及黃兆強先生於二零二四年一月三十一日分別獲委任為獨立非執行董事。彼等各自於其獲委任前確認，於二零二四年一月三十日，彼等已獲得上市規則第3.09D條項下所述的法律意見，且亦獲悉彼等根據上市規則分別擔任本公司董事的義務、責任及職責。

董事的培訓及專業發展

每名新委任董事均獲提供全面迎新資料，以確保其對本集團之營運及業務以及董事職務、職責和於上市規則及相關監管規定下之責任有適當理解。

於本年度，董事獲定期提供有關本集團業務及營運之最新資料，並獲提供涵蓋包括但不限於有關守則、內幕消息披露及合規、與本集團營運業務相關之立法及監管規定更新及變動等主題，以及有關其職務及職責之閱讀資料以供彼等研究及參考。於本年度，所有董事均已參與持續職業發展，以根據守則的守則條文第C.1.4條發展及更新彼等的知識及技能。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties including:

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) to review the Company's compliance with the Code.

The Board had performed the above duties during the Year.

企業管治職能

董事會負責履行的企業管治職務包括：

- (i) 制定及審閱本公司企業管治政策及常規；
- (ii) 審閱及監督董事及高級管理人員的培訓及持續專業發展；
- (iii) 審閱及監督本公司關於遵守法律及監管規定的政策及常規；
- (iv) 制定、審閱及監督適用於僱員及董事的行為準則及合規手冊（如有）；及
- (v) 檢討本公司有否遵守守則。

於本年度，董事會已履行上述職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with relevant laws, regulations, the Articles of Association and the certain rules and regulations, we have formed three board committees, namely the Audit and Compliance Committee, the Remuneration Committee and the Nomination Committee.

Audit and Compliance Committee

The Company has established the Audit and Compliance Committee with written terms of reference in accordance with Rule 3.21 of the Listing Rules and the Code. The Audit and Compliance Committee consists of three Independent Non-executive Directors, namely Mr. Wong Siu Keung Joe (being the chairman of the Audit and Compliance Committee, appointed on 31 January 2024), Mr. Cheung Sze Ming (appointed on 31 January 2024) and Mr. Yiu To Wa. Mr. Wong Siu Keung Joe and Mr. Yiu To Wa possesses the appropriate professional and accounting qualifications. Ms. Lam Hoi Yu Nicki and Mr. Lau Leong Yuen ceased to be the members of the Audit and Compliance Committee since their resignation as Independent Non-executive Directors on 31 January 2024 respectively. Mr. Yiu To Wa has been re-designated from the chairman to the member of the Audit and Compliance Committee with effect from 31 January 2024.

The principal duties of the Audit and Compliance Committee include, among other things, (i) recommending to the Board on the appointment, re-appointment and removal of the Company's external auditor and on its remuneration; (ii) reviewing the Company's interim and annual financial statements and other financial reports; and (iii) reviewing the Company's financial reporting system, internal control procedures (including monitoring the effectiveness of the internal audit function) and risk management system.

During the Year, the Audit and Compliance Committee held 3 meetings with the independent auditors and the senior management of the Company to consider the independence and audit scope of independent auditor, and to review and discuss the risk management and internal control systems of the Group, the effectiveness of the Company's internal audit and risk control function, consolidated interim and annual financial statements of the Group and the opinion and report of independent auditor before reporting and submitting to the Board for their approval.

董事會委員會

董事會各個委員會獲委派履行若干職責。根據有關法律、規例、組織章程細則及若干規則及規例，我們已成立三個董事會委員會，分別為審核及合規委員會、薪酬委員會及提名委員會。

審核及合規委員會

本公司已根據上市規則第3.21條及守則成立審核及合規委員會，並書面訂明其職權範圍。審核及合規委員會包括三名獨立非執行董事，分別為黃兆強先生（即審核及合規委員會主席，於二零二四年一月三十一日獲委任）、張詩敏先生（於二零二四年一月三十一日獲委任）及姚道華先生。黃兆強先生及姚道華先生具備適當的專業及會計資格。林凱如女士及劉量源先生自其於二零二四年一月三十一日辭任獨立非執行董事起不再為審核及合規委員會成員。姚道華先生已由審核及合規委員會主席調任為成員，自二零二四年一月三十一日起生效。

審核及合規委員會的主要職責包括（其中包括）(i) 就本公司外聘核數師的委聘、續聘及罷免以及其薪酬向董事會提出建議；(ii) 審閱本公司的中期及年度財務報表及其他財務報告；及(iii) 審閱本公司的財務報告系統、內部監控程序（包括監控內部審計職能的成效）及風險管理系統。

於本年度，審核及合規委員會與獨立核數師及本公司高級管理層共舉行三次會議，以考慮獨立核數師的獨立性及審核範圍，並審閱及討論本集團的風險管理及內部監控制度、本公司內部審計及風險控制職能的成效、本集團的綜合中期及年度財務報表以及獨立核數師的意見及報告，然後向董事會匯報及提呈審批。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (Continued)

Remuneration Committee

The Company has established the Remuneration Committee with written terms of reference in accordance with Rule 3.25 of the Listing Rules and the Code. The Remuneration Committee consists of three Independent Non-executive Directors, namely Mr. Cheung Sze Ming (being the chairman of the Remuneration Committee, appointed on 31 January 2024), Mr. Wong Siu Keung Joe (appointed on 31 January 2024) and Mr. Yiu To Wa. Ms. Lam Hoi Yu Nicki and Mr. Lau Leong Yuen ceased to be the chairman and the member of the Remuneration Committee since their resignation as Independent Non-executive Directors on 31 January 2024 respectively.

The principal responsibilities of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the Directors and senior management, to establish the performance evaluation standard, procedures and system, to annually evaluate the performance of the Directors and senior management, to make corresponding recommendations to the Board, and to perform other duties and responsibilities as assigned by the Board.

The emoluments of the Executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration the Company's performance and prevailing market conditions. The remuneration policy of the Independent Non-executive Directors is to ensure that they are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The emoluments of Independent Non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends. The remuneration of Directors and senior management is reviewed at least annually.

During the Year, the Remuneration Committee held 2 meetings to review the remuneration structure of the Directors and senior management and made recommendation to the Board for approval.

Details of the remuneration payable to members of senior management by band for the Year are set out in Note 11 to the consolidated financial statements.

董事會委員會 (續)

薪酬委員會

本公司已根據上市規則第3.25條及守則成立薪酬委員會，並書面訂明其職權範圍。薪酬委員會包括三名獨立非執行董事，分別為張詩敏先生(即薪酬委員會主席，於二零二四年一月三十一日獲委任)、黃兆強先生(於二零二四年一月三十一日獲委任)及姚道華先生。林凱如女士及劉量源先生分別自其於二零二四年一月三十一日辭任獨立非執行董事起不再為薪酬委員會主席及成員。

薪酬委員會的主要職責為訂立及檢討董事及高級管理層的薪酬政策及結構，設立表現評估標準、程序及制度，每年評估董事及高級管理層的表現，向董事會作出相應推薦建議，以及履行董事會委派的其他職務及職責。

執行董事之薪酬乃按照董事之技能、知識、個人表現及貢獻以及其於本公司之職責及問責範圍，經考慮本公司之表現及現行市場狀況後而釐定。獨立非執行董事之薪酬政策乃為確保獨立非執行董事就本公司事務(包括參與各個董事會委員會)所貢獻之努力及時間而獲得足夠報酬。獨立非執行董事之薪酬乃參照其技能、經驗、知識、職責及市場趨勢而釐定。董事及高級管理層的薪酬至少每年檢討一次。

於本年度，薪酬委員會共舉行兩次會議，以檢討董事及高級管理層的薪酬架構，並向董事提出建議以供審批。

於本年度按級別劃分應付予高級管理層成員的薪酬詳情載於綜合財務報表附註11。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (Continued)

Nomination Committee

The Company has established the Nomination Committee with written terms of reference in accordance with Rules 3.27A of the Listing Rules and the Code. The Nomination Committee consists of three Independent Non-executive Directors, namely Mr. Cheung Sze Ming (being the chairman of the Nomination Committee, appointed on 31 January 2024), Mr. Wong Siu Keung Joe (appointed on 31 January 2024) and Mr. Yiu To Wa. Mr. Lau Leong Yuen and Ms. Lam Hoi Yu Nicki ceased to be the chairman and the member of the Nomination Committee since their resignation as Independent Non-executive Directors on 31 January 2024 respectively.

The principal responsibilities of the Nomination Committee are to review the scale, structure and composition of the Board and the board diversity policy adopted by the Company on a regular basis, to consider and recommend to the Board suitable and qualified candidates of the director and senior management, to review the independence of the Independent Non-executive Directors, and to perform other duties and responsibilities as assigned by the Board.

During the Year, the Nomination Committee held 2 meetings (i) to review and consider the structure, size, diversity and composition of the Board; (ii) to assess the independence of Independent Non-executive Directors; (iii) to consider the re-election of Directors at the annual general meeting; (iv) to consider of suitable independent non-executive director candidates for joining the Company; and (v) to recommend the aforesaid matters to the Board for approval.

BOARD DIVERSIFICATION POLICY

The Company adopted a board diversity policy (the “**Board Diversity Policy**”) since the Listing Date. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, 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.

Selection of candidates will be based on a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

董事會委員會 (續)

提名委員會

本公司已根據上市規則第3.27A條及守則成立提名委員會，並書面訂明其職權範圍。提名委員會包括三名獨立非執行董事，分別為張詩敏先生(即提名委員會主席，於二零二四年一月三十一日獲委任)、黃兆強先生(於二零二四年一月三十一日獲委任)及姚道華先生。劉量源先生及林凱如女士分別自其於二零二四年一月三十一日辭任獨立非執行董事起不再為提名委員會主席及成員。

提名委員會的主要職責為定期審閱董事會的規模、結構及成員組合以及本公司採納的董事會成員多元化政策、考慮及向董事會推薦合適的合資格董事及高級管理層人選、審閱獨立非執行董事的獨立性，並履行董事會委派的其他職務及職責。

於本年度，提名委員會共舉行兩次會議以(i)審閱及考慮董事會的結構、規模、多元化及成員組合；(ii)評估獨立非執行董事的獨立性；(iii)於股東週年大會上考慮重選董事；(iv)考慮合適的獨立非執行董事候選人以加入本公司；及(v)將上述事宜提請董事會批准。

董事會成員多元化政策

自上市日期起，本公司已採納董事會成員多元化政策(「**董事會成員多元化政策**」)。為實現可持續平衡發展，本公司認為董事會更多元化是支持其達致策略目標及其可持續發展的必要元素。於設計董事會的成員組合時，董事會多元化事宜經由多方面考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務時間長短。所有董事會任命均按個人才能作出，我們亦以客觀條件考慮候選人，並充分考慮董事會多元化的裨益。

挑選候選人時將基於一系列的多元化觀點，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務時間長短。最終決定將以獲挑選候選人將為董事會帶來的優勢及貢獻為基準。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD DIVERSIFICATION POLICY (Continued)

The Nomination Committee is responsible for ensuring the diversity of the Board members and compliance with relevant codes governing board diversity under the Listing Rules. The Nomination Committee and the Board will monitor the implementation of the Board Diversity Policy and review the Board Diversity Policy and the Board composition under diversified perspectives annually to ensure its continued effectiveness. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

During the Year, the Board, through the Nomination Committee, has reviewed the implementation and effectiveness of the Board Diversity Policy and the composition of the Board, and concluded that the Company had met the diversification requirements with regard to gender, age, cultural and educational background, professional experience, skills and knowledge. When making the appointment and re-appointment of Directors in the future, the Nomination Committee will nominate new Directors pursuant to the requirements of the Board Diversity Policy to achieve the objective of diversity in Board members.

Gender diversity

The Company has also taken steps to promote gender diversity at all levels of the Company, including but not limited to the Board and the management levels. During the Year and as at the date of this report, at least 1 out of the 5 Directors is female. The Board will use its best endeavour to maintain the gender diversity at the Board and at mid to senior level of the Group.

Gender ratio in the workforce is set out in the Environmental, Social and Governance (“ESG”) Report of the Company to be published at the same time as this annual report is published on the websites of the Stock Exchange and the Company respectively. The Group make its best endeavour to encourage gender diversity since recruitment and selection process and across its workplace.

董事會成員多元化政策 (續)

提名委員會負責確保董事會成員多元化，並遵守上市規則項下規管董事會成員多元化的相關守則。提名委員會及董事會將監控董事會成員多元化政策的執行情況，並每年從多元化角度檢討董事會成員多元化政策及董事會成員組合，以確保其持續有效。提名委員會將討論任何可能需要的修改，並向董事會建議任何有關修改以供考慮及批准。

於本年度，董事會已通過提名委員會審閱董事會成員多元化政策的執行情況及成效以及董事會成員組合，結論為本公司符合有關性別、年齡、文化及教育背景、專業經驗、技能及知識的多元化要求。未來委任及重新委任董事時，提名委員會將根據董事會成員多元化政策規定提名新董事，以達致董事會成員多元化的目的。

性別多元化

本公司亦已採取措施以促進本公司各級別的性別多元化，包括但不限於董事會及管理層級別。於本年度及於本報告日期，五名董事中有至少一名為女性。董事會將盡最大努力維持董事會及本集團中高層的性別多元化。

員工性別比例載於本公司刊發的環境、社會及管治（「環境、社會及管治」）報告，同時本年報分別於聯交所及本公司網站上刊載。自招聘及甄選過程以來，本集團於工作場所均盡最大努力鼓勵性別多元化。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION POLICY

The Board has also adopted the nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and nomination procedures to identify, select and recommend candidates for directorships.

Selection Criteria

When assessing the suitability of the proposed candidate to the Board regarding the appointment or re-appointment of any existing director(s) of the Board, the Nomination Committee should consider the following factors:

- The candidate should be of good character, integrity and competent to act as director of the Company;
- The candidate should possess qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Group’s business and corporate strategy;
- The candidate should be able to devote sufficient time to discharge duties as a Board member and other directorships and significant commitments;
- The candidates should be considered on merit, against objective criteria and with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company; and
- The candidates for independent non-executive directorship should meet the “independence” criteria as required under the Listing Rules and the composition of the Board is in conformity with the provisions of the Listing Rules.

The Nomination Committee may also consider such other factors as it may deem are in the best interests of the Company and the Shareholders as a whole.

提名政策

董事會亦已採納提名政策（「**提名政策**」），其中載列物色、甄選及推薦董事候選人的甄選標準及提名程序。

甄選標準

就委任或重新委任任何董事會現有董事而評估董事會候選董事的合適性時，提名委員會應考慮以下因素：

- 候選人須品格優良、誠信及有能力擔任本公司董事；
- 候選人應具備與本集團主要業務及公司策略相關的資格（包括專業資格）、技能、知識及經驗；
- 候選人應能夠投入充足時間以履行作為董事會成員及其他董事職務的職責及重大承擔；
- 應根據客觀標準並充分考慮公司董事會成員多元化政策中規定的多元化觀點來考慮候選人；及
- 獨立非執行董事的候選人應符合上市規則所規定的「獨立性」標準且董事會成員組合應符合上市規則的規定。

提名委員會亦可考慮其認為符合本公司及股東的整體最佳利益的有關其他因素。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION POLICY *(Continued)*

Nomination Procedures

1. The Nomination Committee shall utilise various methods for identifying candidates for directorship, including recommendations from Board members, management, and professional search firms;
2. The Nomination Committee shall consider candidates for directorship properly submitted by the Shareholders;
3. The Nomination Committee shall undertake adequate due diligence in respect of appointment of any proposed candidate to the Board, prior to making recommendations for the Board's consideration and approval;
4. The Nomination Committee shall consider and recommend to the Board the re-election of any existing Director(s) for the proposed candidates at the general meeting; and
5. The Board shall make recommendation to the Shareholders in respect of the proposed re-election of director at the general meeting.

提名政策 *(續)*

提名程序

1. 提名委員會應採用各種方法以物色董事候選人，包括董事會成員、管理層及專業獵頭公司的推薦；
2. 提名委員會應考慮股東正式提交的董事候選人；
3. 於提出建議供董事會考慮及批准前，提名委員會應就任何董事會候選人的委任進行充分的盡職調查；
4. 提名委員會應於股東大會上考慮並建議董事會重選任何現任董事作為候選人；及
5. 董事會應就於股東大會上建議重選董事向股東提出建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board and the senior management are accountable for the overall responsibility in respect of monitoring the implementation of internal control and risk management procedures and other measures in the Group. The Company's risk management and internal control system aims at managing but not eliminating the risk of not being able to achieve the business objectives. Moreover, only reasonable but not absolute warranties can be given for statements which are not materially untrue or will not result in material losses.

The Board has conducted an annual review of the effectiveness of the Company's risk management and internal control systems through discussion with the Audit and Compliance Committee. The Board believed that the Company's risk management and internal control systems are effective and sufficient, and is satisfied that the Group has fully complied with the Code in respect of internal controls during the Year.

We have appointed external professional advisors (including the auditor or other advisors) for provision of professional advice in respect of how we observe applicable laws and regulations.

The Board has reviewed the need for an internal audit function and is of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs.

風險管理及內部監控

董事會與高級管理層就監督落實本集團的內部監控與風險管理程序以及其他措施承擔整體責任。本公司的風險管理及內部監控制度旨在管理而非消除未能達成業務目標的風險。此外，只能就不會有重大的失實陳述或將不會導致重大損失的陳述作出合理而非絕對的保證。

董事會已通過與審核及合規委員會進行討論，就本公司的風險管理及內部監控制度的成效進行年度審閱。董事會認為本公司的風險管理及內部監控制度有效且足夠，並信納本集團已於本年度全面遵守有關內部監控之守則。

我們已委任外部專業顧問（包括核數師或其他顧問），就我們如何遵守適用法律及法規提供專業意見。

董事會已檢討內部審計職能之需要，且認為基於本集團業務之規模、性質及複雜程度，為符合其需要，委任外部獨立專業人士為本集團執行內部審計職能更具成本效益。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

During the Year, the Group appointed BT Corporate Governance Limited (“BTCGL”) to:

- assist in identifying and assessing the risks of the Group, including ESG-related risks, through a series of discussions and interviews; and
- independently perform internal control review and assess the effectiveness of the Group’s risk management and internal control systems.

The results of the independent review and assessment were reported to the Audit and Compliance Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by BTCGL to enhance the risk management and internal control systems, and risk mitigating measures of the Group were adopted by the Board. Based on the findings and recommendations of BTCGL, as well as the comments from the Audit and Compliance Committee, the Board considered the internal control and risk management systems are effective and adequate.

Enterprise Risk Management Framework

The Group has established its enterprise risk management framework. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing internal control systems to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritised and treated. The Group’s risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit and Compliance Committee that oversees risk management and internal audit functions.

風險管理及內部監控 (續)

於本年度，本集團委任哲慧企管專才有限公司(「企管專才」)，以：

- 透過一系列討論及面談，協助識別及評估本集團之風險，包括與環境、社會及管治相關的風險；及
- 獨立進行內部監控之審閱及評估本集團之風險管理及內部監控制度的成效。

獨立審閱及評估之結果已報告予審核及合規委員會及董事會。此外，董事會已採納企管專才對內部監控及風險管理措施之改善建議，以加強風險管理及內部監控制度，並已採納減輕本集團風險之措施。基於企管專才之發現及建議和審核及合規委員會之意見，董事會認為內部監控及風險管理制度有效且足夠。

企業風險管理框架

本集團已建立其企業風險管理框架。董事會就確保維持良好及有效的內部監控承擔整體責任，而管理層則負責設計及實行內部監控制度，以管理本集團面對之各種風險。

透過風險識別及評估程序，風險獲識別、評估、確定優先次序及處理。本集團之風險管理框架遵循COSO企業風險管理 – 綜合框架，讓董事會及管理層有效管理本集團之風險。董事會定期透過審核及合規委員會接獲報告，而審核及合規委員會負責監督風險管理及內部審計職能。

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

Risk Control Mechanism

The Group adopts a “three lines of defence model” corporate governance structure with operational management and controls performed by operations management, coupled with risk management monitoring carried out by the finance team and independent internal audit function outsourced to and conducted by BTCGL. The Group has adopted risk management policy and procedures (the “**Risk Management Policy**”) and maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit and Compliance Committee, and management with a profile of its major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient and timely manner.

The Group’s risk management activities are performed by management on an ongoing basis. The effectiveness of the Group’s risk management framework is evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

The Company will continue to engage external independent professionals to review the Group’s system of internal controls and risk management annually to further enhance the Group’s internal control and risk management systems as appropriate.

風險管理及內部監控 (續)

風險監控機制

本集團採納「三道防線模式」企業管治架構，由營運管理層進行營運管理及監控，並由財務團隊進行風險管理監控，而獨立內部審計職能則外判予企管專才並由其負責進行。本集團已採納風險管理政策及程序（「**風險管理政策**」），並存置風險登記冊以記錄本集團所有已識別主要風險。風險登記冊為董事會、審核及合規委員會及管理層提供其主要風險情況，並記錄管理層為降低相關風險所採取的行動。每種風險乃根據其發生的可能性及對本集團的潛在影響至少每年進行評估。風險登記冊由管理層作為風險擁有人於進行年度風險評估後通過加入新風險及／或移除現有風險（如適用）至少每年更新一次。此檢討程序可確保本集團積極管理其所面臨的風險，就此而言，即所有風險擁有人可查閱風險登記冊並知悉及察覺於彼等負責的範圍內的該等風險，以使彼等可有效及適時採取跟進行動。

本集團之風險管理活動由管理層按持續基準進行。本集團風險管理框架的成效會至少每年予以評估，且我們會定期舉行管理層會議以更新風險監控工作進度。管理層致力確保風險管理構成日常業務營運程序的一部分，以有效地使風險管理符合企業目標。

本公司會繼續每年委聘外部獨立專業人士對本集團內部監控及風險管理制度進行審閱，並於適當時進一步加強本集團的內部監控及風險管理制度。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS *(Continued)*

Handling and Dissemination of Inside Information

The Company places a great emphasis on inside information management. For purposes of strengthening the confidentiality of inside information, maintaining the fairness of information disclosure and protecting the legal interests and rights of the vast number of investors, the Company's information disclosure system and mechanism is established in accordance with the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and domestic or foreign laws, regulations and other regulatory requirements. Since the Listing Date, the Company has strictly developed information disclosure pursuant to the regulatory requirements and expressly stipulated that the Board shall manage in uniform manner and be responsible for the Company's information disclosure. Moreover, detailed provisions in respect of the managerial responsibility of the Directors, senior management and officers in charge of branches or subsidiaries shall be made.

DIRECTORS' LIABILITY TO THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the Group's consolidated financial statements in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the Group's consolidated financial statements are published in a timely manner.

REMUNERATION OF AUDITOR

For the Year, the Company has appointed Baker Tilly Hong Kong Limited, Registered Public Interest Entity Auditors, to provide the Company with auditing service and the remuneration amounted to approximately HK\$0.6 million. The responsibilities of Baker Tilly Hong Kong Limited as to the consolidated financial statements are set out on pages 53 to 55 of this annual report.

Non-audit services provided to the Group during the Year of approximately HK\$0.2 million for review of interim results and approximately HK\$0.1 million for other non-audit services.

COMPANY SECRETARY

During the Year, Ms. Choi Yee Man has undertaken not less than 15 hours relevant professional training in compliance with Rule 3.29 of the Listing Rules. The biography of Ms. Choi Yee Man is set out in the "Biographies of Directors and Senior Management" section of this annual report.

風險管理及內部監控 *(續)*

處理及發佈內幕消息

本公司高度重視內幕消息管理工作。為加強內幕消息保密工作，維持資料公平披露，保護廣大投資者的合法利益及權利，本公司根據上市規則、證券及期貨條例（香港法例第571章）（「證券及期貨條例」）以及境內外法律、法規及其他監管規定建立資料披露制度及機制。自上市日期起，本公司已根據監管規定嚴格展開資料披露工作，且明確規定本公司的資料披露工作須由董事會統一管理並負責。此外，我們會詳細規定對董事、高級管理層及分支機構或附屬公司負責人的管理責任。

董事對財務報表承擔的責任

董事確認其有責任根據法定要求及適用會計準則以編製本集團的綜合財務報表。董事亦確認其有責任確保及時公佈本集團的綜合財務報表。

核數師酬金

於本年度，本公司委任天職香港會計師事務所有限公司（註冊公眾利益實體核數師）為本公司提供審計服務，酬金約為0.6百萬港元。天職香港會計師事務所有限公司就綜合財務報表的職責載於本年報第53至55頁。

於本年度，為本集團提供的非審計服務當中約0.2百萬港元與審閱中期業績有關，而約0.1百萬港元與其他非審計服務有關。

公司秘書

於本年度，蔡綺雯女士已遵照上市規則第3.29條接受不少於15小時的相關專業培訓。蔡綺雯女士的履歷載於本年報「董事及高級管理層履歷」。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

In accordance with the provisions of the Articles of Association of the Company, the Shareholders shall be entitled to the following right: Any one or more Shareholder(s) 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. Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) 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.

As regards proposing a person for election as a Director by the Shareholders, please refer to the procedures available on the website of the Company.

Putting forward proposals at general meetings

There is no provision in the Articles of Association setting out procedures for the Shareholders to put forward new resolutions at general meetings. Shareholders who wish to put forward a new resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph heading "Convening an extraordinary general meeting".

Shareholders are entitled to the inquiry right

Shareholders are entitled to make enquiries of which the Board should pay attention, directly to the Company at its principal place of business in Hong Kong at Unit B, 13/F., Eton Building, 288 Des Voeux Road Central, Hong Kong. The Company will deal with all enquiries in a timely and appropriate manner.

股東權利

召開股東特別大會

根據本公司組織章程細則的條文，股東應享有以下權利：任何一名或多名股東於提交要求當日持有本公司繳足股本（附有於本公司股東大會上表決的權利）不少於十分之一，於任何時間均有權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，處理有關要求中指明的任何事項。該大會須於有關要求提交後兩(2)個月內舉行。倘董事會未能於提交要求後二十一(21)日內召開有關大會，提出要求的人士可按相同方式自行召開大會，而提出要求的人士因董事會未能召開大會而產生的一切合理開支將由本公司向彼(等)償付。

關於股東提名人選參選董事事宜，請參閱本公司網頁登載的程序。

於股東大會提呈建議

組織章程細則並無載列股東於股東大會上提呈新決議案程序的條文。有意提呈新決議案的股東可根據「召開股東特別大會」上一段所載程序要求本公司召開股東大會。

股東享有查詢權利

股東可將董事會須關注的查詢直接致函至本公司香港主要營業地點，地址為香港德輔道中288號易通商業大廈13樓B室。本公司將會及時以適當方式處理所有查詢。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS *(Continued)*

Shareholders Communication Policy

The Company believes that balanced, clear, transparent and effective communications with the Shareholders is essential to enhancement of the relationship with investors and enhancement of investors' understanding of the Company's business and strategies. The Company highly values Shareholders' opinions and suggestions, and actively organises and conducts various activities related to the relationship with investors in order to keep the communications with Shareholders, and to timely satisfy the reasonable demands of all Shareholders.

To enhance effective communication, the Company maintains its website at www.yukwing.com where latest information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

The Company's general meeting provides a useful platform for direct communication between the Board and the Shareholders. The Shareholders are encouraged to participate in general meetings of the Company. Sufficient notice of general meetings will be given to the Shareholders in accordance with the Articles and applicable rules and regulations. The Directors, chairman of each Board committee, management of the Company and, if appropriate, the external auditors, will attend the general meetings and answer questions raised by the Shareholders.

During the year ended 31 March 2024, an annual general meeting of the Company was held on 16 August 2023 at which all the Directors attended either by person or by means of electronic facilities to communicate with the Shareholders. All corporate communications and regulatory announcements were published on the websites of the Company the Stock Exchange in a timely manner. The Board has reviewed the implementation and effectiveness of the shareholders communication policy, and considered that the shareholders communication policy has been properly implemented and effective during the Year.

股東權利 *(續)*

股東溝通政策

本公司認為，與股東的平衡、清晰、透明及有效溝通對提升投資者關係及投資者瞭解本公司的業務及策略非常重要。本公司重視股東的意見及建議，積極組織及舉辦各類投資者關係活動，以與股東保持溝通，及時滿足各股東的合理需求。

為提升有效溝通，本公司設有網站 www.yukwing.com，當中載列有關本公司的業務營運及發展、財務資料、企業管治常規及其他資料的最新資料，可供公眾人士閱覽。

本公司之股東大會為董事會與股東之間的直接溝通提供了有用的平台。本公司鼓勵股東參與本公司的股東大會。根據細則及適用規則及規例，本公司將向股東發出足夠的股東大會通知。董事、各董事委員會主席、本公司管理層及(如適用)外聘核數師將出席股東大會並回答股東提出的問題。

截至二零二四年三月三十一日止年度，本公司於二零二三年八月十六日舉行股東週年大會，全體董事均親身或透過電子設施方式出席該大會以與股東溝通。所有公司通訊及監管公告均及時刊載於本公司及聯交所網站。董事會已審閱股東通訊政策的實施情況及成效，並認為本年度內已妥善實施及落實股東通訊政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

RELATIONSHIP WITH INVESTORS

The Company believes that good relationship with investors may help build more stable and consolidated shareholder base. As a result, since the Listing Date, the Company has been and will be dedicated to maintaining a higher degree of transparency, observing the Listing Rules and timely providing investors with comprehensive and accurate information, and sustainably performing the obligation of disclosing the information of a listed company. The Company will strengthen its communications with investors and let investors understand corporate strategies and business operation by organising road shows, participating in investors summit, voluntary information disclosure and others.

The Company will continue to maintain open-up and effective investors communication policies for purposes of timely providing investors with the latest information on the Company's business when the Company is in compliance with the relevant regulatory provisions.

CONSTITUTIONAL DOCUMENTS

At the annual general meeting of the Company held on 16 August 2023, a special resolution was passed by the Shareholders to adopt the amended and restated memorandum and articles of association of the Company (the **"Memorandum and Articles of Association"**). The Memorandum and Articles of Association is available on the Company's website and the Stock Exchange's website.

與投資者的關係

本公司認為，良好投資者關係有助於建立更穩固的股東基礎，因此，自上市日期起，本公司一直並將致力維持較高透明度，遵守上市規則並及時向投資者提供全面、準確的資料，持續履行上市公司資料披露的責任。本公司將透過舉辦路演、參加投資者峰會、自願披露資料及其他方式加強與投資者之間的溝通，讓投資者瞭解企業策略及業務營運狀況。

本公司將繼續維持開放、有效的投資者溝通政策，在本公司符合相關監管規定的情況下，及時向投資者提供有關本公司業務的最新資料。

組織章程文件

在本公司於二零二三年八月十六日舉行的股東週年大會上，股東通過一項特別決議案，採納本公司的經修訂及重列的組織章程大綱及細則（「**組織章程大綱及細則**」）。本公司的組織章程大綱及細則可於本公司網站及聯交所網站上查閱。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Chui Kwong Kau (“Mr. Chui”), aged 57, has been the Executive Director since 4 June 2021. He has over 23 years of experiences in financial management, accounting, and auditing fields. Mr. Chui is currently a non-executive director of Boill Healthcare Holdings Limited (stock code: 1246) and a non-executive director of Wan Kei Group Holdings Limited (stock code: 1718), all of which are listed on the Main Board of the Stock Exchange, and an executive director of Hong Kong Life Sciences and Technologies Group Limited (previous stock code: 8085, the securities of which had been listed on the GEM of the Stock Exchange until 14 September 2020).

He was an independent non-executive director of Aurum Pacific (China) Group Limited which is listed on the GEM of the Stock Exchange (stock code: 8148) from March 2010 to March 2016, and an executive director of China Energy Development Holdings Limited (stock code: 228) from October 2005 to June 2016 and a non-executive director of DeTai New Energy Group Limited (stock code: 559) from December 2015 to March 2020, all of which are listed on the Main Board of the Stock Exchange.

Mr. Chui was an executive director of Ming Lam Holdings Limited (previous stock code: 1106) from July 2019 to August 2020, the securities of which had been listed on the Main Board of the Stock Exchange until 2 November 2021. Mr. Chui was informed that Ming Lam Holdings Limited was ordered to be wound up and an official receiver was appointed as the provisional liquidator by the High Court of Hong Kong on 31 August 2020. Mr. Chui confirmed that he was not a party of such winding up proceedings and is not aware of any actual or potential claim that has been or will be made against him as a result of the above.

Mr. Chui was a non-executive director of Hsin Chong Group Holdings Limited (“HCGH”, previous stock code: 404) from May 2015 to March 2019 whose securities had been listed on the main board of the Stock Exchange until 31 December 2019. HCGH was wound up by an order of the Supreme Court of Bermuda dated 20 January 2020. On 11 April 2022, the Listing Committee of the Stock Exchange issued a statement in which, among others, certain former members of the board of HCGH have been criticized. Details of which in respect of Mr. Chui (as a former non-executive director of HCGH) are set out in the Company’s announcement dated 13 April 2022.

執行董事

崔光球先生(「崔先生」)，57歲，自二零二一年六月四日起擔任執行董事。彼於財務管理、會計及核數工作方面擁有超過23年經驗。崔先生目前為保集健康控股有限公司(股份代號：1246)之非執行董事及宏基集團控股有限公司(股份代號：1718)之非執行董事(全部均於聯交所主板上市)，以及香港生命科學技術集團有限公司(前股份代號：8085，其證券曾於聯交所GEM上市至二零二零年九月十四日)之執行董事。

彼於二零一零年三月至二零一六年三月擔任於聯交所GEM上市的奧栢中國集團有限公司(股份代號：8148)之獨立非執行董事，以及於二零零五年十月至二零一六年六月為中國能源開發控股有限公司(股份代號：228)之執行董事和於二零一五年十二月至二零二零年三月為德泰新能源集團有限公司(股份代號：559)之非執行董事(全部均於聯交所主板上市)。

崔先生於二零一九年七月至二零二零年八月為銘霖控股有限公司(先前股份代號：1106)之執行董事，其證券曾於聯交所主板上市至二零二一年十一月二日。崔先生獲悉，銘霖控股有限公司於二零二零年八月三十一日被香港高等法院頒令清盤，而破產管理署署長獲委任為臨時清盤人。崔先生確認其並非該清盤程序的其中一方，且並不知悉因上述事宜對彼提出或將對彼提出任何實際或潛在索償。

崔先生於二零一五年五月至二零一九年三月擔任新昌集團控股有限公司(「**新昌集團控股**」)前股份代號：404)之非執行董事，其證券曾於聯交所主板上市至二零一九年十二月三十一日。新昌集團控股根據百慕達最高法院日期為二零二零年一月二十日之命令清盤。於二零二二年四月十一日，聯交所上市委員會發佈聲明，於其中(當中包括)，新昌集團控股董事會之若干前任成員獲批評。有關崔先生之詳情(擔任新昌集團控股之前任非執行董事)載於本公司日期為二零二二年四月十三日之公告。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

EXECUTIVE DIRECTORS (Continued)

Ms. Li Kai Lai Miranda (“Ms. Li”), aged 50, has been the Executive Director since 15 January 2021. She also holds directorship in a subsidiary of the Company. Ms. Li obtained a Diploma in Computer Programming and Analysis from Seneca College of Applied Arts and Technology in Canada in June 2004. She has over 10 years of experience in corporate management. From 2009 to 2014, she was a director of Soho Workstation Limited, a private company which was dissolved by deregistration in January 2018, and was mainly responsible for formulating marketing strategies and working on ad-hoc projects related to business centre field. From 2009 to 2022, she was a director of Trusty Surveyors Limited, mainly responsible for rental related service to tenants and assisting with lease renewal. Since November 2010, she has also been a director of Soho Funds Investment Limited, mainly responsible for providing a spectrum of yachting solutions, including insurance, berthing, captains and crew, management and emergency support services for luxury yacht charter. Ms. Li was an independent non-executive director of Hing Ming Holdings Limited (stock code: 8425) which is listed on GEM of the Stock Exchange, from 9 May 2018 to 16 February 2022.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Sze Ming (“Mr. Cheung”), aged 55, has been the Independent Non-executive Director since 31 January 2024. He is the chairman of the Nomination Committee and the Remuneration Committee and a member of the Audit and Compliance Committee. He has over 30 years of working experience in an international audit firm and public listed companies. Mr. Cheung holds a Bachelor’s Degree in Accountancy from the Hong Kong Polytechnic University. He is also a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung is currently an executive director, the chief financial officer and the company secretary of Far East Holdings International Limited (stock code: 36) and Affluent Partners Holdings Limited (stock code: 1466), and an independent non-executive director of Great Wall Terroir Holdings Limited (stock code: 524), both companies whose shares are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Ocean Line Port Development Limited (stock code: 8502), a company listed on the GEM of the Stock Exchange.

執行董事(續)

李嘉麗女士(「李女士」)，50歲，自二零二一年一月十五日起擔任本公司執行董事。彼亦擔任本公司一間附屬公司之董事職位。李女士於二零零四年六月取得加拿大聖力嘉應用文理學院的電腦程式設計及分析文憑學位。李女士擁有逾10年的企業管理經驗。彼由二零零九年至二零一四年擔任智財匯館商務中心有限公司(一間於二零一八年一月通過撤銷註冊解散的私人公司)董事及主要負責制訂營銷策略及處理有關商務中心領域的特別項目。彼自二零零九年至二零二二年擔任中信測計師有限公司董事，主要負責向租戶提供租賃相關服務及協助續租。彼自二零一零年十一月起亦擔任智財基金投資有限公司董事，主要就豪華遊艇租賃負責提供一系列遊艇方案(包括保險、停泊、船長及船員、管理及緊急援助服務)。李女士自二零一八年五月九日至二零二二年二月十六日擔任興銘控股有限公司(股份代號：8425，於聯交所GEM上市)的獨立非執行董事。

獨立非執行董事

張詩敏先生(「張先生」)，55歲，自二零二四年一月三十一日起獲委任為獨立非執行董事。彼擔任提名委員會及薪酬委員會主席以及審核及合規委員會成員。彼於一間國際核數師行及多間公眾上市公司積逾30年工作經驗。張先生持有香港理工大學會計學學士學位。彼亦為英國特許公認會計師公會資深會員及香港會計師公會會員。張先生現時為遠東控股國際有限公司(股份代號：36)及錢唐控股有限公司(股份代號：1466)的執行董事、財務總監及公司秘書，並為長城天下控股有限公司(股份代號：524)的獨立非執行董事，該等公司的股份均於聯交所主板上市。彼亦為遠航港口發展有限公司(股份代號：8502)的獨立非執行董事，該公司於聯交所GEM上市。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Wong Siu Keung Joe (“Mr. Wong”), aged 59, has been the Independent Non-executive Director since 31 January 2024. He is the chairman of the Audit and Compliance Committee and a member of the Nomination Committee and the Remuneration Committee. He holds a Degree of Master of Arts in International Accounting from City University of Hong Kong and a Master’s Degree of Corporate Governance from Hong Kong Polytechnic University. He is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Wong has extensive experience in taxation, accounting, financing, audit field and public listed companies for many years. Mr. Wong is currently an executive director, chief financial officer and company secretary of DeTai New Energy Group Limited (stock code: 559), and an independent non-executive director of China Water Industry Group Limited (stock code: 1129) and Affluent Partners Holdings Limited (stock code: 1466), both companies whose shares are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Hang Tai Yue Group Holdings Limited (stock code: 8081), a company listed on the GEM of the Stock Exchange. Mr. Wong was an independent non-executive director of Worldgate Global Logistics Ltd (stock code: 8292) from June 2016 to June 2023, a company listed on the GEM of the Stock Exchange.

Mr. Yiu To Wa (“Mr. Yiu”), aged 41, has been the Independent Non-executive Director since 27 May 2020. He is a member of the Audit and Compliance Committee, the Remuneration Committee and the Nomination Committee. Mr. Yiu obtained his bachelor’s degree of business administration in professional accountancy program from The Chinese University of Hong Kong in 2005 and has been a certified public accountant of Hong Kong Institute of Certified Public Accountants since 2008. He has over 15 years of experience in financial accounting and auditing of listed companies in Hong Kong. Mr. Yiu is currently an independent non-executive director of China Environmental Energy Investment Limited (stock code: 986) and Rongzun International Holdings Group Limited (formerly known as B & D Strategic Holdings Limited, stock code: 1780), all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He was an executive director of DeTai New Energy Group Limited (stock code: 559), a company listed on the Main Board of the Stock Exchange, from May 2021 to July 2021.

COMPANY SECRETARY

Ms. Choi Yee Man has been the company secretary of the Company since 20 April 2018. Ms. Choi holds a bachelor’s degree in Business Administration from The City University of Hong Kong. Ms. Choi started her career in an international accounting firm and is a fellow member of the HKICPA and the Institute of Chartered Accountants in England and Wales. Ms. Choi possesses extensive experience in the area of accounting, finance, auditing and corporate secretarial matters.

獨立非執行董事 (續)

黃兆強先生 (「黃先生」)，59歲，自二零二四年一月三十一日起獲委任為獨立非執行董事。彼擔任審核及合規委員會主席以及提名委員會及薪酬委員會成員。彼持有香港城市大學頒發之國際會計文學碩士學位及香港理工大學企業管治碩士學位。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。黃先生於稅務、會計、財務及審計方面以及於公眾上市公司擁有多年資深經驗。黃先生現時為德泰新能源集團有限公司(股份代號：559)的執行董事、財務總監及公司秘書，並為中國水業集團有限公司(股份代號：1129)及錢唐控股有限公司(股份代號：1466)的獨立非執行董事，該等公司的股份均於聯交所主板上市。彼亦為恆泰裕集團控股有限公司(股份代號：8081)的獨立非執行董事，該公司於聯交所GEM上市。自二零一六年六月至二零二三年六月，黃先生曾為盛良物流有限公司(股份代號：8292)的獨立非執行董事，該公司於聯交所GEM上市。

姚道華先生 (「姚先生」)，41歲，自二零二零年五月二十七日起擔任獨立非執行董事。彼為審核及合規委員會、薪酬委員會及提名委員會成員。姚先生於二零零五年獲得香港中文大學之專業會計課程工商管理學學士學位及自二零零八年起為香港會計師公會之執業會計師。彼於香港上市公司之財務會計及審計方面擁有逾十五年經驗。姚先生目前為中國環保能源投資有限公司(股份代號：986)的獨立非執行董事及榮尊國際控股集團有限公司(前稱B & D Strategic Holdings Limited，股份代號：1780)之獨立非執行董事，該等公司均於香港聯合交易所有限公司主板上市。彼自二零二一年五月至二零二一年七月為一間聯交所主板上市公司德泰新能源集團有限公司(股份代號：559)的執行董事。

公司秘書

蔡綺雯女士自二零一八年四月二十日起一直擔任本公司的公司秘書。蔡女士持有香港城市大學頒授之工商管理學士學位。蔡女士的職業生涯始於一間國際會計師事務所，彼為香港會計師公會以及英格蘭及威爾斯特許會計師公會資深會員。蔡女士於會計、財務、審計及企業秘書事項領域擁有豐富經驗。

DIRECTORS' REPORT

董事報告

The Directors hereby presents the annual report and the audited consolidated financial statements for the year ended 31 March 2024.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and details of the principal activities of its subsidiaries are set out in Note 33 to the consolidated financial statements. There was no significant change in the Group's principal activities during the Year.

BUSINESS REVIEW

Details of business review and future development of the Group's business are set out respectively in the sections headed "Business Review" and "Strategy and Prospects" under "Management Discussion and Analysis" of this annual report.

SEGMENT INFORMATION

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

RESULTS AND APPROPRIATIONS

The results of the Company and its subsidiaries for the year ended 31 March 2024 are set out in the consolidated statement of profit or loss and other comprehensive income on page 56 of this annual report.

The Board does not recommend the distribution of a final dividend for the year ended 31 March 2024.

RISKS AND UNCERTAINTIES

Principal risks and uncertainties the Group faces include (i) risk of over-concentration of customers and suppliers; (ii) risks related to the increasing raw materials price and labor costs with labour shortage; (iii) risk of reduction in market demand; and (iv) risks related to failure of appointment of chairman and chief executive.

The Group's financial risk management objectives and policies of the Group are set out in Note 29 to the consolidated financial statements.

董事謹此提呈截至二零二四年三月三十一日止年度的年報及經審核綜合財務報表。

主要業務

本公司為投資控股公司，其附屬公司之主要業務詳情載於綜合財務報表附註33。本集團之主要業務於本年度概無重大變動。

業務回顧

本集團業務的業務回顧及未來發展的詳情分別載於本年報「管理層討論及分析」的「業務回顧」及「策略及前景」兩節，而主要風險及不明朗因素的詳情則載於「企業管治報告」的「風險管理及內部監控」一節。

分部資料

本集團於本年度按經營分部劃分之表現分析載於綜合財務報表附註5。

業績及分配

本公司及其附屬公司截至二零二四年三月三十一日止年度的業績載於本年報第56頁綜合損益及其他全面收益表。

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末期股息。

風險及不確定因素

本集團面臨的主要風險及不確定因素包括(i)客戶及供應商過度集中的風險；(ii)與勞動力短缺導致原材料價格及勞動力成本不斷上漲相關的風險；(iii)市場需求減少的風險；及(iv)與未能委任主席及行政總裁有關的風險。

本集團的財務風險管理目標及本集團的政策載於綜合財務報表附註29。

DIRECTORS' REPORT

董事報告

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. During the Year, there were no material and significant dispute between the Group and its key stakeholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders. For details, please refer to the Company's standalone "Environmental, Social and Governance Report 2023/24".

SHARE CAPITAL

Movements of the share capital of the Company during the Year are set out in Note 25 to the consolidated financial statements.

DIVIDEND POLICY

According to the dividend policy adopted by the Company, the Board shall consider, among others, (i) the interest of the shareholders; (ii) statutory and regulatory restrictions; (iii) the actual and expected financial results of the Group; (iv) factors having impacts on the business or financial performance and position of the Group; (v) the Company's business strategy; (vi) the current and expected operations, liquidity position and capital requirements of the Group; and (vii) the possible effects on the Group's credit-worthiness, the financial covenants to which the Group is subject and any restrictions on the payment of dividends that may be imposed by the Group's lenders. Further, the Company's declaration of dividends is also subject to the compliance with the Company's Memorandum and Articles of Association, the Listing Rules, and applicable laws and regulations.

The Company will review the dividend policy from time to time and reserves the right in its sole and absolute discretion to update, amend and/or modify the dividend policy. The dividend policy shall not constitute a legally binding commitment by the Company and there is no assurance that dividends will be paid in any particular amount in any given period.

與僱員、客戶及供應商之關係

本集團深明，本集團業務的成功取決於其主要持份者的支持（包括僱員、客戶、供應商、銀行、監管機構及股東）的支持。於本年度，本集團與其主要持份者之間並無主要及重大爭議。本集團將繼續確保與其主要持份者進行有效溝通及保持良好關係。有關詳情，請參閱本公司之獨立刊發的「環境、社會及管治報告 2023/24」。

股本

本公司股本於本年度之變動載於綜合財務報表附註 25。

股息政策

根據本公司採納之股息政策，董事會須考慮（其中包括）(i) 股東的利益；(ii) 法定及監管限制；(iii) 本集團之實際及預期財務業績；(iv) 影響本集團業務或財務表現及狀況之因素；(v) 本公司之業務策略；(vi) 本集團現時及預期營運、流動資金狀況及資本需求；及 (vii) 對本集團信譽的可能影響、本集團受規限的財務契諾以及本集團貸款人可能就派付股息施加的任何限制。此外，本公司宣派股息亦須遵守本公司之組織章程大綱及細則、上市規則及適用法律及法規。

本公司將不時審閱股息政策，並保留按其全權及絕對酌情權更新、修訂及／或修改股息政策的權利。股息政策並不構成本公司具有法律約束力的承諾，亦不保證將於任何特定期間以任何特定金額派付股息。

DIRECTORS' REPORT

董事報告

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long term sustainability of the environment and communities in which it operates. As a responsible corporation, the Group has complied with all relevant laws and regulations regarding environmental protection, health and safety, workplace conditions and employment and has endeavored to incorporate sustainability practices into the policies and procedures. By adopting green operational practices, the Group strives to reduce the environmental impacts caused by the operations.

The Company will publish an ESG Report on the websites of the Company and the Stock Exchange.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company is incorporated in the Cayman Islands with the Shares listed on the Main Board of the Stock Exchange. The Group's subsidiaries are incorporated in the British Virgin Islands, Hong Kong and the PRC. The Group's operations are mainly carried out by the Group's subsidiaries in Hong Kong and China while the Group also has a corporate and administrative office in Hong Kong.

Its establishments and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, the British Virgin Islands, the PRC and Hong Kong.

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with the applicable rules and regulations. To the best knowledge of the Directors, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the Year. There was no material breach of or non-compliance with the applicable laws and regulations by the Group for the Year.

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

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

PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Articles of Association or applicable laws of the Cayman Islands where the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

環境政策及表現

本集團致力於其經營業務所在環境及社區的長期可持續發展。作為負責任的企業，本集團已遵守有關環境保護、健康及安全、工作場所環境及僱傭的所有相關法律及法規，並致力將可持續發展的實踐與政策及程序結合。通過採納綠色營運常規，本集團致力減少營運對環境的影響。

本公司將於本公司及聯交所網站刊載環境、社會及管治報告。

遵守法律及法規

本公司於開曼群島註冊成立，而股份於聯交所主板上市。本集團之附屬公司於英屬處女群島、香港及中國註冊成立。本集團之業務主要由本集團之香港及中國附屬公司進行，而本集團亦於香港設有企業及行政辦公室。

因此，其成立及營運須遵守開曼群島、英屬處女群島、中國及香港的相關法律及法規。

本集團承認遵守監管規定的重要性以及不遵守適用法律及法規的風險。據董事所深知，於本年度，本集團在各重大方面一直遵守對本集團業務及營運有重大影響的相關法律及法規。於本年度，本集團概無發生嚴重違反或不遵守適用法律及法規的情況。

購買、出售及贖回本公司已上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司已上市證券。

優先購買權

組織章程細則或本公司註冊成立所在的開曼群島適用法律概無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

DIRECTORS' REPORT

董事報告

RESERVES

The details in relation to the changes in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 59 of this annual report. The Company's reserves available for distribution to shareholders as at 31 March 2024 are approximately HK\$59,747,000.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group is set out on page 148 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the Year in the property, plant and equipment of the Group are set out in Note 14 to the consolidated financial statements.

BANK AND OTHER BORROWINGS

Details of the Group's bank and other borrowings during the Year are set out in Note 22 to the consolidated financial statements.

DIRECTORS

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

Executive Directors

Mr. Chui Kwong Kau
Ms. Li Kai Lai Miranda

Independent Non-executive Directors

Mr. Cheung Sze Ming (*appointed on 31 January 2024*)
Mr. Wong Siu Keung Joe (*appointed on 31 January 2024*)
Mr. Yiu To Wa
Ms. Lam Hoi Yu Nicki (*resigned on 31 January 2024*)
Mr. Lau Leong Yuen (*resigned on 31 January 2024*)

The profiles of Directors who are in office as at the date of this report are set out on pages 33 to 35 of this annual report.

The Company has received the annual confirmations of the independence from each of the Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules and is of the opinion that all Independent Non-executive Directors are independent.

儲備

本集團儲備於本年度的變動詳情載於本年報第59頁之綜合權益變動表。本公司於二零二四年三月三十一日可供分派予股東的儲備約為59,747,000港元。

財務概要

本集團業績以及資產及負債之概要載於本年報第148頁。

物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註14。

銀行及其他借貸

本集團於本年度的銀行及其他借貸之詳情載於綜合財務報表附註22。

董事

於本年度及直至本年報日期止之董事為：

執行董事

崔光球先生
李嘉麗女士

獨立非執行董事

張詩敏先生(於二零二四年一月三十一日獲委任)
黃兆強先生(於二零二四年一月三十一日獲委任)
姚道華先生
林凱如女士(於二零二四年一月三十一日辭任)
劉量源先生(於二零二四年一月三十一日辭任)

於本報告日期在職董事之簡介載於本年報第33至第35頁。

本公司已根據上市規則第3.13條接獲各獨立非執行董事的年度獨立性確認書，並認為所有獨立非執行董事均屬獨立人士。

DIRECTORS' REPORT

董事報告

DIRECTORS (Continued)

In accordance with Article 84(1) of the Articles of Association, Ms. Li Kai Lai Miranda as the Executive Director shall retire from office at the forthcoming annual general meeting and she, being eligible, will offer herself for re-election.

In accordance with Article 83(3) of the Articles of Association, Mr. Cheung Sze Ming and Mr. Wong Siu Keung Joe as the Independent Non-executive Directors shall retire from office at the forthcoming annual general meeting and each of them, being eligible, will offer themselves for re-election respectively.

SERVICE CONTRACTS OF DIRECTORS

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

REMUNERATION OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

The details of the remuneration of the Company's Directors and the five highest paid individuals of the Group are set out in Note 11 to the consolidated financial statements.

INTERESTS OF DIRECTORS (AND THEIR CONNECTED ENTITIES) IN MATERIAL TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

To the best knowledge of the Directors, none of the Directors (and their connected entities) is or was materially interested, directly or indirectly, in any transaction, arrangement or contract of significance entered into by the Company or its controlling shareholders or any of their respective subsidiaries at any time during the Reporting Period or subsisted at the end of the Year.

INTERESTS OF DIRECTORS IN COMPETING BUSINESS

During the Year, none of the Directors nor their associates (as defined in the Listing Rules) had any competing interests in such business that is in direct or indirect competition with any of the Group's business.

董事 (續)

根據組織章程細則第84(1)條，執行董事李嘉麗女士將於應屆股東週年大會上退任，彼符合資格且願意重選連任。

根據組織章程細則第83(3)條，獨立非執行董事張詩敏先生及黃兆強先生將於應屆股東週年大會上退任，彼等各自符合資格且分別願意重選連任。

董事服務合約

概無符合資格於應屆股東週年大會上重選連任之董事與本集團訂立本集團於一年內不可在不予賠償(法定賠償除外)的情況下終止之服務合約。

董事及五名最高薪酬人士的薪酬

本公司董事及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註11。

董事(及其關連實體)於重大交易、安排或合約中的權益

據董事所深知，概無董事(及其關連實體)現時或曾經於任何本公司或其控股股東或彼等各自的任何附屬公司在報告期內任何時間訂立或在本年度未存續的任何重大交易、安排或合約中直接或間接擁有重大權益。

董事於競爭業務的權益

於本年度，概無董事或其聯繫人(定義見上市規則)在與本集團任何業務直接或間接構成競爭的該等業務中擁有任何競爭權益。

DIRECTORS' REPORT

董事報告

THE INTEREST AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed in this report, as at 31 March 2024, none of the Directors is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO, and none of the Directors, the chief executive of the Company nor their associates (as defined in the Listing Rules) had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (ii) were required to be entered into the register maintained by the Company pursuant to Section 352 of Part XV of the SFO; or (iii) were required to be notified to the Company or the Stock Exchange pursuant to the Model Code.

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

除本報告所披露者外，於二零二四年三月三十一日，概無董事為於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉的本公司董事或僱員，亦概無董事、本公司主要行政人員及其聯繫人（定義見上市規則）於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）的相關股份及債權證中擁有(i)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例有關條文被當作或視作該董事或本公司主要行政人員擁有的權益或淡倉）；或(ii)須記入本公司根據證券及期貨條例第XV部第352條所存置登記冊的任何其他權益或淡倉；或(iii)根據標準守則須知會本公司或聯交所的任何其他權益或淡倉。

DIRECTORS' REPORT

董事報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

As at 31 March 2024, to the best knowledge of the Directors, the following persons/entities (other than Directors or chief executive of the Company) had or were deemed or taken to have interests or short positions in the shares and underlying shares of the Company as recorded in the register of interests and short positions of substantial shareholders required to be kept by the Company pursuant to section 336 of the SFO:

Substantial Shareholders of the Company

Name of Shareholder	Nature of interest	Number of Shares (share) ⁽¹⁾	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
股東姓名	權益性質	股份數目(股) ⁽¹⁾	總額的概約百分比(%)
Colour Shine	Beneficial owner	188,192,000 (L)	49.52%
彩輝	實益擁有人	188,192,000 (S) ⁽³⁾	49.52%
Mr. He Xiaoming ⁽²⁾	Interest of a controlled corporation	188,192,000 (L)	49.52%
何笑明先生 ⁽²⁾	受控法團權益	188,192,000 (S) ⁽³⁾	49.52%
Mr. Huang Shixin	Beneficial owner	27,304,000 (L)	7.19%
黃世鑫先生	實益擁有人		
Mr. Chan Leung Choi	Beneficial owner	19,188,000 (L)	5.05%
陳樑材先生	實益擁有人		

Table Notes:

- (1) The Letter "L" denotes a person's long position (as defined under part XV of the SFO) in such Shares. The Letter "S" denotes a person's short position (as defined under part XV of the SFO) in such Shares.
- (2) 188,192,000 Shares are held by Colour Shine whose entire issued share capital is held by Mr. He Xiaoming. Mr. He Xiaoming is also the sole director of Colour Shine as at 31 March 2024.
- (3) Colour Shine has charged 188,192,000 Shares to Kingston Securities Limited as security as at 31 March 2024 pursuant to the share charge entered into between Kingston Securities Limited as chargee and Colour Shine as charger dated 1 February 2018.

主要股東於本公司股份及相關股份的權益及／或淡倉

於二零二四年三月三十一日，誠如本公司根據證券及期貨條例第336條所規定存置的主要股東權益及淡倉登記冊所記錄，據董事所深知，以下人士／實體（董事或本公司主要行政人員除外）已或被視為或當作於本公司股份及相關股份擁有權益或淡倉：

本公司主要股東

Number of Shares (share) ⁽¹⁾	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
股份數目(股) ⁽¹⁾	總額的概約百分比(%)

表格附註：

- (1) 字母「L」表示該人士在有關股份中所持的好倉（定義見證券及期貨條例第XV部）。字母「S」表示該人士在有關股份中所持的淡倉（定義見證券及期貨條例第XV部）。
- (2) 188,192,000股股份由彩輝持有，而彩輝之全部已發行股本由何笑明先生持有。於二零二四年三月三十一日，何笑明先生亦為彩輝的唯一董事。
- (3) 於二零二四年三月三十一日，根據日期為二零一八年二月一日由金利豐證券有限公司（作為承押人）及彩輝（作為抵押人）訂立的股份押記，彩輝已將188,192,000股股份抵押予金利豐證券有限公司作為抵押品。

DIRECTORS' REPORT

董事報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY *(Continued)*

Save as disclosed above, as at 31 March 2024, the Directors were not aware of any persons/entities (other than Directors or chief executive of the Company) who/which had or were deemed or taken to have any other interests or short positions in the shares or underlying shares of the Company as recorded in the register of interests and short positions of substantial shareholders required to be kept by the Company pursuant to section 336 of the SFO.

MANAGEMENT CONTRACTS

During the Year, the Group did not enter into any contracts in respect of the management and administration of all or any significant portion of the business (except for such service contracts entered into with the Group's Directors and all employees) and there existed no such contracts in respect of the management and administration of all or any significant portion of the business (except for such service contracts entered into with the Group's Directors and all employees).

CONNECTED TRANSACTIONS

We have entered into some transactions with connected persons of the Company. In accordance with Chapter 14A of the Listing Rules, such transactions have constituted the connected transactions or continuing connected transactions of the Company.

主要股東於本公司股份及相關股份的權益及／或淡倉 *(續)*

除上文所披露者外，於二零二四年三月三十一日，誠如本公司根據證券及期貨條例第336條所規定存置的主要股東權益及淡倉登記冊所記錄，董事並不知悉任何人士／實體（董事或本公司主要行政人員除外）已或被視為或當作於本公司股份及相關股份擁有任何其他權益或淡倉。

管理合約

於本年度，本集團並無就全部或任何重大部分業務的管理及行政工作訂立任何合約，惟與本集團董事及全體僱員訂立的服務合約除外，亦並不存在與全部或任何重大部分業務的管理及行政工作有關的任何合約，惟與本集團董事及全體僱員訂立的服務合約除外。

關連交易

我們已與本公司關連人士訂立若干交易。根據上市規則第十四A章，該等交易已構成本公司的關連交易或持續關連交易。

DIRECTORS' REPORT

董事報告

CONNECTED TRANSACTIONS (Continued)

Continuing Connected Transaction — Lease Agreements

Top Champion Industries Limited entered into the following lease agreements with Top Mark Mechanical Equipment Limited (“**Top Mark**”) (the “**Lease Agreements**”), pursuant to which Top Champion Industries Limited as lessor agreed to lease to Top Mark as lessee the following three premises (the “**Chai Wan Premises**”):

- a. Top Champion Industries Limited entered into a lease agreement with Top Mark on 1 December 2015 in relation to the premises situated at Unit 9, 15/F, Honour Industrial Centre, 6 Sun Yip Street, Chai Wan, Hong Kong for use as our industrial warehouse in Hong Kong for a term of 2 years. The lease was renewed. The terms and agreed monthly rental of the lease are set out belows:

Terms	Agreed monthly rental (excluding government rates, utilities, management fees and other outgoings)
from 1 December 2015 to 30 November 2017	HK\$21,900
from 1 December 2017 to 30 November 2019	HK\$21,900
from 1 December 2019 to 30 November 2020	HK\$27,000
from 1 December 2020 to 30 November 2021	HK\$27,000
from 1 December 2021 to 30 November 2022	HK\$27,000
from 1 December 2022 to 30 November 2023	HK\$27,000
from 1 December 2023 to 30 November 2024	HK\$27,000

關連交易 (續)

持續關連交易 — 租賃協議

泰昌實業有限公司與震東機械設備有限公司 (“**震東機械**”) 訂立以下租賃協議 (“**租賃協議**”)，據此，泰昌實業有限公司 (作為出租人) 同意向震東機械 (作為承租人) 出租以下三個營業場所 (“**柴灣營業場所**”)：

- a. 於二零一五年十二月一日，泰昌實業有限公司與震東機械訂立有關位於香港柴灣新業街6號安力工業中心15樓9室之營業場所的租賃協議，作為我們於香港的工業倉庫，租期為兩年。租約已獲重續。租賃期限及協定月租載列如下：

期限	協定月租 (不包括政府 地租、水電 開支、管理費 及其他開支)
二零一五年十二月一日至 二零一七年十一月三十日	21,900 港元
二零一七年十二月一日至 二零一九年十一月三十日	21,900 港元
二零一九年十二月一日至 二零二零年十一月三十日	27,000 港元
二零二零年十二月一日至 二零二一年十一月三十日	27,000 港元
二零二一年十二月一日至 二零二二年十一月三十日	27,000 港元
二零二二年十二月一日至 二零二三年十一月三十日	27,000 港元
二零二三年十二月一日至 二零二四年十一月三十日	27,000 港元

DIRECTORS' REPORT

董事報告

CONNECTED TRANSACTIONS (Continued)

Continuing Connected Transaction — Lease Agreements (Continued)

b. Top Champion Industries Limited entered into a lease agreement with Top Mark on 25 March 2020 in relation to the premises situated at Unit 2, 15/F, Honour Industrial Centre, 6 Sun Yip Street, Chai Wan, Hong Kong for use as our operation team office in Hong Kong for a term of 1 year. The lease was renewed. The terms and agreed monthly rental of the lease are set out belows:

Terms	Agreed monthly rental (excluding government rates, utilities, management fees and other outgoings)
from 1 April 2020 to 31 March 2021	HK\$19,740
from 1 April 2021 to 31 March 2022	HK\$19,740
from 1 April 2022 to 31 March 2023	HK\$19,740
from 1 April 2023 to 31 March 2024	HK\$21,100

c. Top Champion Industries Limited entered into a lease agreement with Top Mark on 25 March 2020 in relation to the premises situated at Unit 10, 25/F, Honour Industrial Centre, 6 Sun Yip Street, Chai Wan, Hong Kong for use as our operation team office in Hong Kong for a term of 1 year. The lease was renewed. The terms and agreed monthly rental of the lease are set out belows:

Terms	Agreed monthly rental (excluding government rates, utilities, management fees and other outgoings)
from 1 April 2020 to 31 March 2021	HK\$20,850
from 1 April 2021 to 31 March 2022	HK\$20,850
from 1 April 2022 to 31 March 2023	HK\$20,850
from 1 April 2023 to 31 March 2024	HK\$22,240

關連交易 (續)

持續關連交易 — 租賃協議 (續)

b. 於二零二零年三月二十五日，泰昌實業有限公司與震東機械訂立有關位於香港柴灣新業街6號安力工業中心15樓2室之營業場所的租賃協議，作為我們於香港的營運團隊辦公室，為期一年。租約已獲重續。租賃期限及協定月租載列如下：

期限	協定月租 (不包括政府 地租、水電 開支、管理費 及其他開支)
二零二零年四月一日至 二零二一年三月三十一日	19,740 港元
二零二一年四月一日至 二零二二年三月三十一日	19,740 港元
二零二二年四月一日至 二零二三年三月三十一日	19,740 港元
二零二三年四月一日至 二零二四年三月三十一日	21,100 港元

c. 於二零二零年三月二十五日，泰昌實業有限公司與震東機械訂立有關位於香港柴灣新業街6號安力工業中心25樓10室之營業場所的租賃協議，作為我們於香港的營運團隊辦公室，為期一年。租約已獲重續。租賃期限及協定月租載列如下：

期限	協定月租 (不包括政府 地租、水電 開支、管理費 及其他開支)
二零二零年四月一日至 二零二一年三月三十一日	20,850 港元
二零二一年四月一日至 二零二二年三月三十一日	20,850 港元
二零二二年四月一日至 二零二三年三月三十一日	20,850 港元
二零二三年四月一日至 二零二四年三月三十一日	22,240 港元

DIRECTORS' REPORT

董事報告

CONNECTED TRANSACTIONS *(Continued)*

Continuing Connected Transaction — Lease Agreements *(Continued)*

Top Champion Industries Limited is a company incorporated in Hong Kong with limited liability on 16 July 1999, and is owned as to 95% by Mr. Chan Leung Choi. Mr. Chan Leung Choi holds director positions at certain subsidiaries of our Group. Therefore, Top Champion Industries Limited is an associate of a connected person of our Company by virtue of Rule 14A.12(1)(c) of the Listing Rules.

Our rental expenses (excluding government rates, utilities, management fees and other outgoings) in relation to the leasing of the Chai Wan Premises for the Year are approximately HK\$844,080.

The rental amounts payable by Top Mark under the Lease Agreements were determined with reference to the prevailing market rent at that time for similar premises. Our Directors (including our Independent Non-executive Directors) consider that it is in the interests of our Company and Shareholders as a whole to enter into the Lease Agreements.

Since each of the applicable percentage ratios (other than the profit ratio) for the Lease Agreements is less than 5% on an annual basis, the total consideration is less than HK\$3,000,000, and the transaction is on normal commercial terms, the transaction is fully exempt from the reporting, annual review, announcement, circular, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

關連交易 *(續)*

持續關連交易 — 租賃協議 *(續)*

泰昌實業有限公司為於一九九九年七月十六日在香港註冊成立的有限公司，由陳樑材先生擁有95%的權益。陳樑材先生擔任本集團若干附屬公司之董事職務。因此，泰昌實業有限公司根據上市規則第14A.12(1)(c)條為本公司關連人士的聯繫人。

於本年度，我們與租賃柴灣營業場所有關的租金開支(不包括政府地租、水電開支、管理費及其他開支)約為844,080港元。

震東機械根據租賃協議應付的租金金額乃經參考類似場所當時市場租金後釐定。董事(包括獨立非執行董事)認為訂立租賃協議乃符合本公司及股東的整體利益。

由於租賃協議各項適用百分比率(溢利比率除外)按年度基準計低於5%，總代價少於3,000,000港元，且交易乃按正常商業條款訂立，故根據上市規則第十四A章，交易獲全面豁免遵守申報、年度審閱、公告、通函及獨立股東批准規定。

本公司確認已根據上市規則第十四A章遵守有關披露規定。

DIRECTORS' REPORT

董事報告

RETIREMENT AND EMPLOYEE BENEFIT PLANS

Details of the retirement and employee benefits plans of the Group are set out in Note 31 to the consolidated financial statements.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Being a company listed on the Stock Exchange, the Company is always dedicated to maintaining the corporate governance practices at a high level. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 13 to 32 of this annual report.

PUBLIC FLOAT

Based on publicly available information and to the knowledge of the Directors, there is sufficient public float of at least 25% of the Company's issued shares throughout the year and as at the date of this annual report, in compliance with the requirements of the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the revenue attributable to our top five customers was approximately HK\$81.9 million (2023: approximately HK\$99.1 million), accounting for approximately 55.2% (2023: approximately 63.1%) of the total revenue of the Group.

During the Year, our purchases from our top five suppliers were approximately HK\$65.7 million (2023: approximately HK\$73.8 million), accounting for approximately 89.2% (2023: approximately 82.4%) of our total purchases.

The Group's top five customers and suppliers during the reporting period were independent third parties, and none of our Directors, their associates or any shareholder (who, to the knowledge of our Directors, owned more than 5% of our Company's share capital as at the date of this report) had any interest in any of our top five customers or suppliers during the Year.

EVENTS AFTER REPORTING PERIOD

Save as disclosed in this annual report, there are no significant events affecting the Group after the Reporting Period and up to the date of this annual report.

退休及僱員福利計劃

本集團的退休及僱員福利計劃詳情載於綜合財務報表附註31。

遵守企業管治守則

作為聯交所上市公司，本公司始終致力維持高水平的企業管治常規。有關本公司採納的企業管治常規的資料，載於本年報第13至32頁的企業管治報告內。

公眾持股量

根據公開可得資料及據董事所知，本公司於整個年度內及本年報日期擁有佔本公司已發行股份至少25%的充足公眾持股量，符合上市規則的規定。

主要客戶及供應商

於本年度，五大客戶應佔收益約為81.9百萬港元（二零二三年：約99.1百萬港元），佔本集團總收益約55.2%（二零二三年：約63.1%）。

於本年度，對五大供應商的採購額約為65.7百萬港元（二零二三年：約73.8百萬港元），佔我們總採購約89.2%（二零二三年：約82.4%）。

本集團的五大客戶及供應商於報告期內均為獨立第三方，且概無董事、其聯繫人或任何據董事所知於本報告日期持有本公司股本5%以上之股東於本年度持有我們五大客戶或供應商的任何權益。

報告期後事項

除本年報已披露者外，於報告期後及直至本年報日期止，並無影響本集團的重大事項。

DIRECTORS' REPORT

董事報告

PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision for the benefit of the Directors of the Company is currently in force and was in force throughout the Year. The Company has taken out and maintained Directors and officers liability insurance which provides appropriate cover for, among others, the Directors of the Company.

DONATIONS

The Group made charitable or other donations of approximately HK\$12,000 during the Year.

AUDITOR

The consolidated financial statements for the years ended 31 March 2017 to 2021 have been audited by Deloitte Touche Tohmatsu.

Baker Tilly Hong Kong Limited has been appointed as the auditor of the Company with effect from 5 October 2021 to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu as the auditor of the Company. Save as disclosed above, there has been no other change in the auditors of the Company in any of the preceding three years.

The consolidated financial statements for the years ended 31 March 2022 to 2024 have been audited by Baker Tilly Hong Kong Limited, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of Baker Tilly Hong Kong Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Li Kai Lai Miranda
Executive Director

Hong Kong, 26 June 2024

獲准許的彌償條文

以本公司董事為受益人的准許彌償保證條款現時生效且於本年度一直有效。本公司已購買及維持董事及高級職員責任保險，為(其中包括)本公司董事提供適當保障。

捐款

本集團於本年度已作出慈善或其他捐款約12,000港元。

核數師

截至二零一七年至二零二一年三月三十一日止年度之綜合財務報表已由德勤·關黃陳方會計師行審核。

天職香港會計師事務所有限公司已獲委任為本公司核數師，自二零二一年十月五日起生效，以填補德勤·關黃陳方會計師行辭任本公司核數師後的臨時空缺。除上文披露者外，本公司核數師於過往三年的任何一年概無其他變動。

截至二零二二年至二零二四年三月三十一日止年度之綜合財務報表已由天職香港會計師事務所有限公司審核，天職香港會計師事務所有限公司將於應屆股東週年大會上退任，並符合資格獲重新委任。重新委任天職香港會計師事務所有限公司為本公司核數師的決議案將於應屆股東週年大會上提呈。

代表董事會
執行董事
李嘉麗

香港，二零二四年六月二十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Independent auditor's report to the shareholders of Yuk Wing Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Yuk Wing Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 56 to 147, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy 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 (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致煜榮集團控股有限公司各股東的 獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

本行已審核第56至147頁所載煜榮集團控股有限公司(「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)的綜合財務報表，當中包括於二零二四年三月三十一日的綜合財務狀況表，以及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)。

本行認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實且公平反映 貴集團於二零二四年三月三十一日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

意見基準

本行已根據香港會計師公會頒佈的香港核數準則(「**香港核數準則**」)進行審核。本行於該等準則項下的責任已於本報告中核數師就審核綜合財務報表須承擔的責任一節中進一步詳述。本行根據香港會計師公會頒佈之專業會計師道德守則(「**守則**」)獨立於 貴集團，本行亦已根據守則履行其他道德責任。本行相信，本行所獲得的審核憑證充足及適當地為本行的意見提供基準。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

關鍵審核事項

關鍵審核事項

關鍵審核事項為根據本行的專業判斷而言，認為對本期綜合財務報表的審計最為重要的事項。該等事項於本行審計整體綜合財務報表及提出意見時已處理，而本行不會對該等事項另行發表意見。

How our audit addressed the key audit matter

本行之審計工作如何處理關鍵審核事項

Impairment assessment of trade receivables

貿易應收款項減值評估

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgment and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

本行將貿易應收款項的減值評估識別為關鍵審核事項，乃由於貿易應收款項對貴集團的綜合財務狀況有重大影響，且於報告期末評估貴集團貿易應收款項的預期信貸虧損（「預期信貸虧損」）時涉及主觀判斷及管理層估計。

Our procedures in relation to impairment assessment of trade receivables included:

本行有關貿易應收款項的減值評估的程序包括：

- Understanding key controls on how the management estimates the loss allowance for trade receivables;
- 了解管理層就估計貿易應收款項虧損撥備的主要監控；
- Discussing with the management and evaluating the basis in determining credit loss allowance on trade receivables as at 31 March 2024, including assessing the reasonableness of the estimated loss rates with reference to historical default rates over the expected life of the debtors based on the ageing analysis of trade receivable and the forward-looking information considered by the management of the Group;
- 與管理層討論並評估釐定貿易應收款項於二零二四年三月三十一日的信貸虧損撥備的基準，包括參考債務人預計年內基於貿易應收款項賬齡分析及貴集團管理層考慮的前瞻性資料所得的歷史違約率評估估計虧損率的合理性；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

本行之審計工作如何處理關鍵審核事項

Impairment assessment of trade receivables

貿易應收款項減值評估

As disclosed in Note 17 to the consolidated financial statements, as at 31 March 2024, the Group's net trade receivables amounting to HK\$53,284,000. As disclosed in Notes 4 and 29 to the consolidated financial statements, the management estimates the amount of lifetime ECL of trade receivables individually or collectively. Except for significant balances or credit-impaired amounts which are assessed for impairment individually, the remaining trade receivables are grouped under a collective assessment after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for supportable forward-looking information that is reasonable and supportable available without due costs or effort.

如綜合財務報表附註17所披露，於二零二四年三月三十一日，貴集團的貿易應收款項淨額為53,284,000港元。如綜合財務報表附註4及29所披露，管理層個別或集體估計貿易應收款項的全期預期信貸虧損的金額。除重大結餘或信貸減值金額作個別減值評估外，其餘貿易應收款項於考慮貿易債務人的內部信貸評級、賬齡、還款記錄及／或相關貿易應收款項逾期狀態後，按集體評估分組。估計虧損率乃根據過往於債務人預計年期內觀察所得的違約率釐定，並就毋須花費不必要成本或努力即可獲得的合理且有理據支持的前瞻性資料作出調整。

As disclosed in Note 29 to the consolidated financial statements, the Group recognised net additional amount of HK\$4,000,000 of impairment of trade receivables for the year and the Group's lifetime ECL on trade receivables as at 31 March 2024 amounted to HK\$10,146,000.

如綜合財務報表附註29所披露，貴集團於年內就貿易應收款項確認4,000,000港元的額外減值淨額，及貴集團的貿易應收款項於二零二四年三月三十一日的全期預期信貸虧損為10,146,000港元。

- Testing the accuracy of information used by the management in determining credit loss allowance including trade receivables ageing analysis as at 31 March 2024, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices and other supporting documents; and
- 通過比較貿易應收款項賬齡分析內的個別項目與相關銷售發票及其他證明文件，對管理層於釐定於二零二四年三月三十一日的信貸虧損撥備（包括該分析）所用資料的準確性進行抽樣測試；及
- Evaluating the disclosures regarding the impairment assessment of trade receivables in Note 29 to the consolidated financial statements with reference to the requirements of the prevailing accounting standards.
- 參考現行會計準則的規定評估綜合財務報表附註29內有關貿易應收款項的減值評估的披露。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 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.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報中所載資料，惟不包括綜合財務報表及本行就此發出的核數師報告。

本行對綜合財務報表提供的意見並未涵蓋其他資料，且本行不會就此發表任何形式的核證結論。

就審核綜合財務報表而言，本行的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或本行在審核過程中獲悉的資料存在重大抵觸情況，或似乎存在重大錯誤陳述。倘若本行基於已進行的工作認為其他資料出現重大錯誤陳述，本行須報告該事實。本行就此並無任何事項須報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實公平反映意見的綜合財務報表，並負責董事認為確保編製綜合財務報表時不存在由於欺詐或錯誤而導致重大錯誤陳述所需的內部監控。

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，惟董事有意將貴集團清盤或停止經營，或並無其他實際的替代方案則除外。

治理層須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of 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.

核數師就審核綜合財務報表須承擔的責任

本行的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並根據吾等的協定委聘條款向閣下全體出具包括本行意見的核數師報告。除此之外本報告不作其他用途。本行概不就本報告內容對任何其他人士負責或承擔責任。

儘管合理保證屬高層次核證，但不能保證按照香港核數準則進行的審核總能發現存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘錯誤陳述個別或整體而言可合理預期在使用者根據該等綜合財務報表作出經濟決定時可影響有關決定，則視為重大錯誤陳述。

作為根據香港核數準則進行審核工作的其中一環，本行運用專業判斷，於整個審核過程中保持專業懷疑態度。本行亦：

- 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、設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕內部監控，因此未能發現因欺詐而導致重大錯誤陳述的風險高於未能發現因錯誤而導致重大錯誤陳述的風險。
- 了解與審核工作相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的效能發表意見。
- 評估董事所採用會計政策是否適當以及作出的會計估計及相關披露是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- 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.
- 總結董事採用持續經營為會計基礎是否適當，並根據所獲取的審核憑證，總結是否存在對貴集團持續經營能力產生重大疑慮的事件或情況的重大不明朗因素。倘本行總結認為存在重大不明朗因素，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，假若有關披露不足，則修訂本行的意見。本行的結論乃基於直至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能再持續經營業務。
- 評估綜合財務報表（包括披露事項）的整體呈報方式、結構及內容，以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。本行須負責指導、監督及執行貴集團的審核工作。本行為審核意見承擔全部責任。

We communicate with those charged with governance 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 those charged with governance 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.

本行與治理層溝通（其中包括）審核的計劃範圍及時間以及重大審核發現，當中包括本行於審核期間識別出有關內部監控的任何重大不足之處。

本行亦向治理層提交聲明，表明本行已符合有關獨立性的相關專業道德要求，並就可能合理被認為會影響本行獨立性的所有關係及其他事項，以及在適用的情況下相關的防範措施與彼等溝通。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

The engagement director on the audit resulting in this independent auditor's report is Li Man Chun Jesse.

本行從與治理層溝通的事項中，確定該等對本期綜合財務報表的審核最為重要的事項，該等事項因而構成關鍵審核事項。本行在核數師報告中闡述該等事項，惟法律或規例不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在本行報告中溝通某事項造成的負面後果超過產生的公眾利益，本行決定不應在報告中溝通該事項則除外。

出具本獨立核數師報告的審核項目董事為李文進。

Baker Tilly Hong Kong Limited

Certified Public Accountants

Hong Kong, 26 June 2024

Li Man Chun Jesse

Practising certificate number P08302

天職香港會計師事務所有限公司

執業會計師

香港，二零二四年六月二十六日

李文進

執業證書編號 P08302

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

		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
Revenue	收益	5	148,231	157,048
Cost of sales	銷售成本		(114,085)	(113,630)
Gross profit	毛利		34,146	43,418
Other income	其他收入	6	3,526	4,253
Impairment losses under expected credit loss model, net	預期信貸虧損模式項下的減值虧損淨額	7	(4,000)	(4,307)
Other gains and losses	其他收益及虧損	7	(5,011)	450
Selling and distribution expenses	銷售及分銷開支		(8,551)	(9,523)
Administrative expenses	行政開支		(40,249)	(39,772)
Finance costs	融資成本	8	(1,189)	(1,035)
Loss before tax	除稅前虧損	9	(21,328)	(6,516)
Taxation (charge) credit	稅項(支出)抵免	10	(1,233)	2,940
Loss for the year	年內虧損		(22,561)	(3,576)
Other comprehensive expense for the year	年內其他全面開支			
<i>Item that may be reclassified subsequently to profit or loss:</i> 其後可能重新分類至損益的項目：				
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差額		(2,495)	(4,860)
Total comprehensive expense for the year	年內全面總開支		(25,056)	(8,436)
Loss for the year attributable to:	以下人士應佔年內虧損：			
Owners of the Company	本公司擁有人		(18,674)	(3,504)
Non-controlling interests	非控制權益		(3,887)	(72)
			(22,561)	(3,576)
Total comprehensive expense for the year attributable to:	以下人士應佔年內全面總開支：			
Owners of the Company	本公司擁有人		(20,006)	(6,617)
Non-controlling interests	非控制權益		(5,050)	(1,819)
			(25,056)	(8,436)
			HK cents	HK cents
			港仙	港仙
Loss per share, basic	每股基本虧損	13	(4.91)	(0.92)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

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	14	4,882	5,296
Right-of-use assets	使用權資產	15	8,976	10,254
Deferred tax assets	遞延稅項資產	24	1,804	2,416
			15,662	17,966
Current assets	流動資產			
Inventories	存貨	16	44,956	56,471
Trade and other receivables	貿易及其他應收款項	17	74,205	67,067
Financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產	18	20,297	23,349
Tax recoverable	可收回稅項		—	283
Bank balances and cash	銀行結餘及現金	19	46,616	65,969
			186,074	213,139
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	20	12,489	9,263
Contract liabilities	合約負債	21	2,821	3,897
Lease liabilities	租賃負債	23	3,330	2,499
Tax payable	應繳稅項		79	72
Bank and other borrowings	銀行及其他借貸	22	23,000	28,210
			41,719	43,941
Net current assets	流動資產淨值		144,355	169,198
Total assets less current liabilities	總資產減流動負債		160,017	187,164

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

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			
Deferred tax liabilities	遞延稅項負債	24	83	102
Lease liabilities	租賃負債	23	7,121	9,193
			7,204	9,295
Net assets	資產淨值		152,813	177,869
Capital and reserves	資本及儲備			
Share capital	股本	25	38,000	38,000
Reserves	儲備		84,707	104,713
Equity attributable to owners of the Company	本公司擁有人應佔權益		122,707	142,713
Non-controlling interests	非控制權益		30,106	35,156
Total equity	總權益		152,813	177,869

The consolidated financial statements on pages 56 to 147 were approved and authorised for issue by the board of directors on 26 June 2024 and are signed on its behalf by:

第56至147頁的綜合財務報表已由董事會於二零二四年六月二十六日批准及授權刊發，並由下列董事代表簽署：

Chui Kwong Kau
崔光球
Director
董事

Li Kai Lai Miranda
李嘉麗
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

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控制權益		Total 總計
		Share capital 股本	Share premium 股份溢價	Merger reserve 併購儲備	Statutory reserve 法定儲備	Exchange reserve 匯兌儲備	Other reserve 其他儲備	Retained profits 保留溢利	Sub-total 小計	Non-controlling interests 非控制權益	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note i) (附註i)	HK\$'000 千港元 (note ii) (附註ii)	HK\$'000 千港元	HK\$'000 千港元 (note iii) (附註iii)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2022	於二零二二年 四月一日	38,000	124,553	(67,096)	2,194	1,928	19	49,732	149,330	36,975	186,305
Loss for the year	年內虧損	-	-	-	-	-	-	(3,504)	(3,504)	(72)	(3,576)
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	(3,113)	-	-	(3,113)	(1,747)	(4,860)
Total comprehensive expense for the year	年內全面總開支	-	-	-	-	(3,113)	-	(3,504)	(6,617)	(1,819)	(8,436)
Transfer	轉撥	-	-	-	657	-	-	(657)	-	-	-
At 31 March 2023	於二零二三年 三月三十一日	38,000	124,553	(67,096)	2,851	(1,185)	19	45,571	142,713	35,156	177,869
Loss for the year	年內虧損	-	-	-	-	-	-	(18,674)	(18,674)	(3,887)	(22,561)
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	(1,332)	-	-	(1,332)	(1,163)	(2,495)
Total comprehensive expense for the year	年內全面總開支	-	-	-	-	(1,332)	-	(18,674)	(20,006)	(5,050)	(25,056)
At 31 March 2024	於二零二四年 三月三十一日	38,000	124,553	(67,096)	2,851	(2,517)	19	26,897	122,707	30,106	152,813

Note i: Amount represents difference between the nominal value of the share capital issued by Hang Wing Holdings Limited (“**Hang Wing**”), a wholly-owned subsidiary of the Company, for the acquisition of the entire equity interests and the amount of share capital in Top Mark Mechanical Equipment Limited (“**Top Mark**”), Tristate International Industrial Limited (“**Tristate International**”), Top Glory Construction Equipment Limited and MAXA RockDrills Limited.

Note ii: Amount represents statutory reserve of 佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited) (“**Norry Tech**”), a subsidiary of the Company. According to the relevant laws in the People’s Republic of China (the “**PRC**”), Norry Tech is required to transfer at least 10% of their net profit after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of its registered capital. The transfer to this reserve must be made before the distribution of a dividend to owners. Such reserve fund can be used to offset the previous years’ losses, if any, and is non-distributable other than upon liquidation.

Note iii: Amount arising from acquisition of additional interests in subsidiaries in 2017.

附註 i: 該款項指本公司之全資附屬公司鏗榮控股有限公司 (「**鏗榮**」) 為收購震東機械設備有限公司 (「**震東機械**」)、聯亞國際實業有限公司 (「**聯亞國際**」)、震東建築設備有限公司及 MAXA RockDrills Limited 全部股權而發行的股本面值與震東機械設備有限公司、聯亞國際實業有限公司、震東建築設備有限公司及 MAXA RockDrills Limited 的股本面值之差額。

附註 ii: 該款項指本公司附屬公司佛山市順德區萊利達工程設備有限公司 (「**萊利達**」) 的法定儲備。根據中華人民共和國 (「**中國**」) 相關法律，萊利達須將根據中國會計法規計算的除稅後純利最少 10% 轉撥至不可分派儲備基金，直至該儲備結餘達致註冊資本的 50%，且須在向擁有人分派股息前轉撥。有關儲備基金可用於抵銷過往年度虧損 (如有)，除清盤外，不可分派。

附註 iii: 於二零一七年收購附屬公司額外權益產生的金額。

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
Operating activities	經營活動		
Loss before tax	除稅前虧損	(21,328)	(6,516)
Adjustments for:	就以下各項調整：		
Impairment losses under expected credit loss model, net	預期信貸虧損模式項下的減值虧損淨額	4,000	4,307
Write down (reversal of write down) of inventories	存貨撇減(撇減撥回)	1,989	(360)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,500	2,010
Depreciation of right-of-use assets	使用權資產折舊	2,642	2,177
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	(22)
Loss on fair value changes of financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產的公平值變動虧損	3,052	1,685
Interest expense	利息開支	1,189	1,035
Surrender charge on insurance policy	保單退保費用	-	523
Interest income	利息收入	(458)	(298)
Dividend income	股息收入	(1,131)	(1,054)
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	(8,545)	3,487
Decrease (increase) in inventories	存貨減少(增加)	9,526	(371)
Increase in trade and other receivables	貿易及其他應收款項增加	(11,138)	(11,403)
Increase in trade and other payables	貿易及其他應付款項增加	3,226	479
(Decrease) increase in contract liabilities	合約負債(減少)增加	(1,076)	3,410
Cash used in operations	經營所用現金	(8,007)	(4,398)
PRC Enterprise Income Tax refunded (paid)	已退回(支付)中國企業所得稅	111	(924)
Hong Kong Profits Tax (paid) refunded	已(支付)退回香港利得稅	(85)	1,569
Net cash used in operating activities	經營活動所用現金淨額	(7,981)	(3,753)

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
Investing activities	投資活動		
Dividend received from financial assets at fair value through profit or loss	自透過損益按公平值入賬之金融資產收取的股息	1,131	1,054
Interest received	已收利息	458	238
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	2	68
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,294)	(1,007)
Withdrawal of deposits placed at an insurance company	提取存於保險公司的存款	-	4,325
Net cash from investing activities	投資活動所得現金淨額	297	4,678
Financing activities	融資活動		
Repayment of lease liabilities	償還租賃負債	(2,605)	(2,068)
Repayment of other borrowings	償還其他借貸	(5,210)	(5,000)
Interest on lease liabilities	租賃負債利息	(444)	(494)
Interest paid	已付利息	(745)	(710)
New bank loans raised	所籌集的新銀行貸款	-	13,210
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(9,004)	4,938
Net (decrease) increase in cash and cash equivalents	現金及現金等價物(減少)增加淨額	(16,688)	5,863
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	65,969	64,649
Effect of foreign exchange rate changes	匯率變動的影響	(2,665)	(4,543)
Cash and cash equivalents at end of the year, represented by bank balances and cash	年末現金及現金等價物，指銀行結餘及現金	46,616	65,969

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

Yuk Wing Group Holdings Limited (the “**Company**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The registered office address of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is located at Unit B, 13/F, Eton Building, 288 Des Voeux Road Central, Hong Kong. The directors of the Company consider that the Company’s immediate and ultimate holding company is Colour Shine Investments Limited, a private limited company incorporated in the British Virgin Islands (the “**BVI**”).

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the manufacturing and trading of down-the-hole (“**DTH**”) rockdrilling tools and trading of piling and drilling machineries and rockdrilling equipment.

The consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”) which is also the functional currency of the Company.

1 一般資料

煜榮集團控股有限公司(「**本公司**」)根據開曼群島一九六一年第3號法例第22章公司法(以經綜合及修訂者為準)於開曼群島註冊成立並登記為獲豁免有限公司。本公司股份於香港聯合交易所有限公司(「**聯交所**」)上市。

本公司的註冊辦事處地址位於Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點位於香港德輔道中288號易通商業大廈13樓B室。本公司董事認為本公司的直接及最終控股公司為彩輝投資有限公司(一間於英屬處女群島(「**英屬處女群島**」)註冊成立的私人有限公司)。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「**本集團**」)主要從事製造及買賣潛孔(「**潛孔**」)鑿岩工具,以及買賣打樁機及鑽機和鑿岩設備。

綜合財務報表以本公司功能貨幣港元(「**港元**」)呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
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
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

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

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動

2.1 於本年度強制生效的新訂香港財務報告準則及其修訂本

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」）頒佈且已於二零二三年四月一日或之後開始之年度期間強制生效之以下新訂香港財務報告準則及其修訂本，以編製綜合財務報表：

香港財務報告準則第17號（包括香港財務報告準則第17號的二零二零年十月及二零二二年二月修訂本）	保險合約
香港會計準則第8號（修訂本）	會計估計的定義
香港會計準則第12號（修訂本）	單一交易產生的資產及負債相關遞延稅項
香港會計準則第12號（修訂本）	國際稅務改革 – 支柱二規則範本
香港會計準則第1號及香港財務報告準則實務報告第2號（修訂本）	會計政策披露

除下文披露者外，於本年度應用新訂香港財務報告準則及其修訂本對本集團本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載披露並無重大影響。

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 8 “Definition of Accounting Estimates”

The Group has applied the amendments for the first time in the current year. The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. The amendments to HKAS 8 clarify the distinction between changes in accounting estimates, and changes in accounting policies and the correction of errors.

The application of the amendments in the current year had no material impact on the consolidated financial statements.

Impacts on application of Amendments to HKAS 12 “Deferred Tax related to Assets and Liabilities arising from a Single Transaction”

The Group has applied the amendments for the first time in the current year. The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 “Income Taxes” so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動（續）

2.1 於本年度強制生效的新訂香港財務報告準則及其修訂本（續）

應用香港會計準則第8號「會計估計的定義」（修訂本）的影響

本集團已於本年度首次應用該等修訂本。該修訂本定義會計估計為「存在計量不明朗因素的財務報表之貨幣金額」。會計政策可能規定對計量不明朗因素的財務報表的項目進行計量。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列的目標。香港會計準則第8號修訂本澄清了會計估計變動、會計政策變動之間的區別並糾正了措施。

於本年度應用該修訂本預期不會對綜合財務報表造成重大影響。

應用香港會計準則第12號（修訂本）「單一交易產生的資產及負債遞延稅項」之影響

本集團已於本年度首次應用該修訂本。該等修訂本縮窄香港會計準則第12號「所得稅」第15及24段遞延稅項負債及遞延稅項資產的確認豁免範圍，使其不再適用於在初始確認時產生相等應課稅及可扣減暫時差額的交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 12 “Deferred Tax related to Assets and Liabilities arising from a Single Transaction” (Continued)

In accordance with the transition provision:

- (i) The Group has applied the new accounting policy retrospectively to leasing transaction that occurred on or after 1 April 2022; and
- (ii) the Group also, as at 1 April 2022, recognised a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary difference associated with right-of-use assets and lease liabilities.

The application of the amendments has had no material impact on the Group’s financial position and performance, except that the Group discloses the related deferred tax assets of HK\$2,897,000 and deferred tax liabilities of HK\$2,897,000 on a gross basis as at 1 April 2022 in Note 24 but it had no impact on the accumulated losses as at the earliest period presented.

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動（續）

2.1 於本年度強制生效的新訂香港財務報告準則及其修訂本（續）

應用香港會計準則第12號（修訂本）「單一交易產生的資產及負債遞延稅項」之影響（續）

根據過渡規定：

- (i) 本集團已對二零二二年四月一日或之後發生的租賃交易追溯採用新會計政策；及
- (ii) 本集團亦於二零二二年四月一日就與使用權資產及租賃負債相關的所有可扣減及應課稅暫時差額確認延稅項資產（倘應課稅溢利很可能被用作抵銷且可扣減暫時差異可被動用時）及遞延稅項負債。

應用該等修訂本對本集團的財務狀況及表現並無重大影響，惟於附註24所述本集團披露於二零二二年四月一日的按總額計算的相關遞延稅項資產2,897,000港元及遞延稅項負債2,897,000港元，但並不影響於最早期間呈報的累計虧損。

綜合財務報表附註

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 “Disclosure of Accounting Policies”

The Group has applied the amendments for the first time in the current year. HKAS 1 “Presentation of Financial Statements” is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. 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.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 “Making Materiality Judgements” (the “**Practice Statement**”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動（續）

2.1 於本年度強制生效的新訂香港財務報告準則及其修訂本（續）

應用香港會計準則第1號及香港財務報告準則實務報告第2號「會計政策披露」（修訂本）的影響

本集團已於本年度首次應用該等修訂本。香港會計準則第1號「財務報表的呈列」經修訂以「重大會計政策資料」取代「主要會計政策」一詞的所有情況。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。

該等修訂本亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事項或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事項或情況有關的會計政策資料本身即屬重大。倘一間實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號作出重大性判斷（「**實務報告**」）亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關一項會計政策的資料對其財務報表是否屬重大。實務報告已增加指導意見及實例。

應用該等修訂本對本集團的財務狀況及表現並無重大影響，但已影響綜合財務報表附註3所載本集團會計政策的披露。

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Change in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong

The Group has several subsidiaries operating in Hong Kong which are obliged to pay LSP to employees under certain circumstances. Meanwhile, the Group makes mandatory MPF contributions to the trustee who administers the assets held in a trust solely for the retirement benefits of each individual employee. Offsetting of LSP against an employee’s accrued retirement benefits derived from employers’ MPF contributions was allowed under the Employment Ordinance (Cap. 57). In June 2022, the Government of the Hong Kong Special Administrative Region gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “**Amendment Ordinance**”) which abolishes the use of the accrued benefits derived from employers’ mandatory MPF contributions to offset severance payment and LSP (the “**Abolition**”). The Abolition will officially take effect on 1 May 2025 (the “**Transition Date**”). In addition, under the Amendment Ordinance, the last month’s salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” which provides guidance for the accounting for the offsetting mechanism and the impact arising from abolition of the MPF-LSP offsetting mechanism in Hong Kong. The abolition of the offsetting mechanism did not have a material impact on the Group’s results and financial position.

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動（續）

2.1 於本年度強制生效的新訂香港財務報告準則及其修訂本（續）

應用香港會計師公會就《香港取消強制性公積金（「強積金」）與長期服務金（「長服金」）對沖機制的會計影響》發出之指引而導致會計政策的變動

本集團有若干附屬公司於香港營運，根據特定情況有義務向員工支付長服金。與此同時，本集團向受託人作出強制性強積金供款，該受託人管理專為每名個別員工退休權益而設的信託資產。僱主可根據僱傭條例（第57章）使用強制性供款所產生的僱員累算退休權益來對沖長服金。於二零二二年六月，香港特區政府就《二零二二年僱傭及退休計劃法案（抵銷安排）（修訂）條例》（「**修訂條例**」）刊憲，取消僱主使用強制性強積金供款所產生的累算權益來對沖遣散費和長服金的做法（「**該取消**」）。該取消將於二零二五年五月一日正式生效（「**過渡日期**」）。此外，根據修訂條例，用於計算過渡日期前受僱期間長服金部分為緊接過渡日期（而非解僱日期）前的最後一個月的月薪。

於二零二三年七月，香港會計師公會發佈《香港取消強積金與長服金對沖機制的會計影響》，為對沖機制的會計處理和香港取消強積金與長服金對沖機制所產生的影響提供指引。取消抵銷機制對本集團的業績及財務狀況並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendment to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動（續）

2.2 已頒佈但尚未生效之香港財務報告準則修訂本

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則修訂本：

香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營公司間資產出售或注資 ¹
香港財務報告準則第16號（修訂本）	售後租回交易的租賃負債 ²
香港會計準則第1號（修訂本）	將負債分類為流動或非流動及香港詮釋第5號（二零二零年）之相關修訂本 ²
香港會計準則第1號（修訂本）	附帶契諾的非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號（修訂本）	供應商融資安排 ²
香港會計準則第21號（修訂本）	缺乏可交換性 ³

¹ 於待定日期或之後開始年度期間生效。

² 於二零二四年一月一日或之後開始年度期間生效。

³ 於二零二五年一月一日或之後開始年度期間生效。

除下文所述的香港財務報告準則修訂本外，本公司董事預期，應用所有其他香港財務報告準則修訂本將不會於可預見未來對綜合財務報表產生重大影響。

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current” and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 “Non-current Liabilities with Covenants” (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 “Financial Instruments: Presentation”.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動（續）

2.2 已頒佈但尚未生效之香港財務報告準則修訂本（續）

香港會計準則第1號（修訂本）香港詮釋第5號（二零二零年）有關流動或非流動負債分類及相關修訂（「二零二零年修訂本」）及香港會計準則第1號（修訂）附有契約的非流動負債（「二零二二年修訂本」）

該等二零二零年修訂就評估自報告日期起至少十二個月之延遲結付權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 澄清倘負債具有可由對手方選擇透過轉讓實體本身的權益工具進行結清之條款，則僅當實體應用香港會計準則第32號金融工具：呈列將選擇權單獨確認為權益工具時，該等條款方不會影響其分類為流動或非流動。
- 指定將負債分類為流動負債或非流動負債應以報告期末已存在之權利為依據。具體而言，該等修訂本澄清分類不應受到管理層在12個月內清償負債之意圖或期望所影響。

就以遵守契諾為條件的自報告日期起延遲結付至少十二個月的權利而言，二零二零年修訂引入的要求已經二零二二年修訂修訂。二零二二年修訂訂明，實體須於報告期末或之前遵守的契諾方會影響實體於報告日期後最少十二個月內延遲結清負債的權利。僅須於報告期後遵守的契諾對該權利於報告期末是否存在並無影響。

綜合財務報表附註

2 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current” and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 “Non-current Liabilities with Covenants” (the “2022 Amendments”) (Continued)

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 March 2024, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

2 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本以及其他會計政策變動（續）

2.2 已頒佈但尚未生效之香港財務報告準則修訂本（續）

香港會計準則第1號（修訂本）香港詮釋第5號（二零二零年）有關流動或非流動負債分類及相關修訂（「二零二零年修訂本」）及香港會計準則第1號（修訂）附有契約的非流動負債（「二零二二年修訂本」）（續）

此外，二零二二年修訂本亦訂明有關資料的披露要求，使財務報表使用者了解在該實體將貸款安排產生的負債分類為非流動負債，而實體延遲結清該等負債的權利視乎實體於報告期後十二個月內是否遵守契約的情況下，則負債可能須於報告期後十二個月內償還的風險。

二零二二年修訂本亦將應用二零二零年修訂本的生效日期推遲到二零二四年一月一日或之後開始的年度報告期間。二零二二年修訂本與二零二零年修訂於二零二四年一月一日或之後開始的年度報告期間生效，並允許提早應用。倘實體在頒佈二零二二年修訂本後的早期應用二零二零年修訂，該實體亦應在該期間應用二零二二年修訂本。

基於本集團於二零二四年三月三十一日的未償負債，應用二零二零年及二零二二年修訂本將不會導致本集團負債的重新分類。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with HKFRS 16 “Leases” (“**HKFRS 16**”), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

3 綜合財務報表的編製基準及重大會計政策資料

3.1 綜合財務報表的編製基準

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。就編製綜合財務報表而言，倘合理預期有關資料將影響主要使用者的決策，有關資料即被視為重大。此外，綜合財務報表載有聯交所證券上市規則（「**上市規則**」）及香港公司條例規定的適用披露。

如下文所載的會計政策所述，綜合財務報表已在各報告期末以歷史成本為基準編製（若干按公平值計量的金融工具除外）。

歷史成本一般基於就換取商品及服務所給予的代價的公平值。

公平值為於計量日期在市場參與者之間按有序交易出售資產將收取的價格或轉讓負債時將支付的價格，而不論該價格是否可直接觀察所得或採用其他估值技術估計得出。於估計資產或負債的公平值時，本集團計及市場參與者於計量日期就資產或負債進行定價時將會考慮的資產或負債特徵。該等綜合財務報表中用作計量及／或披露用途的公平值按此基準釐定，惟香港財務報告準則第2號「以股份為基礎的支付」範疇內的以股份為基礎的支付交易、根據香港財務報告準則第16號「租賃」（**香港財務報告準則第16號**）入賬的租賃交易及與公平值類似但並非公平值的計量（例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

3.1 Basis of preparation of consolidated financial statements *(Continued)*

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, and valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3 綜合財務報表的編製基準及重大會計政策資料 *(續)*

3.1 綜合財務報表的編製基準 *(續)*

就按公平值交易的金融工具及於其後期間計量公平值使用不可觀察參數的估值技術而言，估值技術予以調整，以使於初步確認時估值技術結果等同交易價格。

此外，就財務申報而言，公平值計量按公平值計量的參數的可觀察程度及參數對公平值計量整體的重要性劃分為第一、二或三級，詳述如下：

- 第一級參數為實體於計量日期可獲得的相同資產或負債於活躍市場的報價（未經調整）；
- 第二級參數為可直接或間接觀察的資產或負債參數（計入第一級的報價除外）；及
- 第三級參數為資產或負債的不可觀察參數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料

綜合基準

綜合財務報表結合本公司及由本公司及其附屬公司控制的實體之財務報表。本公司在下列情況下取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔可變回報的風險或享有可變回報的權利；及
- 能夠使用其權力影響其回報。

倘事實及情況顯示上文所列控制權的三項元素中一項或多項有變，則本集團重新評估其是否控制投資對象。

附屬公司於本集團取得該附屬公司的控制權時開始綜合入賬，於本集團喪失該附屬公司的控制權時終止綜合入賬。具體而言，於年內收購或出售的附屬公司收支自本集團取得控制權當日起直至本集團不再控制附屬公司當日止計入綜合損益及其他全面收益表。

損益及其他全面收益各項目歸於本公司擁有人及非控制權益所有。即使會導致非控制權益的結餘為負數，附屬公司的全面總收益亦歸於本公司擁有人及非控制權益所有。

附屬公司的財務報表於必要時會作出調整，以使其會計政策與本集團的會計政策一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Basis of consolidation (Continued)

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

綜合基準(續)

所有集團內公司間的資產與負債、股本、收入、開支以及本集團成員公司間交易現金流量於綜合入賬時悉數對銷。

於附屬公司的非控制權益應與本集團之權益單獨列示，乃指其持有者有權按比例分佔相關附屬公司清盤時之淨資產的當前擁有權權益。

源自客戶合約的收益

本集團於完成履約責任時(或就此)確認收益，即與特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。

履約責任指個別的商品或服務(或一組商品或服務)或一系列大致相同的個別商品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全履行相關履約責任的進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並消耗本集團履約所提供的利益；
- 於本集團履約時，本集團的履約產生或加強一項客戶控制的資產；或
- 本集團的履約並未產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Revenue from contracts with customers (Continued)

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Rendering of services

Service income of piling and drilling machineries and equipment is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. The Group bills a fixed amount for each month of service provided. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15"), the transaction price allocated to these unsatisfied contracts is not disclosed. The service income is not derived from the Group's ordinary course of business and is presented as other income.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

源自客戶合約的收益(續)

否則，收益於客戶獲得個別商品或服務控制權的時間點確認。

合約負債指本集團因已向客戶收取代價(或代價金額已到期)，而須向客戶轉讓商品或服務的責任。

提供服務

打樁機及鑽機以及設備的服務收入乃參照完成履行相關履約責任之進展情況隨時間確認，原因在於客戶隨著本集團的履約同時收取及消耗本集團履約所提供之利益。本集團就每月提供的服務開出固定金額賬單。本集團選擇應用可行權宜方法，確認本集團有權開具發票之金額的收益。如香港財務報告準則第15號「來自客戶合約收益」(「香港財務報告準則第15號」)所准許，分配至該等未履行合約之交易價格不予披露。服務收入並非源自本集團日常業務並呈列為其他收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為租賃或包含租賃。

本集團作為承租人

將代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格基準將合約代價分配至各項租賃組成部分。

非租賃組成部分乃自租賃組成部分分開並應用其他適用準則入賬。

短期租賃

對於租期自開始日期起計為12個月或以內且不包含購買選擇權的租賃，本集團應用短期租賃確認豁免。短期租賃的租賃付款按直線法基準於租期內確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

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

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在開始日期或之前作出的任何租賃付款，減去收到的任何租賃獎勵措施；
- 本集團產生的任何初始直接成本；及
- 本集團在拆卸和拆除相關資產，恢復其所在地點或將相關資產恢復到租賃條款和條件所規定狀態將予產生的估計成本。

使用權資產按成本計量，減任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。

使用權資產於其估計可使用年期及租期(以較短者為準)內按直線法計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退還租賃按金

已付可退還租賃按金乃根據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**」)入賬並按公平值初步計量。於初步確認時對公平值之調整被視為額外租賃付款並計入使用權資產成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借貸利率計算。

租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠。

於開始日期後，租賃負債就利息增長及租賃付款作出調整。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

租賃修改

倘出現以下情況，本集團將租賃修改作為單獨租賃入賬：

- 修改透過加入使用一項或多項相關資產的權利擴大租賃範圍；及
- 租賃的代價增加，增加的金額相當於範圍擴大對應的單獨價格的金額及為反映特定合約情況而對該單獨價格進行的任何適當調整。

就不作為單獨租賃入賬的租賃修改而言，本集團根據經修改租賃的租期，透過使用於修改生效日期的經修訂折現率折現經修訂租賃付款而重新計量租賃負債(減任何應收租賃優惠)。

本集團透過對相關使用權資產進行相應調整，將租賃負債的重新計量入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備

物業、廠房及設備是為用於生產或供應商品或服務或管理目的而持有的有形資產。物業、廠房及設備於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

折舊採用直線法，以在資產的估計可使用年期內撇銷其成本減剩餘價值確認。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，估計的任何變動影響按預先計提基準入賬。

物業、廠房及設備項目於出售時或預期繼續使用資產不會產生未來經濟利益時終止確認。物業、廠房及設備項目出售或報廢時產生的任何收益或虧損按銷售所得款項與資產賬面值的差額釐定，並於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

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

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amounts of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of 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 the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備以及使用權資產的減值

於報告期末，本集團審閱其物業、廠房及設備以及使用權資產的賬面值，衡量是否有跡象顯示此等資產已出現減值虧損。倘出現任何該等跡象，則會估計相關資產的可收回金額，以釐定減值虧損(如有)之程度。

本集團會個別估計物業、廠房及設備以及使用權資產的可收回金額。若不可能逐項估計可收回金額，本集團會估計該資產所屬現金產生單位的可收回金額。

於測試現金產生單位之減值時，於可設立合理和一貫分配基準的情況下，公司資產會被分配到相關的現金產生單位，否則會被分配到可設立合理和一貫分配基準的最小現金產生單位組別。可收回金額按公司資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

可收回金額為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，估計日後現金流量乃採用稅前折現率折現至其現值，該折現率反映貨幣時間價值之現行市場評估及尚未就日後現金流量之估計作出調整之資產(或現金產生單位)之特有風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so 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 (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備以及使用權資產的減值(續)

倘估計資產(或現金產生單位)之可收回金額將少於其賬面值,則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的公司資產或一部分公司資產而言,本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值)與該組現金產生單位的可收回金額作比較。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),其後根據該單位或現金產生單位組別各資產的賬面值按比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。會另行分配至資產之減值虧損數額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回,該項資產(或現金產生單位或現金產生單位組別)之賬面值將增加至其經修訂之估計可收回金額,惟增加後之賬面值不得超過倘若該資產(或現金產生單位或現金產生單位組別)於過往年度並無確認減值虧損所釐定之賬面值。減值虧損之撥回即時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and bank balances, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

現金及現金等價物

現金及現金等價物於綜合財務狀況表呈列，包括：

- (a) 現金，其包括手頭現金及銀行結餘，不包括受監管限制而導致有關結餘不再符合現金定義的銀行結餘；及
- (b) 現金等價物，其包括短期(通常原到期日為三個月或更短)、可隨時轉換為已知數額現金且價值變動風險不大的高流動性投資。現金等價物持作滿足短期現金承擔，而非用於投資或其他目的。

就綜合現金流量表而言，現金及現金等價物包括上文定義的現金及現金等價物。

存貨

存貨按成本與可變現淨值的較低者列賬。存貨成本根據先進先出法釐定。可變現淨值指存貨的估計售價減全部估計完工成本及所需銷售成本。作出銷售的必要成本包括直接導致銷售的增量成本及本集團必須導致作出銷售的非增量成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for financial assets and are presented as other income.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具

當集團實體成為工具合約條文之訂約方，則確認金融資產及金融負債。所有日常購買或出售之金融資產均按交易日基準確認及終止確認。日常購買或出售指須於市場規則或慣例確立之時限內交付資產之金融資產購買或出售。

金融資產及金融負債初步按公平值計量(除與客戶簽訂合約產生的貿易應收款項初步根據香港財務報告準則第15號計量外)。收購或發行金融資產及金融負債(透過損益按公平值(「透過損益按公平值」)入賬之金融資產除外)直接應佔之交易成本於初步確認時加入金融資產或金融負債之公平值或從中扣除(如適用)。收購透過損益按公平值入賬之金融資產或金融負債直接應佔之交易成本即時於損益確認。

實際利率法為計算金融資產或金融負債的攤銷成本及於相關期間分配利息收入及利息開支的方法。實際利率為於金融資產或金融負債的預期年期或(如適用)較短期間內將估計未來現金收入及付款(包括構成實際利率不可或缺一部分的所有已付或已收費用及貼息、交易成本以及其他溢價或折讓)準確折現至於初步確認時的賬面淨值之利率。

利息收入按金融資產的實際利率基準確認，並以其他收入列示。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產

金融資產的分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 金融資產以收取合約現金流量為目的之業務模式持有；及
- 合約條款會於指定日期產生現金流量，其性質純粹為支付本金及未償還本金的利息。

所有其他金融資產其後透過損益按公平值計量，於初步確認金融資產除外，倘該股權投資並非持作交易或收購方應用香港財務報告準則第3號「業務合併」於業務合併確認的或有代價，本集團不可撤銷地選擇在其他全面收益列示股權投資其後公平值變動。

倘為以下情況，金融資產為持作交易：

- 其主要為於近期銷售而購買；或
- 於初步確認，其為已識別金融工具組合的一部分，由本集團一同管理並有近期短期獲利回吐的實際模式；或
- 其為非指定及有效為對沖工具的衍生工具。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income (“**FVTOCI**”) as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及後續計量(續)

此外，本集團可不可撤銷地指定須按攤銷成本或透過其他全面收益按公平值（「**透過其他全面收益按公平值**」）計量的金融資產為透過損益按公平值計量，倘使用此方法，則消除或大幅減少會計錯配。

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產使用實際利率法確認利息收入。就購買或發起的信貸減值金融資產以外的金融工具而言，利息收入透過對金融資產的賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，利息收入自下一個報告期起透過對金融資產的攤銷成本應用實際利率確認。倘信貸減值金融工具的信貸風險得以改善，使金融資產不再出現信貸減值，則於釐定資產不再出現信貸減值之後的報告期初起，利息收入透過對金融資產的賬面總值應用實際利率確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Dividends from these assets are recognised in profit or loss when the Group’s right to receive the dividends is established, and are included in the “other income” line item.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及後續計量(續)

(ii) 透過損益按公平值入賬之金融資產

不達成按攤銷成本或透過其他全面收益按公平值入賬計量標準或指定為透過其他全面收益按公平值入賬之金融資產乃透過損益按公平值計量。

透過損益按公平值入賬之金融資產連同任何於損益中確認的公平值收益或虧損乃按每個報告期末的公平值計量。於損益中確認的收益或虧損淨額不包括任何股息或自金融資產獲得的利息，並計入「其他收益及虧損」項目中。

當本集團收取股息的權利確立時，該等資產的股息於損益中確認，並計入「其他收入」項目中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets including trade receivables, other receivables, deposits and bank balances which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done 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 conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的減值

本集團對根據香港財務報告準則第9號須作減值評估之金融資產(包括貿易應收款項、其他應收款項、按金及銀行結餘)進行預期信貸虧損(「預期信貸虧損」)模式項下的減值評估。預期信貸虧損的金額於各報告日期更新,以反映自初始確認後信貸風險的變化。

全期預期信貸虧損指於相關工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反,12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件導致之全期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行,並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況以及預測未來狀況的評估作出調整。

本集團一直就貿易應收款項確認全期預期信貸虧損。

就所有其他工具而言,本集團計量的虧損撥備等於12個月預期信貸虧損,除非自初始確認後信貸風險顯著增加,在該情況下,本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險是否有顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

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

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的減值(續)

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且有理據支持的定量和定性資料，包括歷史經驗及毋須花費不必要成本或努力即可獲得的前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加、債務人的信貸違約掉期價格；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況之現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (Continued)
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的減值(續)

- (i) 信貸風險顯著增加(續)
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境之實際或預期的重大不利變化。

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30天，則信貸風險自初始確認以來已顯著增加，除非本集團有合理且可支持之資料證明事實並非如此。

儘管如此，倘一項債務工具於報告日期確定為信貸風險較低，則本集團假設該債務工具的信貸風險自初始確認以來並無大幅增加。倘一項債務工具(i)違約風險較低；(ii)借款人近期具充分償付合約現金流量責任的能力及(iii)長遠而言經濟及業務狀況的不利變動可能但未必會降低借款人償付合約現金流量責任的能力，則該項債務工具可確定為信貸風險較低。倘債務工具的內部或外部信貸評級為「投資級別」(根據國際通用釋義)，則本集團認為該債務工具有低信貸風險。

本集團定期監察用以識別信貸風險是否已顯著增加的標準之成效，並對其作出修訂(如適用)，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，倘內部生成或自外部來源獲得之資料顯示債務人不太可能向其債權人(包括本集團)悉數付款(不考慮本集團持有的任何抵押品)，則發生違約事件。

無論上述分析結果如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持之資料證明較寬鬆的違約標準更為適用，則當別論。

(iii) 信貸減值金融資產

金融資產在一項或多項對該金融資產的估計未來現金流量構成不利影響的事件發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，如拖欠或逾期事件；
- (c) 借款人的貸款人出於與借款人財務困難相關的經濟或合約原因而向借款人授予貸款人在其他情況下不會考慮授出的優惠；或
- (d) 借款人將有可能面臨破產或進行其他財務重組。

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset, when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的減值(續)

(iv) 撇銷政策

當有資料顯示對手方陷入嚴重財務困難且並無實際收回的可能時(例如對手方已清盤或進入破產程序時),本集團則撇銷金融資產。於在適當情況下考慮法律意見後,已撇銷的金融資產仍可根據本集團的收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回於損益中確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損率(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損率之評估乃基於歷史數據及前瞻性資料。預期信貸虧損之估計反映無偏頗及概率加權之數額,其乃根據加權之相應違約風險而釐定。

一般而言,預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間之差額,按初步確認時釐定之實際利率折現。

若干貿易應收款項的全期預期信貸虧損乃經考慮逾期資料及前瞻性宏觀經濟資料等相關信貸資料後按整體基準考慮。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, where the corresponding adjustment is recognised through a loss allowance account.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的減值(續)

(v) 預期信貸虧損之計量及確認(續)

就集體評估而言，於制定分組時，本集團考慮下列特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘可得)。

管理層定期檢討分組方法，以確保各組別的組成項目繼續具有相似的信貸風險特徵。

利息收入根據金融資產的賬面值總額計算，惟金融資產存在信貸減值除外，在此情況下，利息收入乃按金融資產的攤銷成本計算。

除透過虧損撥備賬確認貿易應收款項的相應調整外，本集團就所有金融工具通過調整其賬面值於損益內確認減值收益或虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

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

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

終止確認金融資產

只有當資產現金流量的合約權利屆滿時，或向其他實體轉讓該金融資產及轉移該資產所有權的絕大部分風險及回報時，本集團才會終止確認金融資產。

於終止確認以攤銷成本計量之金融資產時，該資產的賬面值與已收及應收代價之和之間的差額於損益確認。

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排的性質與金融負債及股本工具的定义分類為金融負債或股本。

股本工具

股本工具乃證明實體於扣減其所有負債後於資產中擁有剩餘權益的任何合約。本公司發行的股本工具按已收所得款項扣減直接發行成本確認。

按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項以及銀行及其他借貸)其後使用實際利率法按攤銷成本計量。

終止確認金融負債

本集團當且僅當其責任獲履行、取消或屆滿時終止確認金融負債。終止確認的金融負債之賬面值與已付及應付代價的差額於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Borrowing costs

All borrowing costs, other than those directly attributable to the acquisition, construction or production of qualifying assets, if any, are recognised in profit or loss in the period in which they are incurred.

Government grants

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.

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

Retirement benefit costs

Payments to Mandatory Provident Fund Scheme (“**MPF Scheme**”) and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

借貸成本

所有借貸成本在產生期間於損益確認，惟因收購、興建或生產合資格資產(倘有)而直接產生的借貸成本除外。

政府補助

政府補助在有合理保證證明本集團將符合政府補助附帶條件及將收取補助時，方予確認。

政府補助於本集團確認補助擬補償之相關成本為開支之期間有系統地於損益中確認。

作為補償已產生開支或虧損，或旨在向本集團提供並無未來相關成本的即時財務援助而應收之政府補助，在成為應收款項期間內於損益中確認。該等補助呈列為「其他收入」。

退休福利成本

向強制性公積金計劃(「**強積金計劃**」)及國家管理退休福利計劃作出的付款於僱員提供服務而享有供款時確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時按預期支付福利的未折現金額確認。所有短期僱員福利均確認為開支，除非有另一項香港財務報告準則規定或允許將福利計入資產成本則作別論。

僱員累計福利(如工資及薪金、年假及病假)於扣除已付金額後確認為負債。

就其他長期僱員福利確認的負債，按本集團預計在截至報告日期就員工提供的服務作出的估計未來現金流出現值計量。由於服務成本、利息和重新計量產生的負債賬面值之任何變動於損益確認，除非另有香港財務報告準則要求或允許將其納入資產成本。

外幣

編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易按交易日的當前匯率確認。於報告期末，以外幣計值的貨幣項目按該日的當前匯率重新換算。按歷史成本以外幣計量的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目的匯兌差額於產生期間在損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

Taxation

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

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

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

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

外幣(續)

就綜合財務報表呈列而言，本集團業務當中資產及負債乃按於各報告期末之當前匯率換算為本集團呈列貨幣(即港元)。收入及開支項目按該期間之平均匯率換算，惟於該期間之匯率大幅波動時，則使用各項交易日期之匯率換算。產生之匯兌差異(如有)於其他全面收益確認，並於權益下以非控制權益應佔匯兌儲備(如適用)累計。

稅項

所得稅開支指即期及遞延稅項開支的總和。

即期應付稅項按年度應課稅溢利計算。鑒於其他年度的應課稅或可扣稅收支項目及毋須課稅或不可扣稅項目，故應課稅溢利有別於除稅前溢利/虧損。本集團的即期稅項負債按報告期末前已實施或已實質實施的稅率計算。

遞延稅項按綜合財務報表中資產及負債的賬面值與計算應課稅溢利所用相應稅基之間的暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般於所有可扣減暫時差額可用以抵銷應課稅溢利時予以確認。倘於交易中初步確認(業務合併除外)的資產及負債所產生的暫時差額並不影響應課稅溢利或會計溢利以及於交易發生時不產生同等的應課稅暫時差額及可抵扣暫時差異，則不確認遞延稅項資產及負債。此外，倘若暫時差額乃由初始確認產生，則不確認遞延所得稅負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

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

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

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

稅項(續)

除非本集團可控制有關暫時差額的撥回及暫時差額在可預見未來可能不會撥回，否則遞延稅項負債會就於附屬公司投資的相關應課稅暫時差額確認。與該等投資相關的可抵扣暫時差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利用於動用暫時差額利益及預期會於可預見未來撥回時確認。

遞延稅項資產的賬面值於各報告期末審閱，並扣減至不再可能有足夠應課稅溢利可供收回所有或部分資產時為止。

遞延稅項資產及負債以預期於負債償還或資產變現期間所適用的稅率計量，根據於報告期末前已實施或實質上已實施的稅率(及稅法)計算。

遞延稅項負債及資產的計量反映本集團預期在報告期末收回或清償資產及負債賬面值的方式所導致的稅務後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易之遞延稅項而言，本集團首先釐定稅務扣減乃歸於使用權資產或租賃負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

4 KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company 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 underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may 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 the future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

3 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

稅項(續)

就稅務扣減歸於租賃負債之租賃交易而言，本集團分別對租賃交易及相關資產應用香港會計準則第12號規定。本集團於可能出現可用於扣減暫時差額之應課稅溢利時就所有可扣減暫時差額確認與租賃負債相關的遞延稅項資產及遞延稅項負債。

遞延稅項資產及負債於可依法將即期稅項資產與即期稅項負債抵銷時，及於該等遞延稅項資產及負債乃與同一稅務機關向同一應課稅實體徵收的所得稅相關時方予以抵銷。

即期及遞延稅項在損益確認，惟倘與在其他全面收益或直接於權益中確認之項目有關，則即期及遞延稅項亦會分別於其他全面收益或直接於權益確認。

4 估計不明朗因素的主要來源

應用本集團的會計政策(附註3所述)時，本公司董事須對未能從其他來源確定的資產及負債的賬面值作出判斷、估計及假設。有關估計及相關假設以過往經驗及其他視為相關的因素為依據。實際結果可能有別於此等估計。

該等估計及相關假設須持續檢討。倘會計估計的修訂僅影響作出修訂的期間，則有關修訂會在該期間確認，而倘修訂對現時及未來期間均有影響，則須在作出修訂的期間及未來期間確認。

以下為有關日後的主要假設及於報告期末估計不明朗因素的其他主要來源，其可能構成導致下一個財政年度資產的賬面值出現重大調整的重大風險。

4 KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Impairment assessment of trade receivables

The Group calculates ECL for the trade receivables individually or collectively. Except for significant balances or credit-impaired amounts which are assessed for impairment individually, the remaining trade receivables are grouped under a collective assessment after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for supportable forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Note 29 and Note 17 respectively.

As at 31 March 2024, the carrying amount of trade receivables is HK\$53,284,000 (2023: HK\$47,999,000), net of impairment loss of HK\$10,146,000 (2023: HK\$6,146,000).

Estimated write down of inventories

The management assesses whether the inventories are stated at the lower of cost and net realisable values and estimates the allowance for inventories based on their industry knowledge and experience at the end of the reporting period. The management estimates the amount of allowance for inventories based on the lower of cost and their estimated net realisable value. In determining the net realisable values of the Group's inventories, the management considers the current market conditions, material price fluctuation and subsequent usage or sales. When the actual net realisable values are lower than expectation, such difference will impact the carrying amounts of inventories. During the year ended 31 March 2024, the Group recognises a write down of inventories of HK\$1,989,000 (2023: a reversal of write down of inventories of HK\$360,000). As at 31 March 2024, the carrying amount of inventories is HK\$44,956,000 (2023: HK\$56,471,000).

4 估計不明朗因素的主要來源 (續)

貿易應收款項之減值評估

本集團個別或集體計算貿易應收款項的預期信貸虧損。除重大結餘或信貸減值金額作個別減值評估外，其餘貿易應收款項於考慮貿易債務人的內部信貸評級、賬齡、還款記錄及／或各貿易應收款項的逾期狀況後，按集體評估分組。估計虧損率乃基於債務人於預期年期的過往觀察所得的違約率估計，並就毋須花費不必要成本或努力即可獲得的合理且有理據支持的前瞻性資料作出調整。於各報告日期會重新評估過往已觀察的違約率及考慮前瞻性資料的變動。

預期信貸虧損之撥備對估計變動尤為敏感。有關預期信貸虧損及本集團的貿易應收款項的資料分別於附註29及附註17披露。

於二零二四年三月三十一日，貿易應收款項的賬面值為53,284,000港元（二零二三年：47,999,000港元），已扣除減值虧損10,146,000港元（二零二三年：6,146,000港元）。

估計存貨撇減

管理層根據彼等的行業知識及經驗，於報告期末評估存貨是否按成本及可變現淨值之較低者呈列並估計存貨撥備的金額。管理層根據成本與存貨的估計可變現淨值之較低者估計存貨撥備的金額。於釐定本集團存貨之可變現淨值時，管理層考慮當前市況、重大價格波動及其後用途或銷售。當實際可變現淨值低於預期時，有關差額將影響存貨的賬面值。於截至二零二四年三月三十一日止年度，本集團確認存貨撇減撥回1,989,000港元（二零二三年：存貨撇減撥回360,000港元）。於二零二四年三月三十一日，存貨賬面值為44,956,000港元（二零二三年：56,471,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

Revenue

The Group is principally engaged in (i) manufacturing and trading of DTH rockdrilling tools; and (ii) trading of pilling and drilling machineries and rockdrilling equipment.

Disaggregation of revenue

An analysis of the Group's revenue is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Recognised at a point in time:	於某一時間點確認：		
Manufacturing and trading of DTH rockdrilling tools	製造及買賣潛孔鑿岩工具	136,542	146,569
Trading of pilling and drilling machineries and rockdrilling equipment	買賣打樁機及鑽機以及鑿岩設備	11,689	10,479
		148,231	157,048

Disaggregation of revenue by geographical location is disclosed in geographical information below.

Performance obligations for contracts with customers

All of the Group's revenue is recognised when the control of goods is transferred, being when the goods are delivered to the customer's specific location. A receivable is recognised by the Group when the goods are delivered to the customer's premises as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The normal credit term is 0 to 90 days upon delivery. The customers have neither rights of return nor rights to defer or avoid payment for the goods once they are accepted by the customers upon receipt of goods. The contracts signed with the customers are short-term and fixed price contracts.

5 收益及分部資料

收益

本集團主要從事(i)製造及買賣潛孔鑿岩工具；及(ii)買賣打樁機及鑽機以及鑿岩設備業務。

收益明細

本集團收益的分析如下：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Recognised at a point in time:		
Manufacturing and trading of DTH rockdrilling tools	136,542	146,569
Trading of pilling and drilling machineries and rockdrilling equipment	11,689	10,479
	148,231	157,048

就按地理位置劃分的收益明細於下文地區資料披露。

就與客戶之間合約的履約責任

本集團所有收益均於貨品的控制權已轉移(即當貨品交付至客戶指定地點)時確認。當貨品交付至客戶處所時，本集團確認應收款項，原因為此代表收取代價之權利成為無條件的一個時間點，於款項到期前只須待時間過去。一般信貸期為交貨後0至90天。當客戶收到貨品並接受後，客戶並無權利退回貨品，或延遲或逃避支付貨款。與客戶簽署的合約為短期及固定價格合約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2024 and 31 March 2023 and the expected timing of recognising revenue 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
Within one year	一年內	32,670	64,092

Segment information

Information reported to the executive directors of the Company, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focuses on the types of products sold.

The details of the Group's operating segments are as follows:

- (i) Manufacturing and trading of DTH rockdrilling tools
- (ii) Trading of piling and drilling machineries and rockdrilling equipment

These operating segments also represent the Group's reportable segments. No operating segments identified by the CODM have been aggregated in arriving at the reportable, segments of the Group.

5 收益及分部資料 (續)

收益 (續)

分配至就與客戶之間合約餘下履約責任之交易價

於二零二四年三月三十一日及二零二三年三月三十一日分配至餘下履約責任 (未達成或部分未達成) 之交易價及確認收益的預期時間如下:

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within one year	32,670	64,092

分部資料

就資源分配及分部表現評估而向本公司執行董事 (即主要經營決策者 (「主要經營決策者」)) 提交的報告資料側重已出售產品類型。

本集團經營分部的詳情如下:

- (i) 製造及買賣潛孔鑿岩工具
- (ii) 買賣打樁機及鑽機以及鑿岩設備

該等經營分部亦即本集團的可呈報分部。在設定本集團的可呈報分部時並無彙合主要經營決策者所識別的經營分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 March 2024

5 收益及分部資料 (續)

分部資料 (續)

分部收益及業績

以下載列本集團按經營及可呈報分部劃分的收益及業績分析：

截至二零二四年三月三十一日止年度

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries and rockdrilling equipment 買賣打樁機及鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment and external sales	分部及外界銷售	136,542	11,689	148,231
Segment result	分部業績	33,915	231	34,146
Unallocated expenses	未分配開支			(48,800)
Other income	其他收入			3,526
Impairment losses under ECL model, net	預期信貸虧損模式項下的減值虧損淨額			(4,000)
Other gains and losses	其他收益及虧損			(5,011)
Finance costs	融資成本			(1,189)
Loss before tax	除稅前虧損			(21,328)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2023

5 收益及分部資料 (續)

分部資料 (續)

分部收益及業績 (續)

截至二零二三年三月三十一日止年度

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣 潛孔鑿岩工具	Trading of piling and drilling machineries and rockdrilling equipment 買賣打樁機及 鑽機以及鑿岩設備	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment and external sales	分部及外界銷售	146,569	10,479	157,048
Segment result	分部業績	41,220	2,198	43,418
Unallocated expenses	未分配開支			(49,295)
Other income	其他收入			4,253
Impairment losses under ECL model, net	預期信貸虧損模式項下的 減值虧損淨額			(4,307)
Other gains and losses	其他收益及虧損			450
Finance costs	融資成本			(1,035)
Loss before tax	除稅前虧損			(6,516)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment result represents the profit earned by each segment without allocation of unallocated expenses (including selling and distribution expenses and administrative expenses), other income, impairment losses under ECL model, net, other gains and losses and finance costs. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM of the Group.

經營分部的會計政策與附註3所述本集團的會計政策相同。分部業績指分配未分配開支(包括銷售及分銷開支和行政開支)、其他收入、預期信貸虧損模式項下的減值虧損淨額、其他收益及虧損和融資成本前各分部所賺溢利。該計量方式會呈報本集團主要經營決策者以作資源分配及表現評估。

分部資產及負債

由於並無定期向本集團主要經營決策者提供分部資產或分部負債分析，因此並無呈列該分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Other segment information

For the year ended 31 March 2024

5 收益及分部資料 (續)

分部資料 (續)

其他分部資料

截至二零二四年三月三十一日止年度

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of pilling and drilling machineries and rockdrilling equipment 買賣打樁機及鑽機以及鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts regularly provided to the CODM but not included in the measurement of segment result:	定期向主要經營決策者提供但不用於計量分部業績的款項：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	382	-	382
Depreciation of right-of-use assets	使用權資產折舊	1,475	-	1,475
Write down of inventories	存貨撇減	1,989	-	1,989

For the year ended 31 March 2023

截至二零二三年三月三十一日止年度

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of pilling and drilling machineries and rockdrilling equipment 買賣打樁機及鑽機以及鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts regularly provided to the CODM but not included in the measurement of segment result:	定期向主要經營決策者提供但不用於計量分部業績的款項：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	667	-	667
Depreciation of right-of-use assets	使用權資產折舊	1,475	-	1,475
Reversal of write down of inventories	存貨撇減撥回	(360)	-	(360)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Geographical information

The following table sets out information about (i) the Group's revenue from external customers by the location of customers and (ii) the Group's non-current assets (excluded deferred tax assets) by location of assets.

5 收益及分部資料 (續)

分部資料 (續)

地區資料

下表載列(i)本集團按客戶所在地劃分的來自外界客戶收益及(ii)本集團按資產所在地劃分的非流動資產(不包括遞延稅項資產)的資料。

		Revenue from external customers 來自外界客戶收益 For the year ended 31 March 截至三月三十一日止年度		Non-current assets 非流動資產 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	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Hong Kong	香港	142,629	149,450	2,986	1,747
Scandinavia	斯堪的納維亞	1,527	5,179	–	–
Macau	澳門	510	1,522	–	–
The PRC	中國	593	–	10,872	13,803
Germany	德國	1,476	810	–	–
Others	其他	1,496	87	–	–
		148,231	157,048	13,858	15,550

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Information about major customers

Revenue from major customers which accounted for 10% or more of the Group's revenue for each of the year are set out below:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Customer A (note (b))	客戶A (附註(b))	34,590	N/A 不適用 ^(c)
Customer B (note (a))	客戶B (附註(a))	18,098	-
Customer C (note (a))	客戶C (附註(a))	N/A 不適用 ^(c)	35,518
Customer D (note (b))	客戶D (附註(b))	N/A 不適用 ^(c)	34,626
Customer E (note (b))	客戶E (附註(b))	N/A 不適用 ^(c)	16,319

Notes:

- (a) The revenue was derived from manufacturing and trading of DTH rockdrilling tools.
- (b) The revenue was derived from manufacturing and trading of DTH rockdrilling tools and trading of piling and drilling machineries and rockdrilling equipment.
- (c) Revenue from the customer is less than 10% of the total revenue of the Group for the year.

5 收益及分部資料 (續)

分部資料 (續)

主要客戶資料

於各年度來自佔本集團收益10%或以上之主要客戶的收益載列如下：

附註：

- (a) 收益來自製造及買賣潛孔鑿岩工具。
- (b) 收益來自製造及買賣潛孔鑿岩工具以及買賣打樁機及鑽機以及鑿岩設備。
- (c) 年內來自客戶的收益低於本集團總收益的10%。

6 OTHER INCOME

6 其他收入

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Bank interest income	銀行利息收入	458	238
Dividend income from financial assets at FVTPL	來自透過損益按公平值入賬之金融資產的股息收入	1,131	1,054
Government grant	政府補助	8	808
Interest income on deposits placed at an insurance company	存放於保險公司之存款的利息收入	-	60
Service income of piling and drilling machineries and equipment	打樁機及鑽機以及設備服務收入	-	72
Scrap and accessory sales	廢料及配件銷售	1,417	1,334
Sundry income	雜項收入	512	687
		3,526	4,253

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET AND OTHER GAINS AND LOSSES

7 預期信貸虧損模式項下的減值虧損淨額以及其他收益及虧損

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Impairment losses under ECL model, net include the following:	預期信貸虧損模式項下的減值虧損淨額包括以下項目：		
Impairment losses on trade receivables, net	貿易應收款項減值虧損淨額	(4,000)	(4,307)
Details of impairment assessment are set out in Note 29.			
Other gains and losses include the followings:	其他收益及虧損包括以下各項：		
Net foreign exchange gain	外匯收益淨額	30	1,753
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	22
(Write down) reversal of write down of inventories	存貨(撇減)撇減撥回	(1,989)	360
Loss on fair value changes of financial assets at FVTPL	透過損益按公平值入賬之金融資產公平值變動虧損	(3,052)	(1,685)
		(5,011)	450

8 FINANCE COSTS

8 融資成本

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸利息	745	541
Interest on lease liabilities	租賃負債利息	444	494
		1,189	1,035

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 LOSS BEFORE TAX

9 除稅前虧損

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss before tax has been arrived at after charging:	除稅前虧損已扣除以下項目：		
Directors' remuneration (Note 11)	董事酬金(附註11)	600	600
Other staff costs	其他員工成本	27,136	24,213
Contributions to retirement benefit schemes	退休福利計劃供款	1,937	1,628
Total staff costs	員工成本總額	29,673	26,441
Capitalised in cost of inventories manufactured	已資本化為製造存貨成本	(5,025)	(4,744)
		24,648	21,697
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,500	2,010
Capitalised in cost of inventories manufactured	已資本化為製造存貨成本	(382)	(667)
		1,118	1,343
Depreciation of right-of-use assets	使用權資產折舊	2,642	2,177
Capitalised in cost of inventories manufactured	已資本化為製造存貨成本	(1,475)	(1,475)
		1,167	702
Auditor's remuneration	核數師酬金	630	650
Cost of inventories recognised as an expense	確認為開支之存貨成本	114,085	113,630

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 TAXATION (CHARGE) CREDIT

10 稅項(支出)抵免

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong	香港	(225)	(178)
PRC Enterprise Income Tax	中國企業所得稅	(38)	(613)
		(263)	(791)
(Under)over-provision in prior years:	過往年度撥備(不足)超額：		
Hong Kong	香港	-	3,738
PRC Enterprise Income Tax	中國企業所得稅	(377)	(31)
		(377)	3,707
Current tax (charge) credit	即期稅項(支出)抵免	(640)	2,916
Deferred tax (charge) credit (Note 24)	遞延稅項(支出)抵免(附註24)	(593)	24
		(1,233)	2,940

The Hong Kong Profits Tax of the qualifying group entity under the two-tiered profits tax rates regime is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million for both years. The Hong Kong Profits Tax of the group entities not qualifying for the regime is calculated at a flat rate of 16.5% of the estimated assessable profits.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the PRC Enterprise Income Tax is calculated at 25% of the assessable profits for the subsidiary established in the PRC for both years.

於兩個年度的合資格集團實體的香港利得稅就首2百萬港元估計應課稅溢利根據利得稅兩級制按8.25%計算，而就超過2百萬港元的估計應課稅溢利按16.5%計算。不符合資格採用該制度的集團實體的香港利得稅乃按估計應課稅溢利劃一的稅率16.5%計算。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於中國成立的附屬公司於兩個年度均須按應課稅溢利的25%計算中國企業所得稅。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 TAXATION (CHARGE) CREDIT (Continued)

The taxation (charge) credit for the year can be reconciled to the loss before tax as follows:

10 稅項(支出)抵免(續)

於本年度稅項(支出)抵免與除稅前虧損對賬如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss before tax	除稅前虧損	(21,328)	(6,516)
Tax at the domestic income tax rate of 16.5%	按本地所得稅率 16.5% 計算之稅項	3,519	1,075
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	(1,671)	(931)
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	443	702
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	(2,476)	(1,161)
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差異之稅務影響	(1,130)	(476)
Tax effect of different tax rate of subsidiary operating in other jurisdiction	於其他司法權區經營之附屬公司採用不同稅率的稅務影響	291	(509)
Tax concession (note)	稅務減免(附註)	3	368
Tax effect of two-tiered profits tax rates regime (Under) over-provision in prior years	兩級利得稅率制度的稅務影響 過往年度撥備(不足)超額	165 (377)	165 3,707
Taxation (charge) credit	稅項(支出)抵免	(1,233)	2,940

Note: During the year ended 31 March 2024, the relevant subsidiary incorporated in Hong Kong and the PRC was entitled to tax concession of HK\$3,000 (2023: HK\$6,000) and nil (2023: HK\$362,000), respectively.

附註：截至二零二四年三月三十一日止年度，於香港及中國註冊成立的相關附屬公司分別享有稅務減免3,000港元(二零二三年：6,000港元)及零(二零二三年：362,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES

Directors and Chief Executive

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance is as follows:

For the year ended 31 March 2024

11 董事、行政總裁及僱員酬金

董事及行政總裁

本年度董事及行政總裁酬金，根據適用上市規則及香港公司條例披露如下：

截至二零二四年三月三十一日止年度

		Fee	Salaries and other benefits	Performance related incentive payments	Contributions to retirement benefit schemes	Total
		袍金	薪金及其他福利	績效獎金	退休福利計劃供款	總計
		HK\$'000	HK\$'000	(note)	schemes	HK\$'000
		千港元	千港元	(附註)	計劃供款	千港元
Executive directors	執行董事					
Mr. Chui Kwong Kau	崔光球先生	240	-	-	-	240
Ms. Li Kai Lai Miranda	李嘉麗女士	-	-	-	-	-
		240	-	-	-	240
Independent non-executive directors	獨立非執行董事					
Ms. Lam Hoi Yu Nicki (note (i))	林凱如女士(附註(i))	100	-	-	-	100
Mr. Lau Leong Yuen (note (i))	劉暹源先生(附註(i))	100	-	-	-	100
Mr. Cheung Sze Ming (note (ii))	張詩敏先生(附註(ii))	20	-	-	-	20
Mr. Wong Siu Keung Joe (note (ii))	黃兆強先生(附註(ii))	20	-	-	-	20
Mr. Yiu To Wa	姚道華先生	120	-	-	-	120
		360	-	-	-	360
		600	-	-	-	600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES (Continued)

Directors and Chief Executive (Continued)

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance is as follows: (Continued)

For the year ended 31 March 2023

	Fee	Salaries and other benefits	Performance related incentive payments (note)	Contributions to retirement benefit schemes	Total
	袍金	薪金及其他福利	績效獎金 (附註)	退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive directors					
Mr. Chui Kwong Kau	240	-	-	-	240
Ms. Li Kai Lai Miranda	-	-	-	-	-
	240	-	-	-	240
Independent non-executive directors					
Ms. Lam Hoi Yu Nicki	120	-	-	-	120
Mr. Lau Leong Yuen	120	-	-	-	120
Mr. Yiu To Wa	120	-	-	-	120
	360	-	-	-	360
	600	-	-	-	600

Notes:

- On 31 January 2024, Ms. Lam Hoi Yu Nicki and Mr. Lau Leong Yuen were resigned as independent non-executive directors.
- On 31 January 2024, Mr. Cheung Sze Ming and Mr. Wong Siu Keung Joe were appointed as independent non-executive directors.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

11 董事、行政總裁及僱員酬金 (續)

董事及行政總裁 (續)

本年度董事及行政總裁酬金，根據適用上市規則及香港公司條例披露如下：(續)

截至二零二三年三月三十一日止年度

	Fee	Salaries and other benefits	Performance related incentive payments (note)	Contributions to retirement benefit schemes	Total
	袍金	薪金及其他福利	績效獎金 (附註)	退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive directors					
Mr. Chui Kwong Kau	240	-	-	-	240
Ms. Li Kai Lai Miranda	-	-	-	-	-
	240	-	-	-	240
Independent non-executive directors					
Ms. Lam Hoi Yu Nicki	120	-	-	-	120
Mr. Lau Leong Yuen	120	-	-	-	120
Mr. Yiu To Wa	120	-	-	-	120
	360	-	-	-	360
	600	-	-	-	600

附註：

- 於二零二四年一月三十一日，林凱如女士及劉量源先生辭任獨立非執行董事。
- 於二零二四年一月三十一日，張詩敏先生及黃兆強先生獲委任為獨立非執行董事。

上文所示執行董事的酬金乃與彼等管理本公司及本集團事務所提供的服務有關。上文所示獨立非執行董事的酬金與彼等擔任本公司董事所提供的服務有關。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES (Continued)

Five highest paid employees

The five highest paid employees of the Group during the years ended 31 March 2024 and 2023 do not include any directors of the Company. Details of the remuneration for the year ended 31 March 2024 of the five (2023: five) highest paid employees who are neither director nor chief executive of the Company 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, allowances and benefits in kind 薪金、津貼及實物利益	8,421	7,240
Performance related incentive payments (note) 績效獎金(附註)	2,414	2,378
Contributions to retirement benefit schemes 退休福利計劃供款	357	144
	11,192	9,762

Note: The performance related incentive payments are determined on the performance of the individuals and the profitability of the group entities during the year.

The number of these highest paid employees, whose emolument fell within the following bands is as follows:

	2024 二零二四年	2023 二零二三年
HK\$1,000,001 to HK\$1,500,000 1,000,001 港元至 1,500,000 港元	3	3
HK\$2,000,001 to HK\$2,500,000 2,000,001 港元至 2,500,000 港元	-	1
HK\$2,500,001 to HK\$3,000,000 2,500,001 港元至 3,000,000 港元	1	-
HK\$3,500,001 to HK\$4,000,000 3,500,001 港元至 4,000,000 港元	-	1
HK\$4,000,001 to HK\$4,500,000 4,000,001 港元至 4,500,000 港元	1	-
	5	5

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 March 2024 and 2023. None of the directors waived or agreed to waive any emoluments for the years ended 31 March 2024 and 2023.

11 董事、行政總裁及僱員酬金 (續)

五名最高薪酬僱員

截至二零二四年及二零二三年三月三十一日止年度，本集團五名最高薪酬僱員並不包括本公司任何董事。截至二零二四年三月三十一日止年度，五名(二零二三年：五名)並非本公司董事或行政總裁的最高薪酬僱員的薪酬詳情如下：

附註：績效獎金視乎本年度的個人表現及集團實體盈利情況而定。

酬金符合以下範圍的該等最高薪酬僱員的人數如下：

截至二零二四年及二零二三年三月三十一日止年度，本集團概無向本公司董事或五名最高薪酬人士(包括董事及僱員)支付酬金，作為加入或加入本集團後的獎勵或作為離職補償。截至二零二四年及二零二三年三月三十一日止年度，概無董事放棄或同意放棄任何酬金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 DIVIDENDS

No dividend was paid or proposed to the ordinary shareholders of the Company during both years, nor has any dividend been proposed since the end of the reporting period.

12 股息

於兩個年度，概無向本公司普通股股東派付或建議派付股息，自報告期末以來亦無建議派付任何股息。

13 LOSS PER SHARE

13 每股虧損

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss for the purpose of calculating basic loss per share:	用以計算每股基本虧損的虧損：		
Loss for the year attributable to owners of the Company	本公司擁有人應佔年內虧損	(18,674)	(3,504)
		'000 千股	'000 千股
Number of shares:	股份數目：		
Number of ordinary shares for the purpose of calculating basic loss per share	用以計算每股基本虧損的普通股數目	380,000	380,000

No diluted loss per share for the years ended 31 March 2024 and 2023 was presented as there were no potential ordinary shares in issue during both years.

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已發行潛在普通股，故並無呈列兩個年度的每股攤薄虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Furniture, fixtures and office equipment 傢俬、 固定裝置及 辦公設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Plant and machineries 廠房及機器 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 April 2022	於二零二二年四月一日	4,641	6,163	20,602	4,286	35,692
Currency realignment	匯兌調整	(282)	(99)	(1,378)	(255)	(2,014)
Additions	添置	151	451	128	277	1,007
Disposal	出售	(121)	(338)	-	-	(459)
At 31 March 2023	於二零二三年三月三十一日	4,389	6,177	19,352	4,308	34,226
Currency realignment	匯兌調整	(185)	(68)	(910)	(166)	(1,329)
Additions	添置	74	1,022	198	-	1,294
Disposals	出售	(17)	-	-	-	(17)
At 31 March 2024	於二零二四年三月三十一日	4,261	7,131	18,640	4,142	34,174
Depreciation	折舊					
At 1 April 2022	於二零二二年四月一日	3,329	4,772	16,880	4,000	28,981
Currency realignment	匯兌調整	(207)	(65)	(1,121)	(255)	(1,648)
Provided for the year	年內撥備	358	880	667	105	2,010
Elimination on disposals	出售時抵銷	(109)	(304)	-	-	(413)
At 31 March 2023	於二零二三年三月三十一日	3,371	5,283	16,426	3,850	28,930
Currency realignment	匯兌調整	(148)	(45)	(764)	(166)	(1,123)
Provided for the year	年內撥備	366	606	382	146	1,500
Elimination on disposals	出售時抵銷	(15)	-	-	-	(15)
At 31 March 2024	於二零二四年三月三十一日	3,574	5,844	16,044	3,830	29,292
Carrying values	賬面值					
At 31 March 2024	於二零二四年三月三十一日	687	1,287	2,596	312	4,882
At 31 March 2023	於二零二三年三月三十一日	1,018	894	2,926	458	5,296

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Furniture, fixtures and office equipment	20%
Motor vehicles	25%–30%
Plant and machineries	10%–25%
Leasehold improvements	Over the shorter of the term of lease, or 20%–33%

上述物業、廠房及設備項目按下列年比率以直線基準折舊：

傢俬、固定裝置及辦公設備	20%
汽車	25%–30%
廠房及機器	10%–25%
租賃物業裝修	按租賃期或20%–33% (以較短者為準)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 RIGHT-OF-USE ASSETS

15 使用權資產

		Factory premises 工廠物業 HK\$'000 千港元
At 31 March 2024	於二零二四年三月三十一日	
Carrying amount	賬面值	8,976
At 31 March 2023	於二零二三年三月三十一日	
Carrying amount	賬面值	10,254
For the year ended 31 March 2024	截至二零二四年三月三十一日止年度	
Depreciation charge	折舊開支	2,642
For the year ended 31 March 2023	截至二零二三年三月三十一日止年度	
Depreciation charge	折舊開支	2,177
		2024 二零二四年 HK\$'000 千港元
Expense relating to short-term leases	與短期租賃有關的開支	1,473
Total cash outflow for leases	租賃現金流出總額	4,522
		2023 二零二三年 HK\$'000 千港元
		1,868
		4,430

For both years, the Group leases factory premises for its operations. Lease contracts are entered into for fixed term of 2 to 12 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度，本集團租賃工廠物業以進行經營。所訂立的租賃合約的固定期限為2至12年。租賃條款乃在個別基礎上磋商，包含各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 RIGHT-OF-USE ASSETS (Continued)

The Group regularly entered into short-term leases for staff quarters and office premises. As at 31 March 2024 and 31 March 2023, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

During the year ended 31 March 2024, the Group entered into a non-cash transaction regarding to new lease arrangement in respect of an office unit (2023: factory premise). Right-of-use assets and lease liabilities of HK\$1,364,000 (2023: HK\$844,000) and HK\$1,364,000 (2023: HK\$844,000) respectively were recognised at the commencement of the lease.

16 INVENTORIES

Raw materials and consumables	原材料及消耗品
Work in progress	在製品
Finished goods	製成品

15 使用權資產 (續)

本集團定期訂立員工宿舍及辦公室物業的短期租賃。於二零二四年三月三十一日及二零二三年三月三十一日，短期租賃組合與上文所披露之短期租賃開支所對應的短期租賃組合相若。

截至二零二四年三月三十一日止年度，本集團就工廠物業的新租賃安排訂立非現金交易（二零二三年：工廠物業）。使用權資產及租賃負債分別為1,364,000港元（二零二三年：844,000港元）及1,364,000港元（二零二三年：844,000港元），並於租賃開始時確認。

16 存貨

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Raw materials and consumables	17,833	18,238
Work in progress	4,703	11,858
Finished goods	22,420	26,375
	44,956	56,471

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 TRADE AND OTHER RECEIVABLES

17 貿易及其他應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables	貿易應收款項	63,430	54,145
Less: Allowance for credit losses	減：信貸虧損撥備	(10,146)	(6,146)
		53,284	47,999
Other receivables	其他應收款項		
— Value-added tax recoverable	— 可收回增值稅	6,688	6,412
— Prepayments	— 預付款項	11,393	9,555
— Deposits	— 按金	2,349	2,865
— Other receivables	— 其他應收款項	491	236
Total trade and other receivables	貿易及其他應收款項總額	74,205	67,067

As at 1 April 2022, trade receivables from contracts with customers amounted to HK\$39,596,000.

於二零二二年四月一日，與客戶簽訂合約產生的貿易應收款項為39,596,000港元。

The Group grants a credit period ranged from 0 day to 90 days upon delivery of goods to its customers. The following is an aging analysis of trade receivables based on dates of delivery of goods, net of impairment losses at the end of the reporting period:

本集團給予客戶的信貸期介乎交付貨物後0至90日。以下為於報告期末基於交付貨物日期的貿易應收款項(已扣除減值虧損)賬齡分析：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0 to 30 days	0至30日	14,262	11,554
31 to 60 days	31至60日	9,300	11,082
61 to 90 days	61至90日	11,019	1,850
91 to 180 days	91至180日	5,557	5,622
181 days to 1 year	181日至1年	5,719	8,081
Over 1 year	1年以上	7,427	9,810
		53,284	47,999

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 TRADE AND OTHER RECEIVABLES (Continued)

At 31 March 2024, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$38,164,000 (2023: HK\$27,105,000) which are past due at the end of the reporting period. Out of the past due balances, HK\$15,853,000 (2023: HK\$21,063,000) has been past due 90 days or more and is not considered as in default as the directors of the Company are of the opinion that the balances are still considered fully recoverable due to long-term/on-going relationship and good repayment records from these debtors. The Group does not hold any collateral over these balances.

Details of impairment assessment are set out in Note 29.

The Group's trade and other receivables that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

17 貿易及其他應收款項 (續)

於二零二四年三月三十一日，本集團的貿易應收款項結餘包括總賬面值為38,164,000港元（二零二三年：27,105,000港元）且已於報告期末到期的應收賬款。於逾期結餘中，15,853,000港元（二零二三年：21,063,000港元）已逾期90日或以上，並不被視為違約，原因為由於該等債務人的長期／持續關係及良好還款記錄，本公司董事認為該等結餘仍被視為可予悉數收回。本集團並無持有該等結餘的任何抵押品。

減值評估詳情載於附註29。

本集團以相關集團實體功能貨幣以外的貨幣計值之貿易及其他應收款項載列如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Denominated in Renminbi ("RMB")	以人民幣（「人民幣」）計值	2,608	899
Denominated in United States dollars ("US\$")	以美元（「美元」）計值	572	2,683
Denominated in Euro	以歐元計值	-	38

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets mandatorily measured at FVTPL:	透過損益按公平值強制計量之金融資產：		
Listed securities held for trading:	持作買賣之上市證券：		
— Equity securities listed on the Stock Exchange (note)	— 於聯交所上市之股本證券(附註)	20,297	23,349

Note: The listed securities on the Stock Exchange are measured at fair value at recurring basis, by reference to market bid price in an active market.

附註：於聯交所上市之證券透過參考活躍市場的市場投標價，按經常性基準按公平值計量。

19 BANK BALANCES AND CASH

The Group's bank balances and cash that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Denominated in RMB	以人民幣計值	2,259	16,702
Denominated in US\$	以美元計值	881	1,671
Denominated in Euro	以歐元計值	3	1,374

Bank balances carry interests at prevailing market rates ranging from 0.001% to 0.875% (2023: 0.001% to 0.625%) per annum.

銀行結餘按介乎0.001%至0.875% (二零二三年：0.001%至0.625%)的當前市場年利率計息。

Details of impairment assessment are set out in Note 29.

減值評估詳情載於附註29。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 TRADE AND OTHER PAYABLES

20 貿易及其他應付款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade payables	貿易應付款項	7,960	5,407
Accrued expenses	應計開支	2,976	2,685
Accrued housing provident fund	應計住房公積金	977	1,031
Other payables	其他應付款項	576	140
Total trade and other payables	貿易及其他應付款項總額	12,489	9,263

The credit period of trade payables granted by suppliers is from 30 to 90 days upon the issue of invoices.

供應商授予的貿易應付款項的信貸期介乎開具發票起計30至90日。

The following is an aging analysis of trade payables based on the invoice dates.

以下為貿易應付款項基於發票日期的賬齡分析。

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0 to 30 days	0至30日	3,444	4,248
31 to 60 days	31至60日	2,090	1,039
91 to 180 days	91至180日	2,407	-
181 to 365 days	181至365日	-	120
Over 365 days	365日以上	19	-
		7,960	5,407

The Group's trade and other payables that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

本集團以相關集團實體功能貨幣以外的貨幣計值之貿易及其他應付款項載列如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Denominated in Euro	以歐元計值	-	102

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 CONTRACT LIABILITIES

21 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	合約負債	2,821	3,897

As at 1 April 2022, contract liabilities amounted to HK\$487,000. During the year ended 31 March 2024, an amount of HK\$3,897,000 (2023: HK\$487,000) relating to brought-forward contract liabilities was fully recognised as revenue.

於二零二二年四月一日，合約負債為487,000港元。截至二零二四年三月三十一日止年度，有關已結轉合約負債3,897,000港元（二零二三年：487,000港元）悉數確認為收益。

Contract liabilities represent deposits received in advance for manufacturing and trading of DTH rockdrilling tools. For certain of the Group's customers, the Group receives a deposit before manufacturing commences, giving rise to contact liabilities until revenue is recognised.

合約負債指就製造及買賣潛孔鑿岩工具而預先收取的按金。就本集團若干客戶而言，本集團會於開始製造前收取按金，從而產生合約負債，直至確認收益。

22 BANK AND OTHER BORROWINGS

22 銀行及其他借貸

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Bank loans, guaranteed	有擔保的銀行貸款	10,000	13,210
Other loans, unsecured	無抵押的其他貸款	13,000	15,000
		23,000	28,210
Carrying amounts repayable within one year and included under current liabilities (with a repayable on demand clause)	應於一年內償還並列示於流動負債的賬面值（包括按要求償還條款）	23,000	28,210

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 BANK AND OTHER BORROWINGS (Continued)

The bank loans as at 31 March 2024 carried interest at Hong Kong Interbank Offered Rate (“**HIBOR**”) plus 3.5% (2023: ranged from US\$ prime rate plus 1% to HIBOR plus 3.5%) per annum. The effective interest rates of the bank borrowings at 8.24% (2023: 7.56% to 9%) per annum.

The other loans as at 31 March 2024 carry interest at 1% (2023: 1%) per annum.

During the year ended 31 March 2024, the Group further entered into an agreement with the financial institution to extend the existing other loans for an additional term of one year (2023: one year).

22 銀行及其他借貸 (續)

於二零二四年三月三十一日的銀行貸款按每年的香港銀行同業拆息（「**香港銀行同業拆息**」）加3.5%（二零二三年：介乎美元優惠利率加1%至香港銀行同業拆息加3.5%）計息。銀行貸款的實際年利率為8.24%（二零二三年：介乎7.56%至9%）。

於二零二四年三月三十一日的其他貸款按年利率1%（二零二三年：1%）計息。

截至二零二四年三月三十一日止年度，本集團與金融機構進一步訂立協議，以延長現有其他貸款一年額外年期（二零二三年：一年）。

23 LEASE LIABILITIES

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Lease liabilities payable	應付租賃負債		
Within one year	一年內	3,330	2,499
Within a period of more than one year but not more than two years	一年以上但兩年內期間	3,111	7,813
Within a period of more than two years but not more than five years	兩年以上但五年內期間	4,010	1,380
		10,451	11,692
Less: Amount due for settlement within 12 months shown under current liabilities	減：須於12個月內結算之金額 （於流動負債內列示）	(3,330)	(2,499)
Amount due for settlement after 12 months shown under non-current liabilities	須於12個月後結算之金額 （於非流動負債內列示）	7,121	9,193

23 租賃負債

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	1,804	2,416
Deferred tax liabilities	遞延稅項負債	(83)	(102)
		1,721	2,314

The following are the deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

24 遞延稅項資產／負債

為於綜合財務狀況表呈列，若干遞延稅項資產及負債已經抵銷。以下為就財務報告目的而言的遞延稅項結餘分析：

以下為於本年度及過往年度確認的遞延稅項資產（負債）以及其變動：

		ECL provision 預期信貸 虧損撥備 HK\$'000 千港元	Accelerated tax depreciation 加速 稅項折舊 HK\$'000 千港元	Tax loss 稅項虧損 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元 (restated) (經重列)	Lease liabilities 租賃負債 HK\$'000 千港元 (restated) (經重列)	Total 總計 HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	533	(86)	1,843	(2,897)	2,897	2,290
Credit (charge) to profit or loss	計入損益(自損益扣除)	-	24	-	527	(527)	24
At 31 March 2023	於二零二三年三月三十一日	533	(62)	1,843	(2,370)	2,370	2,314
Credit (charge) to profit or loss	計入損益(自損益扣除)	(481)	(21)	(91)	527	(527)	(593)
At 31 March 2024	於二零二四年三月三十一日	52	(83)	1,752	(1,843)	1,843	1,721

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 DEFERRED TAX ASSETS/LIABILITIES (Continued)

No deferred tax asset has been recognised in respect of the unutilised tax losses of HK\$21,947,000 (2023: HK\$7,486,000) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

As at 31 March 2024, the Group has deductible temporary differences of HK\$9,262,000 (2023: HK\$2,885,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC companies from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of deductible temporary differences attributable to retained profits of the PRC subsidiary amounting to HK\$21,454,000 (2023: HK\$22,719,000) as the Group is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

24 遞延稅項資產／負債(續)

由於無法預測未來溢利來源，故並無就尚未動用之稅項虧損21,947,000港元(二零二三年：7,486,000港元)確認遞延稅項資產。稅項虧損可無限期結轉。

於二零二四年三月三十一日，本集團有可扣減暫時差額9,262,000港元(二零二三年：2,885,000港元)。由於產生可用作抵銷可扣減暫時差額的應課稅溢利的可能性不大，故概無就該等可扣減暫時差額確認遞延稅項資產。

根據中國的企業所得稅法，自二零零八年一月一日起，就中國公司賺取的溢利所宣派的股息須繳付預扣稅。並無就中國附屬公司保留溢利應佔的可扣稅暫時差異21,454,000港元(二零二三年：22,719,000港元)於綜合財務報表中計提遞延稅項撥備，原因是本集團有能力控制撥回暫時差異的時間，且該暫時差異在可見的將來很大可能不會撥回。

25 SHARE CAPITAL

25 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
Authorised:	法定：		
At 1 April 2022, 31 March 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及 二零二四年三月三十一日	500,000	50,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2022, 31 March 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及 二零二四年三月三十一日	380,000	38,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

26 本公司財務狀況表

		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		
Investment in a subsidiary	於一間附屬公司投資	79,611	79,611
Property, plant and equipment	物業、廠房及設備	14	371
		79,625	79,982
Current assets	流動資產		
Other receivables	其他應收款項	181	253
Amounts due from subsidiaries	應收附屬公司款項	1,385	1,292
Financial assets at FVTPL	透過損益按公平值入賬之金融資產	20,297	23,349
Bank balances and cash	銀行結餘及現金	9,095	10,817
		30,958	35,711
Current liabilities	流動負債		
Other payables	其他應付款項	690	585
Amount due to a subsidiary	應付一間附屬公司款項	12,146	11,995
		12,836	12,580
Net current assets	流動資產淨值	18,122	23,131
		97,747	103,113
Capital and reserves	資本及儲備		
Share capital	股本	38,000	38,000
Reserves	儲備	59,747	65,113
		97,747	103,113

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Reserves of the Company

26 本公司財務狀況表(續)

本公司儲備

		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
At 1 April 2022	於二零二二年四月一日	124,553	(55,046)	69,507
Loss and total comprehensive expense for the year	年內虧損及全面總開支	-	(4,394)	(4,394)
At 31 March 2023	於二零二三年三月三十一日	124,553	(59,440)	65,113
Loss and total comprehensive expense for the year	年內虧損及全面總開支	-	(5,366)	(5,366)
At 31 March 2024	於二零二四年三月三十一日	124,553	(64,806)	59,747

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 PARTICULARS OF NON WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY

The table below shows details of non wholly-owned subsidiaries of the Company that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests as at 31 March 於三月三十一日 非控制權益所持擁有權權益及投票權比例		(Loss) profit allocated to non-controlling interests for the year ended 31 March 截至三月三十一日止年度 分配予非控制權益的溢利(虧損)		Accumulated non-controlling interests as at 31 March 於三月三十一日 累計非控制權益	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Norry Tech 萊利達	The PRC 中國	49%	49%	(1,736)	2,753	19,877	22,776
Tristate International 聯亞國際	Hong Kong 香港	49%	49%	(2,151)	(2,825)	10,229	12,380
				(3,887)	(72)	30,106	35,156

Summarised financial information in respect of the above two companies that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

27 本公司非全資附屬公司詳情

下表列示本公司擁有重大非控制權益之非全資附屬公司的詳情：

擁有重大非控制權益之上述兩間公司的財務資料概要載列如下。下述財務資料概要指集團內對銷前的金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 PARTICULARS OF NON WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY (Continued)

Norry Tech

27 本公司非全資附屬公司詳情 (續)

萊利達

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current assets	流動資產	53,504	48,985
Non-current assets	非流動資產	3,498	4,322
Current liabilities	流動負債	16,436	6,825
Equity attributable to owners of the Company	本公司擁有人應佔權益	20,689	23,706
Non-controlling interest of Norry Tech	萊利達的非控制權益	19,877	22,776
Revenue	收益	90,323	106,254
Expenses	開支	93,866	100,635
(Loss) profit for the year	年內(虧損)溢利	(3,543)	5,619
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	(1,807)	2,866
(Loss) profit attributable to the non-controlling interests of Norry Tech	萊利達的非控制權益應佔(虧損)溢利	(1,736)	2,753
(Loss) profit for the year	年內(虧損)溢利	(3,543)	5,619
Other comprehensive expense attributable to owners of the Company	本公司擁有人應佔其他全面開支	(1,210)	(1,819)
Other comprehensive expense attributable to the non-controlling interests of Norry Tech	萊利達非控制權益應佔其他全面開支	(1,163)	(1,747)
Other comprehensive expense for the year	年內其他全面開支	(2,373)	(3,566)
Total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔全面(開支)收益總額	(3,017)	1,047
Total comprehensive (expense) income attributable to the non-controlling interests of Norry Tech	萊利達非控制權益應佔全面(開支)收益總額	(2,899)	1,006
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	(5,916)	2,053
Net cash inflow from operating activities	經營活動所得現金流入淨額	1,497	844
Net cash outflow from investing activities	投資活動所得現金流出淨額	(225)	(681)
Net cash inflow	現金流入淨額	1,272	163

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 PARTICULARS OF NON WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY (Continued)

Tristate International

27 本公司非全資附屬公司詳 情(續)

聯亞國際

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current assets	流動資產	19,402	22,992
Non-current assets	非流動資產	1,939	2,366
Current liabilities	流動負債	465	93
Equity attributable to owners of the Company	本公司擁有人應佔權益	10,647	12,885
Non-controlling interest of Tristate International	聯亞國際的非控制權益	10,229	12,380
Revenue	收益	96,091	110,078
Expenses	開支	100,480	115,844
Loss and total comprehensive expense attributable to owners of the Company	本公司擁有人應佔虧損及全面開支總額	(2,238)	(2,941)
Loss and total comprehensive expense attributable to non-controlling interests of Tristate International	聯亞國際非控制權益應佔虧損及全面開支總額	(2,151)	(2,825)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	(4,389)	(5,766)
Net cash outflow from operating activities	經營活動所得現金流出淨額	(1,227)	(1,117)
Net cash inflow from investing activities	投資活動所得現金流入淨額	3	2
Net cash outflow from financing activities	融資活動所得現金流出淨額	(444)	(74)
Net cash outflow	現金流出淨額	(1,668)	(1,189)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debt, which includes bank and other borrowings and lease liabilities disclosed in Notes 22 and 23 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

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

29 FINANCIAL INSTRUMENTS

Categories of financial instruments

		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		
FVTPL — held for trading	透過損益按公平值 — 持作買賣	20,297	23,349
Amortised cost	攤銷成本	101,471	114,674
Financial liabilities	金融負債		
Amortised cost	攤銷成本	41,987	45,449

28 資本風險管理

本集團管理其資本以確保本集團旗下實體能持續經營，並透過優化債務及權益結餘為股東帶來最大回報。本集團的整體策略與過往年度相比維持不變。

本集團資本架構包括債務淨額（包括分別於附註22及23披露的銀行及其他借貸及租賃負債，扣除現金及現金等價物）及本公司擁有人應佔權益（包括已發行股本及儲備）。

本公司董事定期檢討資本架構。檢討時，本公司董事考慮各類資本的成本及相關風險。根據本公司董事的推薦意見，本集團將透過派付股息、發行新股，以及發行新債或贖回現有債務平衡其整體資本架構。

29 金融工具

金融工具類別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, other receivables, deposits, bank balances and cash, financial assets at FVTPL, trade and other payables, bank and other borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risks

Currency risk

The Group's exposure to currency risk mainly arises from the fluctuation of US\$, Euro and RMB against the functional currencies of the relevant group entities. The carrying amounts of the foreign currency denominated monetary assets and monetary liabilities other than the functional currencies of the group entities are as follows. The management closely monitors foreign exchange exposure to mitigate the foreign currency risk.

		Liabilities 負債		Assets 資產	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
RMB	人民幣	—	—	4,867	17,601
US\$	美元	—	—	1,453	4,354
Euro	歐元	—	(102)	3	1,412

29 金融工具 (續)

金融風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、其他應收款項、按金、銀行結餘及現金、透過損益按公平值入賬之金融資產、貿易及其他應付款項、銀行及其他借貸以及租賃負債。該等金融工具的詳情披露於相關附註。與該等金融工具有關的風險包括市場風險（貨幣風險、利率風險及股本價格風險）、信貸風險及流動資金風險。緩減該等風險的政策載於下文。管理層管理並監察該等風險以確保及時有效落實適當措施。

市場風險

貨幣風險

本集團面對的貨幣風險主要來自美元、歐元及人民幣兌相關集團實體功能貨幣的波動。集團實體功能貨幣以外的外幣計值貨幣資產及貨幣負債賬面值如下。管理層密切監控外匯風險敞口以緩解外幣風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Currency risk (Continued)

Sensitivity analysis

Since HK\$ is pegged to US\$ under the Linked Exchange Rate System, the management does not expect significant foreign currency exposure in relation to the exchange rate fluctuation between HK\$ and US\$. The Group mainly exposes to foreign currency risks other than US\$.

The following table details the Group's sensitivity to a 5% increase in the functional currencies against the relevant foreign currency of the relevant group entities. 5% is the sensitivity rate used in management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of each reporting period for a 5% change in foreign currency rates. A negative number below indicates an increase in the Group's loss after tax for the year where the functional currency of the relevant group entities strengthens against the relevant foreign currency. For a 5% weakening of the functional currency of the relevant group entities, there would be an equal and opposite impact on the Group's loss after tax for the year.

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Foreign currency	外幣		
RMB	人民幣	(203)	(735)
Euro	歐元	-	(55)

In management's opinion, the sensitivity analysis is unrepresentative of the foreign exchange risk as the year end exposure does not reflect the exposure during the year.

29 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析

根據聯繫匯率制度，港元與美元掛鈎，管理層預期並無有關港元兌美元匯率波動的重大外匯風險。本集團主要面對美元以外的外匯風險。

下表詳述本集團在相關集團實體的功能貨幣兌相關外幣匯率上升5%情況下的敏感度。5%為管理層評估外幣匯率合理可能變動時所採用的敏感度比率。敏感度分析僅包括以外幣計值的未償還貨幣項目，並對其於報告期末的換算作出外幣匯率變動5%的調整。下表所載負數字表示相關集團實體功能貨幣兌相關外幣升值時本集團於本年度除稅後虧損的增加。相關集團實體功能貨幣貶值5%則會對本集團年度除稅後虧損產生同等相反影響。

管理層認為，由於年末風險敞口並不能反映年內風險敞口，故敏感度分析並不代表外匯風險。

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate other borrowings and lease liabilities as disclosed in Notes 22 and 23 respectively. The management continuously monitors interest rate exposure.

The Group's cash flow interest rate risk relates primarily to variable-rate bank balances and bank borrowings as disclosed in Notes 19 and 22 respectively due to the fluctuation of the prevailing market interest rate. The Group currently does not have a policy on hedging interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowings. The analysis is prepared assuming the amount of liability outstanding at each reporting period end was outstanding for the whole year. A 100 basis point increase or decrease is used which represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's loss after tax for the year ended 31 March 2024 would increase/decrease by HK\$84,000 (2023: HK\$110,000).

Bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

Equity price risk

The Group's financial assets at FVTPL include listed equity securities in Hong Kong. These listed equity securities are subject to market price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. Details of the financial assets at FVTPL are set out in Note 18. The management of the Group considers that the market price risk of these investments is not significant to the Group.

29 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

利率風險

本集團就附註22及23分別所披露的定息其他借貸及租賃負債承擔公平值利率風險。管理層持續監控利率風險。

本集團的現金流量利率風險主要與附註19及22所披露浮息銀行結餘及銀行借貸因當前市場利率波動而引致的風險有關。本集團現時並無利率風險對沖政策。然而，管理層監察利率風險並於必要時將考慮對沖重大利率風險。

敏感度分析

以下敏感度分析乃根據有關浮息銀行借貸的利率風險釐定。編製分析時假設於各報告期末償還的負債金額於整個年度均未償還。上升或下跌100個基點為管理層對利率出現的合理可能變動進行的評估。倘利率上升/下跌100個基點而所有其他變量保持不變，則本集團於截至二零二四年三月三十一日止年度的除稅後虧損將增加/減少84,000港元(二零二三年：110,000港元)。

由於本公司董事認為浮息銀行結餘產生的現金流量利率風險屬微不足道，故銀行結餘不包括敏感度分析。

股本價格風險

本集團透過損益按公平值入賬之金融資產包括香港上市股本證券。該等上市股本證券受限於市價風險。管理層透過以不同風險概況維持投資組合管理該風險。透過損益按公平值入賬之金融資產的詳情載於附註18。本集團管理層認為，該等投資的市價風險對本集團而言並不重大。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, other receivables, deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables arising from contracts with customers

Before accepting any new customers, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits granted to customers are reviewed periodically. In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group calculates ECL for the trade receivables individually or collectively. Except for significant balances or credit-impaired amounts which are assessed for impairment individually, the remaining trade receivables are grouped under a collective assessment after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for supportable forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 26% (2023: 22%) of the total gross trade receivables was due from the Group's largest customer as at 31 March 2024 and 55% (2023: 49%) of the total gross trade receivables was due from the five largest customers as at 31 March 2024.

29 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估

信貸風險指本集團的對手方違反其合約責任而導致本集團蒙受財務損失的風險。本集團的信貸風險主要歸因於貿易應收款項、其他應收款項、按金及銀行結餘。本集團並無持有任何抵押品或其他信貸增強措施，以彌補其與金融資產有關的信貸風險。

與客戶簽訂合約產生的貿易應收款項

接納任何新客戶前，本集團會評估潛在客戶之信貸質素，並釐定客戶之信貸限額。我們會定期檢討授予客戶之信貸限額。為盡量減低信貸風險，管理層已委派團隊負責釐定信貸限額、信貸批准及其他監察程序，以確保採取跟進行動收回逾期債項。此外，本集團個別或集體計算貿易應收款項的預期信貸虧損。除重大結餘或信貸減值金額作個別減值評估外，其餘貿易應收款項於考慮貿易債務人的內部信貸評級、賬齡、還款記錄及／或各貿易應收款項的逾期狀況後，按集體評估分組。估計虧損率乃基於債務人於預期年期內的歷史觀察違約率估計，並就毋須花費不必要成本或精力即可獲得的合理且有證據支持的前瞻性資料作出調整。於各報告日期會重新評估歷史觀察違約率及考慮前瞻性資料的變動。就此而言，本公司董事認為，本集團的信貸風險已大幅降低。

由於貿易應收款項總額之26%（二零二三年：22%）為應收本集團於二零二四年三月三十一日最大客戶的款項及貿易應收款項總額之55%（二零二三年：49%）為應收於二零二四年三月三十一日五大客戶的款項，故本集團的信貸風險集中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other receivables and deposits

The directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportable forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For both years ended 31 March 2023 and 2024, the Group assessed the ECL for other receivables and deposits to be insignificant and thus no loss allowance was recognised.

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant.

29 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

其他應收款項及按金

本公司董事根據歷史結算紀錄、過往經驗以及合理及屬有理據支持的前瞻性資料之定量及定性資料對其他應收款項及按金之可收回程度定期進行個別評估。本公司董事認為自初步確認起該等金額之信貸風險並無顯著增加，而本集團已根據12個月預期信貸虧損作出減值撥備。截至二零二三年及二零二四年三月三十一日止兩個年度，本集團評估其他應收款項及按金之預期信貸虧損屬微不足道，因此並無確認虧損撥備。

銀行結餘

由於對手方為信譽良好，並獲國際信貸評級機構授予高信貸評級之銀行，故銀行結餘之信貸風險有限。本集團參考有關外部信貸評級機構所發佈有關信貸評級等級的違約概率及虧損的資料，評估銀行結餘之12個月預期信貸虧損。根據平均虧損率，銀行結餘之12個月預期信貸虧損被認為屬微不足道。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances (Continued)

The table below detail the credit risk exposures of the Group's financial assets at amortised cost, which are subject to ECL assessment:

At 31 March 2024		External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount
		外部信貸評級	內部信貸評級	12個月或全期預期信貸虧損	賬面總值
					HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本計量之金融資產				
Trade receivables	貿易應收款項	N/A 不適用	note 1 附註 1	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (無信貸減值)	46,345
		N/A 不適用	note 1 附註 1	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)	17,085
Other receivables and deposits	其他應收款項及按金	N/A 不適用	note 2 附註 2	12m ECL 12個月預期信貸虧損	1,571
Bank balances	銀行結餘	Baa or higher Baa或更高	N/A 不適用	12m ECL 12個月預期信貸虧損	46,478
<hr/>					
At 31 March 2023		External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount
		外部信貸評級	內部信貸評級	12個月或全期預期信貸虧損	賬面總值
					HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本計量之金融資產				
Trade receivables	貿易應收款項	N/A 不適用	note 1 附註 1	Lifetime ECL 全期預期信貸虧損	54,145
Other receivables and deposits	其他應收款項及按金	N/A 不適用	note 2 附註 2	12m ECL 12個月預期信貸虧損	706
Bank balances	銀行結餘	Baa or higher Baa或更高	N/A 不適用	12m ECL 12個月預期信貸虧損	65,965

29 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘 (續)

下表列示本集團按攤銷成本計量的金融資產(視乎預期信貸虧損評估而定)的信貸風險：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances (Continued)

Notes:

- (1) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. As part of the Group's credit risk management, the Group used an internal credit rating by assigning an individual loss rate to each of its debtors. The Group applied internal credit risk grading assessment comprises the following categories:

Qualification classification definition:

- "Strong": The counterparty has low probability of default considering relative size, business relationship and repayment history. Debtors frequently settles before due date.
- "Good": The counterparty has low default risk considering relative size, business relationship and repayment history. Debtors frequently settles after due date but usually settles in full.
- "Satisfactory": The counterparty has moderate default risk considering relative size, business relationship and repayment history. Debtors frequently settles after past due 90 days or more.
- "Doubtful": The counterparty has high default risk considering relative size, business relationship and repayment history. Debtors have long outstanding balances which are past due over 1 year.

29 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘 (續)

附註：

- (1) 就貿易應收款項而言，本集團已應用香港財務報告準則第9號之簡化方法計量全期預期信貸虧損之虧損撥備。作為本集團信貸風險管理的一部份，本集團採用內部信貸評級，為每名債務人分配個別的虧損率。本集團應用的內部信貸風險評級之評估包括以下幾類：

質素分類定義：

- [穩健]：經考慮相對規模、業務關係及還款紀錄，對手方違約或然率甚低。債務人經常於到期日之前結算。
- [良好]：經考慮相對規模、業務關係及還款紀錄，對手方違約風險為低。債務人經常在到期日後結算，但通常會悉數結清。
- [滿意]：經考慮相對規模、業務關係及還款紀錄，對手方違約風險為中等。債務人經常於逾期90日或以上日數後結算。
- [可疑]：經考慮相對規模、業務關係及還款紀錄，對手方違約風險較高。債務人有逾期一年以上的長期未清償餘額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances (Continued)

Notes: (Continued)

(1) (Continued)

Gross carrying amount

The following table provides information about the exposure to credit risk for trade receivables which are assessed within lifetime ECL.

Internal credit rating	內部信貸評級	2024 二零二四年		2023 二零二三年	
		Average loss rate 平均虧損率	Trade receivables 貿易應收款項 HK\$'000 千港元	Average loss rate 平均虧損率	Trade receivables 貿易應收款項 HK\$'000 千港元
Strong	穩健	3%	33,006	5%	2,781
Good	良好	6%	7,578	9%	27,285
Satisfactory	滿意	15%	5,761	15%	24,079
Doubtful	可疑	46%	17,085	-	-
			63,430		54,145

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by the management to ensure relevant information about specific debtors is updated.

29 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘 (續)

附註：(續)

(1) (續)

總賬面值

下表提供有關貿易應收款項的信貸風險資料，該等貿易應收款項於全期預期信貸虧損內單獨評估。

估計虧損率乃按債務人於預期年期內的歷史觀察違約率進行估計，並就無須付出過多成本或精力即可獲得之前瞻性資料作出調整。歸類工作由管理層定期檢討，以確保更新與特定債務人相關的資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances (Continued)

Notes: (Continued)

(1) (Continued)

Gross carrying amount (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	3,237	–	3,237
Changes due to financial instruments recognised as at 1 April 2022:	於二零二二年四月一日 已確認因金融工具 所產生的變動：			
– Impairment losses reversed	– 撥回減值虧損	(3,064)	–	(3,064)
– Transfer to credit-impaired	– 轉撥至信貸減值	(164)	164	–
– Impairment losses recognised	– 確認減值虧損	1,692	1,234	2,926
– Write-offs	– 撤銷	–	(1,398)	(1,398)
New financial assets originated	新增源生金融資產	4,445	–	4,445
At 31 March 2023	於二零二三年三月三十一日	6,146	–	6,146
Changes due to financial instruments recognised as at 1 April 2023:	於二零二三年四月一日 已確認因金融工具 所產生的變動：			
– Impairment losses reversed	– 撥回減值虧損	(5,643)	–	(5,643)
– Transfer to credit-impaired	– 轉撥至信貸減值	(434)	434	–
– Impairment losses recognised	– 確認減值虧損	1,059	5,826	6,885
New financial assets originated	新增源生金融資產	1,133	1,625	2,758
At 31 March 2024	於二零二四年三月三十一日	2,261	7,885	10,146

As at 31 March 2024, lifetime ECL of HK\$10,146,000 (2023: HK\$6,146,000) for trade receivables with an aggregate gross carrying amount of HK\$63,430,000 (2023: HK\$54,145,000) has been recognised.

During the year ended 31 March 2024, the Group provided HK\$4,000,000 (2023: HK\$4,307,000) impairment allowance, net of reversal of HK\$5,643,000 (2023: HK\$3,064,000) for trade receivables.

29 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘 (續)

附註：(續)

(1) (續)

總賬面值 (續)

下表列示已根據簡化方法就貿易應收款項確認之全期預期信貸虧損變動。

於二零二四年三月三十一日，已就總賬面值為63,430,000港元(二零二三年：54,145,000港元)的貿易應收款項確認全期預期信貸虧損10,146,000港元(二零二三年：6,146,000港元)。

截至二零二四年三月三十一日止年度，本集團就貿易應收款項計提減值撥備4,000,000港元(二零二三年：4,307,000港元)，已扣除撥回5,643,000港元(二零二三年：3,064,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances (Continued)

Notes: (Continued)

- (2) For the purpose of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

29 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘 (續)

附註：(續)

- (2) 就內部信貸風險管理而言，本集團使用逾期資料評估信貸風險自初步確認起是否已大幅增加。

		Past due 逾期 HK\$'000 千港元	Not past due/no fixed repayment terms 並無逾期/ 無固定償還期 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2024	於二零二四年三月三十一日			
Other receivables and deposits	其他應收款項及按金	-	1,571	1,571
		Past due 逾期 HK\$'000 千港元	Not past due/no fixed repayment terms 並無逾期/ 無固定償還期 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2023	於二零二三年三月三十一日			
Other receivables and deposits	其他應收款項及按金	-	706	706

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the directors of the Company, which has built an appropriate liquidity risk management framework for the management's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

流動資金風險

本公司董事為流動資金風險管理承擔最終責任，彼等已建立合適的流動資金風險管理框架以管理短、中及長期資金以及流動資金管理需求。本集團通過維持充足儲備及借貸融資、持續監控預測及實際現金流量以及配對金融資產及負債的到期組合，以管理流動資金風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The tables include both interest and principal cash flows.

Liquidity and interest risk tables

		Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows	Carrying amounts
		加權平均利率	於要求時或3個月內	3個月至1年	1至5年	未折現金流量總額	賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元
At 31 March 2024	於二零二四年三月三十一日						
Trade and other payables	貿易及其他應付款項	-	8,536	-	-	8,536	8,536
Bank and other borrowings	銀行及其他借貸	4.15	23,000	-	-	23,000	23,000
			31,536	-	-	31,536	31,536
Lease liabilities	租賃負債	4.361	913	2,789	7,440	11,142	10,451
			32,449	2,789	7,440	42,678	41,987

		Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows	Carrying amounts
		加權平均利率	於要求時或3個月內	3個月至1年	1至5年	未折現金流量總額	賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元
At 31 March 2023	於二零二三年三月三十一日						
Trade and other payables	貿易及其他應付款項	-	5,547	-	-	5,547	5,547
Bank and other borrowings	銀行及其他借貸	4.13	28,210	-	-	28,210	28,210
			33,757	-	-	33,757	33,757
Lease liabilities	租賃負債	4.175	733	2,198	9,822	12,753	11,692
			34,490	2,198	9,822	46,510	45,449

29 金融工具 (續)

金融風險管理目標及政策 (續)

流動資金風險 (續)

下列各表為本集團金融負債餘下合約到期日詳情。該等表格根據本集團可能須予支付的最早日期金融負債的未折現現金流量而編製。具體而言，具按要求償還條款的銀行貸款計入最早時段，而不論銀行選擇行使其權利的概率。其他非衍生金融負債到期日乃根據協定還款日期釐定。該等表格包括利息及本金現金流量。

流動資金及利息風險表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

Bank and other borrowings with a repayment on demand clause are included in the “on demand or less than 3 months” time band in the above maturity analysis. As at 31 March 2024, the aggregate undiscounted principal amounts of these bank and other borrowings amounted to HK\$23,000,000 (2023: HK\$28,210,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the financial institution will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank and other borrowings will be repaid after the end of reporting period in accordance with the scheduled repayment dates set out in the loan agreements. As a result, the aggregate principal and interest cash outflows will amount to HK\$23,226,000 as at 31 March 2024 (2023: HK\$28,487,000).

29 金融工具 (續)

金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金及利息風險表 (續)

附帶按要求償還條款的銀行及其他借貸計入上述到期日分析的「於要求時或3個月內」時段內。於二零二四年三月三十一日，該等銀行及其他借貸的未折現本金總額為23,000,000港元（二零二三年：28,210,000港元）。考慮到本集團的財務狀況，本公司董事認為金融機構不大可能行使酌情權要求即時還款。本公司董事相信該等銀行及其他借貸將依照貸款協議所載計劃還款日期於報告期末後償還。因此，於二零二四年三月三十一日的本金及利息現金流出總額將為23,226,000港元（二零二三年：28,487,000港元）。

Maturity Analysis – Bank and other borrowings subject to a repayment on demand clause based on scheduled repayments

到期日分析 – 根據還款時間表附帶按要求償還條款的銀行及其他借貸

		Total			Carrying amount
		0-3 months	4-6 months	undiscounted cash flows	
		0至3個月	4至6個月	現金流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 March 2024	二零二四年三月三十一日	23,226	-	23,226	23,000
At 31 March 2023	二零二三年三月三十一日	27,250	1,237	28,487	28,210

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 FINANCIAL INSTRUMENTS (Continued)

Fair value

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

The financial asset at FVTPL is measured at fair value at the end of each reporting period.

The following table gives information about how the fair value of the financial asset is determined.

Financial asset	金融資產	Fair value as at		公平值	
		31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元	31 March 2023 於二零二三年 三月三十一日 HK\$'000 千港元	Fair value hierarchy 公平值 等級制度	Valuation technique and key input 估值技術及 主要參數
Financial asset at FVTPL — Equity securities listed on the Stock Exchange	透過損益按公平值入賬之 金融資產 — 於聯交所上市 的股權證券	20,297	23,349	Level 1 第一級	Quoted bid prices in an active market. 於活躍市場所報 投標價。

There were no transfers between Level 1, 2 and 3 during the year.

29 金融工具 (續)

公平值

本公司董事認為按攤銷成本計入綜合財務報表的金融資產及金融負債賬面值與其公平值相若。該等公平值根據普遍接納之定價模式按折現現金流量分析釐定。

本集團按經常性基準按公平值計量的金融資產公平值

透過損益按公平值入賬之金融資產於每個報告期末按公平值計量。

下表提供有關如何釐定金融資產公平值的資料。

第一、第二及第三級之間於本年度概無轉換。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 RELATED PARTY DISCLOSURES

(i) Related party transactions

The Group had no significant transactions and balances with related party during the years ended 31 March 2024 and 2023.

(ii) Compensation of key management personnel

The remuneration of directors and other members of key management during the year is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Fee	費用	600	600
Salaries and allowances	薪金及津貼	8,421	7,240
Performance related incentive payments	績效獎金	2,414	2,378
Contributions to retirement benefit schemes	退休福利計劃供款	357	144
		11,792	10,362

31 RETIREMENT BENEFIT PLAN

The Group participates in a defined contribution scheme which is registered under the MPF Scheme established under the Mandatory Provident Fund Scheme Ordinance. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. For members of the MPF Scheme, the Group contributes at the lower of HK\$1,500 per month or 5% of relevant payroll costs each month to the MPF Scheme, in which the contribution is matched by the employee. There is no forfeited contributions utilised by the Group during the year.

The employees of the Group's subsidiary in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total expenses recognised in profit or loss of HK\$1,937,000 for the year ended 31 March 2024 (2023: HK\$1,628,000) represent contributions paid and payable to these plans by the Group at rates specified in the rules of the plans.

30 關聯方披露

(i) 關聯方交易

於截至二零二四年及二零二三年三月三十一日止年度，本集團與關聯方並無其他重大交易及結餘。

(ii) 主要管理人員報酬

董事及其他主要管理人員於本年度之薪酬如下：

31 退休福利計劃

本集團參與根據強制性公積金計劃條例設立的強積金計劃註冊的定額供款計劃。該計劃的資產與本集團資產分開處理，由信託人管理的基金持有。強積金計劃成員方面，本集團每月按1,500港元或相關薪酬成本的5%（以較低者為準）向強積金計劃供款，而僱員亦須作出等額供款。本集團於本年度並無動用被沒收的供款。

本集團的中國附屬公司僱員均為中國政府營辦的國家管理退休福利計劃的成員。該附屬公司須按薪酬成本的特定百分比向退休福利計劃供款，以資助有關福利。本集團就該退休福利計劃承擔的責任僅為作出指定供款。

截至二零二四年三月三十一日止年度於損益確認的總開支1,937,000港元（二零二三年：1,628,000港元）指本集團按計劃規則所規定的比率已付及應付予該等計劃的供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows used in financing activities.

32 融資活動產生之負債對賬

下表為本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債乃為現金流量或將來現金流量於本集團的綜合現金流量表分類為融資活動所用之現金流量之負債。

		Interest payable	Bank and other borrowings	Lease liabilities	Total
		應付利息	銀行及 其他借貸	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2022	於二零二二年四月一日	169	20,000	12,916	33,085
New lease entered	訂立新租賃	-	-	844	844
Financing cash flows	融資現金流量	(710)	8,210	(2,562)	4,938
Interest expense	利息開支	541	-	494	1,035
At 31 March 2023	於二零二三年 三月三十一日	-	28,210	11,692	39,902
New lease entered	訂立新租賃	-	-	1,364	1,364
Financing cash flows	融資現金流量	(745)	(5,210)	(3,049)	(9,004)
Interest expense	利息開支	745	-	444	1,189
At 31 March 2024	於二零二四年 三月三十一日	-	23,000	10,451	33,451

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 PARTICULARS OF SUBSIDIARIES

Details of the Group's subsidiaries at the end of the reporting period are set out below.

Name of subsidiary 附屬公司名稱	Place and of incorporation/ establishment 註冊成立/ 成立地點	Place of operations 營運地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Attributable equity interest to the Group 本集團 應佔股權		Principal activities 主要業務
				2024 二零二四年 %	2023 二零二三年 %	
Directly held	直接持有					
Hang Wing 鏗榮	BVI 英屬處女群島	Hong Kong 香港	Ordinary shares HK\$1 普通股 1 港元	100	100	Investment holding 投資控股
Top Standard Limited 上標有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary share HK\$1 普通股 1 港元	100	100	Inactive 暫無業務
Indirectly held	間接持有					
Top Mark	Hong Kong	Hong Kong	Ordinary shares HK\$1,000,000	100	100	Trading of DTH rockdrilling tools, rockdrilling equipment and piling and drilling machineries 買賣潛孔鑿岩工具、鑿岩設備、 以及打樁機及鑽機
震東機械	香港	香港	普通股 1,000,000 港元			
MAXA RockDrills Limited	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$100 普通股 100 港元	100	100	Trading of rockdrilling equipment 買賣鑿岩設備
Norry Tech 萊利達	The PRC 中國	The PRC 中國	Registered capital HK\$23,000,000 註冊資本 23,000,000 港元	51	51	Manufacturing of DTH rockdrilling tools 製造潛孔鑿岩工具
Tristate International 聯亞國際	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$10,000 普通股 10,000 港元	51	51	Trading of rockdrilling equipment and piling and drilling machineries 買賣鑿岩設備，以及打樁機及鑽機
Top Glory Construction Equipment Limited 震東建築設備有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$10,000 普通股 10,000 港元	100	100	Trading of rockdrilling and piling and drilling equipment and machineries 買賣鑿岩、打樁和鑽孔設備及器械
Tristate (HK) Holding Company Limited	Hong Kong 香港	Hong Kong 香港	Ordinary share HK\$1 普通股 1 港元	100	100	Investment holding 投資控股

Norry Tech is a wholly foreign owned enterprise.

None of the subsidiaries had issued any debt securities at the end of the year and during the year.

33 附屬公司詳情

本集團附屬公司於報告期末的詳情載列如下。

萊利達為外商獨資企業。

於年末及於本年度期間，並無附屬公司發行任何債務證券。

FINANCIAL SUMMARY

財務摘要

For the year 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
Revenue	收益	148,231	157,048	141,748	106,693	178,559
(Loss) profit before tax	除稅前(虧損)溢利	(21,328)	(6,516)	(1,115)	(7,434)	26,593
Tax (charge) credit	稅項(支出)抵免	(1,233)	2,940	(360)	897	(5,711)
(Loss) profit for the year	年內(虧損)溢利	(22,561)	(3,576)	(1,475)	(6,537)	20,882
Total comprehensive (expense) income for the year	年內全面總(開支)收益	(25,056)	(8,436)	319	(1,732)	18,025
Total comprehensive (expense) income attributable to:	以下人士應佔全面總(開支)收益：					
Owners of the Company	本公司擁有人	(20,006)	(6,617)	461	(1,106)	12,036
Non-controlling interests	非控制權益	(5,050)	(1,819)	(142)	(626)	5,989
(Loss) earnings per share, basic (HK cents)	每股基本(虧損)盈利(港仙)	(4.91)	(0.92)	(0.12)	(1.16)	3.60

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
Total non-current assets	非流動資產總值	15,662	17,966	25,502	28,243	29,944
Total current assets	流動資產總值	186,074	213,139	207,294	210,850	208,258
TOTAL ASSETS	總資產	201,736	231,105	232,796	239,093	238,202
Total current liabilities	流動負債總額	41,719	43,941	35,450	40,156	35,760
Total non-current liabilities	非流動負債總額	7,204	9,295	11,041	12,951	14,724
TOTAL LIABILITIES	總負債	48,923	53,236	46,491	53,107	50,484
NET ASSETS	資產淨值	152,813	177,869	186,305	185,986	187,718
Equity	權益					
Equity attributable to the owners of the Company	本公司擁有人應佔權益	122,707	142,713	149,330	148,869	149,975
Non-controlling interests	非控制權益	30,106	35,156	36,975	37,117	37,743
TOTAL EQUITY	總權益	152,813	177,869	186,305	185,986	187,718

DEFINITIONS

釋義

“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time	「細則」或「組織章程細則」	指	本公司的組織章程細則，經不時修訂
“associate(s)”	has the meaning ascribed thereto under the Listing Rules	「聯繫人」	指	具有上市規則賦予該詞的涵義
“Board” or “Board of Directors”	the board of Directors	「董事會」	指	董事會
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong	「營業日」	指	香港銀行一般對公眾開門辦理正常銀行業務的日子（星期六、星期日或香港公眾假期除外）
“BVI”	the British Virgin Islands	「英屬處女群島」	指	英屬處女群島
“Code”	Corporate Governance Code as set out in Appendix C1 to the Listing Rules, as amended from time to time	「守則」	指	上市規則附錄C1所載企業管治守則（經不時修訂）
“Colour Shine”	Colour Shine Investments Limited 彩輝投資有限公司, a company incorporated in the BVI with limited liabilities, which is wholly-owned by Mr. He Xiaoming, and became the Controlling Shareholders on 5 February 2018	「彩輝」	指	彩輝投資有限公司，一間於英屬處女群島註冊成立的有限公司，由何笑明先生全資擁有，並於二零一八年二月五日成為控股股東
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time	「公司條例」	指	香港法例第622章公司條例，經不時修訂或補充
“Company”, “our Company”, “we” or “us”	Yuk Wing Group Holdings Limited 煜榮集團控股有限公司, a company incorporated in the Cayman Islands with limited liability on 17 March 2016	「本公司」或「我們」	指	煜榮集團控股有限公司，於二零一六年三月十七日在開曼群島註冊成立的有限公司
“connected person”	has the meaning ascribed thereto in the Listing Rules	「關連人士」	指	具有上市規則賦予該詞的涵義
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, means Mr. He Xiaoming and Colour Shine from 5 February 2018	「控股股東」	指	具有上市規則賦予該詞的涵義，除文義另有所指外，自二零一八年二月五日起，為何笑明先生及彩輝
“Director(s)”	the director(s) of the Company	「董事」	指	本公司董事
“ESG”	Environmental, Social and Governance	「環境、社會及管治」	指	環境、社會及管治

DEFINITIONS

釋義

“Euro”	the lawful currency of the European Union	「歐元」	指	歐洲聯盟的法定貨幣
“Executive Director(s)”	the executive Director(s)	「執行董事」	指	執行董事
“Group”, “our Group”, “we” or “us”	the Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors	「本集團」或「我們」	指	本公司及其附屬公司，或倘文義另有所指，對於本公司尚未成為現有附屬公司之控股公司之時期，則指本公司現有附屬公司、部分或任何附屬公司及該等附屬公司或(視情況而定)其前身公司經營的業務
“Hang Wing”	Hang Wing Holdings Limited 鏗榮控股有限公司, a BVI business company incorporated in the BVI with limited liability on 16 March 2016 and a wholly-owned subsidiary of the Company	「鏗榮」	指	鏗榮控股有限公司，於二零一六年三月十六日在英屬處女群島註冊成立的英屬處女群島商業有限公司，為本公司的全資附屬公司
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong	「港元」或「港仙」	指	香港法定貨幣港元及港仙
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC	「香港」	指	中國香港特別行政區
“Independent Non-executive Director(s)”	the independent non-executive Director(s)	「獨立非執行董事」	指	獨立非執行董事
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules	「獨立第三方」	指	據我們董事於作出一切合理查詢後所知、所悉及所信，根據上市規則與本公司或我們的關連人士並無關連的人士或公司及彼等各自的最終實益擁有人
“Listing Date”	the date, being, 11 January 2017, on which the shares of the Company are listed on the Stock Exchange and from which dealings in the shares are permitted to commence on the Main Board of the Stock Exchange	「上市日期」	指	本公司股份於聯交所上市及股份獲准開始於聯交所主板買賣的日期，即二零一七年一月十一日

DEFINITIONS

釋義

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)	「上市規則」	指	香港聯合交易所有限公司證券上市規則，經不時修訂、補充或以其他方式修改
“Macau”	the Macau Special Administrative Region of the PRC	「澳門」	指	中國澳門特別行政區
“Maxa RockDrills”	MAXA RockDrills Limited, a company incorporated in Hong Kong with limited liability on 15 September 2000 and is an indirect wholly-owned subsidiary of our Company	「Maxa RockDrills」	指	MAXA RockDrills Limited，於二零零零年九月十五日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“MPF”	mandatory provident fund	「強積金」	指	強制性公積金
“Norry Tech”	佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited), a company established in the PRC with limited liability on 16 October 2007, owned as to 51% by Tristate Hong Kong, and is an indirect non wholly-owned subsidiary of our Company	「萊利達」	指	佛山市順德區萊利達工程設備有限公司，於二零零七年十月十六日在中國成立的有限公司，由Tristate Hong Kong擁有51%權益，為本公司間接非全資附屬公司
“PRC”	the People’s Republic of China, excluding for the purpose of this annual report only, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region	「中國」	指	中華人民共和國，僅就本年報而言，並不包括香港特別行政區、澳門特別行政區及台灣地區
“Prospectus”	the prospectus of the Company dated 30 December 2016 in relation to the initial public offering and the listing of our Shares on the Stock Exchange	「招股章程」	指	日期為二零一六年十二月三十日有關我們的股份首次公开发售及於聯交所上市的本公司招股章程
“Reporting Period”	2023/2024 (from 1 April 2023 to 31 March 2024)	「報告期」	指	二零二三年／二零二四年（自二零二三年四月一日至二零二四年三月三十一日）
“RMB” or “Renminbi”	the lawful currency of the PRC	「人民幣」	指	中國法定貨幣
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time	「證券及期貨條例」	指	香港法例第571章證券及期貨條例，經不時修訂或補充
“Share(s)”	the ordinary share(s) of the Company	「股份」	指	本公司普通股
“Shareholder(s)”	the shareholder(s) of the Company	「股東」	指	本公司股東
“Stock Exchange”	The Stock Exchange of Hong Kong Limited	「聯交所」	指	香港聯合交易所有限公司

DEFINITIONS

釋義

“subsidiary” or “subsidiaries”	has the meaning ascribed thereto under the Companies Ordinance	「附屬公司」	指	具有公司條例賦予該詞的涵義
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules	「主要股東」	指	具有上市規則賦予該詞的涵義
“Top Glory”	Top Glory Construction Equipment Limited 震東建築設備有限公司, formerly known as Top Mark Construction Equipment Limited 震東建築設備有限公司, a company incorporated in Hong Kong with limited liability on 20 March 2015 and an indirect wholly-owned subsidiary of the Company	「震東建築」	指	震東建築設備有限公司(前稱震東建築設備有限公司), 於二零一五年三月二十日在香港註冊成立的有限公司, 為本公司間接全資附屬公司
“Top Mark”	Top Mark Mechanical Equipment Limited 震東機械設備有限公司, a company incorporated in Hong Kong with limited liability on 28 July 1997 and an indirect wholly-owned subsidiary of the Company	「震東機械」	指	震東機械設備有限公司, 於一九九七年七月二十八日在香港註冊成立的有限公司, 為本公司間接全資附屬公司
“Tristate Hong Kong”	Tristate (HK) Holding Company Limited, a company incorporated in Hong Kong with limited liability on 13 April 2016, and an indirect wholly-owned subsidiary of our Company	「Tristate Hong Kong」	指	Tristate (HK) Holding Company Limited, 於二零一六年四月十三日在香港註冊成立的有限公司, 為本公司間接全資附屬公司
“Tristate International”	Tristate International Industrial Limited 聯亞國際實業有限公司, a company incorporated in Hong Kong with limited liability on 28 July 2008, and held as to 51% by Hang Wing, and an indirect non-wholly owned subsidiary of our Company	「聯亞國際」	指	聯亞國際實業有限公司, 於二零零八年七月二十八日在香港註冊成立的有限公司, 由鏗榮持有51%權益, 為本公司間接非全資附屬公司
“U.S.”, “USA” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction	「美國」	指	美利堅合眾國, 其領土、屬地及所有受其司法管轄的地區
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States	「美元」	指	美國現時法定貨幣美元
“Year”	Year ended 31 March 2024	「本年度」	指	截至二零二四年三月三十一日止年度
“%”	per cent	「%」	指	百分比

In the event of any inconsistency, the English text of this annual report shall prevail over the Chinese text.

本年報中英文版本如有歧義, 概以英文版本為準。

Yuk Wing Group Holdings Limited
煜榮集團控股有限公司