



# BLUE RIVER HOLDINGS LIMITED 藍河控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 0498.HK

## ANNUAL REPORT 2024 年報

Based in Hong Kong, Blue River Holdings Limited is principally engaged in, among others, the businesses of gas distribution and logistics in the People's Republic of China, as well as property investment, securities trading and investment, and provision of financing related services.

Blue River Holdings Limited 藍河控股有限公司以香港為基地，主要(其中包括)於中華人民共和國從事燃氣分銷及物流業務，以及物業投資、證券交易和投資，並提供融資相關服務。



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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Kwong Kai Sing, Benny (*Chairman and Managing Director*)  
(appointed as Managing Director with effect from 1 July 2023)

Au Wai June

Marc Andreas Tschirner  
(resigned with effect from 1 July 2023)

Sam Nickolas David Hing Cheong  
(resigned with effect from 1 July 2023)

#### Independent Non-Executive Directors

William Nicholas Giles

Yu Chung Leung

Lam John Cheung-wah

### BOARD COMMITTEES

#### Audit Committee

William Nicholas Giles

Yu Chung Leung (*Chairman*)

Lam John Cheung-wah

#### Remuneration Committee

Au Wai June

(appointed with effect from 1 July 2023)

William Nicholas Giles

Yu Chung Leung

Lam John Cheung-wah (*Chairman*)

Marc Andreas Tschirner

(resigned with effect from 1 July 2023)

Sam Nickolas David Hing Cheong

(resigned with effect from 1 July 2023)

#### Nomination Committee

Au Wai June

William Nicholas Giles

Yu Chung Leung

Lam John Cheung-wah (*Chairman*)

Sam Nickolas David Hing Cheong

(resigned with effect from 1 July 2023)

### 董事局

#### 執行董事

鄭啟成 (*主席兼總裁*)  
(自2023年7月1日起獲委任為總裁)

柯偉俊

Marc Andreas Tschirner  
(自2023年7月1日起辭任)

沈慶祥  
(自2023年7月1日起辭任)

#### 獨立非執行董事

William Nicholas Giles

余仲良

藍章華

### 董事局委員會

#### 審核委員會

William Nicholas Giles

余仲良 (*主席*)

藍章華

#### 薪酬委員會

柯偉俊

(自2023年7月1日起獲委任)

William Nicholas Giles

余仲良

藍章華 (*主席*)

Marc Andreas Tschirner

(自2023年7月1日起辭任)

沈慶祥

(自2023年7月1日起辭任)

#### 提名委員會

柯偉俊

William Nicholas Giles

余仲良

藍章華 (*主席*)

沈慶祥

(自2023年7月1日起辭任)

**Corporate Governance and Compliance Committee**

Au Wai June  
William Nicholas Giles (*Chairman*)  
Yu Chung Leung  
Lam John Cheung-wah  
Marc Andreas Tschirner  
(resigned with effect from 1 July 2023)  
Ho Sze Nga, Maggie

**Share Repurchase Committee**

Au Wai June  
William Nicholas Giles (*Chairman*)  
Marc Andreas Tschirner  
(resigned with effect from 1 July 2023)  
Sam Nickolas David Hing Cheong  
(resigned with effect from 1 July 2023)

**COMPANY SECRETARY**

Ho Sze Nga, Maggie

**AUTHORISED REPRESENTATIVES**

Kwong Kai Sing, Benny  
(appointed with effect from 1 July 2023)  
Ho Sze Nga, Maggie  
Chan Dik Keung, William  
(Alternate to Kwong Kai Sing, Benny and  
Ho Sze Nga, Maggie)  
Sam Nickolas David Hing Cheong  
(resigned with effect from 1 July 2023)

**AUDITOR**

Crowe (HK) CPA Limited  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditors*

**企業管治及法規委員會**

柯偉俊  
William Nicholas Giles (*主席*)  
余仲良  
藍章華  
Marc Andreas Tschirner  
(自2023年7月1日起辭任)  
何詩雅

**股份回購委員會**

柯偉俊  
William Nicholas Giles (*主席*)  
Marc Andreas Tschirner  
(自2023年7月1日起辭任)  
沈慶祥  
(自2023年7月1日起辭任)

**公司秘書**

何詩雅

**授權代表**

鄭啟成  
(自2023年7月1日獲委任)  
何詩雅  
陳狄強  
(替任鄭啟成及何詩雅)  
沈慶祥  
(自2023年7月1日起辭任)

**核數師**

國富浩華(香港)會計師事務所有限公司  
*執業會計師*  
*註冊公眾利益實體核數師*

## CORPORATE INFORMATION

### 公司資料

#### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation  
Limited

#### 主要往來銀行

中國銀行(香港)有限公司  
香港上海滙豐銀行有限公司

#### LEGAL ADVISERS

Eric Yung & Co.  
Conyers Dill & Pearman (*Bermuda*)

#### 法律顧問

翁震寰律師事務所  
康德明律師事務所(百慕達)

#### FINANCIAL ADVISER

Akron Corporate Finance Limited

#### 財務顧問

亞貝隆資本有限公司

#### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### PRINCIPAL PLACE OF BUSINESS

Suites 2801–03, 28th Floor  
China United Centre  
28 Marble Road  
North Point  
Hong Kong  
Tel: +852 3198 0469  
Fax: +852 2372 0641

#### 主要營業地點

香港  
北角  
馬寶道28號  
華匯中心  
28樓2801至03室  
電話：+852 3198 0469  
傳真：+852 2372 0641

**PRINCIPAL SHARE REGISTRAR AND  
TRANSFER OFFICE**

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

**股份過戶登記總處**

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

**BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE**

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

**股份過戶登記分處**

卓佳秘書商務有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

**WEBSITE**

[www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)

**網址**

[www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)

**STOCK CODE**

Hong Kong Stock Exchange 498

**股份代號**

香港聯交所 498

# CHAIRMAN'S STATEMENT

## 主席報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Blue River Holdings Limited (the "Company", together with its subsidiaries, the "Group"), we would like to present the audited annual results of the Group for the year ended 31 March 2024 to the shareholders of the Company (the "Shareholders").

### FINANCIAL HIGHLIGHTS

For the year ended 31 March 2024, the Group recorded a consolidated revenue of approximately HK\$62 million (2023: HK\$77 million). Net loss for the year attributable to the owners of the Company was about HK\$265 million (2023: HK\$605 million), and basic and diluted losses per share were both HK25.5 cents (2023: HK55.4 cents). Equity attributable to the owners of the Company decreased by 31% to approximately HK\$933 million (2023: HK\$1,353 million), representing HK\$0.90 (2023: HK\$1.30) per share as at 31 March 2024.

### OVERVIEW

The Board has resolved not to recommend payment of a final dividend for the year ended 31 March 2024 (2023: Nil).

During the year under review, the Company maintained a prudent approach in refining its strategy with a view to strengthen the long-term value of the Group. During the year, the Group has realised its entire interest in LPG & LNG businesses through disposal of its wholly-owned Blue River Wuhan Port Limited. The Group has also realised its residual 9.9% interest in Yangkou Port Co through disposal of its wholly-owned Yangkou Port Holdings Limited. The sales proceeds will give the Group more flexibility to seize suitable business and investment opportunities as and when they arise. A detailed review of our operations during the year is set out in the Business Review.

各位股東：

我們謹代表Blue River Holdings Limited藍河控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事(「董事」)局(「董事局」)，向本公司股東(「股東」)呈報本集團截至2024年3月31日止年度之經審核全年業績。

### 財務摘要

截至2024年3月31日止年度，本集團錄得綜合收入約6,200萬港元(2023：7,700萬港元)。本公司擁有人應佔年度虧損淨額約2.65億港元(2023：6.05億港元)，及每股基本及攤薄虧損均為25.5港仙(2023：55.4港仙)。於2024年3月31日，本公司擁有人應佔權益減少31%至約9.33億港元(2023：13.53億港元)，相等於每股0.90港元(2023：1.30港元)。

### 概述

董事局已議決不建議派付截至2024年3月31日止年度之末期股息(2023：無)。

回顧年內，本公司保持審慎的態度改進策略，以增強本集團之長期價值。年內，本集團透過出售全資擁有之Blue River Wuhan Port Limited變現所持液化石油氣及液化天然氣業務之全部權益。本集團亦透過出售全資擁有之Yangkou Port Holdings Limited變現其在洋口港公司餘下9.9%權益。出售所得款項將讓本集團更靈活地在合適之業務及投資機會出現時能把握時機。有關本集團年內之業務回顧，詳見《業務審視》。



The Company continues to pursue effective internal control measures and endeavours to enhance the quality of its overall corporate governance measures. We maintained transparent communications with investors and stakeholders, persisted to pursue consistent and effective internal control and audit programs, and offered relevant trainings for directors and management of the Group. Details of the Group's corporate governance practices are set out in the Corporate Governance Report and Business Review.

The Company demonstrated a strong commitment to corporate social responsibility. Details of the Group's corporate social responsibilities are set out in the Business Review and Environmental, Social and Governance Report.

## PROSPECTS

The Board undertakes strategic review of the Group's assets from time to time with a view to maximising returns to the shareholders of the Company. Concurrently, the Group will explore opportunities to diversify and broaden its business and investment portfolio by investing in business with optimistic prospect. The Group will continue looking for investment opportunities in a cautious and pragmatic approach with a view to enhancing shareholders' value.

## APPRECIATION

I wish to take this opportunity to express my sincere gratitude to my fellow Board members for their valuable guidance and monitoring to the Group. On behalf of the Board, I would like to express our appreciation to the Group's staff for their dedication and contribution that gives impetus to the development of the Group. I would also like to send our gratitude to our shareholders, clients and partners for their continuous support and confidence to the Group. I wish them all prosperity and continued success in the coming year.

**Benny KWONG**  
*Chairman*

Hong Kong, 26 June 2024

本公司繼續奉行有效之內部監控措施，並努力提高整體之企業管治水平。我們繼續與投資者及持份者維持具透明度的溝通，持續實施一致及有效的內部控制及審計程序，並對本集團之董事及管理層提供相關之培訓。有關本集團之企業管治常規，詳見《企業管治報告》及《業務審視》。

本公司堅定承諾履行企業社會責任，有關集團之企業社會責任，詳見《業務審視》及《環境、社會及管治報告》。

## 展望

董事局不時對本集團之資產進行策略性檢討，務求為本公司股東帶來最大回報。同時，本集團將透過投資於前景樂觀之業務，探索多元化發展及擴大其業務及投資組合之機會，並將繼續以審慎及務實的態度開拓其他投資機遇，為股東提升價值。

## 致謝

本人謹藉此機會銘謝各董事局成員為集團提供寶貴的意見及監督。本人亦代表董事局感謝集團各員工為推動集團發展所付出的貢獻和努力。同時亦衷心感謝我們的股東、客戶及夥伴多年來對集團持續的信心和支持。本人敬祝各位來年興旺及事事順遂。

主席  
**鄭啟成**  
謹啟

香港，2024年6月26日

## BUSINESS REVIEW

### 業務審視

#### REVIEW OF OPERATIONS AND BUSINESS DEVELOPMENT

##### Ports and Logistics

###### **Fuel Gas Distribution and Logistics (100% owned)**

During the year, the liquefied petroleum gas (“LPG”) and compressed natural gas (“CNG”) distribution and logistics businesses of Minsheng Gas and Minsheng Natural Gas in Wuhan recorded a segment profit of approximately HK\$31 million (2023: loss of HK\$69 million). Excluding the gain on disposal of subsidiaries of approximately HK\$59 million during the year and the one-off impairment provision for the capitalised liquefied natural gas (“LNG”) project costs of approximately HK\$54 million made last year, the operating loss increased by 87% to HK\$28 million (2023: HK\$15 million) during the year. Currently, Minsheng Natural Gas owns and operates four CNG automotive fueling stations in Wuhan City. Influenced adversely by the bolstered promotion of electric-powered vehicles by the Wuhan Municipal People’s Government and the popularisation of electric-powered vehicles in Wuhan City, the sales of CNG decreased by 17% to approximately 11.8 million m<sup>3</sup> (2023: 14.2 million m<sup>3</sup>) when compared with the last year. The expediting deployment of new energy vehicles in both public and private transportation sectors by the Wuhan Government casts a bleak outlook on the CNG distribution business of Minsheng Natural Gas. As a result of the phase-out of LPG-powered vehicles in Wuhan City and the closure of the remaining two LPG automotive fueling stations by Minsheng Gas during the year ended 31 March 2023, there was no sales of LPG for the year, comparing to the sales of approximately 1,150 tonnes last year.

Following the closure of the remaining two LPG automotive fueling stations, Minsheng Gas no longer needed to maintain the LPG storage-tank farm and river terminal for the storage and supply of LPG to its fueling stations. In order to optimise the value of the LPG assets, the Group had been evaluating its options to realise the LPG storage-tank farm assets. In respect of the LNG business, under the development plan of Minsheng Gas to construct new LNG storage tanks

##### 營運回顧及業務發展

##### 港口及物流

###### **燃氣分銷及物流(擁有100%權益)**

年內，民生石油及民生天然氣於武漢之液化石油氣(「液化石油氣」)及壓縮天然氣(「壓縮天然氣」)分銷及物流業務錄得分部溢利約3,100萬港元(2023：虧損6,900萬港元)。撇除年內出售附屬公司之收益約5,900萬港元及去年就資本化液化天然氣(「液化天然氣」)項目成本作出之一次性減值撥備約5,400萬港元，年內經營虧損增加87%至2,800萬港元(2023：1,500萬港元)。目前，民生天然氣在武漢市擁有並經營四座壓縮天然氣汽車加氣站。受到武漢市人民政府大力推廣電動車以及電動車於武漢市日益普及之不利影響，壓縮天然氣銷售量較去年減少17%至約1,180萬立方米(2023：1,420萬立方米)。隨著武漢市政府加速在公共和私人交通領域部署新能源汽車，民生天然氣旗下壓縮天然氣分銷業務前景受壓。由於武漢市淘汰液化石油氣車輛，加上民生石油於截至2023年3月31日止年度關閉餘下兩座液化石油氣汽車加氣站，年內並無錄得液化石油氣銷售，相對去年銷售量則約為1,150噸。

隨著餘下兩座液化石油氣汽車加氣站關閉，民生石油不再需要設置液化石油氣儲庫基地及內河碼頭以儲存液化石油氣並供應予加氣站。為提升液化石油氣資產之價值，本集團著手評估變現液化石油氣儲庫基地資產之方案。液化天然氣業務方面，根據民生石油為滿足當地民用、運輸和工業需求而建造新液化天然氣儲庫及液化天然

and LNG berths catering for domestic residential, transportation and industrial demands, the LNG storage facilities of Minsheng Gas would be designated as a regional storage and trans-shipment hub for LNG in Hubei Province, the People's Republic of China (the "PRC"). It was estimated that the investment costs for the entire development plan would amount to approximately RMB4,000 million with a lengthy payback period for the infrastructure investment. Moreover, the profitability of the LNG project was subject to a number of uncertainties, *inter alia*, (i) the capability in securing a stable upstream supply of LNG at a competitive cost, while effectively navigating downstream markets and achieving a profitable selling price; (ii) the continuity of the current PRC national energy policy; and (iii) the government's approval for the exclusive usage and the construction of the LNG berth terminals along the shoreline of the Yangtze River in Wuhan. Taking into account the aforementioned uncertainties and significant risks embedded in the LNG project, the Group had been taking a more cautious investment approach towards the development plan and had considered bringing in co-investors for the LNG project to share risks. Despite its diligent outreach to, and extensive negotiation efforts with, other prospective investors, the Company encountered challenges in securing co-investors due to their lackluster responses under the challenging operating environment of the LPG & LNG businesses. On 21 March 2024, the Company decided to realise its entire interest in LPG & LNG businesses through disposal of its indirect wholly-owned Blue River Wuhan Port Limited, which indirectly wholly-owned 湖北民生石油液化氣有限公司 (Hubei Minsheng Liquefied Petroleum Gas Limited\*), at a consideration of HK\$1 million and resulted in a gain on disposal of approximately HK\$55 million. After the disposal, the Group continues to engage in the operation of CNG distribution and logistics businesses through Minsheng Natural Gas in Wuhan City mainly for fulfilment of its obligation of fueling service to the local public buses. Given the loss making condition of Minsheng Natural Gas under the bleak outlook on the CNG distribution business, the Group is assessing its options on this business based on its development potential.

氣碼頭之發展計劃，民生石油旗下液化天然氣儲庫設施將打造為中華人民共和國（「中國」）湖北省液化天然氣的地區儲存及中轉基地。預計整個發展計劃涉及投資成本約人民幣40億元，且基礎設施投資回收期較長。此外，液化天然氣項目之獲利能力亦受諸多不確定因素所影響，其中包括(i)能否以具競爭力的成本確保穩定的上游液化天然氣供應，同時有效開拓下游市場並實現有利可圖的銷售價格；(ii)現行中國國家能源政策能否延續；及(iii)政府會否批准在武漢市沿長江沿岸獨家使用及建設液化天然氣泊位碼頭。考慮到液化天然氣項目面臨上述不確定因素及重大風險，本集團對發展計劃採取更為審慎的投資態度，並考慮為液化天然氣項目引入共同投資者以分擔風險。儘管本公司設法與其他潛在投資者積極接洽及進行廣泛磋商，但礙於液化石油氣及液化天然氣業務的經營環境充滿挑戰，本公司在爭取共同投資者時遇到挫折。於2024年3月21日，本公司決定透過出售間接全資擁有之 Blue River Wuhan Port Limited（其間接全資擁有湖北民生石油液化氣有限公司）變現所持液化石油氣及液化天然氣業務之全部權益，代價為100萬港元，並就此產生出售收益約5,500萬港元。出售後，本集團繼續透過民生天然氣於武漢市經營壓縮天然氣分銷及物流業務，主要履行為當地公交車提供加氣服務的義務。鑑於民生天然氣在壓縮天然氣分銷業務前景黯淡的情況下出現虧損，本集團正根據該業務的發展潛力評估其選擇方案。

## BUSINESS REVIEW

### 業務審視

#### **Yangkou Port (9.9% owned before disposal in December 2023)**

The Group's 9.9% equity interest in 江蘇洋口港投資開發有限公司 (Jiangsu Yangkou Port Development and Investment Co. Ltd.\*) ("Yangkou Port Co") did not contribute any dividend income to the segment result for the year (2023: HK\$3 million).

Yangkou Port Co is principally engaged in the business of development of port and related infrastructures at Yangkou Port, an offshore type deep-sea harbour along the South East Coast of Jiangsu Province, the PRC. Strategically located near the mouth of the Yangtze River, Yangkou Port is ideally situated to become one of China's largest trans-shipment hubs for dry and liquid bulk cargoes.

Following our several staged divestments from 75% to the current 9.9% interest in prior years, the residual equity interest in Yangkou Port Co was classified as financial assets measured at fair value through other comprehensive income. Given the lack of a stable and attractive dividend policy established in Yangkou Port Co, the Company decided to realise its residual 9.9% equity interest in Yangkou Port Co through the disposal of its investment holding company on 23 November 2023 at a consideration of HK\$8 million. The disposal was completed on 5 December 2023 and resulted in a disposal gain of approximately HK\$4 million. The disposal had no material impact on the Group's financial position and operation.

#### **Property**

After the completion of the divestment in the discontinued PRC property operation last year, the Group repositions its focus on the property segment in Hong Kong, taking advantage of the downturn of the Hong Kong property market to capture the potential market upside in future. As at 31 March 2024, the Group owns certain office premises and car parking spaces in Hong Kong through direct investment and investment in associates.

#### **洋口港 (於2023年12月出售前擁有9.9%權益)**

年內，本集團於江蘇洋口港投資開發有限公司(「洋口港公司」)之9.9%股權並無為分部業績貢獻任何股息收入(2023：300萬港元)。

洋口港公司主要於洋口港(中國江蘇省東南沿海一座離岸型深水港)從事發展港口及相關基建業務。洋口港位處長江口的策略性優越位置，可成為國內乾濕散貨的大型中轉基地之一。

在我們於以前年度由75%權益分階段出售投資至現時之9.9%權益後，餘下洋口港公司之股權分類為按公平價值誌入其他全面收益之金融資產。考慮到洋口港公司缺乏穩定及具吸引力之股息政策，本公司於2023年11月23日決定透過出售投資控股公司變現其在洋口港公司餘下9.9%股權，代價為800萬港元。有關出售已於2023年12月5日完成，並產生出售收益約400萬港元。有關出售對本集團的財務狀況及經營並沒有產生重大影響。

#### **物業**

去年完成撤資已終止經營之中國物業業務後，本集團將重心投放於香港物業業務分部，力求利用香港物業市場低迷之時機，把握未來市場上升潛力。於2024年3月31日，本集團透過直接投資及投資聯營公司於香港擁有若干辦公室物業及停車位。

The continuing property business in Hong Kong recorded a segment loss of approximately HK\$32 million (2023: HK\$6 million) for the year which mainly composed of the loss on fair value changes of investment properties in Hong Kong of approximately HK\$10 million (2023: HK\$2 million) and share of the associates' loss of HK\$23 million (2023: HK\$1 million), as affected by the interest rate hike cycle and the weak demand for office premise in Hong Kong.

### Securities

The securities segment recorded a segment loss of approximately HK\$0.01 million (2023: profit of HK\$1 million). As at 31 March 2024, the Group's investments in listed equity instruments not held for trading amounted to approximately HK\$129 million (2023: HK\$90 million). During the year, net investments in listed equity instruments of approximately HK\$120 million was made, while the decrease in fair value of approximately HK\$81 million (2023: HK\$39 million) for the year was recognised in other comprehensive expense.

The Group adopted a cautious and disciplined approach in managing the Group's securities portfolio. The Group will continue to monitor its securities portfolio and look for investment opportunities with a view to achieving growth in portfolio value in future.

### Financial services

The financial services business recorded a segment loss of approximately HK\$204 million (2023: profit of HK\$41 million) for the year, which was mainly attributable to the share of loss of its investee associates of approximately HK\$208 million (2023: profit of HK\$41 million) during the year.

The Group adopted a cautious approach in managing its direct loan financing business aiming to gradually build up a creditworthy clientele base. The direct loan financing business contributed revenue of approximately HK\$9 million (2023: HK\$6 million) for the year. Revolving loans of HK\$295 million newly granted to various borrowers during the year have been fully recovered as at the report date.

受加息週期及香港辦公室物業需求疲弱所影響，持續經營之香港物業業務於年內錄得分部虧損約3,200萬港元(2023：600萬港元)，主要包括香港投資物業之公平價值變動虧損約1,000萬港元(2023：200萬港元)及攤佔聯營公司之虧損2,300萬港元(2023：100萬港元)。

### 證券

證券分部錄得分部虧損約1萬港元(2023：溢利100萬港元)。於2024年3月31日，本集團非持作買賣之上市權益工具投資約為1.29億港元(2023：9,000萬港元)。於本年度作出上市權益工具淨投資約1.20億港元，而年內公平價值減少約8,100萬港元(2023：3,900萬港元)於其他全面開支確認。

本集團在管理本集團之證券組合時採取審慎且嚴謹之方針。本集團將繼續監察其證券組合及物色投資機會，務求於未來實現投資組合價值增長。

### 金融服務

金融服務業務於年內錄得分部虧損約2.04億港元(2023：溢利4,100萬港元)，主要由於年內攤佔所投資聯營公司之虧損約2.08億港元(2023：溢利4,100萬港元)所致。

本集團採取謹慎方針管理直接貸款融資業務，旨在逐步建立一個信譽良好的客戶群。直接貸款融資業務於年內貢獻收入約900萬港元(2023：600萬港元)。於報告日期，年內授予多名借款人之新循環貸款2.95億港元已悉數收回。

## BUSINESS REVIEW

### 業務審視

The Group held one-third of equity interest in Maxlord Enterprises Limited (“Maxlord”), a licensed money lender carrying out money lending business in Hong Kong, which is an indirect 66.67% owned subsidiary of Planetree International Development Limited (stock code: 0613.HK). During the year, the Group shared loss of approximately HK\$35 million (2023: profit of HK\$13 million) on its investment in Maxlord.

The Group participated mainly in the overseas property asset-based financing business through a 40% owned associate, Golden Thread Investments Limited (“Golden Thread”). During the year, the Group shared loss of approximately HK\$32 million (2023: profit of HK\$20 million) on its investment in Golden Thread.

The Group participated in the integrated financial services sectors, particularly the licensed securities brokerage and margin financing business through equity investments to share knowledge, expertise and network in the field with industry partners. As at 31 March 2024, through equity investment in Hope Capital Limited, the Group indirectly held 23.79% equity interest in Hope Securities Limited, which is a licensed corporation under the Securities and Futures Ordinance to carry on regulated activities including dealing in and advising on securities and future contracts and asset management. The Group also held 33% equity interest in HEC Securities Company Limited which is engaged in treasury activities. The equity investments are classified as associates of the Company and the Group shared loss of approximately HK\$141 million (2023: profit of HK\$10 million) during the year.

The Group will continue to explore business opportunities in the financial service business under a prudent credit strategy and capitalise on the expertise and competitive strength of other sophisticated industry participants through partnerships, with a view to contribute a stable and favorable income stream to the Group.

本集團持有明樂企業有限公司(「明樂」)於香港從事放債業務之持牌放債人)其中三分之一股權，而該公司則為梧桐國際發展有限公司(股份代號：0613.HK)間接擁有66.67%權益之附屬公司。年內，本集團就其於明樂之投資攤佔虧損約3,500萬港元(2023：溢利1,300萬港元)。

本集團透過其擁有40%權益之聯營公司Golden Thread Investments Limited(「Golden Thread」)參與主要海外物業資產融資業務。年內，本集團就其於Golden Thread之投資攤佔虧損約3,200萬港元(2023：溢利2,000萬港元)。

本集團通過股權投資參與綜合金融服務領域，特別是持牌證券經紀及孖展融資業務，以與行業合作夥伴分享該領域的知識、專長及網絡。於2024年3月31日，本集團通過對Hope Capital Limited，間接持有希望證券有限公司23.79%股權，其為根據證券及期貨條例可從事受規管活動(包括買賣證券及期貨合約及就此提供意見以及提供資產管理)之一間持牌法團。本集團亦持有HEC Securities Company Limited 33%股權，該公司從事庫務業務。該等股權投資分類為本公司之聯營公司，而本集團於年內攤佔虧損約1.41億港元(2023：溢利1,000萬港元)。

本集團將繼續沿用審慎信貸策略探索金融服務業之商機，並透過與其他資深行業參與者建立夥伴關係，借助其專長及競爭優勢為本集團提供穩定優厚之收入來源。

## SIGNIFICANT INVESTMENTS

An investment with a carrying value of 5% or more of the total assets of the Group is considered as a significant investment of the Group. As at 31 March 2024, the Group's investment in 465,000,000 ordinary listed shares of Oshidori International Holdings Limited ("Oshidori"), represented approximately 7.5% of Oshidori's issued share capital, was measured at fair value of approximately HK\$88 million, which represented approximately 9% to the total assets of the Group. Total cost for the investment in Oshidori amounted to approximately HK\$130 million and the cumulative unrealised fair value loss was approximately HK\$42 million. Oshidori is a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 0622.HK). Oshidori and its subsidiaries are principally engaged in investment holdings, tactical and/or strategic investments (including property investments), provision of financial services including the Securities and Futures Commission regulated activities, namely Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 8 (securities margin financing) and Type 9 (asset management) and provision of credit and lending services regulated under the Money Lenders Ordinance. During the year, no dividend was received from Oshidori and the unrealised fair value loss of the investment in Oshidori of approximately HK\$24 million was charged to the investment revaluation reserve through other comprehensive income.

## 重大投資

賬面值佔本集團總資產5%或以上之投資被視為本集團之重大投資。於2024年3月31日，本集團投資於465,000,000股威華達控股有限公司（「威華達」）上市普通股，相當於威華達已發行股本約7.5%，按公平價值計量約為8,800萬港元，佔本集團總資產約9%。於威華達的總投資成本約為1.30億港元，而累計未變現公平價值虧損約為4,200萬港元。威華達為於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市（股份代號：0622.HK）。威華達及其附屬公司主要從事投資控股、戰術及／或戰略投資（包括物業投資）以及提供金融服務，包括證券及期貨事務監察委員會所界定的第1類（證券交易）、第2類（期貨合約交易）、第4類（就證券提供意見）、第6類（就機構融資提供意見）、第8類（提供證券保證金融資）及第9類（提供資產管理）受規管活動，以及提供放債人條例項下受規管之信貸及放貸服務。年內，概無自威華達收取任何股息，而投資於威華達之未變現公平價值虧損約2,400萬港元已透過其他全面收益於投資重估儲備扣除。

## BUSINESS REVIEW

### 業務審視

As extracted from the annual report of Oshidori for the year ended 31 December 2023, Oshidori recorded an audited net loss of HK\$84 million (2022: HK\$81 million). As at 31 December 2023, Oshidori had audited total assets and net asset value of HK\$3,888 million and HK\$3,731 million respectively. The liquidity of Oshidori remained strong with a current ratio of 7.5 and a gearing ratio of 1.4%. As at 31 March 2024, the fair value of Oshidori of HK\$0.19 per share represents a discount of approximately 69% to its audited net asset value as at 31 December 2023 of HK\$0.61 per share. It is considered that Oshidori is currently significantly undervalued and represents an attractive value stock pick with potential for higher return from a long-term perspective.

Saved as disclosed above, the Group did not hold any significant investments in any investee company with a value of above 5% of the Group's total assets as at 31 March 2024.

## MATERIAL ACQUISITION AND DISPOSAL

On 21 March 2024, the Group entered into a sale and purchase agreement with Dawn Rainbow Limited in relation to the disposal of the entire interest of Blue River Wuhan Port Limited, an indirect wholly-owned subsidiary of the Company, which indirectly wholly-owned 湖北民生石油液化氣有限公司 (Hubei Minsheng Liquefied Petroleum Gas Limited\*), at a consideration of HK\$1 million. The disposal was completed simultaneously upon signing of the sale and purchase agreement.

Save as disclosed above, the Group did not have material acquisition and disposal of subsidiaries, associates and joint ventures during the year.

## EVENTS AFTER THE REPORTING PERIOD

There were no major subsequent events occurred since the end of the reporting period and up to the date of this annual report.

摘錄自威華達截至2023年12月31日止年度之年報，威華達錄得經審核虧損淨額8,400萬港元(2022: 8,100萬港元)。於2023年12月31日，威華達之經審核資產總值及資產淨值分別為38.88億港元及37.31億港元。威華達維持強勁流動資金狀況，流動比率為7.5，資產負債比率為1.4%。於2024年3月31日，威華達之公平價值為每股0.19港元，較其於2023年12月31日之經審核每股資產淨值0.61港元折讓約69%。本集團認為，威華達目前被大幅低估，長遠而言具有較高回報潛力，屬於具吸引力股票之選。

除上文所披露者外，於2024年3月31日，本集團並無於任何被投資公司持有任何價值佔本集團總資產5%以上之重大投資。

## 重大收購及出售

於2024年3月21日，本集團與曉虹有限公司就出售本公司之間接全資附屬公司Blue River Wuhan Port Limited(其間接全資擁有湖北民生石油液化氣有限公司)全部權益訂立買賣協議，代價為100萬港元。上述出售事項已於簽署買賣協議之時同步完成。

除上文所披露者外，本集團於年內並無重大收購及出售附屬公司、聯營公司及合營企業。

## 本報告期後之事項

自本報告期完結日至本年報日期止，並無發生重大期後事項。



## REVIEW OF FINANCIAL PERFORMANCE

### Continuing operations

For the year ended 31 March 2024, the continuing operations of the Group recorded a consolidated revenue of approximately HK\$62 million (2023: HK\$77 million) and gross profit of approximately HK\$24 million (2023: HK\$18 million). The decrease in revenue during the year was mainly due to the decrease in sales of CNG products impacted by the increased popularity of electric-powered vehicles and no sales of LPG resulting from the phase-out of LPG-powered vehicles in Wuhan City. During the year, the Group recorded a loss before taxation from continuing operations of approximately HK\$264 million (2023: HK\$142 million), which was composed of:

- (i) net gain of approximately HK\$31 million (2023: loss of HK\$66 million) in ports and logistics segment, including gain on disposal of subsidiaries of approximately HK\$59 million (2023: Nil);
- (ii) net loss of approximately HK\$32 million (2023: HK\$6 million) in property segment;
- (iii) net loss of approximately HK\$0.01 million (2023: gain of HK\$1 million) in securities segment;
- (iv) net loss of approximately HK\$204 million (2023: gain of HK\$41 million) in financial services segment;
- (v) net corporate and other expenses of approximately HK\$90 million (2023: HK\$89 million);
- (vi) net exchange loss of approximately HK\$1 million (2023: HK\$9 million);
- (vii) gain on forfeiture of deposit and earnest money received of approximately HK\$8 million (2023: Nil);
- (viii) impairment loss reversed on amounts due from former subsidiaries in liquidation of approximately HK\$31 million (2023: HK\$3 million); and

## 財務表現回顧

### 持續經營業務

截至2024年3月31日止年度，本集團之持續經營業務錄得綜合收入約6,200萬港元(2023：7,700萬港元)及毛利約2,400萬港元(2023：1,800萬港元)。年內收入減少乃主要由於壓縮天然氣銷售隨著電動車普及而減少，加上武漢市淘汰液化石油氣車輛導致沒有液化石油氣銷售。於本年度，本集團錄得來自持續經營業務之除稅前虧損約2.64億港元(2023：1.42億港元)，其中包括：

- (i) 港口及物流分部之收益淨額約3,100萬港元(2023：虧損6,600萬港元)，當中包括出售附屬公司之收益約5,900萬港元(2023：無)；
- (ii) 物業分部之虧損淨額約3,200萬港元(2023：600萬港元)；
- (iii) 證券分部之虧損淨額約1萬港元(2023：收益100萬港元)；
- (iv) 金融服務分部之虧損淨額約2.04億港元(2023：收益4,100萬港元)；
- (v) 企業及其他開支淨額約9,000萬港元(2023：8,900萬港元)；
- (vi) 匯兌虧損淨額約100萬港元(2023：900萬港元)；
- (vii) 沒收按金及誠意金所得之收益約800萬港元(2023：無)；
- (viii) 應收清盤中前附屬公司款項之減值虧損撥回約3,100萬港元(2023：300萬港元)；及

## BUSINESS REVIEW

### 業務審視

(ix) finance costs of approximately HK\$7 million (2023: HK\$17 million).

After taking into account the tax credit of approximately HK\$0.4 million (2023: tax charge of HK\$0.4 million), the continuing operations of the Group recorded loss for the year of approximately HK\$263 million (2023: HK\$142 million).

### Discontinued operations

During the last year, the Group had discontinued the engineering operation upon the disposal of Paul Y. Engineering Group Limited (“Paul Y. Engineering”) and the property operation in the PRC upon the disposal of Profit Tycoon Holdings Limited (“Profit Tycoon”). The discontinued operations recorded loss of approximately HK\$567 million for the year ended 31 March 2023 (2024: Nil).

Net loss for the year attributable to the owners of the Company was approximately HK\$265 million (2023: HK\$605 million) and basic loss per share was approximately HK25.5 cents (2023: HK55.4 cents). The decrease in net loss for the year was mainly attributed to the net impact of (a) absence of loss from discontinued operations for the year, as compared with the loss attributable to shareholders of approximately HK\$461 million from discontinued operations upon the disposal of the engineering and PRC property operation during the last year; (b) share of results of associates turned from a profit of approximately HK\$41 million for the last year to a loss of approximately HK\$231 million for the year; (c) gain on disposal of certain loss-making subsidiaries from its ports and logistics business of approximately HK\$59 million (2023: Nil) for the year; (d) absence of impairment loss on property, plant and equipment for the year, as compared with approximately HK\$54 million impairment loss for the last year; and (e) reversal of impairment loss on financial assets of approximately HK\$31 million for the year, as compared with approximately HK\$4 million reversal of impairment loss for the last year.

(ix) 融資成本約700萬港元(2023: 1,700萬港元)。

經考慮稅項撥入約40萬港元(2023: 稅項支出40萬港元)後，本集團之持續經營業務錄得年度虧損約2.63億港元(2023: 1.42億港元)。

### 已終止經營業務

去年，本集團已於出售Paul Y. Engineering Group Limited保華建業集團有限公司(「保華建業」)後終止工程業務，並於出售Profit Tycoon Holdings Limited(「Profit Tycoon」)後終止於中國經營物業業務。截至2023年3月31日止年度，已終止經營業務錄得虧損約5.67億港元(2024: 無)。

本公司擁有人應佔年度虧損淨額約為2.65億港元(2023: 6.05億港元)，而每股基本虧損約為25.5港仙(2023: 55.4港仙)。年度虧損淨額減少乃主要由於以下各項之淨影響：(a)去年出售工程業務及中國物業業務後，年內不再錄得已終止經營業務之虧損(相對去年股東應佔已終止經營業務虧損約4.61億港元)；(b)攤佔聯營公司業績由去年獲利約4,100萬港元逆轉為本年度虧損約2.31億港元；(c)年內出售港口及物流業務若干虧蝕附屬公司產生收益約5,900萬港元(2023: 無)；(d)本年度並無物業、機械及設備減值虧損，而去年之減值虧損約為5,400萬港元；及(e)年內金融資產減值虧損撥回約3,100萬港元，而去年之減值虧損撥回約為400萬港元。

## REVIEW OF FINANCIAL POSITION

When compared with the Group's financial position as at 31 March 2023, total assets decreased by 50% to approximately HK\$976 million (2023: HK\$1,949 million) mainly due to the use of cash for repayment of borrowings. As at 31 March 2024, net current liabilities amounted to approximately HK\$1 million (2023: net current assets of HK\$227 million), whereas current ratio deriving from the ratio of current assets to current liabilities decreased to 0.97 times (2023: 1.38 times). After taking into account (a) the net loss attributable to the owners of the Company of approximately HK\$265 million; (b) the decrease in carrying amount of financial assets measured at fair value through other comprehensive income of approximately HK\$116 million recognised in the investment revaluation reserve; (c) the share of other comprehensive expense of associates of approximately HK\$3 million; (d) the Renminbi exchange deficit of approximately HK\$3 million arising from translation of foreign operations; and (e) the reclassification of exchange surplus to profit or loss upon disposals of subsidiaries of approximately HK\$33 million, equity attributable to owners of the Company decreased by 31% to approximately HK\$933 million (2023: HK\$1,353 million), representing HK\$0.90 (2023: HK\$1.30) per share as at 31 March 2024.

## LIQUIDITY AND CAPITAL RESOURCES

As at 31 March 2024, the Group had total assets of HK\$976 million (2023: HK\$1,949 million) which were financed by shareholders' funds and credit facilities. A variety of credit facilities were maintained to meet its working capital requirements and committed capital expenditure, which bore interest at market rates and had contracted terms of repayment ranging from on demand to one year. The Group mainly generated revenue and incurred costs in Hong Kong dollar and Renminbi. During the year, no financial instruments had been used for hedging purpose and no foreign currency net investments are hedged by currency borrowings or other hedging instruments. The Group adopts a prudent funding and treasury policy and manages the fluctuation exposures of exchange rate and interest rate on specific transactions.

## 財務狀況回顧

與本集團於2023年3月31日之財務狀況相比，總資產減少50%至約9.76億港元(2023：19.49億港元)，此乃主要由於使用現金償還借款所致。於2024年3月31日，流動負債淨額約為100萬港元(2023：流動資產淨值2.27億港元)，而以流動資產對流動負債所計算之流動比率下降至0.97倍(2023：1.38倍)。經計及(a)本公司擁有人應佔虧損淨額約2.65億港元；(b)於投資重估儲備確認按公平價值誌入其他全面收益之金融資產賬面值減少約1.16億港元；(c)攤佔聯營公司其他全面開支約300萬港元；(d)因換算海外業務而產生之人民幣匯兌虧損約300萬港元；及(e)於出售附屬公司後重新分類匯兌盈餘至損益約3,300萬港元，於2024年3月31日，本公司擁有人應佔權益減少31%至約9.33億港元(2023：13.53億港元)，相當於每股0.90港元(2023：1.30港元)。

## 流動資金與資本來源

於2024年3月31日，本集團之總資產為9.76億港元(2023：19.49億港元)，乃來自股東資金及信貸融資。本集團設有多項信貸融資以應付其營運資金需求及資本開支承擔，該等信貸融資按市場息率計息，而約定還款期介乎按年償還至一年。本集團所產生之收入及成本主要以港元及人民幣為單位。年內，概無用作對沖之金融工具，亦無外幣淨投資以貨幣借款或其他對沖工具作對沖。本集團採取審慎之資金及庫務政策，管理特定交易之匯率及利率波動風險。

## BUSINESS REVIEW

### 業務審視

As at 31 March 2024, the Group's bank and other borrowings amounted to approximately HK\$16 million (2023: HK\$535 million) with approximately HK\$15 million (2023: HK\$533 million) repayable on demand or within one year and approximately HK\$1 million (2023: HK\$2 million) repayable after one year. No borrowings denominated in Hong Kong dollar (2023: HK\$525 million) bore interest at fixed rate. Borrowings denominated in Renminbi of approximately HK\$16 million (2023: HK\$10 million) bore interest at fixed rate. The Group's gearing ratio decreased to 0.02 (2023: 0.40), which was calculated based on the total borrowings of approximately HK\$16 million (2023: HK\$535 million) and the Group's shareholders' funds of approximately HK\$933 million (2023: HK\$1,353 million).

Cash, bank balances and deposits of the Group as at 31 March 2024 amounted to approximately HK\$20 million (2023: HK\$774 million), of which approximately HK\$6 million (2023: HK\$756 million) was denominated in Hong Kong dollar and approximately HK\$14 million (2023: HK\$18 million) was denominated in Renminbi.

## CAPITAL STRUCTURE

During the year, the Group has not conducted any equity fund raising activities. As at 31 March 2024, the total number of issued shares of the Company was 1,040,946,114 shares with a par value of HK\$0.1 each.

## COMMITMENTS

As at 31 March 2024, the Group had no expenditure contracted for but not provided for in the consolidated financial statements (2023: HK\$9 million in respect of acquisition of certain property, plant and equipment and properties interests).

於2024年3月31日，本集團之銀行及其他借款約為1,600萬港元(2023：5.35億港元)，其中約1,500萬港元(2023：5.33億港元)須按要求或於一年內償還及約100萬港元(2023：200萬港元)須於一年後償還。概無以港元計值之借款(2023：5.25億港元)按固定利率計息。以人民幣計值之借款中，約1,600萬港元(2023：1,000萬港元)按固定利率計息。本集團之資本負債比率降至0.02(2023：0.40)，該項比率乃根據借款總額約1,600萬港元(2023：5.35億港元)及本集團股東資金約9.33億港元(2023：13.53億港元)計算。

於2024年3月31日，本集團之現金、銀行結存及存款為約2,000萬港元(2023：7.74億港元)，當中約600萬港元(2023：7.56億港元)以港元計值及約1,400萬港元(2023：1,800萬港元)以人民幣計值。

## 資本結構

年內，本集團並無進行任何股本集資活動。於2024年3月31日，本公司每股面值為0.1港元之已發行股份總數為1,040,946,114股。

## 承擔

於2024年3月31日，本集團並無已訂約但並未於綜合財務報表撥備之開支(2023：收購若干物業、機械及設備以及物業權益涉資約900萬港元)。

## EXPOSURE TO FLUCTUATION IN EXCHANGE RATE

The Group's monetary assets, liabilities and transactions are mainly denominated in Renminbi and Hong Kong dollars. The Group is mainly exposed to foreign exchange risk with respect to Renminbi which may affect the Group's performance. The Group regularly reviews the balances of assets and liabilities and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign currency risk. During the year, no financial instruments had been used for hedging purpose and no foreign currency net investments are hedged by currency borrowings or other hedging instruments.

## CONTINGENT LIABILITY

As at 31 March 2024, the Group had no contingent liabilities (2023: Nil).

## PLEDGE OF ASSETS

As at 31 March 2023, the Group pledged certain property interests and property, plant and equipment of the Group with an aggregate value of approximately HK\$10 million (2024: Nil) to secure general credit facilities granted to the Group.

In addition, as at 31 March 2023, the Group pledged its shares in certain subsidiaries with a net assets value of approximately HK\$128 million (2024: Nil) to secure the facilities granted.

## NUMBER OF EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2024, the Group employed a total of 100 (2023: 150) full-time employees, inclusive of the directors of the Company. Remuneration packages consisted of salary as well as performance-based bonus.

## 匯率波動風險

本集團之貨幣資產、負債及交易主要以人民幣及港元計值。本集團主要面臨人民幣外匯風險，並可能影響本集團之表現。本集團定期審閱資產和負債的結餘以及交易計價的貨幣，以盡量減少本集團面臨的外幣風險。年內，概無用作對沖之金融工具，亦無外幣淨投資以貨幣借款或其他對沖工具作對沖。

## 或然負債

於2024年3月31日，本集團並無或然負債(2023：無)。

## 資產抵押

於2023年3月31日，本集團將總值約為1,000萬港元(2024：無)之若干物業權益以及物業、機械及設備作抵押，以擔保授予本集團之一般信貸融資。

此外，於2023年3月31日，本公司已抵押其於若干附屬公司之股份，資產淨值約為1.28億港元(2024：無)，以取得所獲授之融資。

## 僱員數目及薪酬政策

於2024年3月31日，本集團合共僱用100名(2023：150名)全職僱員(包括本公司董事)。薪酬組合由薪金以及與表現掛鈎之花紅所組成。

## BUSINESS REVIEW

### 業務審視

## ENVIRONMENTAL, SOCIAL AND COMPLIANCE MATTERS

### Environmental Policies and Performance

We aim to operate our business with good environmental protection practices which comply with applicable laws, regulations and standards and we endeavour to:

- ✓ Apply practices which minimise, lessen or remediate the impact of our activities on the environment including potential air and greenhouse gas emissions, wastewater discharges, land contamination as well as generation of wastes;
- ✓ Use raw materials, energy and natural resources as efficiently as possible and strive to improve that efficiency; and
- ✓ Adopt measures to mitigate the negative effects of environmental incidents.

The aforesaid principles are enshrined in our Environmental, Social and Governance Policy adopted in June 2014. The Company is committed to managing all business operations with sensitivity to environmental protection. We will review our environmental protection practices from time to time and will continue to apply eco-friendly measures and practices in our operation.

## 環境、社會及合規事宜

### 環境政策及表現

我們以按符合適用法律、法規及標準的良好環保措施經營業務為目標，並致力於：

- ✓ 實行措施以盡量降低、減輕我們業務對環境的影響或作出補救，該等影響包括潛在氣體及溫室氣體排放、污水排放、土地污染及產生垃圾廢物；
- ✓ 盡可能以高效的方式運用原材料、能源及天然資源，並努力提升有關效率；及
- ✓ 採取能緩和環境事故所帶來負面影響的措施。

上述原則已載入我們於2014年6月採納的環境、社會及管治政策。本公司致力以環保方式管理所有業務營運。我們將不時檢討環保措施，並繼續於營運中應用無損生態環境的措施及作業手法。

## Relationships with Employees, Customers and Suppliers and Other Stakeholders

The Company has committed to responsible practices by adopting three guiding core values: Genuine; Exceptional; and Involved as expressed in our Code of Conduct. Operating with integrity, being ethical and treating others with respect; creating exceptional experiences that delight our stakeholders; and inclusive, open and actively engaging our stakeholders and serving communities. In essence, we adhere to integrity, respect, responsibility, competence and safety in carrying out our business. The following principles, which are enshrined in our Environmental, Social and Governance Policy and Code of Conduct, are being adopted:

### Employees

- ✓ Providing a healthy and safe working environment;
- ✓ Adopting and maintaining a positive safety culture and behaviour;
- ✓ Instituting occupational and community health/hygiene programmes with an aim to eliminate or mitigate safety, occupational and community health and hygiene hazards;
- ✓ Offering suitable training and development opportunities;
- ✓ Providing equal opportunity throughout the Group and treating employees fairly; and
- ✓ Providing fair remuneration.

## 與僱員、客戶、供應商及其他持份者的關係

本公司貫徹採納三個載於《行為準則》的指導性核心價值－真誠、優秀及投入，以達致負責任地行事。我們以誠立業，並按合乎道德規範及以尊重的態度待人；創造優秀的體驗，為持份者帶來愉悅；及以共融、開放及積極的態度對待持份者並服務社會。本質上，我們堅持以誠信、尊重、負責任、專業及注重安全的態度經營業務。我們已採納下列各項載於環保、社會及管治政策以及《行為準則》的原則：

### 僱員

- ✓ 提供健康及安全的工作環境；
- ✓ 採納並維持正面的安全文化及行為；
- ✓ 舉辦職業及社會安全／衛生活動，旨在消除或緩和 safety、職業及社區健康，以及衛生問題；
- ✓ 提供適切培訓及發展機會；
- ✓ 於本集團內提供平等機會，並公平對待每一位僱員；及
- ✓ 提供合理報酬。

## BUSINESS REVIEW

### 業務審視

#### **Customers and Suppliers**

- ✓ Providing efficient and courteous services with good value of money to customers;
- ✓ Offering products and services with high standard of safety, quality and reliability and accepting the social responsibility for improvement;
- ✓ Promoting fair and open competition for procurement procedures through providing an environment of mutual trust and impartiality to suppliers and contractors; and
- ✓ Prohibiting bribery and corrupt practices and promoting responsible and ethical business practices.

Information about the major customers, the credit terms of customers and the Group's management on new customers and credit monitoring are set out in Notes 7, 27 and 39(b) to the consolidated financial statements respectively in this annual report.

#### **Community Involvement and Other Stakeholders**

- ✓ Building and maintaining good relationships with the communities and other stakeholders associated with our operations;
- ✓ Working with local authorities, governments, inter-governmental and non-governmental bodies and other relevant stakeholders to develop projects that benefit the communities connected to our operations in a sustainable manner;
- ✓ Minimising the negative impacts of our operations on the communities where we operate;
- ✓ Investing in charitable and educational contribution;
- ✓ Supporting the community as a whole, especially those communities in which our offices are based; and
- ✓ Supporting and encouraging our employees for their charitable and community involvements.

#### **客戶及供應商**

- ✓ 向客戶提供有效率、親切有禮並物有所值的服務；
- ✓ 提供安全性、品質及可靠度超卓的產品及服務，並承擔自我提升的社會責任；
- ✓ 透過向供應商及分包商提供互信及公正的環境，於採購程序提倡公平而公開的競爭；及
- ✓ 禁止一切賄賂及貪污的行為，提倡負責任並合乎道德的營商手法。

有關主要客戶的信息、客戶信貸條件及本集團對新客戶及信貸監控的管理，已分別載列於本年報之綜合財務報表附註7、27及39(b)內。

#### **參與社區活動及其他持份者**

- ✓ 與社區及其他與我們營運有關的持份者建立並保持良好關係；
- ✓ 與地方機關、政府、政府間及非政府機構以及其他相關持份者合作，以可持續發展的方式發展項目，使與我們營運有關的社區受惠；
- ✓ 將我們的業務對我們營運所在的社區造成的負面影響減到最低；
- ✓ 捐款予慈善機構及投資於教育事業；
- ✓ 支援整體社區，尤其是我們的辦事處座落的社區；及
- ✓ 支持並鼓勵僱員參與慈善及社會服務。



Further discussion on the Company's environmental policies and performance and the account of key relationships of the Company with its stakeholders are contained in the "Environmental, Social and Governance Report" ("ESG Report") from pages 74 to 109 of this annual report.

### Compliance with the Relevant Laws and Regulations

The responsibilities of the Corporate Governance and Compliance Committee (a board committee of the Company) include general oversight of the Company's compliance with the legal and regulatory requirements of its business operations. Significant non-compliance with laws and regulations, if any, will be investigated by the Corporate Governance and Compliance Committee and escalated to the board as and when necessary. During the year under review, no material non-compliance of the laws and regulations that have a significant impact on the Group was noted.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group is affected by a number of risk factors, some of which are likely to affect the performance of businesses generally. Some risks are particular to the Group's operations.

As stated in the Risk Management Framework of the Corporate Governance Report, key risks facing the Group have been identified, assessed and prioritised according to the likelihood of their occurrence and the significance of their impact on the business of the Group. Moreover, risk management measures are in place to manage the risks to an acceptable level. This section sets out a description of the principal risks and uncertainties facing the Group, based on our risks assessment outcome. They are categorised under "Strategic Risks", "Operational Risks" and "Financial Risks" and are not set out in priority order.

關於本公司之環境政策和表現，以及本公司與其持份者之關鍵關係之進一步討論，已載於本年度報告於第74至109頁之「環境、社會和管治報告」(「環境、社會和管治報告」)內。

### 符合相關法律及法規

企業管治及法規委員會(本公司的其中一個董事局委員會)的職責包括全面監督本公司所經營業務之法律及監管規定的合規情況。有關法律及法規的重大不合規事宜(如有)將由企業管治及法規委員會調查，倘有需要，亦會上報董事局。於回顧年度，概無發現對本集團具有重大影響的有關法律及法規之重大不合規事宜。

### 主要風險及不明朗因素

本集團受到許多風險因素的影響，其中一些風險通常會影響企業的表現。有些風險則特別對本集團的業務有影響。

如企業管治報告內之風險管理框架章節所描述，本集團已識別及評估面對的主要風險，並已按其出現的機會及其對本集團業務的影響的嚴重性作出排序，並且已制定風險管理措施以確保風險維持在可接受的程度內。本部分所載之本集團面對的主要風險及不明朗因素之描述乃根據我們已進行的風險評估所得結果而編寫。該等風險及不明朗因素可分為策略風險、營運風險及財務風險，並無次序先後之分。

## BUSINESS REVIEW

### 業務審視

Risk categories	Risk description	Risk change during the reporting period	Key mitigating measures
風險類別	風險描述	風險於報告期內的改變	主要緩解措施
<b>Strategic Risks</b> 策略風險			
<b>Concentrated investment</b> 投資高度集中	<p>A significant part of the Group's operations is conducted in China. Accordingly, business performance and future prospects of the Group will be adversely affected by unfavourable changes in the political, social, economic or tax policies of the PRC government and may lead to losses to the Group.</p> <p>本集團很大部分的業務均在中國。因此，本集團的經營業績和未來前景可能會因中國的政治、社會、經濟或稅務政策不利的改變而受到不利的影響。</p>	Remained broadly the same 大致相同	<p>➤ Establish mechanism to assess and closely monitor any changes in the political, social, economic or tax policies of the PRC government. Relevant measures are also put in place to deal with such changes.</p> <p>建立機制以評估及密切監測中國政府政治，社會，經濟，稅收政策的變化，並已準備了有關的措施以應付該些變化。</p>
<b>Business strategy</b> 經營策略	<p>Business strategic planning is important to the Group to achieve its core objectives. The objectives of project companies may not be in line with the Group.</p> <p>經營策略規劃對於本集團實現其核心目標非常重要。項目公司的目標可能與集團不一致。</p>	Remained broadly the same 大致相同	<p>➤ The Group focuses on its core business extension and development and conducts macro-research and study to reduce strategic risk. Relevant measures are also put in place to make sure the objectives of project companies to be in line with the Group.</p> <p>本集團聚焦核心業務延伸和發展，開展宏觀調研，降低策略風險，並製定相關措施，確保項目公司的目標與集團一致。</p>

Risk categories	Risk description	Risk change during the reporting period	Key mitigating measures
風險類別	風險描述	風險於報告期內的改變	主要緩解措施
<p><b>Operational Risks</b> 營運風險</p>	<p><b>Environmental</b> 環境</p> <p>As a substantial part of the Group's operations are conducted in the PRC and are related to ports and logistics business, we are subject to various inspections, examinations, inquiries and audits by relevant PRC regulatory authorities in accordance with applicable PRC environmental, health and safety ("EHS") laws and regulations, in which the outcomes form part of the conditions for obtaining, maintaining or renewing various licenses, certificates and permits required for conducting our businesses. As PRC EHS laws and regulations continue to evolve, such changes may bring additional compliance challenges and costs to the Group's businesses.</p> <p>本集團大部分的業務均在中國和涉及港口及物流業務，我們須按照中國適用的環境，健康和安全（「EHS」）法律法規接受不同的巡查、檢測、查詢和審計，作為獲得、維護或更新從事我們的業務所需的各種證照、證書和許可證當中的部分條件。隨著中國EHS法律法規的不斷發展，該等轉變可能會為本集團的業務帶來額外的合規上的挑戰和成本。</p>	<p>Remained broadly the same 大致相同</p>	<ul style="list-style-type: none"> <li>➤ Legal team of the Group has been working closely with operation units to assess the impact of those promulgated environmental, health and safety laws and regulations. 集團的法律團隊與經營公司緊密合作，評估已頒佈環保、健康及安全法律法規的影響。</li> <li>➤ Policies to minimise the environmental impacts from operations have been formulated and updated regularly by reference to the aforesaid laws and regulations. 制定相關政策以減少對經營造成的影響並根據上述法律法規進行定期更新。</li> </ul>
			<p>For more discussion, please see the "ESG Report" from pages 74 to 109 of this annual report. 更多討論請參見於本年度報告於第74至109頁之「環境、社會和管治報告」。</p>

## BUSINESS REVIEW

### 業務審視

Risk categories	Risk description	Risk change during the reporting period	Key mitigating measures
風險類別	風險描述	風險於報告期內的改變	主要緩解措施
<b>Rules and regulations</b> 法律和法規	<p>Changing rules and regulations may adversely affect the Group's capacity to consummate important transactions, enforce contractual agreements or implement specific strategies and activities.</p> <p>不斷變化的法律和法規可能會對本集團完成重要交易、執行合同協議或實施特定戰略和活動的能力產生不利影響。</p>	<p>Remained broadly the same</p> <p>大致相同</p>	<ul style="list-style-type: none"><li>➤ Monitor changes to rules and regulations and evaluate their impacts to the Group. 監控法律和法規的變化並評估其對本集團的影響。</li><li>➤ Establish policies and procedures to manage those rules and regulations that will have impact to the Group. 制定政策和程序來管理將對本集團產生影響的法律和法規。</li><li>➤ Monitor the Group's compliance with rules and regulations that have significant impact to the Group. 監控本集團遵守對本集團有重大影響的法律和法規。</li></ul>

Risk categories	Risk description	Risk change during the reporting period	Key mitigating measures
風險類別	風險描述	風險於報告期內的改變	主要緩解措施
<b>Financial Risks</b> 財務風險			
<b>Financial markets</b> 金融市場	<p>Financial assets held by the Group are subject to movements in prices, rates, indices, etc., which have affected the value of the Group's financial assets and have led to fair value losses to the Group.</p> <p>本集團持有的金融資產受價格、利率、指數等變動的影響，並影響本集團金融資產的價值，導致本集團出現公平價值損失。</p>	<p>Remained broadly the same</p> <p>大致相同</p>	<ul style="list-style-type: none"> <li>➤ Monitor changes in prices of listed securities and evaluate their impacts on the Group. 監控上市證券價格變動並評估其對本集團的影響。</li> <li>➤ Engage experts in providing professional advices on securities investments of the Group. 聘請專家就本集團證券投資提供專業意見。</li> <li>➤ Perform regular valuations for all major financial assets of the Group and evaluate their impacts on the Group. 定期對本集團所有主要金融資產進行估值，評估其對本集團的影響。</li> </ul>
		<p>For more discussion, please see Notes 39(b) and 39(c) to the consolidated financial statements" from pages 298 to 316 of this annual report.</p> <p>更多討論請參見本年度報告第298至316頁之綜合財務報表附註39(b)及39(c)。</p>	

Certain financial risks and uncertainties are also set out in Notes 4, 5 and 39 to the consolidated financial statements in this annual report.

若干財務風險和不明朗因素亦於本年度報告中綜合財務報表的附註4、5和39顯示。

\* For identification purpose only

\* 僅供識別

## PROFILE OF BOARD OF DIRECTORS\*

### 董事局簡介\*

MR KWONG KAI SING, BENNY

鄭啟成先生

*Executive Director, Chairman and Managing Director*

執行董事、主席兼總裁

(appointed as the Managing Director with effect from 1 July 2023)

(自2023年7月1日起獲委任為總裁)

Mr Kwong Kai Sing, Benny, aged 65, was appointed as a non-executive director of the Company on 9 February 2021 and was then appointed as the non-executive chairman of the Company on 1 April 2021. Subsequently, he was redesignated as an executive director on 8 November 2021 and has concurrently been the executive chairman since then. He was then appointed as the managing director of the Company on 1 July 2023 and remains as the executive chairman at the same time. He is also a director of a member of the group. Mr Kwong holds a Bachelor's degree in Arts from Simon Fraser University in British Columbia, Canada. He held senior positions with major international banks in Hong Kong in respective lending departments and China department and has served as executive director of various listed companies in Hong Kong. Mr Kwong has extensive experience and knowledge in banking and financial services industry.

Mr Kwong was an appointed member of the China People's Political Consultative Conference of the Hubei Province and Zhaoqing City of the Guangdong Province. He is the Audit Committee member of Tung Wah College since 2013 and was the Hospital Governing Committee member of Tai Po Hospital from April 2012 to March 2021. His interest in the shares and underlying shares of the Company, which was disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the Securities and Futures Ordinance, is set out in the directors' report.

鄭啟成先生，65歲，於2021年2月9日獲委任為本公司非執行董事，並於2021年4月1日獲委任為本公司非執行主席。其後，彼於2021年11月8日起調任為執行董事，並自此同時兼任執行主席。彼其後於2023年7月1日獲委任為本公司總裁，同時留任執行主席。彼亦擔任本集團一間成員公司的董事。鄭先生持有加拿大英屬哥倫比亞Simon Fraser University的文學士學位。彼曾於香港多家大型國際銀行的借貸部門及中國部門擔任高級職位，並曾於香港多家上市公司擔任執行董事。鄭先生在銀行及金融服務行業擁有豐富的經驗及知識。

鄭先生曾獲委任為中國人民政治協商會議湖北省及廣東省肇慶市委員。彼自2013年起擔任東華學院審核委員會成員，並於2012年4月至2021年3月為大埔醫院醫院管理委員會成員。彼按《證券及期貨條例》第XV部第2及第3分部之條文，向本公司披露彼在本公司股份及相關股份中的權益，詳情載列於董事局報告書內。

\* *The executive directors are regarded as members of the Group's senior management*

\* 執行董事被視為本集團的高級管理層成員

**MR AU WAI JUNE****柯偉俊先生*****Executive Director*****執行董事**

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**Mr Au Wai June**, aged 60, was appointed as an executive director of the Company on 18 January 2021. He is also a member of the Company's remuneration committee, nomination committee, corporate governance and compliance committee and share repurchase committee and is a director of various members of the group. He graduated from University of Windsor, Canada with a Bachelor of Arts degree. Mr Au was the managing director of a telecommunication equipment manufacturing and trading company with more than 16 years of experience and extensive knowledge in product development, purchasing, production, business administration and merchandising of both the People's Republic of China and overseas market.

**柯偉俊先生**，60歲，於2021年1月18日獲委任為本公司執行董事。彼亦為本公司薪酬委員會、提名委員會、企業管治及法規委員會及股份回購委員會成員，並擔任本集團多家成員公司之董事。彼畢業於加拿大溫莎大學，持有文學士學位。柯先生曾擔任一家電訊設備製造及貿易公司之董事總經理，在中華人民共和國及海外市場之產品開發、採購、生產、業務管理及推銷方面，具備逾16年經驗及豐富知識。

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## PROFILE OF BOARD OF DIRECTORS

### 董事局簡介

MR WILLIAM NICHOLAS GILES

WILLIAM NICHOLAS GILES 先生

*Independent Non-Executive Director*

獨立非執行董事

**Mr William Nicholas Giles**, aged 62, was appointed as an independent non-executive director of the Company on 3 February 2021. He is also a member of the Company's audit committee, remuneration committee and nomination committee and the chairman of the Company's corporate governance and compliance committee and share repurchase committee. He holds a Bachelor of Laws degree (Hons) from The University of Sheffield. Mr Giles was admitted as a solicitor in England & Wales in 1987 and in Hong Kong in 1990. Mr Giles was a partner of Hart Giles, Solicitors & Notaries until 30 June 2022. He has joined Lee Law Firm as a senior consultant on 1 July 2022. Mr Giles has over thirty years of extensive experience in practising law as a specialist in largescale commercial litigation, insolvency work, restructuring and regulatory investigations. Mr Giles has acted in numerous cases in the High Court and Court of Appeal concerning civil fraud, white-collar crime, financial services, employment, commercial contracts and shareholder disputes. Mr Giles has also acted as a liquidator of more than 70 companies. Mr Giles has been an independent non-executive director of Esprit Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 330), since December 2020.

**William Nicholas Giles 先生**，62歲，於2021年2月3日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會成員，亦為本公司企業管治及法規委員會及股份回購委員會主席。彼持有雪菲爾大學(The University of Sheffield)法律(榮譽)學士學位。Giles先生先後於1987年及1990年在英格蘭及威爾斯以及香港取得律師資格。直至2022年6月30日，Giles先生為Hart Giles, Solicitors & Notaries的合夥人。於2022年7月1日，彼加入Lee Law Firm擔任資深顧問。Giles先生作為大型商業訴訟、破產、重組及監管調查等方面的專家，擁有超過30年豐富法律執業經驗。Giles先生曾於高等法院及上訴法庭處理過多宗案件，當中涉及民事欺詐、商業犯罪、金融服務、僱傭、商業合同及股東爭議。Giles先生亦曾擔任逾70家公司的清盤人。Giles先生自2020年12月起為思捷環球控股有限公司(一間於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：330))之獨立非執行董事。



**MR YU CHUNG LEUNG**

余仲良先生

*Independent Non-Executive Director*

獨立非執行董事

**Mr Yu Chung Leung**, aged 53, was appointed as an independent non-executive director of the Company on 1 August 2022. He is also a member of the Company's remuneration committee, nomination committee and corporate governance and compliance committee and the chairman of the Company's audit committee. Mr Yu has over 29 years of experience in auditing and accounting. He holds a Master of Arts in international accounting from City University of Hong Kong. Mr Yu is a member and an authorised supervisor of the Hong Kong Institute of Certified Public Accountants. He is a fellow member of The Association of Chartered Certified Accountants, a chartered tax adviser of The Taxation Institute of Hong Kong and a practising certified public accountant in Hong Kong. He is also a member of the Process Review Panel for the Financial Reporting Council and an appointed member of the 7<sup>th</sup> term Yuen Long District Council. Mr Yu is a partner of Lee & Yu Certified Public Accountants. He was awarded the Chief Executive's Commendation for Community Service in 2022. He has been an independent non-executive director of Narnia (Hong Kong) Group Company Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on GEM of The Stock Exchange of Hong Kong Limited (stock code: 8607), since January 2019, an independent non-executive director of Oshidori International Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 622) which is a substantial shareholder of the Company, since July 2022 and an independent non-executive director of Envision Greenwise Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1783), since December 2023.

余仲良先生，53歲，於2022年8月1日獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會、提名委員會及企業管治及法規委員會成員，亦為本公司審核委員會主席。余先生在審計及會計方面擁有逾29年經驗。彼持有香港城市大學國際會計文學碩士學位。余先生為香港會計師公會會員及授權監事。彼為特許公認會計師公會資深會員、香港稅務學會特許稅務師及香港執業會計師。彼亦為財務匯報局程序覆檢委員會成員及第七屆元朗區議會委任議員。余先生為李志輝•余仲良會計師事務所合夥人。彼於2022年獲頒行政長官社區服務獎狀。彼自2019年1月起為納尼亞(香港)集團有限公司(於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司GEM上市(股份代號：8607))之獨立非執行董事，自2022年7月起為威華達控股有限公司(於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：622))的獨立非執行董事，該公司為本公司的主要股東，以及自2023年12月起為晉景新能控股有限公司(於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：1783))的獨立非執行董事。

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## PROFILE OF BOARD OF DIRECTORS

### 董事局簡介

MR LAM JOHN CHEUNG-WAH

藍章華先生

*Independent Non-Executive Director*

獨立非執行董事

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**Mr Lam John Cheung-wah**, aged 69, was appointed as an independent non-executive director of the Company on 1 August 2022. He is also a member of the Company's audit committee and corporate governance and compliance committee and the chairman of the Company's remuneration committee and nomination committee. Mr Lam has substantial experience in the banking industry. From 1991 to 2005, he held various senior positions at Hongkong Bank of Canada (currently known as HSBC Bank Canada), HSBC California and Hang Seng Bank Limited. He subsequently worked at Dah Sing Bank, Limited from September 2005 to February 2012 with his last position as an executive director, head of retail banking. After that, Mr Lam acted as the vice chairman and an executive director of Nan Fung Property Holdings Limited in China Property Division between February 2013 and December 2021, and he has served as their consultant since January 2022.

藍章華先生，69歲，於2022年8月1日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會及企業管治及法規委員會成員，亦為本公司薪酬委員會及提名委員會之主席。藍先生於銀行業擁有豐富經驗。彼於1991年至2005年曾在加拿大滙豐銀行、加州滙豐銀行及恒生銀行有限公司擔任多個高級職位。彼其後於2005年9月至2012年2月任職於大新銀行有限公司，最後職位為執行董事兼零售銀行主管。其後，藍先生於2013年2月至2021年12月擔任南豐房地產控股有限公司之中國物業部副董事長及執行董事，並自2022年1月起擔任其顧問。

Mr Lam has been an independent non-executive director of Wing Lee Property Investments Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 864), since February 2013, an independent non-executive director of C&D Newin Paper & Pulp Corporation Limited (formerly known as Samson Paper Holdings Limited), a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 731), since May 2022, an independent non-executive director of Oshidori International Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 622) which is a substantial shareholder of the Company, since August 2022 and an independent non-executive director of Envision Greenwise Holdings Limited (formerly known as Golden Ponder Holdings Limited), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1783), since June 2023. He has also been a non-executive director of Lincoln Minerals Limited, a company incorporated in Australia with limited liability whose shares are listed on the Australian Securities Exchange (ASX: LML), since September 2023.

He graduated from Ryerson Polytechnical Institute (currently known as Toronto Metropolitan University) in Toronto, Canada in June 1988 where he received his bachelor of business management degree. He is a fellow of The Institute of Canadian Bankers and a fellow of the Royal Institution of Chartered Surveyors. He was a member of the Chinese People's Political Consultative Conference Guangzhou Committee.

藍先生自2013年2月起為永利地產發展有限公司(於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：864))之獨立非執行董事，自2022年5月起為建發新勝漿紙有限公司(前稱森信紙業集團有限公司)(於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：731))之獨立非執行董事，自2022年8月起為威華達控股有限公司(於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：622))的獨立非執行董事，該公司為本公司的主要股東，以及自2023年6月起擔任晉景新能控股有限公司(前稱金倫控股有限公司)(於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：1783))的獨立非執行董事。自2023年9月起，彼亦擔任Lincoln Minerals Limited(於澳洲註冊成立之有限公司，其股份於澳洲證券交易所上市(ASX：LML))的非執行董事。

彼於1988年6月畢業自加拿大多倫多瑞爾森理工學院(Ryerson Polytechnical Institute(現為多倫多都會大學(Toronto Metropolitan University)))，取得工商管理學士學位。彼為加拿大銀行家協會會士及英國皇家特許測量師學會資深會員。彼曾為中國人民政治協商會議廣州市委員會委員。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

Blue River Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) strives to attain and uphold high standard of corporate governance and maintain well-established corporate governance practices for the benefit of shareholders of the Company (the “Shareholders”) and other stakeholders.

To demonstrate the Company’s continued commitment to high standards of corporate governance, the board of directors of the Company (the “Board”) adopted a Board diversity policy (the “Board Diversity Policy”) in June 2013, a summary of which is set out at pages 41 and 42 of this annual report.

The Company has also adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). After having made specific enquiries, all directors of the Company (the “Directors”) have confirmed their compliance with the required standard set out in the Model Code during the year ended 31 March 2024 (the “Reporting Period”).

The Company has also established written guidelines no less exacting than the Model Code (the “Model Code for Employees”) for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the Model Code for Employees by the employees was noted by the Company during the Reporting Period.

Since the launch of the code of conduct of the Company (the “Code of Conduct”) in October 2009, all Directors, senior management and staff of the Company have been under specific obligations to comply with the ethics and principles under which our business is conducted and have been allowed to report actual or potential violations of the Code of Conduct through specified procedure. Non-compliance with the Code of Conduct will result in disciplinary action. During the Reporting Period, we are not aware of any non-compliance with the Code of Conduct.

### 企業管治常規

Blue River Holdings Limited 藍河控股有限公司 (「本公司」，連同其附屬公司稱「本集團」) 致力實現及支持高水平的企業管治，並維持已妥善設立的企業管治常規，以維護本公司股東 (「股東」) 及其他持份者的利益。

為了表達本公司對維持高水平企業管治的承諾，本公司董事局 (「董事局」) 於 2013 年 6 月採納了董事局成員多元化政策 (「董事局成員多元化政策」)，該政策之摘要載列於本年報第 41 及 42 頁。

本公司亦已經採納《香港聯合交易所有限公司證券上市規則》(「《上市規則》」) 附錄 C3 中的上市發行人董事進行證券交易的標準守則 (「標準守則」)。經特定查詢，所有本公司董事 (「董事」) 均確認在截至 2024 年 3 月 31 日止年度 (「報告期」) 一直有遵守標準守則列載之所需標準。

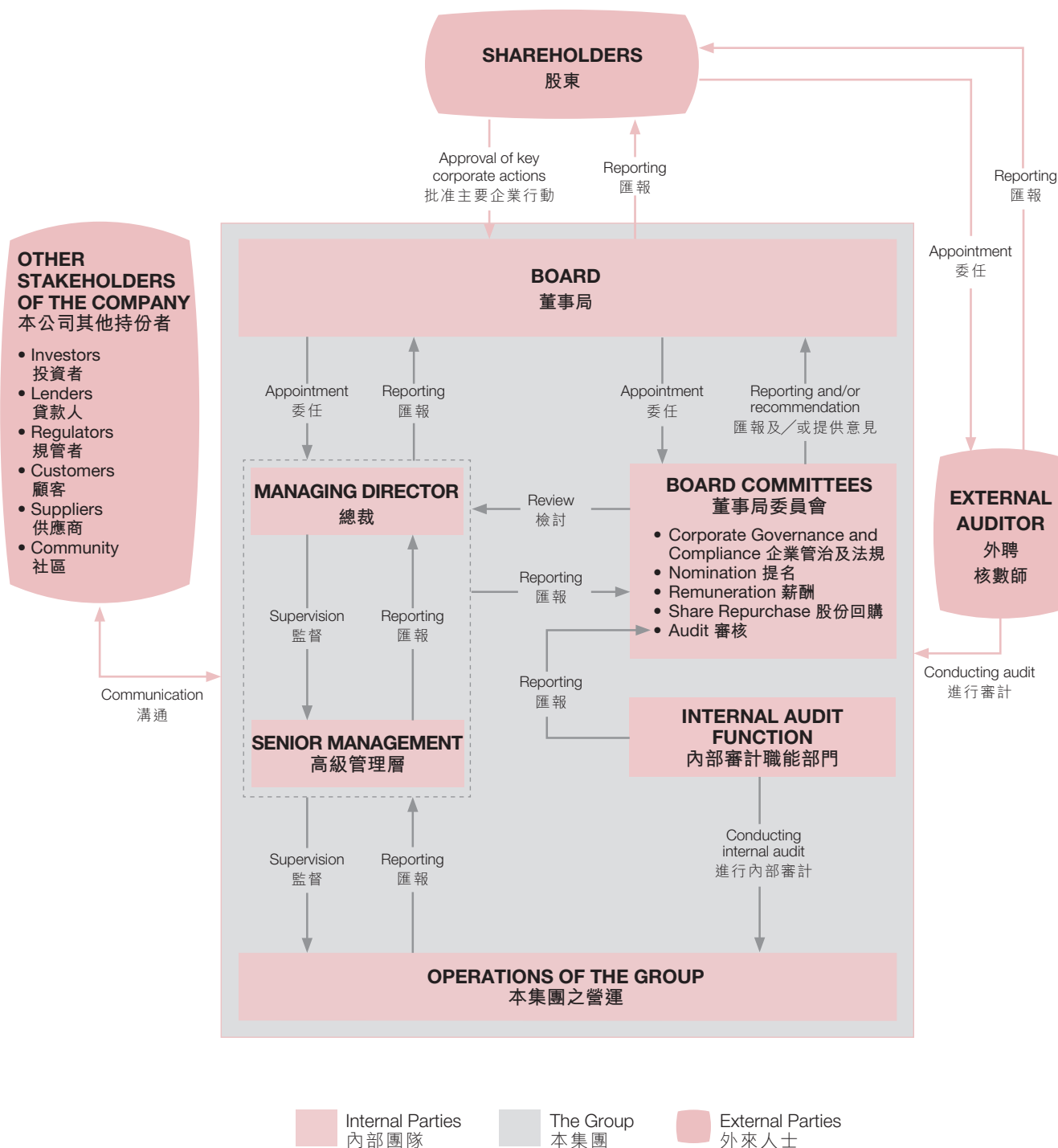
本公司亦已就可能管有本公司未公佈內幕消息的僱員進行證券交易設定不遜於標準守則的書面指引 (「僱員之標準守則」)。於報告期內，本公司未有注意到任何不遵守僱員之標準守則的情況。

自 2009 年 10 月推行本公司的行為準則 (「《行為準則》」)，所有董事、本公司高級管理層和員工已按特定責任，遵守進行我們業務的道德守則和原則，並可透過指定程序報告實際或潛在違規情況。違反《行為準則》會受到紀律處分。於報告期內，我們沒有發現任何不遵守《行為準則》的情況。

**CORPORATE GOVERNANCE STRUCTURE** 企業管治架構

The structure below shows the key parties involved in our corporate governance practices and policies within the Group:

以下架構展示本集團之企業管治常規及政策內所涉及之主要人員：



## BOARD AND BOARD COMMITTEES

### Board Composition

In compliance with Rules 3.10(1) and (2) and 3.10A of the Listing Rules, there were five Directors in our Board consisting of two executive Directors and three independent non-executive Directors as at the date of the directors' report. Mr Yu Chung Leung ("Mr Yu"), being the chairman of the audit committee of the Company (the "Audit Committee"), is an independent non-executive Director with the appropriate professional qualifications, or accounting or related financial management expertise as required under the Listing Rules. The Board comprises not less than one-third of the independent non-executive Directors members and exhibits a strong independent element which enhances independent judgement.

The Directors during the Reporting Period and up to the date of the directors' report were:

#### Executive Directors

- Mr Kwong Kai Sing, Benny ("Mr Kwong")  
(*chairman and managing Director*)  
(*appointed as the managing Director with effect from 1 July 2023*)
- Mr Au Wai June ("Mr Au")
- Mr Marc Andreas Tschirner ("Mr Tschirner")  
(*managing Director*)  
(*resigned with effect from 1 July 2023*)
- Mr Sam Nickolas David Hing Cheong ("Mr Sam")  
(*vice chairman*)  
(*resigned with effect from 1 July 2023*)

#### Independent non-executive Directors

- Mr William Nicholas Giles ("Mr Giles")
- Mr Yu
- Mr Lam John Cheung-wah ("Mr Lam")

Details of the changes in Board and Board committee composition with effect from 1 July 2023 were set out in the announcement of the Company dated 30 June 2023.

## 董事局及董事局委員會

### 董事局組成

於董事局報告書日期，本公司符合《上市規則》第3.10(1)及(2)以及3.10A條，董事局由五位董事組成，包括兩位執行董事及三位獨立非執行董事。本公司審核委員會（「審核委員會」）之主席余仲良先生（「余先生」）為獨立非執行董事，彼具備《上市規則》要求的適當專業資格，或會計或相關的財務管理專長。董事局成員不少於三分之一為獨立非執行董事，體現了較高的獨立性，增強獨立判斷。

於報告期內及截至董事局報告書日期止，董事如下：

#### 執行董事

- 鄺啟成先生（「鄺先生」）  
(*主席兼總裁*)  
(*自2023年7月1日起獲委任為總裁*)
- 柯偉俊先生（「柯先生」）
- Marc Andreas Tschirner先生  
(「Tschirner先生」)  
(*總裁*)  
(*自2023年7月1日起辭任*)
- 沈慶祥先生（「沈先生」）  
(*副主席*)  
(*自2023年7月1日起辭任*)

#### 獨立非執行董事

- William Nicholas Giles先生  
(「Giles先生」)
- 余先生
- 藍章華先生（「藍先生」）

董事局及董事局委員會變動自2023年7月1日起生效，有關詳情載於本公司日期為2023年6月30日的公告。

There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board, particularly between the chairman of the Company (“Chairman”) and the managing director of the Company (“Managing Director”, equivalent to chief executive officer of the Company). Mr Kwong was both the Chairman and the Managing Director since 1 July 2023.

Brief biographical details of each Director (including his age, gender, professional qualification and experience) are set out on pages 28 to 33 of this annual report and are also available on the Company’s website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)).

The Company has also maintained on its website and website of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) an updated list of its Directors identifying their roles and functions and whether they are independent non-executive Directors. Independent non-executive Directors are also identified as such in all corporate communications that disclose the names of Directors.

Each independent non-executive Director shall inform the Company and the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his independence. The Company has received a written confirmation on independence from each of the independent non-executive Directors. The Company considers all of the independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules.

All Board members have complied with the requirement of the Securities and Futures Ordinance regarding disclosure of their respective interests in the Company and its associated corporations, if any, during the Reporting Period. Interests and short positions of the Directors in shares, underlying shares and debentures of the Company and its associated corporations are disclosed in the directors’ report on pages 118 and 119 of this annual report.

董事局各成員之間並無(包括財務、業務、家族或其他重大/相關關係)關連,尤其是本公司主席(「主席」)與本公司總裁(「總裁」,相當於本公司行政總裁)之間。鄭先生自2023年7月1日起兼任主席及總裁。

每位董事的簡歷詳情(包括其年齡、性別、專業資格及經驗)載於本年報的第28至33頁,以及可於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))內瀏覽。

本公司亦在其網站及香港聯合交易所有限公司(「聯交所」)網站上設存最新的董事局成員名單,並列明其角色和職能,以及註明其是否為獨立非執行董事。在所有披露董事姓名的公司通訊中,均列明獨立非執行董事姓名。

日後若情況有任何變動以致可能會影響其獨立性,每名獨立非執行董事須在切實可行的範圍內盡快通知本公司及聯交所。本公司已收到每名獨立非執行董事就其獨立性出具之書面確認。按照《上市規則》所載獨立性指引,本公司認為全體獨立非執行董事均屬獨立人士。

於報告期內,所有董事局成員皆遵守《證券及期貨條例》之要求,披露彼等各自於本公司及其相聯法團的利益(如有)。董事於本公司及其相聯法團之股份、相關股份及債券的權益及淡倉載於本年報第118及119頁的董事局報告書內。

#### Board's Role and Delegation

The primary role of the Board is to maximise long-term Shareholder value. It assumes the responsibility for providing effective and responsible leadership and control of the Company and directing and supervising the Company's affairs in pursuit of the Group's strategic objectives.

The Board, led by our Chairman, Mr Kwong, who approves and monitors group-wide strategies and policies, evaluates the performance of the Group and supervises the management.

During the Reporting Period, the Board delegated Mr Tschirner, who was the Managing Director at the material time, the day-to-day leadership and management of the Group. The senior management of the Group, on the other hand, is responsible for the management and administrative functions and the day-to-day operations of the Group under the supervision of the Managing Director.

Following the resignation of Mr Tschirner as the Managing Director, Mr Kwong, who is currently the Chairman and an executive Director, has been appointed as the Managing Director concurrently with effect from 1 July 2023.

#### 董事局的角色及權力轉授

董事局的主要角色是為股東爭取最大之長遠利益，肩負給予既有效又負責任的領導及監控本公司之責任，同時帶領及監督本公司之業務朝著本集團的策略性目標發展。

在主席鄭先生的領導下，董事局審批和監察整個集團的策略和政策、評估本集團的表現，以及監督管理層。

於報告期內，董事局已將本集團日常領導及管理的權力下放予Tschirner先生（於關鍵時期擔任總裁）負責。另一方面，在總裁監督下，本集團高級管理層肩負管理和行政職能的責任，以及履行本集團日常營運的職責。

在Tschirner先生呈辭總裁之職務後，現任主席兼執行董事鄭先生已獲委任同時擔任總裁，自2023年7月1日起生效。



Pursuant to the Code Provision C.2.1 in Part 2 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules (the “Corporate Governance Code”) stipulates that the roles of chairman and chief executive (the “CE”) should be separate and should not be performed by the same individual. Following the resignation of Mr Tschirner as the Managing Director (which is equivalent to the CE) with effect from 1 July 2023, Mr Kwong was appointed as the Managing Director and has performed the roles of the Chairman and Managing Director with effect from 1 July 2023. Mr Kwong assumes both roles of the Chairman and the Managing Director and is responsible for overseeing the management and operations of the Group. The senior management of the Group continues to be responsible for the management and administrative functions and day-to-day operations of the Group under the supervision of the Managing Director, who is concurrently the Chairman. Despite the deviation from the Code Provision C.2.1 of the Corporate Governance Code, Mr Kwong continues to provide solid and continuous leadership to the Group with his extensive experience and knowledge in management and maintain the continuity and efficiency in the management and operation of business of the Group. Moreover, under the supervision of other existing members of the Board, including the independent non-executive Directors, the Board is appropriately structured with balance of power comprising experienced and high caliber individuals with not less than half of the number thereof being independent non-executive Directors to provide sufficient oversight to protect the interests of the Company and the Shareholders.

The corporate governance structure of the Company as disclosed in this annual report at page 35 shows the detailed relationship between the Board, the Managing Director and the senior management as well as other stakeholders.

根據《上市規則》附錄C1所載《企業管治守則》(「《企業管治守則》」)第二部分的守則條文C.2.1條訂明主席及行政總裁(「行政總裁」)之角色應有區分，並不應由一人同時兼任。隨著Tschirner先生自2023年7月1日起辭任總裁(相當於行政總裁)之職務後，鄺先生已獲委任為總裁，並自2023年7月1日起履行主席兼總裁職務。鄺先生同時擔任主席及總裁，負責監督本集團之管理及運作。本集團高級管理層繼續在總裁(現同時擔任主席)監督下，負責本集團的管理及行政職能以及日常營運。儘管此舉偏離《企業管治守則》守則條文C.2.1條，鄺先生繼續以其豐富的管理經驗及知識為本集團提供堅實一貫的領導，並維持本集團業務管理及運作方面的一貫性及效率。此外，在董事局其他現有成員(包括獨立非執行董事)的監督下，董事局由經驗豐富及能幹的人士組成，其中不少於一半人士為獨立非執行董事，具備適當之權力制衡架構，可提供足夠制約以保障本公司及股東的利益。

載於本年報第35頁的本公司企業管治架構披露董事局、總裁、高級管理層以及其他持份者的詳細關係。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Below is a summary of specific matters which are reserved for the Board:

以下是董事局專責事務的摘要：

#### SUMMARY OF SPECIFIC MATTERS RESERVED FOR THE BOARD

##### 董事局專責事務的摘要

- ✓ Financial reporting and control  
財務報告及監控
- ✓ Equity fund raising  
資本籌措
- ✓ Recommendation/declaration of dividend or other distributions  
股息或其他分派的建議／宣派
- ✓ Notifiable and connected transactions under the Listing Rules and inside information under the Securities and Futures Ordinance  
《上市規則》所述的須予公布和關連交易及《證券及期貨條例》所述的內幕消息
- ✓ Capital reorganisation or other significant changes in the capital structure of the Group  
資本重組或本集團資本結構的其他重大改變

To facilitate effective oversight and decision making by the Board, the Company has established a mechanism to ensure independent views and input are available to the Board. The Board comprises more than one-third of independent non-executive Directors. They have full and timely access to the Group's information, and are entitled to seek advice from the independent professional advisers at the Company's expenses in appropriate circumstances. These independent non-executive Directors provide a balance in the Board, bring in view and opinion to the executive Directors and the management, and oversee the Group's operation and corporate action. The Board will review the implementation and effectiveness of such mechanism annually.

During the Reporting Period, the Board had reviewed and considered the implementation of the mechanism was effective.

為促進董事局有效監督及作出決策，本公司已制定機制，以確保董事局可獲得獨立的觀點和意見。董事局超過三分之一由獨立非執行董事組成。彼等可充分和及時地獲取本集團的資料，並有權於適當情況下徵求獨立專業顧問意見，費用由本公司承擔。該等獨立非執行董事在董事局中起平衡作用，為執行董事及管理層提供見解和意見，並監督本集團的營運和企業行動。董事局將每年檢討該機制的實施及有效性。

於報告期內，董事局已進行檢討並認為有關機制有效實施。

### Board's Responsibility for the Consolidated Financial Statements

The Board acknowledged its responsibility for preparing the consolidated financial statements of the Group and for ensuring that the preparation of the consolidated financial statements of the Group was in accordance with statutory requirements and applicable standards.

The statement of the external auditor of the Company concerning its reporting responsibilities on the consolidated financial statements of the Group was set out in the independent auditor's report on pages 128 to 135 of this annual report.

### Board Diversity Policy

As mentioned above, a Board Diversity Policy setting out the approach to achieve diversity on the Board was adopted in June 2013. Pursuant to the policy:

- (a) the Company recognises and embraces the benefits of having a diverse Board, and sees diversity at Board level as an essential element in achieving a sustainable and balanced development of the Company;
- (b) the nomination committee of the Company (the "Nomination Committee") is primarily responsible for reviewing the structure, size and composition of the Board, identifying and selecting suitable individuals to the Board and making recommendations to the Board on any proposed changes to the Board; and
- (c) selection of candidates for directorship with the Company will be based on diversity of perspectives which can be achieved through consideration of a number of factors including without limitation gender, age, cultural and educational background, ethnicity, professional and industrial experience, skills, knowledge and independence (if applicable).

### 董事局對綜合財務報表的責任

董事局確認有責任編製本集團綜合財務報表，並確保在編製本集團綜合財務報表時按照法定要求和合適的準則。

本公司外聘核數師就本集團綜合財務報表發表有關其申報責任的聲明，載列於本年報第128至135頁獨立核數師報告書內。

### 董事局成員多元化政策

如前文所述，於2013年6月獲採納之董事局成員多元化政策列明了實現董事局成員多元化之方針。根據該政策：

- (a) 本公司明白並深信董事局成員多元化的裨益，及視董事局層面日益多元化為達致本公司可持續均衡發展的關鍵元素；
- (b) 本公司提名委員會（「提名委員會」）負責檢討董事局的架構、人數及組成，以物色及甄選合適人選加入董事局，及向董事局提出任何變更董事局之建議；及
- (c) 甄選本公司董事人選將以多元化的角度為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業及行業領域之經驗、技能、知識及獨立性（如適用）等多項因素。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Having reviewed the Board Diversity Policy, the Nomination Committee and the Board recognise the importance and benefits of gender diversity at the Board level and the Company is committed to improving gender diversity as and when suitable candidates are identified. The Company will take initiatives to identify suitable candidate with priority on enhancing the gender diversity by 31 December 2024. In order to maintain gender diversity, similar considerations will be taken when recruiting and selecting senior staff and other employees. During the Reporting Period, the Company maintained a balance of gender ratio in the workplace, details of which were set out in the environmental, social and governance report on pages 74 to 109 of this annual report.

The Nomination Committee will monitor the implementation of the policy and review the policy, where necessary, to ensure its continued effectiveness.

#### Nomination Policy

The Board has adopted a nomination policy (the "Nomination Policy"), setting out the principles, which guides the Nomination Committee to identify and evaluate a candidate for nomination to the Board for his/her appointment and for Shareholders in respect of his/her election as a Director.

Pursuant to the Nomination Policy, the factors listed below will be considered in assessing the suitability of a proposed candidate:

- (a) qualifications, professional experience, skills and knowledge which are relevant to the businesses of the Group;
- (b) commitment in respect of available time and relevant interest;
- (c) regulatory requirements for appointment of independent non-executive Directors and the independence criteria set out in Chapter 3 of the Listing Rules; and
- (d) diversity perspectives set out in the Board Diversity Policy.

經審閱董事局成員多元化政策後，提名委員會及董事局確認性別多元化於董事局層面的重要性和裨益，而本公司致力在物色合適人選時改善性別多元化。本公司將於2024年12月31日前主動物色合適人選，並以提升性別多元化為首要考慮。為保持性別多元化，於招聘及甄選高級職員及其他僱員時將計及類似之考量因素。於報告期內，本公司於工作場所維持了性別比例之平衡，有關詳情載列於本年報第74至109頁的環境、社會及管治報告內。

提名委員會將會監察該政策的執行情況及在需要時檢討該政策，以確保其持續行之有效。

#### 提名政策

董事局已採納提名政策（「提名政策」），列載準則作為提名委員會指引以物色及評估候選人，以提供予董事局委任為董事及向股東提名以供選任為董事。

根據提名政策，提名委員會在評估建議候選人是否合適時將參考以下因素：

- (a) 資格、專業經驗，以及與本集團業務相關的技能及知識；
- (b) 可投入的時間及相關利益；
- (c) 有關委任獨立非執行董事之監管規定及《上市規則》第三章所載的獨立性準則；及
- (d) 董事局成員多元化政策所載的多元化觀點。

The above factors are for reference only and are not meant to be exhaustive and decisive. The Nomination Committee has the discretion to take into account additional factors as it considers appropriate.

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

On making recommendation, the Nomination Committee may submit to the Board for consideration a proposal comprising, *inter alia*, the personal profile of the proposed candidate with the candidate's information required to be disclosed under Rule 13.51 of the Listing Rules. In case of a proposed appointment of an independent non-executive Director, the candidate will also be assessed in accordance with the factors set out in Rule 3.13 of the Listing Rules.

A circular containing information of the candidates nominated by the Board to stand for election at a general meeting (including names, biographic with qualifications and relevant experiences, independence and other relevant information) as required pursuant to the Listing Rules, the bye-laws of the Company (the "Bye-laws") and other applicable laws, rules and regulations will be sent to the Shareholders.

The Board shall be vested with power to make the final decision on all matters relating to the recommendation of candidates for appointment as well as for standing for election at a general meeting as a Director.

以上因素乃僅供參考用途，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可酌情參考其認為合適的額外因素。

就填補臨時空缺或委任額外董事局成員，提名委員會須推薦候選人供董事局考慮及批准。就推薦候選人在股東大會上供選任，提名委員會須向董事局提名候選人供其考慮及推薦。

在推薦候選人時，提名委員會可向董事局提交一份內容載有(其中包括)候選人個人資料的建議書，當中載列根據《上市規則》第13.51條須披露的候選人資料。就建議委任獨立非執行董事方面，亦將會根據《上市規則》第3.13條所載因素評估有關候選人。

載有《上市規則》、本公司公司細則(「公司細則」)及其他適用法例、規則及規例所規定董事局所提名於股東大會上參選的候選人資料(包括姓名、簡歷(包括資格及相關經驗)、獨立性及其他相關資料)的通函將寄送股東。

董事局對於推薦候選人獲委任為董事及在股東大會上供選任為董事的所有事宜擁有最終決定權。

#### Board Meetings and Process

During the Reporting Period, 9 Board meetings were held and the overall attendance of Board and Board committee meetings were set out in the section “Attendance Record of Meetings held during the Reporting Period”.

The Board meets at least 4 times a year to review financial performance, strategy and operations. Notice of not less than 14 days (or such other reasonable period) will be given for each meeting and agenda and board papers will be given 3 days (or such other reasonable period) prior to the meeting.

Senior management and professional advisers are invited to attend Board meetings to brief the Board on issues considered by the Board where appropriate. In the event where independent professional advice is required, the request for seeking such advice was abided by pre-approved procedures.

The minutes for the Board and Board committees meetings, which are recorded in sufficient detail, are circulated to all Directors within a reasonable time period after meetings for their comments and are kept in the minute book for inspection by Directors.

Also, each Director is required to make disclosure of his interests or potential conflict of interests, if any, in any proposed transactions or issues discussed by the Directors at Board meetings. Directors shall not vote on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested nor shall he be counted in the quorum present at the meeting.

#### 董事局會議及過程

於報告期內，共舉行了9次董事局會議，董事局及董事局委員會會議的詳情載於「於報告期內舉行的會議之出席記錄」一節。

董事局每年至少召開4次會議，以審閱財務表現、策略和營運。每次召開董事局會議發出不少於14天(或有關其他合理期限)通知，而議程及會議文件在會議前3天(或有關其他合理期限)發出。

在適當的情況下，高級管理層及專業顧問將獲邀出席董事局會議，就董事局考慮的事項作出簡報。徵詢獨立專業意見之要求，須符合既定程序。

董事局及董事局委員會會議之會議紀錄均記錄詳盡，亦在合理的期限內分發給每位董事，以供董事表達彼等意見，而該等會議紀錄備存會議紀錄冊內供董事查閱。

再者，於董事局會議審議交易或事項時，每名董事均須申報其於當中之利益或潛在利益衝突(如有)。董事不得就批准其或其任何緊密聯繫人擁有重大利益之任何合約或安排或任何其他建議所涉之任何董事局決議案投票，亦不得計入會議法定人數內。

## Board Tenure

As stipulated by the Bye-laws, all Directors (including non-executive Directors) are required to retire by rotation at least once every three years and seek for re-election at annual general meeting. At each annual general meeting, one-third of the Directors for the time being shall retire from office. Any new Directors appointed either to fill a casual vacancy or as an addition to the Board during the Reporting Period by the Board following the recommendation of the Nomination Committee are subject to re-election by Shareholders at the next following annual general meeting after their appointment.

All Directors had entered into letters of appointment with the Company for a term of three years subject to retirement from office by rotation and re-election at annual general meeting.

The relevant retiring Directors, being eligible, have sought for re-election pursuant to the Bye-laws. Their respective biographies are set out in a circular, which shall be despatched to Shareholders around 29 July 2024 to assist Shareholders in making an informed decision on their re-elections.

## Directors' Commitments

All Directors are committed to devoting sufficient time and attention to the affairs of the Group. They have disclosed to the Company the identity of public companies or organisations in which they have held offices, and the number and nature of the offices, as well as other significant commitments and are required to notify the Company of any changes of such information in a timely manner. Directors are also required to confirm details of biographies and their time commitments to the affairs of the Company as well as the time committed to other public companies or organisations and other significant commitments on an annual basis.

## 董事局任期

根據公司細則規定，所有董事（包括非執行董事）須至少每三年輪值退任一次，並可在股東週年大會上膺選連任。於每屆股東週年大會上，當時三分之一的董事須輪值告退。任何在報告期內經提名委員會推薦後，由董事局委任的新董事，不論是填補董事局之臨時空缺，或出任董事局之新增成員，均須在緊隨他們獲委任後舉行的下屆股東週年大會上獲股東重選連任。

所有董事已與本公司訂立委任書，任期為三年，惟須於股東週年大會上輪值告退及重選連任。

根據公司細則，相關退任董事符合資格並已尋求重選連任。彼等各自的簡歷載於將於2024年7月29日前後寄發予股東的通函內，以協助股東就彼等的重選作出知情決定。

## 董事的承擔

所有董事均致力投入足夠時間及精神以處理本集團的事務。他們已向本公司披露彼等擔任職位的公眾公司或組織的名稱、職位的數目及性質，以及其他重大承擔，且在該等資料有任何變動時須及時通知本公司。董事亦須每年確認其個人簡歷、投入處理本公司事務之時間，以及其投入其他公眾公司或組織與其他重大承擔之時間詳情。

#### Training and Professional Development

For all newly appointed Directors, a comprehensive and tailored induction is administered to ensure full awareness of Director's duties and responsibilities under statute and common law, the Code of Conduct, the Listing Rules and other regulatory requirements and the business and governance policies of the Group.

The Company recognises the importance of continuing professional training for Directors and management and believes that it is effective to enhance corporate governance through regular training within the Group. Directors are encouraged to keep up to date on all matters relevant to the Group and attend suitable briefings and seminars that provide updates on the governing laws and regulations of the jurisdictions where the Company operates businesses and applicable guidelines and rules issued by regulatory authorities organised by professional bodies from time to time.

All Directors and senior management are required to provide the Company with their training records on an annual basis, and such records are maintained by the company secretary of the Company (the "Company Secretary") for regular review by the corporate governance and compliance committee of the Company (the "Corporate Governance and Compliance Committee"). The training records of the Directors and senior management for this Reporting Period were reviewed by the Corporate Governance and Compliance Committee in June 2024.

#### 培訓及專業發展

我們會正式給予所有新委任董事一個全面兼特為其而設的就任須知，以確保他們完全知悉其在法規及普通法、《行為準則》、《上市規則》及其他監管規定，以及本集團的業務和管治政策下的職責。

本公司確認向董事及管理層提供持續專業培訓的重要性，並相信通過本集團的定期培訓，有效提升企業管治。本集團亦鼓勵董事不時接收有關本集團所有事宜之最新資訊及出席由專業機構所舉辦合適之簡報會及研討會，有關簡報會及研討會提供有關本公司經營業務所在之司法權區之規管法律及規章，以及監管機構出具的適用指引及規則之更新。

所有董事及高級管理層均須每年向本公司提供他們的培訓記錄，而該等記錄由本公司的公司秘書（「公司秘書」）存置，以便本公司企業管治及法規委員會（「企業管治及法規委員會」）定期審閱。企業管治及法規委員會已於2024年6月審閱董事及高級管理層於本報告期的培訓記錄。



According to the records, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the Code Provision C.1.4 in Part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules during the Reporting Period:

根據記錄，董事於報告期已接受下述著重上市公司董事角色、職能及責任之培訓，以符合《上市規則》附錄C1所載之《企業管治守則》第二部分之守則條文第C.1.4條之規定：

	Type of Training 培訓類別	
	Reading materials 閱讀材料	Attending internal and external seminars or conferences 出席內部及外部研討會或會議
<b>Directors</b> <b>董事</b>		
<b>Executive Directors</b> <b>執行董事</b>		
Mr Kwong 鄭先生		✓
Mr Au 柯先生		✓
Mr Tschirner Tschirner 先生 (resigned with effect from 1 July 2023) (自2023年7月1日起辭任)		✓
Mr Sam 沈先生 (resigned with effect from 1 July 2023) (自2023年7月1日起辭任)		✓
<b>Independent Non-Executive Directors</b> <b>獨立非執行董事</b>		
Mr Giles Giles 先生	✓	✓
Mr Yu 余先生		✓
Mr Lam 藍先生		✓

#### Board Committees

Constantly striving to achieve greater transparency and accountability to the Shareholders, the Board has established five Board committees, namely, the Audit Committee, the remuneration committee of the Company (the “Remuneration Committee”), the Nomination Committee, the Corporate Governance and Compliance Committee, and the share repurchase committee of the Company (the “Share Repurchase Committee”); each having specific roles, authority and functions as detailed in the respective written terms of reference which are accessible on the Company’s website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)). At least half of members of all Board committees are independent non-executive Directors.

The Board may also establish working committees (including independent board committee) on an ad hoc basis to approve projects as it deems necessary.

All Board committees have adopted, to a large extent, the same principles, procedures, and arrangements as those of the Board and are provided with sufficient resources to perform their duties. The Board committees will make recommendations to the Board on a regular basis unless there are legal or regulatory restrictions on their ability to do so.

#### 董事局委員會

為求對股東實踐更高透明度及提高問責性，董事局已成立五個董事局委員會，即：審核委員會、本公司薪酬委員會（「薪酬委員會」）、提名委員會、企業管治及法規委員會和本公司股份回購委員會（「股份回購委員會」）；每個董事局委員會各自的職權範圍詳述其特定角色、權限及職能，並可於本公司網站（[www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)）上查閱。所有董事局委員會至少一半成員為獨立非執行董事。

董事局亦可在其認為需要的情況下，按特設基準設立工作委員會（包括獨立董事局委員會）審批項目。

所有董事局委員會已採納大致上與董事局相同的原則、程序和安排，並獲提供充足資源以履行其職責。董事局委員會將定期向董事局提出建議，除非董事局委員會受法律或監管限制所限而不能作出匯報。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### ATTENDANCE RECORD OF MEETINGS HELD DURING THE REPORTING PERIOD

於報告期內舉行的會議之出席記錄

	BOARD COMMITTEES 董事局委員會						
	Board 董事局	Audit 審核	Remuneration 薪酬	Nomination 提名	Corporate Governance and Compliance 企業管治及法規	Share Repurchase 股份回購	Shareholders 股東
<b>Number of meetings held during the Reporting Period</b> 於報告期內舉行會議次數	9	3	3	2	2	0	1
<b>Executive Directors</b> 執行董事							
Mr Kwong 鄭先生	9/9	—	—	—	—	—	1/1
Mr Au 柯先生	9/9	—	2/2	2/2	2/2	0/0	1/1
Mr Tschirner Tschirner 先生 (resigned with effect from 1 July 2023) (自2023年7月1日起辭任)	3/3	—	1/1	—	1/1	0/0	—
Mr Sam 沈先生 (resigned with effect from 1 July 2023) (自2023年7月1日起辭任)	3/3	—	1/1	1/1	—	0/0	—
<b>Independent Non-Executive Directors</b> 獨立非執行董事							
Mr Giles Giles 先生	8/9	3/3	3/3	2/2	2/2	0/0	1/1
Mr Yu 余先生	9/9	3/3	3/3	2/2	2/2	—	1/1
Mr Lam 藍先生	8/9	3/3	3/3	2/2	2/2	—	1/1
<b>Company Secretary</b> 公司秘書							
Ms Ho Sze Nga, Maggie 何詩雅女士	9/9	3/3	3/3	2/2	2/2	0/0	1/1

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The following tables show the composition of the Board committees, their respective roles and functions and a summary and/or report of the works performed by them during the Reporting Period and up to the date of the directors' report:

以下列表顯示於報告期內及截至董事局報告書日期止董事局委員會的組成、其角色與職能及其工作摘要及/或報告：

#### REMUNERATION COMMITTEE

##### 薪酬委員會

##### Composition 組成

- Mr Au 柯先生  
(executive Director, appointed with effect from 1 July 2023)  
(執行董事，自2023年7月1日起獲委任)
- Mr Giles 先生  
(independent non-executive Director) (獨立非執行董事)
- Mr Yu 余先生  
(independent non-executive Director) (獨立非執行董事)
- Mr Lam 藍先生 (chairman) (主席)  
(independent non-executive Director) (獨立非執行董事)
- Mr Tschirner 先生  
(executive Director, resigned with effect from 1 July 2023)  
(執行董事，自2023年7月1日起辭任)
- Mr Sam 沈先生  
(executive Director, resigned with effect from 1 July 2023)  
(執行董事，自2023年7月1日起辭任)

##### Role & Function\* 角色與職能\*

- ✓ Reviews the remuneration policy of the Company  
檢討本公司的薪酬政策
- ✓ Makes recommendations to the Board on the policy and structure for the remuneration of all Directors and senior management and on the establishment of formal and transparent procedures for developing a policy on such remuneration  
就所有董事與高級管理層的薪酬政策及結構，以及為制定該等薪酬政策設立一個正規而具透明度的程序，向董事局作出建議
- ✓ Determines or makes recommendations to the Board on the specific remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment  
決定或向董事局建議個別執行董事及高級管理層的特定薪酬待遇，包括實物利益、退休金權利及賠償金額（包括由於喪失或終止其職務或委任所應付的任何補償金）
- ✓ Makes recommendations to the Board on the remuneration of Directors  
向董事局建議董事的薪酬
- ✓ Reviews and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules  
審閱及/或批准《上市規則》第十七章項下有關股份計劃的事宜

\* Please refer to the terms of reference of the Remuneration Committee on the Company's website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)) for further details.

\* 有關進一步詳情，請瀏覽上載於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))之薪酬委員會職權範圍。

## REMUNERATION COMMITTEE (CONTINUED)

## 薪酬委員會 (續)

<b>Summary of Work Performed</b> 工作摘要	<ul style="list-style-type: none"> <li>✓ Reviewed the remuneration of Directors and senior management and made recommendations to the Board for Shareholders' approval at 2023 annual general meeting ("AGM") 檢討董事及高級管理層酬金，並向董事局提出建議，以供股東在2023年股東週年大會（「股東週年大會」）上批准</li> <li>✓ Reviewed staff remuneration (including salaries and other benefits (inclusive of bonus) and retirement benefit scheme contributions) for the Reporting Period and made recommendations to the Board accordingly 檢討員工於報告期的酬金（包括薪酬及其他福利（包括花紅）及退休福利計劃供款），並就此向董事局提出建議</li> <li>✓ Reviewed the status by the share scheme(s) of the Company annually 每年檢討本公司股份計劃的狀況</li> <li>✓ Reviewed the terms of reference of the Remuneration Committee 審閱薪酬委員會職權範圍</li> <li>✓ Reviewed and recommended the remuneration policy for approval by the Board 檢討及建議董事局批准薪酬政策</li> <li>✓ Reviewed and recommended the remuneration package of Mr Kwong nominated by the Nomination Committee as the Managing Director for approval by the Board and for Shareholders' approval at 2023 AGM respectively 檢討及分別建議董事局批准及股東於2023年股東週年大會上批准提名委員會提名鄭先生擔任總裁的薪酬待遇</li> <li>✓ Proposed and recommended the adjustment of the remuneration package of Mr Au for approval by the Board 提議及建議董事局批准柯先生薪酬待遇之調整</li> <li>✓ Reviewed and recommended the remuneration packages of Mr Kwong, Mr Au and Mr Giles for a further term of 3 years upon expiry of their existing terms of appointment for the approval by the Board 檢討及建議董事局批准於鄭先生、柯先生及Giles先生現時任期屆滿後延長其薪酬待遇3年</li> </ul>
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**Performance-based Remuneration Policy**

Director's remuneration is determined with reference to factors including prevailing market conditions, salary paid by comparable companies, duties and responsibilities of a Director, employment conditions elsewhere and time committed by the Director concerned.

The Remuneration Committee reviewed the remuneration of the Directors and senior management; and made recommendations to the Board.

A performance-based element was considered instrumental in aligning the interests of individuals with those of the Group and has been built into top-management compensation.

The Group has adopted its own remuneration policy to support the Company's strategy. The Company is committed to providing a fair and competitive staff compensation that will attract, motivate, retain and reward employees at all levels.

The Company has effectively deployed an appropriate mix of its existing equity-based reward vehicles, including the share incentive scheme(s), as well as cash bonus.

**績效為本的薪酬政策**

董事薪酬乃經參考多種因素而釐定，包括現行市場情況、類同公司所支付之薪金水平、董事職務與責任、其他地方之僱傭條件以及相關董事投入之時間。

薪酬委員會檢討董事及高級管理層的薪酬，並向董事局提出建議。

績效為本的元素將個人利益與本集團利益掛鉤起了相當重要的作用，而這報酬機制會在最高管理層中實行。

本集團已採納其自訂的薪酬政策以支持本公司策略。本公司致力提供公平及具競爭力的員工薪酬，以吸引、激勵、留聘及獎勵各級僱員。

本公司適當地調配其現有以股份為基礎的獎賞機制，包括股份激勵計劃以及現金花紅。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Details of remuneration of Directors and senior management are set out in Note 12 to the financial statements.

董事及高級管理層薪酬的詳情載於財務報表附註12。

#### NOMINATION COMMITTEE

##### 提名委員會

##### Composition

##### 組成

- Mr Au 柯先生  
(*executive Director*) (執行董事)
- Mr Giles Giles 先生  
(*independent non-executive Director*) (獨立非執行董事)
- Mr Yu 余先生
- Mr Lam 藍先生 (*chairman*) (主席)
- Mr Sam 沈先生  
(*executive Director, resigned with effect from 1 July 2023*)  
(執行董事，自2023年7月1日起辭任)

##### Role & Function\*

##### 角色與職能\*

- ✓ Reviews the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional and industrial experience, skills, knowledge and length of service) of the Board at least annually and makes recommendations to the Board on any proposed changes  
至少每年檢討董事局的架構、人數及多元化(包括但不限於性別、年齡、文化及教育背景、種族、專業及行業領域之經驗、技能、知識及服務年期)，並就任何擬作變動向董事局提出建議
- ✓ Identifies individuals suitably qualified to become Board members and selects, or makes recommendations to the Board on the selection of, individuals nominated for directorships  
物色具備合資格的合適人選擔任董事局成員，及挑選或向董事局提名建議有關人士出任董事
- ✓ Assesses the independence of independent non-executive Directors  
評核獨立非執行董事的獨立性
- ✓ Makes recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairman and the Managing Director  
就董事委任或重新委任，以及董事(尤其是主席與總裁)繼任計劃向董事局提出建議
- ✓ Develops, reviews and recommends to the Board for adoption of measurable objectives for achieving and improving diversity on the Board  
為達致及改善董事局成員多元化，制訂、檢討及推薦可衡量目標予董事局考慮及採納
- ✓ Develops and reviews the policy, criteria and procedures for identification, selection and nomination of candidates for appointment as Directors  
制訂及檢討物色、選擇及提名候選人以供選任為董事之政策、準則及程序
- ✓ Monitors the implementation of the Board Diversity Policy (a summary of which is set out on pages 41 and 42)  
監察董事局成員多元化政策(其摘要載列於第41及42頁)的執行情況
- ✓ Monitors the implementation of the Nomination Policy (a summary of which is set out on pages 42 and 43)  
監察提名政策(其摘要載列於第42及43頁)的執行情況

\* Please refer to the terms of reference of the Nomination Committee on the Company's website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)) for further details.

\* 有關進一步詳情，請瀏覽上載於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))之提名委員會職權範圍。

## NOMINATION COMMITTEE (CONTINUED)

## 提名委員會(續)

- Summary of Work Performed**  
工作摘要
- ✓ Nominated the retiring Directors for re-election by Shareholders at 2023 AGM  
提名退任董事在2023年股東週年大會上膺選連任
  - ✓ Reviewed and assessed individual independent non-executive Director's annual confirmation of independence declared pursuant to Rule 3.13 of the Listing Rules  
審閱及評核獨立非執行董事按照《上市規則》第3.13條所申報之年度獨立性確認函
  - ✓ Reviewed the structure, size and composition of the Board from time to time  
不時檢討董事局的架構、人數及組成
  - ✓ Reviewed and recommended the Board Diversity Policy for the approval by the Board  
檢討及建議董事局批准董事局成員多元化政策
  - ✓ Considered and recommended the gender diversity to be achieved in the Board  
考慮及建議於董事局實踐性別多元化
  - ✓ Discussed the gender ratio in the workforce and considered the challenges in achieving gender diversity across the workforce  
討論勞動力之性別比例，並審視勞動力中實踐性別多元化所面臨的挑戰
  - ✓ Discussed and considered the recommended disclosure in 2023 corporate governance report regarding the Board Diversity Policy and the Nomination Policy and recommended them to the Board for approval  
討論及考慮將在2023年度之《企業管治報告》中刊載有關董事局成員多元化政策及提名政策的建議披露內容，並建議董事局予以批准
  - ✓ Recommended to the Board for appointment of managing Director and change in composition of a committee of the Board  
建議董事局委任總裁以及變更董事局委員會組成
  - ✓ Reviewed and recommended the appointments of Mr Kwong, Mr Au and Mr Giles for a further term of 3 years upon expiry of their existing terms of appointment for the approval by the Board  
檢討及建議董事局批准於鄺先生、柯先生及Giles先生現時任期屆滿後延長其任期3年
  - ✓ Reviewed the terms of reference of the Nomination Committee  
審閱提名委員會職權範圍

## NOMINATION PROCEDURES, PROCESS AND CRITERIA

## 提名程序、過程以及準則

Nomination Committee makes recommendations to the Board on any proposed changes

提名委員會就任何擬作變動向董事局提出建議

Nomination Committee identifies individuals suitably qualified to become Directors

提名委員會物色具備合適資格人士出任董事

Nomination Committee selects or makes recommendations to the Board on the selection of persons nominated for directorships

提名委員會挑選或向董事局提出建議挑選有關獲提名人士出任董事

The Board makes formal invitation to selected persons for appointment to the Board

董事局向獲挑選人士發出董事局任命的正式邀請函

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE

#### 企業管治及法規委員會

#### Composition

##### 組成

- Mr Au 柯先生  
(*executive Director*) (執行董事)
- Mr Giles Giles 先生 (*chairman*) (主席)  
(*independent non-executive Director*) (獨立非執行董事)
- Mr Yu 余先生  
(*independent non-executive Director*) (獨立非執行董事)
- Mr Lam 藍先生  
(*independent non-executive Director*) (獨立非執行董事)
- Ms Ho Sze Nga, Maggie 何詩雅女士  
(*company secretary*) (公司秘書)
- Mr Tschirner Tschirner 先生  
(*executive Director, resigned with effect from 1 July 2023*)  
(執行董事，自2023年7月1日起辭任)

#### Role & Function\*

##### 角色與職能\*

- ✓ Develops and reviews the Company's policies and practices on corporate governance and makes recommendations to the Board  
制定及檢討本公司的企業管治政策及常規，並向董事局提出建議
- ✓ Reviews and monitors the training and continuous professional development of Directors and senior management  
檢討及監察董事與高級管理層的培訓及持續專業發展
- ✓ Reviews and monitors the Company's policies and practices on compliance with legal and regulatory requirements and meets with the management of the Company to assess the Company's compliance policies, programs and procedures  
檢討及監察本公司在遵守法律及監管規定方面的政策及常規，並與本公司的管理層舉行會議，以評估本公司的合規政策、方案及程序
- ✓ Develops, reviews, monitors and approves any code of conduct and compliance manual (if any) applicable to employees of the Company and Directors  
制定、檢討、監察及審批適用於本公司僱員及董事的任何行為準則及合規手冊(如有)
- ✓ Investigates or causes to be investigated any significant instances of non-compliance or potential compliance violations that are reported to the Corporate Governance and Compliance Committee  
調查或安排調查向企業管治及法規委員會舉報的任何重大違規或潛在違規情況
- ✓ Reviews the Company's compliance with the Corporate Governance Code as contained in the Listing Rules and disclosure in the corporate governance report  
檢討本公司遵守《上市規則》內之《企業管治守則》的情況及審閱《企業管治報告》內的披露
- ✓ Reviews the Company's compliance with the Environmental, Social and Governance Reporting Guide as contained in the Listing Rules and disclosure in the environmental, social and governance report  
檢討本公司遵守《上市規則》內之《環境、社會及管治報告指引》的情況及審閱載於《環境、社會及管治報告》內的披露

\* Please refer to the terms of reference of the Corporate Governance and Compliance Committee on the Company's website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)) for further details.

\* 有關進一步詳情，請瀏覽上載於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))之企業管治及法規委員會職權範圍。



## CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE (CONTINUED)

## 企業管治及法規委員會(續)

<b>Summary of work performed</b> 工作摘要	<ul style="list-style-type: none"> <li>✓ Reviewed the corporate governance report for the Reporting Period 審閱於報告期之《企業管治報告》</li> <li>✓ Reviewed the updated compliance reports of the Company and its major subsidiaries and other relevant updates and the Company's compliance and corporate governance practices for the relevant period 審閱本公司及其主要附屬公司於相關期間之最新合規報告及其他相關更新，以及本公司的合規及企業管治常規</li> <li>✓ Reviewed the recommendation of the relevant disclosure in the directors' report, if any 審閱於董事局報告書內所作相關披露之建議(若有)</li> <li>✓ Reviewed the confirmation of Directors' and senior management's participation in training for the purpose of continuous professional development during the Reporting Period in compliance with the Corporate Governance Code 審閱各董事及高級管理層於報告期內按照《企業管治守則》之規定參與以持續專業發展為目的之培訓確認表格</li> <li>✓ Reviewed the terms of reference of the Corporate Governance and Compliance Committee 審閱企業管治及法規委員會職權範圍</li> <li>✓ Reviewed and recommended the policy on disclosure and public relations for approval by the Board 檢討及建議董事局批准披露及公共關係政策</li> <li>✓ Reviewed the environmental, social and governance report for the Reporting Period 審閱於報告期之《環境、社會及管治報告》</li> <li>✓ Reviewed the shareholders communication policy 檢討股東通訊政策</li> <li>✓ Reviewed and recommended the code of conduct for approval by the Board 檢討及建議董事局批准行為守則</li> <li>✓ Reviewed and recommended the mechanism to ensure independent views and input are available for approval by the Board 檢討及建議董事局批准確保獲得獨立見解及意見的機制</li> </ul>
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## SHARE REPURCHASE COMMITTEE

## 股份回購委員會

<b>Composition</b> 組成	<ul style="list-style-type: none"> <li>• Mr Au 柯先生 (<i>executive Director</i>) (執行董事)</li> <li>• Mr Giles Giles 先生 (<i>chairman</i>) (主席) (<i>independent non-executive Director</i>) (獨立非執行董事)</li> <li>• Mr Tschirner Tschirner 先生 (<i>executive Director, resigned with effect from 1 July 2023</i>) (執行董事，自2023年7月1日起辭任)</li> <li>• Mr Sam 沈先生 (<i>executive Director, resigned with effect from 1 July 2023</i>) (執行董事，自2023年7月1日起辭任)</li> </ul>
<b>Role &amp; Function*</b> 角色與職能*	<ul style="list-style-type: none"> <li>✓ Exercises the general mandate granted by Shareholders to the Board to repurchase shares of the Company in accordance with the Listing Rules, Bye-laws and the applicable laws of Bermuda 根據《上市規則》、公司細則以及百慕達適用法律，行使股東授予董事局回購本公司股份之權力</li> </ul>

\* Please refer to the terms of reference of the Share Repurchase Committee on the Company's website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)) for further details.

\* 有關進一步詳情，請瀏覽上載於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))之股份回購委員會職權範圍。

<b>Summary of work performed</b> 工作摘要	<ul style="list-style-type: none"> <li>✓ Reviewed the terms of reference of the Share Repurchase Committee 審閱股份回購委員會職權範圍</li> </ul>
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# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDIT COMMITTEE

#### 審核委員會

- Composition**  
組成
- Mr Giles Giles 先生  
(independent non-executive Director) (獨立非執行董事)
  - Mr Yu<sup>#</sup> 余先生<sup>#</sup> (chairman) (主席)  
(independent non-executive Director) (獨立非執行董事)
  - Mr Lam 藍先生  
(independent non-executive Director) (獨立非執行董事)

<sup>#</sup> Mr Yu is currently a certified public accountant with extensive experience in auditing, accounting and financial management services.

<sup>#</sup> 余先生現為一名註冊會計師，在核數、會計及財務管理服務方面擁有豐富經驗。

- Role & Function\***  
角色與職能\*
- ✓ Makes recommendations to the Board on appointment of external auditor  
就委任外聘核數師向董事局提出建議
  - ✓ Reviews the Group's financial information  
審閱本集團財務資料
  - ✓ Oversees the Group's financial reporting system, risk management and internal control systems  
監管本集團財務匯報制度、風險管理及內部監控系統
  - ✓ Reviews the interim and final results of the Group prior to submission to the Board for approval  
在提交董事局批准之前，審閱本集團中期和末期業績
  - ✓ Reviews financial reporting and internal control matters and to this end has unrestricted access to both the Company's external and internal auditors  
審閱財務匯報和內部監控事宜，並可為此目的而無阻地跟本公司外聘核數師及內部審計師取得聯繫

\* Please refer to the terms of reference of the Audit Committee on the Company's website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)) for further details.

\* 有關進一步詳情，請瀏覽上載於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))之審核委員會職權範圍。

- Report on work performed**  
工作報告
- ✓ Reviewed unaudited and audited interim consolidated financial statements of the Group, the interim results announcements of the Group and the interim report of the Company together with the audited annual consolidated financial statements of the Group, the annual results announcement of the Group and the annual report of the Company with a recommendation to the Board for approval  
審閱本集團未經審核及經審核中期綜合財務報表、本集團中期業績公告及本公司中期報告，以及本集團經審核年度綜合財務報表及本集團年度業績公告及本公司年報，並建議董事局通過
  - ✓ Reviewed internal control and risk management framework of the Group  
審閱本集團內部監控及風險管理框架
  - ✓ Received and reviewed progress reports on internal control, risk management and internal audit actions implemented/planned by the Group  
聽取及審閱本集團所實行/計劃的內部監控、風險管理及內部審計工作的進展報告
  - ✓ Approved audit fee proposal of external auditor in connection with the audit of the Group's consolidated financial statements for the Reporting Period  
批准外聘核數師就審核本集團於報告期之綜合財務報表所建議的核數費
  - ✓ Approved the engagements and the fee proposals of external auditor in connection with the review and audit of the Group's consolidated financial statements for the six months ended 30 September 2023  
批准委任外聘核數師及其就審閱及審核本集團截至2023年9月30日止六個月之綜合財務報表所建議的費用
  - ✓ Approved the engagements of independent and professional consultants for reviewing and provision of the internal audit environment, risk assessment services, and preparation of environmental, social and governance report for the relevant periods  
批准委聘獨立及專業顧問就相關期間審閱及提供內部審計環境、風險評估服務，及編製環境、社會及管治報告
  - ✓ Reviewed connected transactions of the Group and policies/guidelines of the Company  
審閱本集團之關連交易及本公司政策或指引
  - ✓ Recommended the re-appointment of Crowe (HK) CPA Limited ("Crowe (HK)") as the Group's external auditor at 2023 AGM  
建議於2023年股東週年大會上重新委任國富浩華(香港)會計師事務所有限公司(「國富浩華(香港)」)為本集團外聘核數師
  - ✓ Met with external auditor in the absence of executive Directors  
在沒有執行董事在場的情況下，會見外聘核數師
  - ✓ Reviewed the terms of reference of the Audit Committee  
審閱審核委員會職權範圍

## SHAREHOLDERS

### Communication with Shareholders

As part of corporate governance, the Company is committed to safeguarding Shareholders' interests and maintain an on-going dialogue with Shareholders.

To achieve this, the Company has established a shareholders communication policy setting out various channels of communication with Shareholders and investor community for ensuring effective disclosure of the Company's performance and business activities.

The Company regards its physical Shareholders' meetings as a valuable forum for Shareholders to raise comments and exchange views directly with the Board face to face. The Shareholders are encouraged to attend the general meetings of the Company. All our Directors and senior management and representatives from external auditor will make effort to attend Shareholders' meetings and address queries from Shareholders in order to provide Shareholders a clear and adequate explanation of any matters to be considered at the Shareholders' meeting.

During the Reporting Period, the Company held one general meeting. Voting on resolutions put forward at the general meeting has been taken by way of poll and the poll results have been published and posted on the websites of the Company and the Stock Exchange. All resolutions put to Shareholders were passed at the said general meeting. The resolutions and the percentage of votes cast in favour of the resolutions are set out below:

## 股東

### 與股東溝通

作為企業管治的一部份，本公司肩負保障股東利益的責任，並與股東保持聯繫。

為了實踐這一目標，本公司設立股東通訊政策，陳述各種與股東及投資人士溝通的渠道，以確保有效披露本公司業績及業務。

本公司視其現場股東大會為股東直接向董事局提出建議及交換意見的一個寶貴平台。本公司鼓勵股東出席本公司股東大會。所有董事及高級管理層以及外聘核數師代表皆盡量撥冗出席股東大會，以回應股東的提問，從而就股東大會上將予審議的任何事項向股東提供清晰及充足的說明。

於報告期內，本公司舉行了一次股東大會。股東大會的決議案均以按股數投票的方式表決。所有投票的結果已在本公司網站和聯交所網站刊載。所有於該股東大會上提呈之議案均獲得通過。所提呈之議案及贊成有關議案之票數比率，列載如下：

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### THE COMPANY'S GENERAL MEETING(S) HELD DURING THE REPORTING PERIOD

##### 於報告期內舉行的本公司股東大會

AGM on 30 August 2023* 於2023年8月30日舉行的股東大會*	% of Votes Cast For 贊成票數的比率
✓ Approval of the 2023 audited accounts 通過2023年度的經審核賬目	100.00%
✓ Re-election of Mr Kwong as Director 重選鄺先生為董事	100.00%
✓ Re-election of Mr Giles as Director 重選Giles先生為董事	100.00%
✓ Approval of the fixing of Directors' remuneration 通過釐定董事酬金	100.00%
✓ Re-appointment of Crowe (HK) as auditor and authorisation to the Board to fix its remuneration 再度委任國富浩華(香港)為核數師及授權董事局釐定其酬金	100.00%
✓ Grant of general and unconditional mandate to Directors to issue shares 給予董事發行股份的一般及無條件授權	99.94%
✓ Grant of general and unconditional mandate to Directors to repurchase shares 給予董事回購股份的一般及無條件授權	100.00%
✓ Extension of the share issue mandate to Directors 擴大授予董事發行股份之權力	99.94%

\* Representatives of Crowe (HK) attended the AGM on 30 August 2023 to answer possible queries.

\* 國富浩華(香港)的代表已於2023年8月30日出席股東週年大會以回答潛在查詢。

Apart from holding Shareholders' meetings, the Company also endeavours to maintain effective communication with all Shareholders through other channels such as publication of annual and interim reports, announcements as well as circulars (all in bilingual) so as to provide extensive information on the Group's activities, financial position, business strategies and developments to enable them to make informed decision on matters relating to their investment and exercise of their rights as Shareholders. Such information is also available on the websites of the Company ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)) and the Stock Exchange.

本公司為確保所有股東可就其投資作出明智的決定，以及行使其作為股東的權利，除舉行股東大會外，亦透過刊發年度及中期報告、公告以及通函(全以雙語形式)，努力與所有股東以不同之通訊渠道維持有效的溝通，以提供本集團活動、財務狀況、業務策略和發展的廣泛資訊，而本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))及聯交所網站亦有登載此等資訊。

Our website is an effective means of communication with Shareholders. Any Shareholders who have questions or comments on what we are doing are most welcome to contact us at any time through our website. We will use our best endeavour to answer the questions within a reasonable time.

The Board reviewed the implementation and effectiveness of the abovementioned arrangements during the Reporting Period. The Company's website was updated from time to time and the Shareholders could access the latest information of the Company through the websites of the Company and the Stock Exchange. The Shareholders were provided with the opportunities to communicate with the Directors directly at Shareholders' meetings. Based on the above, the Board was of the view that the arrangements regarding Shareholders' communication were effective.

## Shareholders' Rights

### ***Convening of SGM on Requisition by Shareholders***

The Company recognises the importance of ensuring that Shareholders' rights are protected. In accordance with the Bye-laws and the applicable laws of Bermuda, all the Shareholders are entitled to attend or be represented by proxy, speak and vote at general meetings. Shareholders holding 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 Company Secretary, to require a SGM to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held in the form of a physical meeting only and within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may convene such physical meeting in accordance with the provisions of Section 74 of the Companies Act 1981 of Bermuda.

我們的網站是一個與股東溝通的有效媒介。任何股東就我們所作出事項有任何疑問或意見，可透過網站隨時與我們聯繫，我們將竭盡所能在合理時間內回答問題。

於報告期內，董事局檢討上述安排的實施和有效性。本公司網站不時更新，股東能夠透過本公司網站及聯交所網站獲得本公司最新資料。股東在股東大會上有機會與董事直接溝通。基於上文所述，董事局認為有關股東溝通的安排屬有效。

## 股東權利

### ***按股東要求召開股東特別大會***

本公司確認保障股東權利的重要性。根據公司細則及百慕達適用法例，所有股東均有權出席或委派代表出席股東大會，並於股東大會上發言及投票。持有不少於十分之一本公司已繳股本，並可於本公司股東大會上投票之股東，於任何時候均有權透過向董事局或公司秘書發出書面要求，要求董事局召開股東特別大會，以處理有關要求中指明之任何事項或決議案。該大會應於遞呈該要求後僅以現場會議方式及兩(2)個月內舉行。倘於有關遞呈後21日內，董事局未有召開該大會，則遞呈要求人士可自行根據百慕達1981年公司法第74條之條文召開現場會議。

#### **Procedures for Putting Forward Proposals at General Meetings by Shareholders**

Shareholders holding (i) not less than one-twentieth of the total voting rights of all Shareholders having the right to vote at the general meeting; or (ii) not less than 100 Shareholders, can submit a duly-signed written request stating the resolution intended to be moved together with a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting and deposited at the registered office of the Company.

The Company would take appropriate actions and make necessary arrangements, and the Shareholders concerned should have deposited a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

#### **Procedures for Director's Nomination and Election by Shareholders**

All Shareholders have the right to propose person for election as Director in accordance with its Bye-laws and the relevant procedure and details for proposing a person for election as Director has been made accessible on the Company's website ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)).

#### **Procedures for Directing Shareholders' Enquiries to the Board**

Shareholders may at any time send their enquiries and concerns to the Board in writing by post to the principal place of business of the Company in Hong Kong or by email to [info@blueriverholdings.com.hk](mailto:info@blueriverholdings.com.hk) for the attention of the Board.

#### **股東於股東大會上提呈議案的程序**

持有(i)不少於有權在股東大會上投票的所有股東總投票權二十分之一的股東或(ii)不少於100名股東可提交經正式簽署的書面要求，當中列出擬提呈的決議案及連同有關任何建議決議案中提述的事項或將於特定股東大會上處理的事項的不超過1,000字的聲明，並將之遞交至本公司註冊辦事處。

本公司將採取適當行動及作出所需安排，而有關股東應存入一筆足以支付本公司使之生效的費用的合理款項。

#### **股東提名及選舉董事的程序**

根據其公司細則，所有股東皆有權推薦人選參選為董事，而有關推薦個別人士參選董事之程序及詳情可於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))查閱。

#### **向董事局提交股東查詢的程序**

股東可隨時以書面方式向董事局提出查詢及關注事項，將其郵寄至本公司的香港主要營業地點或電郵至 [info@blueriverholdings.com.hk](mailto:info@blueriverholdings.com.hk) 供董事局查收。

## RISK MANAGEMENT AND INTERNAL CONTROL

### Responsibility

The Board assumes responsibilities for ensuring that appropriate and effective risk management and internal controls systems of the Company are established and maintained in line with the Corporate Governance Code. The Board considers that sound risk management and internal control systems are vital to the achievement of the Group's strategic objectives and acknowledges its responsibilities to establish, maintain and review the effectiveness of such systems on an ongoing basis.

Management of the Company is responsible for the design, implementation and ongoing monitoring of the risk management and internal control systems of the Group to achieve the following business objectives:

- ✓ effectiveness and efficiency of operations
- ✓ reliability of financial reporting and non-financial reporting
- ✓ compliance with applicable laws and regulations

Such systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and aim to provide a reasonable, as opposed to an absolute, assurance against material misstatement or loss.

The Audit Committee has ongoing responsibilities to review the effectiveness of the Group's risk management and internal control systems and to report to the Board at least annually.

The Company adopts policies and procedures which provide a framework for risk management and internal controls, with the aim of fulfilling the responsibilities of the Board and the management of the Company.

## 風險管理及內部監控

### 責任

董事局負責確保本公司根據《企業管治守則》設立及維持合適及有效的風險管理及內部監控系統。董事局認為，健全的風險管理和內部監控系統對實現本集團的戰略目標至關重要，並確認董事局對該等系統的設置、維護及持續檢討其有效性的責任。

本公司管理層負責設計、實施及持續監察本集團的風險管理和內部監控系統，以達致下述業務目標：

- ✓ 有效用及有效率的運作
- ✓ 可信賴的財務及非財務匯報
- ✓ 遵守適用法律及規則

該等系統旨在管理而非消除導致未能達至業務目標的風險，因此，該等系統對重大錯報或虧損僅提供一個合理而非絕對的保證。

審核委員會有持續的責任對本集團風險管理和內部監控系統之有效性作出檢討，並最少每年向董事局匯報。

本公司採取政策和程序，為風險管理和內部監控提供了框架，旨在履行董事局和本公司管理層的職責。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The table below shows the roles and responsibilities of the key parties in our risk management and internal control systems:

下表展示主要人員在我們的風險管理和內部監控系統內所擔當的角色及職責：

#### Board 董事局

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- |  |   |  |
|--|---|--|
| ✓ Sets strategic objectives<br>制定戰略目標  | ✓ Evaluates and determines the nature and extent for the Group's principal risks<br>評估本集團的主要風險及判斷其性質和程度 | ✓ Provides direction on the importance of risk management and risk management culture<br>就風險管理重要性和風險管理文化提供方向 |
| ✓ Oversees management in the design, implementation and monitoring of the risk management and internal control systems<br>監督管理層對風險管理及內部監控系統的設計、實施和監察 |   |  |

#### Managing Director & Senior Management 總裁及高級管理層

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- ✓ Assesses risks group-wide and develops mitigating measures  
從集團整體的角度評估風險和制定風險緩解措施
- ✓ Designs, implements and monitors the risk management and internal control systems  
設計、實施和監察風險管理和內部監控系統
- ✓ Provides confirmation on the effectiveness of risk management and internal control systems to the Board/Audit Committee  
對風險管理和內部監控系統的有效性向董事局/審核委員會提供保證

#### Audit Committee 審核委員會

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- ✓ Reviews the effectiveness of risk management and internal control systems of the Group  
檢討本集團風險管理和內部監控系統的有效性

#### Internal Audit Function 內部審計職能部門

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- ✓ Supports the Audit Committee in reviewing the effectiveness of risk management and internal control systems  
支援審核委員會對風險管理和內部監控系統之有效性作出檢討

#### Operation Management 營運管理層

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- ✓ Implements and monitors the risk management and internal control procedures across the business operations and functional areas of the Group  
實施及監察跨集團業務營運和職能部門的風險管理和內部監控程序

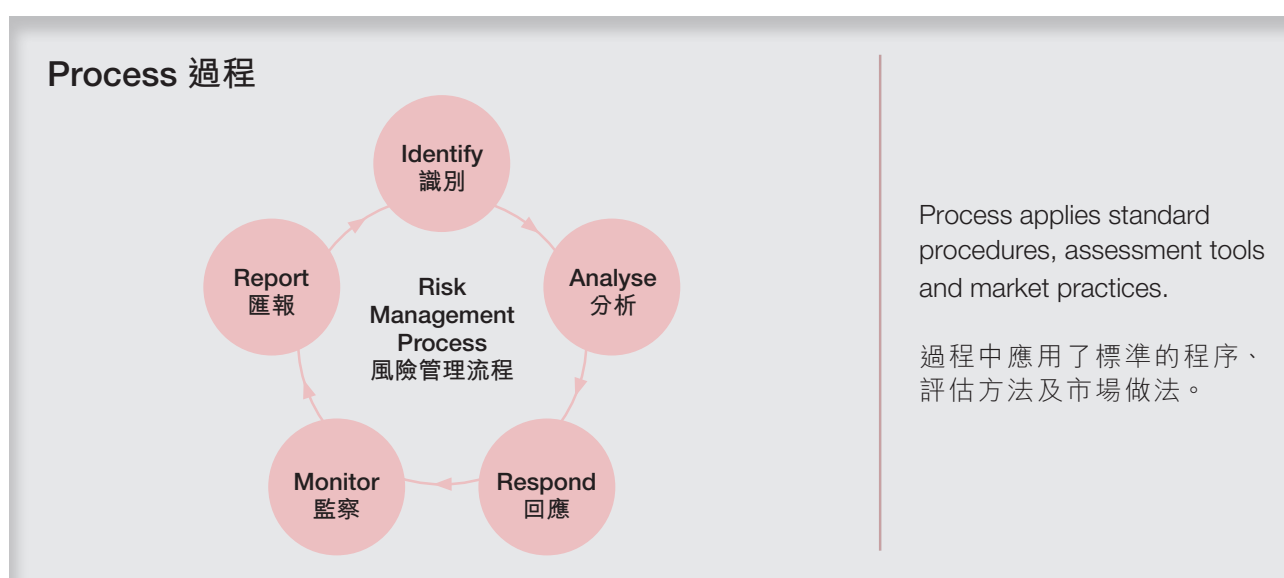
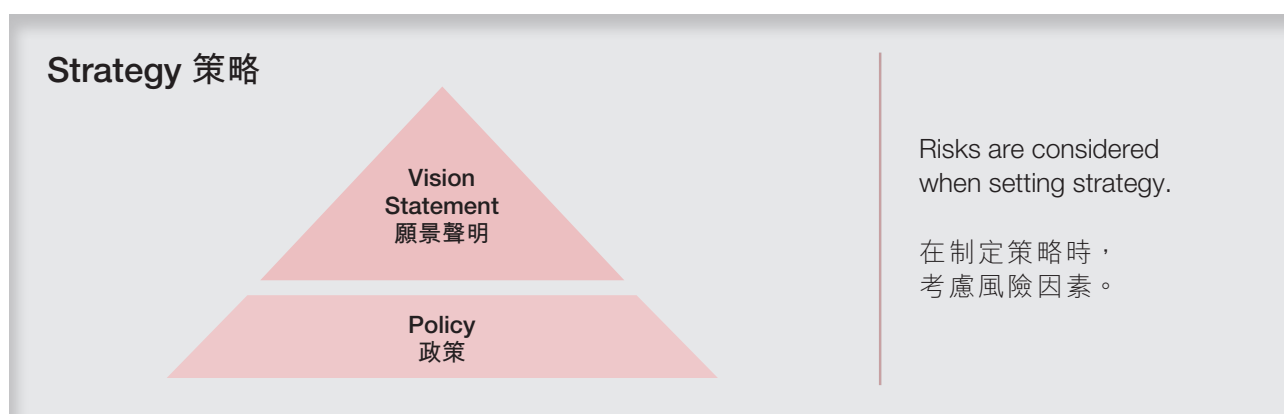


## Risk Management Framework

The Company has established an enterprise risk management framework to identify business risks that may impact the Group, to assess the likelihood and potential impact of the business risks, to manage business risks within its risk appetite, to monitor business risks in response to the change in business environment, so as to provide reasonable assurance regarding the achievement of the Company's objectives. The diagram below shows the risk management framework adopted by the Group:

## 風險管理框架

本公司已建立一套企業風險管理框架，以識別可能影響本集團之業務風險、評估業務風險的可能性及潛在影響、將業務風險控制在其風險承受水平內及監控業務風險，以應對業務環境的變化，為達致本公司目標提供合理保障。下圖展示本集團所採納的風險管理框架：





Risk assessment is performed annually to evaluate the nature and extent of the risks to which the Group is exposed. Management of the Company had carried out risk assessment exercise during the year ended 31 March 2024. During the risk assessment process, the Group has identified principal and significant risks faced by the Group, covering potential strategic risks, operational risks, financial risks and compliance risks of its major business segments. The Business Review section of this annual report provides description of the Group's principal risks and uncertainties, which some of them could affect the performance of the Group's business and operations. Each of the identified risk was rated at "High", "Medium" or "Low" level after the consideration by the management of the Company. Respective internal control measures were proposed to mitigate the consequences of the identified risks to the Group to an acceptable level.

To support management of the Company in responding to risks arising from the complex and changing business environment, regular training is provided to our management to strengthen their awareness of risk and capability to manage risks.

本集團每年進行風險評估以確定其所面對風險的性質及程度。本公司管理層已於截至2024年3月31日止年度內進行風險評估。在風險評估過程中，本集團已識別本集團所面對的主要及重大風險，包括其主要業務分部的潛在策略風險、營運風險、財務風險及合規風險。本年報內的「業務審視」一節提供了本集團的主要風險和不明朗因素的描述，其中一些風險和不明朗因素可能會影響本集團業務和運營的表現。本公司管理層經過考慮後已就各已識別風險給予「高」、「中」或「低」等級的風險水平，並擬定相關內部監控措施，以緩解已識別風險對本集團之影響至可接受的程度內。

面對複雜多變的經營環境，為了協助本公司管理層更好地應對風險，本公司定期向管理層提供相關的培訓，以增強其風險意識和管控風險的能力。

## Internal Control Systems

The Group's systems of internal control were developed by making reference to the Internal Control Integrated Framework issued by the Committee of Sponsoring Organisations of the Treadway Commission ("COSO") in the United States and the Guide on Internal Control and Risk Management issued by the Hong Kong Institute of Certified Public Accountants.

The Company's internal control framework is established under the five interrelated components of the COSO Framework. They are Control Environment, Risk Assessment, Control Activities, Monitoring as well as Information & Communication. The key internal control procedures and measures are implemented under the five components in supporting the achievement of its strategic goals and mitigation of its business risks.

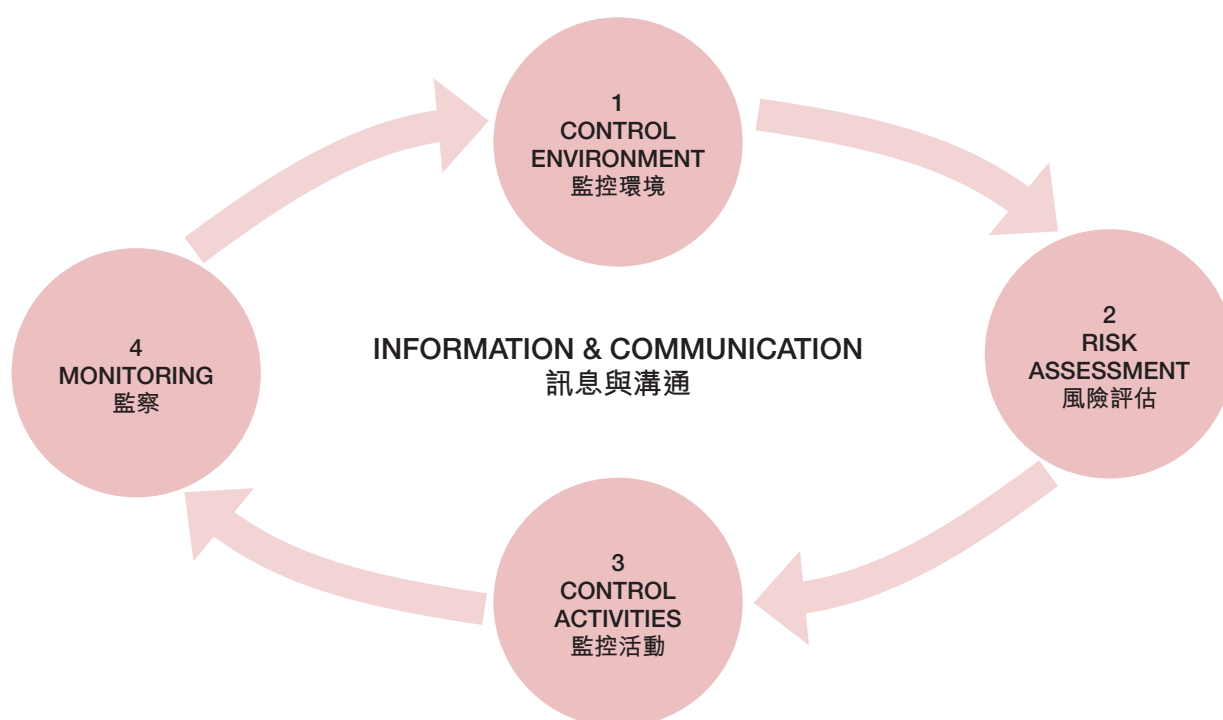
The table below represents internal control framework of the Company under COSO framework. It also illustrates how the five internal control components are implemented in a correlative and effective manner:

## 內部監控系統

本集團的內部監控系統是參考美國 Committee of Sponsoring Organisations of the Treadway Commission (「COSO」) 編製之內部監控綜合框架及香港會計師公會頒佈之內部監控與風險管理指引所制定的。

本公司之內部監控框架乃根據COSO框架的五個相關元素所建立。該等因素為監控環境、風險評估、監控活動、監察及訊息與溝通。關鍵內部監控程序及措施根據該五個元素實施，以支持實現本公司戰略目標和緩解本公司業務風險。

下表為本公司按COSO框架制定的內部監控框架。其亦說明如何以相關連且有效的方式執行五個內部監控元素：



#### **Internal Control Procedures and Credit Risk Assessment for Money Lending Business**

The Group has provided money lending services to corporate clients. The source of funding for the Group's money lending business is financed by the internal resources of the Group. The clientele primarily consists of niche customers including high net-worth corporations mostly referred by the Company's senior management, business partners or clients or clientele with past business or dealings with the Group.

The management of the Company is primarily responsible for designing, implementing and maintaining the credit policies and internal control procedures of the Group's money lending business, and has full authority to handle all credit matter for, and monitor, the loan portfolio.

The loan applications, ongoing monitoring and collections of the money lending business of the Group are led by an executive Director who has approximately 6 years' management experience in financial services and money lending business and is supported by employees of the Group including qualified accountants.

#### **放債業務的內部監控程序及信貸風險評估**

本集團向企業客戶提供放債服務。本集團以內部資源為放債業務提供資金。客戶群以優質客戶(包括高淨值企業)為主，大多由本公司高級管理層、業務合作夥伴或客戶又或曾經與本集團進行業務或交易的客戶引薦。

本公司管理人員主要負責設計、實施及維護本集團放債業務之信貸政策及內部監控程序，可全權處理一切信貸事務及監控貸款組合。

本集團放債業務的貸款申請、持續監察及收回由一名執行董事主導(彼在金融服務及放債業務方面有約6年管理經驗)，並由本集團僱員(包括合資格會計師)支援。

**Loan approval**

Upon receipt of a loan application from a potential borrower, due diligence works will be carried out by the supporting employees for the money lending business on the creditworthiness of the potential borrower and to understand the borrower's repayment ability including the borrower's identity, background, financial conditions and the purpose of the loan through (i) interview with the borrower; and (ii) review the statutory and financial supporting documents provided by the borrower and/or obtained from external sources and relevant public record searches. Throughout the credit assessment procedures, certain key factors are being considered to assess the borrower's repayment ability, which includes: (i) the financial strength of the borrower; (ii) the historical credit and repayment record of the borrower; (iii) any guarantee offered by, and the financial strength of, the guarantor; (iv) any collateral offered and the quality and liquidity of such collateral; and (v) the purpose of the loan and the corresponding repayment plan.

The loan terms are normally arrived at by arms-length negotiations with the borrowers on case-by-case basis, after considering the due diligence and credit assessment result as mentioned above and a combination of other factors including prevalent market interest rates and the quality of collateral offered. Final decision on any loan application is subject to review and approval by the executive director leading the money lending business. Significant loan which may constitute a disclosable transaction under the Listing Rules is subject to further review and approval by the Board.

**貸款審批**

接獲潛在借款人之貸款申請後，支援放債業務的僱員將就借款人之信貸質素進行盡職審查，透過(i)與借款人進行訪談；及(ii)審閱借款人所提供及／或自外界資料來源及相關公共記錄查冊取得的法定及財務佐證文件，了解借款人的還款能力，包括借款人的身分、背景、財務狀況及貸款用途。整個信貸評估程序中會考慮若干關鍵因素以評估借款人的還款能力，包括：(i)借款人的財政實力；(ii)借款人的過往信貸及還款記錄；(iii)是否提供任何擔保及擔保人的財政實力；(iv)是否提供任何抵押品以及抵押品的質量及流通性；及(v)貸款用途及相關還款計劃。

一般而言，貸款條款乃與借款人按個別基準公平磋商後釐定，當中計及上述盡職審查及信貸評估結果以及其他因素(包括現行市場利率及所提供抵押品質素)。任何貸款申請的最終決定須經主導放債業務的執行董事審閱及批准。根據《上市規則》可能構成須予披露交易之大額貸款須經董事局進一步審閱及批准。

#### ***Ongoing monitoring of loan recoverability and loan collection***

The management of the Company is primarily responsible for the ongoing monitoring of the credit quality of the loan portfolio. The supporting employees for the money lending business check for any irregularities of the borrowers, guarantors and collaterals (including litigation and bankruptcy or winding up searches, news or events that may have negative bearings on the loans or the repayment ability of the borrowers) regularly (generally on a half-yearly basis, or more frequently if the credit risk is found to be increased) and report to the director for any material financial events in relation to the loans.

The supporting employees for the money lending business will remind the borrowers of the repayment schedules via phone calls, email or text messages when the loans are due. For overdue or default loans, follow-up actions including issuing demand letters, seizing collateral, demanding repayment from guarantors and initiating legal proceedings will be taken on a case-by-case basis by the decision of the management of the Company.

In case the borrower requests for extension or modification of the repayment schedule, a new approval has to be obtained by going through the loan approval procedure again.

#### **INTERNAL AUDIT**

Internal Audit Function of the Company (the “IA Function”) is maintained internally and plays an important role in the internal governance of the Group. The IA Function reports directly to the Audit Committee on risk management and internal control-related matters. With the assistance from internal audit department of its subsidiaries whenever necessary, the IA Function is primarily responsible for conducting analysis and independent appraisal on the adequacy and effectiveness of the Group’s systems of risk management and internal control on an annual basis.

#### **持續監察貸款可收回性及收回貸款**

本公司管理人員主要負責持續監控貸款組合之信貸質素。支援放債業務的僱員定期(一般每半年進行,或在發現信貸風險增加時更頻密進行)檢視借款人、擔保人及抵押品的不當情況(包括訴訟及破產或清盤記錄調查、新聞或可能對貸款或借款人還款能力有負面影響的事件),並向董事報告任何與貸款相關之重大財務事宜。

貸款到期時,支援放債業務的僱員會通過電話、電郵或短信提醒借款人有關還款時間表。針對逾期或違約貸款,本公司管理人員將因應個別情況採取跟進行動,包括發出催款函、扣押抵押品、要求擔保人還款及提出法律訴訟。

倘借款人要求延長或修改還款時間表,須重新辦理貸款審批手續以獲得新批准。

#### **內部審計**

本公司自身設立之內部審計職能部門(「內審部」)於本集團內部管治擔當重要角色。內審部直接向審核委員會匯報風險管理及內部監控相關事宜。於有需要時,在其附屬公司的內部審計部門的協助下,內審部主要負責對本集團風險管理及內部監控系統的充足性和有效性作出年度分析及獨立評估。

The IA Function is independent from operational management and is fully empowered to access to data required in performing internal audit review. Moreover, the function comprises well qualified and capable staff and is provided with adequate resources to perform its duties.

Every year, the IA Function formulates an internal audit plan based on the result of abovementioned risk assessment on an annual basis. The internal audit plan is determined using a risk-based approach and is re-assessed for update annually. Annual internal control review determined on the internal audit plan are executed upon approval from the Audit Committee to carry out independent appraisals to evaluate the effectiveness of the Group's systems of risk management and internal control.

During the process of the annual internal control review, key controls, including financial, operational and compliance controls, are evaluated. Any significant internal control findings are defined and discussed with respective process owners in order to formulate remedial action plans to address the control gaps identified. The IA Function conducts follow-up reviews periodically to monitor the status of the remedial actions. Results of the annual internal control review and follow-up reviews are reported by the IA Function to the Audit Committee for review and approval.

The Company has engaged an independent and professional consultant (the "Consultant") during the year ended 31 March 2024 to assist the Audit Committee in meeting the requirements of risk management and internal control under the Corporate Governance Code. The Consultant provided assistance to the Audit Committee in assessing and evaluating the adequacy and effectiveness of the risk management and internal control systems of the Group. The Consultant also assisted in assessing if the Company has established and maintained appropriate and effective risk management and internal control framework with recommendations for enhancement and improvement.

內審部獨立於營運管理，獲授予全權接觸需作內部審計檢查的資料；並由合乎資格及能力的員工組成，有足夠資源去履行其職責。

內審部每年根據上述年度風險評估結果，制定內部審計計劃。該內部審計計劃以風險導向為基礎而制定，並每年重新評估以作更新。內部審計計劃中確定的年度內部監控審閱經審核委員會批准後執行，以對本集團風險管理及內部監控系統的有效性作出獨立評估。

在年度內部監控審閱的過程中，主要監控(包括財務、營運及合規監控)均會予以評估。任何已識別的重大內部監控審閱發現會與相關流程負責人討論，以制定改善措施方案，解決已發現的監控漏洞。內審部會作出定期跟進檢討，以監察有關改善措施之執行情況。年度內部監控審閱和跟進檢討的結果將由內審部向審核委員會匯報，以供審閱及批准。

於截至2024年3月31日止年度，本公司已委聘一名獨立及專業顧問(「該顧問」)，以協助審核委員會滿足《企業管治守則》對風險管理及內部監控之要求。該顧問向審核委員會提供對本集團風險管理及內部監控系統充足性及有效性進行評核及評估方面的協助。該顧問也協助評估本公司是否已制定及維持適當及有效的風險管理及內部監控框架，並提出建議進行加強及改進。

#### Annual Confirmation

Every year, the Board has, through the Audit Committee, reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting, internal audit and financial reporting functions, and their training programmes and budget, and was satisfied with the results of the review.

The Board has assessed the scope and quality of the Group's ongoing monitoring of the risk management and internal control systems. Based on the results of the internal audit works as described under the section "Internal Audit" above, the Board considered the risk management and internal control systems are effective and adequate for the year ended 31 March 2024. The Board was not aware of any significant areas of concerns that may affect the Group to achieve its strategic goals.

#### Procedures and Controls for the Handling and Dissemination of Inside Information

Proper measures have been taken by the Group to comply with the requirements under "Part XIVA – Disclosure of Inside Information" of the Securities and Futures Ordinance to ensure that inside information remains confidential until the disclosure of such information has been properly approved, and disseminate in an effective and consistent manner. Such measures include establishment of the inside information identification, reporting, and disclosure protocol and procedures.

#### 年度確認

董事局每年透過審核委員會，對本集團在會計、內部審計及財務匯報職能的資源、員工的資歷及經驗，以及他們所接受的培訓項目及有關預算方面的充足性作出檢討，並對檢討結果表示滿意。

董事局已對本集團持續監控風險管理及內部監控系統的範圍和質量進行評估。基於上文「內部審計」一節所述的內部審計工作結果，董事局認為截至2024年3月31日止年度的風險管理及內部監控系統有效及足夠。董事局並沒有察覺任何能影響本集團實現其戰略目標的重大事項。

#### 處理和發佈內幕消息的程序和監控

本集團已採取適當措施，以符合《證券及期貨條例》「第XIVA部 – 披露內幕消息」的規定，確保內幕消息維持保密，直至披露此類消息得到適當的批准，並以有效及一致的方式發佈該等消息。這些措施包括建立識別、匯報和披露內幕消息的機制與程序。



**EXTERNAL AUDITOR**

Crowe (HK) has been re-appointed as the Company's external auditor at the 2023 AGM until the conclusion of the next annual general meeting.

The Audit Committee in its meeting on 25 June 2024 recommended the re-appointment of Crowe (HK) as the Company's external auditor at 2024 AGM and the Board has adopted the same view as that of the Audit Committee.

In order to maintain independence, Crowe (HK) is primarily responsible for providing audit services in connection with the Group's consolidated financial statements, and only provides non-audit services that do not impair their independence or objectivity and are approved by the Audit Committee.

**外聘核數師**

國富浩華(香港)已於2023年股東週年大會上獲重新委任為本公司外聘核數師，直至下一屆股東週年大會結束為止。

審核委員會於2024年6月25日之會議上建議在2024年股東週年大會上重新委任國富浩華(香港)為本公司外聘核數師，而董事局與審核委員會之意見一致。

為了保持其獨立性，國富浩華(香港)主要負責就本集團綜合財務報表提供核數服務，以及不會損害其獨立性或客觀性、並經由審核委員會批准的非核數服務。

**REMUNERATION PAID OR PAYABLE TO CROWE (HK) FOR AUDIT AND NON-AUDIT SERVICES**

已付或應付予國富浩華(香港)的核數及非核數服務酬金

Services Rendered	提供的服務	1/4/2023 to 31/3/2024	1/4/2022 to 31/3/2023
		2023年 4月1日 至2024年 3月31日 HK\$'000 千港元	2022年 4月1日 至2023年 3月31日 HK\$'000 千港元
Audit services	核數服務	1,730	2,280
Non-audit services	非核數服務		
Review of interim condensed consolidated financial statements	審閱中期簡明綜合財務報表	600	1,100
Taxation advisory	稅務諮詢	49	49
Special engagements	特定委聘	90	480
<b>Total</b>	<b>總額</b>	<b>2,469</b>	<b>3,909</b>

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

## INVESTOR RELATIONS

### Constitutional Documents

The Company's memorandum of association and Bye-laws (in both English and Chinese) are available on the websites of the Company ([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk)) and the Stock Exchange.

No amendments have been made to the Bye-laws during the Reporting Period.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Throughout the Reporting Period and up to the date of the directors' report, the Board has reviewed the corporate governance practices of the Company and continued to apply the principles of, and complied with, the applicable code provisions in Part 2 of the Corporate Governance Code except for certain deviations as specified with considered reasons set below.

## 投資者關係

### 組織章程文件

本公司之組織章程大綱及公司細則(中英文版本)上載於本公司網站([www.blueriverholdings.com.hk](http://www.blueriverholdings.com.hk))及聯交所網站。

於報告期內，本公司並沒有修訂公司細則。

### 遵守《企業管治守則》

於整個報告期內及截至董事局報告書日期，董事局已審閱本公司之企業管治常規，並繼續應用及遵守《企業管治守則》第二部分之原則及適用守則條文，惟若干於下文闡述原因之偏離事項除外。

Code Provision C.2.1 stipulates that the roles of chairman and CE should be separate and should not be performed by the same individual. Following the resignation of Mr Tschirner as the Managing Director (which is equivalent to the CE) with effect from 1 July 2023, Mr Kwong was appointed as the Managing Director and has performed the roles of the Chairman and Managing Director with effect from 1 July 2023. Mr Kwong assumes both roles of the Chairman and the Managing Director and is responsible for overseeing the management and operations of the Group. The senior management of the Group continues to be responsible for the management and administrative functions and day-to-day operations of the Group under the supervision of the Managing Director, who is concurrently the Chairman. Despite the deviation from the Code Provision C.2.1 of the Corporate Governance Code, Mr Kwong continues to provide solid and continuous leadership to the Group with his extensive experience and knowledge in management and maintain the continuity and efficiency in the management and operation of business of the Group. Moreover, under the supervision of other existing members of the Board, including the independent non-executive Directors, the Board is appropriately structured with balance of power comprising experienced and high caliber individuals with not less than half of the number thereof being independent non-executive Directors to provide sufficient oversight to protect the interests of the Company and the Shareholders.

守則條文C.2.1條訂明主席及行政總裁之角色應有區分，並不應由一人同時兼任。隨著Tschirner先生自2023年7月1日起辭任總裁(相當於行政總裁)之職務後，鄺先生已獲委任為總裁，並自2023年7月1日起履行主席兼總裁職務。鄺先生同時擔任主席及總裁，負責監督本集團之管理及運作。本集團高級管理層繼續在總裁(現同時擔任主席)監督下，負責本集團的管理及行政職能以及日常營運。儘管此舉偏離《企業管治守則》守則條文C.2.1條，鄺先生繼續以其豐富的管理經驗及知識為本集團提供堅實一貫的領導，並維持本集團業務管理及運作方面的一貫性及效率。此外，在董事局其他現有成員(包括獨立非執行董事)的監督下，董事局由經驗豐富及能幹的人士組成，其中不少於一半人士為獨立非執行董事，具備適當之權力制衡架構，可提供足夠制約以保障本公司及股東的利益。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ABOUT THIS REPORT

This environmental, social and governance (“ESG”) report (the “Report”) of Blue River Holdings Limited (the “Company”) and its subsidiaries (the “Group”) for the year ended 31 March 2024 (the “Reporting Period”) covers environmental (Subject Area A) and social (Subject Area B) topics as set out in the Environmental, Social and Governance Reporting Guide (the “Guide”) in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Corporate governance is addressed separately in the Corporate Governance Report (the “Corporate Governance Report”) set out in pages 34 to 73 of this annual report (the “Annual Report”).

### SCOPE OF THIS REPORT

The ESG information in this Report covers material issues (the assessment process for which is detailed in the section titled “Materiality Assessment and Stakeholders Engagement” below) of all of our business segments discussed in the “Business Review” section of the Annual Report, except for those business entities: (i) in which the Company does not have a controlling interest; and (ii) whose ESG implications are considered insignificant to the Group.

Upon and after the disposals of Paul Y. Engineering Group Limited and Profit Tycoon Holdings Limited in March 2023, the Group no longer engaged in (i) the engineering business and (ii) the land and property development and investment business in the People’s Republic of China (the “PRC” or “Mainland China”) (the “Discontinued Businesses”). The remaining business segments have become more significant to the Group and the scope of this Report has been revised for the Reporting Period, being (a) excluded the Discontinued Businesses and (b) included the Property Business, Securities Business and Financial Services Business (as defined below), collectively referred to as the “Property, Securities and Financial Services Businesses”.

### 關於本報告

Blue River Holdings Limited 藍河控股有限公司(「本公司」)及其附屬公司(「本集團」)截至2024年3月31日止年度(「報告期」)之本環境、社會及管治(「環境、社會及管治」)報告(「本報告」)涵蓋《香港聯合交易所有限公司證券上市規則》附錄C2《環境、社會及管治報告指引》(「指引」)所載的「環境(主要範疇A)」和「社會(主要範疇B)」議題。企業管治在本年報(「年報」)第34至73頁所載的企業管治報告(「企業管治報告」)內獨立闡述。

### 本報告的範圍

除了(i)本公司沒有持有其控股權益的業務實體；及(ii)有關業務實體被視為對本集團的環境、社會及管治之影響並不重大之外，本報告中的環境、社會及管治資料涵蓋了年報中「業務審視」章節中討論的所有業務分部的重要事項(其評估過程在以下標題為「重要性評估和持份者參與」的章節中詳列)。

於2023年3月出售保華建業集團有限公司及Profit Tycoon Holdings Limited後，本集團已不再從事(i)工程業務；及(ii)於中華人民共和國(「中國」或「中國內地」)從事土地及物業發展及投資業務(「已終止經營業務」)。餘下業務分部對本集團的重要性大增，因此，報告期內本報告所涵蓋的範圍已作修訂如下：(a)不包括已終止經營業務；及(b)包括物業業務、證券業務及金融服務業務(定義見下文)，統稱為「物業、證券及金融服務業務」。

Hence, the business segments for the Reporting Period were: (i) the development and operation of ports, infrastructure, gas distribution and logistics facilities in Wuhan, Hubei Province (the “Ports and Logistics Business”); (ii) the property investment business in Hong Kong (the “Property Business”); (iii) the securities trading and investment business in Hong Kong (the “Securities Business”); and (iv) the provision of loan financing, financial related services and cash management services in Hong Kong (the “Financial Services Business”).

### THE COMPANY'S APPROACH TO ESG RISKS, IMPACTS, OPPORTUNITIES AND REVIEW OF ESG PERFORMANCE

We consider ourselves duty-bound to assess and manage all foreseeable risk factors as effectively as possible. We believe that effective management of ESG risks, impacts and opportunities can deliver more sustainable and improve financial performance in long term.

We recognise the need to assess ESG risks in our investments and the operational process of our subsidiaries and their impact on financial performance and the communities where both we and our subsidiaries operate.

Our vision and strategy for ESG is set out broadly in our ESG policy (“ESG Policy”). The guiding principles for each ESG area (as detailed in the “Business Review” section of the Annual Report) have been developed in line with our approach to ESG management strategy. Through dialogue with the management of our business units and other stakeholders, we develop strategic approaches to address ESG challenges and integrate these into our business practices. We also monitor ESG performance through regular reviews and enhance ESG awareness through training. Relevant findings and recommendations are reported to the Board of Directors of the Company (the “Board”) on an ongoing basis.

因此，報告期內之業務分部為：(i) 於湖北省武漢進行港口、基礎設施、燃氣配送及物流設施之發展及營運(「港口及物流業務」)；(ii) 於香港進行房地產投資業務(「物業業務」)；(iii) 於香港進行證券交易和投資業務(「證券業務」)；及(iv) 於香港提供貸款融資、金融相關服務及現金管理服務(「金融服務業務」)。

### 本公司應對環境、社會及管治的風險、影響和機遇的方法及對環境、社會及管治表現的檢討

我們認為本公司有責任並盡可能有效地去評估和管理所有可預見的風險因素。我們相信有效管理環境、社會及管治的風險、影響和機遇，長遠來看能維持更具可持續性且更好的財務表現。

我們意識到有必要評估我們在投資上以及附屬公司在經營過程中的環境、社會及管治風險，以及它們在財務表現及我們和附屬公司經營所在的社區上的影響。

我們對於環境、社會及管治的願景和策略在我們的環境、社會及管治政策(「環境、社會及管治政策」)中已列明。每個環境、社會及管治範疇(在年報的「業務審視」章節中詳列)的指引原則乃根據我們的環境、社會及管治管理策略方針而制定。通過與業務經營單位之管理層和其他持份者的對話，我們制定策略去應對環境、社會及管治挑戰並將它們融入業務經營中。我們亦通過定期審視監管環境、社會及管治表現，以及通過培訓增強環境、社會及管治意識，並持續地把相關的發現和建議向本公司董事局(「董事局」)匯報。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

We require all business units to implement the necessary level of risk management and internal controls to ensure compliance with our ESG Policy, considering their specific business needs and circumstances. We ensure that all employees receive the relevant information, training and supervision to mitigate and manage the associated ESG risks. A strong emphasis is placed on preventing accidents and incidents, but in the event that they occur, we have appropriate emergency plans that are routinely rehearsed.

Business units are required to perform risk management and internal control review annually to assess the effectiveness of their internal control systems. The risk assessment is conducted using a questionnaire which includes ESG matters. The methodology for reviewing the effectiveness of these risk management and internal control systems is detailed in section titled “Risk Management Framework” in the Corporate Governance Report of the Annual Report.

## SUSTAINABLE DEVELOPMENT GOALS AND TARGETS

The Company recognises the need to integrate ESG risks, impacts and opportunities into its business strategy. The integration aims to deliver not only robust financial performance but also sustainable development of the Group over the long term. The Board determines the ESG goals and targets, ensuring alignment with the current performance and its strategic future development of the Group. The Group is dedicated to addressing carbon emissions and wastes in its daily operation. The Board and the management are responsible for reviewing these goals and targets, with the objective of achieving continual improvement in ESG performance of the Group.

我們要求所有業務單位執行必要的風險管理及內部監控，以確保遵守我們的環境、社會及管治政策，同時顧及其各自的業務需求及具體情況。我們確保為全體員工提供相關資訊、培訓及監督，力求減輕及管理相關環境、社會及管治風險。我們高度重視預防意外及事故發生，即使發生意外及事故，我們亦有適當的應急計劃，並定期進行演練。

業務單位需要每年進行風險管理及內部監控審查，以評估內部監控系統的有效性。風險評估乃通過問卷方式進行，當中涵蓋環境、社會及管治相關事宜。檢討風險管理及內部監控系統有效性的方法於年報的企業管治報告中標題為「風險管理框架」的章節中詳述。

## 可持續發展目標和指標

本公司意識到有必要在業務策略中納入環境、社會及管治風險、影響及機遇，藉此實現穩健的財務業績，同時可確保本集團長遠可持續發展。董事局制定環境、社會及管治目標和指標，確保與本集團當前表現及其未來策略發展保持一致。本集團致力解決日常營運中的碳排放及廢棄物問題。董事局及管理層負責檢討該等目標和指標，力求持續改善本集團的環境、社會及管治表現。

## ESG GOVERNANCE STRUCTURE

## 環境、社會及管治方面的管治架構

### Board of Directors

#### 董事局

- ▶ Has overall responsibility for the Company's ESG strategy and reporting  
對本公司的環境、社會及管治策略及匯報承擔全部責任
- ▶ Sets the Company's performance targets for ESG management  
制定本公司在環境、社會及管治管理方面的表現指標
- ▶ Delegates the day-to-day responsibility for ESG-related matters to senior management and ESG reporting committee of the Company (the "ESG Reporting Committee")  
將環境、社會及管治相關事宜的日常職責委託給本公司高級管理層及環境、社會及管治報告委員會(「環境、社會及管治報告委員會」)
- ▶ Approves ESG Policy and ESG Report  
審批環境、社會及管治政策及環境、社會及管治報告

### Audit Committee

#### 審核委員會

- ▶ Reviews the effectiveness of risk management and internal control systems related to ESG matters  
檢討與環境、社會及管治事項相關的風險管理和內部監控系統的有效性

### Corporate Governance and Compliance Committee

#### 企業管治及法規委員會

- ▶ Reviews ESG policies and practices developed by senior management and ESG Reporting Committee and makes recommendations to the Board  
檢討由高級管理層及環境、社會及管治報告委員會所制定的環境、社會及管治政策及常規，並向董事局提出建議
- ▶ Reviews the progress on achieving ESG performance targets  
檢討達致環境、社會及管治表現指標的進度
- ▶ Reviews and monitors the Company's compliance with legal and regulatory requirements related to ESG matters and meets with the management to assess related compliance policies, programs and procedures  
檢討及監察本公司在遵守環境、社會及管治相關事宜的法律及監管規定方面的情況，並與管理層舉行會議，以評估相關的合規政策、方案及程序
- ▶ Investigates or causes to be investigated any significant instances of non-compliance or potential compliance violations that are reported to the corporate governance and compliance committee of the Company  
調查或安排調查向本公司企業管治及法規委員會舉報的任何重大違規或潛在違規情況
- ▶ Reviews ESG Report developed and prepared by senior management and ESG Reporting Committee  
審閱由高級管理層及環境、社會及管治報告委員會所制定及編製之環境、社會及管治報告

### Senior Management and ESG Reporting Committee

#### 高級管理層及環境、社會及管治報告委員會

- ▶ Develops the Company's ESG policies and practices  
制定本公司的環境、社會及管治政策及常規
- ▶ Designs, implements and monitors the risk management and internal control systems related to ESG matters  
設計、實施和監察與環境、社會及管治事項相關的風險管理和內部監控系統
- ▶ Develops the actions in achieving ESG performance targets  
制定為達致環境、社會及管治表現指標所需的行動
- ▶ Ensures compliance with legal and regulatory requirements related to ESG matters  
確保遵守與環境、社會及管治方面相關的法律及監管規定
- ▶ Prepares ESG Report with the assistance of external consultant  
在外部顧問的協助下編製環境、社會及管治報告

### ESG Working Group

#### 環境、社會及管治工作組

- ▶ Assists senior management and ESG Reporting Committee in developing ESG policies and practices and preparing ESG Report  
協助高級管理層及環境、社會及管治報告委員會制定環境、社會及管治政策及常規和編製環境、社會及管治報告
- ▶ Assists senior management and ESG Reporting Committee in developing actions for achieving ESG performance targets  
協助高級管理層及環境、社會及管治報告委員會制定為達致環境、社會及管治表現指標所需的行動
- ▶ Assists senior management in coordinating and implementing ESG policies and practices  
協助高級管理層統籌及實施環境、社會及管治政策及常規

### Departments and Business Units

#### 部門及業務經營單位

- ▶ Complies with ESG policies and practices developed by senior management and ESG Reporting Committee  
遵循由高級管理層及環境、社會及管治報告委員會制定的環境、社會及管治政策及常規
- ▶ Implements good operation practices and ensures ESG compliance in daily operations  
實施良好營運操守並在日常操作中確保環境、社會及管治的合規性
- ▶ Implements the actions required to achieve ESG performance targets  
採取為達致環境、社會及管治表現指標所需的行動

**MATERIALITY ASSESSMENT AND STAKEHOLDERS ENGAGEMENT**

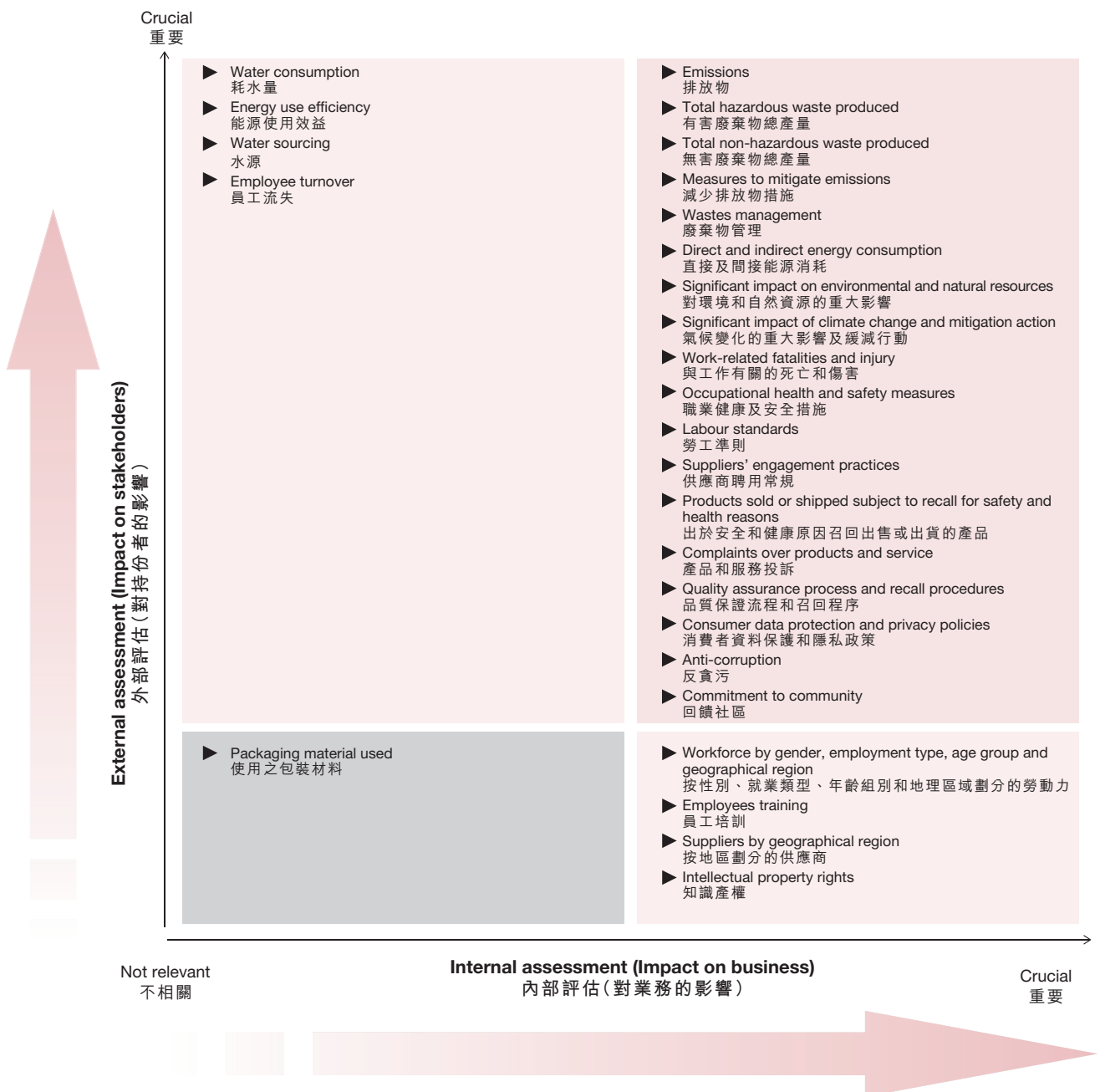
In deciding what ESG information to be included in this Report, we have taken into account the materiality of the relevant information, that is, its significance and relevance to the Company’s business and operations.

The materiality matrix below shows the results of our materiality assessment for the Reporting Period:

**重要性評估和持份者參與**

當決定何種環境、社會及管治資料可納入本報告時，我們考慮相關資料的重要性，即其對本公司業務及經營是否重要和相關。

以下的重要性矩陣顯示了我們在報告期內的重要性評估結果：





Based on the annual materiality assessment, the following principal ESG issues are identified as our key aspects:

- Climate change: Climate change presents a global challenge and more stringent laws and regulations regarding disclosure requirements have been in force;
- Energy management: Effective energy management can reduce energy consumption and improve operational performance and productivity of our Group;
- Care for employees: We value our employees as fundamental to our sustainable business development and ongoing success. We are committed to safeguarding their labour rights, health and safety, and actively strive to improve their working conditions in order to retain our employees;
- Product/Service responsibility: High-quality products and services are vital for enhancing brand image, customer retention and maintaining customer loyalty; and
- Effective corporate governance: It is essential for ongoing development and success of the Company's business, ensuring regulatory compliance, enhancing competitiveness and building long-term enterprise value.

The matrix is based on both internal and external materiality assessments conducted for the Reporting Period. By engaging our key stakeholders, the assessment results provide an important reference for our ESG management and information disclosure. The internal materiality assessment involved senior management and other key employees of the Company. The external assessment involved stakeholders such as relevant government and regulatory bodies, customers, suppliers and the communities where our businesses operate. These stakeholders were identified by consulting various departments within our business units such as sales and marketing, procurement, legal and finance.

根據年度重要性評估，我們將下列主要環境、社會及管治議題識別為關鍵範疇：

- 氣候變化：氣候變化議題關乎全世界，並已針對披露要求實施更嚴格的法律及法規；
- 能源管理：有效能源管理可減少能耗，提高本集團的營運表現及生產力；
- 關懷員工：我們重視員工，並視之為本集團可持續業務發展及持續成功的關鍵。我們承諾維護員工的勞工權利、健康與安全，並設法改善其工作條件以挽留員工；
- 產品／服務責任：優質產品及服務對於提升品牌形象、留住客戶及維持客戶忠誠度至關重要；及
- 有效企業管治：此乃本公司業務持續發展及成功的關鍵，有助確保監管合規、提高競爭力及建立企業長遠價值。

該矩陣以報告期內進行的內部及外部重要性評估為依據。透過與主要持份者溝通，所得評估結果為我們的環境、社會及企業管理及資訊披露提供重要參考。內部重要性評估牽涉本公司高級管理層及其他關鍵員工，而外部評估則牽涉相關政府及監管機構、客戶、供應商以及業務經營所在社區等持份者。有關持份者乃透過諮詢業務單位不同部門(如銷售市場部、採購部、法律部及財務部)而識別。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

Key stakeholders of the Company are engaged through ongoing and comprehensive communication channels to understand their concerns and expectations.

本公司透過持續和全面的溝通渠道與主要持份者溝通，以瞭解其關注和期望。

Below is the table listing our key stakeholders, their primary concerns and our channels of ongoing engagement:

下表載列我們的主要持份者、其關注重點，以及我們與其持續地溝通的途徑：

Key stakeholders 主要持份者	Key concerns 關注重點	Engagement channels 溝通途徑
Shareholders and investors 股東和投資者	<ul style="list-style-type: none"> <li>▶ Financial performance and position 財務表現及狀況</li> <li>▶ Corporate governance 企業管治</li> <li>▶ Sustainable development 可持續發展</li> </ul>	<ul style="list-style-type: none"> <li>▶ Annual and interim reports 年報和中期報告</li> <li>▶ Announcements and circulars 公告及通函</li> <li>▶ General meetings 股東大會</li> <li>▶ Meetings and interviews 會議和訪問</li> <li>▶ Information disclosed on the Company's website 於本公司網站內披露之信息</li> </ul>
Lenders 貸款人	<ul style="list-style-type: none"> <li>▶ Financial performance and position 財務表現及狀況</li> <li>▶ Corporate governance 企業管治</li> </ul>	<ul style="list-style-type: none"> <li>▶ Business visits 商務拜訪</li> <li>▶ Information disclosed in the Company's website 於本公司網站內披露之信息</li> <li>▶ Liaison through email and telephone 通過電子郵件及電話聯絡</li> </ul>
Regulatory bodies 監管機構	<ul style="list-style-type: none"> <li>▶ Compliance 合規</li> <li>▶ Corporate governance 企業管治</li> <li>▶ Laws, regulations and practices 法律、法規和常規</li> </ul>	<ul style="list-style-type: none"> <li>▶ Compliance reporting 合規匯報</li> <li>▶ Consultation 諮詢</li> <li>▶ Meetings 會議</li> <li>▶ Seminars and workshops 研討會及工作坊</li> </ul>

Key stakeholders 主要持份者	Key concerns 關注重點	Engagement channels 溝通途徑
Customers 客戶	<ul style="list-style-type: none"> <li>▶ Quality of products and services 產品和服務質素</li> <li>▶ Corporate reputation 企業信譽</li> <li>▶ Data privacy 資料私隱</li> <li>▶ Business integrity and conduct 業務誠信和行為</li> </ul>	<ul style="list-style-type: none"> <li>▶ Daily operations 日常營運</li> <li>▶ Business visits 商務拜訪</li> <li>▶ Meetings 會議</li> <li>▶ Customer satisfaction survey 客戶滿意度調查</li> <li>▶ Complaint handling mechanism 投訴處理機制</li> <li>▶ Brochures and leaflets 小冊子及單張</li> </ul>
Suppliers 供應商	<ul style="list-style-type: none"> <li>▶ Corporate reputation 企業信譽</li> <li>▶ Fair and ethical business practice 公平與道德營商手法</li> <li>▶ Long-term relationship 長期合作關係</li> </ul>	<ul style="list-style-type: none"> <li>▶ Procurement and tendering process 採購與投標流程</li> <li>▶ Business visits 商務拜訪</li> <li>▶ Seminars and workshops 研討會與工作坊</li> </ul>
Employees 僱員	<ul style="list-style-type: none"> <li>▶ Health and safety 健康與安全</li> <li>▶ Remuneration and benefits 薪酬和福利</li> <li>▶ Training and development 培訓與發展</li> <li>▶ Equal opportunities 平等機會</li> <li>▶ Corporate culture 企業文化</li> </ul>	<ul style="list-style-type: none"> <li>▶ Training workshops and seminars 培訓工作坊與研討會</li> <li>▶ Regular performance reviews 定期表現評估</li> <li>▶ Meetings and discussions 會議和討論</li> <li>▶ Company activities 公司活動</li> <li>▶ Company notices 公司通告</li> <li>▶ Enquiry and complaint handling mechanism 信訪及投訴處理機制</li> </ul>
Community 社區	<ul style="list-style-type: none"> <li>▶ Social contribution 社會貢獻</li> <li>▶ Environmental responsibilities 環境責任</li> <li>▶ Community participation 社區參與</li> </ul>	<ul style="list-style-type: none"> <li>▶ Charitable donation 慈善捐贈</li> <li>▶ Community investment 社區投資</li> <li>▶ Volunteer activities 志願活動</li> </ul>

## REPORTING PRINCIPLES

In the preparation of this Report, we have applied four reporting principles listed below:

**Materiality:** This Report presents the identities of our key stakeholders and their concerns. It also explains the methodology for determining material issues and use the materiality matrix to demonstrate the priority of each issue. Please refer to the section titled “Materiality Assessment and Stakeholders Engagement” for further details.

**Quantitative:** This Report discloses Key Performance Indicators (“KPIs”) in a quantitative manner with measurable criteria, and reports emission and employment data according to the standards, methodologies, assumptions or calculation tools used, and source of conversion factors used, where appropriate, for the reporting of KPIs. Please refer to the sections titled “Key Performance Indicators – Environmental” and “Key Performance Indicators – Social” for further details.

**Balance:** This Report discusses our achievements and challenges in all aspects of sustainable development, aiming to provide an unbiased picture of our performance to the stakeholders.

**Consistency:** This Report uses same methodologies as in previous years wherever possible and explains any changes to the methods used where appropriate. It ensures that a consistent method is used to provide ESG data that is comparable with historical data.

## 匯報原則

編製本報告時，我們應用下列四項匯報原則：

**重要性：**本報告呈列主要持份者的身份及其關注重點，同時闡述釐定重大議題的方法，並使用重要性矩陣展示各項議題的優先順序。進一步詳情請參閱「重要性評估和持份者參與」一節。

**量化：**本報告以量化方式及可衡量準則披露關鍵績效指標（「關鍵績效指標」），並根據匯報關鍵績效指標所採用的標準、方法、假設或計算工具以及轉換系數來源（如適用）報告排放及僱傭數據。進一步詳情請參閱「關鍵績效指標 – 環境」及「關鍵績效指標 – 社會」章節。

**平衡：**本報告探討我們在可持續發展各方面的成就及挑戰，從而不偏不倚地向持份者呈報我們的表現。

**一致性：**本報告盡量使用與過往年度相同的方法，並已在適當時候解釋所用方法的任何變動，以確保採用一致的方法來提供與歷史數據可資比較的環境、社會及管治數據。

## ENVIRONMENTAL PROTECTION

We strive to comply with all relevant environmental laws and regulations applicable to our various business operations. Our legal team has been working closely with our business units to assess the impact of promulgated environmental protection laws and regulations such as:

- the “Air Pollution Control Ordinance, Cap. 311, Laws of Hong Kong”;
- the “Waste Disposal Ordinance, Cap. 354, Laws of Hong Kong”;
- the “Water Pollution Control Ordinance, Cap. 358, Laws of Hong Kong”;
- the “Noise Control Ordinance, Cap. 400, Laws of Hong Kong”;
- the “Motor Vehicle Idling (Fixed Penalty) Ordinance, Cap. 611, Laws of Hong Kong”;
- the “Environmental Protection Law of the PRC”;
- the “Law of Prevention and Control of Atmospheric Pollution of the PRC”;
- the “Water Pollution Prevention and Control Law of the PRC”;
- the “Law of the PRC on Noise Pollution Prevention and Control”;
- the “Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste”; and
- the “National Environmental Emergency Response Plan”.

Policies to minimise the environmental impacts from operations have been established and are promptly updated in accordance with the aforesaid laws and regulations. Moreover, a reporting system has been developed and all our business operating units are required to promptly report any significant non-compliance issues, including those related to the environment, to senior management.

During the Reporting Period, there was no material non-compliance with laws and regulations related to environment that could have had a significant impact on the Group.

## 環境保護

我們努力遵守所有適用於我們各項業務經營上有關環境的法律及法規。我們的法律團隊與我們的業務單位緊密合作，評估下列已頒佈的環保法律及法規的影響，例如：

- 香港法例第311章《空氣污染管制條例》；
- 香港法例第354章《廢物處置條例》；
- 香港法例第358章《水污染管制條例》；
- 香港法例第400章《噪音管制條例》；
- 香港法例第611章《汽車引擎空轉（定額罰款）條例》；
- 《中國環境保護法》；
- 《中國大氣污染防治法》；
- 《中國水污染防治法》；
- 《中國噪音污染防治法》；
- 《中國固體廢物污染環境防治法》；及
- 《國家突發環境事件應急預案》。

我們已經制定了盡量減少經營造成環境影響的政策並根據上述法律及法規進行及時更新。此外，我們建立了一項匯報系統，我們所有業務經營單位必須及時向高級管理層匯報任何重大違規問題，包括環境相關事宜。

在報告期，沒有發生與環境有關的法律及法規且可能對本集團產生重大影響的重大不合規事項。

## AIR EMISSIONS

The emission sources mainly come from the operations of the Ports and Logistics Business. For example, sulphur oxides (“SOx”) and nitrogen oxides (“NOx”) are produced from fuel consumption of liquefied petroleum gas (“LPG”) filling trucks, patrol vehicles, lawn mowers, office vehicles and cooking stoves. Particulate matter (“PM”) is generated from the dust that arises from fuel consumption by vehicles, trucks, vessels and cargo handling equipment. The combustion of fuels from these mobile sources also leads to greenhouse gas (“GHG”) emissions. Our direct GHG emissions (Scope 1) come from the use of petrol/gasoline and LPG, while our indirect GHG emissions (Scope 2) come from the consumption of purchased electricity. Dust, exhausted gases and other airborne particles are produced from the operations at fuel storage-tank farm and compressed natural gas (“CNG”) fueling stations. Additionally, a small number of fugitive emissions are released between storage tanks and pipelines during the transmission of LPG and CNG.

Since the Property, Securities and Financial Services Businesses are primarily conducted in office, the main sources of the GHG emissions are vehicle fuel and indirect emissions from office electricity use. Hence, their air emission amount is not significant.

Various preventive and corrective measures have been implemented to address the air emission issues arising from our operations.

Controlling vehicles’ speed at fuel storage-tank farm and CNG fueling stations as well as performing regular cleaning and maintenance of paved access roads has been performed to minimise the impact of SOx, NOx and fugitive emissions. LPG and CNG leakage detectors have been frequently used to monitor and ensure that no incidents of vast leakage occur during the LPG transmission and CNG filling services. Furthermore, to minimise GHG emissions, gasoline and diesel that comply with national standards have been used in all vehicles and regular maintenance has been carried out. We prioritise the use of equipment that has energy efficiency labels or that uses renewable energy and we monitor exhaust emissions on a regular basis.

## 氣體排放

主要排放源來自港口及物流業務營運。例如，液化石油氣（「液化石油氣」）加氣車、巡邏車、割草機、辦公用車及爐灶的燃料消耗會產生硫氧化物（「硫氧化物」）及氮氧化物（「氮氧化物」）。顆粒物（「顆粒物」）源自車輛、卡車、船舶及貨物裝卸設備相關燃料消耗所產生的灰塵。上述移動來源燃燒燃料亦會產生溫室氣體（「溫室氣體」）排放。我們的直接溫室氣體排放（範圍1）來自汽油及液化石油氣的使用，而間接溫室氣體排放（範圍2）則來自外購電力的消耗。燃料儲槽區及壓縮天然氣（「壓縮天然氣」）加氣站運作會產生灰塵、廢氣及其他空氣微粒。此外，液化石油氣及壓縮天然氣輸送過程中，儲存槽與管道之間會釋放少量無組織排放。

由於物業、證券及金融服務業務主要在辦公室進行，溫室氣體之主要排放來源為車輛燃料及辦公室用電所產生之間接排放。因此，其氣體排放量並不重大。

我們已採取各種預防及糾正措施解決營運過程中產生的廢氣排放問題。

我們控制燃料儲槽場及壓縮天然氣加氣站的車輛速度，並會定期清潔和維護鋪設通路，力求最大限度地減少硫氧化物、氮氧化物及無組織排放的影響。液化石油氣及壓縮天然氣洩漏探測器經常用於監測並確保液化石油氣傳輸及壓縮天然氣加注服務過程中不會發生大量洩漏事故。此外，為減少溫室氣體排放，所有車輛均使用符合國家標準的汽油及柴油，並定期進行維護。我們優先選用配備能源效率標籤或使用再生能源的設備，並定期監測廢氣排放。

Being a responsible enterprise, we are dedicated to minimising negative impacts of air emissions and energy consumption on the environment. By managing emissions and consumption, we endeavour to increase resource efficiency through sustainable operations. We have implemented the aforementioned environmentally friendly and sustainable measures to reduce carbon emissions and wastes, and to enhance energy efficiency.

## **SEWAGE**

Domestic sewage generated by staff at the CNG fueling stations is treated by a septic tank. The effluent discharged from septic tanks is either used by local villagers for vegetable farming or discharged into the municipal sewage network. In addition, industrial sewage, such as wastewater from stockyard and machinery cleaning, is produced during our ports and logistics operations at fuel storage-tank farm and river terminal. The LPG-carrying vessels berthed at the river terminal produce oil-contaminated sewage.

Sewage treatment facilities such as sediment tank and oil-water separation system have been set up. A transit collection device has been installed on the deck of the river terminal to collect domestic sewage and oil sewage from the berthed vessels.

Sewage is treated to remove contaminants before being reused or being duly discharged in compliance with the "Prevention and Control of Water Pollution of the PRC". Ground flushing water is duly discharged into the nearby river after undergoing oil-water separation treatment. Water used for cleaning and cooling storage tanks is recycled through a pipe network and directed to a pool for reuse or in case of a fire emergency. At our river terminal, a local sanitation company has been engaged to collect sewage from our LPG-carrying vessels during our ports and logistics operations.

作為負責任企業，我們竭盡所能減少廢氣排放及能源消耗對環境造成的負面影響。透過管理排放及消耗，我們設法透過可持續營運提高資源效率。我們已實施上述環保及可持續發展措施，以減少碳排放及廢物並提高能源效率。

## **污水**

壓縮天然氣加氣站工作人員產生的生活污水均經過化糞池處理。化糞池排出的污水供當地村民用作耕種或排入市政污水管網。此外，港口及燃料儲槽場和內河碼頭的物流作業過程亦會產生工業污水，例如清洗堆場及機械的廢水。停泊於內河碼頭的液化石油氣運輸船會產生油污水。

我們已設立沉澱池及油水分離系統等污水處理設施。我們已於內河碼頭的甲板上安裝運送收集裝置，用作收集船舶於停泊期間所排放的生活污水及油污水。

污水經去除雜質等處理程序後會循環再使用或根據《中國水污染防治法》合法地排放。地面沖洗水經油水分離處理後合法地排放至附近河流。儲罐清潔及冷卻用水透過管網回收並引導至水池以供循環再用或作為消防應急之用。我們已委聘一家環衛公司於內河碼頭收集港口及物流運作期間源自液化石油氣運輸船的污水。

## WASTE MANAGEMENT

The availability of suitable land for landfill is decreasing, while concerns about environmental and health impacts of landfill sites and waste treatment (both hazardous and non-hazardous ones) are increasing. We endeavour to reduce the amount of waste being transported to landfills or processed in other ways by implementing source reduction and we encourage reusing and recycling as much as possible.

Hazardous waste such as used engines and lubrication oil from machinery maintenance at fueling stations, fluorescent lights, used printer cartridges and vehicle batteries, must be first stored in a designated storage areas and then collected by licenced contractors or taken to designated recycling stations. We strictly prohibit dumping, discarding or stacking hazardous waste to avoid any land or water pollution.

Non-hazardous waste generated by the Group mainly consists of domestic and office waste such as wastepaper. To achieve waste reduction, we advocate for green office environment by encouraging employees to minimise paper consumption through the use of digital documents instead of printing and by adopting double-sided printing. We minimise the consumption of disposable items by replacing them with reusable ones. For example, we have replaced disposable paper cups and utensils with glass cups and metal cutlery in our office.

In compliance with the “Prevention and Control of Environmental Pollution by Solid Waste of the PRC”, our domestic waste management system has been established, encompassing classification, collection, transportation and treatment processes. Non-hazardous waste such as employees’ domestic and office waste is classified into recyclable or non-recyclable waste. Non-recyclables waste is collected periodically by eligible sanitation companies in accordance with the revised laws and regulations.

## 廢棄物管理

適用於垃圾堆填的土地之供應正在減少，而有關垃圾堆填區及廢物處理（包括有害廢棄物和無害廢棄物）對環境和健康影響的關注正在增加。我們盡可能地透過源頭減廢及鼓勵循環再使用和回收再利用廢棄物以減少將要堆填或以其他方式處理之廢棄物的數量。

有害廢棄物（如加氣站機器維修產生的廢引擎及潤滑油、螢光燈、廢棄印表機墨水匣及汽車電池等）必須先存放在指定的儲存區域，再由持牌承包商收集或運送至指定回收站。我們嚴格禁止傾倒、丟棄或堆疊有害廢棄物，避免造成土地或水污染。

本集團產生的無害廢棄物主要包括廢紙等生活廢棄物及辦公廢棄物。為減少廢棄物，我們倡導綠色辦公環境，鼓勵員工使用電子文件代替列印，並採用雙面列印，盡量減少紙張消耗。我們採用可重複使用的物品取代一次性物品，盡可能減少一次性物品消耗。例如，我們於辦公室採用玻璃杯及金屬餐具取代即棄紙杯及餐具。

根據《中華人民共和國固體廢物污染環境防治法》，我們已建立涵蓋分類、收集、運輸及處理等流程的生活廢棄物管理系統。員工生活廢棄物及辦公廢棄物等無害廢棄物分為可回收廢棄物及不可回收廢棄物。不可回收廢棄物由合資格環衛公司按照經修訂的法律及法規定期收集。



## USE OF RESOURCES

Energy consumption has a direct effect on our environment, operational costs and exposure to fluctuations in energy supply and prices. This is because most of the energy consumption comes from fossil fuels. The extraction, transportation and processing of fossil fuels may cause land degradation, water and atmospheric pollution and the usage of these fossil fuels will generate GHGs which are the major cause of climate change. On the other hand, water is becoming a precious resource especially under increasing pressure from factors such as drought, population increase and rising demand for industrial uses. To reduce its environmental impact and enhance resources efficiency, we have adopted policies on the effective use of resources in accordance with the relevant requirements of the “Energy Conservation of the PRC”, the “Water Law of the PRC” and the “Mineral Resources Law of the PRC”.

Various measures have been implemented to encourage energy saving. The results of the implementation of energy-saving plans are linked with the management’s annual performance appraisal. At our river terminal and CNG fueling stations, regular maintenance of motor vehicles and trucks has been conducted and LED lights have been used to enhance energy efficiency.

In offices, efficient use of electrical appliances has been promoted to staff such as turning off lighting during breaks and shutting down all appliances after office hours. Some of our offices have installed temperature guides for switching on air-conditioners only when the temperature has reached a pre-set level.

For water usage, measures such as efficient use of water have been promoted and communicated to staff. Water-efficient fixtures and fittings such as showerheads, taps and hoses have been installed at some operation sites. In our LPG storage-tank farm, pools have been used to collect used water which is recycled for tank cooling during summer heat and for fire emergency purpose. Given the nature of our business, sourcing water is considered as a non-key issue for the Group.

## 資源使用

能源消耗對我們的環境、經營成本及能源供應和價格的變化產生直接影響，此乃由於大部分能源消耗來自化石燃料。開採、運送及加工處理化石燃料均可能導致土地退化、水污染及大氣污染，且使用該等化石燃料將產生溫室氣體，而溫室氣體正是導致氣候變化的主要原因。另一方面，尤其在乾旱、人口增長及工業需求增加等因素的壓力不斷增加下，水正變成一項珍貴的資源。因此，我們根據《中國節約能源法》、《中國水資源法》及《中國礦產資源法》的有關規定採納了高效使用資源的政策，以減低對環境的影響及提高資源效益。

為了鼓勵節約能源，我們採取了各項措施。節能計劃實施結果與管理層的年度經營表現評估相關聯。在內河碼頭及壓縮天然氣加氣站，我們已定期維護汽車及貨車，亦使用LED燈，從而提高能源效益。

在辦公場所，我們鼓勵員工提高電器的使用效率，諸如休息期間關燈及下班後關閉所有電器等。我們的一些辦公場所已經安裝了溫控指引，當溫度達到預先設定的水平時空調才會啟動。

在用水方面，提升用水效率的措施已實施並已向員工宣傳。部分經營場所已安裝節水裝置和配件，例如淋浴噴頭、水龍頭和軟管。在液化石油氣儲庫基地，我們設置了蓄水池來收集使用過的水以便在夏季高溫時為儲罐噴淋降溫，同時作為消防應急之用。鑒於我們的業務性質，本集團並不將用水來源視為重大事項。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

The Company is committed to managing all business operations with sensitivity to environmental protection. We will review our environmental protection practices from time to time and will continue to apply eco-friendly measures and practices in our operations.

## CLIMATE CHANGE

Climate change has emerged as one of the hottest issues across the globe in recent years. In view of this, we have raised awareness of the risks and opportunities facing the Group due to climate change. We have integrated climate-related considerations into our risk management system to identify the climate-related risks that may impact the Group's operations and development. The identified climate-related risks and corresponding actions taken to manage them are as follows:

To achieve sustainable development, governments around the world have successively formulated climate-related regulations to support the global decarbonisation vision. The governments will formulate stricter policies and regulations to achieve carbon neutrality. For example, the Mainland China and Hong Kong have pledged to achieve carbon neutral by 2060 and 2050, respectively. The transition to a low-carbon society might lead to a significant impact on the business operations of the Group. As the relevant governmental policies become more stringent, the compliance and operational costs are expected to increase. To mitigate the impact, we regularly monitor existing and emerging trends of government policies related to climate change, strengthen communication with regulatory authorities, adjust our risk management measures in a timely manner, and improve the compliance and quality of our emissions and climate change disclosures.

本公司致力於管理所有業務經營單位時保持對環境保護的敏銳觸覺。我們將不時審視我們的環境保護工作，且繼續在我們的經營中實施綠色生態環境的措施和常規。

## 氣候變化

氣候變化近年成為全球最熱門的議題之一。有鑒於此，本集團已提高對氣候變化所衍生風險及機遇的認識。我們已將氣候相關因素納入風險管理體系，以識別可能影響本集團營運及發展的氣候相關風險。已識別的氣候相關風險及相應的管理措施如下：

為實現可持續發展，世界各國政府相繼制定氣候相關法規，以支持全球減碳願景。政府將制定更嚴格的政策及法規以實現碳中和。例如，中國內地及香港分別承諾在2060年及2050年之前實現碳中和。向低碳社會轉型可能會對本集團業務營運造成重大影響。隨著相關政府政策日趨嚴格，合規及營運成本預計將會上升。為減輕影響，我們定期監察氣候變化相關政府政策的現有及新興趨勢，加強與監管機構溝通，及時調整風險管理措施，並提高排放及氣候變化披露的合規性及質量。

Furthermore, the increasing frequency and intensity of extreme weather events such as typhoons and heavy rainfall, may cause damage to the Group's properties and disrupt the supply chain network. Extreme heat and humidity may also affect the productivity of the employees. The Ports and Logistics Business, in particular, has a greater chance of being exposed to these events. For example, extreme weather may disrupt the logistics, leading to delays in the supply of gas and potentially damaging the fueling stations' facilities, thus posing a threat to the operation of the gas distribution business. To address these risks, we have implemented various mitigation and adaption measures. We have formulated operational procedures such as safety management plans and environmental management plans for different extreme weather scenarios. We also closely monitor the latest weather updates and follow recommendations from local governments to develop emergency plans, strengthen warning forecasts and improve emergency response. In addition, we maintain property and employee insurance to protect the interests of our Group and reduce potential financial loss.

ESG investment is becoming an increasingly popular investment approach as it involves greater consideration of climate change and ESG-related issues within the investment strategies of the Company. Hence, investment decisions of the Company may be affected and may have an adverse influence on the financial performance of the Company. As a responsible investor, particularly in the Securities Business, we aim to incorporate ESG aspects into our analysis and investment decisions, and continue to monitor the ESG performance of our investments. We are committed to building a sustainable future by investing in businesses with low pollution or if possible, even in ESG-focused firms.

We have integrated climate-related considerations into our decision-making processes and will actively study and review the response measures to address the potential risks and opportunities of climate change to ensure our business remains resilient against relevant climate risks in the future.

此外，颱風和暴雨等極端天氣事件的頻率及強度增加，可能會對本集團的物業造成損害，並中斷供應鏈網絡。極端高溫及高濕度亦可能影響員工的生產力。港口及物流業務尤其容易受到上述事件的影響；例如，極端天氣可能中斷物流，導致燃氣供應延誤並可能損壞加氣站設施，繼而對天然氣分銷業務運作構成威脅。為應對相關風險，我們已實施多項緩解及適應措施。我們已針對不同極端天氣情況制定營運程序，例如安全管理計劃及環境管理計劃。我們亦會密切監察最新天氣動態，並遵循當地政府的建議制定應急計劃、加強預警預報以及提高應變能力。此外，我們已投購物業及僱員保險，保障本集團利益之餘，亦致在減少潛在財務損失。

環境、社會及管治投資日漸成為流行投資方式，而本公司的投資策略亦越來越重視氣候變化及環境、社會及管治相關議題。因此，本公司的投資決策或會受到影響，並可能對本公司的財務表現構成不利影響。作為負責任的投資者（尤其於證券業務方面），我們的目標是將環境、社會及管治因素納入分析及投資決策，並持續監察旗下投資的環境、社會及管治表現。我們致力透過投資低污染業務以建立可持續的未來，於可行情況下，甚至會考慮以環境、社會及管治導向型企業為投資對象。

我們已將氣候相關因素納入決策過程，並將積極研究及審視應對氣候變化潛在風險及機遇的對策，確保旗下業務日後能夠抵禦相關氣候風險。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

## KEY PERFORMANCE INDICATORS — ENVIRONMENTAL

Notes 1, 2 and 5

## 關鍵績效指標 — 環境

附註1、2及5

ENVIRONMENTAL KPIs 環境關鍵績效指標	UNIT 單位	PORTS AND LOGISTICS 港口及物流		PROPERTY, SECURITIES AND FINANCIAL SERVICES 物業、證券及 金融服務		KPI Ref. 關鍵績效 指標參考
		2024	2023	2024	2023	
<b>Emission 排放物</b>						
Nitrogen oxides <sup>Note 6</sup> 氮氧化物 <sup>附註6</sup>	Tonnes 噸	<b>0.09</b>	0.23	<b>0.0034</b>	0.0029	<A1.1>
Sulphur oxides <sup>Note 6</sup> 硫氧化物 <sup>附註6</sup>	Tonnes 噸	<b>0.00014</b>	0.00043	<b>0.00007</b>	0.00006	
Particulate matter <sup>Note 6</sup> 顆粒物 <sup>附註6</sup>	Tonnes 噸	<b>0.01</b>	0.02	<b>0.00025</b>	0.00022	
Greenhouse gas emissions — Scope 1 <sup>Note 6</sup> 溫室氣體排放 — 範圍1 <sup>附註6</sup>	Tonnes 噸	<b>37.13</b>	68.79	<b>12.59</b>	11.09	<A1.2>
Greenhouse gas emissions — Scope 2 <sup>Note 6</sup> 溫室氣體排放 — 範圍2 <sup>附註6</sup>	Tonnes 噸	<b>376.96</b>	550.52	<b>19.96</b>	22.04	
Total greenhouse gas emissions 溫室氣體排放總量	Tonnes 噸	<b>414.09</b>	619.31	<b>32.55</b>	33.13	
Sales volume 銷量	10,000 Tonnes 10,000噸	<b>0.84</b>	1.15	<b>N/A</b> 不適用	N/A 不適用	
Office area 辦公室面積	Square Feet 平方呎	<b>N/A</b> 不適用	N/A 不適用	<b>3,672</b>	3,672	
Total greenhouse gas emissions by sales volume 溫室氣體排放總量(按銷量)	Tonnes/10,000 Tonnes 噸/10,000噸	<b>492.96</b>	538.53	<b>N/A</b> 不適用	N/A 不適用	
Total greenhouse gas emissions by office area 溫室氣體排放總量 (按辦公室面積)	Tonnes/Square Feet 噸/平方呎	<b>N/A</b> 不適用	N/A 不適用	<b>0.0089</b>	0.0090	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL KPIs 環境關鍵績效指標	UNIT 單位	PORTS AND LOGISTICS 港口及物流		PROPERTY, SECURITIES AND FINANCIAL SERVICES 物業、證券及 金融服務		KPI Ref. 關鍵績效 指標參考
		2024	2023	2024	2023	
<b>Wastes</b> 廢棄物						
Hazardous waste <sup>Notes 3 and 7</sup> 有害廢棄物 <sup>附註3及7</sup>	Tonnes 噸	<b>1.93</b>	1.11	N/A 不適用	N/A 不適用	<A1.3> & <A1.4>
Non-hazardous waste <sup>Note 3</sup> 無害廢棄物 <sup>附註3</sup>	Tonnes 噸	<b>21.25</b>	23.58	N/A 不適用	N/A 不適用	
Total wastes <sup>Note 3</sup> 廢棄物總量 <sup>附註3</sup>	Tonnes 噸	<b>23.18</b>	24.69	N/A 不適用	N/A 不適用	
Sales volume 銷量	10,000 Tonnes 10,000噸	<b>0.84</b>	1.15	N/A 不適用	N/A 不適用	
Office area 辦公室面積	Square Feet 平方呎	N/A 不適用	N/A 不適用	<b>3,672</b>	3,672	
Total wastes by sales volume 廢棄物總量(按銷量)	Tonnes/10,000 Tonnes 噸/10,000噸	<b>27.60</b>	21.47	N/A 不適用	N/A 不適用	
Total wastes by office area <sup>Note 3</sup> 廢棄物總量(按辦公室面積) <sup>附註3</sup>	Tonnes/Square Feet 噸/平方呎	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
<b>Energy Consumption</b> 能源消耗						
Petrol 汽油	KWH 千瓦時	<b>85,931</b>	125,500*	<b>45,876</b>	40,392	<A2.1>
Diesel <sup>Note 6</sup> 柴油 <sup>附註6</sup>	KWH 千瓦時	<b>1,534</b>	69,989	—	—	
LPG 液化石油氣	KWH 千瓦時	<b>43,384</b>	47,600*	—	—	
Electricity 電力	KWH 千瓦時	<b>660,986</b>	962,371	<b>30,240</b>	32,412	
Total energy consumption 能源消耗總量	KWH 千瓦時	<b>791,835</b>	1,205,460*	<b>76,116</b>	72,804	
Sales volume 銷量	10,000 Tonnes 10,000噸	<b>0.84</b>	1.15	N/A 不適用	N/A 不適用	
Office area 辦公室面積	Square Feet 平方呎	N/A 不適用	N/A 不適用	<b>3,672</b>	3,672	
Total energy consumption by sales volume 能源消耗總量(按銷量)	KWH/10,000 Tonnes 千瓦時/10,000噸	<b>942,661</b>	1,048,226*	N/A 不適用	N/A 不適用	
Total energy consumption by office area 能源消耗總量(按辦公室面積)	KWH/Square Feet 千瓦時/平方呎	N/A 不適用	N/A 不適用	<b>21</b>	20	

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

ENVIRONMENTAL KPIs 環境關鍵績效指標	UNIT 單位	PORTS AND LOGISTICS 港口及物流		PROPERTY, SECURITIES AND FINANCIAL SERVICES 物業、證券及 金融服務		KPI Ref. 關鍵績效 指標參考
		2024	2023	2024	2023	
<b>Water Consumption</b> 耗水量						
Municipal water supplies <sup>Notes 4 and 6</sup> 市政供水 <sub>附註4及6</sub>	Cubic Meter 立方米	5,043	12,314	N/A 不適用	N/A 不適用	<A2.2>
Sales volume 銷量	10,000 Tonnes 10,000噸	0.84	1.15	N/A 不適用	N/A 不適用	
Office area 辦公室面積	Square Feet 平方呎	N/A 不適用	N/A 不適用	3,672	3,672	
Total water consumption by sales volume 耗水總量(按銷量)	Cubic Meter/ 10,000 Tonnes 立方米/10,000噸	6,004	10,708	N/A 不適用	N/A 不適用	
Total water consumption by office area <sup>Note 4</sup> 耗水總量(按辦公室面積) <sub>附註4</sub>	Cubic Meter/ Square Feet 立方米/平方呎	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Notes:

1. Environmental KPIs in this data table reflected the data for the reporting periods from 1 April 2023 to 31 March 2024 under the 2024 column and from 1 April 2022 to 31 March 2023 under the 2023 column respectively.
  2. The Property, Securities and Financial Services Businesses for the previous reporting period were not included in the ESG scope of the Group. After excluding the Discontinued Businesses, the Property, Securities and Financial Services Businesses were included in the ESG scope for the Reporting Period. For better comparison, the environmental KPIs of the Property, Securities and Financial Services Businesses for the previous reporting period were also disclosed.
  3. The Group considered the hazardous or non-hazardous waste generated from the operation of the Property, Securities and Financial Services Businesses to be immaterial and therefore no disclosure was made for these KPIs and was marked as not applicable ("N/A") in the table.
  4. The water supply and discharge for the office premises of the Property, Securities and Financial Services Businesses were managed by the building's property management. As a result, this data was not available to the Group. The Group considered the water consumption for the office premises to be immaterial and therefore no disclosure was made and was marked as N/A in the table.
  5. The Company's business activities have no environmental impact regarding packaging material for finished products and therefore no relevant KPI was disclosed in the table.
  6. The emissions of NO<sub>x</sub>, SO<sub>x</sub>, PM and GHG along with diesel and water consumption of the Ports and Logistics Business have significantly decreased as compared to the previous reporting period. This reduction was attributed to the closure of LPG fueling stations and the going down of the CNG distribution business.
  7. The significant increase in hazardous waste of the Ports and Logistics Business was mainly due to large-scale maintenance of machinery at fueling stations during the Reporting Period for the purpose of enhancing machine efficiency.
- \* Recalculated and restated.

### 附註：

1. 本數據表內的环境關鍵績效指標分別反映於2024欄目下2023年4月1日至2024年3月31日及於2023欄目下2022年4月1日至2023年3月31日報告期的數據。
  2. 於上一報告期，物業、證券及金融服務業務並沒有納入本集團的環境、社會及管治範圍內。撇除已終止經營業務後，物業、證券及金融服務業務已納入報告期的環境、社會及管治範圍內。為便於比較，物業、證券及金融服務業務於上一報告期的環境關鍵績效指標亦已作披露。
  3. 本集團認為物業、證券及金融服務業務營運中產生的有害或無害廢棄物並不重大，因此該等關鍵績效指標未作披露並已於上表標示為不適用（「不適用」）。
  4. 物業、證券及金融服務業務的辦公場所供水及排水均由大廈物業管理公司負責。因此，本集團無法取得相關數據。本集團認為該等辦公場所的耗水量並不重大，因此該等關鍵績效指標未作披露並已於上表標示為不適用。
  5. 本公司業務活動並無造成製成品包裝材料方面的環境影響，故上表未有披露相關關鍵績效指標。
  6. 港口及物流業務的硫氧化物、氮氧化物、顆粒物及溫室氣體排放量以及柴油及水消耗量較上一報告期大幅下降，歸因於液化石油氣加氣站關閉及壓縮天然氣分銷業務下降。
  7. 港口及物流業務的有害廢棄物大幅增加，主要由於報告期內為提高機器效率而大規模維護加油站機器所致。
- \* 經重新計算及重列。

## SOCIAL

Credibility and reputation are invaluable assets for the Company which operates in diverse economic, social and cultural contexts. Therefore, we have developed common principles, values and responsibilities that guide our relations with the market, the communities in which we operate, the people who work with us and all those who have a legitimate interest in our activities.

In social context, the Company will maintain the following core values:

### Genuine

We are sincere, trustworthy and reliable.  
*Operating with integrity, being ethical and respecting others is at the heart of the Company's culture.*

### Involved

We are inclusive, open and actively engaged with our customers, partners, employees and the communities we serve.  
*People are our greatest asset.*

### Exceptional

We are committed to creating exceptional experiences that delight our employees and customers.  
*At the Company, good enough is not good enough.*

These core values reflect the importance that the Company attaches to the integrity, respect, responsibility, competence and safety in carrying out our business.

## 社會

可信度和商譽是本公司在多元經濟、社會、文化營運下的無價資產。因此我們制定了用以指導我們與市場、營運所在社區、同事以及那些於我們業務活動中擁有合法權益的所有持份者的關係的共同準則、價值和責任。

在社會領域下，本公司將堅持以下核心價值：

### 真誠

我們真誠、可靠及值得信賴。  
誠信經營、崇尚道德和尊重他人是本公司文化的中心。

### 包容

我們以包容、開放和積極的態度來接待我們的客戶、合作夥伴、僱員和服務的社區團體。  
人是我們最大的財富。

### 傑出

我們承諾創造一個使自己的僱員和客戶感到欣慰的出色體驗。  
在本公司，只有更好，沒有最好。

這些核心價值反映了本公司以重視誠實、尊重、責任、能力和安全的態度來經營業務。



## EMPLOYMENT

We believe that focusing on talent management and emphasising staff engagement will in turn drive the growth of our business. Meanwhile, we have established policies to regulate compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare in accordance with laws and regulations such as:

- the “Employment Ordinance, Cap. 57, Laws of Hong Kong”;
- the “Employees’ Compensation Ordinance, Cap. 282, Laws of Hong Kong”;
- the “Minimum Wage Ordinance, Cap. 608, Laws of Hong Kong”;
- the “Sex Discrimination Ordinance, Cap. 480, Laws of Hong Kong”;
- the “Disability Discrimination Ordinance, Cap. 487, Laws of Hong Kong”;
- the “Family Status Discrimination Ordinance, Cap. 527, Laws of Hong Kong”;
- the “Race Discrimination Ordinance, Cap. 602, Laws of Hong Kong”;
- the “Labour Law of the PRC”;
- the “Labour Contract Law of the PRC”;
- the “Social Insurance Law of the PRC”;
- the “Provisions of Minimum Wages”;
- the “Law of the PRC on the Protection of Disabled Persons”; and
- the “Law of the PRC on the Protection of Rights and Interests of Women”.

## 僱傭

我們堅信重視傑出的管理層和強調員工參與會帶來業務的增長。同時，我們根據以下法律及法規，制定了相關政策來規定薪酬及解僱、招聘及晉升、工作時間、休假時間、平等機會、多元化、反歧視及其他的待遇和福利，例如：

- 香港法例第57章《僱傭條例》；
- 香港法例第282章《僱員補償條例》；
- 香港法例第608章《最低工資條例》；
- 香港法例第480章《性別歧視條例》；
- 香港法例第487章《殘疾歧視條例》；
- 香港法例第527章《家庭崗位歧視條例》；
- 香港法例第602章《種族歧視條例》；
- 《中國勞動法》；
- 《中國勞動合同法》；
- 《中國社會保險法》；
- 《最低工資規定》；
- 《中國殘疾人保障法》；及
- 《中國婦女權益保障法》。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

In practice, a performance-based remuneration and appraisal system has been adopted to ensure fair pay for our employees and to attract and retain talent. Our Group offers a competitive salary, which is assessed regularly to reflect the market trends from time to time. Other than salary, regular staff welfare and benefits such as social insurance, statutory holidays, maternity and breastfeeding leaves, high temperature subsidies, meal allowance, and communication allowance, have also been provided. The salaries and fringe benefits of employees are confidential and disclosure of salary package is strictly protected. In addition, we strive to create a harmonious working environment for employees through the organisation of various activities such as festive and social functions, volunteer work and team sports events for employees and their families.

During the Reporting Period, there was no material non-compliance with applicable laws and regulations relating to employment that could have a significant impact on the Group.

### HEALTH AND SAFETY

We recognise the importance of occupational health and safety, and endeavour to provide a safe working environment for our staff by encouraging safety practices and enhancing their awareness through regular training and safety drills.

Occupational health and safety policies have been established in accordance with relevant laws and regulations such as:

- the “Occupational Safety and Health Ordinance, Cap. 509, Laws of Hong Kong”;
- the “Law of the PRC on Work Safety”;
- the “Law of the PRC on Prevention and Control of Occupational Diseases”;
- the “Fire Prevention Law of the PRC”; and
- the “Technical Specification of Dust and Poison Control for City Gas Industry”.

在實踐中，我們採用以工作表現為基礎的薪酬和考核體系，以確保員工得到公平報酬並吸引和留住優秀人才。本集團提供具競爭力的工資，並定期評估以反映不時的市場趨勢。除了工資，我們還提供常規的員工福利和待遇如社會保險、法定假日、產假、哺乳假、高溫補貼、膳食津貼及通訊津貼。員工的工資及福利組合將保密處理，嚴禁披露薪酬方案。此外，我們亦為員工及其家屬組織節日和社交活動、志願者工作及團隊體育賽事等各種活動，努力為員工創造和諧的工作環境。

於報告期內，概無發生涉及僱傭相關適用法律及法規並可能對本集團產生重大影響的重大違規事項。

### 健康與安全

我們認識到職業健康與安全的重要性，並致力於為員工提供一個安全的工作環境，鼓勵安全操作並通過定期培訓和安全演練來增強員工的安全意識。

我們根據以下相關法律及法規制定了有關職業健康與安全的政策，例如：

- 香港法例第509章《職業安全及健康條例》；
- 《中國安全生產法》；
- 《中國職業病防治法》；
- 《中國消防法》；及
- 《城鎮燃氣行業防塵防毒技術規範》。

For the Ports and Logistics Business, various measures have also been employed to ensure health and safety of our employees. Our ports and logistics operations have set up their safety committees or supervision departments to conduct comprehensive supervision and management of work safety with a view to complying with the relevant national laws, regulations and mandatory standards. Regular training and drills on safety and fire have been organised, particularly the training and drills in LPG and CNG distribution and logistics business. At fuel storage-tank farms and CNG fueling stations, safety inspections are carried out on a regular basis to prevent safety accidents. Moreover, all employees are required to be licenced for engaging in specialty works (such as those at our CNG fueling stations). Annual health examinations and sport activities have also been arranged to promote good health and well-being.

In addition to providing a healthy and safe working environment, the Group also pays close attention to the mental health of its employees. By actively listening to employees' concerns and sharing developmental outcomes, the Group fosters a supportive atmosphere. This approach not only strengthens colleague bonds but also encourages employees to seek help for work-related stress or mental health issues, thereby positively influencing the working culture of the Group over time.

Furthermore, although the impact of the pandemic is gradually diminishing, preventive measures against infectious diseases have been established as standard operating procedures of the Group. We perform office cleaning and disinfection regularly, educate employees on proper hygiene practices, raise our employees' awareness of personal hygiene in the office by encouraging frequent handwashing and maintaining cleanliness at desks and workspaces. Employees are also advised to report any symptoms and seek medical advice promptly if they feel unwell.

對港口及物流業務而言，我們亦已採取各項措施保障員工的健康及安全。我們的港口及物流業務單位都已建立安全委員會或安全監督部門，針對安全生產進行全面的監督和管理，以符合國家相關法律、法規及強制性標準。業務單位亦定期組織有關安全和消防方面的培訓及應急演練，尤其是有關液化石油氣及壓縮天然氣分銷及物流業務的培訓及應急演練。我們亦定期於燃料儲庫基地及壓縮天然氣加氣站進行安全檢測，以防止安全事故發生。此外，所有從事特殊工種的員工（如於壓縮天然氣加氣站工作的員工）需持有相關證書執勤。業務單位還提供年度健康體檢及安排各項體育運動來提高員工健康水平。

除了為員工提供健康安全的工作環境外，本集團亦高度重視員工的心理健康。通過積極聆聽員工疑慮並分享發展成果，本集團積極營造相互扶持的氛圍，不僅有助加強同事之間的聯繫，同時亦可鼓勵員工就應對工作相關壓力或心理健康問題尋求協助，從而逐步為本集團的工作文化帶來正面影響。

此外，儘管疫情的影響正逐步消退，但防範傳染病的措施已成為本集團標準作業程序。我們定期進行辦公室清潔及消毒，教育員工正確衛生習慣，鼓勵經常洗手並保持辦公桌和工作空間的清潔，以提高員工在辦公室的個人衛生意識。一旦抱恙，我們亦建議員工及時報告症狀並尋求醫療建議。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

In accordance with “Employees’ Compensation Ordinance, Cap. 282”, the Group has maintained relevant insurance(s) to safeguard the interests of its staff. During the Reporting Period, there was no material non-compliance with applicable laws and regulations relating to occupational health and safety that could have a significant impact on the Group.

## DEVELOPMENT AND TRAINING

We believe that continuous staff training and development are essential for enabling our employees to discharge their duties and responsibilities effectively and efficiently. Our training and development programmes include without limitation on-the-job training, seminars conducted by internal and external professionals, etc. Employees, particularly those at middle and senior levels, are encouraged to undertake external training and professional examinations.

We value the importance in career planning and development for employees at all levels. We provide on-the-job training to our employees regularly, tailoring it to the specific needs of their duties and qualification requirements. Our training covers topics such as occupational health and safety, quality control, technical skills, environmental protection and anti-corruption. We also offer regular training and drills for employees at the CNG fueling stations to keep them up-to-date with the most recent safety practices in the Ports and Logistics Business.

In addition to internal training programmes, the Group ensures the directors stay updated on the latest regulatory requirements and corporate governance practices. Additionally, employees are encouraged to participate in continuous learning activities such as seminars, workshops and conferences organised by both governmental and professional bodies. A more detailed discussion on the training provided to directors and senior management, as well as certain training programmes that are part of our risk management and internal control systems, can be found on pages 46 and 47 of the Annual Report.

根據香港法例第282章《僱員補償條例》，本集團已投購相關保險，保障員工權益。於報告期內，概無發生涉及職業健康及安全相關適用法律及法規並可能對本集團產生重大影響的重大違規事項。

## 發展及培訓

我們堅信，為了讓員工有效和高效地履行職責和責任，持續的員工培訓和發展是必要的。我們的培訓和發展項目包括但不限於在職培訓、由內部和外部專家授課的講座等。我們還鼓勵員工，尤其是中高層管理人員，參加外部培訓和專業考試。

我們重視各級員工的職業規劃和發展。我們定期為員工提供切合其職責及資質規定具體需求的在職培訓，涵蓋職業健康與安全、質量控制、技術技能、環境保護及反貪污等主題。我們亦為壓縮天然氣加氣站的員工提供定期培訓及演習，讓其了解港口及物流業務的最新安全實務。

除內部培訓計劃外，本集團亦確保董事可時刻緊貼最新的監管要求及企業管治常規。此外，本集團亦鼓勵員工參加政府及專業機構組織的持續學習活動，例如研討會、工作坊及會議。有關向董事及高級管理層提供培訓以及屬於我們風險管理及內部監控系統一部分的若干培訓計劃的進一步詳情，請參閱年報第46及47頁。

## LABOUR STANDARDS

We have established policies that strictly prohibit the employment of child and forced labour. Employee's rights to working hours and leave entitlement comply with relevant laws and regulations and have been promoted and communicated to all staff, especially to new hires. The relevant laws and regulations include but are not limited to:

- the “Employment of Children Regulations, Cap. 57B, Laws of Hong Kong”;
- the “Labour Law of the PRC”;
- the “Labour Contract Law of the PRC”; and
- the “Law of the PRC on the Protection of Minors”.

In practice, the inspection of personal identity documents of job applicants is conducted at the recruitment stage. Employment contracts that explain and detail the rights and responsibilities of both parties are made with each employee. These contracts are designed to prohibit all forms of child and forced labour and to protect the rights of employees. The heads of the business units must communicate actual work arrangements with management to ensure employees have sufficient rest time and to reduce overtime work in business operations. Under no circumstances will we tolerate child and forced labour. If any cases related to child and forced labour are discovered, we will immediately terminate the employment, coordinate an investigation into any non-compliance identified, and take corrective actions and appropriate penalties to prevent such incidents from occurring again.

During the Reporting Period, there were no instances of material non-compliance with applicable laws and regulations related to labour standards affecting the Group. Furthermore, no cases of child and forced labour were noted during the Reporting Period.

## 勞工準則

我們制定了嚴格杜絕聘用童工及任何強制勞工的制度，並根據相關法律及法規執行有關工作時間及休假等員工權利，並告知員工，特別是新僱用的員工。相關法律及法規包括但不限於：

- 香港法例第57B章《僱用兒童規例》;
- 《中國勞動法》;
- 《中國勞動合同法》; 及
- 《中國未成年人保護法》。

在實踐中，招聘階段會查驗求職者的個人身份證件。與每名員工簽訂詳細說明雙方權利及責任的僱傭合同，旨在禁止一切形式的童工和強制勞工，保護員工的權利。業務單位負責人需與管理層溝通實際工作安排，確保員工有充足的休息時間，減少業務運營中的加班。在任何情況下，我們都不會容忍童工及強制勞工。如果發現任何涉及童工及強制勞工的案例，我們將立即終止僱傭及協調調查所發現的任何違規行為，並採取糾正措施和給予適當處罰以防止再次發生同類事故。

於報告期內，概無發生涉及勞工標準相關適用法律及法規並對本集團造成影響的重大違規事項。此外，報告期內亦未發現任何童工及強制勞工情況。

## SUPPLY CHAIN MANAGEMENT

We have established long-term and stable partnerships with suppliers who are recognised for their excellence, fostering a sustainable supply chain. We believe that high-quality and efficient services and products are best provided through close cooperative relationships with our suppliers. For the Ports and Logistics Business, our main suppliers are upstream gas suppliers. For the Property, Securities and Financial Services Businesses, service providers including securities brokers, legal and advisory professionals, and office equipment and hardware maintenance providers are engaged on an as-needed basis.

We recognise that proper management of our supply chain can have a positive impact on our natural and social environment. Therefore, we strive to promote our environmental and social practices and communicate them with our partners along the supply chain. Policies and procedures have been established in our procurement process to select capable and responsible suppliers, managing environmental and social risks within the supply chain.

Product quality and price are typical risks in the supply chain that we monitor closely during our assessment of environmental and social risk. In line with our established policies and procedures, we strictly control the quality and price of materials from suppliers during the goods acceptance process. A list of qualified suppliers was maintained to ensure a reliable source of raw materials. For example, our Ports and Logistics Business upholds quality standards for incoming CNG by obtaining quality inspection certificates from the suppliers on a regular basis.

During the Reporting Period, there were no significant incidents and irregularities related to business ethics, environmental protection, and employment practices among our main suppliers.

## 供應鏈管理

我們與優秀供應商建立長期穩定的合作夥伴關係，藉此打造可持續的供應鏈。我們相信，通過與供應商密切合作，我們可提供最優質及高效的服務及產品。就港口及物流業務而言，我們的主要供應商為上游天然氣供應商。至於物業、證券及金融服務業務方面，我們則因應需要聘請證券經紀、法律顧問及辦公設備維修等服務供應商。

我們深明妥善管理供應鏈可為自然及社會環境帶來正面影響。因此，我們致力於供應鏈上下推廣環境及社會實務，並與合作夥伴進行溝通。我們已針對採購流程建立篩選有能力及負責任供應商的政策及程序，負責管理供應鏈相關環境及社會風險。

評估環境及社會風險時，我們密切監控構成供應鏈典型風險的產品質量和價格。根據既定政策及程序，我們在驗收過程中嚴格控制供應商提供的材料質量和價格。我們備有合格供應商名單，確保原材料來源的可靠性。例如，港口及物流業務定期向供應商索取壓縮天然氣質量檢驗證書，以維護質量標準。

於報告期內，主要供應商於商業道德、環境保護及僱傭常規等方面並無發生任何重大事故及違規行為。

We are conscious of the social and environmental risks in our supply chain, particularly their implications on the environment and communities where we operate, and health and safety of our employees. Hence, our supplier selection considers not only general supplier aspects such as product quality, price competitiveness, and production and delivery capabilities, but also environmental and social considerations. New suppliers undergo a comprehensive evaluation to ensure compliance with relevant laws and regulations and our policies and standards. We conduct annual assessments on all our current suppliers to assess their performance and ensure consistent adherence to our standards, such as environmental protection and the code of conduct (the “Code of Conduct”).

Besides, we have long prioritised sustainable sourcing, preferring to purchase products with minimal environmental impacts. This includes selecting electrical equipment with higher energy efficiency labels, grades 1 and 2, and using clean and sustainable energy.

### PRODUCT RESPONSIBILITY

We are committed to offering products and services that meet high standards of safety, quality and reliability, while also protecting our customers’ personal data to uphold their trust in us.

Policies have been established in accordance with relevant laws and regulations such as:

- the “Personal Data (Privacy) Ordinance, Cap. 486, Laws of Hong Kong”;
- the “Product Quality Law of the PRC”;
- the “PRC Law on the Protection of Consumer Rights and Interests”; and
- the “Regulation on the Administration of Urban Gas”.

我們深知供應鏈中存在社會和環境風險，尤其對我們營運所在地的環境和社區以及員工的健康與安全構成影響。因此，我們在挑選供應商時不僅考慮產品質量、價格競爭力及生產交付能力等一般供應商因素，同時亦著眼於環境及社會因素。我們針對新供應商進行全面評估，確保其符合相關法律及法規以及我們的政策及標準。我們每年評估所有現有供應商，從而了解其表現並確保其持續符合我們的標準，例如環境保護及行為準則（「《行為準則》」）。

此外，我們一直將可持續採購作為優先考慮因素，傾向選擇對環境影響較小的產品，包括選擇具有一、二級能效標籤的電器設備以及使用清潔可再生能源。

### 產品責任

我們承諾提供高標準的安全、優質和可靠的產品和服務，同時保護客戶的個人資料，以保持他們對我們的信任。

我們根據以下相關法律及法規制定政策，例如：

- 香港法例第486章《個人資料(私隱)條例》；
- 《中國產品質量法》；
- 《中國消費者權益保護法》；及
- 《城鎮燃氣管理條例》。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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For the Ports and Logistics Business, quality management teams have been established within our operations to conduct regular inspections, quality analyses and sample checks on the products and services provided. For example, we have conducted sample tests of incoming LPG in our laboratory of the fuel storage-tank farm to ensure the stable quality and safe storage of gas.

The ultimate goal for the Securities Business is to deliver strong investment returns to shareholders over the medium to long term. We have built a highly qualified investment team dedicated to seeking profitable investment opportunities. When a potential investment opportunity arises, the investment team evaluates it thoroughly and critically to reduce investment risks and safeguard the best interests of the shareholders. In making investment decisions, we adopt a responsible and prudent approach to balance profitability and risk.

For Financial Services Business, we strive to provide reliable and flexible loan solutions to customers. Comprehensive information regarding loan services, such as terms and conditions for loans and collateral as well as consequences of default, is provided to customers, enabling them to make well-informed decisions. In addition, adhering to our customer-oriented principle, we offer prompt responses and best assistance to our customers. Our employees are well-trained and possess adequate, up-to-date knowledge of credit financing, and we have engaged a professional legal adviser to review the terms of loan contracts to ensure that the services provided comply with all relevant regulations.

During the Reporting Period, there was no material non-compliance with applicable laws and regulations relating to product responsibility that could have a significant impact on the Group.

我們已就港口及物流業務建立質量管理團隊，定期對提供的產品和服務進行檢查、質量分析及抽樣檢查。例如，我們於燃料儲庫基地內的實驗室對即將入庫的液化石油氣進行樣品測試，確保氣體品質穩定及安全儲存。

證券業務的終極目標是在中長期為股東創造強勁投資回報。我們已組建一支高質素的投資團隊，致力尋找有利可圖的投資機會。當潛在投資機會湧現時，投資團隊會進行全面深入評估，力求降低投資風險並維護股東的最佳利益。在作出投資決策時，我們採取負責任及審慎原則，平衡利潤與風險。

至於金融服務業務方面，我們致力為客戶提供靈活可靠的貸款解決方案。我們向客戶提供詳盡的貸款服務信息（如貸款及抵押品條款及條件以及違約後果），助其作出明智決定。此外，我們秉持以客為本原則，給予客戶及時回應及適切協助。員工均經過專業培訓，擁有充分合時的信貸融資知識。我們亦已委聘專業法律顧問審視貸款合約條款，確保所提供的服務符合所有相關法規。

於報告期內，概無發生涉及產品責任相關適用法律及法規並可能對本集團產生重大影響的重大違規事項。



We place a high priority on customer satisfaction with our products and services and make efforts to respond to customers' feedback. We strive to improve our customers' experiences by actively listening to their expectations through a variety of communication channels. Upon receiving feedback, the relevant departments will process it promptly and report the findings to management. Management will then review the feedback and determine if internal controls and procedures need to be enhanced or if any other appropriate actions are required.

We respect and strive to preserve intellectual property rights by protecting the confidentiality of our technology, avoiding disputes and preventing violations of third-party property. In addition, we place a high priority on customer privacy and commercially sensitive information protection. To protect this information, we ensure our IT systems are properly safeguarded by installing licenced and anti-virus software. To protect the intellectual property of the Group, our trademarks and domain names are registered in the relevant jurisdiction(s). The Group also ensures that customers' personal data is securely stored, and processed only for the intended purpose. Access rights are granted only to designated and authorised employees on a need-to-know basis. Instructions regarding confidentiality are clearly stated in the letters of employment of our employees.

We comply with relevant data protection laws and regulations such as the "Copyright Ordinance, Cap. 528, Laws of Hong Kong", as well as the "Data Security Law" and "Personal Information Protection Law" of the PRC. Personal, confidential and commercially sensitive information collected from stakeholders, including employees, customers, suppliers or other business partners, is protected against unlawful collection, retention, dissemination and use, in accordance with the requirements of the relevant acts.

我們十分重視客戶對產品和服務的滿意度，竭力回應客戶反饋。我們通過各種溝通渠道積極聆聽客戶期望，致力改善客戶體驗。接獲反饋後，相關部門會及時處理，並向管理層匯報調查結果。管理層隨後將審視反饋意見，並決定是否需要加強內部監控及流程或採取其他適當措施。

我們尊重並努力維護知識產權，保護技術機密性及避免爭議，並防止侵犯第三方財產。此外，我們著重保護客戶隱私及商業敏感信息，為此，我們力求確保IT系統得到適當防護，並已就此安裝授權防毒軟件。為保護本集團的知識產權，我們在相關司法權區註冊商標及域名。本集團亦保證客戶個人數據得到妥善存儲，並僅會於特定情況下進行處理。只有經授權的指定員工方可於必要情況下獲得訪問權限。員工聘用合同內訂明保密相關要求。

我們遵守相關資料保護法律及法規，例如香港法例第528章《版權條例》以及中國《數據安全法》及《個人信息保護法》。我們根據相關法律要求保護從持份者(包括員工、客戶、供應商或其他商業夥伴)收集的個人、機密及商業敏感信息，防止其被非法收集、保留、散佈及使用。

## ANTI-CORRUPTION

The Company believes that honesty, integrity and fair play are important assets in the Company's business. We are committed to ensuring that the Company's reputation is not tarnished by dishonesty, disloyalty or corruption. Our Code of Conduct, which includes, among other things, the anti-corruption policy, and our whistleblowing policy helps to maintain the highest ethical standards of transparency, fairness and accountability in accordance with relevant laws and regulations such as:

- the "Prevention of Bribery Ordinance, Cap. 201, Laws of Hong Kong";
- the "Competition Ordinance, Cap. 619, Laws of Hong Kong";
- the "Law of the PRC on Anti-money Laundering";
- the "Company Law of the PRC"; and
- the "Criminal Law of the PRC".

All of the Company's business dealings must be on arm's-length terms and free of any favourable treatment resulting from the personal interest of the staff. As outlined in our Code of Conduct, it is our policy that no employee should solicit and accept advantages from suppliers, customers, competitors or any person in connection with our business. Meanwhile, no employee in the Group should offer any advantage without lawful authority or reasonable excuse to any person as an inducement or reward in connection with that person's work. Senior management and certain employees must sign an undertaking to commit to maintaining their integrity and self-discipline on their duties. If any case of suspected corruption or other criminal offence is discovered, it will be reported to the Independent Commission Against Corruption or other relevant authorities.

## 反貪污

本公司堅信，誠實、公正和公平在經營中是本公司的重要資產。我們承諾確保本公司的聲譽不被欺詐、失信或貪污所玷污。我們的《行為準則》載有(其中包括)根據下列相關法律及法規制定的反貪污政策及舉報政策，其有助維持透明度、公平性及問責性方面的最高道德標準：

- 香港法例第201章《防止賄賂條例》;
- 香港法例第619章《競爭條例》;
- 《中國反洗錢法》;
- 《中國公司法》; 及
- 《中國刑法》。

本公司的所有業務往來必須按公平條款訂立，且不存在因員工的個人利益所致的任何優惠待遇。正如我們的《行為準則》所載，任何員工都不許從供應商、客戶、競爭對手或與我們有業務聯繫的任何人士索取和收受利益。同時，本集團任何員工不得提供任何沒有合法授權或合理理由的利益給他人，作為與他工作相關的利誘或回報。高級管理層及部分員工必須簽署承諾書，承諾在履行職責時保持誠信和自律。一旦發現任何涉嫌貪污或其他犯罪行為，本集團將向廉政公署或其他相關部門舉報。

In particular, as a financial services provider, our employees handle money transactions in day-to-day business operations. Potential risks of improper or dishonest monetary transactions by customers or employees cannot be neglected. As part of the loan approval process, we conduct customer due diligence procedures using a risk assessment approach to identify money laundering and terrorist financing risks. Besides, measures to monitor and report of suspicious cases are also implemented and maintained throughout the operations of the Group. Any suspicious transactions are reported to the management immediately.

To maintain high standards of business ethics and integrity, anti-corruption training is provided to relevant directors and employees. During the Reporting Period, we encouraged directors to attend briefings and seminars organised by professional bodies to stay updated on anti-money laundering regulations and practices, thereby enhancing their understanding of anti-corruption. Policy/code covers issues such as prevention of bribery, solicitation and acceptance of advantages, and conflicts of interest is provided to new employees to raise their awareness of anti-corruption.

All employees are trained and encouraged to assist in tackling fraud, corruption and other malpractice, and to report any suspicions of bribery through the enquiry and complaint procedures of the Group. We have established specific channels for employees and third parties to make confidential report on irregularities that come to their attention. We also have measures in place to ensure that no employee will suffer workplace disadvantages for reporting irregularities. The effectiveness of these procedures is reviewed and monitored by the audit committee of the Company and approved by the Board.

During the Reporting Period, there was no significant non-compliance with anti-corruption laws and regulations that could impact the Group. Additionally, there were no legal cases of corruption brought against the Company and its employees.

特別是，作為金融服務提供者，我們的員工在日常業務營運過程中處理金錢交易，不能忽視客戶或員工進行不當或不誠實金錢交易的潛在風險。作為貸款審批過程其中一環，我們採用風險評估方法進行客戶盡職審查，從中識別洗黑錢及恐怖主義融資風險。此外，本集團亦已針對每個營運環節制定及實施監察及舉報可疑案件的措施。任何可疑交易一律即時上報管理層。

為維持高標準的商業道德和誠信，我們為相關董事及員工提供反貪污培訓。於報告期內，我們鼓勵董事參加專業機構組織的簡報會及研討會，緊貼最新的反洗錢法規及常規，增強對反貪污工作的認識。我們亦會向新入職員工提供守則，涵蓋防範賄賂、索賄、收受利益、利益衝突等問題，藉此提高其反貪污意識。

我們要求全體員工接受培訓，並鼓勵員工協助打擊欺詐、貪污及其他不當行為，通過本集團的諮詢及投訴程序舉報任何涉嫌賄賂情況。我們已建立具體渠道，供員工及第三方就所知違規行為以保密方式進行舉報。我們亦訂有措施確保員工不會因舉報違規行為而於職場承受任何不利影響。本公司審核委員會負責評估及監督上述程序的成效，並由董事局批准。

於報告期內，概無發生涉及反貪污法律及法規並可能對本集團造成影響的重大違規事項。此外，本公司及其員工並無面臨任何貪污法律訴訟。

## COMMITMENT TO COMMUNITY

We place high value on community services, actively contributing to and participating in communities where we operate through charitable and community activities. For the sixteenth consecutive year, we were awarded the title of “Caring Company” by the Hong Kong Council of Social Service in recognition of our corporate citizenship and our ongoing efforts in caring for the community.

In order to spread more positive energy within the community, we encouraged our employees to participate in social activities such as “Dress Casual Day”, “Love Teeth Day” and “Earth Hour” and to engage in volunteer work organised by local charities. Supporting underprivileged groups, such as the elderly, is one of the focal points of our community work. During the Reporting Period, we took part in a Mid-Autumn Festival visit to elderly households organised by The Neighborhood Advice Action Council. Our staffs have dedicated approximately six hours to sharing the joy of the traditional festival with the elderly.

We will continue to explore opportunities to contribute to charitable donations or community activities in the future, thereby making positive contributions to the community.

## 回饋社區

我們高度重視社區服務，積極投身慈善和社區活動，為經營所在社區作出貢獻。我們連續十六年獲得香港社會服務聯會頒發「商界展關懷」標誌，表彰我們在企業公民責任及持續關愛社區方面作出的努力。

為求於社區散播更多正能量，我們鼓勵員工參與「便服日」、「愛牙日」及「地球一小時」等社會活動，並加入當地慈善機構組織的志願工作。支援長者等弱勢群體是我們社區工作的重點之一。於報告期內，我們參加由鄰舍輔導會籌辦的中秋探訪活動，讓員工陪伴長者歡慶佳節，渡過溫馨愉快的六個小時。

我們將繼續發掘機會進行慈善捐贈或參與社區活動，為社區作出積極貢獻。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

## KEY PERFORMANCE INDICATORS — SOCIAL

Notes 1, 2 and 6

## 關鍵績效指標 — 社會

附註1、2及6

SOCIAL KPIs 社會關鍵績效指標		UNIT 單位	PORTS AND LOGISTICS 港口及物流		PROPERTY, SECURITIES AND FINANCIAL SERVICES 物業、證券及 金融服務		KPI Ref. 關鍵績效 指標參考
			2024	2023	2024	2023	
<b>Employment 僱傭</b>							
Total number of employees 總員工人數		person 人次	<b>82</b>	91	<b>16</b>	24	<B1.1>
By gender 按性別劃分	Male 男性	%	<b>58.54</b>	58.24	<b>50.00</b>	54.17	
	Female 女性	%	<b>41.46</b>	41.76	<b>50.00</b>	45.83	
By employment type 按就業類型劃分	Monthly Paid Permanent Staff 月薪長期員工	%	<b>87.80</b>	94.51	<b>100.00</b>	100.00	
	Monthly Paid Contract Staff 月薪合約員工	%	<b>10.98</b>	5.49	<b>0</b>	0	
	Daily Paid Staff 日薪員工	%	<b>1.22</b>	0	<b>0</b>	0	
By age group 按年齡組別劃分	Under 30 years old 30歲以下	%	<b>0</b>	0	<b>0</b>	0	
	30–50 years old 30至50歲	%	<b>73.17</b>	74.73	<b>37.50</b>	45.83	
	Over 50 years old 50歲以上	%	<b>26.83</b>	25.27	<b>62.50</b>	54.17	
By geographical region 按地區劃分	Mainland China 中國內地	%	<b>100.00</b>	100.00	<b>0</b>	0	
	Hong Kong 香港	%	<b>0</b>	0	<b>100.00</b>	100.00	
Total turnover rate of employees 員工總流失率		%	<b>10.98</b>	39.56	<b>56.25</b>	4.17	<B1.2>
By gender 按性別劃分	Male 男性	%	<b>8.33</b>	35.85	<b>62.50</b>	0	
	Female 女性	%	<b>14.71</b>	44.74	<b>50.00</b>	9.09	
By age group 按年齡組別劃分	Under 30 years old 30歲以下	%	<b>N/A</b> 不適用	N/A 不適用	<b>N/A</b> 不適用	N/A 不適用	
	30–50 years old 30至50歲	%	<b>10.00</b>	29.41	<b>83.33</b>	9.09	
	Over 50 years old 50歲以上	%	<b>13.64</b>	56.52	<b>40.00</b>	0	
By geographical region 按地區劃分	Mainland China 中國內地	%	<b>10.98</b>	39.56	<b>N/A</b> 不適用	N/A 不適用	
	Hong Kong 香港	%	<b>N/A</b> 不適用	N/A 不適用	<b>56.25</b>	4.17	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

SOCIAL KPIs 社會關鍵績效指標	UNIT 單位	PORTS AND LOGISTICS 港口及物流		PROPERTY, SECURITIES AND FINANCIAL SERVICES 物業、證券及 金融服務		KPI Ref. 關鍵績效 指標參考	
		2024	2023	2024	2023		
<b>Health and Safety</b> 健康與安全							
Number of work-related fatalities <sup>Note 3</sup> 因工死亡人數 <sup>附註3</sup>	person 人次	0	0	0	0	<B2.1>	
Rate of work-related fatalities <sup>Note 3</sup> 因工死亡比率 <sup>附註3</sup>	%	0	0	0	0		
Number of lost days due to work injury 因工傷損失的工作天數	day 天數	0	0	0	0	<B2.2>	
Average lost days per case due to work injuries 每宗工傷事件的平均損失天數	day 天數	0	0	0	0		
<b>Development and Training</b> 發展及培訓							
Percentage of employees trained <sup>Note 4</sup> 受訓員工百分比 <sup>附註4</sup>	%	100.00	100.00	N/A 不適用	N/A 不適用	<B3.1>	
By gender 按性別劃分	Male <sup>Note 4</sup> 男性 <sup>附註4</sup>	%	58.54	58.24	N/A 不適用	N/A 不適用	
	Female <sup>Note 4</sup> 女性 <sup>附註4</sup>	%	41.46	41.76	N/A 不適用	N/A 不適用	
By employee level 按僱員級別劃分	Executive management <sup>Note 4</sup> 行政管理人員 <sup>附註4</sup>	%	6.10	5.49	N/A 不適用	N/A 不適用	
	Middle management <sup>Note 4</sup> 中級管理人員 <sup>附註4</sup>	%	18.29	14.29	N/A 不適用	N/A 不適用	
	General staff <sup>Note 4</sup> 一般員工 <sup>附註4</sup>	%	75.61	80.22	N/A 不適用	N/A 不適用	
Average training hours per employee <sup>Note 4</sup> 每名僱員的平均受訓時數 <sup>附註4</sup>	hour 時數	0.83	0.62	N/A 不適用	N/A 不適用	<B3.2>	
By gender 按性別劃分	Male <sup>Note 4</sup> 男性 <sup>附註4</sup>	hour 時數	1.00	0.65	N/A 不適用	N/A 不適用	
	Female <sup>Note 4</sup> 女性 <sup>附註4</sup>	hour 時數	0.60	0.58	N/A 不適用	N/A 不適用	
By employee level 按僱員級別劃分	Executive management <sup>Note 4</sup> 行政管理人員 <sup>附註4</sup>	hour 時數	2.36	2.02	N/A 不適用	N/A 不適用	
	Middle management <sup>Note 4</sup> 中級管理人員 <sup>附註4</sup>	hour 時數	1.89	2.02	N/A 不適用	N/A 不適用	
	General staff <sup>Note 4</sup> 一般員工 <sup>附註4</sup>	hour 時數	0.45	0.28	N/A 不適用	N/A 不適用	
<b>Supply Chain Management</b> 供應商管理							
By geographical region 按地區劃分	Mainland China <sup>Note 5</sup> 中國內地 <sup>附註5</sup>	supplier 供應商	28	36	N/A 不適用	N/A 不適用	<B5.1>
	Hong Kong <sup>Note 5</sup> 香港 <sup>附註5</sup>	supplier 供應商	0	0	N/A 不適用	N/A 不適用	
<b>Product Responsibility</b> 產品責任							
Number of complaints received 接獲投訴宗數	case 宗數	1	3	0	0	<B6.2>	

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### Notes:

1. Social KPIs in this data table reflected the data for the reporting periods from 1 April 2023 to 31 March 2024 under the 2024 column and from 1 April 2022 to 31 March 2023 under the 2023 column respectively.
2. The Property, Securities and Financial Services Businesses for the previous reporting period were not included in the ESG scope of the Group. After excluding the Discontinued Businesses, the Property, Securities and Financial Services Businesses were included in the ESG scope for the Reporting Period. For better comparison, the social KPIs of the Property, Securities and Financial Services Businesses for the previous reporting period were also disclosed.
3. The Group has had no work-related fatalities in the past three years.
4. The Group provided on-the-job training to employees for the Property, Securities and Financial Services Businesses and no relevant data was retained for the Reporting Period. Hence, these KPIs were marked as not applicable ("N/A") in the table.
5. The service providers of the Property, Securities and Financial Services Businesses are not considered as part of our supply chain and therefore no specific number of suppliers was identified. Therefore, this KPI was marked as N/A in the table.
6. The Ports and Logistics Business had no product subject to recall for safety and health reasons. As a service company for the Property, Securities and Financial Services Businesses, we did not sell products subject to recall for safety and health reasons. Therefore, no relevant KPI was disclosed in the table.

#### 附註：

1. 本數據表內的社會關鍵績效指標分別反映於2024欄目下2023年4月1日至2024年3月31日及於2023欄目下2022年4月1日至2023年3月31日報告期的數據。
2. 於上一報告期，物業、證券及金融服務業務並沒有納入本集團的環境、社會及管治範圍內。撇除已終止經營業務後，物業、證券及金融服務業務已納入報告期的環境、社會及管治範圍內。為便於比較，物業、證券及金融服務業務於上一報告期的社會關鍵績效指標亦已作披露。
3. 本集團於過去三年並無錄得因工死亡人數。
4. 本集團為物業、證券及金融服務業務的員工提供在職培訓，惟於報告期內並無保留相關數據。因此，該關鍵績效指標已於上表標示為不適用（「不適用」）。
5. 物業、證券及金融服務業務的服務供應商不被視為我們供應鏈的一部分，故未有確定供應商的具體數目。因此，該關鍵績效指標已於上表標示為不適用。
6. 港口及物流業務並無出於安全和健康原因而召回任何產品。作為物業、證券及金融服務業務的服務公司，我們並無銷售出於安全和健康原因而召回的產品。因此，上表未有披露相關關鍵績效指標。

# DIRECTORS' REPORT

## 董事局報告書

The directors have pleasure in presenting their annual report and the audited consolidated financial statements of Blue River Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2024.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company.

The activities of its principal subsidiaries and associates as at 31 March 2024 are set out in Note 48 to the consolidated financial statements.

### BUSINESS REVIEW

The business review is set out on pages 8 to 27 of this annual report.

### RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company for the year ended 31 March 2024 are set out in the consolidated income statement on pages 136 and 137 of this annual report and in the accompanying notes to the consolidated financial statements.

No interim dividend for the year ended 31 March 2024 was declared during the year (2023: Nil).

The directors have resolved not to recommend for shareholders' approval the payment of any final dividend for the year ended 31 March 2024 (2023: Nil).

董事欣然提呈Blue River Holdings Limited 藍河控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至2024年3月31日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司為一間投資控股公司。

本公司的主要附屬公司及聯營公司於2024年3月31日之業務載列於綜合財務報表附註48。

### 業務審視

業務審視載列於本年報第8至27頁。

### 業績及利潤分配

截至2024年3月31日止年度本集團之業績及本公司之利潤分配載列於本年報第136及137頁之綜合收益表及連帶之綜合財務報表附註。

於年內，本公司並無宣派截至2024年3月31日止年度之中期股息(2023：無)。

董事已議決不建議股東批准派付截至2024年3月31日止年度之任何末期股息(2023：無)。



## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2024, revenue from the Group's five largest customers accounted for approximately 50% of the Group's revenue and revenue from the largest customer included therein amounted to approximately 42%. Purchases from the Group's five largest suppliers accounted for approximately 98% of the Group's total purchases and purchases from the largest supplier included therein amounted to approximately 49%.

As far as the directors are aware, none of the directors and their close associates within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), or those shareholders who to the knowledge of the directors own more than 5% of the Company's share capital, has an interest in any of the five largest customers and/or five largest suppliers of the Group for the year ended 31 March 2024.

## LIQUIDITY AND CAPITAL RESOURCES

The Group currently maintains a variety of credit facilities to meet its working capital requirements. As at 31 March 2024, the Group's total borrowings amounted to approximately HK\$15,977,000, with approximately HK\$15,133,000 repayable on demand or within one year and approximately HK\$844,000 repayable after one year. Cash, bank balances and deposits as at 31 March 2024 amounted to approximately HK\$20,121,000. The Group's current ratio (calculated as total current assets divided by total current liabilities) was 0.97 and the gearing ratio (calculated as total borrowings divided by equity attributable to owners of the Company) was 0.02 as at 31 March 2024.

## SHARE CAPITAL

Details of movements in the issued share capital of the Company during the year are set out in Note 35 to the consolidated financial statements.

## 主要客戶及供應商

截至2024年3月31日止年度，本集團來自五大客戶之收入佔本集團收入約50%，而其中來自最大客戶之收入約為42%。本集團從五大供應商之購貨量佔本集團總購貨量約98%，而其中從最大供應商之購貨量約為49%。

就董事所知，截至2024年3月31日止年度，董事及彼等之緊密聯繫人（按《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）所界定）或據董事所知擁有本公司股本逾5%之股東概無在本集團任何五大客戶及／或五大供應商中擁有權益。

## 流動資金及資本來源

本集團現時設有多項融資信貸額以應付其營運資金所需。於2024年3月31日，本集團之借款總額約為15,977,000港元，其中約15,133,000港元須按要項償還或於一年內償還，另約844,000港元須於一年後償還。於2024年3月31日，現金、銀行結存及存款為約20,121,000港元。於2024年3月31日，本集團之流動比率（計算方法為流動資產總值除以流動負債總額）為0.97，而資本負債比率（計算方法為借款總額除以本公司擁有人應佔權益）則為0.02。

## 股本

年內本公司已發行股本變動之詳情載於綜合財務報表附註35。

## DIRECTORS' REPORT

### 董事局報告書

#### DIVIDEND POLICY

The board of directors of the Company (the "Board") has adopted a dividend policy with no pre-determined dividend distribution ratio. In considering payment of dividends, there shall be a balance between maintaining sufficient capital reserves for future growth of the business of the Group and allowing shareholders to participate in the Company's profits.

The Board shall also take into account, among other things, the following factors when considering the declaration and payment of dividends:

- (a) the actual and expected financial performance of the Group;
- (b) retained profits and distributable reserves of the Group;
- (c) the level of the Group's debts to equity ratio, return on equity and the applicable financial covenants that may be imposed by the Group's lenders;
- (d) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (e) the Group's expected working capital requirements and future expansion plans;
- (f) general economic conditions, cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (g) any other factors that the Board deems appropriate.

The declaration and payment of dividends by the Company is also subject to compliance with all applicable laws and regulations including the laws of Bermuda and the Company's bye-laws.

The Board will continually review the dividend policy.

#### 股息政策

本公司董事局(「董事局」)已採納股息政策，惟並無預定派息率。於考慮派付股息時，應於保持足夠資本儲備以供本集團業務的未來發展之用與允許股東分享本公司的溢利之間取得平衡。

於考慮是否宣派及派付股息時，董事局亦將考慮(其中包括)以下因素：

- (a) 本集團之實際及預期財務表現；
- (b) 本集團之保留溢利及可供分派儲備；
- (c) 本集團負債與資本比率、股權收益之水平，以及本集團貸款人可能施加之合適財務契諾；
- (d) 本集團貸款人可能就派付股息而施加之任何限制；
- (e) 本集團之預期營運資金需求及未來擴張計劃；
- (f) 可能對本集團業務或財務表現及狀況有影響之整體經濟狀況、本集團之業務週期及其他內外部因素；及
- (g) 任何董事局認為合適之其他因素。

本公司宣派及派付股息亦須遵守所有適用法律及法規，包括百慕達法例及本公司之公司細則。

董事局將持續檢討股息政策。

## SHARE INCENTIVE SCHEMES

### Share Award Scheme

#### (1) Purpose

Pursuant to an ordinary resolution passed by the shareholders of the Company at its special general meeting held on 3 May 2021 (the "Adoption Date"), the Company adopted a share award scheme (the "Share Award Scheme"). The specific objectives of the Share Award Scheme are (i) to recognise the contributions by certain eligible participants and to provide them with incentives in order to retain them for the continual operation and development of the Group, particularly in respect of the principal business of the Group from time to time; and (ii) to enhance the Group's competitiveness in attracting and/or retaining suitable personnel or professionals who are capable of making contributions to the continual operation, growth and development of the Group, particularly in respect of the principal business of the Group from time to time.

#### (2) Participants

Eligible participants under the Share Award Scheme are any employee (whether full time or part time), executive or officers, directors (including any executive director, non-executive director and independent non-executive director) and senior management, of any member of the Group, who, in the sole discretion of the Board, has contributed or may contribute to the continual operation, growth and development of the Group, particularly in respect of the principal business of the Group from time to time.

#### (3) Total number of shares available for issue

The maximum number of awarded shares that may be issued pursuant to the Share Award Scheme would be 10% of the issued share capital of the Company at the Adoption Date (the "Share Award Scheme Mandate Limit"), being 110,391,611 shares. The Board may from time to time at its absolute discretion to grant the awarded share(s) to the eligible participant(s) without affecting the operation of the Share Award Scheme in general and in such number and subject to such terms and conditions as the Board may in its absolute discretion determine.

## 股份激勵計劃

### 股份獎勵計劃

#### (1) 目的

根據本公司股東於2021年5月3日(「採納日期」)舉行之股東特別大會上通過之一項普通決議案，本公司已採納股份獎勵計劃(「股份獎勵計劃」)。股份獎勵計劃之具體目標為：(i)表彰若干合資格參與者作出之貢獻並向彼等提供獎勵，以挽留彼等作為本集團之持續經營及發展(尤其是於本集團不時經營之主要業務方面)所需；及(ii)提升本集團之競爭力，以吸引及／或挽留能夠為本集團之持續經營、增長及發展(尤其是於本集團不時經營之主要業務方面)作出貢獻之合適人士或專業人士。

#### (2) 參與者

董事局全權酌情認為已對或可能會對本集團之持續經營、增長及發展(尤其是於本集團不時經營之主要業務方面)作出貢獻之本集團任何成員公司之任何僱員(不論是全職或兼職)、行政人員或高級職員、董事(包括任何執行董事、非執行董事及獨立非執行董事)及高級管理層均為股份獎勵計劃之合資格參與者。

#### (3) 可供發行的股份總數

根據股份獎勵計劃可予發行之獎勵股份最高數目將為本公司於採納日期之已發行股本10%(「股份獎勵計劃授權限額」)，即110,391,611股股份。董事局可在不影響股份獎勵計劃整體運作之情況下，不時全權酌情按董事局可能全權酌情釐定之有關數目以及有關條款及條件向合資格參與者授出獎勵股份。

## DIRECTORS' REPORT

### 董事局報告書

Subject always to the Share Award Scheme Mandate Limit, a limit equal to 3% of the Company's issued share capital as at the date on which the specific mandate is approved by the shareholders of the Company at the general meeting as the maximum number of awarded shares which can be issued (the "Annual Limit") from the date of such general meeting of the Company to the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by its bye-laws or any applicable law to be held; and (c) the revocation or variation of the approval by members of the Company in general meeting.

The Board was authorised by the shareholders of the Company at the annual general meeting held on 3 September 2021 (the "2021 AGM") for the Annual Limit of 33,117,483 shares, being equal to 3% of the Company's issued share capital as at the date of the 2021 AGM.

No share had been granted or allocated under the Share Award Scheme since the Adoption Date. The Annual Limit had not been refreshed by the Company at the annual general meeting held on 30 August 2023, thus the Company is not entitled to grant any shares under the Share Award Scheme as at the date of this report. The Company may not grant share until the refreshment of the Annual Limit is approved by the shareholders of the Company at a general meeting. No service provider sublimit was set under the Share Award Scheme.

#### **(4) Maximum entitlement of each participant**

The maximum aggregate number of shares which can be granted to an eligible participant selected by the Board to participate in the Share Award Scheme (the "Selected Grantee") shall not exceed 1% of the issued share capital of the Company from time to time.

在任何時候須受限於股份獎勵計劃授權限額，相等於本公司股東在股東大會上批准特別授權當日本公司已發行股本3%之限額，為自本公司股東大會日期起至以下較早者為止可發行之獎勵股份最高數目（「年度限額」）：(a)本公司下屆股東週年大會結束時；(b)公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期間屆滿時；及(c)本公司股東於股東大會上撤回或修改批准時。

董事局於2021年9月3日舉行之股東週年大會（「2021年股東週年大會」）上獲本公司股東授權之年度限額為33,117,483股股份，相等於本公司於2021年股東週年大會日期之已發行股本之3%。

自採納日期以來，概無根據股份獎勵計劃授出或分配股份。本公司未有於2023年8月30日舉行的股東週年大會上更新年度限額，故於本報告日期，本公司無權根據股份獎勵計劃授出任何股份。本公司不得授出股份，直至更新年度限額於股東大會上獲本公司股東批准為止。股份獎勵計劃項下並無設定任何服務供應商分限額。

#### **(4) 各參與者的最高配額**

董事局所挑選參與股份獎勵計劃的合資格參與者（「選定承授人」）可獲授的最高股份總數不得超過本公司不時已發行股本的1%。

**(5) Vesting period and condition(s), if any**

The Board is entitled to impose any condition(s) as it deems appropriate in its absolute discretion with respect to the vesting of the awarded shares on the Selected Grantee (including without limitation the vesting period within which the shares awarded may be exercised by the Selected Grantee under the Share Award Scheme, the vesting period of the shares granted under the Share Award Scheme.)

**(6) Payment and period for acceptance**

Selected Grantees are not required to make any payment to accept an award and the relevant subscription price will be paid by the Company.

**(7) Basis for determining the purchase price of shares awarded, if any**

As no payment is required to be made by the Selected Grantees, the basis of determining the purchase price of share awarded in the Share Award Scheme is not applicable herein.

**(8) Remaining life**

The Share Award Scheme would be valid and effective for ten years commencing on the Adoption Date. The Share Award Scheme shall terminate on the earlier of the 10<sup>th</sup> anniversary date of the Adoption Date or such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of the Selected Grantees.

**Share Option Scheme**

On 10 September 2012, the Company adopted a share option scheme (the "2012 Share Option Scheme") which expired on 9 September 2022. There were no outstanding share options granted under the 2012 Share Option Scheme as at 31 March 2024.

**CONNECTED TRANSACTIONS**

The Group did not enter into any transactions which constituted connected transactions or continuing connected transactions that were subject to reporting requirements under Chapter 14A of the Listing Rules during the year ended 31 March 2024.

**(5) 歸屬期及條件(如有)**

董事局有權按其全權酌情認為合適，就獎勵股份歸屬選定承授人施加任何條件(包括但不限於選定承授人可根據股份獎勵計劃行使獎勵股份之歸屬期、根據股份獎勵計劃授出股份的歸屬期)。

**(6) 付款及接納期間**

選定承授人毋須就接納獎勵作出任何付款，相關認購價將由本公司支付。

**(7) 釐定獎勵股份購買價(如有)的基準**

由於選定承授人毋須付款，有關釐定股份獎勵計劃中獎勵股份的購買價的基準並不適用。

**(8) 餘下期間**

股份獎勵計劃將自採納日期起計十年內有效及生效。股份獎勵計劃將於採納日期起計十週年當日或董事局決定的提前終止日期(以較早者為準)終止，惟有關終止不得影響選定承授人的任何現有權利。

**購股權計劃**

於2012年9月10日，本公司採納一項購股權計劃(「2012年購股權計劃」)，2012年購股權計劃已於2022年9月9日屆滿。於2024年3月31日，概無根據2012年購股權計劃授出而尚未行使之購股權。

**關連交易**

截至2024年3月31日止年度，本集團並無訂立任何構成關連交易或持續關連交易而須遵守《上市規則》第十四A章項下申報規定的交易。

#### RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in Note 46 to the consolidated financial statements. Those related party transactions did not constitute connected transactions under the Listing Rules.

#### MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or existed during the year ended 31 March 2024.

#### EQUITY-LINKED AGREEMENTS

Save as disclosed under the section headed "Share Incentive Schemes", no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

#### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share incentive schemes disclosed above, at no time during the year or at the end of the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### DISTRIBUTABLE RESERVE

The Company's reserve available for distribution to shareholders as at 31 March 2024 amounted to approximately HK\$322,913,000 (2023: HK\$721,052,000).

#### 關聯人士交易

有關關聯人士交易之詳情載於綜合財務報表附註46。概無關聯人士交易構成《上市規則》之關連交易。

#### 管理合約

截至2024年3月31日止年度，概無訂立或存在有關本公司任何業務全部或任何重大部分的管理及行政之合約。

#### 股票掛鈎協議

除於「股份激勵計劃」一節所披露者外，於年內或年結時，本公司並無訂立將導致或可能導致本公司發行股份或要求本公司訂立任何將導致或可能導致本公司發行股份之協議之股票掛鈎協議。

#### 購買股份或債券之安排

除上述披露之股份激勵計劃外，於年內任何時間或年結時，本公司或其任何附屬公司概無訂立任何安排而使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲得利益。

#### 可供分派儲備

於2024年3月31日，本公司可供分派予股東之儲備為約322,913,000港元（2023：721,052,000港元）。

## DIRECTORS

The directors of the Company during the year and up to the date of this report were:

### Executive directors

Kwong Kai Sing, Benny (“Mr Kwong”)  
(*chairman and managing director*)  
Au Wai June  
Marc Andreas Tschirner (*managing director*)  
(*resigned with effect from 1 July 2023*)  
Sam Nickolas David Hing Cheong (*vice chairman*)  
(*resigned with effect from 1 July 2023*)

### Independent non-executive directors

William Nicholas Giles  
Yu Chung Leung (“Mr Yu”)  
Lam John Cheung-wah (“Mr Lam”)

In accordance with bye-laws 84(1) and 84(2) of the Company’s bye-laws, Mr Yu and Mr Lam will retire from office by rotation and, being eligible, will stand for re-election at the forthcoming annual general meeting.

The biographical details of the retiring directors will be set out in a circular, which shall be despatched to shareholders of the Company around 29 July 2024 to assist shareholders in making an informed decision on their re-elections.

Directors (including non-executive directors) are subject to retirement by rotation requirements under the Company’s bye-laws, and they are appointed for a specific term of approximately three years, particulars of which are set out on page 45 of the Corporate Governance Report of this annual report.

## DIRECTORS' SERVICE CONTRACTS

No director proposed 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).

## 董事

於年內及截至本報告日期止，本公司之董事如下：

### 執行董事

鄭啟成（「鄭先生」）  
(*主席兼總裁*)  
柯偉俊  
Marc Andreas Tschirner (*總裁*)  
(*自2023年7月1日起辭任*)  
沈慶祥 (*副主席*)  
(*自2023年7月1日起辭任*)

### 獨立非執行董事

William Nicholas Giles  
余仲良（「余先生」）  
藍章華（「藍先生」）

根據本公司細則之細則第84(1)條及84(2)條，余先生及藍先生將於即將舉行之股東週年大會上輪值退任，並符合資格且願意重選連任。

載有退任董事簡歷詳情的通函將於2024年7月29日前後寄發予本公司股東，以協助股東就重選作出知情決定。

董事（包括非執行董事）須遵守本公司之公司細則項下輪值退任之規定，而其指定任期為約三年，有關詳情載列於本年報第45頁之企業管治報告內。

## 董事之服務合約

擬於即將舉行之股東週年大會上重選連任之董事並無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。

## DIRECTORS' REPORT

### 董事局報告書

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

## 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

As at 31 March 2024, the interests and short positions of each of the directors and the chief executive of the Company in the shares and underlying shares of the Company, as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance (the "SFO") or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules, are set out below:

於2024年3月31日，本公司各董事及最高行政人員於本公司之股份及相關股份中持有記錄於根據《證券及期貨條例》第352條須予以備存之登記冊內或根據《上市規則》附錄C3的上市發行人董事進行證券交易的標準守則（「標準守則」）而須另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉載列如下：

Name of director/ chief executive	Capacity	Number of shares/underlying shares held 持有股份／相關股份數目 (Note 附註1)				Total	Approximate % of issued share capital 佔已發行 股本之 概約百分比 (Note 附註2)
		Personal interests	Family interests	Corporate interests	Other interests		
董事／最高 行政人員姓名	身份	個人權益	家族權益	公司權益	其他權益	總數	
Mr Kwong 鄭先生	Beneficial owner 實益擁有人	93,003,200 (Note 附註3)	—	—	—	93,003,200	8.93%

#### Notes:

- All the above interests in the shares and underlying shares of the Company were long positions. None of the directors and the chief executive of the Company held any short positions in the shares and underlying shares of the Company as at 31 March 2024.
- As at 31 March 2024, the Company's total number of issued shares was 1,040,946,114.
- Such interests held by Mr Kwong comprised 93,003,200 shares.

#### 附註：

- 上述本公司股份及相關股份之權益均為好倉。於2024年3月31日，本公司董事及最高行政人員概無於本公司股份及相關股份中持有任何淡倉。
- 於2024年3月31日，本公司之已發行股份總數為1,040,946,114股。
- 該等由鄭先生持有之權益包括93,003,200股股份。



Save as disclosed above, as at 31 March 2024, none of the directors or the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### **DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

As at 31 March 2024, none of the directors of the Company is interested in any business (apart from the Group's businesses) which competes or is likely to compete, either directly and indirectly, with the businesses of the Group.

### **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE**

Save as those disclosed in the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

除上文所披露者外，於2024年3月31日，本公司董事或最高行政人員概無於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)之股份、相關股份或債券中持有任何記錄於根據《證券及期貨條例》第352條須予備存之本公司登記冊內或根據標準守則而須另行知會本公司及聯交所之任何權益或淡倉。

### **董事於競爭業務之權益**

於2024年3月31日，除本集團業務外，本公司董事概無在任何直接或間接與本集團業務構成競爭或可能構成競爭之業務擁有任何權益。

### **董事於重要交易、安排或合約中之權益**

除於綜合財務報表內所披露者外，本公司董事在本公司或其任何附屬公司於年結或年內任何時間訂立之重要交易、安排或合約中概無直接或間接擁有重大權益。

## DIRECTORS' REPORT

### 董事局報告書

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS

## 主要股東／其他人士之權益及淡倉

As at 31 March 2024, so far as is known to the directors and the chief executive of the Company, the interests and short positions of the substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO are as follows:

於2024年3月31日，就本公司董事及最高行政人員所知，主要股東／其他人士於本公司股份及相關股份中持有記錄於根據《證券及期貨條例》第336條須予備存之登記冊內之權益及淡倉如下：

Name of shareholder 股東姓名／名稱	Capacity 身份	Number of shares/ underlying shares held 持有股份／ 相關股份數目 (Note 附註1)	Approximate % of the issued share capital 佔已發行股本 之概約百分比 (Note 附註2)
Mr Kitchell Osman Bin ("Mr Kitchell") Kitchell Osman Bin 先生 (「Kitchell 先生」)	Beneficial owner 實益擁有人 (Note 附註3)	255,000,000	24.50%
Ms Lo Ki Yan Karen ("Ms Lo") 羅琪茵女士 (「羅女士」)	Interest of controlled corporation 受控法團權益 (Note 附註4)	100,260,000	9.63%
Planetree International Development Limited ("PIDL") 梧桐國際發展有限公司 (「梧桐國際發展」)	Interest of controlled corporation 受控法團權益 (Note 附註4)	100,260,000	9.63%
Planetree International Limited ("PIL") Planetree International Limited (「PIL」)	Interest of controlled corporation 受控法團權益 (Note 附註4)	100,260,000	9.63%
Mr Kwong 鄭先生	Beneficial owner 實益擁有人 (Note 附註5)	93,003,200	8.93%
Oshidori International Holdings Limited ("Oshidori") 威華達控股有限公司 (「威華達」)	Interest of controlled corporation 受控法團權益 (Note 附註6)	58,560,000	5.63%
Enerchina Investments Limited ("Enerchina") Enerchina Investments Limited (「Enerchina」)	Interest of controlled corporation 受控法團權益 (Note 附註6)	58,560,000	5.63%
Uptown WW Capital Group Limited ("UWW Capital Cayman") Uptown WW Capital Group Limited (「UWW Capital Cayman」)	Interest of controlled corporation 受控法團權益 (Note 附註6)	58,560,000	5.63%
Uptown WW Capital Group Limited ("UWW Capital BVI") Uptown WW Capital Group Limited (「UWW Capital BVI」)	Interest of controlled corporation 受控法團權益 (Note 附註6)	58,560,000	5.63%

Name of shareholder 股東姓名／名稱	Capacity 身份	Number of shares/ underlying shares held 持有股份／ 相關股份數目 (Note 附註1)	Approximate % of the issued share capital 佔已發行股本 之概約百分比 (Note 附註2)
Uptown WW Holdings Limited ("UWW Holdings")	Interest of controlled corporation	58,560,000	5.63%
Uptown WW Holdings Limited ("UWW Holdings")	受控法團權益 (Note 附註6)		
Kenson Investment Limited ("Kenson") Kenson Investment Limited ("Kenson")	Beneficial owner 實益擁有人 (Note 附註6)	58,560,000	5.63%

Notes:

附註：

- |  |  |
|--|--|
| <p>1. All the above interests in the shares and underlying shares of the Company were long positions.</p> <p>2. As at 31 March 2024, the Company's total number of issued shares was 1,040,946,114.</p> <p>3. Such interests held by Mr Kitchell comprised 255,000,000 shares.</p> <p>4. The 100,260,000 shares of the Company comprised (a) 50,260,000 shares held by a company which was 47.84% owned by PIL; and (b) 50,000,000 shares held by certain wholly owned subsidiaries of PIDL. PIL was wholly owned by PIDL which was in turn 67% owned by Ms Lo.</p> <p>5. Such interests held by Mr Kwong comprised 93,003,200 shares.</p> <p>6. Kenson owned 58,560,000 shares in the Company. Kenson is wholly owned by UWW Holdings which is wholly owned by UWW Capital BVI. UWW Capital BVI is wholly owned by UWW Capital Cayman which is wholly owned by Enerchina and Enerchina is wholly owned by Oshidori. Accordingly, UWW Holdings, UWW Capital BVI, UWW Capital Cayman, Enerchina and Oshidori were deemed to be interested in the said 58,560,000 shares held by Kenson.</p> | <p>1. 上述本公司股份及相關股份之權益均為好倉。</p> <p>2. 於2024年3月31日，本公司之已發行股份總數為1,040,946,114股。</p> <p>3. 該等由Kitchell先生持有之權益包括255,000,000股股份。</p> <p>4. 100,260,000股本公司股份包括(a)一間由PIL擁有47.84%權益之公司所持有之50,260,000股股份；及(b)梧桐國際發展若干全資附屬公司所持有之50,000,000股股份。PIL由梧桐國際發展全資擁有，而梧桐國際發展則由羅女士擁有67%權益。</p> <p>5. 該等由鄺先生持有之權益包括93,003,200股股份。</p> <p>6. Kenson擁有58,560,000股本公司股份。Kenson由UWW Holdings全資擁有，而UWW Holdings由UWW Capital BVI全資擁有，UWW Capital BVI則由UWW Capital Cayman全資擁有，UWW Capital Cayman由Enerchina全資擁有，而Enerchina則由威華達全資擁有。因此，UWW Holdings、UWW Capital BVI、UWW Capital Cayman、Enerchina及威華達被視為於上述Kenson持有之58,560,000股股份中擁有權益。</p> |
|--|--|

Save as disclosed above, as at 31 March 2024, the Company had not been notified of any interests or short positions in the shares or underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO.

除上文所披露者外，於2024年3月31日，本公司並未獲知會須記錄於根據《證券及期貨條例》第336條須予備存之本公司登記冊內之本公司股份或相關股份之任何權益或淡倉。

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence. The Company considers all of the independent non-executive directors are independent in accordance with the independence guidelines set out in the Listing Rules.

## NUMBER OF EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2024, the Group employed a total of 100 (2023: 150) full-time employees, inclusive of the directors of the Company. Remuneration packages consisted of salary as well as performance-based bonus.

Under the Group's existing remuneration policy, pay rate of employees are maintained at competitive level with reference to the merits, qualification and competence of the employees while promotion and increments are based on performance of the respective employees.

The remuneration of the directors of the Company is decided by the remuneration committee of the Company, having regard to various factors including without limitation the prevailing market conditions, salary paid by comparable companies, duties and responsibilities of a director, employment conditions elsewhere and the time committed by the director concerned.

Further, the Company has implemented share-related incentive schemes to provide alternative means to motivate employees and promote their loyalty in line with the Group's strategy. Such schemes benefited the Group's staff in both Hong Kong and the Mainland.

Details of the remuneration policy of the Company are set out on page 51 of the Corporate Governance Report of this annual report.

## 獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事發出之年度獨立性確認函。按照《上市規則》所載獨立性指引，本公司認為全體獨立非執行董事均屬獨立人士。

## 僱員數目及薪酬政策

於2024年3月31日，本集團合共僱用100名(2023：150名)全職僱員(包括本公司董事)。薪酬組合由薪金以及與表現掛鈎之花紅所組成。

根據本集團現時之薪酬政策，經考慮僱員之優點、資歷及能力而釐定之僱員薪金水平乃具競爭力，及以相關僱員之表現作為晉升及加薪之基準。

本公司董事之薪酬乃由本公司之薪酬委員會經考慮多項因素而釐定，包括但不限於現行市場情況、類同公司所支付之薪金水平、董事職務與責任、其他地方之僱傭條件以及相關董事投入之時間。

此外，本公司已實行股份相關激勵計劃，以提供不同方案激勵僱員，並提升其歸屬感以配合本集團之策略，本集團之香港及內地僱員均受惠於此類計劃。

本公司之薪酬政策詳情載列於本年報第51頁之企業管治報告內。

## RETIREMENT BENEFIT SCHEMES

Information on the Group's retirement benefit schemes is set out in Note 41 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders although there are no restrictions against such rights under the laws of Bermuda.

## PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

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

## CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out on pages 34 to 73 of the Corporate Governance Report of this annual report.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Company's performance in various environmental and social aspects during the year is set out on pages 74 to 109 of the Environmental, Social and Governance Report of this annual report.

## 退休福利計劃

本集團退休福利計劃之資料載列於綜合財務報表附註41。

## 優先購買權

本公司之公司細則或百慕達法例中並無優先購買權之條文，規定本公司須按持股比例向現有股東提呈發售新股，惟百慕達法例並無限制此等權利。

## 購買、出售及贖回上市證券

年內，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之上市證券。

## 企業管治

本公司之企業管治原則及常規載列於本年報第34至73頁之企業管治報告內。

## 環境、社會及管治報告

本公司於年內在環境及社會各方面之表現載列於本年報第74至109頁之環境、社會及管治報告內。

#### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, at least 25% (that is, the prescribed public float applicable to the Company under the Listing Rules) of the issued shares in the Company were held by the public as at the date of this report.

#### MATERIAL ACQUISITION AND DISPOSAL

On 21 March 2024, the Group entered into a sale and purchase agreement with Dawn Rainbow Limited in relation to the disposal of the entire interest of Blue River Wuhan Port Limited, an indirect wholly-owned subsidiary of the Company, which indirectly wholly-owned 湖北民生石油液化氣有限公司 (Hubei Minsheng Liquefied Petroleum Gas Limited\*), at a consideration of HK\$1 million. The disposal was completed simultaneously upon signing of the sale and purchase agreement.

Save as disclosed above, the Group did not have material acquisition and disposal of subsidiaries, associates and joint ventures during the year.

#### 足夠公眾持股量

根據本公司現有所得之公開資料以及本公司董事所知，在本報告之日，至少25%（即《上市規則》所規定適用於本公司之公眾持股量）之本公司已發行股份乃由公眾所持有。

#### 重大收購及出售

於2024年3月21日，本集團與曉虹有限公司就出售本公司之間接全資附屬公司Blue River Wuhan Port Limited（其間接全資擁有湖北民生石油液化氣有限公司）全部權益訂立買賣協議，代價為100萬港元。上述出售事項已於簽署買賣協議之時同步完成。

除上文所披露者外，年內，本集團並無重大收購及出售附屬公司、聯營公司及合營企業之事項。

## DISCLOSURE OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in directors' information subsequent to the date of the Company's last interim report and up to the date to this annual report are set out below:

- (1) Mr Lam has been appointed as a non-executive director of Lincoln Minerals Limited, a company incorporated in Australia with limited liability whose shares are listed on the Australian Securities Exchange (ASX: LML), with effect from 30 September 2023; and
- (2) Mr Yu has been appointed as an independent non-executive director of Envision Greenwise Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 1783), with effect from 12 December 2023. He has also been appointed as an appointed member of the 7<sup>th</sup> term Yuen Long District Council with effect from 1 January 2024.

## DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES

### (1) Advances to entities

As at 31 March 2024, advances to entities did not individually exceed 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

### (2) Financial assistance and guarantees given to affiliated companies

As at 31 March 2024, the aggregate amount of the financial assistance provided by the Group to its affiliated companies (as defined under Chapter 13 of the Listing Rules) did not exceed 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules. As at 31 March 2024, there was no guarantee given by the Group for facilities granted to its affiliated companies.

## 根據《上市規則》第13.51B(1)條作出披露之董事資料

根據《上市規則》第13.51B(1)條，自本公司上一份中期報告日期後至本年報日期止，董事資料出現以下變動：

- (1) 藍先生已獲委任為Lincoln Minerals Limited(於澳洲註冊成立之有限公司，其股份於澳洲證券交易所上市(ASX:LML))之非執行董事，自2023年9月30日起生效；及
- (2) 余先生已獲委任為晉景新能控股有限公司(於開曼群島註冊成立之有限公司，其股份於聯交所主板上市(股份代號:1783))之獨立非執行董事，自2023年12月12日起生效。此外，彼已獲委任為第七屆元朗區議會委任議員，自2024年1月1日起生效。

## 根據《上市規則》第13.20及13.22條作出披露

### (1) 向實體提供貸款

於2024年3月31日，向實體提供之個別貸款並不超逾《上市規則》第14.07(1)條所界定資產比率之8%。

### (2) 給予聯屬公司之財務資助及擔保

於2024年3月31日，本集團給予其聯屬公司(按《上市規則》第十三章之界定)之財務資助合共並不超逾《上市規則》第14.07(1)條所界定資產比率之8%。於2024年3月31日，本集團概無就其聯屬公司獲授之融資提供擔保。

## DIRECTORS' REPORT

### 董事局報告書

#### PERMITTED INDEMNITY PROVISION

The Company's bye-laws provides that the directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their offices, provided that this indemnity shall not extend to any matter in respect of any negligence, default, fraud or dishonesty which may attach to any directors. Directors' liability insurance is in place to protect the directors against potential costs and liabilities arising from claims brought against the directors.

#### DONATIONS

No charitable donation was made by the Group during the year (2023: HK\$409,000).

#### EVENTS AFTER THE REPORTING PERIOD

There were no major subsequent events occurred since the end of the reporting period and up to the date of this report.

#### 獲准許之彌償保證條文

本公司之公司細則訂明，董事可從本公司之資產及溢利獲得彌償保證，就彼等之職務執行其職責或假定職責時因所作出、發生之任何作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害賠償及開支，可就此獲確保免受任何損害，惟本彌償保證不適用於任何與任何董事疏忽、違約、欺詐或不忠誠有關之事宜。董事責任保險已備妥，以保障董事免受向其索償所產生之潛在費用及債務影響。

#### 捐款

年內，本集團概無作出慈善捐款 (2023：409,000港元)。

#### 本報告期後之事項

自本報告期完結日至本報告日期止，並無發生重大期後事項。



**AUDITOR**

The financial statements of the Group for the year ended 31 March 2024 were audited by Crowe (HK) CPA Limited who shall retire in the forthcoming annual general meeting and, being eligible, offer itself for re-appointment.

A resolution to re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the directors of the Company to fix its remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Kwong Kai Sing, Benny**  
*Chairman and Managing Director*

Hong Kong, 26 June 2024

\* For identification purpose only

**核數師**

本集團截至2024年3月31日止年度之財務報表由國富浩華(香港)會計師事務所有限公司審核，其將退任且符合資格並願意於即將舉行之股東週年大會上獲續聘。

有關續聘國富浩華(香港)會計師事務所有限公司為本公司核數師及授權本公司董事釐定其薪酬之決議案將於即將舉行之股東週年大會上提呈。

代表董事局

**主席兼總裁**  
**鄭啟成**

香港，2024年6月26日

\* 僅供參考

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書



國富浩華（香港）會計師事務所有限公司  
**Crowe (HK) CPA Limited**  
香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BLUE RIVER HOLDINGS LIMITED *(Incorporated in Bermuda with limited liability)*

### 致藍河控股有限公司全體股東之 獨立核數師報告書

*(於百慕達註冊成立之有限公司)*

## OPINION

## 意見

We have audited the consolidated financial statements of Blue River Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 136 to 331, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

本核數師(以下簡稱「我們」)已審核列載於第136至331頁藍河控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，包括於2024年3月31日的綜合財務狀況表，以及截至該日止年度的綜合收益表、綜合全面收益表、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，包括重要會計政策資料。

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.

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及公平地反映貴集團於2024年3月31日的綜合財務狀況，及其截至該日止年度之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。

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

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

### *Impairment assessment on interests in associates*

We identified the impairment assessment on interests in associates as a key audit matter due to the significance of these investments to the Group’s consolidated financial statements and significant judgement is required to estimate the recoverable amounts of interests in associates. As at 31 March 2024, the carrying amount of interests in associates amounted to HK\$677,586,000 as stated in Note 22 to the consolidated financial statements, which representing approximately 69% of the total assets of the Group.

## 意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。在這些準則下，我們的責任會在本報告的核數師就審核綜合財務報表的責任一節中詳述。根據香港會計師公會之《專業會計師道德守則》(簡稱「守則」)，我們獨立於貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

## 關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。我們在審核整體綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

### *於聯營公司之權益之減值評估*

我們將於聯營公司之權益之減值評估識別為關鍵審核事項乃由於該等投資對貴集團綜合財務報表的重要性，且估計於聯營公司之權益之可收回金額需作出重大判斷。於2024年3月31日，綜合財務報表附註22所述於聯營公司之權益之賬面值為677,586,000港元，相當於貴集團總資產約69%。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告書

As disclosed in Note 3(i) to the consolidated financial statements, interests in associates are carried in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associates, less impairment in the values of individual investments. As such, the Group is required to assess at the end of each reporting period whether there is any indication that the carrying amount of interests in associates may be impaired. For those associates in which such indication exists, the Group assessed the recoverable amounts for impairment, with the assistance of an independent external valuer appointed by the management.

The accounting policies and disclosure in relation to the interests in associates are set out in Notes 3(i), 4, and 22 to the consolidated financial statements.

#### ***How our audit addressed the key audit matter***

Our audit procedures in relation to the impairment assessment on interests in associates included the following:

- obtaining an understanding of and assessing the design and implementation of key internal controls relating to the identifications of impairment indicators and the assessment of the recoverable amount of the interests in associates;
- where indicators of impairment have been identified, assessing the reasonableness of the recoverable amount of each of the associates and obtaining an understanding from the management of their financial position and future prospects;
- evaluating the competence, capabilities and objectivity of the external valuer appointed by the management; and
- understanding the management process for determining and assessing the reasonableness of key inputs and assumptions used by management in their estimation of recoverable amounts of those interests in associates with impairment indicators. We also involved our internal valuation expert to assess the appropriateness of valuation methodologies, key inputs and assumptions used.

誠如綜合財務報表附註3(i)所披露，於聯營公司之權益按成本於綜合財務狀況表列賬，並其後作出調整以確認本集團攤佔聯營公司之損益及其他全面收益，減個別投資價值之減值。因此，本集團需要於各報告期完結時評估是否存在任何跡象顯示於聯營公司之權益之賬面值可能已減值。就存在有關跡象之聯營公司，本集團在管理層任命的獨立外部估值師之協助下，就其可收回金額進行減值評估。

有關於聯營公司之權益之會計政策及披露載於綜合財務報表附註3(i)、4及22。

#### ***我們的審核如何處理關鍵審核事項***

我們就於聯營公司的權益進行減值評估所涉及的審核程序包括以下各項：

- 了解及評估有關識別減值跡象及評估於聯營公司之權益之可收回金額的主要內部控制措施的設計及執行情況；
- 如果出現減值跡象，評估各聯營公司之可收回金額的合理性，並向管理層了解其財務狀況和未來前景；
- 評估管理層任命的外部估值師的資格、能力及客觀性；及
- 了解有關確定及評估管理層於以減值指標估計該等於聯營公司之權益之可收回金額時所用主要輸入數據及假設之合理性之管理程序。我們亦聘請了內部估值專家以評定估值方法、所使用的關鍵輸入數據及假設的適當性。

**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.

**其他資料**

貴公司董事須對其他資料承擔責任。其他資料包括年報中所包含的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未考慮其他資料。我們不對其他資料發表任何形式的核證結論。

就審計綜合財務報表而言，我們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我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若我們基於已完成的工作認為其他資料出現重大錯誤陳述，我們須報告此一事實。我們就此並無須報告事項。

**董事及管治層對綜合財務報表的責任**

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綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告書

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.

### 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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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 HKSAs 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.

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非董事有意將 貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

管治層須負責監督 貴集團的財務報告流程。

### 核數師就審核綜合財務報表的責任

我們的目標是合理確定整體而言此等綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包含審核意見的核數師報告。我們的報告按照百慕達1981年公司法第90條僅向全體股東發出。除此以外，本報告別無其他目的。我們並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。

合理確定屬高層次的核證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

As part of an audit in accordance with HKSAs, 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.
- 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.

我們根據香港審計準則進行審核的工作之一，是運用專業判斷，在整個審核過程中保持專業懷疑態度。我們也：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯報風險，因應這些風險設計及執行審核程序，獲得充足及適當的審核憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯報風險比未能發現由於錯誤而導致的重大錯報風險更高。
- 了解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團的內部控制的有效性發表意見。
- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為有重大不確定因素，我們需要在核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂我們的意見。我們的結論是基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告書

- 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.
- 評估綜合財務報表(包括資料披露)的整體列報、架構和內容，以及綜合財務報表是否已公允地反映及列報相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足及適當的審核憑證，以就綜合財務報表發表意見。我們須負責指導、監督和執行貴集團的審核工作。我們須為我們的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.

我們就審核工作的計劃範圍和時間、在審核過程中的主要審核發現(包括內部控制的重大缺失)及其他事項與管治層進行溝通。

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.

我們亦向管治層作出聲明，確認我們已遵守有關獨立性的道德要求，並就所有被合理認為可能影響核數師獨立性的關係和其他事宜以及為消除威脅而採取之行動或已採用之保障措施(如適用)，與管治層進行溝通。



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.

我們通過與管治層溝通，確定哪些是本期綜合財務報表審核工作的最重要事項，即關鍵審核事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則我們會在核數師報告中描述此等事項。

**Crowe (HK) CPA Limited**  
*Certified Public Accountants*  
Hong Kong, 26 June 2024

**國富浩華(香港)會計師事務所有限公司**  
*執業會計師*  
香港，2024年6月26日

Lam Cheung Shing  
Practising Certificate Number P03552

林長成  
執業證書編號 P03552

# CONSOLIDATED INCOME STATEMENT

## 綜合收益表

For the year ended 31 March 2024

截至2024年3月31日止年度

		Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入			
Sales and services income	銷售及服務收入	6	51,468	71,494
Interest income	利息收入	6	8,702	5,600
Rental income	租金收入	6	1,800	—
			<b>61,970</b>	77,094
Cost of sales and services rendered	銷售及提供服務的成本		<b>(38,186)</b>	(58,996)
Gross profit	毛利		<b>23,784</b>	18,098
Other income	其他收入	8	149	3,862
Administrative expenses	行政費用		<b>(107,703)</b>	(115,555)
Distribution and selling expenses	分銷及銷售費用		<b>(15,300)</b>	(15,220)
Other gains and losses	其他收益及虧損	9	<b>(3,308)</b>	(63,866)
Impairment loss reversed on financial assets, net	金融資產之減值虧損撥回淨額	10	<b>31,071</b>	3,977
Finance costs	融資成本	11	<b>(6,627)</b>	(16,656)
Gain on disposal of subsidiaries	出售附屬公司之收益	38	<b>59,323</b>	—
Gain on winding up of a subsidiary	一間附屬公司清盤之收益	37	—	9,470
Fair value changes of investment properties	投資物業之公平價值變動		<b>(9,800)</b>	(2,458)
Share of results of associates	攤佔聯營公司業績		<b>(230,608)</b>	41,483
Share of results of a joint venture	攤佔一間合營企業業績		<b>(4,642)</b>	(4,839)
Loss before taxation	除稅前虧損	13	<b>(263,661)</b>	(141,704)
Taxation	稅項	14	<b>351</b>	(434)
Loss for the year from continuing operations	持續經營業務之年度虧損		<b>(263,310)</b>	(142,138)
<b>Discontinued operations</b>	<b>已終止經營業務</b>			
Loss for the year from discontinued operations	已終止經營業務之年度虧損	15	—	(566,867)
Loss for the year	年度虧損		<b>(263,310)</b>	(709,005)

## CONSOLIDATED INCOME STATEMENT

### 綜合收益表

For the year ended 31 March 2024  
截至2024年3月31日止年度

		2024	2023
		HK\$'000	HK\$'000
		千港元	千港元
Loss for the year attributable to:	以下人士應佔年度虧損：		
Owners of the Company	本公司擁有人		
— from continuing operations	— 來自持續經營業務	(265,263)	(144,506)
— from discontinued operations	— 來自已終止經營業務	—	(460,907)
		(265,263)	(605,413)
Non-controlling interests	非控股權益		
— from continuing operations	— 來自持續經營業務	1,953	2,368
— from discontinued operations	— 來自已終止經營業務	—	(105,960)
		1,953	(103,592)
		(263,310)	(709,005)
		HK cents	HK cents
		港仙	港仙
Loss per share	每股虧損		
Basic and diluted	基本及攤薄		
— from continuing operations	— 來自持續經營業務	(25.5)	(13.2)
— from discontinued operations	— 來自已終止經營業務	—	(42.2)
		(25.5)	(55.4)

The accompanying notes form an integral part of these financial statements.

連帶之附註為該等財務報表之組成部分。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 March 2024  
截至2024年3月31日止年度

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Loss for the year	年度虧損	(263,310)	(709,005)
<b>Other comprehensive expense</b>	<b>其他全面開支</b>		
<i>Items that will not be reclassified to profit or loss</i>	<i>將不會重新分類為損益之項目</i>		
Change in fair value of financial assets measured at fair value through other comprehensive income ("FVOCI"), net of tax	按公平價值誌入其他全面收益(「按公平價值誌入其他全面收益」)之金融資產之公平價值變動(扣除稅金後)	(115,627)	(82,360)
Share of other comprehensive expense of associates	攤佔聯營公司之其他全面開支	(2,510)	(251)
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>可於其後重新分類為損益之項目</i>		
Exchange differences arising from translation of foreign operations	因換算海外業務而產生之匯兌差額	(3,079)	(69,015)
Reclassification adjustment on disposal of subsidiaries	出售附屬公司之重新分類調整	(32,739)	(10,634)
Other comprehensive expense for the year	年度其他全面開支	(153,955)	(162,260)
Total comprehensive expense for the year	年度全面開支總額	(417,265)	(871,265)

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

### 綜合全面收益表

For the year ended 31 March 2024  
截至2024年3月31日止年度

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Total comprehensive (expense) income for the year attributable to:	以下人士應佔年度全面(開支)收益總額：		
Owners of the Company	本公司擁有人		
— from continuing operations	— 來自持續經營業務	(419,218)	(228,583)
— from discontinued operations	— 來自已終止經營業務	—	(523,589)
		(419,218)	(752,172)
Non-controlling interests	非控股權益		
— from continuing operations	— 來自持續經營業務	1,953	2,368
— from discontinued operations	— 來自已終止經營業務	—	(121,461)
		1,953	(119,093)
		(417,265)	(871,265)

The accompanying notes form an integral part of these financial statements.

連帶之附註為該等財務報表之組成部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2024  
於2024年3月31日

		Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機械及設備	18	18,491	26,684
Right-of-use assets	使用權資產	19	6,841	51,670
Investment properties	投資物業	20	53,500	63,300
Intangible assets	無形資產	21	1,058	1,156
Interests in associates	聯營公司權益	22	677,586	767,904
Interest in a joint venture	一間合營企業權益	23	11,500	14,812
Financial assets measured at FVOCI	按公平價值誌入其他 全面收益之金融資產	24	164,067	202,975
			<b>933,043</b>	1,128,501
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories of finished goods	商品存貨		87	66
Loan receivable	應收貸款	25	3,193	—
Amounts due from former subsidiaries in liquidation	應收清盤中前附屬公司 款項	26	1,303	20,865
Trade and other receivables	貿易及其他應收賬款	27	18,315	25,188
Short-term bank deposits	短期銀行存款	28	8,621	3,425
Bank balances and cash	銀行結存及現金	28	11,500	770,811
			<b>43,019</b>	820,355
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	29	15,059	38,388
Contract liabilities	合約負債	30	13	1,535
Lease liabilities	租賃負債	31	5,231	10,053
Amounts due to former subsidiaries in liquidation	應付清盤中前附屬公司 款項	26	—	27
Amount due to a non-controlling shareholder	應付一名非控股股東 款項	32	8,891	8,891
Amount due to a joint venture	應付一間合營企業款項	46(c)	180	—
Taxation payable	應付稅項		—	1,590
Bank and other borrowings	銀行及其他借款	33	15,133	532,991
			<b>44,507</b>	593,475
<b>NET CURRENT (LIABILITIES) ASSETS</b>	<b>流動(負債)資產淨值</b>		<b>(1,488)</b>	226,880
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>931,555</b>	1,355,381

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 綜合財務狀況表

As at 31 March 2024  
於2024年3月31日

		Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Bank and other borrowings	銀行及其他借款	33	844	1,998
Lease liabilities	租賃負債	31	4,198	9,581
Deferred tax liabilities	遞延稅項負債	34	213	237
			<b>5,255</b>	11,816
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>926,300</b>	1,343,565
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	35	104,095	104,095
Reserves	儲備		829,234	1,248,452
Equity attributable to owners of the Company	本公司擁有人之應佔權益		<b>933,329</b>	1,352,547
Non-controlling interests	非控股權益		<b>(7,029)</b>	(8,982)
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>926,300</b>	1,343,565

The consolidated financial statements on pages 136 to 331 were approved and authorised for issue by the Board of Directors on 26 June 2024 and are signed on its behalf by:

載於第136至331頁之綜合財務報表已於2024年6月26日獲董事局核准及授權刊發，並由下列董事代表董事局簽署：

**Kwong Kai Sing, Benny**  
**鄺啟成**  
*Chairman and Managing Director*  
 主席兼總裁

**Au Wai June**  
**柯偉俊**  
*Executive Director*  
 執行董事

The accompanying notes form an integral part of these financial statements.

連帶之附註為該等財務報表之組成部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2024  
截至2024年3月31日止年度

		Equity attributable to owners of the Company 本公司擁有人之應佔權益										
		Share capital	Share premium	Contributed surplus	Capital reserve	Investment revaluation reserve	Other reserves	Translation reserve	Retained profits	Sub-total	Non-controlling interests	Total equity
		(note i)	(note ii)	(note iii)	(note iv)	(note v)	(note vi)					
		股本	股份溢價	實繳盈餘	資本儲備	重估儲備	其他儲備	匯兌儲備	保留溢利	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2022	於2022年4月1日	110,392	544,511	441,566	(95,368)	(605,995)	9,408	106,536	1,648,763	2,159,813	871,349	3,031,162
Exchange differences arising from translation of foreign operations	因換算海外業務而產生之匯兌差額	—	—	—	—	—	—	(53,514)	—	(53,514)	(15,501)	(69,015)
Reclassification adjustment on disposal of discontinued operations (Note 15)	出售已終止經營業務之重新分類調整 (附註15)	—	—	—	—	—	—	(10,634)	—	(10,634)	—	(10,634)
Change in fair value of financial assets measured at FVOCI, net of tax	按公平價值誌入其他全面收益之金融資產之公平價值變動 (扣除稅金後)	—	—	—	—	(82,360)	—	—	—	(82,360)	—	(82,360)
Share of other comprehensive expense of an associate	攤估一間聯營公司之其他全面開支	—	—	—	—	(251)	—	—	—	(251)	—	(251)
Loss for the year	年度虧損	—	—	—	—	—	—	—	(605,413)	(605,413)	(103,592)	(709,005)
Total comprehensive expense for the year	年度全面開支總額	—	—	—	—	(82,611)	—	(64,148)	(605,413)	(752,172)	(119,093)	(871,265)
Shares repurchased and cancelled (Note 35)	已購回及註銷之股份 (附註35)	(6,297)	(48,551)	—	—	—	—	—	—	(54,848)	—	(54,848)
Shares repurchase expenses (Note 35)	股份購回開支 (附註35)	—	(246)	—	—	—	—	—	—	(246)	—	(246)
Disposal of discontinued operations (Note 15)	出售已終止經營業務 (附註15)	—	—	—	95,368	—	(9,408)	—	(85,960)	—	(761,238)	(761,238)
Disposal of financial assets measured at FVOCI	出售按公平價值誌入其他全面收益之金融資產	—	—	—	—	62	—	—	(62)	—	—	—
At 31 March 2023	於2023年3月31日	104,095	495,714	441,566	—	(688,544)	—	42,388	957,328	1,352,547	(8,982)	1,343,565



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2024  
截至2024年3月31日止年度

		Equity attributable to owners of the Company 本公司擁有人之應佔權益										
		Share capital	Share premium	Contributed surplus	Capital reserve	Investment revaluation reserve	Other reserves	Translation reserve	Retained profits	Sub-total	Non-controlling interests	Total equity
		(note i)	(note ii)	(note iii)	(note iv)	(note v)	(note vi)					
		股本	股份溢價	實繳盈餘	資本儲備	重估儲備	其他儲備	匯兌儲備	保留溢利	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2023	於2023年4月1日	104,095	495,714	441,566	—	(688,544)	—	42,388	957,328	1,352,547	(8,982)	1,343,565
Exchange differences arising from translation of foreign operations	因換算海外業務而產生之匯兌差額	—	—	—	—	—	—	(3,079)	—	(3,079)	—	(3,079)
Reclassification adjustment on disposal of subsidiaries (Note 38)	出售附屬公司之重新分類調整(附註38)	—	—	—	—	—	—	(32,739)	—	(32,739)	—	(32,739)
Change in fair value of financial assets measured at FVOCI, net of tax	按公平價值計入其他全面收益之金融資產之公平價值變動(扣除稅金後)	—	—	—	—	(115,627)	—	—	—	(115,627)	—	(115,627)
Share of other comprehensive expense of an associate	攤佔一間聯營公司之其他全面開支	—	—	—	—	(2,510)	—	—	—	(2,510)	—	(2,510)
Loss for the year	年度虧損	—	—	—	—	—	—	—	(265,263)	(265,263)	1,953	(263,310)
Total comprehensive expense for the year	年度全面開支總額	—	—	—	—	(118,137)	—	(35,818)	(265,263)	(419,218)	1,953	(417,265)
Disposal of financial assets measured at FVOCI	出售按公平價值計入其他全面收益之金融資產	—	—	—	—	5,911	—	—	(5,911)	—	—	—
Share of equity movement arising on equity transactions of an associate	攤佔一間聯營公司進行股本交易所產生之權益變動	—	—	—	—	73	—	—	(73)	—	—	—
Disposal of financial assets measured at FVOCI through disposal of subsidiaries	透過出售附屬公司出售按公平價值計入其他全面收益之金融資產	—	—	—	—	337,000	—	—	(337,000)	—	—	—
At 31 March 2024	於2024年3月31日	104,095	495,714	441,566	—	(463,697)	—	6,570	349,081	933,329	(7,029)	926,300

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 綜合權益變動表

For the year ended 31 March 2024

截至2024年3月31日止年度

#### Notes:

- (i) The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda.
- (ii) The contributed surplus represents the balance arising from the reduction of share capital of the Company which took place in prior years.
- (iii) The capital reserve represented the difference between the fair value and the carrying amount of the underlying assets and liabilities that were attributable to the additional interests in subsidiaries acquired by the Group. The amount was transferred to retained profits upon disposal of discontinued operations during the prior year.
- (iv) The investment revaluation reserve represents the changes (and the share of the associate's changes) in carrying amount of investments in equity instruments designated as FVOCI, net of tax, since its initial recognition.
- (v) Other reserves mainly represented statutory reserve which was the appropriation of certain percentages of profit after taxation of subsidiaries established in the PRC as pursuant to the PRC regulations and share of other reserves of associates and joint ventures. The amount was transferred to retained profits upon disposal of discontinued operations during the prior year.
- (vi) The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

#### 附註：

- (i) 股份溢價賬的應用受百慕達1981年公司法第40條監管。
- (ii) 實繳盈餘指於過往年度進行本公司股本削減所產生之結餘。
- (iii) 資本儲備指本集團所收購附屬公司之額外權益攤佔之相關資產及負債之公平價值與賬面值間之差額。有關金額已於上一年度出售已終止經營業務時轉撥至保留溢利。
- (iv) 投資重估儲備指自初步確認後指定為扣除稅金後按公平價值誌入其他全面收益的權益工具投資之賬面值變動(及攤佔聯營公司之變動)。
- (v) 其他儲備主要指根據中國法規將在中國成立之附屬公司之除稅後溢利按若干比例撥作法定儲備，及攤佔聯營公司及合營企業之其他儲備。有關金額已於上一年度出售已終止經營業務時轉撥至保留溢利。
- (vi) 匯兌儲備包含所有因換算海外業務之財務報表而產生之外匯差額。

The accompanying notes form an integral part of these financial statements.

連帶之附註為該等財務報表之組成部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2024  
截至2024年3月31日止年度

	Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>			
Loss before taxation			
— from continuing operations		(263,661)	(141,704)
— from discontinued operations	15	—	(307,495)
		(263,661)	(449,199)
Adjustments for:	就下列項目進行調整：		
Finance costs	融資成本	6,627	66,179
Loss on disposal of property, plant and equipment	處置物業、機械及設備之虧損	1,260	1,226
Gain on termination of leases	終止租賃之收益	—	(7)
Gain on forfeiture of deposit and earnest money received	沒收按金及誠意金所得之收益	(8,200)	—
Share of results of associates	攤佔聯營公司業績	230,608	(41,475)
Share of results of a joint venture	攤佔一間合營企業業績	4,642	4,958
Amortisation of intangible assets	無形資產攤銷	45	18,170
Depreciation of property, plant and equipment	物業、機械及設備之折舊	6,294	41,917
Depreciation of right-of-use assets	使用權資產之折舊	13,685	30,859
Net unrealised exchange loss	未變現匯兌虧損淨額	962	9,830
Gain on disposal of subsidiaries	出售附屬公司之收益	(59,323)	—
Fair value changes of investment properties	投資物業公平價值變動	9,800	31,568
Bank and other interest income	銀行及其他利息收入	(149)	(1,055)
Impairment loss on property, plant and equipment	物業、機械及設備之減值虧損	—	61,882
Impairment loss on right-of-use assets	使用權資產之減值虧損	8,877	—
Gain on winding up of a subsidiary	一間附屬公司清盤之收益	—	(9,470)
Impairment loss (reversed) recognised on financial assets and contract assets, net	金融資產及合約資產之減值虧損(撥回)確認淨額	(31,071)	24,456
Write-down of stock of properties	物業存貨之減值撇減	—	115,324

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

For the year ended 31 March 2024  
截至2024年3月31日止年度

	Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	(79,604)	(94,837)
Increase in contract assets	合約資產增加	—	(379,797)
Increase in stock of properties	物業存貨增加	—	(8,426)
(Increase) decrease in inventories of finished goods	商品存貨(增加)減少	(25)	1,141
Decrease in loan receivables	應收貸款減少	—	20,000
Decrease (increase) in trade and other receivables	貿易及其他應收賬款減少(增加)	3,840	(411,554)
Increase in amounts due from joint ventures	應收合營企業款項增加	—	(4,387)
Decrease in amounts due from joint operations/other partners of joint operations	應收合營業務/合營業務其他夥伴款項減少	—	5,918
Decrease in amounts due to joint operations/other partners of joint operations	應付合營業務/合營業務其他夥伴款項減少	—	(27,240)
Increase in amount due to a joint venture	應付一間合營企業款項增加	—	3,877
Increase (decrease) in trade and other payables	貿易及其他應付賬款增加(減少)	3,204	(277,509)
Increase in contract liabilities	合約負債增加	450	201,937
Net cash used in operations	經營所用現金淨額	(72,135)	(970,877)
Income tax paid	已付所得稅	(986)	(770)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營活動所用現金淨額</b>	<b>(73,121)</b>	<b>(971,647)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

For the year ended 31 March 2024  
截至2024年3月31日止年度

		Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>				
Payment for acquisition of property, plant and equipment	投資活動			
	收購物業、機械及設備之付款		(3,578)	(31,816)
Acquisition of assets through acquisition of a subsidiary	透過收購一間附屬公司收購資產	36	—	(65,000)
Additions to investment properties	投資物業增加		—	(1,542)
Contribution to a joint venture	對一間合營企業增資		(1,150)	(1,900)
Contribution to associates	對聯營公司增資		(142,800)	(504,704)
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金流入淨額	38	4,882	16,503
Net cash outflow from disposal of discontinued operations	出售已終止經營業務之現金流出淨額	15	—	(176,519)
Bank and other interest income received	已收銀行及其他利息收入		149	1,055
Additions to short-term loan receivables	添置應收短期貸款		—	(2,000)
Proceeds from disposal of property, plant and equipment	處置物業、機械及設備所得款項		345	1,028
Placement of pledged bank deposits	新造已抵押銀行存款		—	(68,348)
Release of pledged bank deposits	調撥已抵押銀行存款		—	45,423
Distributions from former subsidiaries in liquidation	清盤中前附屬公司之分派		50,673	180,290
Distributions from associates	聯營公司之分派		—	422,383
Proceeds from disposal of financial assets measured at FVOCI	出售按公平價值誌入其他全面收益之金融資產所得款項		7,757	22,294
Purchases of financial assets measured at FVOCI	購買按公平價值誌入其他全面收益之金融資產		(148,854)	(59,381)
Advance to joint operations/other partners of joint operations	向合營業務/合營業務其他夥伴墊款		—	(14,850)
Repayment from joint operations/other partners of joint operations	合營業務/合營業務其他夥伴還款		—	81,770
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>		<b>(232,576)</b>	<b>(155,314)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

For the year ended 31 March 2024  
截至2024年3月31日止年度

	Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Repayment of bank and other borrowings	償還銀行及其他借款	(588,525)	(1,709,581)
Interest paid	已付利息	(4,133)	(66,367)
Payment of lease liabilities	支付租賃負債	(12,632)	(32,575)
New bank and other borrowings raised	新增銀行及其他借款	157,814	2,548,787
Payment for repurchase of ordinary shares	購回普通股之付款	—	(55,094)
Advance from joint operations/other partners of joint operations	合營業務／合營業務其他夥伴墊款	—	367,886
Repayment to joint operations/other partners of joint operations	向合營業務／合營業務其他夥伴還款	—	(92,270)
<b>NET CASH (USED IN) GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動(所用)所得現金淨額</b>	<b>(447,476)</b>	960,786
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及與現金等值項目減少淨額</b>	<b>(753,173)</b>	(166,175)
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外幣匯率改變影響</b>	<b>(942)</b>	(7,979)
<b>CASH AND CASH EQUIVALENTS BROUGHT FORWARD</b>	<b>現金及與現金等值項目承前</b>	<b>774,236</b>	948,390
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	<b>現金及與現金等值項目結轉</b>	<b>20,121</b>	774,236
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及與現金等值項目結餘分析</b>		
Short-term bank deposits with maturity of less than three months	到期日少於三個月之短期銀行存款	8,621	3,425
Bank balances and cash	銀行結存及現金	11,500	770,811
		<b>20,121</b>	774,236

The accompanying notes form an integral part of these financial statements.

連帶之附註為該等財務報表之組成部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 1. GENERAL

Blue River Holdings Limited (the “Company”) is an exempted company incorporated in Bermuda with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and the principal place of business of the Company are disclosed in the “Corporate Information” section to the annual report.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

The Company is an investment holding company. The Company and its subsidiaries (together the “Group”) is principally engaged in, inter alia, gas distribution and logistics operation in the People’s Republic of China (the “PRC”), as well as property investment, securities trading and investment, and provision of financing related services. The activities of the Company’s principal subsidiaries and associates are set out in Note 48.

The Group was also engaged in providing comprehensive engineering and property-related services through Paul Y. Engineering Group Limited (“Paul Y. Engineering”) and land and property development and investment in the PRC which were discontinued during the prior year.

### 1. 一般資料

藍河控股有限公司(「本公司」)在百慕達註冊成立為受豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處以及其主要營業地點已於本年報「公司資料」一節作出披露。

綜合財務報表以港元(「港元」)呈列，港元亦為本公司的功能貨幣。

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(其中包括)於中華人民共和國(「中國」)進行燃氣配送及物流營運，以及房地產投資、證券交易和投資，並提供融資相關服務。本公司之主要附屬公司及聯營公司之業務詳情載列於附註48。

本集團亦從事透過保華建業集團有限公司(「保華建業」)提供全面的工程及物業相關服務以及於中國開發及投資土地和房產，惟於上一年度已終止經營有關業務。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGE IN ACCOUNTING POLICY

- (a) 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 in the current year:

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

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. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動

- (a) 於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號（經修訂）	會計政策披露
香港會計準則第8號（經修訂）	會計估計之定義
香港會計準則第12號（經修訂）	單一交易產生的資產及負債的相關遞延稅項
香港會計準則第12號（經修訂）	國際稅制改革 – 第二支柱模型規則

本年度應用新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務狀況及表現及／或於該等綜合財務報表所載披露並無造成重大影響。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGE IN ACCOUNTING POLICY (CONTINUED)

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

#### Amendments to HKFRSs in issue but not yet effective

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current <sup>1</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>1</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>1</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>1</sup>
HK Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>1</sup>

- 1 Effective for annual periods beginning on or after 1 January 2024.  
2 Effective for annual periods beginning on or after 1 January 2025.  
3 Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipated that the application of all amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動（續）

(b) 本集團並無提早應用下列已頒佈但未生效之經修訂香港財務報告準則：

#### 已頒佈但未生效之經修訂香港財務報告準則

香港會計準則第1號（經修訂）	負債分類為流動或非流動 <sup>1</sup>
香港會計準則第1號（經修訂）	附帶契諾之非流動負債 <sup>1</sup>
香港會計準則第7號及香港財務報告準則第7號（經修訂）	供應商融資安排 <sup>1</sup>
香港會計準則第21號（經修訂）	缺乏可交換性 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號（經修訂）	投資者與其聯營公司或合營企業之間之資產出售或注資 <sup>3</sup>
香港財務報告準則第16號（經修訂）	售後租回中之租賃負債 <sup>1</sup>
香港詮釋第5號（經修改）	財務報表之呈列— 借入對包含應要求償還條文之有期貸款之分類 <sup>1</sup>

- 1 於2024年1月1日或之後開始之年度期間生效。  
2 於2025年1月1日或之後開始之年度期間生效。  
3 於特定日期或之後開始之年度期間生效。

本公司董事預期應用所有經修訂香港財務報告準則將不會於可預見未來對綜合財務報表造成重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGE IN ACCOUNTING POLICY (CONTINUED)

- (c) Change in accounting policy on offsetting arrangement in long service payment in Hong Kong:

In June 2022, the Hong Kong Government enacted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”) which will be effective from 1 May 2025 (the “Transition Date”). Under the Amendment Ordinance, any accrued benefits attributable to the employer’s mandatory contributions under mandatory provident fund scheme (“MPF Benefits”) of an entity would no longer be eligible to offset against its obligations on long service payment (“LSP”) for the portion of the LSP accrued on or after the Transition Date. There is also a change in the calculation basis of last monthly wage for the portion of the LSP accrued before the Transition Date.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動（續）

- (c) 有關香港長期服務金抵銷安排之會計政策變動：

於2022年6月，香港政府頒佈《2022年僱傭及退休計劃法例（抵銷安排）（修訂）條例》（「修訂條例」），自2025年5月1日（「轉制日」）起生效。根據修訂條例，實體的強制性公積金計劃項下僱主強制性供款所產生的任何累計權益（「強積金權益」）將不再符合資格抵銷其於轉制日或之後累計的長期服務金（「長期服務金」）部分的長期服務金責任。於轉制日前累計的長期服務金部分的最後一個月工資的計算基準亦有所變動。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGE IN ACCOUNTING POLICY (CONTINUED)

- (c) Change in accounting policy on offsetting arrangement in long service payment in Hong Kong: (Continued)

Prior to 1 April 2023, the Group applied practical expedient in HKAS 19 paragraph 93(b) (the “practical expedient”) to account for the offsetable MPF Benefits as deemed employee contributions to reduce the current service cost in the period in which the related services were rendered. In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” (the “Guidance”) which provides clarified and detailed guidance on the accounting considerations relating to the abolition of the offsetting mechanism. The Guidance clarified that following the enactment of the Amendment Ordinance, LSP is no longer a simple type of contributory plans to which the practical expedient had been intended to apply. By following the Guidance, the Group has therefore changed its accounting policy and ceased to apply the practical expedient and reattribute the deemed employee contributions on a straight-line basis from the date when services by employees first lead to their benefits in terms of the LSP legislation in accordance with HKAS 19 paragraph 93(a). This change in accounting policy upon the cessation in applying the practical expedient has resulted in a catch-up adjustment for past service cost and a corresponding change in the Group’s LSP obligations in the year of enactment of the Amendment Ordinance (i.e. year ended 31 March 2023).

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動（續）

- (c) 有關香港長期服務金抵銷安排之會計政策變動：（續）

於2023年4月1日前，本集團應用香港會計準則第19號第93(b)段的可行權宜方法（「可行權宜方法」），將可抵銷強積金權益列賬為視作僱員供款，以減少於提供相關服務期間的當期服務成本。於2023年7月，香港會計師公會頒佈「香港取消強積金－長期服務金對沖機制之會計涵義」（「指引」），對有關取消對沖機制的會計考慮提供明確及詳盡的指引。指引澄清於修訂條例頒佈後，長期服務金不再為擬應用可行權宜方法的「簡單類型供款計劃」。按照指引，本集團更改會計政策及不再應用可行權宜方法，並根據香港會計準則第19號第93(a)段，自僱員服務就長期服務金法例而言首次導致權益之日起以直線法重新歸類視作僱員供款。停用可行權宜方法後出現的會計政策變動導致對過往服務成本作出追加調整以及本集團於修訂條例之頒佈年度（即截至2023年3月31日止年度）的長期服務金責任相應變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGE IN ACCOUNTING POLICY (CONTINUED)

- (c) Change in accounting policy on offsetting arrangement in long service payment in Hong Kong: (Continued)

The abovementioned change in accounting policy does not have any 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 and therefore the Group did not restate the comparative figures for the consolidated financial statements.

## 3. MATERIAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及會計政策變動（續）

- (c) 有關香港長期服務金抵銷安排之會計政策變動：（續）

上述會計政策變動對本集團於本年度及過往年度之財務狀況及表現及／或於該等綜合財務報表所載披露並無造成重大影響，因此，本集團並無重列綜合財務報表的比較數字。

## 3. 重要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。另外，綜合財務報表內已包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

The Group incurred a loss of HK\$263,310,000 for the year ended 31 March 2024 and, as of that date, the Group's current liabilities exceeded its current assets by HK\$1,488,000. For the purpose of assessing the appropriateness of the use of the going concern basis for the preparation of the consolidated financial statements, the management has prepared a cash flow forecast for a period of not less than 12 months from 31 March 2024 ("Forecast"). When preparing the Forecast, management has given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. After review of the Forecast, the directors of the Company have a reasonable expectation that the Group has sufficient working capital, including the credit facilities available, to continue in operational existence for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Should the Group be unable to operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

### 3. 重要會計政策(續)

截至2024年3月31日止年度，本集團錄得虧損263,310,000港元，而截至該日，本集團的流動負債超出其流動資產1,488,000港元。為評估採用持續經營基準編製綜合財務報表的適當性，管理層編製了由2024年3月31日起不少於12個月之現金流量預測（「預測」）。在編製預測時，管理層仔細考慮了本集團未來的流動性和業績，以及可用的融資來源，以評估本集團是否有足夠的財務資源來持續經營。經審閱預測後，本公司董事合理預期本集團將有充足的營運資金（包括可用信貸額度）為其在可預見的未來繼續經營。因此，綜合財務報表乃按持續經營基準編製。

倘本集團無法持續經營，則可能須作出調整，將本集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債提供撥備，並將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整之影響並未在綜合財務報表中反映。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments and investment properties which 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”, 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”.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

### 3. 重要會計政策(續)

除若干金融工具及投資物業乃按下文所述之會計政策於各報告期完結時按公平價值計量外，綜合財務報表乃根據歷史成本法編製。歷史成本一般以換取貨物及服務所付代價之公平價值為基準。

公平價值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接可觀察或使用另一項估值方法估計。估計資產或負債之公平價值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量及／或披露的公平價值均按此基礎釐定，惟在香港財務報告準則第2號「以股份支付款項」範圍內之以股份支付款項之交易、根據香港財務報告準則第16號「租賃」列賬之租賃交易以及與公平價值部分相似但並非公平價值之計量（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。

非金融資產之公平價值計量計及市場參與者透過最大限度使用該資產達致最佳用途，或透過將資產出售予將最大限度使用該資產達致最佳用途之另一名市場參與者而產生經濟利益之能力。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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.

The material accounting policies are set out below.

#### (a) Basis of consolidation

The consolidated financial statements incorporate the 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.

### 3. 重要會計政策(續)

此外，就財務報告而言，公平價值計量根據公平價值計量之輸入數據可觀察程度及輸入數據對公平價值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的非可觀察輸入數據。

重要會計政策載列如下。

#### (a) 綜合基準

綜合財務報表包括本公司及本公司所控制之實體及其附屬公司之財務報表。控制是指本公司：

- 可對被投資方行使權力；
- 自參與被投資方業務取得可變回報之機會或權利；及
- 有能力運用其權力影響回報。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (a) Basis of consolidation (Continued)

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 income statement 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.

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.

### 3. 重要會計政策 (續)

#### (a) 綜合基準 (續)

事實及情況顯示上文所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制被投資方。

本集團於獲得附屬公司控制權時開始將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於本年度內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合收益表內。

損益及每個其他全面收益之項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

附屬公司之財務報表於有需要情況下作出調整，以使其會計政策與本集團會計政策一致。

所有集團內公司間資產及負債、權益、收入、支出及現金流量(與本集團成員公司間之交易有關)均於綜合賬目時予以全數對銷。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (a) Basis of consolidation (Continued)

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.

#### ***Changes in the Group's interests in existing subsidiaries***

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in the relative interests on the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

### 3. 重要會計政策 (續)

#### (a) 綜合基準 (續)

附屬公司之非控股權益與本集團於其中擁有之權益分開呈列，該等權益指現時賦予持有人於清盤時按比例攤佔相關附屬公司資產淨值之權利之擁有權權益。

#### ***本集團於現有附屬公司權益之變動***

本集團於附屬公司權益之變動如並無導致本集團失去對該等附屬公司之控制權，將作為股本交易入賬。本集團權益之有關部分及非控股權益之賬面值均予以調整，以反映其於附屬公司之相關權益變動。

非控股權益之經調整金額與已付或已收代價之公平價值之間如有任何差額，乃直接於權益確認並歸屬於本公司之擁有人。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (a) Basis of consolidation (Continued)

##### ***Changes in the Group's interests in existing subsidiaries (Continued)***

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 重要會計政策 (續)

#### (a) 綜合基準 (續)

##### **本集團於現有附屬公司權益之變動 (續)**

倘本集團失去附屬公司之控制權，則該附屬公司之資產及負債及非控股權益(如有)會終止確認。收益或虧損會於損益表確認，並按(i)所收代價之公平價值及任何保留權益之公平價值之總額與(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之賬面值間之差額計算。先前於其他全面收益就該附屬公司確認之所有金額，會按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所訂明/允許而重新分類至損益表或轉撥至另一權益類別)。於失去控制權當日於前附屬公司保留之任何投資之公平價值，會根據香港財務報告準則第9號「金融工具」於往後之會計處理中被視為初步確認之公平價值，或(如適用)就於聯營公司或合營企業之投資進行初步確認時之成本。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (b) Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values, with certain exemptions.

### 3. 重要會計政策(續)

#### (b) 業務合併

業務為一整套活動及資產，包括共同對創造產出能力有重大貢獻的投入及實質性流程。倘所收購的流程對繼續生產產出的能力至關重要，包括具備執行相關過程所必需的技能、知識或經驗的組織勞動力，或對持續生產產出的能力有重大貢獻，且被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代，則所收購的流程被視為實質性。

業務收購乃採用收購法入賬。於業務合併轉撥之代價按公平價值計量，而計算方法為本集團所轉撥之資產、本集團對被收購方原擁有人產生之負債及本集團於交換被收購方之控制權所發行之股權於收購日期之公平價值之總和。與收購事項有關之成本於產生時一般在損益中確認。

於收購日期，所收購之可予識別資產及所承擔之負債按其公平價值予以確認，惟若干豁免除外。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (b) Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognized in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

### 3. 重要會計政策 (續)

#### (b) 業務合併 (續)

轉讓之代價、與被收購方之任何非控股權益及收購方先前所持有被收購方股權(如有)之公平價值合計,倘超出於收購日期所收購之可予識別資產及所承擔之負債之淨額,所超出之部分乃確認為商譽。倘(經重估後)所收購之可予識別資產及所承擔之負債之淨額超出所轉讓之代價、於被收購方任何非控股權益之金額及收購方先前持有被收購方權益(如有)之公平價值之總和,所超出之部分乃即時於損益中確認為議價收購收益。

屬現時擁有之權益且於清盤時讓持有人有權按比例攤佔相關附屬公司淨資產之非控股權益初步按非控股權益應佔被收購方可予識別資產淨值之已確認金額或公平價值比例計量。

於業務合併乃分階段完成時,本集團先前持有之被收購方股權乃按於收購日期(即本集團獲得控制權之日期)之公平價值重新計量,而所產生之收益或虧損(如有)乃於損益或其他全面收益(如適用)內確認。於收購日期前已於其他全面收益確認並按香港財務報告準則第9號計量之被收購方權益所產生金額將按猶如本集團直接出售先前所持股權之相同基準入賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (b) Business combinations (Continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (which cannot exceed one year from the acquisition date), and additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

#### (c) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represents the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

### 3. 重要會計政策 (續)

#### (b) 業務合併 (續)

倘業務合併之初步會計處理於合併發生之報告期完結前仍未完成，則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(自收購日期起計不得超過一年)內作出追溯調整，並確認額外資產或負債，以反映所獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

#### (c) 商譽

因收購業務而產生之商譽按於收購業務日期確定之成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃被分配到本集團各創現單位或創現單位組別，此等組別將預期從合併之協同效應中受益，即就內部管理目的而言監察商譽且不大於一個經營分部之最低級別。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (c) Goodwill (Continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount (higher of value in use and fair value less costs of disposal) is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash generating unit) disposed of and the portion of the cash-generating unit (or the group of cash generating units) retained.

### 3. 重要會計政策 (續)

#### (c) 商譽 (續)

已獲分配商譽之創現單位或創現單位組別會每年進行減值測試，或於有跡象顯示該單位有可能出現減值時，作更頻密之減值測試。就於報告期間進行收購所產生之商譽而言，已獲分配商譽之創現單位或創現單位組別會於報告期完結前進行減值測試。倘可收回金額（即使用價值與公平價值減出售成本之較高者）少於其賬面值，則減值虧損須首先予以分配，以削減任何商譽之賬面值，其後以該單位或創現單位組別內各資產之賬面值為基準按比例分配到其他資產之賬面值。商譽之任何減值虧損乃直接於損益中確認。就商譽確認之減值虧損於其後期間不予撥回。

於出售相關創現單位或創現單位組別內任何創現單位時，則應佔之商譽金額於出售時計入釐定出售之損益金額。當本集團出售創現單位中的業務（或創現單位組別內任何創現單位）時，所出售商譽金額按所出售業務（或創現單位）及所保留創現單位（或創現單位組別）部分之相對價值計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (d) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

#### (e) Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

### 3. 重要會計政策(續)

#### (d) 收購並不構成業務之附屬公司

當本集團收購一組並不構成業務之資產及負債時，本集團透過將購買價首先按其各自之公平價值分配至金融資產／金融負債，以識別及確認所收購個別可識別資產及所承擔負債，而餘下之購買價結餘其後按於購買日期之相關公平價值分配至其他可識別資產及負債。有關交易並不會產生商譽或議價購買收益。

#### (e) 物業、機械及設備

物業、機械及設備(包括持作生產或提供貨品或服務或行政用途之樓宇(下文所述之在建工程除外))按成本減其後之累計折舊及其後之累計減值虧損(如有)於綜合財務狀況表列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (e) Property, plant and equipment (Continued)

When the Group makes payments for ownership interests of properties which include both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment (other than construction in progress) 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.

### 3. 重要會計政策(續)

#### (e) 物業、機械及設備(續)

本集團就物業所有權權益(同時包括租賃土地及樓宇部分)付款時,全部代價會於租賃土地與樓宇部分之間按初步確認時的相對公平價值的比例分配。在相關付款可作可靠分配的情況下,租賃土地權益會於綜合財務狀況表內呈列為「使用權資產」,惟分類並入賬列為公平價值模型項下投資物業者則除外。倘代價無法在相關租賃土地的非租賃樓宇部分與未分割權益之間可靠分配,整項物業會分類為物業、機械及設備。

物業、機械及設備(在建工程除外)項目在扣除剩餘價值後,按其估計可使用年期以直線法折舊以撇銷其成本。估計可使用年期、剩餘價值及折舊方法乃於各報告期完結時檢討,任何估計變動之影響按預先計提之基準入賬。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (e) Property, plant and equipment (Continued)

Construction in progress includes property, plant and equipment in the course of construction for production, supply or administrative purposes. Construction in progress is carried at cost less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Construction in progress is classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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. 重要會計政策 (續)

#### (e) 物業、機械及設備 (續)

在建工程包括建設中以作生產、供應或行政用途之物業、機械及設備。在建工程按成本減任何經確認減值虧損列賬。成本包括使資產達到能夠按照管理層擬定之方式營運所必要之位置及條件而直接產生之任何成本，以及就合資格資產而言，根據本集團會計政策撥充資本之借貸成本。在建工程在完工並可作擬定用途時列入適當類別之物業、機械及設備。該等資產由該等資產可作擬定用途起開始折舊(基準與其他物業資產相同)。

物業、機械及設備之項目於出售或預期繼續使用該資產並無未來經濟利益時終止確認。因出售或報廢物業、機械及設備項目而產生之收益或虧損按出售所得款項與資產賬面值之差額釐定，並於損益內確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (f) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose, and land under development for future use as investment property.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair values, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

### 3. 重要會計政策(續)

#### (f) 投資物業

投資物業乃持作賺取租金及／或資本增值之物業。

投資物業包括持有但尚未確定未來用途之土地(其視為持作資本增值)，及於未來用作投資物業之發展中土地。

於初步確認時，投資物業乃按成本(包括任何直接應佔費用)計量。於初步確認後，投資物業按公平價值計量，並予以調整以撇除任何預付或應計經營租賃收入。投資物業公平價值變動所產生之收益或虧損於產生期間列入損益中。

倘物業因不再作自用而顯示其用途已改變，則該物業成為投資物業，該項目的賬面值與其於轉撥當日的公平價值之間之任何差額於其他全面收益中確認，並於物業重估儲備累計。於其後出售或報廢該物業時，相關重估儲備將直接轉撥至保留溢利。

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### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (f) Investment properties (Continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

An investment property carried at fair value is transferred to properties for sales when there is a change in use evidenced by commencement of development with a view to sale of the relevant properties. The fair value of the property at the date of transfer is the deemed cost of the property for its subsequent accounting in accordance with HKAS 2.

Land under development for rentals and/or capital appreciation as investment properties are recognised and classified as investment properties upon the commencement of land leveling process after the intended purpose of the land development can be determined and transferred from project under development. Construction costs incurred for development are capitalised as part of the carrying amount of the land under development. Land under development is measured at fair value at the end of the reporting period. Any difference between the fair value of the land under development and its carrying amount is recognised in profit or loss in the period in which they arise.

### 3. 重要會計政策(續)

#### (f) 投資物業(續)

投資物業於出售或永久停用及預期出售不會帶來未來經濟利益時終止確認。終止確認物業所產生任何收益或虧損乃按出售所得款項淨額與資產賬面值之差額計算，於該物業終止確認之期間計入損益。

當有證據顯示投資物業開始發展以作出售，顯示有關物業用途有所改變，則按公平價值計值之投資物業將被轉撥至待售物業。物業於轉撥日期之公平價值根據香港會計準則第2號進行後續會計處理時作為視作物業成本入賬。

投資物業中用作租賃及／或資本增值之開發中土地，乃於可釐定土地開發之擬定用途並自發展中項目轉出後，於土地平整程序開始時被確認及分類為投資物業。因開發而產生之建築成本會被資本化成為開發中土地賬面值之一部分。開發中土地於報告期完結時以公平價值計量。開發中土地之公平價值與其賬面值之任何差異乃於當期產生時於損益中確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (g) Project under development

Project under development are carried in the consolidated financial statements at cost less any identified impairment loss. Cost of project under development includes, where appropriate, relevant development costs and borrowing cost capitalised. No depreciation is provided for project under development.

Project under development are transferred at the carrying value to stock of properties, plant and equipment or investment properties, as appropriate, when the intended purpose of the land development can be determined upon commencement of land leveling process.

#### (h) Stock of properties

Stock of completed properties is stated at the lower of cost and net realisable value and stock of properties under development for sale is stated at the lower of cost and net realisable value less anticipated costs to complete. Cost of stock of properties is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs to completion (if any) and the estimated costs necessary to make the sale. Net realisable value is determined by reference to sale proceeds received after the end of the reporting period, or, if not yet sold after the end of the reporting period, by management estimates based on prevailing market condition. The relevant costs include acquisition costs, development expenditure, borrowing costs capitalised and other direct costs attributable to such properties.

### 3. 重要會計政策(續)

#### (g) 發展中項目

發展中項目按成本減任何已識別減值虧損於綜合財務報表列賬。發展中項目之成本包括(如適用)相關發展成本及撥充資本之借貸成本。概不就發展中項目計提折舊。

當土地發展項目之擬定用途可於土地平整程序開始後釐定，發展中項目按賬面值轉撥至物業存貨、機械及設備或投資物業(如適用)。

#### (h) 物業存貨

已完工物業存貨按成本及可變現淨值兩者之較低者列賬，而待售開發中物業存貨按成本與可變現淨值減達致完工之預期成本之較低者列賬。物業存貨成本乃使用加權平均成本法計算。可變現淨值指於一般業務過程中之估計銷售價減完成之估計成本(如有)及作出銷售所需之估計成本。可變現淨值乃參照報告期完結後取得之銷售所得款項，或倘於報告期完結後仍未售出，基於現行市場狀況之管理層估計而釐定。相關成本包括收購成本、發展支出、撥充資本借貸成本及其他該等物業應佔直接成本。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (h) Stock of properties (Continued)

Properties under development for sale are transferred to completed properties held for sale upon completion.

#### (i) Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

### 3. 重要會計政策 (續)

#### (h) 物業存貨 (續)

供出售在建物業於竣工後轉撥至已完工持作出售物業。

#### (i) 於聯營公司及合營企業之投資

聯營公司乃本集團對其具有重大影響力之實體。重大影響力指參與被投資方財務及營運決策之權力，而並非該等政策之控制權或共同控制權。

合營企業指一項共同安排，對安排擁有共同控制權之訂約方據此對共同安排之資產淨值擁有權利。共同控制權是指按照合約約定對某項安排所共有的控制權，共同控制權僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

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### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (i) Investments in associates and joint ventures (Continued)

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate or joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

### 3. 重要會計政策(續)

#### (i) 於聯營公司及合營企業之投資(續)

聯營公司及合營企業之業績、資產及負債乃以權益會計法列入該等綜合財務報表，除非投資或其中一部分被分類為持作出售則除外，於該情況下，如此分類之該投資或該部分會根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。未分類為持作出售之於聯營公司或合營企業之投資之任何保留部分會繼續使用權益法入賬。根據權益法，於聯營公司或合營企業之投資初步乃按成本於綜合財務狀況表中確認，並於其後作出調整以確認本集團攤佔該聯營公司或合營企業之損益及其他全面收益。除損益及其他全面收益外，聯營公司或合營企業之資產淨值變動概無入賬，惟導致本集團所持之擁有權權益產生變動者則屬例外。當本集團攤佔某聯營公司或合營企業之虧損超出其於該聯營公司或合營企業之權益(包括任何實質組成本集團於聯營公司或合營企業投資淨值部分的長期權益)，則本集團不再繼續確認其攤佔之進一步虧損。額外虧損僅以本集團已產生法定或推定責任或代表該聯營公司或合營企業作出付款者為限被確認。

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (i) Investments in associates and joint ventures (Continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 "Impairment of Assets" to the extent that the recoverable amount of the investment subsequently increases.

### 3. 重要會計政策 (續)

#### (i) 於聯營公司及合營企業之投資 (續)

於聯營公司或合營企業之投資自被投資方成為聯營公司或合營企業當日起採用權益法入賬。在收購於聯營公司或合營企業之投資時，投資成本超出本集團攤佔被投資方之可識別資產及負債之公平淨值之任何差額均確認為商譽，計入投資之賬面值。經重新評估後，本集團攤佔可識別資產及負債之公平淨值超出投資成本之任何金額即時在收購投資期間內於損益確認。

本集團會評估是否有客觀證據顯示於聯營公司或合營企業之權益可能出現減值。倘存在任何客觀證據，投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為將其可收回金額(即使使用價值與公平價值之較高者減出售成本)與其賬面值進行比較。任何已確認減值虧損均不會分配至構成投資賬面值一部分之任何資產(包括商譽)。有關減值虧損之任何撥回於該項投資可收回金額其後增加時根據香港會計準則第36號「資產減值」確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (i) Investments in associates and joint ventures (Continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal or partial disposal of the relevant associate or joint venture.

### 3. 重要會計政策 (續)

#### (i) 於聯營公司及合營企業之投資 (續)

倘本集團不再對聯營公司擁有重大影響力或於合營企業擁有共同控制權，則按出售於該被投資方之全部權益入賬，所產生之收益或虧損於損益確認。倘本集團保留於前聯營公司或合營企業之權益且該保留權益為香港財務報告準則第9號範圍內之金融資產，則本集團會於該日按公平價值計量保留權益，而該公平價值被視為於初步確認時之公平價值。聯營公司或合營企業之賬面值與任何保留權益及出售聯營公司或合營企業之相關權益所得款項公平價值間之差額，會於釐定出售該聯營公司或合營企業之收益或虧損時入賬。再者，本集團會將過去在其他全面收益中就聯營公司或合營企業確認之所有金額入賬，基準與該聯營公司或合營企業直接出售有關之資產及負債所規定之基準相同。因此，過往在其他全面收益中確認該聯營公司或合營企業之損益會被重新分類到出售有關資產或負債之損益中，於出售或部分出售相關聯營公司或合營企業後，本集團把收益或虧損由權益重新歸類到損益內作重列調整。



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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (i) Investments in associates and joint ventures (Continued)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### 3. 重要會計政策(續)

#### (i) 於聯營公司及合營企業之投資(續)

於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團繼續採用權益法。於所有權權益有變時，概不會重新計量公平價值。

當本集團減少其於聯營公司或合營企業之所有權權益但本集團繼續採用權益法時，本集團將過往已於其他全面收益確認之收益或虧損，按其減少所有權權益之相關比例重新分類至損益(倘該收益或虧損將在出售相關資產或負債時重新分類至損益)。

倘一個集團實體與本集團之聯營公司或合營企業進行交易，與該聯營公司或合營企業進行交易所產生之損益僅會在有關聯營公司或合營企業之權益與本集團無關的情況下，方會在本集團綜合財務報表確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (j) Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation. When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

### 3. 重要會計政策(續)

#### (j) 合營業務權益

合營業務指一項共同安排，對安排擁有共同控制權之訂約方據此對共同安排有關之資產享有權利及對有關之負債負有責任。共同控制是指按照合約約定對某項安排所共有之控制權，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。根據特定資產、負債、收入及開支適用之香港財務報告準則，本集團將與其於合營業務之權益有關之資產、負債、收入及開支入賬。

當集團實體與合營業務進行交易(如出售或注入資產)而集團實體為合作經營方，本集團被視為與合營業務之其他各方進行交易，及因交易而產生之盈利及虧損於本集團之綜合財務報表確認，惟以其他各方於合營業務之權益為限。當集團實體與合營業務進行交易(如購買資產)而集團實體為合作經營方，本集團不會確認其攤佔之盈利及虧損，直至重售該等資產予第三方為止。

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (k) Non-current assets held for sale and discontinued operations

##### *Non-current assets held for sale*

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale.

### 3. 重要會計政策(續)

#### (k) 持作出售之非流動資產及已終止經營業務

##### *持作出售之非流動資產*

倘非流動資產及出售組別之賬面值將主要透過銷售交易而非透過持續使用而收回，則會分類為持作出售。只有當資產(或出售組別)可按現狀即時出售，並只受出售有關資產(或出售組別)之一般及慣常條款所限，而且達成出售的機會極高時，方會被視為已符合該條件。管理層須承諾進行出售，而出售預期應可於分類日期起計一年內合資格確認為已完成出售。

當本集團承諾進行涉及失去附屬公司控制權之出售計劃時，不論本集團是否將於出售後保留其於相關附屬公司之非控股權益，該附屬公司之所有資產及負債於符合上述準則時分類為持作出售。

當本集團承諾進行涉及出售於聯營公司或合營企業之投資或部分投資之出售計劃時，將予出售之投資或部分投資於符合上述準則時分類為持作出售，而本集團將自投資(或部分投資)分類為持作出售之時起就該分類為持作出售之部分終止使用權益法。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (k) Non-current assets held for sale and discontinued operations (Continued)

##### **Non-current assets held for sale (Continued)**

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for financial assets within the scope of HKFRS 9 which continue to be measured in accordance with the accounting policies as set out in respective sections.

##### **Discontinued operations**

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see the accounting policy in respect of non-current assets held for sale above), if earlier. It also occurs if the operation is abandoned.

### 3. 重要會計政策 (續)

#### (k) 持作出售之非流動資產及已終止經營業務 (續)

##### **持作出售之非流動資產 (續)**

分類為持作出售之非流動資產(及出售組別)乃按其過往賬面值與公平價值減出售成本兩者之較低者計量，惟香港財務報告準則第9號範圍內之金融資產除外，該等資產持續按照相關章節所載之會計政策計量。

##### **已終止經營業務**

已終止經營業務為本集團業務之組成部分，其業務及其現金流量可清晰地與本集團餘下部分區分開來，為獨立之主要業務線或營運地區，或為出售獨立之主要業務線或營運地區之整體計劃之一部分，或為完全為了轉售而收購之附屬公司。

於出售時或當相關經營業務符合分類為持作出售之標準(見上文持作出售之非流動資產之會計政策)時(以較早者為準)，方可劃分為已終止經營業務。放棄經營業務時亦會如此進行分類。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (k) Non-current assets held for sale and discontinued operations (Continued)

##### *Discontinued operations (Continued)*

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

#### (l) Intangible assets

##### *Intangible assets acquired in a business combination*

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised over their estimated useful lives. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on property, plant and equipment, right-of-use assets and intangible assets below).

### 3. 重要會計政策 (續)

#### (k) 持作出售之非流動資產及已終止經營業務 (續)

##### *已終止經營業務 (續)*

當一項業務分類為已終止經營時，會於損益表內呈列單一金額，包括：

- 已終止經營業務之除稅後溢利或虧損；及
- 就計量公平價值減銷售成本或於出售時構成已終止經營業務之資產或出售組別所確認除稅後收益或虧損。

#### (l) 無形資產

##### *業務合併收購之無形資產*

業務合併所收購之無形資產獨立於商譽確認，並按收購日期之公平價值作初步確認（作為彼等之成本）。

初步確認後，業務合併收購所得且使用年期有限之無形資產按成本減累計攤銷及任何累計減值虧損列賬。使用年期有限之無形資產會於估計可使用年期內確認攤銷。此外，業務合併收購所得且無定限使用年期之無形資產按成本減任何其後累計減值虧損列賬（見下文有關物業、機械及設備、使用權資產及無形資產之減值虧損之會計政策）。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (I) Intangible assets (Continued)

##### ***Intangible assets acquired separately***

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequently accumulated impairment losses (see the accounting policy in respect of impairment losses on property, plant and equipment, right-of-use assets and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gain or loss arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in profit or loss in the period when the asset is derecognised.

### 3. 重要會計政策(續)

#### (I) 無形資產(續)

##### ***個別收購之無形資產***

個別收購而使用年期有限之無形資產乃按成本減累計攤銷及任何累計減值虧損入賬。使用年期有限之無形資產乃於估計可使用年期內確認攤銷。估計可使用年期及攤銷法會於各報告期完結時進行檢討，估計之任何變動影響均按將來基準入賬。個別收購而無定限使用年期之無形資產按成本減任何其後累計減值虧損入賬(見下文有關物業、機械及設備、使用權資產及無形資產減值虧損之會計政策)。

無形資產於出售時或預計無法透過使用或出售而取得未來經濟利益時終止確認。因終止確認無形資產而產生之收益或虧損乃按出售所得款項淨額與有關資產之賬面值之差額計量，並於有關資產終止確認的期間在損益中確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (m) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

#### (n) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

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 “Revenue from Contracts with Customers”. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVPL”)) 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 FVPL are recognised immediately in profit or loss.

### 3. 重要會計政策 (續)

#### (m) 撥備

倘本集團因過往事件而承擔現時責任(法定或推定)，而本集團很可能將須清償該責任且能夠可靠估計責任金額，則確認撥備。

經考慮與責任有關之風險及不確定因素後，確認為撥備之金額為於報告期完結時清償現時責任所需代價之最佳估計。倘撥備乃以估計用作清償現時責任之現金流量計量，則其賬面值為該等現金流量之現值(如貨幣時間價值之影響屬重大)。

#### (n) 金融工具

金融資產及金融負債於集團實體訂立該工具之合約條文時確認。

金融資產及金融負債初步按公平價值計量，惟客戶合約所產生之貿易應收賬款根據香港財務報告準則第15號「來自客戶合約之收入」進行初步計量。收購或發行金融資產和金融負債(按公平價值誌入損益賬(「按公平價值誌入損益賬」)之金融資產及金融負債除外)直接應佔之交易成本，應於初步確認時加入至或扣除自金融資產或金融負債(如適用)之公平價值。收購按公平價值誌入損益賬之金融資產或金融負債之直接應佔交易成本，即時於損益賬確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

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/dividend income which are derived from the Group's ordinary course of business are presented as revenue.

#### **Financial assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

### 3. 重要會計政策(續)

#### (n) 金融工具(續)

實際利率法乃計算金融資產或金融負債之攤銷成本及按有關期間攤分利息收入及利息開支之方法。實際利率乃將估計日後現金收入及支出(包括所有支付或收取構成整體實際利率之費用及點子、交易成本及其他溢價或折價)按金融資產或金融負債之預期使用年期，或較短期間(倘適用)準確貼現至初步確認時之賬面淨值之利率。

自本集團一般業務過程中產生之利息／股息收入作為收入呈列。

#### **金融資產**

所有金融資產之日常買賣乃按交易日基準確認及終止確認。日常買賣指須於按市場規則或慣例所確立之時間內交付資產之金融資產買賣。



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綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **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.

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

- the financial asset is held within a business model whose objective is achieved by both selling and collecting 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 FVPL, 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.

### 3. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **金融資產之分類及其後計量**

滿足下列條件之金融資產其後按攤銷成本計量：

- 該金融資產乃以旨在收取合約現金流之業務模式持有；及
- 合約條款規定於特定日期產生之現金流純粹為支付本金及未償付之本金利息。

滿足下列條件之金融資產其後按公平價值誌入其他全面收益計量：

- 該金融資產乃以同時透過銷售及收取合約現金流而達致目的之業務模式持有；及
- 合約條款規定於特定日期產生之現金流純粹為支付本金及未償付之本金利息。

所有其他金融資產其後按公平價值誌入損益賬計量，惟於初步確認金融資產之日，倘有關權益投資並非持作買賣，亦非收購方於香港財務報告準則第3號「業務合併」適用之業務合併中確認之或然代價，則本集團可以不可撤銷地選擇於其他全面收益中呈列權益投資公平價值之其後變動。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Classification and subsequent measurement of financial assets (Continued)**

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.

#### (i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments subsequently measured at FVOCI. 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. 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. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **金融資產之分類及其後計量 (續)**

倘符合下列條件，則金融資產屬持作買賣：

- 其獲收購之主要目的為於短期內出售；或
- 於初步確認時，其為本集團共同管理之已識別金融工具組合之一部分，且於近期具有確實之短期獲利模式。

#### (i) *攤銷成本及利息收入*

其後按攤銷成本計量之金融資產及其後按公平價值誌入其他全面收益之債務工具乃使用實際利率法確認利息收入。利息收入乃按金融資產之賬面總值應用實際利率計算，惟其後出現信貸減值之金融資產除外。就其後出現信貸減值之金融資產而言，利息收入自下一報告期起按金融資產之攤銷成本應用實際利率確認。倘信貸減值金融工具之信貸風險有所改善，使金融資產不再出現信貸減值，則於確認該資產不再出現信貸減值後之報告期初起，利息收入按金融資產之賬面總值應用實際利率確認。

**3. MATERIAL ACCOUNTING POLICIES  
(CONTINUED)****(n) Financial instruments (Continued)****Financial assets (Continued)****Classification and subsequent measurement of financial assets (Continued)****(ii) Equity instruments designated as at FVOCI**

Investments in equity instruments at FVOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income in profit or loss.

**(iii) Financial assets at FVPL**

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

Financial assets at FVPL 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 held for trading.

**3. 重要會計政策 (續)****(n) 金融工具 (續)****金融資產 (續)****金融資產之分類及其後計量 (續)**

**(ii) 指定為按公平價值誌入其他全面收益之權益工具**  
按公平價值誌入其他全面收益之權益工具投資其後按公平價值計量，公平價值變動產生之收益及虧損於其他全面收益確認，並於投資重估儲備累計，且毋須進行減值評估。累計收益或虧損將不會重新分類至出售權益投資之損益，並將轉撥至保留溢利。

當本集團確立收取股息之權利時，該等權益工具投資之股息於損益中確認，除非股息明確屬於收回投資成本之一部分則作別論。股息計入損益的其他收入中。

**(iii) 按公平價值誌入損益賬之金融資產**

不符合按攤銷成本或按公平價值誌入其他全面收益計量或指定為按公平價值誌入其他全面收益準則之金融資產按公平價值誌入損益賬計量。

按公平價值誌入損益賬之金融資產於各報告期完結時按公平價值計量，任何公平價值收益或虧損於損益內確認。於損益內確認之收益或虧損淨額不包括自持作買賣之金融資產賺取之任何股息或利息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Foreign exchange gains and losses**

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the “Other gains and losses” line item as part of the net exchange gain/(loss);
- For financial assets measured at FVPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the “Other gains and losses” line item as part of the net gain/(loss) from changes in fair value of financial assets measured at FVPL;
- For equity instruments measured at FVOCI, exchange differences are recognised in other comprehensive income in the investment revaluation reserve.

### 3. 重要會計政策(續)

#### (n) 金融工具(續)

##### *金融資產(續)*

##### **外匯收益及虧損**

以外幣計值之金融資產之賬面值乃由外幣釐定，並按各報告期完結時即期匯率換算。特別是：

- 對於不構成指定對沖關係的按攤銷成本計量的金融資產，匯兌差額於損益中的「其他收益及虧損」項目確認，作為匯兌收益／(虧損)淨額的一部分；
- 對於不構成指定對沖關係的按公平價值誌入損益賬計量的金融資產，匯兌差額於損益中的「其他收益及虧損」項目確認，作為按公平價值誌入損益賬計量的金融資產變動收益／(虧損)淨額的一部分；
- 對於按公平價值誌入其他全面收益計量的股權工具，匯兌差額於投資重估儲備中的其他全面收益確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) 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 amounts due from former subsidiaries in liquidation, associates and joint ventures, joint operations/other partners of joint operations, trade and other receivables, loan receivables, pledged bank deposits, short-term bank deposits and bank balances) and financial guarantee contracts 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. The ECL on these assets are assessed individually for debtors with significant and credit-impaired balances and/or collectively with appropriate groupings by common risk characteristics.

### 3. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **金融資產減值**

本集團根據預期信貸虧損(「預期信貸虧損」)模式對金融資產(包括應收清盤中前附屬公司、聯營公司及合營企業、合營業務/合營業務其他夥伴款項、貿易及其他應收賬款、應收貸款、已抵押銀行存款、短期銀行存款及銀行結存)及根據香港財務報告準則第9號須作減值評估之財務擔保合約進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來之信貸風險變動。

全期預期信貸虧損指於相關工具預期年期內所有可能發生之違約事件所導致之預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期可能於報告日期後12個月內發生之違約事件所導致之部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及對報告日期當前狀況及未來狀況預測之評估作出調整。

本集團一直就貿易應收賬款確認全期預期信貸虧損。該等資產之預期信貸虧損評估乃就具有重大且出現信貸減值之餘額之應收賬款個別進行及/或按共同風險特徵作出之適當分組集體進行。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Impairment of financial assets (Continued)**

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.

#### (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.

### 3. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **金融資產減值 (續)**

就所有其他工具而言，本集團計量之虧損撥備相等於12個月預期信貸虧損，除非自初步確認以來之信貸風險大幅增加，在此情況下，本集團會確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自初步確認以來發生違約之可能性或風險有否大幅增加而進行。

#### (i) *信貸風險大幅增加*

評估信貸風險自初步確認以來有否大幅增加時，本集團會比較金融工具於報告日期發生違約之風險與金融工具於初步確認日期發生違約之風險。在作出評估時，本集團會考慮合理及可靠之定量及定性資料，包括過往經驗及毋須付出不必要之成本或努力即可取得之前瞻性資料。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Impairment of financial assets (Continued)**

##### (i) *Significant increase in credit risk (Continued)*

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;
- 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;
- 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.

### 3. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **金融資產減值 (續)**

##### (i) *信貸風險大幅增加 (續)*

具體而言，評估信貸風險有否大幅增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級之實際或預期顯著惡化；
- 信貸風險之外部市場指標顯著惡化；
- 業務、財務或經濟狀況之現有或預測不利變動，預期導致債務人履行其債務責任之能力大幅下降；
- 債務人之經營業績實際或預期嚴重轉差；
- 債務人所在之監管、經濟或技術環境之實際或預期重大不利變動，導致債務人履行其債務責任之能力大幅下降。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Impairment of financial assets (Continued)**

- (i) *Significant increase in credit risk (Continued)*  
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.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **金融資產減值 (續)**

- (i) *信貸風險大幅增加 (續)*  
不論上述評估結果如何，當合約付款已逾期超過30日，本集團會假定信貸風險自初步確認以來大幅增加，除非本集團有合理及可靠資料顯示情況並非如此。

就財務擔保合約而言，本集團成為不可撤銷承擔一方之日期被視為進行減值評估之初步確認日期。故於評估信貸風險自財務擔保合約初始確認起是否有大幅增加時，本集團會考慮特定債務人違約風險之變動。

本集團定期監察用以識別信貸風險有否顯著增加之準則之有效性，並於適當時進行修訂，以確保該等準則能於款項到期前識別信貸風險有否顯著增加。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) 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;

### 3. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **金融資產減值 (續)**

##### (ii) *違約之定義*

就內部信貸風險管理而言，本集團認為當內部產生或從外部來源取得之資料顯示債務人不太可能向其債權人(包括本集團)悉數還款(不計及本集團持有之任何抵押品)，則出現違約事件。

不論上述情形如何，倘金融資產已逾期超過90日，則本集團認為已發生違約，除非本集團有合理及可靠資料證明較寬鬆之違約標準更為適合。

##### (iii) *出現信貸減值之金融資產*

倘發生一件或多件對金融資產之估計未來現金流量造成不利影響之事件，則該金融資產出現信貸減值。金融資產出現信貸減值之證據包括有關以下事件之可觀察數據：

- (a) 發行人或借款人出現嚴重財政困難；
- (b) 違反合約，如違約或逾期事件；

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### 綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Impairment of financial assets (Continued)**

##### (iii) *Credit-impaired financial assets*

(Continued)

(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.

##### (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.

### 3. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

##### (iii) 出現信貸減值之金融資產 (續)

(c) 借款人之貸款人基於與借款人財政困難有關之經濟或合約原因，給予借款人在其他情況下不會考慮之讓步；或

(d) 借款人可能破產或進行其他財務重組。

##### (iv) 撇銷政策

當有資料顯示交易對手陷入嚴重財政困難，且並無實際預期可收回款項時（如交易對手被清盤或已進入破產程序），本集團會撇銷金融資產。經計及適用之法律意見後，已撇銷之金融資產可能仍可於本集團收回程序下強制執行。撇銷構成終止確認事件。其後收回之任何款項於損益內確認。

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綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Impairment of financial assets (Continued)**

##### (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. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

### 3. 重要會計政策(續)

#### (n) 金融工具(續)

##### *金融資產(續)*

##### **金融資產減值(續)**

##### (v) *預期信貸虧損之計量及確認*

預期信貸虧損之計量乃違約概率、違約損失率(即出現違約時之損失幅度)及違約風險之函數。違約概率及違約損失率乃根據歷史數據及前瞻性資料進行評估。估計預期信貸虧損反映無偏頗及概率加權金額，該金額以發生違約之相應風險作為加權數值予以釐定。

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期將收取之現金流量之間之差額，並按初步確認時釐定之實際利率貼現。就應收租賃款項而言，釐定預期信貸虧損所用之現金流量與根據香港財務報告準則第16號計量應收租賃款項所用之現金流量一致。

就財務擔保合約而言，由於根據擔保工具條款，本集團僅須於債務人違約時作出付款。因此，預期信貸虧損為就持有人產生信貸虧損作出補償之預期付款現值減本集團預期從持有人、債務人或任何其他人士收取之任何款項。

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### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### **Impairment of financial assets (Continued)**

##### (v) *Measurement and recognition of ECL* (Continued)

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

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.

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

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

### 3. 重要會計政策(續)

#### (n) 金融工具(續)

##### *金融資產(續)*

##### *金融資產減值(續)*

##### (v) *預期信貸虧損之計量及確認(續)*

就無法釐定實際利率之財務擔保合約之預期信貸虧損而言，本集團將採納反映目前市場對資金時值之評估及現金流量特定風險之貼現率，惟僅限於透過調整貼現率而非調整已作貼現的現金不足額而計入有關風險的情況下使用。

若干貿易應收賬款之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按集體基準考慮。

就集體評估而言，本集團訂立組別時考慮以下特徵：

- 金融工具之性質；
- 逾期狀況；
- 債務人之性質、規模及行業；及
- 外部信貸評級(如適用)。

**3. MATERIAL ACCOUNTING POLICIES  
(CONTINUED)****(n) Financial instruments (Continued)****Financial assets (Continued)****Impairment of financial assets (Continued)****(v) Measurement and recognition of ECL  
(Continued)**

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.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9 and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amounts, with the exception of trade and other receivables, contract assets, amounts due from former subsidiaries in liquidation, amounts due from associates, amounts due from joint ventures, amounts due from joint operations/other partners of joint operations and loan receivables where the corresponding adjustment is recognised through a loss allowance account.

**3. 重要會計政策 (續)****(n) 金融工具 (續)****金融資產 (續)****金融資產減值 (續)****(v) 預期信貸虧損之計量及確  
認 (續)**

管理層定期審閱分組方式，以確保各組別之組成項目繼續保持相似之信貸風險特徵。

利息收入按金融資產之總賬面值計算，除非金融資產出現信貸減值，則利息收入按金融資產之攤銷成本計算。

就財務擔保合約而言，虧損撥備按根據香港財務報告準則第9號釐定之虧損撥備與初步確認之金額減(如適用)於擔保期間確認之累計收入款項之較高者確認。

本集團透過調整所有金融工具之賬面值於損益確認其減值收益或虧損，惟貿易及其他應收賬款、合約資產、應收清盤中前附屬公司款項、應收聯營公司款項、應收合營企業款項、應收合營業務/合營業務其他夥伴款項以及應收貸款除外，其相應調整乃透過虧損撥備賬確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) 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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

### 3. 重要會計政策 (續)

#### (n) 金融工具 (續)

##### *金融資產 (續)*

##### **終止確認金融資產**

本集團僅於自資產收取現金流量之合約權利屆滿時，或向另一實體轉讓金融資產及該資產擁有權之絕大部分風險及回報時終止確認金融資產。倘本集團並無轉讓亦無保留所有權之絕大部分風險及回報，而是繼續控制已轉讓資產，則本集團確認其於該項資產之保留權益，並就其可能須付之款項確認相關負債。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認該金融資產，亦會就已收取之所得款項確認擔保借貸。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價之總和之間的差額於損益賬確認。

於終止確認本集團在初步確認時選擇按公平價值誌入其他全面收益計量之權益工具投資時，先前於投資重估儲備內積累之累計收益或虧損不會重新分類至損益，而是轉撥至保留溢利。

**3. MATERIAL ACCOUNTING POLICIES  
(CONTINUED)****(n) Financial instruments (Continued)****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**

Financial liabilities (including trade and other payables, amounts due to former subsidiaries in liquidation, amount due to a non-controlling shareholder, amount due to a joint venture, and bank and other borrowings) are subsequently measured at amortised cost, using the effective interest method.

**Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the "Other gains and losses" line item in profit or loss as part of net exchange gain/(loss) for financial liabilities that are not part of a designated hedging relationship.

**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. 重要會計政策 (續)****(n) 金融工具 (續)****金融負債及權益  
分類為債務或權益**

債務及權益工具按合約安排之性質以及金融負債及權益工具之定義分類為金融負債或權益。

**權益工具**

權益工具為任何經扣除實體所有負債後顯示於該實體之資產中有剩餘權益之合約。本公司發行之權益工具按已收取之所得款項(扣除直接發行成本)確認。

**金融負債**

金融負債(包括貿易及其他應付賬款、應付清盤中前附屬公司款項、應付一名非控股股東款項、應付一間合營企業款項以及銀行及其他借款)其後以實際利率法按攤銷成本計量。

**外匯收益及虧損**

對於以外幣計值並於各報告期完結時按攤銷成本計量的金融負債，外匯收益及虧損乃基於工具的攤銷成本釐定。該等外匯收益及虧損於損益中的「其他收益及虧損」項目確認，作為不構成指定對沖關係的金融負債的匯兌收益/(虧損)淨額的一部分。

**終止確認金融負債**

於並僅於本集團之債務獲解除、取消或屆滿時，本集團方會終止確認金融負債。終止確認金融負債之賬面值與已付及應付代價之間差額於損益賬確認。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (n) Financial instruments (Continued)

##### **Financial liabilities and equity (Continued)** **Offsetting a financial asset and a financial liability**

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### (o) 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.

For contracts entered into or modified on or after the date of initial application or arising from business combination, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 “Leases” at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

### 3. 重要會計政策(續)

#### (n) 金融工具(續)

##### **金融負債及權益(續)** **抵銷金融資產及金融負債**

當且僅當本集團目前具有法定可強制執行之權利抵銷已確認金額，且擬按淨額基礎結算或同時變現資產兼清償負債時，金融資產與金融負債方會互相抵銷，而有關淨額於綜合財務狀況表內呈列。

#### (o) 租賃

##### **租賃之定義**

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之權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改或因業務合併而產生之合約而言，本集團根據香港財務報告準則第16號「租賃」之定義於開始、修改日期或收購日期(視情況而定)評估該合約是否為一項租賃或包含一項租賃。除非合約之條款及條件其後出現變動，否則有關合約將不予重新評估。



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綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (o) Leases (Continued)

##### ***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, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

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 of assets 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. 重要會計政策 (續)

#### (o) 租賃 (續)

##### **本集團作為承租人** **分配代價至合約組成部分**

就包含租賃部分及一項或多項額外租賃或非租賃部分之合約而言，本集團將合約代價按租賃部分之相對單獨價格及非租賃部分之合計單獨價格分配予各租賃部分，包括就收購同時包含租賃土地及非租賃樓宇組成部分之物業擁有權權益之合約，惟該分配不能可靠地進行則另作別論。

非租賃組成部分與租賃組成部分分開並通過應用其他適用標準入賬。

##### **短期租賃**

對於租期自開始日期起計為12個月或以下且並無包含購買選擇權之資產之租賃，本集團應用短期租賃確認豁免。短期租賃之租賃付款按直線法於租期內確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (o) Leases (Continued)

##### *The Group as a lessee (Continued)*

##### **Right-of-use assets**

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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.

### 3. 重要會計政策 (續)

#### (o) 租賃 (續)

##### *本集團作為承租人 (續)*

##### **使用權資產**

除短期租賃外，本集團於租賃開始之日(即相關資產可供使用之日)確認使用權資產。除該等被分類為根據公平價值模式計量之投資物業外，使用權資產以成本減去任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初始直接成本；及
- 本集團於拆除及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定之狀況而產生之估計成本。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (o) Leases (Continued)

##### *The Group as a lessee (Continued)*

##### **Right-of-use assets (Continued)**

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

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item in the consolidated statement of financial position. The right-of-use assets that meet the definition of investment property are presented within investment properties.

##### **Refundable rental deposits**

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

### 3. 重要會計政策 (續)

#### (o) 租賃 (續)

##### *本集團作為承租人 (續)*

##### **使用權資產 (續)**

就本集團於租期結束時合理確定獲取相關租賃資產所有權之使用權資產而言，有關使用權資產自租賃開始日期起至該資產可使用年期結束期間計提折舊。否則，使用權資產於其估計可使用年期及租期中的較短者按直線法計提折舊。

本集團於綜合財務狀況表內將不符合投資物業定義之使用權資產呈列為一單獨項目。符合投資物業定義之使用權資產則呈列為投資物業。

##### **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號入賬並初步按公平價值計量。於初步確認時對公平價值之調整被視為額外租賃付款並計入使用權資產成本。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (o) 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;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease.

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

### 3. 重要會計政策 (續)

#### (o) 租賃 (續)

##### 本集團作為承租人 (續)

##### 租賃負債

於租賃開始日期，本集團按該日未付之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，倘租賃隱含之利率難以釐定，則本集團使用租賃開始日期之增量借款利率計算。

租賃付款包括：

- 固定付款 (包括實質性之固定付款) 減任何應收租賃優惠；
- 視乎指數或利率而定之可變租賃付款，初步使用於開始日期之指數或利率計量；
- 本集團根據擔保之剩餘價值預期應付之金額；
- 購買選擇權之行使價 (倘本集團合理確定行使該選擇權)；及
- 終止租賃所支付之罰款 (倘租期反映本集團行使選擇權終止租賃)。

於租賃開始日期後，租賃負債就利息增長及租賃付款作出調整。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (o) Leases (Continued)

##### *The Group as a lessee (Continued)*

##### 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. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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. The Group presents lease liabilities as a separate line item in the consolidated statement of financial position.

### 3. 重要會計政策 (續)

#### (o) 租賃 (續)

##### 本集團作為承租人 (續)

##### 租賃修訂

倘出現以下情況，本集團將租賃修訂作為一項單獨的租賃進行入賬：

- 該項修訂通過增加使用一項或多項相關資產之權利擴大租賃範圍；及
- 租賃代價增加，增加金額相當於範圍擴大之單獨價格及對該單獨價格作出可反映特定合約情況之任何適當調整。

就未作為一項單獨租賃入賬之租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現於經修改租賃之租期的經修訂租賃付款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，對租賃負債之重新計量進行會計處理。當經修訂合約包含租賃組成部分及一項或多項額外租賃或非租賃組成部分時，本集團根據租賃組成部分之相對單獨價格及非租賃組成部分之單獨價格總和將經修訂合約代價分配至各租賃組成部分。本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

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### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (o) Leases (Continued)

##### *The Group as a lessor*

##### **Classification and measurement of leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such cost are recognised as an expense on a straight-line basis over the lease term.

##### **Allocation of consideration to components of a contract**

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

##### **Refundable rental deposits**

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

### 3. 重要會計政策(續)

#### (o) 租賃(續)

##### **本集團作為出租人 租賃之分類及計量**

倘租賃條款將標的資產的附帶所有權絕大部分風險及回報轉讓予承租人，則租賃被分類為融資租賃。所有其他租賃被分類為經營租賃。

經營租賃之租金收入於有關租賃年期按直線法在損益中確認。因商議及安排經營租賃所引致之初步直接成本計入已出租資產之賬面值。除根據公平價值模式計量之投資物業外，有關成本按租期以直線法確認為開支。

##### **分配代價至合約組成部分**

當合約同時包含租賃及非租賃組成部分時，本集團應用香港財務報告準則第15號將合約代價分配至租賃及非租賃組成部分。非租賃組成部分根據其相對獨立售價與租賃組成部分分開。

##### **可退還租賃按金**

已收可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平價值計量。初步確認時之公平價值調整被視為承租人之額外租賃付款。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (o) Leases (Continued)

##### *The Group as a lessor (Continued)*

##### Lease modifications

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

#### (p) 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 goods 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;

### 3. 重要會計政策 (續)

#### (o) 租賃 (續)

##### 本集團作為出租人 (續)

##### 租賃修訂

本集團由經營租賃之修訂生效日期起將有關修訂作為新租賃入賬，將與原租賃有關之任何預付或應計租賃付款視為新租賃之部分租賃付款。

#### (p) 來自客戶合約之收入

本集團於完成履約責任時 (或就此) 確認收入，即當特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。

履約責任指個別貨品或服務 (或一組貨品或服務) 或一系列大致相同之個別貨品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收入則參照完全履行相關履約責任之進度而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供之利益；

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

- 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.

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

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

- 本集團之履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團之履約並未產生讓本集團有替代用途之資產，且本集團對迄今已完成履約之付款具有可強制執行之權利。

否則，收入於客戶獲得個別貨品或服務控制權之時間點確認。

合約資產指本集團就換取本集團已轉讓至客戶之貨品或服務而收取代價之權利(尚非無條件)，其根據香港財務報告準則第9號進行減值評估。相對而言，應收款項指本集團無條件收取代價之權利，即在該代價到期支付之前只需要經過一段時間。

合約負債指本集團因已向客戶收取代價(或已到期之代價金額)，而須向客戶轉讓貨品或服務之責任。

與同一合約相關之合約資產及合約負債乃按淨額基準入賬及呈列。



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綜合財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### ***Contracts with multiple performance obligations (including allocation of transaction price)***

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct goods or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised goods or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

##### **包含多項履約責任 (包括分配交易價) 之合約**

就包含一項以上履約責任之合約而言，本集團按照相對獨立之銷售價基準將交易價分配至各項履約責任。

與各項履約責任相關之個別貨品或服務之單獨銷售價於合約初期釐定，為本集團將單獨向客戶出售承諾貨品或服務之價格。倘單獨銷售價無法透過直接觀察得出，本集團則以適當技術進行估計，使交易價最終得以分配至任何履約責任，以反映本集團預期就轉讓承諾貨品或服務予客戶而有權換取之代價金額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

**Over time revenue recognition: measurement of progress toward complete satisfaction of a performance obligation**

**Input method (for income from construction contracts and property development management services)**

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

**Output method (for income from port related services)**

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

**隨時間確認收入：完全履行履約責任之進度之計量**

**投入法 (就建築合約及物業發展管理服務之收入而言)**

完成履約責任之進度根據投入法計量，此方法乃根據本集團為完成履約責任而付出之努力或投入，相對於完成該項履約責任而預期之總投入，以確認收入，亦最能反映本集團於轉讓貨品或服務控制權方面之履約表現。

**產出法 (就港口相關服務之收入而言)**

完全履行履約責任之進度乃根據產出法計量，即透過直接計量迄今已轉讓予客戶之貨品或服務價值，相對合約下承諾提供之餘下貨品或服務價值確認收入，此方法最能反映本集團於轉讓貨品或服務控制權方面之履約情況。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### **Variable consideration**

For contracts that contain variable consideration in relation to the variation works and claims for prolongation, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

##### **可變代價**

就包含有關修訂工程及工程延誤索償之可變代價之合約而言，本集團使用以下其中一種方法估計本集團將有權收取之代價金額：(a)預期價值法或(b)最有可能之金額(視乎何種方法更能預測本集團將有權收取之代價金額而定)。

可變代價之估計金額計入交易價，惟僅限於此舉在日後不太可能因與可變代價相關之不確定因素其後獲解決而導致重大收入撥回。

於各報告期完結時，本集團更新估計交易價(包括更新其就可變代價估計是否受限作出之評估)，以真實反映於報告期完結時存在之情況以及於報告期內之情況變動。

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### 綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### ***Existence of significant financing component***

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

##### ***存有重大融資成分***

於釐定交易價格之過程中，倘所協定(不論明文或暗示)之付款時間對客戶或本集團就向客戶轉讓貨品或服務提供重大融資利益，則本集團會調整已承諾之代價金額以計及貨幣之時間價值影響。在此等情況下，合約存有重大融資成分。不論融資承諾是在合約中明確訂明還是透過各訂約方協定之付款條款暗示，均可能存在重大融資成分。

就付款與轉讓相關貨品或服務之間的期間少於一年之合約而言，本集團應用可行權宜方法而不就任何重大融資成分調整交易價格。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### **Costs to fulfil a contract**

The Group incurs costs to fulfil a contract in its construction contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

##### **履行合約之成本**

本集團於其建築合約中產生履行合約之成本。本集團首先根據其他相關準則評估該等成本是否合資格確認為資產，倘不合資格，則僅在符合以下全部條件後方將該等成本確認為資產：

- 有關成本與本集團可明確地識別之合約或預期訂立之合約有直接關係；
- 有關成本令本集團將用於完成(或持續完成)日後履約責任之資源得以產生或有所增加；及
- 有關成本預期可收回。

由此確認之資產其後按系統性基準(與向客戶轉讓資產相關之貨品或服務一致)於損益攤銷。該資產須進行減值檢討。

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### *Performance obligations for contracts with customers*

##### **Income from construction contracts and property development management services**

The Group provides management contracting services and property development management services to customers. Revenue from such services is recognised as a performance obligation satisfied over time using input method as the Group's performance creates or enhances an asset that the customer controls as the Group performs.

The Group's certain construction contracts include payment schedules which require stage payments over the construction period once certain specified milestones are reached. In addition, the Group requires certain customers to provide upfront deposits or advance payments for construction works, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount received.

### 3. 重要會計政策(續)

#### (p) 來自客戶合約之收入(續)

##### 客戶合約之履約責任

##### 建築合約及物業發展管理服 務之收入

本集團向客戶提供承建管理服務及物業發展管理服務。由於本集團之履約創造或提升客戶於本集團履約時控制之資產，該等服務之收入使用投入法隨時間確認為已完成之履約責任。

本集團若干建築合約包括付款時間表，其規定一旦達到若干指定之里程碑，需要在有關建築期間分期付款。此外，本集團要求若干客戶就建築工程提供前期訂金或預付款項，此舉致使合約負債將在合約開始時產生，直至特定合約之已確認收入超出已收款項。

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綜合財務報表附註

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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### *Performance obligations for contracts with customers (Continued)*

##### **Income from construction contracts and property development management services (Continued)**

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones or the value of construction work has been agreed with the customers. The contract assets are transferred to trade debtors when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction works from the customers.

Retention held by customers, prior to expiration of defect liability period, are classified as contract assets or liabilities, which ranges from one to two years from the date of the practical completion of the construction. The relevant amount is reclassified to trade debtors when the defect liability period expires. The defect liability period serves as an assurance that the construction services performed comply with agreed upon specifications and such assurance cannot be purchased separately.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

##### *客戶合約之履約責任 (續)*

##### **建築合約及物業發展管理服務之收入 (續)**

合約資產(扣除與同一合約相關之合約負債)於履行建築服務期間確認,代表本集團履行提供服務收取代價之權利,原因為有關權利取決於本集團未來達致指定里程碑或已與客戶協定建築工程價值。當權利成為無條件時(一般為本集團獲得客戶核實已完成建築工程時),將合約資產轉移至貿易應收款項。

客戶持有之保固金於保修期屆滿前分類為合約資產或負債,其介乎工程實際完成日期起計一至兩年之間。有關款項於保修期屆滿時重新分類至貿易應收款項。保修期乃為保證所履行之建築服務符合所協定之詳細規格,且該保證不可單獨購買。

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For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### *Performance obligations for contracts with customers (Continued)*

##### **Income from port related services**

Income from port related services is recognised over time in which the benefits of the services are received and consumed simultaneously by the customer as the Group performs. Revenue is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts using the expected value approach, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A contract liability is recognised for advance from customers with contracts while a refund liability is recognised for volume discount, if any.

##### **Sale of LPG and CNG products**

Revenue from distribution of LPG and CNG is recognised when the goods are delivered and titles have passed. A contract liability is recognised for advance from customers with contracts.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

##### *客戶合約之履約責任 (續)*

##### **港口相關服務收入**

港口相關服務收入隨時間在客戶於本集團履約並同時取得並耗用服務之利益時確認。收入乃按合約訂明之價格(扣除估計批量折扣)確認。本集團使用預期價值法以累計經驗估計及計提折扣撥備，且僅於不太可能出現重大撥回時方會確認收入。合約負債乃就客戶合約之墊款確認，而退款負債則就批量折扣(如有)確認。

##### **銷售液化石油氣及壓縮天然氣產品**

分銷液化石油氣及壓縮天然氣之收入於送達貨品及所有權轉移時確認。合約負債乃就客戶合約之墊款確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (p) Revenue from contracts with customers (Continued)

##### *Performance obligations for contracts with customers (Continued)*

##### **Revenue from sale of properties**

Revenue from sale of properties developed for sale is recognised upon the execution of binding sales agreements and delivery of the properties according to the contract, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. A contract liability is recognised for advance from customers with contracts.

#### (q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalised rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 3. 重要會計政策 (續)

#### (p) 來自客戶合約之收入 (續)

##### *客戶合約之履約責任 (續)*

##### **銷售物業收入**

出售供銷售已開發物業之收入於執行具約束力之銷售協議及根據合約交付物業時(即客戶能直接使用物業並取得物業之絕大部分剩餘利益之時間點)確認。合約負債乃就客戶合約之墊款確認。

#### (q) 借貸成本

與合資格資產(需一段頗長時間方可提供作擬定用途或銷售之資產)之收購、建築或生產直接有關之借貸成本，乃撥作該等資產之成本，直至該等資產已大致上可供其擬定用途或銷售為止。於相關資產可供其擬定用途或銷售後仍未償還之任何特定借貸均計入一般借貸組合，以計算一般借貸之資本化率。特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入，會自撥作資本之借貸成本中扣除。

其他一切借貸成本在產生之期間內於損益中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (r) Impairment losses on property, plant and equipment, right-of-use assets and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives 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 amount of property, plant and equipment, right-of-use assets and intangible 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.

### 3. 重要會計政策(續)

#### (r) 物業、機械及設備、使用權資產及無形資產之減值虧損

於報告期完結時，本集團檢討其使用年期有限之物業、機械及設備、使用權資產及無形資產之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計相關資產之可收回金額，以釐定減值虧損(如有)之程度。

物業、機械及設備、使用權資產及無形資產之可收回金額乃按個別基準估計。倘不可能個別估計可收回金額，本集團會估計該資產所屬創現單位之可收回金額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (r) Impairment losses on property, plant and equipment, right-of-use assets and intangible assets (Continued)

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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 cash-generating unit) for which the estimates of future cash flows have not been adjusted.

### 3. 重要會計政策 (續)

#### (r) 物業、機械及設備、使用權資產及無形資產之減值虧損 (續)

此外，本集團評估有否跡象顯示企業資產可能出現減值。倘出現有關跡象，當能識別一項合理及一致之分配基準，企業資產亦會被分配至個別創現單位，否則會被分配至能就其識別合理及一致之分配基準之最小創現單位組別。

無定限可使用年期之無形資產至少每年及於出現可能減值之跡象時進行減值測試。

可收回金額為公平價值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃採用反映現時市場所評估之資金時值及有關資產(或創現單位)之特定風險之稅前貼現率，貼現至其現值，及並無就此對未來現金流量估計予以調整。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (r) Impairment losses on property, plant and equipment, right-of-use assets and intangible 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 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.

### 3. 重要會計政策 (續)

#### (r) 物業、機械及設備、使用權資產及無形資產之減值虧損 (續)

倘估計資產(或創現單位)之可收回金額少於其賬面值,資產(或創現單位)之賬面值被削減至其可收回金額。就未能按合理及一致之基準分配至創現單位的企業資產或部分企業資產而言,本集團會比較一個創現單位組別的賬面值(包括已分配至該創現單位組別的企業資產或部分企業資產的賬面值)與該創現單位組別的可收回金額。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),然後按比例根據該單位或創現單位組別各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平價值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位或創現單位組別其他資產。減值虧損會即時於損益確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (r) Impairment losses on property, plant and equipment, right-of-use assets and intangible assets (Continued)

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 cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

#### (s) Retirement benefit costs

Payments to defined contribution retirement benefit schemes including Mandatory Provident Fund Schemes and state-managed retirement benefit schemes are recognised as an expense or capitalised in contracts in progress, where appropriate, when employees have rendered service entitling them to the contributions.

#### (t) 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.

### 3. 重要會計政策 (續)

#### (r) 物業、機械及設備、使用權資產及無形資產之減值虧損 (續)

倘減值虧損於其後撥回，則該項資產(或創現單位或創現單位組別)之賬面值會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出假設過往年度並無就該項資產(或創現單位或創現單位組別)確認減值虧損原應釐定之賬面值。減值虧損撥回即時在損益中確認。

#### (s) 退休福利成本

定額供款退休福利計劃(包括強制性公積金計劃)及國家管理退休福利計劃之款額在當員工提供服務而有權享有該供款額時，確認為開支或撥作在建合約項目之資本(如適用)。

#### (t) 短期及其他長期僱員福利

短期僱員福利乃按僱員於提供服務時預期將予支付之未貼現福利金額確認。除另一香港財務報告準則規定或允許計入資產成本的福利外，所有短期僱員福利均確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (t) Short-term and other long-term employee benefits (Continued)

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.

#### (u) Taxation

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Income tax is recognised in the consolidated income statement except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

### 3. 重要會計政策 (續)

#### (t) 短期及其他長期僱員福利 (續)

負債乃就僱員之應計福利(如工資及薪金、年假及病假)扣除任何已付金額後確認。

就其他長期僱員福利確認之負債乃按預期本集團就僱員直至報告日期所提供之服務將作出之估計未來現金流出之現值計量。除另一香港財務報告準則規定或允許計入資產成本者外，服務成本、利息及重新計量造成之任何負債賬面值變動均於損益內確認。

#### (u) 稅項

本年度所得稅包括即期稅項及遞延稅項資產及負債之變動。即期稅項在綜合收益表內確認，除非該等稅項與於其他全面收益或直接於權益中確認之項目有關，在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

即期稅項為就年內應課稅收入採用於報告期完結時已生效或實質已生效的稅率計算的預期應付稅項，並就過往年度的應付稅項作出調整。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(CONTINUED)

#### (u) Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax assets also arise from unused tax losses and unused tax credits. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are generally recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and do not give rise to equal taxable and deductible temporary differences (provided they are not part of a business combination). Deferred tax is not recognised for those related to income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organisation for Economic Co-operation and Development.

### 3. 重要會計政策 (續)

#### (u) 稅項 (續)

遞延稅項乃按綜合財務報表資產及負債賬面值及計算應課稅溢利相應稅基之臨時差額確認。遞延稅項資產亦可由未動用稅項虧損及未動用稅項抵免產生。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產通常按可能出現可利用臨時差額扣稅之應課稅溢利時確認。若於一項交易中，因初步確認資產及負債而引致之臨時差額既不影響應課稅溢利，亦不影響會計溢利，且不產生相等的應課稅及可扣稅暫時差額（惟不屬業務合併的一部分），則不會確認該等遞延稅項資產及負債。倘因實施經濟合作暨發展組織公佈之第二支柱模型規則而頒佈或實質上頒佈的稅法所產生的與所得稅有關的暫時性差異，則不會確認遞延稅項。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (u) Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, and interests in associates and joint ventures, 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 and interests 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 Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Where investment properties are carried at their fair value, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the end of the reporting period unless the properties are depreciable and are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the properties over time, rather than through sale.

### 3. 重要會計政策 (續)

#### (u) 稅項 (續)

遞延稅項負債就與於附屬公司之投資及於聯營公司及合營企業之權益相關之應課稅臨時差額而確認，惟若本集團能夠控制臨時差額之撥回，而該臨時差額可能不會於可預見未來撥回則不在此限。與該等投資及權益相關之可扣稅臨時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用臨時差額之利益且預計於可見將來可以撥回時確認。

本集團就租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

當投資物業按其公平價值列賬，除非物業是可予折舊及以商業模式持有，而其目的是以隨時間流逝使用而並非出售獲取包含於物業的大部分經濟利益，確認遞延稅項的金額按該等資產於報告期完結時假設出售的稅率計算。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (u) Taxation (Continued)

In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefits to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

#### (v) 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 carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### 3. 重要會計政策 (續)

#### (u) 稅項 (續)

在其他情況下，確認遞延稅項的金額是根據該資產及負債的賬面值之預期收回及結算的方式，按報告期完結時已生效或實質上已生效的稅率計算。遞延稅項資產及負債均不折現計算。

遞延稅項資產之賬面值會於各個報告期完結時進行審閱及扣減，直至未來不可能有足夠應課稅溢利令有關稅項利益得以使用。任何該等扣減於可能有足夠應課稅溢利的情況下予以撥回。

#### (v) 外幣

編製集團旗下個別實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易，按交易日期之適用匯率確認。於報告期完結時，以外幣列值之貨幣項目按該日之適用匯率重新換算。按公平價值入賬之以外幣列值之非貨幣項目，按釐定其公平價值當日之適用匯率重新換算。按歷史成本估量之以外幣列值非貨幣項目不予重新換算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (v) Foreign currencies (Continued)

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.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) 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 dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

### 3. 重要會計政策(續)

#### (v) 外幣(續)

結算貨幣項目及重新換算貨幣項目所產生匯兌差額，於該等差額產生期間之損益賬內確認。

就綜合財務報表之呈列方式而言，本集團海外業務之資產與負債使用於各報告期完結時適用之匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目則按該期間之平均匯率換算，惟匯率於該期間大幅波動則除外，於此情況下，則按各交易日期之匯率換算。產生之匯兌差額(如有)確認為其他全面收益並累計於匯兌儲備((如適用)非控股權益應佔匯兌儲備)項下之權益。

於出售海外業務(即出售本集團於海外業務之全部權益，或涉及喪失對包括海外業務在內之附屬公司控制權之出售事項，或部分出售包括海外業務在內之合營安排或聯營公司之權益，而有關保留權益成為金融資產)時，就本公司擁有人應佔該項業務於權益中累計之所有匯兌差額會重新分類至損益。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (v) Foreign currencies (Continued)

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposal of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

### 3. 重要會計政策 (續)

#### (v) 外幣 (續)

此外，就部分出售附屬公司但未導致本集團喪失對該附屬公司控制權而言，其應佔累計匯兌差額按相應比例重新計入非控股權益，且不會於損益確認。就所有其他部分出售（即部分出售聯營公司或合營安排而並不構成本集團喪失重大影響力或共同控制權）而言，其應佔累計匯兌差額按相應比例重新分類至損益。

收購海外業務時所產生之已收購可予識別資產之商譽及公平價值調整，乃視為該海外業務之資產及負債處理，並按各報告期完結時適用之匯率換算。產生之匯兌差額於其他全面收益內確認。

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#### 4. CRITICAL ACCOUNTING JUDGMENT AND 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 associated 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 future periods if the revision affects both current and future periods.

##### Key sources of estimation uncertainty

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 and liabilities within the next financial year.

#### 4. 主要會計判斷及不確定估計之主要來源

於應用本集團會計政策(詳情見附註3)之過程中,本公司董事需要就目前不能從其他來源得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及相關之其他因素而作出。實際數字或會有別於估計數字。

本集團持續就所作估計及相關假設作出評估。會計估計之修訂如只影響當期,則有關會計估計修訂於當期確認。如該項會計估計之修訂影響當期及往後期間,則有關修訂於當期及往後期間確認。

##### 不確定估計之主要來源

有關日後之主要假設及於報告期完結時不確定估計之其他主要來源(擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險)如下。

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綜合財務報表附註

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### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Key sources of estimation uncertainty (Continued)

##### (a) *Impairment assessment of interests in associates*

The Group assesses whether there are any indicators of impairment for interests in associates at the end of each reporting period. An impairment exists when the carrying value of the interest in associates exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of recoverable amount requires significant judgements by management on key internal inputs and external market conditions. If future events do not correspond to the assumptions, the recoverable amount will need to be revised, and this may have impact on the Group's operating performance or financial position.

### 4. 主要會計判斷及不確定估計之主要來源(續)

#### 不確定估計之主要來源(續)

##### (a) 於聯營公司之權益之減值評估

本集團於各報告期完結時評估於聯營公司之權益是否存在任何減值跡象。於聯營公司之權益之賬面值超過其可收回金額(即其公平價值減出售成本與使用價值之較高者)時,即出現減值。計算可收回金額需要管理層對關鍵內部輸入數據及外部市況作出重大判斷。倘未來事件與假設不符,則需要對可收回金額進行修訂,而此可能對本集團的經營業績或財務狀況產生影響。

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#### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### Key sources of estimation uncertainty (Continued)

##### (b) Fair value measurements and valuation processes

Some of the Group's assets are measured at fair value for financial reporting purposes. In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages an independent qualified professional valuer to perform the valuation. Management of the Company works closely with the valuer to establish the appropriate valuation techniques and inputs to the model.

The Group uses valuation techniques that include inputs which are not based on observable market data to estimate the fair value of certain types of financial instruments and investment properties. Notes 20, 24 and 39(c) provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets.

#### 4. 主要會計判斷及不確定估計之主要來源(續)

##### 不確定估計之主要來源(續)

##### (b) 公平價值計量及估值程序

就財務報告而言，本集團若干資產乃按公平價值計量。於估計資產之公平價值時，本集團使用其可獲取的市場可觀察數據。倘無法獲取第一級輸入數據，本集團會委聘獨立合資格專業估值師進行估值。本公司管理層與估值師通力合作，以為模型確立適當之估值技術及輸入數據。

本集團使用包括並非基於可觀察市場數據之輸入數據之估值技術，估計若干類型金融工具及投資物業之公平價值。附註20、24及39(c)載有用於釐定多項資產公平價值之估值技術、輸入數據及主要假設之詳情。

#### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### Key sources of estimation uncertainty (Continued)

##### (c) *Impairment assessment of property, plant and equipment, right-of-use assets and intangible assets*

Determining whether property, plant and equipment, right-of-use assets and intangible assets are impaired requires an estimation of the recoverable amount of the cash generating units (or group of cash-generating units) to which property, plant and equipment, right-of-use assets and intangible assets have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating units (or group of cash-generating units) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances of which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss may arise. Details of the property, plant and equipment, right-of-use assets and intangible assets and the impairment assessment are disclosed in Notes 18, 19 and 21.

#### 4. 主要會計判斷及不確定估計之主要來源(續)

##### 不確定估計之主要來源(續)

##### (c) 物業、機械及設備、使用權資產以及無形資產之減值評估

釐定物業、機械及設備、使用權資產以及無形資產是否出現減值時，必須估計已獲分配物業、機械及設備、使用權資產以及無形資產之創現單位(或創現單位組別)之可收回金額。計算使用價值時，本集團必須估計預期自創現單位(或創現單位組別)產生之未來現金流量及適當之貼現率，以計算現值。倘實際未來現金流量低於預期，或事實及情況變動導致未來現金流量下調或貼現率上調，則可能出現重大減值虧損。有關物業、機械及設備、使用權資產以及無形資產與減值評估之詳情於附註18、19及21披露。

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#### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### Key sources of estimation uncertainty (Continued)

##### (d) *Provision of ECL for financial assets measured at amortised costs*

The assessment of ECL is based on historical observed default rates and adjusted by 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 on the Group's financial assets is disclosed in Note 39(b) to the consolidated financial statements.

The Group estimates ECL for financial assets which are subject to impairment under HKFRS 9. Except for financial assets with significant outstanding balances or credit-impaired which are individually assessed for ECL, the Group collectively assesses the ECL of financial assets, including trade receivables which consist of debtors with common risk characteristics.

#### 4. 主要會計判斷及不確定估計之主要來源(續)

##### 不確定估計之主要來源(續)

##### (d) *按攤銷成本計量之金融資產之預期信貸虧損撥備*

預期信貸虧損乃根據歷史觀察所得之違約率進行評估，並按合理及可靠且毋須付出不必要之成本或努力即可取得之前瞻性資料作出調整。於各報告日期，本集團會重新評估歷史觀察所得之違約率，並考慮前瞻性資料之變動。預期信貸虧損撥備對估計變動敏感。有關本集團金融資產之預期信貸虧損之資料於綜合財務報表附註39(b)披露。

本集團就根據香港財務報告準則第9號須作出減值之金融資產估計預期信貸虧損。除有重大未償付結餘或出現信貸減值之金融資產會進行個別預期信貸虧損評估外，本集團會就金融資產(包括貿易應收賬款(包括具有共同風險特徵之應收賬款))之預期信貸虧損進行集體評估。



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### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Key sources of estimation uncertainty (Continued)

##### (e) *Construction contracts*

The Group recognises contract revenue and profit of a construction contract according to the management's estimation of the total outcome of the project as well as the progress towards complete satisfaction of a performance obligation measured based on input method. Notwithstanding that management reviews and revises the estimates of both contract revenue and costs for the construction contract as the contract progresses, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

### 4. 主要會計判斷及不確定估計之主要來源(續)

#### 不確定估計之主要來源(續)

##### (e) *建築合約*

本集團根據管理層對項目總結果及根據投入法計量之全面完成履約責任之進度確認建築合約之合約收益及溢利。儘管管理層隨著合約推進而審閱及修訂就建築合約作出之合約收入及成本估計，但合約以總收入及成本計算之實際結果可能高於或低於估計值，而此將影響已確認之收入及溢利。

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#### 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the prior year.

The capital structure of the Group consists of the borrowings disclosed in Note 33, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves.

As at 31 March 2024, the Group has cash, bank balances and deposits of approximately HK\$20,121,000 (2023: HK\$774,236,000) and bank and other borrowings of approximately HK\$15,977,000 (2023: HK\$534,989,000). The Group did not have net debt as at 31 March 2024 and 2023. The decrease in the cash position was mainly attributable to the use of cash for repayment of borrowings.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and their associated risks thereto. 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 debts.

#### 5. 資本風險管理

本集團管理其資本，以確保將可持續經營業務，同時通過優化債務及股本平衡，為股東爭取最大回報。本集團之整體策略與上一年度相同。

本集團之資本架構包括扣除現金及現金等值項目後於附註33披露之借款及本公司擁有人之應佔權益(包括已發行股本及多項儲備)。

於2024年3月31日，本集團有現金、銀行結存及存款約20,121,000港元(2023：774,236,000港元)以及銀行及其他借款約15,977,000港元(2023：534,989,000港元)。於2024年及2023年3月31日，本集團並無淨負債。現金狀況下滑主要由於動用現金償還借款所致。

本公司董事定期檢討資本架構。作為檢討之一部分，董事考慮資本成本及有關每類資本之風險。本集團會通過派付股息、發行新股份及發行新債或贖回現有債項，平衡其整體資本架構。

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綜合財務報表附註

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### 6. REVENUE

Revenue from continuing operations is analysed as follows:

### 6. 收入

來自持續經營業務之收入之分析如下：

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Sales and services income:	銷售及服務收入：		
Income from port related services	港口相關服務收入	2,625	2,431
Sale of LPG and CNG products	銷售液化石油氣及壓縮天然氣產品	48,843	69,063
		<b>51,468</b>	71,494
Interest income:	利息收入：		
Interest income from loan receivables	應收貸款之利息收入	8,702	5,600
Rental income:	租金收入：		
Rental income from investment properties	投資物業之租金收入	1,800	—
		<b>61,970</b>	77,094

Revenue from contracts with customers includes (i) income from port related services that are recognised over time and (ii) revenue from sale of LPG and CNG products that are recognised at a point in time.

來自客戶合約之收入包括(i)隨時間確認之港口相關服務之收入及(ii)於某一時間點確認之銷售液化石油氣及壓縮天然氣產品收入。

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### 綜合財務報表附註

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## 7. SEGMENT INFORMATION

The operating segments of the Group are determined based on information reported to executive directors, the Group's chief operating decision makers, for the purposes of resources allocation and performance assessment. The information focuses more specifically on the strategic operation and development of each business unit and its performance is evaluated through organizing business units with similar economic characteristics into an operating segment.

As disclosed in Note 15, the comprehensive engineering and property-related services provided through Paul Y. Engineering and the land and property development and investment in the PRC were classified as discontinued operations of the Group and their operating results were presented separately from the continuing operations of the Group for the year ended 31 March 2023.

In assessing the performance of the operating segments, certain non-operating items which were not directly related to the segment's operating performance would not be taken into account. Accordingly, (i) corporate and other expenses which are not directly related to the performance of the operating segments; (ii) net exchange gain/loss which are mainly arising from intra-company loans; (iii) gain on forfeiture of deposit and earnest money received arising from corporate exercise; (iv) distributions from liquidated subsidiaries and impairment allowance recognised/reversed on amounts due from the liquidated subsidiaries which had ceased operation; and (v) finance costs driven by the Group's financing decisions were adjusted out from the profit/loss before tax in arriving at the segment results.

## 7. 分部資料

本集團之經營分部，是根據呈報執行董事（本集團主要營運決策者）之資料，為了資源分配及表現評估而釐定。該資料更具體集中於各業務單位之策略營運及發展，而其表現乃通過將具有同類經濟特徵之業務單位組成經營分部之方式評估。

誠如附註15所披露，截至2023年3月31日止年度，透過保華建業提供全面的工程及物業相關服務以及於中國開發及投資土地和房產分類為本集團之已終止經營業務，其經營業績與本集團之持續經營業務分開呈列。

於評估經營分部的表現時，與該分部的經營業績並無直接關係的若干非經營項目將不予考慮。因此，於得出分部業績時，(i)與經營分部的業績並無直接關係的企業及其他開支；(ii)主要因公司間內部貸款引致的匯兌收益／虧損淨額；(iii)因企業活動而產生之沒收按金及誠意金所得之收益；(iv)已終止經營之已清盤附屬公司的分派及應收已清盤附屬公司款項的減值撥備確認／撥回；及(v)因本集團的融資決定而引致的融資成本已自除稅前溢利／虧損中調整。

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## 7. SEGMENT INFORMATION (CONTINUED)

The operating and reportable segments are as follows:

### Continuing operations

- Ports and logistics — Ports development, operation of ports, LPG, CNG and liquefied natural gas (“LNG”) distribution and logistics businesses
- Property — Investment and leasing of real estate properties (other than in the PRC)
- Securities — Investment and trading of securities
- Financial services — Provision of loan financing, financial related services and cash management

### Discontinued operations

- Engineering — Building construction, civil engineering, property development management, project management and facilities management services
- PRC property — Development, investment, sale and leasing of real estate properties, developed land, land under development and projects under development in the PRC

## 7. 分部資料(續)

經營及可報告分部如下：

### 持續經營業務

- 港口及物流 — 港口發展、港口、液化石油氣、壓縮天然氣及液化天然氣(「液化天然氣」)分銷以及物流業務之營運
- 物業 — 房地產物業(位於中國除外)之投資及租賃
- 證券 — 證券投資及買賣
- 金融服務 — 提供貸款融資、金融相關服務及現金管理

### 已終止經營業務

- 工程 — 樓宇建造、土木工程、物業發展管理、項目管理及設施管理服務
- 中國物業 — 位於中國之房地產物業、已開發土地、開發中土地及開發中項目之開發、投資、銷售及租賃

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## 7. SEGMENT INFORMATION (CONTINUED)

### Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For the year ended 31 March 2024

## 7. 分部資料(續)

### 分部收入及業績

以下為本集團按經營及可報告分部劃分之收入及業績分析：

截至2024年3月31日止年度

		Continuing operations 持續經營業務					Discontinued operations 已終止經營業務			Segment total and consolidated 分部合計及綜合
		Ports and logistics 港口及物流	Property 物業	Securities 證券	Financial services 金融服務	Sub-total 小計	Engineering 工程	PRC property 中國物業	Sub-total 小計	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Revenue	收入	51,468	1,800	—	8,702	61,970	—	—	—	61,970
Segment results*	分部業績*	30,715	(31,636)	(12)	(204,481)	(205,414)	—	—	—	(205,414)
Corporate and other expenses	企業及其他開支					(89,560)			—	(89,560)
Net exchange loss	匯兌虧損淨額					(1,371)			—	(1,371)
Gain on forfeiture of deposit and earnest money received	沒收按金及誠意金所得之收益					8,200			—	8,200
Impairment loss reversed on amounts due from former subsidiaries in liquidation	應收清盤中前附屬公司款項之減值虧損撥回					31,111			—	31,111
Finance costs	融資成本					(6,627)			—	(6,627)
Loss before taxation	除稅前虧損					(263,661)			—	(263,661)
Taxation	稅項					351			—	351
Loss for the year	年度虧損					(263,310)			—	(263,310)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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截至2024年3月31日止年度

### 7. SEGMENT INFORMATION (CONTINUED)

#### Segment revenue and results (Continued)

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For the year ended 31 March 2023

		Continuing operations 持續經營業務					Discontinued operations 已終止經營業務			Segment total and consolidated 分部合計 及綜合 HK\$'000 千港元
		Ports and logistics 港口 及物流 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Securities 證券 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Engineering 工程 HK\$'000 千港元	PRC property 中國物業 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	
Revenue	收入	71,494	—	—	5,600	77,094	5,269,544	7,874	5,277,418	5,354,512
Segment results*	分部業績*	(65,529)	(6,331)	651	41,414	(29,795)	(383,299)	(153,657)	(536,956)	(566,751)
Corporate and other expenses	企業及其他開支					(89,362)			—	(89,362)
Net exchange loss	匯兌虧損淨額					(9,268)			(9)	(9,277)
Impairment loss reversed on amounts due from former subsidiaries in liquidation	應收清盤中前附屬 公司款項之減值 虧損撥回					3,377			—	3,377
Finance costs	融資成本					(16,656)			(49,523)	(66,179)
Loss before taxation	除稅前虧損					(141,704)			(586,488)	(728,192)
Taxation	稅項					(434)			19,621	19,187
Loss for the year	年度虧損					(142,138)			(566,867)	(709,005)

\* For the year ended 31 March 2024, gain on disposal of subsidiaries of approximately HK\$59,323,000 (2023: Nil) has been recognised in the ports and logistics segment.

For the year ended 31 March 2023, (i) loss on deemed disposal of Paul Y. Engineering of approximately HK\$317,103,000 (2024: Nil) has been recognised in the engineering segment and (ii) gain on disposal of discontinued operation of approximately HK\$38,110,000 (2024: Nil) has been recognised in the PRC property segment.

### 7. 分部資料(續)

#### 分部收入及業績(續)

以下為本集團按經營及可報告分部劃分之收入及業績分析：

截至2023年3月31日止年度

\* 截至2024年3月31日止年度，出售附屬公司的收益約59,323,000港元(2023：無)已於港口及物流分部確認入賬。

截至2023年3月31日止年度，(i)視作出售保華建業的虧損約317,103,000港元(2024：無)已於工程分部確認入賬；及(ii)出售已終止經營業務的收益約38,110,000港元(2024：無)已於中國物業分部確認入賬。

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For the year ended 31 March 2024  
截至2024年3月31日止年度

## 7. SEGMENT INFORMATION (CONTINUED)

### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

As at 31 March 2024

## 7. 分部資料(續)

### 分部資產及負債

以下為本集團按經營及可報告分部劃分之資產及負債分析：

於2024年3月31日

		Ports and logistics 港口 及物流 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Securities 證券 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Segment total and consolidated 分部合計 及綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>					
Segment assets	分部資產	47,843	73,981	131,285	692,847	945,956
Unallocated assets*	未分配資產*					30,106
Consolidated total assets	綜合總資產					976,062
<b>LIABILITIES</b>	<b>負債</b>					
Segment liabilities	分部負債	6,557	10,146	—	34	16,737
Unallocated liabilities*	未分配負債*					33,025
Consolidated total liabilities	綜合總負債					49,762



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### 7. SEGMENT INFORMATION (CONTINUED)

#### Segment assets and liabilities (Continued)

As at 31 March 2023

### 7. 分部資料(續)

#### 分部資產及負債(續)

於2023年3月31日

		Ports and logistics 港口 及物流 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Securities 證券 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Segment total and consolidated 分部合計 及綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>					
Segment assets	分部資產	169,540	107,683	90,185	754,090	1,121,498
Unallocated assets*	未分配資產*					827,358
Consolidated total assets	綜合總資產					1,948,856
<b>LIABILITIES</b>	<b>負債</b>					
Segment liabilities	分部負債	30,758	24,129	12	295	55,194
Unallocated liabilities*	未分配負債*					550,097
Consolidated total liabilities	綜合總負債					605,291

\* Unallocated assets include cash and bank balances of approximately HK\$6,959,000 (2023: HK\$757,475,000) and amounts due from former subsidiaries in liquidation of approximately HK\$1,303,000 (2023: HK\$20,865,000), while the unallocated liabilities include bank and other borrowings of approximately HK\$15,977,000 (2023: HK\$528,139,000) and amounts due to former subsidiaries in liquidation of nil (2023: HK\$27,000).

\* 未分配資產包括現金及銀行結存約6,959,000港元(2023: 757,475,000港元)及應收清盤中前附屬公司款項約1,303,000港元(2023: 20,865,000港元)·而未分配負債則包括銀行及其他借款約15,977,000港元(2023: 528,139,000港元)及應付清盤中前附屬公司款項為零(2023: 27,000港元)。

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### 綜合財務報表附註

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#### 7. SEGMENT INFORMATION (CONTINUED)

##### Segment assets and liabilities (Continued)

Segment assets and liabilities comprise assets and liabilities of the operating subsidiaries, as well as certain interests in associates and investments in equity instruments that are engaged in relevant segmental businesses. Accordingly, segment assets exclude corporate assets which are mainly certain bank balances and cash, interest in a joint venture, right-of-use assets and other receivables, and segment liabilities exclude corporate liabilities which are mainly certain bank and other borrowings, other payables and lease liabilities.

For the purpose of resources allocation and assessment of segment performance, deferred tax liabilities are allocated to segment liabilities but the related deferred tax credit/charge are not reported to the executive directors of the Company as part of segment results.

#### 7. 分部資料(續)

##### 分部資產及負債(續)

分部資產及負債包括從事相關分部業務之經營附屬公司之資產及負債，以及聯營公司及權益工具投資之權益。故此，分部資產不包括主要為若干銀行結存及現金、一間合營企業權益、使用權資產及其他應收賬款之企業資產，而分部負債則不包括主要為若干銀行及其他借款、其他應付賬款及租賃負債之企業負債。

為達致資源分配及分部表現評估之目的，遞延稅項負債被分配至分部負債，但相關之遞延稅項撥入／支出並不作為分部業績之組成部分向本公司執行董事呈報。

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## 綜合財務報表附註

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### 7. SEGMENT INFORMATION (CONTINUED)

#### Other information

The following is an analysis of the Group's other information by operating and reportable segment:

For the year ended 31 March 2024

### 7. 分部資料(續)

#### 其他資料

以下為本集團按經營及可報告分部劃分之其他資料分析：

截至2024年3月31日止年度

		Continuing operations 持續經營業務					Discontinued operations 已終止經營業務			Segment total and consolidated 分部合計及綜合
		Ports and logistics 港口及物流	Property 物業	Securities 證券	Financial services 金融服務	Unallocated 未分配	Sub-total 小計	Engineering 工程	PRC property 中國物業	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts included in the measure of segment results or segment assets/liabilities:	計入分部業績或分部資產/負債計量之款項：									
Additions to non-current assets other than financial instruments	增購非流動資產(金融工具除外)	5,160	—	—	142,800	3,642	151,602	—	—	151,602
Amortisation of intangible assets	無形資產攤銷	(45)	—	—	—	—	(45)	—	—	(45)
Depreciation of property, plant and equipment	物業、機械及設備折舊	(5,087)	—	—	—	(1,207)	(6,294)	—	—	(6,294)
Depreciation of right-of-use assets	使用權資產折舊	(3,224)	—	—	—	(10,461)	(13,685)	—	—	(13,685)
Impairment loss recognised on loan receivables	應收貸款之減值虧損確認	(40)	—	—	—	—	(40)	—	—	(40)
Impairment loss reversed on amounts due from former subsidiaries in liquidation	應收清盤中前附屬公司款項之減值虧損撥回	—	—	—	—	31,111	31,111	—	—	31,111
Loss on disposal of property, plant and equipment	處置物業、機械及設備之虧損	(510)	—	—	—	(750)	(1,260)	—	—	(1,260)
Impairment loss on right-of-use assets	使用權資產之減值虧損	—	—	—	—	(8,877)	(8,877)	—	—	(8,877)
Fair value changes of investment properties	投資物業之公平價值變動	—	(9,800)	—	—	—	(9,800)	—	—	(9,800)
Bank and other interest income	銀行及其他利息收入	144	—	—	—	5	149	—	—	149
Share of results of associates	攤佔聯營公司業績	—	(23,160)	—	(207,448)	—	(230,608)	—	—	(230,608)
Share of results of a joint venture	攤佔一間合營企業業績	—	—	—	—	(4,642)	(4,642)	—	—	(4,642)
Interests in associates	聯營公司權益	—	20,147	—	657,439	—	677,586	—	—	677,586
Interest in a joint venture	一間合營企業權益	—	—	—	—	11,500	11,500	—	—	11,500

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### 綜合財務報表附註

For the year ended 31 March 2024

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## 7. SEGMENT INFORMATION (CONTINUED)

### Other information (Continued)

For the year ended 31 March 2023

## 7. 分部資料(續)

### 其他資料(續)

截至2023年3月31日止年度

	Continuing operations 持續經營業務						Discontinued operations 已終止經營業務			Segment total and consolidated 分部合計 及綜合 HK\$'000 千港元	
	Ports and logistics 港口 及物流 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Securities 證券 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Engineering 工程 HK\$'000 千港元	PRC property 中國物業 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元		
Amounts included in the measure of segment results or segment assets/ liabilities:	計入分部業績或 分部資產/ 負債計量之 款項:										
Additions to non-current assets other than financial instruments	增購非流動資產 (金融工具除外)										
	13,403	110,258	—	460,204	24,220	608,085	18,739	2,385	21,124	629,209	
Amortisation of intangible assets	(46)	—	—	—	—	(46)	(18,083)	(41)	(18,124)	(18,170)	
Depreciation of property, plant and equipment	(2,703)	—	—	—	(1,104)	(3,807)	(23,355)	(14,755)	(38,110)	(41,917)	
Depreciation of right-of-use assets	(2,635)	(405)	—	—	(10,115)	(13,155)	(17,040)	(664)	(17,704)	(30,859)	
Impairment loss reversed on loan receivables	—	—	—	600	—	600	—	—	—	600	
Impairment loss recognised on trade and other receivables, net	—	—	—	—	—	—	(27,484)	(949)	(28,433)	(28,433)	
Impairment loss reversed on amounts due from former subsidiaries in liquidation	—	—	—	—	3,377	3,377	—	—	—	3,377	
Write-down of stock of properties	—	—	—	—	—	—	—	(115,324)	(115,324)	(115,324)	
Loss on disposal of property, plant and equipment	(172)	—	—	—	—	(172)	(900)	(154)	(1,054)	(1,226)	
Impairment loss on property, plant and equipment	(54,426)	—	—	—	—	(54,426)	—	(7,456)	(7,456)	(61,882)	
Fair value changes of investment properties	—	(2,458)	—	—	—	(2,458)	—	(29,110)	(29,110)	(31,568)	
Bank and other interest income	141	2	—	—	56	199	790	66	856	1,055	
Share of results of associates	—	(1,193)	—	42,676	—	41,483	(8)	—	(8)	41,475	
Share of results of joint ventures	—	—	—	—	(4,839)	(4,839)	(119)	—	(119)	(4,958)	
Gain (loss) on disposal of discontinued operations	—	—	—	—	—	—	(317,103)	38,110	(278,993)	(278,993)	
Interests in associates	—	43,307	—	724,597	—	767,904	—	—	—	767,904	
Interest in a joint venture	—	—	—	—	14,812	14,812	—	—	—	14,812	

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綜合財務報表附註

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### 7. SEGMENT INFORMATION (CONTINUED)

#### Geographical information

The Group's operations are mainly located in Hong Kong (place of domicile), Macau and the PRC (excluding Hong Kong and Macau).

The following is an analysis of the Group's revenue by geographical market based on geographical location where construction works or other goods/services are provided:

### 7. 分部資料(續)

#### 地區資料

本集團之業務主要位於香港(原居地)、澳門及中國(不包括香港及澳門)。

以下為本集團按地區市場(根據所提供建築工程或其他貨品/服務的地區)劃分之收入分析：

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>			
	<b>持續經營業務</b>		
Hong Kong	香港	10,502	5,600
The PRC	中國	51,468	71,494
		<b>61,970</b>	<b>77,094</b>
<b>Discontinued operations</b>			
	<b>已終止經營業務</b>		
Hong Kong	香港	—	5,168,560
The PRC	中國	—	7,874
Macau	澳門	—	64,622
Others	其他	—	36,362
		<b>—</b>	<b>5,277,418</b>
		<b>61,970</b>	<b>5,354,512</b>

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## 7. SEGMENT INFORMATION (CONTINUED)

### Geographical information (Continued)

The following is an analysis of the carrying amount of non-current assets excluding financial instruments, based on the geographical location of assets:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Hong Kong	香港	744,668	860,401
The PRC	中國	24,308	65,125
		<b>768,976</b>	925,526

### Information about major customers

For the year ended 31 March 2024, the largest customer, which is under the ports and logistics segment, contributed to the revenue of approximately HK\$26,318,000 (2023: HK\$38,995,000) which individually contributed more than 10% of total revenue from the continuing operations of the Group.

For the year ended 31 March 2023, the three largest customers contributed to the revenue of approximately HK\$1,201,897,000, HK\$765,954,000 and HK\$654,553,000, respectively, which individually contributed more than 10% of total revenue (included revenue from the discontinued operations) of the Group. All these customers were under the discontinued engineering segment.

## 7. 分部資料(續)

### 地區資料(續)

以下為按資產所在地區劃分之非流動資產(不包括金融工具)賬面值分析：

### 主要客戶之資料

截至2024年3月31日止年度，最大客戶(屬港口及物流分部)貢獻收入約26,318,000港元(2023：38,995,000港元)，個別貢獻本集團持續經營業務總收入的10%以上。

截至2023年3月31日止年度，三大客戶分別佔收入約1,201,897,000港元、765,954,000港元及654,553,000港元，個別貢獻本集團總收入的10%以上(包括已終止經營業務之收入)。該等客戶均為已終止經營工程分部之客戶。

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綜合財務報表附註

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### 8. OTHER INCOME

### 8. 其他收入

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Bank and other interest income	銀行及其他利息收入	149	199
Dividend income from financial assets measured at FVOCI	按公平價值誌入其他全面收益之金融資產之股息收入	—	3,663
		<b>149</b>	<b>3,862</b>

### 9. OTHER GAINS AND LOSSES

### 9. 其他收益及虧損

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Net exchange loss	匯兌虧損淨額	(1,371)	(9,268)
Impairment loss on property, plant and equipment (Note 18)	物業、機械及設備之減值虧損(附註18)	—	(54,426)
Impairment loss on right-of-use assets (note)	使用權資產之減值虧損(附註)	(8,877)	—
Gain on forfeiture of deposit and earnest money received	沒收按金及誠意金所得之收益	8,200	—
Loss on disposal of property, plant and equipment	處置物業、機械及設備之虧損	(1,260)	(172)
		<b>(3,308)</b>	<b>(63,866)</b>

*note:* The amount represents the full impairment loss on certain right-of-use assets relating to the non-cancellable lease terms of offices and motor vehicles of which their carrying amounts were considered unrecoverable.

*附註:* 該金額指與若干辦公室及汽車的不可撤銷租賃期限相關的使用權資產的全面減值虧損，其賬面值被視為無法收回。

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### 綜合財務報表附註

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#### 10. IMPAIRMENT LOSS REVERSED ON FINANCIAL ASSETS, NET

#### 10. 金融資產之減值虧損撥回淨額

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Impairment loss (recognised) reversed on loan receivables	應收貸款之減值虧損(確認)撥回	(40)	600
Impairment loss reversed on amounts due from former subsidiaries in liquidation	應收清盤中前附屬公司款項之減值虧損撥回	31,111	3,377
		<b>31,071</b>	<b>3,977</b>

Details of the impairment assessment are set out in Note 39(b).

減值評估詳情載於附註39(b)。

#### 11. FINANCE COSTS

#### 11. 融資成本

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interest on bank borrowings	銀行借款之利息	66	810
Interest on other borrowings	其他借款之利息	5,646	14,992
Imputed interest on lease liabilities	租賃負債之推算利息	915	854
		<b>6,627</b>	<b>16,656</b>



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### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

### 12. 董事、最高行政人員及僱員酬金

#### (a) Directors' and Chief Executive's emoluments

The emoluments paid or payable to each of the seven (2023: nine) directors are as follows:

None of the directors has waived any emoluments during the year (2023: Nil).

#### (a) 董事及最高行政人員酬金

已付或應付七名(2023：九名)董事各人之酬金如下：

年內概無任何董事放棄任何酬金(2023：無)。

Name of director	董事姓名	Salaries and other benefits			Retirement benefit scheme	Total
		Fees	Discretionary bonus	contribution	contribution	
		袍金	其他福利	酌情花紅	退休福利計劃供款	合計
		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
<b>2024</b>	<b>2024</b>					
<b>Executive directors</b>	<b>執行董事</b>					
Kwong Kai Sing, Benny (note i)	鄭啟成(附註i)	—	3,000	—	9	3,009
Au Wai June	柯偉俊	—	725	—	18	743
Marc Andreas Tschirner (note ii)	Marc Andreas Tschirner(附註ii)	—	375	—	5	380
Sam Nickolas David Hing Cheong (note iii)	沈慶祥(附註iii)	—	375	—	5	380
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
William Nicholas Giles	William Nicholas Giles	240	—	—	—	240
Yu Chung Leung (note iv)	余仲良(附註iv)	250	—	—	—	250
Lam John Cheung-wah (note v)	藍章華(附註v)	250	—	—	—	250
		740	4,475	—	37	5,252

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## 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

## 12. 董事、最高行政人員及僱員酬金(續)

### (a) Directors' and Chief Executive's emoluments (Continued)

### (a) 董事及最高行政人員酬金(續)

Name of director	董事姓名	Fees	Salaries and	Discretionary	Retirement	Total
			other		benefit	
			benefits	bonus	contribution	
			薪酬及	酌情花紅	退休福利	
		袍金	其他福利		計劃供款	合計
		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
<b>2023</b>	<b>2023</b>					
<b>Executive directors</b>	<b>執行董事</b>					
Kwong Kai Sing, Benny (note i)	鄭啟成(附註i)	—	3,000	250	18	3,268
Au Wai June	柯偉俊	—	900	75	18	993
Marc Andreas Tschirner (note ii)	Marc Andreas Tschirner(附註ii)	—	1,500	—	18	1,518
Sam Nickolas David Hing Cheong (note iii)	沈慶祥(附註iii)	—	1,500	—	18	1,518
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
William Nicholas Giles	William Nicholas Giles	240	—	—	—	240
Yu Chung Leung (note iv)	余仲良(附註iv)	167	—	—	—	167
Lam John Cheung-wah (note v)	藍章華(附註v)	167	—	—	—	167
Leung Chung Ki (note vi)	梁松基(附註vi)	80	—	—	—	80
Ma Ka Ki (note vii)	馬嘉祺(附註vii)	120	—	—	—	120
		774	6,900	325	72	8,071

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### 綜合財務報表附註

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## 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

### (a) Directors' and Chief Executive's emoluments (Continued)

The executive directors' emoluments shown above are for their services in connection with management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above are for their services as directors of the Company.

notes:

- (i) Kwong Kai Sing, Benny was appointed as managing director (which is equivalent to the chief executive of the Company) on 1 July 2023.
- (ii) Marc Andreas Tschirner resigned as executive director and managing director on 1 July 2023.
- (iii) Sam Nickolas David Hing Cheong resigned as executive director and vice chairman on 1 July 2023.
- (iv) Yu Chung Leung was appointed as independent non-executive director on 1 August 2022.
- (v) Lam John Cheung-wah was appointed as independent non-executive director on 1 August 2022.
- (vi) Leung Chung Ki resigned as independent non-executive director on 1 August 2022.
- (vii) Ma Ka Ki resigned as independent non-executive director on 28 September 2022.

## 12. 董事、最高行政人員及僱員酬金(續)

### (a) 董事及最高行政人員酬金(續)

上文所示的執行董事酬金乃就彼等管理本公司及本集團事務提供的服務而作出。

上文所示的獨立非執行董事酬金乃就彼等作為本公司董事提供的服務而作出。

附註：

- (i) 鄭啟成於2023年7月1日獲委任為總裁(相當於本公司最高行政人員)。
- (ii) Marc Andreas Tschirner於2023年7月1日辭任執行董事及總裁。
- (iii) 沈慶祥於2023年7月1日辭任執行董事及副主席。
- (iv) 余仲良於2022年8月1日獲委任為獨立非執行董事。
- (v) 藍章華於2022年8月1日獲委任為獨立非執行董事。
- (vi) 梁松基於2022年8月1日辭任獨立非執行董事。
- (vii) 馬嘉祺於2022年9月28日辭任獨立非執行董事。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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## 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

### (b) Employees' emoluments

The five highest paid individuals in the Group for the year included one (2023: one) director of the Company, details of whose emoluments are set out in Note 12(a) above.

The aggregate emoluments of the remaining four (2023: four) highest paid individuals, who are employees of the Group, are as follows:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	10,221	18,676
Discretionary bonus	酌情花紅	—	—
Retirement benefit scheme contributions	退休福利計劃供款	69	524
		<b>10,290</b>	<b>19,200</b>

Their emoluments were within the following bands:

		Number of employees 僱員人數	
		2024	2023
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	—
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	2	—
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	—	1
HK\$5,000,001 to HK\$5,500,000	5,000,001 港元至 5,500,000 港元	1	2
HK\$6,000,001 to HK\$6,500,000	6,000,001 港元至 6,500,000 港元	—	1
		<b>4</b>	<b>4</b>

During both years, no emoluments were paid by the Group to the five highest paid individuals and directors as an inducement to join or upon joining the Group or as compensation for loss of office.

## 12. 董事、最高行政人員及僱員酬金 (續)

### (b) 僱員酬金

本集團於本年度五名最高薪人員包括一名(2023: 一名)本公司董事，其酬金詳情載於上文附註12(a)。

其餘屬本集團僱員之四名(2023: 四名)最高薪人員之總酬金如下：

彼等之酬金級別如下：

於兩個年度內，本集團並無向五名最高薪人員及董事支付酬金以作為加入本集團或於加入本集團時之獎勵，或作為離職補償。

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13. LOSS BEFORE TAXATION

13. 除稅前虧損

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Loss before taxation has been arrived at after charging:	除稅前虧損已扣除：		
Amortisation of intangible assets	無形資產攤銷	45	46
Auditor's remuneration	核數師酬金		
— Audit services	— 核數服務	1,730	2,280
— Non-audit services	— 非核數服務	739	1,629
Cost of inventories and services recognised as an expense	確認為費用之存貨及服務成本	38,186	58,996
Depreciation of property, plant and equipment	物業、機械及設備之折舊	6,294	3,807
Depreciation of right-of-use assets (note (a))	使用權資產之折舊 (附註(a))	13,685	13,155
Staff costs (note (b))	員工成本 (附註(b))	49,825	64,889
Expenses related to short-term leases and leases of low-value assets	有關短期租賃及低價值資產租賃之費用	4,691	5,315
and after crediting:	並已計入：		
Rental income from investment properties, net of direct operating expenses (note (c))	投資物業之租金收入，扣除直接營運費用 (附註(c))	1,672	(184)
Government grants recognised (note (d))	已確認政府補貼 (附註(d))	—	882

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024

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### 13. LOSS BEFORE TAXATION (CONTINUED)

### 13. 除稅前虧損(續)

notes:

附註：

(a) Depreciation of right-of-use assets

(a) 使用權資產之折舊

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Amount provided for the year in respect of:	年度撥備額：		
– Leasehold land	– 租賃土地	1,306	1,343
– Land and buildings	– 土地及樓宇	11,818	11,293
– Motor vehicles	– 汽車	561	519
		<b>13,685</b>	<b>13,155</b>

(b) Staff costs

(b) 員工成本

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Directors' emoluments (Note 12(a))	董事酬金(附註12(a))	5,252	8,071
Other staff costs:	其他員工成本：		
Salaries and other benefits (including bonus)	薪酬及其他福利(包括花紅)	42,113	54,296
Retirement benefit scheme contributions	退休福利計劃供款	2,460	2,522
		<b>49,825</b>	<b>64,889</b>

(c) Rental income from investment properties, net of direct operating expenses

(c) 投資物業之租金收入，扣除直接營運費用

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Rental income from investment properties	投資物業之租金收入	1,800	–
Less: Direct operating expenses from leasing of investment properties	減：投資物業租賃產生之直接營運費用	(128)	(184)
		<b>1,672</b>	<b>(184)</b>

(d) The government grants mainly represent the government cash subsidies on staff and operating cost which are recognised in other income, distribution and selling expenses and administrative expenses, respectively. There are no unfulfilled conditions or other contingencies attached to the receipt of the government subsidies.

(d) 政府補貼主要為分別於其他收入、分銷及銷售費用以及行政費用中確認的政府就員工及經營成本提供的現金津貼。所收取之政府津貼並無未達成條件或附帶其他或然事項。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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### 14. TAXATION

### 14. 稅項

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Taxation comprises tax (credit) charge below:	稅項包括以下稅項(撥入)支出：		
Taxation arising in the PRC	於中國產生之稅項		
Current year	本年度	528	446
Overprovision in prior years	於過往年度超額撥備	(868)	—
		<b>(340)</b>	446
Deferred taxation arising in the PRC (Note 34)	於中國產生之遞延稅項 (附註34)	<b>(11)</b>	(12)
		<b>(351)</b>	434

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. No provision for Hong Kong Profits Tax has been made as the Group has no estimated assessable profits for both years. The tax rate for the Group's subsidiaries in the PRC is 25% for both years.

根據香港兩級制利得稅率制度，合資格集團實體的首200萬港元溢利將按稅率8.25%徵稅，而超過200萬港元的溢利將按稅率16.5%徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按劃一稅率16.5%繳納稅項。由於本集團於兩個年度並無估計應課稅溢利，故並無就香港利得稅作出撥備。本集團於中國之附屬公司兩個年度之稅率為25%。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 14. TAXATION (CONTINUED)

The taxation (credit) charge for the year can be reconciled to the loss before taxation per the consolidated income statement as follows:

#### 14. 稅項(續)

本年度之稅項(撥入)支出與綜合收益表所列除稅前虧損之對賬如下：

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Loss before taxation	除稅前虧損	<b>(263,661)</b>	(141,704)
Tax calculated at domestic rates applicable in the respective jurisdictions	按有關司法權區適用當地稅率計算之稅項	<b>(44,351)</b>	(32,126)
Tax effect of share of results of associates and a joint venture	攤佔聯營公司及一間合營企業業績之稅務影響	<b>38,816</b>	(6,046)
Tax effect of expenses not deductible for tax purpose	在稅務方面不可扣減開支之稅務影響	<b>11,165</b>	11,208
Tax effect of income not taxable for tax purpose	在稅務方面毋須課稅收入之稅務影響	<b>(15,488)</b>	(981)
Tax effect of tax losses not recognised	未作確認稅務虧損之稅務影響	<b>13,632</b>	14,989
Tax effect of other deductible temporary difference not recognised	未作確認其他可扣減臨時差額之稅務影響	<b>412</b>	13,665
Tax effect of utilisation of other deductible temporary difference previously not recognised	動用先前未確認之其他可扣減臨時差額之稅務影響	<b>(3,669)</b>	(275)
Overprovision in prior years	過往年度超額撥備	<b>(868)</b>	—
Tax (credit) charge for the year	本年度稅項(撥入)支出	<b>(351)</b>	434



## 15. DISCONTINUED OPERATIONS

### Engineering Operation

In September 2022, Paul Y. Engineering proposed a rights issue raising a capital of approximately HK\$967 million, of which the Group was entitled to subscribe for rights shares in proportion to its equity interest in Paul Y. Engineering with an aggregate subscription amount of approximately HK\$466 million. On 4 November 2022, the board of directors of the Company resolved (a) to return the voting right of a block of approximately 10% shareholding in Paul Y. Engineering (the "Voting Rights") back to the original assignor who had irrevocably and unconditionally assigned such Voting Rights to the Group on 1 June 2021; (b) not to subscribe for the entitled rights shares under the rights issue; and (c) to divest its investment in Paul Y. Engineering. Accordingly, on 4 November 2022, the Group irrevocably and unconditionally reassigned the Voting Rights back to the original assignor at nil consideration (the "Reassignment"). On 5 November 2022, Paul Y. Engineering completed its rights issue and allotment of 1,516,147,126 rights shares at a subscription price of HK\$0.33 each to its qualified shareholders, resulting in a dilution of the Company's equity interest in Paul Y. Engineering from approximately 48.23% to approximately 29.75% (the "Dilution"). On 5 November 2022, the Group entered into a non-legally binding memorandum of understanding for the disposal of the remaining 29.75% equity interest in Paul Y. Engineering, and the conditional agreement for the disposal was subsequently entered on 14 November 2022 with an agreed consideration of HK\$300 million ("PYE Disposal"). The PYE Disposal was eventually completed on 29 March 2023.

## 15. 已終止經營業務

### 工程業務

於2022年9月，保華建業建議進行供股集資約9.67億港元，其中，本集團有權按其於保華建業之股權比例認購供股股份，認購款項總額約為4.66億港元。於2022年11月4日，本公司董事局決議(a)向原轉讓人交還一批保華建業約10%股權之投票權(「投票權」)，該原轉讓人於2021年6月1日向本集團不可撤回及無條件地轉讓有關投票權；(b)不認購其有權享有的供股項下供股股份；及(c)出讓其於保華建業的投資。因此，於2022年11月4日，本集團不可撤回及無條件地將投票權無償交還予原轉讓人(「交還該轉讓」)。於2022年11月5日，保華建業已完成其供股及按認購價每股0.33港元向其合資格股東配發1,516,147,126股供股股份，導致本公司於保華建業之股權由約48.23%攤薄至約29.75%(「攤薄」)。於2022年11月5日，本集團就出售餘下之29.75%保華建業股權訂立不具法律約束力的諒解備忘錄，其後，於2022年11月14日，本集團就出售事項訂立一份有條件協議，商定代價為3億港元(「保華建業出售事項」)。保華建業出售事項最終於2023年3月29日完成。

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### 綜合財務報表附註

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## 15. DISCONTINUED OPERATIONS (CONTINUED)

### Engineering Operation (Continued)

Immediately after the Reassignment and Dilution in November 2022, (a) the Group's voting rights in Paul Y. Engineering decreased from approximately 58.23% to approximately 29.75% and the Group no longer retained majority control of the voting rights at any general meetings of Paul Y. Engineering; (b) Paul Y. Engineering ceased to be a subsidiary of the Company and the financial results of Paul Y. Engineering would no longer be consolidated into the financial statements of the Group since then; and (c) the retained 29.75% equity interest in Paul Y. Engineering was measured at fair value of HK\$300 million, which is the agreed consideration, and resulted in a loss on deemed disposal of approximately HK\$317 million. Upon and after the PYE Disposal, the Group was no longer engaged in the business of providing comprehensive engineering and property-related services ("Engineering Operation"). Accordingly, the Engineering Operation was classified as a discontinued operation.

### PRC Property Operation

On 9 September 2022, the Group entered into a sale and purchase agreement for the disposal of the Group's investment in a building known as "Pioneer Technology Building" in Hangzhou, the PRC, through disposal of the entire equity interest in 浙江美聯置業有限公司 ("浙江美聯"), the wholly-owned subsidiary of the Company and the building's investment holding company, at a consideration of RMB65 million (equivalent to approximately HK\$72 million). The disposal was completed on 31 October 2022 and resulted in a gain on disposal of approximately HK\$4 million.

## 15. 已終止經營業務(續)

### 工程業務(續)

緊隨於2022年11月交還該轉讓及攤薄後，(a)本集團於保華建業之投票權由約58.23%減至約29.75%及本集團不再保留任何保華建業之股東大會上大多數投票權之控制權；(b)保華建業自此不再被確認為本公司附屬公司，而保華建業之財務業績將不再於本集團之財務報表綜合入賬；及(c)餘下之29.75%保華建業股權按公平價值3億港元(即商定代價)計量，並產生視作出售虧損約3.17億港元。於保華建業出售事項後，本集團不再從事提供全面的工程及物業相關服務的業務(「工程業務」)。因此，工程業務被分類為已終止經營業務。

### 中國物業業務

於2022年9月9日，本集團訂立一份買賣協議，內容有關出售本集團於一幢位於中國杭州名為「先鋒科技大廈」的大廈之投資，透過出售浙江美聯置業有限公司(「浙江美聯」)(為本公司之全資附屬公司及該大廈之投資控股公司)進行，代價為人民幣6,500萬元(相當於約7,200萬港元)。有關出售事項已於2022年10月31日完成並產生出售收益約400萬港元。

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### 15. DISCONTINUED OPERATIONS (CONTINUED)

#### PRC Property Operation (Continued)

On 24 December 2022, the Group entered into a sale and purchase agreement for the disposal of its entire equity interest in Profit Tycoon Holdings Limited (“Profit Tycoon”) at a consideration of HK\$406 million, subject to adjustment. Profit Tycoon was an investment holding company incorporated in the British Virgin Islands (the “BVI”) which was engaged in land and property development and investment in Xiao Yangkou through its PRC subsidiaries. The disposal was completed on 6 March 2023 with the finalised consideration of approximately HK\$383 million and resulted in a gain on disposal of approximately HK\$34 million.

Upon and after the disposal of 浙江美聯 and Profit Tycoon, the Group was no longer engaged in the land and property development and investment business in the PRC (the “PRC Property Operation”). Accordingly, the PRC Property Operation was classified as a discontinued operation.

### 15. 已終止經營業務(續)

#### 中國物業業務(續)

於2022年12月24日，本集團訂立一份買賣協議，內容有關出售其於 Profit Tycoon Holdings Limited (「Profit Tycoon」) 的全部股權，代價為4.06億港元(可予調整)。Profit Tycoon 為一間於英屬處女群島(「英屬處女群島」)註冊成立的投資控股公司，透過其中國附屬公司在小洋口從事土地及物業開發及投資。出售事項已於2023年3月6日完成，最終代價約為3.83億港元，並產生出售收益約3,400萬港元。

於出售浙江美聯及 Profit Tycoon 後，本集團不再於中國從事土地及物業發展及投資業務(「中國物業業務」)。因此，中國物業業務被分類為已終止經營業務。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 15. DISCONTINUED OPERATIONS (CONTINUED)

The consolidated financial results from the discontinued operations for the period from 1 April 2022 to the dates of disposals is set out below.

### 15. 已終止經營業務(續)

於2022年4月1日至出售日期期間已終止經營業務的綜合財務業績載列如下。

		2023		
		Engineering Operation 工程業務 HK\$'000 千港元	PRC Property Operation 中國物業 業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收入	5,269,544	7,874	5,277,418
Cost of sales and services rendered	銷售及提供服務的 成本	(5,088,651)	(1,393)	(5,090,044)
Gross profit	毛利	180,893	6,481	187,374
Other income	其他收入	4,880	66	4,946
Administrative expenses	行政費用	(223,465)	(34,673)	(258,138)
Distribution and selling expenses	分銷及銷售費用	—	(10,648)	(10,648)
Other gains and losses	其他收益及虧損	(893)	(7,619)	(8,512)
Impairment loss recognised on financial assets, net	金融資產之減值虧損 確認淨額	(27,484)	(949)	(28,433)
Write-down of stock of properties	物業存貨之減值撇減	—	(115,324)	(115,324)
Finance costs	融資成本	(26,873)	(22,650)	(49,523)
Fair value changes of investment properties	投資物業之公平價值 變動	—	(29,110)	(29,110)
Share of results of associates	攤佔聯營公司業績	(8)	—	(8)
Share of results of joint ventures	攤佔合營企業業績	(119)	—	(119)
Loss before taxation	除稅前虧損	(93,069)	(214,426)	(307,495)
Taxation	稅項	2,106	17,515	19,621
Loss for the year	年度虧損	(90,963)	(196,911)	(287,874)
(Loss) gain on disposal of discontinued operations, net of tax	出售已終止經營業務 (虧損)收益(扣除 稅金後)	(317,103)	38,110	(278,993)
Loss for the year from discontinued operations	已終止經營業務之 年度虧損	(408,066)	(158,801)	(566,867)
Attributable to:	以下人士應佔:			
Owners of the Company	本公司擁有人	(360,974)	(99,933)	(460,907)
Non-controlling interests	非控股權益	(47,092)	(58,868)	(105,960)
		(408,066)	(158,801)	(566,867)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

### 15. DISCONTINUED OPERATIONS

(CONTINUED)

Analysis of (loss) gain on disposal of discontinued operations, net of tax, for the year ended 31 March 2023:

### 15. 已終止經營業務(續)

截至2023年3月31日止年度，出售已終止經營業務(虧損)收益(扣除稅金後)之分析：

		2023		
		Engineering Operation	PRC Property Operation	Total
		工程業務 HK\$'000 千港元	中國物業 業務 HK\$'000 千港元	合計 HK\$'000 千港元
Net assets disposed of:	出售資產淨值：			
Property, plant and equipment	物業、機械及設備	139,604	55,266	194,870
Right-of-use assets	使用權資產	51,773	8,708	60,481
Investment properties	投資物業	—	435,290	435,290
Project under development	發展中項目	—	169,495	169,495
Goodwill	商譽	5,523	—	5,523
Other intangible assets	其他無形資產	136,952	448	137,400
Interests in joint ventures	合營企業權益	861	—	861
Stock of properties	物業存貨	—	591,437	591,437
Loan receivables	應收貸款	179,226	—	179,226
Amount due from an associate	應收一間聯營公司款項	5,820	—	5,820
Amounts due from joint ventures	應收合營企業款項	8,676	—	8,676
Amounts due from joint operations/ other partners of joint operations	應收合營業務/合營業務 其他夥伴款項	145,431	—	145,431
Trade and other receivables <sup>#</sup>	貿易及其他應收賬款 <sup>#</sup>	2,693,844	35,296	2,729,140
Contract assets	合約資產	4,510,624	—	4,510,624
Taxation recoverable	可收回稅項	955	—	955
Pledged bank deposits and restricted cash	已抵押銀行存款及受限制現金	68,348	—	68,348
Short-term bank deposits	短期銀行存款	81,949	—	81,949
Bank balances and cash	銀行結存及現金	808,158	27,938	836,096
Trade and other payables	貿易及其他應付賬款	(4,997,094)	(102,066)	(5,099,160)
Contract liabilities	合約負債	(540,852)	—	(540,852)
Lease liabilities	租賃負債	(55,253)	(1,386)	(56,639)
Amount due to a joint venture	應付一間合營企業款項	(3,937)	—	(3,937)
Amounts due to joint operations/ other partners of joint operations	應付合營業務/合營業務 其他夥伴款項	(345,920)	—	(345,920)
Amounts due to non-controlling shareholders	應付非控股股東款項	—	(90,192)	(90,192)
Taxation payable	應付稅項	(26,640)	(1,223)	(27,863)
Bank and other borrowings	銀行及其他借款	(1,572,193)	(360,699)	(1,932,892)
Deferred tax liabilities	遞延稅項負債	(21,271)	(248,005)	(269,276)
Obligations in excess of interests in associates	於聯營公司之額外權益之責任	(2,500)	—	(2,500)
Net assets	資產淨值	1,272,084	520,307	1,792,391
Less: Non-controlling interests	減：非控股權益	(655,679)	(105,559)	(761,238)
		616,405	414,748	1,031,153

<sup>#</sup> Including an amount of approximately HK\$4,052,000 due from the Group.

<sup>#</sup> 包括應收本集團之款項約4,052,000港元。

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### 15. DISCONTINUED OPERATIONS (CONTINUED)

### 15. 已終止經營業務(續)

		2023		
		Engineering Operation	PRC Property Operation 中國物業 業務	Total
		工程業務 HK\$'000 千港元	業務 HK\$'000 千港元	合計 HK\$'000 千港元
(Loss) gain on disposal of discontinued operations:	出售已終止經營業務之(虧損)收益:			
Cash consideration	現金代價	300,000	455,074	755,074
Directly attributable costs and levies	直接應佔成本及徵費	(1,079)	(9,750)	(10,829)
Net assets disposed of	已出售資產淨值	(1,272,084)	(520,307)	(1,792,391)
Non-controlling interests	非控股權益	655,679	105,559	761,238
(Loss) gain on disposal before taxation and release of attributable reserve	除稅及應計儲備撥回前之出售(虧損)收益	(317,484)	30,576	(286,908)
Cumulative exchange differences in respect of the net assets of subsidiaries reclassified from equity to profit or loss on loss of control of subsidiaries	於失去對附屬公司之控制權時由權益重列至損益之附屬公司資產淨值有關之累計匯兌差額	381	10,253	10,634
(Loss) gain on disposal before taxation	除稅前出售(虧損)收益	(317,103)	40,829	(276,274)
Less: Taxation	減: 稅項	—	(2,719)	(2,719)
(Loss) gain on disposal of discontinued operations, net of tax	出售已終止經營業務之(虧損)收益(扣除稅金後)	(317,103)	38,110	(278,993)
Net cash (outflow) inflow from disposal of discontinued operations:	出售已終止經營業務之現金(流出)流入淨額:			
Cash consideration	現金代價	300,000	455,074	755,074
Less: income tax, directly attributable costs and levies	減: 所得稅、直接應佔成本及徵費	(1,079)	(12,469)	(13,548)
Net cash consideration received	已收現金代價淨額	298,921	442,605	741,526
Less: bank balances and cash disposed of	減: 已出售銀行結存及現金	(890,107)	(27,938)	(918,045)
		(591,186)	414,667	(176,519)

Capital reserve amounting to approximately HK\$95,368,000 had been debited to and other reserves amounting to approximately HK\$9,408,000 had been credited to the retained profits upon the disposal of discontinued operations.

出售已終止經營業務時，已於保留溢利扣除資本儲備約95,368,000港元及記入其他儲備約9,408,000港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 15. DISCONTINUED OPERATIONS (CONTINUED)

### 15. 已終止經營業務(續)

		2023 HK\$'000 千港元
Net cash outflow from operating activities	經營活動之現金流出淨額	(943,487)
Net cash inflow from investing activities	投資活動之現金流入淨額	23,940
Net cash inflow from financing activities	融資活動之現金流入淨額	686,608
Effect of foreign exchange rate changes	外幣匯率變動之影響	(4,960)
Net cash outflow from the discontinued operations	已終止經營業務之 現金流出淨額	(237,899)

### 16. DISTRIBUTION

No dividend was recognised as distribution during both years.

The board of directors of the Company has resolved not to recommend for shareholders' approval the payment of any final dividend for the year ended 31 March 2024 (2023: Nil).

### 16. 分派

概無股息於兩個年度內確認為分派。

本公司董事局已議決不建議股東批准派付截至2024年3月31日止年度之任何末期股息(2023: 無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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#### 17. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company for the year is based on the following data:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Loss for the year attributable to owners of the Company for the purpose of calculating basic and diluted loss per share	用以計算每股基本及攤薄虧損之本公司擁有人應佔年度虧損		
— from continuing operations	— 來自持續經營業務	(265,263)	(144,506)
— from discontinued operations	— 來自已終止經營業務	—	(460,907)
		<b>(265,263)</b>	<b>(605,413)</b>

		2024 Number of shares 股份數目	2023 Number of shares 股份數目
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	用以計算每股基本及攤薄虧損之加權平均普通股數		
		<b>1,040,946,114</b>	<b>1,091,976,963</b>

Diluted loss per share is equal to the basic loss per share as the Company does not have any dilutive potential ordinary shares outstanding for both years.

#### 17. 每股虧損

本公司擁有人應佔年度每股基本及攤薄虧損乃按以下數據計算得出：

	2024 HK\$'000 千港元	2023 HK\$'000 千港元
Loss for the year attributable to owners of the Company for the purpose of calculating basic and diluted loss per share		
— from continuing operations	(265,263)	(144,506)
— from discontinued operations	—	(460,907)
	<b>(265,263)</b>	<b>(605,413)</b>

	2024 Number of shares 股份數目	2023 Number of shares 股份數目
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share		
	<b>1,040,946,114</b>	<b>1,091,976,963</b>

由於本公司於兩個年度並無任何發行在外的潛在攤薄普通股，故每股攤薄虧損與每股基本虧損相等。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 18. PROPERTY, PLANT AND EQUIPMENT 18. 物業、機械及設備

		Leasehold land and buildings 租賃土地及樓宇 HK\$'000 千港元	Plant, machinery and equipment 機械、機器及設備 HK\$'000 千港元	Fuel gas logistics and distribution facilities 燃氣物流及分銷設施 HK\$'000 千港元	Motor vehicles and vessels 汽車及船舶 HK\$'000 千港元	Furniture, fixtures and office equipment 傢具、裝置及辦公設備 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>							
At 1 April 2022	於2022年4月1日	242,444	152,844	270,783	73,536	105,568	51,999	897,174
Exchange realignment	匯兌調整	(16,987)	(8,546)	(19,831)	(4,074)	(3,890)	(3,790)	(57,118)
Additions	添置	—	990	750	17,420	3,631	8,937	31,728
Disposal	處置	(1,223)	(1,418)	(11,331)	(5,536)	(2,538)	—	(22,046)
Disposal of discontinued operations	出售已終止經營業務	(178,581)	(143,870)	—	(43,882)	(97,523)	(2,471)	(466,327)
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	45,653	—	240,371	37,464	5,248	54,675	383,411
Exchange realignment	匯兌調整	(2,549)	—	(13,489)	(1,828)	(153)	(3,064)	(21,083)
Additions	添置	941	—	2,087	253	19	—	3,300
Disposal	處置	(1,846)	—	(60)	(775)	(940)	—	(3,621)
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	(32,918)	—	(216,504)	(20,587)	(2,176)	(51,611)	(323,796)
At 31 March 2024	於2024年3月31日	9,281	—	12,405	14,527	1,998	—	38,211
<b>Depreciation and impairment</b>	<b>折舊及減值</b>							
At 1 April 2022	於2022年4月1日	150,535	87,987	257,840	47,237	44,971	—	588,570
Exchange realignment	匯兌調整	(12,191)	(6,867)	(18,881)	(3,659)	(3,072)	249	(44,421)
Provided for the year	本年度計提	5,002	15,315	1,918	5,755	14,102	—	42,092
Impairment loss (note)	減值虧損(附註)	4,087	2,811	—	10	548	54,426	61,882
Eliminated on disposal	處置時對銷	(1,007)	(1,279)	(11,479)	(4,453)	(1,574)	—	(19,792)
Eliminated on disposal of discontinued operations	出售已終止經營業務時對銷	(106,635)	(97,967)	—	(14,832)	(52,170)	—	(271,604)
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	39,791	—	229,398	30,058	2,805	54,675	356,727
Exchange realignment	匯兌調整	(2,221)	—	(12,895)	(1,517)	(109)	(3,064)	(19,806)
Provided for the year	本年度計提	345	—	4,231	900	818	—	6,294
Eliminated on disposal	出售時對銷	(1,187)	—	(38)	(602)	(189)	—	(2,016)
Eliminated on disposal of subsidiaries (Note 38)	出售附屬公司時對銷(附註38)	(32,809)	—	(215,018)	(20,332)	(1,709)	(51,611)	(321,479)
At 31 March 2024	於2024年3月31日	3,919	—	5,678	8,507	1,616	—	19,720
<b>Carrying amounts</b>	<b>賬面值</b>							
At 31 March 2024	於2024年3月31日	5,362	—	6,727	6,020	382	—	18,491
At 31 March 2023	於2023年3月31日	5,862	—	10,973	7,406	2,443	—	26,684

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#### 18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment, other than construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over the period of the relevant leases or 50 years, whichever is shorter
Plant, machinery and equipment	10%–33 $\frac{1}{3}$ %
Fuel gas logistics and distribution facilities	4%–10%
Motor vehicles and vessels	2.6%–20%
Furniture, fixtures and office equipment	8%–33 $\frac{1}{3}$ %

*note:* Hubei Minsheng Liquefied Petroleum Gas Limited (“Minsheng Gas”) commenced the development plan to construct new LNG storage tanks and LNG berths in 2018 for the purpose of expanding its fuel gas business to the LNG sector. Considering the risk of the LNG project and the current financial resources of the Group, the Group would not and was not capable of carrying on the entire LNG project on its own. The success in bringing in co-investors and new capital for the LNG project was a decisive factor for the continuation of the project. On 19 May 2022, the Company reached an agreement with a potential co-investor (the “Potential Investor”) for the capital injection into Minsheng Gas to finance the LNG project. However, since such proposed capital injection would constitute a deemed disposal of Minsheng Gas, the Listing Division of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) notified the Company on 20 July 2022 that such deemed disposal forms part of a series of disposals of a material part of the Company’s existing business after a change in de facto control and should be restricted under Rule 14.06E of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The Group had tried to renegotiate with the Potential Investor to explore alternative cooperation proposals in respect of the LNG project, but no feasible alternative cooperation structure could be agreed upon, and the Potential Investor eventually withdrew its interest in December 2022. The Company was still exploring cooperation opportunities with various potential investors on the LNG project, but no executable plan could be agreed upon up to the date of approval of the financial statements for the year ended 31 March 2023. In view of the uncertainties on the continuation of the LNG project and recoverability of the construction in progress after the failure in bringing in co-investors, full impairment provision had been recognised for the capitalised LNG project costs of approximately HK\$54,426,000 for the year ended 31 March 2023.

#### 18. 物業、機械及設備(續)

上述物業、機械及設備(在建工程除外)項目以直線法折舊，年率如下：

租賃土地及樓宇	相關租賃租期或50年(以較短者為準)
機械、機器及設備	10%–33 $\frac{1}{3}$ %
燃氣物流及分銷設施	4%–10%
汽車及船舶	2.6%–20%
傢具、裝置及辦公設備	8%–33 $\frac{1}{3}$ %

*附註：* 湖北民生石油液化氣有限公司(「民生石油」)於2018年開展發展計劃，建造新液化天然氣儲庫及液化天然氣碼頭以將其燃氣業務擴展至液化天然氣領域。考慮到液化天然氣項目的風險及本集團目前之財務資源，本集團將不會及現時不能自力進行整個液化天然氣項目。為液化天然氣項目引入共同投資者及新資金的成功乃繼續進行項目之決定性因素。於2022年5月19日，本公司與一名潛在共同投資者(「潛在投資者」)就向民生石油注資以撥資液化天然氣項目達成協議。然而，由於有關建議注資將構成視作出售民生石油，香港聯合交易所有限公司(「聯交所」)上市科於2022年7月20日通知本公司，指根據聯交所證券上市規則(「上市規則」)第14.06E條，有關視作出售構成實際控制權變動後有關本公司現有業務重大部分之一系列出售之一部分。本集團曾嘗試與潛在投資者重新商討以為液化天然氣項目探索替代的合作建議，惟未能協定可行的替代合作架構，故潛在投資者最終於2022年12月撤回其興趣。本公司正在與多名潛在投資者探索有關液化天然氣項目的合作機會，惟於截至2023年3月31日止年度財務報表批准日期仍未能協定可執行計劃。鑒於在未能引入共同投資者後液化天然氣項目持續推進及在建工程的可收回性之不確定性，截至2023年3月31日止年度已就資本化液化天然氣項目成本確認全面減值撥備約54,426,000港元。

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綜合財務報表附註

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### 19. RIGHT-OF-USE-ASSETS

### 19. 使用權資產

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Leasehold land	租賃土地	5,893	31,132
Land and buildings	土地及樓宇	948	20,538
		<b>6,841</b>	51,670
Total cash outflow for leases	租賃之現金流出總額	<b>17,068</b>	235,135
Impairment loss on the right-of-use assets	使用權資產之減值虧損	<b>8,877</b>	—
Additions to the right-of-use assets	添置使用權資產	<b>4,171</b>	23,567

Leasehold land represents up-front prepayments made for obtaining the land-use rights related to property and ports and logistics operations in the PRC.

For both years, the Group leases various offices for its operations. Lease contracts are entered into for terms of up to two years, but may have extension options. 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 based on the contractual terms of the contract.

The Group reassesses whether it is reasonably certain to exercise an extension option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. There is no such triggering event during both years.

租賃土地指為取得與於中國之物業及港口以及物流業務有關之土地使用權所作出之預付款項。

就兩個年度而言，本集團租賃多個辦公室供其運營。租賃合同的期限最長為兩年，惟可能擁有續租權。租賃條款按個別基準磋商且包含多種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合同的定義並根據合同的合同條款釐定期限。

於發生承租人控制範圍內之重大事件或重大情況變動時，本集團會重新評估是否能夠合理確定行使續租選擇權。於兩個年度內均無發生此類觸發事件。

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### 綜合財務報表附註

For the year ended 31 March 2024  
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## 20. INVESTMENT PROPERTIES

## 20. 投資物業

		Leasehold properties 租賃物業 HK\$'000 千港元	Developed land 已開發土地 HK\$'000 千港元 (note 附註 a)	Land under development 開發中土地 HK\$'000 千港元 (note 附註 b)	Total 合計 HK\$'000 千港元
<b>FAIR VALUE</b>	<b>公平價值</b>				
At 1 April 2022	於2022年4月1日	—	321,552	115,024	436,576
Exchange realignment	匯兌調整	—	(27,132)	(9,620)	(36,752)
Additions	添置	—	—	1,552	1,552
Acquisition of assets through acquisition of a subsidiary (Note 36)	透過收購一間 附屬公司收購 資產(附註36)	65,758	—	—	65,758
Disposal of discontinued operation	出售已終止經營業務	—	(286,020)	(86,246)	(372,266)
Decrease in fair value recognised in the consolidated income statement	於綜合收益表內 確認之公平價值 減少	(2,458)	(8,400)	(20,710)	(31,568)
At 31 March 2023 and 1 April 2023	於2023年3月31日及 2023年4月1日	<b>63,300</b>	—	—	<b>63,300</b>
Decrease in fair value recognised in the consolidated income statement	於綜合收益表內 確認之公平價值 減少	<b>(9,800)</b>	—	—	<b>(9,800)</b>
At 31 March 2024	於2024年3月31日	<b>53,500</b>	—	—	<b>53,500</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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## 20. INVESTMENT PROPERTIES (CONTINUED)

notes:

- (a) In prior years, the Group completed the reclamation of certain land area and obtained the certificate of completion of land reclamation (the "Certificate") issued by qualified project engineering and construction manager in respect of certain land area (the "Formed Land") in Jiangsu Province, the PRC. Upon obtaining the Certificate, such Formed Land held for capital appreciation had been recognised as developed land and classified and accounted for as investment properties.
- (b) In connection with the reclamation of certain land area in Jiangsu Province, the PRC, the Group commenced, but not yet completed, the land leveling process (mainly representing the sand filling work to achieve leveling of the area) (the "Land Being Formed"). Upon the commencement of land leveling process, the Land Being Formed that held for rentals and/or capital appreciation had been recognised as land under development and classified and accounted for as investment properties.

The fair values of the Group's investment properties have been arrived at on the basis of valuations carried out as at those dates by independent qualified professional valuers not connected with the Group. The management works closely with the external qualified professional valuers to establish the appropriate valuation and inputs for fair value measurement and reports to the board of directors from period to period.

## 20. 投資物業(續)

附註：

- (a) 於過往年度內，本集團完成於中國江蘇省若干土地區域之開墾工程，並就若干土地區域（「已平整土地」）取得由合資格項目工程及建築經理發出之完成開墾土地之證書（「該證書」）。於取得該證書時，該持作資本增值之已平整土地被確認為已開發土地，並分類及入賬為投資物業。
- (b) 就於中國江蘇省若干土地區域之開墾工程而言，本集團已展開土地平整工程（主要指填入沙土以平整有關區域）（「平整中土地」），但尚未完成。於開始土地平整工程時，持作供租賃及／或資本增值之平整中土地已被確認為開發中土地，並分類及入賬列作投資物業。

本集團之投資物業之公平價值是按當日由與本集團概無關連之獨立合資格專業估值師進行之估值計算。管理層與外部合資格專業估值師密切合作，以建立公平價值計量的合適估值及輸入參數，並逐期向董事局報告。

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### 綜合財務報表附註

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#### 20. INVESTMENT PROPERTIES (CONTINUED)

In determining the fair value of leasehold properties, the highest and best use of the properties is their current use. The investment method is adopted for leasehold properties in Hong Kong by taking into account the current rent passing and the reversionary income potential of the tenancy. Key inputs used in valuing the leasehold properties in Hong Kong include the monthly market unit rent of HK\$27.6 (2023: HK\$27) per square feet, using direct market comparables and taking into account of similar characteristics, location and size of property, and reversionary yield of 3.95% (2023: 3.25%). The increase in the monthly market unit rent per square feet of comparable properties or the decrease in reversionary yield would result in an increase in the fair value of the properties, and vice versa.

There has been no change from the valuation technique and methodology used in the prior year. The fair value hierarchy of the measurement of the investment properties is Level 3 and there are no transfers into or out of Level 3 during both years. The fair value measurement is on a recurring basis.

#### 20. 投資物業(續)

於釐定租賃物業之公平價值時，物業的最高及最佳用途為其現時用途。已就香港租賃物業採納投資法，乃考慮到當前的租金水平及租賃的復歸收益潛力。於香港租賃物業估值採用之主要輸入數據包括使用市場上直接可資比較物業並考慮物業的類似特徵、地點及大小之每月市場單位租金為每平方呎27.6港元(2023：27港元)，以及復歸收益率為3.95%(2023：3.25%)。可資比較物業之每平方呎每月市場單位租金上升或復歸收益率下降，將導致投資物業公平價值上升，反之亦然。

所採用之估值技術及方法與去年並無變動。於兩個年度內，投資物業計量之公平價值等級為第三級且於第三級並無轉入或轉出。公平價值乃按經常基準計量。

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### 綜合財務報表附註

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## 21. INTANGIBLE ASSETS

## 21. 無形資產

		Motor vehicles registration marks	Club and golf club memberships 會所及 高爾夫球 會所會籍	Land premium 土地溢價	Brand name 品牌名稱	Project backlogs 未完成 工程合約	Licences 牌照	Total 合計
		HK\$'000 千港元 (note 附註 a)	HK\$'000 千港元 (note 附註 b)	HK\$'000 千港元 (note 附註 c)	HK\$'000 千港元 (note 附註 d)	HK\$'000 千港元 (note 附註 d)	HK\$'000 千港元 (note 附註 d)	HK\$'000 千港元
<b>Cost</b>	<b>成本</b>							
At 1 April 2022	於2022年4月1日	1,240	7,837	1,850	93,000	92,000	6,000	201,927
Exchange realignment	匯兌調整	—	(71)	(135)	—	—	—	(206)
Disposal of discontinued operations (Note 15)	出售已終止經營業務 (附註15)	(1,035)	(7,766)	—	(93,000)	(92,000)	(6,000)	(199,801)
At 31 March 2023 and 1 April 2023	於2023年3月31日及 2023年4月1日	205	—	1,715	—	—	—	1,920
Exchange realignment	匯兌調整	—	—	(96)	—	—	—	(96)
At 31 March 2024	於2024年3月31日	205	—	1,619	—	—	—	1,824
<b>Amortisation</b>	<b>攤銷</b>							
At 1 April 2022	於2022年4月1日	—	303	774	—	44,000	—	45,077
Exchange realignment	匯兌調整	—	(26)	(56)	—	—	—	(82)
Provided for the year	本年度計提	—	41	46	—	18,083	—	18,170
Eliminated upon disposal of discontinued operations (Note 15)	出售已終止經營業務時對銷 (附註15)	—	(318)	—	—	(62,083)	—	(62,401)
At 31 March 2023 and 1 April 2023	於2023年3月31日及 2023年4月1日	—	—	764	—	—	—	764
Exchange realignment	匯兌調整	—	—	(43)	—	—	—	(43)
Provided for the year	本年度計提	—	—	45	—	—	—	45
At 31 March 2024	於2024年3月31日	—	—	766	—	—	—	766
<b>Carrying amounts</b>	<b>賬面值</b>							
At 31 March 2024	於2024年3月31日	205	—	853	—	—	—	1,058
At 31 March 2023	於2023年3月31日	205	—	951	—	—	—	1,156

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### 綜合財務報表附註

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## 21. INTANGIBLE ASSETS (CONTINUED)

notes:

- (a) The assets have indefinite useful lives. The directors are of the opinion that the motor vehicles registration marks are worth at least their carrying values.
- (b) For the golf club membership in the PRC, the amortisation was provided on a straight-line basis over its useful life of 17 years.
- (c) The amount represents the land premium for leasehold land in Wuhan, the PRC, acquired by the Group through the acquisition of the relevant business and the amount is to be amortised on the same basis as the related leasehold land recognised as right-of-use assets over 36 years (2023: 36 to 41 years).
- (d) The brand name, project backlogs and construction licences of Paul Y. Engineering were derecognised upon the deemed disposal of Paul Y. Engineering during the year ended 31 March 2023 as detailed in Note 15.

Brand name that had infinite useful live was not amortised and was subject to impairment testing annually or more frequently if events or changes in circumstances indicate a potential impairment. Brand name was regarded as having indefinite useful life and there was no foreseeable limit to the period over which it was expected to generate cash flows for the Group as it was expected that its value will not be reduced through usage and there were no legal or similar limits on the period for its use.

Project backlogs, which were determined based on the terms of existing contracts and historical project cost data, were amortised over the service provision period.

The construction licences were granted by the Works Branch Development Bureau of the Hong Kong Special Administration Region ("HKSAR") which basically have no legal life but are renewable every year as long as the subsidiaries holding the licences are able to comply with certain provisions and requirements set out by the Works Branch Development Bureau of the HKSAR throughout the relevant period. Accordingly, the construction licences are not amortised and subject to impairment test annually or more frequently if events or changes in circumstances indicates a potential impairment.

## 21. 無形資產(續)

附註：

- (a) 該等資產為無無限可使用年期。董事認為汽車登記號碼價值至少相等於其賬面值。
- (b) 就中國高爾夫球會所會籍而言，乃以直線法在其可使用年期17年攤銷。
- (c) 該金額代表本集團在收購有關業務中所收購位於中國武漢市之租賃土地之土地溢價，乃按與相關確認為使用權資產之租賃土地相同之基準於36年(2023：36至41年)內攤銷。
- (d) 誠如附註15所詳述，保華建業之品牌名稱、未完成工程合約及建築牌照於截至2023年3月31日止年度視作出售保華建業時終止確認。

具有無限使用年期的品牌名稱不會攤銷，並且如果有事件或情況變化表明存在潛在減值，則每年或更頻繁地進行減值測試。由於本集團預期品牌名稱價值不會因使用而減少，並且對其使用期限沒有法律或類似限制，品牌名稱被視為具有無無限使用年期，並預期為本集團產生現金流的期間沒有可預見限制。

未完成工程合約(根據現有合約條款及歷史項目成本數據釐定)於提供服務期間內攤銷。

建築牌照由香港特別行政區(「香港特區」)發展局工務科授出。建築牌照基本上不設法定年限，只要持有牌照的附屬公司在有關期間內可符合香港特區發展局工務科列明之若干條文及規定，就可每年續期。因此，建築牌照不作攤銷，並且如果有事件或情況變化表明存在潛在減值，則每年或更頻繁地進行減值測試。



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### 22. INTERESTS IN ASSOCIATES

### 22. 聯營公司權益

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Cost of unlisted investments in associates	投資非上市聯營公司之成本	872,504	729,704
Share of post-acquisition (losses) profits and other comprehensive (expense) income, net of dividends received	攤佔收購後(虧損)溢利及其他全面(開支)收益，扣除已收股息	(194,918)	38,200
Share of net assets	攤佔資產淨值	677,586	767,904

All of the associates are accounted for using the equity method in the consolidated financial statements. Particulars of the Group's associates at 31 March 2024 and 2023 are set out in Note 48(b).

所有聯營公司於綜合財務報表內均採用權益法入賬。本集團於2024年及2023年3月31日的聯營公司詳情載於附註48(b)。

#### (a) Material associates

The unlisted investments include the following material associates:

- (i) 40% equity interest in Golden Thread Investments Limited ("Golden Thread"), which is incorporated in the Republic of Marshall Islands ("Marshall Islands") and mainly engaged in overseas property asset-based financing business.

#### (a) 重大聯營公司

非上市投資包括以下重大聯營公司：

- (i) 於Golden Thread Investments Limited (「Golden Thread」) 擁有之40%股本權益，該公司於馬紹爾群島共和國(「馬紹爾群島」)註冊成立，主要從事海外房地產資產融資業務。

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### 綜合財務報表附註

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## 22. INTERESTS IN ASSOCIATES (CONTINUED)

### (a) Material associates (Continued)

(i) (Continued)

As at 31 March 2024, the carrying amount of the Group's interest in Golden Thread amounts to HK\$159,235,000 (2023: HK\$192,383,000), representing the Group's 40% (2023: 40%) proportionate ownership interest in the associate's net assets of HK\$398,090,000 (2023: HK\$480,958,000). The net assets comprise non-current assets, current assets and current liabilities of HK\$4,370,000 (2023: HK\$2,026,000), HK\$395,013,000 (2023: HK\$478,932,000) and HK\$1,293,000 (2023: Nil) respectively. During the year ended 31 March 2024, the associate recorded revenue and loss of HK\$11,744,000 (2023: HK\$49,063,000) and HK\$80,019,000 (2023: profit of HK\$48,985,000) respectively. Taking into account the other comprehensive expense of HK\$2,850,000 (2023: HK\$629,000), the associate recorded total comprehensive loss of HK\$82,869,000 (2023: total comprehensive income of HK\$48,356,000). Capital and dividend distribution of HK\$420,000,000 has been received from Golden Thread during the year ended 31 March 2023 (2024: Nil).

- (ii) Approximately 33.33% equity interest in Maxlord Enterprises Limited ("Maxlord"), which is incorporated in Hong Kong and engaged in money lending business. As at 31 March 2024, Maxlord is a non-wholly-owned subsidiary of Planetree International Development Limited (stock code: 0613.HK).

## 22. 聯營公司權益(續)

### (a) 重大聯營公司(續)

(i) (續)

於2024年3月31日，本集團於Golden Thread之權益之賬面值為159,235,000港元(2023：192,383,000港元)，指本集團於該聯營公司之淨資產398,090,000港元(2023：480,958,000港元)中佔40%(2023：40%)比例之擁有權權益。淨資產包括非流動資產4,370,000港元(2023：2,026,000港元)、流動資產395,013,000港元(2023：478,932,000港元)及流動負債1,293,000港元(2023：無)。截至2024年3月31日止年度，該聯營公司錄得收入及虧損分別為11,744,000港元(2023：49,063,000港元)及80,019,000港元(2023：溢利48,985,000港元)。經計及其他全面開支2,850,000港元(2023：629,000港元)後，該聯營公司錄得全面虧損總額82,869,000港元(2023：全面收益總額48,356,000港元)。截至2023年3月31日止年度已自Golden Thread收取資本及股息分派420,000,000港元(2024：無)。

- (ii) 於明樂企業有限公司(「明樂」)擁有之約33.33%股本權益，該公司於香港註冊成立，從事放債業務。於2024年3月31日，明樂為梧桐國際發展有限公司(股份代號：0613.HK)之非全資附屬公司。

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## 22. INTERESTS IN ASSOCIATES (CONTINUED)

### (a) Material associates (Continued)

(ii) (Continued)

As at 31 March 2024, the carrying amount of the Group's interest in Maxlord amounts to HK\$209,255,000 (2023: HK\$243,986,000), representing the Group's approximately 33.33% (2023: 33.33%) proportionate ownership interest in the associate's net assets of HK\$627,764,000 (2023: HK\$731,957,000). The net assets comprise current assets of HK\$628,794,000 (2023: HK\$747,563,000) and current liabilities of HK\$1,030,000 (2023: HK\$15,606,000). During the year ended 31 March 2024, the associate recorded revenue of HK\$17,356,000 (2023: HK\$45,674,000) and loss and total comprehensive expense of HK\$104,194,000 (2023: profit and total comprehensive income of HK\$37,996,000).

(iii) Approximately 23.79% equity interest in Hope Capital Limited ("Hope Capital"), which is incorporated in the BVI and engaged in provision of one-stop integrated financial services, including carry out regulated activities in Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 9 (asset management) under the Securities and Futures Ordinance in Hong Kong through its direct wholly-owned subsidiary.

## 22. 聯營公司權益 (續)

### (a) 重大聯營公司 (續)

(ii) (續)

於2024年3月31日，本集團於明樂之權益之賬面值為209,255,000港元（2023：243,986,000港元），指本集團於該聯營公司之淨資產627,764,000港元（2023：731,957,000港元）中佔約33.33%（2023：33.33%）比例之擁有權權益。淨資產包括流動資產628,794,000港元（2023：747,563,000港元）及流動負債1,030,000港元（2023：15,606,000港元）。截至2024年3月31日止年度，該聯營公司錄得收入17,356,000港元（2023：45,674,000港元）以及虧損及全面開支總額104,194,000港元（2023：溢利及全面收益總額37,996,000港元）。

(iii) 於 Hope Capital Limited（「Hope Capital」）擁有之約23.79%股本權益，該公司於英屬處女群島註冊成立，從事提供一站式綜合金融服務，包括透過其直接全資附屬公司根據證券及期貨條例獲發牌於香港從事第1類（證券交易）、第2類（期貨合約交易）、第4類（就證券提供意見）、第5類（就期貨合約提供意見）及第9類（提供資產管理）受規管活動。

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### 綜合財務報表附註

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## 22. INTERESTS IN ASSOCIATES (CONTINUED)

### (a) Material associates (Continued)

(iii) (Continued)

As at 31 March 2024, the carrying amount of the Group's interest in Hope Capital amounts to HK\$207,137,000 (2023: HK\$177,053,000), representing the Group's approximately 23.79% (2023: 23.79%) proportionate ownership interest in the associate's net assets of HK\$870,786,000 (2023: HK\$744,317,000). The net assets comprise non-current assets, current assets, current liabilities and non-current liabilities of HK\$310,805,000 (2023: HK\$2,391,000), HK\$560,720,000 (2023: HK\$848,651,000), HK\$739,000 (2023: HK\$106,663,000) and nil (2023: HK\$62,000) respectively. During the year ended 31 March 2024, the associate recorded revenue and loss of HK\$546,000 (period from 10 October 2022 (date of acquisition) to 31 March 2023: HK\$22,624,000) and HK\$468,090,000 (period from 10 October 2022 (date of acquisition) to 31 March 2023: profit of HK\$21,929,000) respectively. Taking into account the other comprehensive expense of HK\$5,761,000 (period from 10 October 2022 (date of acquisition) to 31 March 2023: Nil), the associate recorded total comprehensive expense of HK\$473,851,000 (period from 10 October 2022 (date of acquisition) to 31 March 2023: total comprehensive income of HK\$21,929,000). Dividend distribution of HK\$2,383,000 has been received from Hope Capital during the year ended 31 March 2023 (2024: Nil).

## 22. 聯營公司權益(續)

### (a) 重大聯營公司(續)

(iii) (續)

於2024年3月31日，本集團於Hope Capital之權益之賬面值為207,137,000港元(2023: 177,053,000港元)，指本集團於該聯營公司之淨資產870,786,000港元(2023: 744,317,000港元)中佔約23.79%(2023: 23.79%)比例之擁有權權益。淨資產包括非流動資產310,805,000港元(2023: 2,391,000港元)、流動資產560,720,000港元(2023: 848,651,000港元)、流動負債739,000港元(2023: 106,663,000港元)及非流動負債零元(2023: 62,000港元)。截至2024年3月31日止年度，該聯營公司錄得收入546,000港元(於2022年10月10日(收購日期)至2023年3月31日期間: 22,624,000港元)及虧損468,090,000港元(於2022年10月10日(收購日期)至2023年3月31日期間: 溢利21,929,000港元)。經計及其他全面開支5,761,000港元(於2022年10月10日(收購日期)至2023年3月31日期間: 無)後，該聯營公司錄得全面開支總額473,851,000港元(於2022年10月10日(收購日期)至2023年3月31日期間: 全面收益總額21,929,000港元)。截至2023年3月31日止年度已自Hope Capital收取股息分派2,383,000港元(2024: 無)。

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### 綜合財務報表附註

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## 22. INTERESTS IN ASSOCIATES (CONTINUED)

### (a) Material associates (Continued)

- (iv) 33% equity interest in HEC Securities Company Limited (“HEC Securities”), which is incorporated in the BVI and engaged in securities brokerage, credit financing and securities investment business.

As at 31 March 2024, the carrying amount of the Group’s interest in HEC Securities amounts to HK\$81,812,000 (2023: HK\$111,175,000), representing the Group’s 33% (2023: 33%) proportionate ownership interest in the associate’s net assets of HK\$247,914,000 (2023: HK\$336,893,000). The net assets comprise non-current assets, current assets and current liabilities of nil (2023: HK\$426,000), HK\$288,009,000 (2023: HK\$348,545,000) and HK\$40,095,000 (2023: HK\$12,078,000) respectively. During the year ended 31 March 2024, the associate recorded revenue of HK\$870,000 (period from 29 December 2022 (date of acquisition) to 31 March 2023: HK\$16,868,000) and loss and total comprehensive expense of HK\$88,979,000 (period from 29 December 2022 (date of acquisition) to 31 March 2023: profit and total comprehensive income of HK\$14,296,000).

## 22. 聯營公司權益 (續)

### (a) 重大聯營公司 (續)

- (iv) 於 HEC Securities Company Limited (「HEC Securities」) 擁有之 33% 股本權益，該公司於英屬處女群島註冊成立，從事證券經紀、信貸融資及證券投資業務。

於2024年3月31日，本集團於HEC Securities之權益之賬面值為81,812,000港元(2023: 111,175,000港元)，指本集團於該聯營公司之淨資產247,914,000港元(2023: 336,893,000港元)中佔33%(2023: 33%)比例之擁有權權益。淨資產包括非流動資產零元(2023: 426,000港元)、流動資產288,009,000港元(2023: 348,545,000港元)及流動負債40,095,000港元(2023: 12,078,000港元)。截至2024年3月31日止年度，該聯營公司錄得收入870,000港元(於2022年12月29日(收購日期)至2023年3月31日期間: 16,868,000港元)以及虧損及全面開支總額88,979,000港元(於2022年12月29日(收購日期)至2023年3月31日期間: 溢利及全面收益總額14,296,000港元)。

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### 綜合財務報表附註

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## 22. INTERESTS IN ASSOCIATES (CONTINUED)

### (b) Immaterial associate

The information of an immaterial associate is as follows:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
The Group's share of loss	本集團攤佔之虧損	(23,160)	(999)
The Group's share of other comprehensive expense	本集團攤佔之其他全面開支	—	—
The Group's share of total comprehensive expense	本集團攤佔之全面開支總額	(23,160)	(999)
Aggregate carrying amount of the Group's interest in the associate	本集團於該聯營公司之權益之總賬面值	20,147	43,307
Dividend received from the associate during the year	年內已收該聯營公司之股息	—	—

There are no significant restrictions on the ability of the associates to transfer funds to the Group in the form of cash dividends, or to repay loans or advances made by the Group.

## 22. 聯營公司權益(續)

### (b) 非重大聯營公司

一間非重大聯營公司之資料如下：

聯營公司以現金股息方式將資金轉移至本集團或償還本集團作出之貸款或墊款的能力並無受到重大限制。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
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### 23. INTEREST IN A JOINT VENTURE

### 23. 一間合營企業權益

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Cost of unlisted investment in a joint venture	投資於一間非上市合營企業之成本	34,705	33,375
Share of post-acquisition losses and other comprehensive expense, net of dividends received	攤佔收購後之虧損及其他全面開支，扣除已收股息	(23,205)	(18,563)
Share of net assets	攤佔資產淨值	11,500	14,812

The joint venture is accounted for using the equity method in the consolidated financial statements.

合營企業於綜合財務報表內採用權益法入賬。

Particulars of the joint venture at 31 March 2024 and 2023 are as follows:

於2024年及2023年3月31日的合營企業詳情載列如下：

Name of joint venture 合營企業名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued and fully paid up capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of ownership interest held by the Group 本集團持有之 擁有權所佔比例		Principal activities 主要業務
			2024 %	2023 %	
Sandalwood Joy Limited ("Sandalwood")	BVI	US\$100	50	50	Investment holding
Sandalwood Joy Limited ([Sandalwood])	英屬處女群島	100美元			投資控股

The summarised financial information below represents the consolidated financial information of Sandalwood which is prepared in accordance with accounting policies of the Group.

以下財務資料摘要為Sandalwood根據本集團會計政策編製的綜合財務資料。

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### 23. INTEREST IN A JOINT VENTURE (CONTINUED)

### 23. 一間合營企業權益 (續)

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Financial position:	財務狀況：		
Non-current assets	非流動資產	23,000	28,915
Current assets	流動資產	624	722
Current liabilities	流動負債	(624)	(13)
Net assets of the joint venture	合營企業淨資產	23,000	29,624
Reconciliation of its net assets to the carrying amount of the interest in the joint venture:	淨資產與合營企業權益賬面值之對賬：		
Net assets of the joint venture	合營企業淨資產	23,000	29,624
Proportion of the Group's ownership interest in the joint venture	本集團應佔合營企業擁有權權益比例	50%	50%
Carrying amount of the Group's interest in the joint venture	本集團於合營企業之權益賬面值	11,500	14,812
Results of the joint venture:	合營企業業績：		
Revenue	收入	—	—
Loss for the year	年度虧損	(9,284)	(9,678)
Other comprehensive expense for the year	年度其他全面開支	—	—
Total comprehensive expense for the year	年度全面開支總額	(9,284)	(9,678)

There are no significant restrictions on the ability of the joint venture to transfer funds to the Group in the form of cash dividends, or to repay loans or advances made by the Group.

合營企業以現金股息方式將資金轉移至本集團或償還本集團作出之貸款或墊款的能力並無受到重大限制。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
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### 24. FINANCIAL ASSETS MEASURED AT FVOCI

### 24. 按公平價值誌入其他全面收益之金融資產

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Listed equity securities, at quoted market price in Hong Kong ( <i>note (a)</i> )	上市股本證券，按於香港之市場報價 ( <i>附註(a)</i> )	128,729	90,175
Unlisted equity securities ( <i>note (b)</i> )	非上市股本證券 ( <i>附註(b)</i> )		
— Yangkou Port Co	— 洋口港公司	—	83,333
— Tre 29 Investment (Holdings) Limited	— Tre 29 Investment (Holdings) Limited	21,710	24,961
— Green River Associates Limited	— Green River Associates Limited	10,475	—
— Others	— 其他	3,153	4,506
		<b>35,338</b>	112,800
		<b>164,067</b>	202,975

notes:

- (a) The above listed equity investments represent ordinary shares of entities listed in Hong Kong. These investments are strategic investments that are not held for trading. The Group has elected to designate these investments in equity instruments as financial assets at FVOCI as it is believed that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for strategic purposes and realising their performance potential in the long run.

附註：

- (a) 上述上市權益投資指香港上市實體之普通股。該等投資為並非持作買賣之戰略投資。本集團已選擇將該等權益工具投資指定為按公平價值誌入其他全面收益之金融資產，此乃由於本集團認為於損益確認該等投資公平價值之短期波動將不符合本集團就戰略目的持有該等投資及長期實現該等投資潛在表現之策略。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

## 24. FINANCIAL ASSETS MEASURED AT FVOCI (CONTINUED)

notes: (Continued)

(a) (Continued)

The listed equity securities measured at FVOCI comprise the following investments:

		2024	2023
		HK\$'000	HK\$'000
		千港元	千港元
Oshidori International Holdings Limited	威華達控股有限公司	88,350	14,025
Shengjing Bank Co., Ltd.	盛京銀行股份有限公司	7,446	—
Bradaverse Education (Int'l) Investments Group Limited	源宇宙教育(國際)投資集團有限公司	6,963	14,000
Imagi International Holdings Limited	意力國際控股有限公司	6,819	3,852
Central Wealth Group Holdings Limited	中達集團控股有限公司	5,175	13,500
Sinolink Worldwide Holdings Limited	百仕達控股有限公司	3,850	8,100
Planetree International Development Limited	梧桐國際發展有限公司	3,330	9,450
Esprit Holdings Limited	思捷環球控股有限公司	2,298	13,708
Touyun Biotech Group Limited	透雲生物科技集團有限公司	2,100	6,600
EPI (Holdings) Ltd	長盈集團(控股)有限公司	1,327	2,842
Y. T. Realty Group Limited	渝太地產集團有限公司	1,056	1,782
China Carbon Neutral Development Group Limited	中國碳中和發展集團有限公司	—	1,990
Others	其他	15	326
		<b>128,729</b>	<b>90,175</b>

In the current year, the Group disposed of certain listed equity investments in the portfolio at a consideration of HK\$7,757,000 (2023: HK\$22,294,000), which was also the fair value as at the date of disposal, as the investments no longer meet the investment objective of the Group. The cumulative loss within the revaluation reserve of HK\$5,911,000 (2023: HK\$62,000) has been transferred to retained profits.

## 24. 按公平價值誌入其他全面收益之金融資產(續)

附註：(續)

(a) (續)

按公平價值誌入其他全面收益之上市股本證券包括下列投資：

於本年度，由於有關投資不再符合本集團之投資目標，故本集團出售投資組合之若干上市股本投資，代價為7,757,000港元(2023：22,294,000港元)，有關代價亦為出售日期之公平價值。重估儲備內之累計虧損5,911,000港元(2023：62,000港元)已轉撥至保留溢利。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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## 24. FINANCIAL ASSETS MEASURED AT FVOCI (CONTINUED)

notes: (Continued)

- (b) The Group engaged independent qualified professional valuers to estimate the fair value of the unlisted equity securities. A reasonable estimate of fair value is determined by using valuation techniques appropriate to the market and industry of each investment. Valuation techniques used to support these valuations include the asset-based approach which uses the fair market value of its total assets minus its total liabilities, and the market approach which uses prices and other relevant information generated by market transactions involving identical or comparable assets or businesses.

Year ended 31 March 2023

The investment in unlisted equity securities as at 31 March 2023 mainly included the 9.9% equity interest in Jiangsu Yangkou Port Development and Investment Co., Ltd. ("Yangkou Port Co") which was disposed of during the current year. Yangkou Port Co was engaged in the business of development of port and related infrastructures in the PRC. As at 31 March 2023, the investment was stated at fair value of approximately HK\$83,333,000. In determining the fair value of property assets of Yangkou Port Co under the asset-based approach, the comparison method was adopted under which comparison based on information of recent transacted prices of comparable land was made. Comparable properties of similar characteristics and location were analysed in order to arrive at a fair comparison of capital values.

A key unobservable input being 20% of saleable land discount on comparable land of Yangkou Port Co to discount the fair value of properties by approximately HK\$922 million had been applied in valuing the properties. A slight increase in the saleable land discount used would result in a significant decrease in fair value measurement of the properties and hence of the unlisted equity securities, and vice versa. A 5% increase in the saleable land discount (i.e. revised to 25%), holding all other variables constant, the carrying amount of the properties would decrease by approximately HK\$230 million and fair value of the Group's investment in corresponding equity instrument would decrease by approximately HK\$9 million.

## 24. 按公平價值誌入其他全面收益之金融資產(續)

附註：(續)

- (b) 本集團委聘獨立合資格專業估值師估計非上市股本證券的公平價值。公平價值之合理估計乃採用各項投資之市場及行業適用之估值方法釐定。用於支持該等估值之估值方法包括資產基礎法(使用其總資產減其總負債之公平市值)及市場法(使用價格及涉及相同或可資比較資產或業務之市場交易所產生之其他相關資料)。

截至2023年3月31日止年度

於2023年3月31日，於非上市股本證券之投資主要包括江蘇洋口港投資開發有限公司(「洋口港公司」，於中國從事港口及相關基礎設施發展業務)之9.9%股權，並已於本年度出售。於2023年3月31日，該投資按公平價值約83,333,000港元列賬。根據資產基礎法釐定洋口港公司物業資產之公平價值時，採用之比較法以可資比較土地之最近成交價格資料為基準。對性質及地點相若之可資比較物業進行分析，以就資本價值達致公平比較。

物業估值採用之一項主要非可觀察輸入數據為按洋口港公司可資比較土地之20%可銷售土地折讓，以將物業之公平價值折讓約9.22億港元。所採用的可銷售土地折讓輕微上升將會導致物業及非上市股本證券之公平價值計量出現重大減少，反之亦然。若可銷售土地折讓上升5%(即修訂至25%)，而所有其他變數保持不變，則物業之賬面值將減少約2.30億港元及本集團於相關權益工具投資之公平價值將減少約900萬港元。

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## 24. FINANCIAL ASSETS MEASURED AT FVOCI (CONTINUED)

notes: (Continued)

(b) (Continued)

Year ended 31 March 2024

Financial assets measured at FVOCI 按公平價值誌入其他全面收益之金融資產	Fair value as at 31 March 2024 於2024年3月31日之公平價值 HK\$'000 千港元	Fair value hierarchy 公平價值等級	Valuation techniques 估值技術	Significant unobservable inputs 重大非可觀察輸入數據	Relationship of unobservable inputs for fair value 非可觀察輸入數據與公平價值之關係
Unlisted equity securities 非上市股本證券	32,185	Level 3 第三級	Asset-based approach 資產法	Adjusted net asset value 經調整資產淨值	The higher the net asset value, the higher the fair value 資產淨值越高，公平價值越高
Unlisted equity securities 非上市股本證券	3,153	Level 3 第三級	Market approach 市場法	20.5% discount for lack of marketability 缺乏市場流通性折讓 20.5%	The higher the discount factor, the lower the fair value 折讓系數越高，公平價值越低

## 25. LOAN RECEIVABLE

The loan receivable is due by a former subsidiary which is principally engaged in operations of ports and logistics business with a gross amount of approximately HK\$3,233,000 (2023: Nil), less impairment allowance of approximately HK\$40,000 (2023: Nil). The loan is unsecured, repayable within one year and bear at a fixed interest rate of 3.45% per annum.

Details of impairment assessment are set out in Note 39(b).

## 24. 按公平價值誌入其他全面收益之金融資產(續)

附註：(續)

(b) (續)

截至2024年3月31日止年度

## 25. 應收貸款

應收貸款涉及一間主要從事港口及物流業務的前附屬公司，總額約為3,233,000港元(2023：無)，扣除減值撥備約40,000港元(2023：無)。有關貸款為無抵押、須於一年內償還及按固定年利率3.45%計息。

減值評估詳情載於附註39(b)。

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### 26. AMOUNTS DUE FROM/TO FORMER SUBSIDIARIES IN LIQUIDATION

### 26. 應收／付清盤中前附屬公司款項

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Amounts due from former subsidiaries in liquidation	應收清盤中前附屬公司款項	33,184	83,857
Less: Impairment allowance	減：減值撥備	(31,881)	(62,992)
		<b>1,303</b>	20,865
Amounts due to former subsidiaries in liquidation	應付清盤中前附屬公司款項	—	27

The amounts due from/to former subsidiaries in liquidation are classified as current assets and current liabilities respectively as the Group does not have a legally enforceable right to set off these amounts in accordance with section 35 of the Hong Kong Bankruptcy Ordinance.

During the year ended 31 March 2024, the liquidators made cash distributions of approximately HK\$50,673,000 (2023: HK\$180,290,000) to the Group. Subsequent to the reporting period, the liquidators made further cash distribution of HK\$1,303,000 (2023: HK\$20,865,000) to the Group. Impairment loss provision of HK\$31,111,000 (2023: HK\$3,377,000), represents the aggregate amount of cash distribution of HK\$51,976,000 (2023: 201,155,000) in excess of the carrying amount of amounts due from former subsidiaries of HK\$20,865,000 (2023: HK\$197,778,000) brought forward, is reversed to the consolidated income statement during the year.

Details of a former subsidiary put into liquidation in the prior year and impairment assessment are set out in Notes 37 and 39(b) respectively.

根據香港破產條例第35條本集團因沒有合法可強制執行權利以抵銷應收／付清盤中前附屬公司款項，該等款項分別分類為流動資產及流動負債。

截至2024年3月31日止年度，清盤人向本集團作出現金分派約50,673,000港元(2023：180,290,000港元)。於報告期間後，清盤人進一步向本集團作出現金分派1,303,000港元(2023：20,865,000港元)。減值虧損撥備31,111,000港元(2023：3,377,000港元)相當於現金分派總額51,976,000港元(2023：201,155,000港元)超出結轉的應收前附屬公司款項賬面值20,865,000港元(2023：197,778,000港元)的部分，已於年內撥回綜合收益表。

於上一年度清盤的一間前附屬公司及減值評估之詳情分別載於附註37及39(b)。

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## 27. TRADE AND OTHER RECEIVABLES

## 27. 貿易及其他應收賬款

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Trade receivables	貿易應收賬款	6,241	7,380
Less: Impairment allowance	減：減值撥備	—	—
		<b>6,241</b>	7,380
Other debtors	其他應收賬款	4,018	3,680
Rental and other deposits	租金及其他訂金	1,852	2,865
Prepayments	預付款項	2,660	6,840
Advances to the suppliers	向供應商墊款	3,544	4,423
		<b>18,315</b>	25,188

Trade receivables mainly arise from ports and logistics business. The Group's credit terms for customers are normally 60 days, which are negotiated at terms determined and agreed with its customers. The Group did not hold any collateral over the balances.

貿易應收賬款主要來自港口及物流業務。本集團客戶之信貸期一般為60日，乃按照與其客戶釐定及協定之條款磋商得出。本集團並無就該等結餘持有任何抵押品。

The ageing analysis of trade receivables, net of allowance for doubtful debts, presented based on the invoice date at the end of the reporting period is as follows:

以發票日期為基準，扣除呆賬撥備後，貿易應收賬款於報告期完結時之賬齡分析如下：

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Within 90 days	90日內	6,241	7,380

Details of impairment assessment are set out in Note 39(b).

減值評估詳情載於附註39(b)。

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### 28. SHORT-TERM BANK DEPOSITS AND BANK BALANCES AND CASH

The short-term bank deposits carry at fixed interest rates of 1.2% to 1.65% (2023: 1.75%) per annum. The bank balances carry prevailing market interest rates ranging from nil to 0.2% (2023: Nil to 0.25%) per annum.

### 28. 短期銀行存款及銀行結存及現金

短期銀行存款按固定年利率1.2厘至1.65厘(2023: 1.75厘)計息。銀行結存按現行市場年利率介乎零至0.2厘(2023: 零至0.25厘)計息。

### 29. TRADE AND OTHER PAYABLES

The following is an analysis of trade and other payables at the end of the reporting period:

### 29. 貿易及其他應付賬款

貿易及其他應付賬款於報告期完結時之分析如下：

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Trade payables ageing analysis based on invoice date:	按發票日期之貿易應付賬款之賬齡分析：		
Within 90 days	90日內	2,908	3,922
		2,908	3,922
Other creditors	其他應付賬款	7,990	18,633
Deposit and earnest money received	已收按金及誠意金	—	8,200
Accruals	應計開支	3,937	7,261
Other tax payables	其他應付稅項	224	372
		<b>15,059</b>	<b>38,388</b>

The average credit period on the trade payables is 30 days. The Group has financial risk management policies in place to ensure the payables are within the credit time frame.

貿易應付賬款之平均信貸期為30日。本集團已制定金融風險管理政策，以確保應付賬款於信貸期限內清償。

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### 30. CONTRACT LIABILITIES

### 30. 合約負債

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Advances from customers	預收客戶款項	13	1,535

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2024 amounted to approximately HK\$13,000 (2023: HK\$1,535,000). Management expects that all the remaining performance obligations will be recognised as revenue over the contract terms within one year (2023: one year) from the end of the reporting period.

於2024年3月31日，分配至餘下履約責任(未履行或部分未履行)的交易價格約為13,000港元(2023：1,535,000港元)。管理層預期所有餘下履約責任將於報告期完結起計達一年(2023：一年)的合約期內確認為收入。

### 31. LEASE LIABILITIES

### 31. 租賃負債

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	5,231	10,053
In the second year	第二年	1,413	5,396
In the third year to fifth year inclusive	第三至第五年 (首尾兩年包括在內)	2,026	2,911
Over five years	超過五年	759	1,274
		9,429	19,634
Less: Amounts due within one year shown under current liabilities	減：於一年內到期並列為 流動負債之款項	(5,231)	(10,053)
Amounts due after one year	一年後到期之款項	4,198	9,581



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### 32. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER

The amount is unsecured, interest-free and without fixed repayment terms.

### 32. 應付一名非控股股東款項

該等款項為無抵押、免息及無固定還款期。

### 33. BANK AND OTHER BORROWINGS

### 33. 銀行及其他借款

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Bank and other borrowings comprise: 銀行及其他借款包括：			
Bank borrowings	銀行借款	—	6,850
Other borrowings	其他借款	15,977	528,139
		<b>15,977</b>	<b>534,989</b>
Analysed as:	分析為：		
Secured	有抵押	—	531,850
Unsecured	無抵押	15,977	3,139
		<b>15,977</b>	<b>534,989</b>
The bank and other borrowings are repayable as follows:			
銀行及其他借款償還期如下：			
Within one year or on demand	一年內或按要求	15,133	532,991
More than one year, but not exceeding two years	超過一年，但不逾兩年	844	1,142
More than two years, but not exceeding five years	超過兩年，但不逾五年	—	856
		<b>15,977</b>	<b>534,989</b>
Less: Amounts due within one year or on demand shown under current liabilities	減：一年內或按要求到期並列作流動負債之款項	<b>(15,133)</b>	<b>(532,991)</b>
Amounts due after one year	一年後到期之款項	<b>844</b>	<b>1,998</b>

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### 33. BANK AND OTHER BORROWINGS (CONTINUED)

As at 31 March 2023, the bank borrowings represented fixed-rate borrowings of approximately HK\$6,850,000 (2024: Nil) repayable within one year which were carrying interest at 4.15% (2024: Nil) per annum.

The above other borrowings are fixed-rate borrowings with approximately HK\$15,133,000 (2023: HK\$526,141,000) repayable within one year, approximately HK\$844,000 (2023: HK\$1,142,000) repayable more than one year but not exceeding two years and approximately nil (2023: HK\$856,000) repayable more than two years but not exceeding five years. The fixed-rate other borrowings are carrying interest ranging from 6.4% to 8% (2023: 5% to 8%) per annum.

The secured bank and other borrowings as at 31 March 2023 were secured by the Group's certain assets set out in Note 44.

### 33. 銀行及其他借款(續)

於2023年3月31日，銀行借款指須於一年內償還之定息借款約6,850,000港元(2024年：無)，按年利率4.15厘(2024：無)計息。

上述其他借款為定息借款約15,133,000港元(2023：526,141,000港元)須於一年內償還、約844,000港元(2023：1,142,000港元)須於超過一年但不逾兩年內償還以及約零元(2023：856,000港元)須於超過兩年但不逾五年內償還。其他定息借款按年利率介乎6.4厘至8厘(2023：5厘至8厘)計息。

於2023年3月31日，有抵押銀行及其他借款以附註44所載本集團若干資產作抵押。

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### 34. DEFERRED TAXATION

The following items are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

### 34. 遞延稅項

以下項目是本年度及以往年度已確認之主要遞延稅項負債，以及其變動情況：

		Fair value change on investment properties	Fair value change on stock of properties	Fair value change on project under development	Tax losses	Other intangible assets recognised on business combination 就業務 合併確認 的其他 無形資產	Others	Total
		投資物業 公平價值 變動 HK\$'000 千港元	物業存貨 公平價值 變動 HK\$'000 千港元	發展中項目 公平價值 變動 HK\$'000 千港元	稅務虧損 HK\$'000 千港元	無形資產 HK\$'000 千港元	其他 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 April 2022	於2022年4月1日	135,243	61,557	93,272	(8,244)	24,255	8,513	314,596
Exchange realignment	匯兌調整	(11,373)	(5,148)	(7,887)	—	—	(20)	(24,428)
Credit to consolidated income statement	綜合收益表之撥入	(9,225)	(8,434)	—	—	(2,984)	(12)	(20,655)
Disposal of discontinued operations (Note 15)	出售已終止經營 業務(附註15)	(114,645)	(47,975)	(85,385)	8,244	(21,271)	(8,244)	(269,276)
At 31 March 2023 and 1 April 2023	於2023年3月31日及 2023年4月1日	—	—	—	—	—	237	237
Exchange realignment	匯兌調整	—	—	—	—	—	(13)	(13)
Credit to consolidated income statement	綜合收益表之撥入	—	—	—	—	—	(11)	(11)
At 31 March 2024	於2024年3月31日	—	—	—	—	—	213	213

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#### 34. DEFERRED TAXATION (CONTINUED)

At 31 March 2024, the Group has unused tax losses of approximately HK\$424,634,000 (2023: HK\$447,066,000) available to offset against future taxable profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams on those subsidiaries. Included in the unrecognized tax losses at 31 March 2024 are losses of approximately HK\$75,933,000 (2023: HK\$143,966,000) that will expire in one to five years. Other unrecognized tax losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of nil (2023: HK\$146,145,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

#### 34. 遞延稅項 (續)

於2024年3月31日，本集團有未使用稅務虧損約424,634,000港元(2023：447,066,000港元)可用於抵銷將來之應課稅利潤。由於難以預測該等附屬公司將來盈利之確切趨向，故並無就有關虧損確認遞延稅項資產。於2024年3月31日，包括在未確認稅務虧損之虧損約75,933,000港元(2023：143,966,000港元)將於一至五年內到期。其他未確認稅項虧損可無限期地結轉。

於報告期完結時，本集團之可扣稅臨時差額為零(2023：146,145,000港元)。由於產生應課稅溢利可用以抵銷可扣減臨時差額之可能性不大，因而並無就有關可扣稅臨時差額確認遞延稅項資產。

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### 35. SHARE CAPITAL

### 35. 股本

		Number of shares 股份數目	Value 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each:	每股0.10港元之普通股：		
<b>Authorised:</b>	<b>法定：</b>		
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於2022年4月1日、2023年 3月31日、2023年4月1日 及2024年3月31日	<b>10,000,000,000</b>	<b>1,000,000</b>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 April 2022	於2022年4月1日	1,103,916,114	110,392
Shares repurchased and cancelled ( <i>note</i> )	股份回購及註銷 ( <i>附註</i> )	(62,970,000)	(6,297)
At 31 March 2023, 1 April 2023 and 31 March 2024	於2023年3月31日、2023年 4月1日及2024年3月31日	<b>1,040,946,114</b>	<b>104,095</b>

note: During the year ended 31 March 2023, the Company repurchased a total of 62,970,000 ordinary shares of the Company on the Hong Kong Stock Exchange at an aggregate consideration of approximately HK\$54,848,000 (before expenses). All repurchased shares were cancelled and the issued share capital of the Company was reduced by the nominal value of these shares accordingly. The premium on the shares repurchased of approximately HK\$48,551,000 and the directly attributable shares repurchase expenses of approximately HK\$246,000 were charged against the share premium.

附註：截至2023年3月31日止年度，本公司於香港聯交所購回合共62,970,000股本公司普通股，已付總代價（扣除開支前）約為54,848,000港元。所有回購股份均已註銷，而本公司已發行股本已按該等股份面值相應削減。購回股份溢價約48,551,000港元及直接應佔股份購回開支約246,000港元已從股份溢價中扣除。

Particulars of the share repurchases are as follows:

股份回購之具體詳情如下：

Month 月份		Number of shares repurchased 股份回購 數目	Price paid per share 每股已支付價格		Aggregate consideration (before expenses) 總代價 (扣除開支前) HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
December 2022	2022年12月	25,890,000	0.93	0.74	22,806
January 2023	2023年1月	22,130,000	0.94	0.88	20,436
February 2023	2023年2月	14,950,000	0.89	0.72	11,606
Total	合計	62,970,000			54,848

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### 36. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

During the year ended 31 March 2023, the Group acquired a subsidiary from an independent third party at a consideration of approximately HK\$65,000,000. The subsidiary holds a floor of office premises and three car parking spaces in a commercial building as investment properties for rental in Hong Kong. The acquisition had been accounted for as an acquisition of assets and liabilities.

The effect of the acquisition is summarised as follows:

### 36. 透過收購一間附屬公司收購資產

截至2023年3月31日止年度，本集團以代價約65,000,000港元向一名獨立第三方收購一間附屬公司。該附屬公司於香港持有一幢商業大廈之一層辦公室物業及三個停車位作為投資物業以供出租。該收購事項已入賬列作收購資產及負債。

收購事項的影響概要如下：

		<i>Note</i>	2023
		<i>附註</i>	HK\$'000
			千港元
<b>Net assets acquired:</b>	<b>已收購資產淨值：</b>		
Investment properties	投資物業	20	65,758
Other receivables	其他應收賬款		95
Other payables	其他應付賬款		(853)
Cash consideration paid	已付現金代價		65,000

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### 37. WINDING UP OF A SUBSIDIARY

During the year ended 31 March 2023, a non-wholly-owned subsidiary namely Sunny Long Limited was put into liquidation and ceased to be a subsidiary of the Company. A gain on winding up of a subsidiary of approximately HK\$9,470,000 was recognised in the consolidated profit or loss for the year ended 31 March 2023. Set out below are the net carrying amount of the assets and liabilities of the former subsidiary at the date of derecognition:

### 37. 一間附屬公司清盤

截至2023年3月31日止年度，非全資附屬公司遠明有限公司已進行清盤並不再為本公司之附屬公司。截至2023年3月31日止年度，附屬公司清盤之收益約9,470,000港元已於綜合損益中確認。下表載列於終止確認日期前附屬公司資產及負債之賬面淨值：

		2023 HK\$'000 千港元
Stock of properties	物業存貨	9,410
Other payables	其他應付賬款	(50)
Amounts due to former subsidiaries in liquidation	應付清盤中前附屬公司款項	(18,830)
Net liabilities at the date of derecognition and gain on winding up of a subsidiary	於終止確認日期之負債淨額 及一間附屬公司清盤之收益	(9,470)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

### 38. DISPOSAL OF SUBSIDIARIES

During the year ended 31 March 2024, the Group disposed of (i) Blue River Wuhan Port Limited and its subsidiaries and (ii) Yangkou Port Holdings Limited and its subsidiary from its continuing operations of ports and logistics business and recorded a gain on disposal of subsidiaries of approximately HK\$59,323,000 (2023: Nil).

### 38. 出售附屬公司

截至2024年3月31日止年度，本集團從持續經營之港口及物流業務出售(i) Blue River Wuhan Port Limited及其附屬公司及(ii) Yangkou Port Holdings Limited及其附屬公司，並錄得出售附屬公司之收益約59,323,000港元(2023：無)。

		2024 HK\$'000 千港元
<b>Net liabilities disposed of:</b>	<b>已出售資產淨值：</b>	
Property, plant and equipment	物業、機械及設備	2,317
Right-of-use assets	使用權資產	24,223
Financial assets measured at FVOCI	按公平價值誌入其他全面收益 之金融資產	64,378
Trade and other receivables	貿易及其他應收賬款	2,075
Bank balances and cash	銀行結存及現金	3,521
Trade and other payables	貿易及其他應付賬款	(19,233)
Contract liabilities	合約負債	(1,886)
Lease liabilities	租賃負債	(2,147)
Taxation payable	應付稅項	(196)
Other borrowings <sup>#</sup>	其他借款 <sup>#</sup>	(91,233)
		<b>(18,181)</b>

# Included an amount of approximately HK\$3,233,000 due to the Group.

# 包括應付本集團之款項約3,233,000港元。



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綜合財務報表附註

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38. DISPOSAL OF SUBSIDIARIES (CONTINUED) 38. 出售附屬公司(續)

		2024 HK\$'000 千港元
<b>Gain on disposal of subsidiaries:</b>	<b>出售附屬公司之收益：</b>	
Cash consideration	現金代價	9,000
Directly attributable costs and levies	直接應佔成本及徵費	(597)
Net liabilities disposed of	已出售負債淨額	18,181
Gain on disposal before taxation and release of attributable reserve	除稅及應計儲備撥回前之出售收益	26,584
Cumulative exchange differences in respect of the net liabilities of subsidiaries reclassified from equity to profit or loss on loss of control of subsidiaries	於失去對附屬公司之控制權時由權益重列至損益之附屬公司負債淨額有關之累計匯兌差額	32,739
Gain on disposal before taxation	除稅前之出售收益	59,323
Less: taxation	減：稅項	—
Gain on disposal after taxation	除稅後之出售收益	59,323
<b>Net cash inflow arising on disposals:</b>	<b>因出售而產生之現金流入淨額：</b>	
Cash consideration	現金代價	9,000
Less: directly attributable costs and levies	減：直接應佔成本及徵費	(597)
Net cash consideration received	已收現金代價淨額	8,403
Less: bank balances and cash disposed of	減：已出售之銀行結存及現金	(3,521)
		4,882

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### 綜合財務報表附註

For the year ended 31 March 2024

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### 39. FINANCIAL INSTRUMENTS

### 39. 金融工具

#### (a) Categories of financial instruments

#### (a) 金融工具之類別

##### (i) Financial assets

##### (i) 金融資產

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Financial assets measured at amortised cost	按攤銷成本計量之金融資產		
— Loan receivable	— 應收貸款	3,193	—
— Amounts due from former subsidiaries in liquidation	— 應收清盤中前附屬公司款項	1,303	20,865
— Trade and other receivables	— 貿易及其他應收賬款	12,111	13,925
— Short-term bank deposits	— 短期銀行存款	8,621	3,425
— Bank balances and cash	— 銀行結存及現金	11,500	770,811
		<b>36,728</b>	809,026
Financial assets measured at fair value	按公平價值計量之金融資產		
— Financial assets measured at FVOCI	— 按公平價值誌入其他全面收益之金融資產	164,067	202,975
Total	合計	<b>200,795</b>	1,012,001

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39. FINANCIAL INSTRUMENTS (CONTINUED)

39. 金融工具(續)

(a) Categories of financial instruments

(a) 金融工具之類別(續)

(Continued)

(ii) Financial liabilities

(ii) 金融負債

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債		
— Trade and other payables	— 貿易及其他應付賬款	14,835	38,016
— Amounts due to former subsidiaries in liquidation	— 應付清盤中前附屬公司款項	—	27
— Amount due to a non-controlling shareholder	— 應付一名非控股股東款項	8,891	8,891
— Amount due to a joint venture	— 應付一間合營企業款項	180	—
— Bank and other borrowings	— 銀行及其他借款	15,977	534,989
		<b>39,883</b>	581,923
Lease liabilities	租賃負債	9,429	19,634
Total	合計	<b>49,312</b>	601,557

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### 綜合財務報表附註

For the year ended 31 March 2024  
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## 39. FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Financial risk management objectives and policies

Details of the financial instruments are disclosed in Note 39(a) and respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group's overall strategy remains unchanged from prior year.

#### **Market risk**

##### (i) Interest rate risk

The Group's exposure to interest rate risk is attributable to its financial instruments that are subject to both variable rate and fixed rate. Those financial instruments of variable interest rates expose the Group to cash flow interest rate risk. Details of the Group's interest-bearing financial instruments at variable rates have been disclosed in Note 28. Financial instruments at fixed interest rates expose the Group to fair value interest risk. Details of the Group's interest-bearing financial instruments at fixed rate have been disclosed in Notes 25, 28, 31 and 33.

In order to mitigate the interest rate risk, the Group adopts a policy of maintaining an appropriate mix of fixed and floating rate borrowings which is achieved primarily through entering into different contractual terms of borrowings. The position is regularly monitored and evaluated by reference to anticipated changes in market interest rate.

## 39. 金融工具 (續)

### (b) 金融風險管理目標及政策

各類金融工具之詳情於附註39(a)及相關附註披露。上述金融工具所附帶之風險及減輕此等風險之政策載於下文。管理層管理及監察該等風險，以確保及時有效採取妥善措施。本集團之整體策略與去年相同。

#### **市場風險**

##### (i) 利率風險

本集團之利率風險來自浮息及定息金融工具。該等浮息金融工具使本集團面對現金流量利率風險。本集團之浮息金融工具詳情於附註28披露。定息金融工具使本集團面對公平價值利息風險。本集團之定息金融工具詳情於附註25、28、31及33披露。

為紓緩利率風險，本集團已採取政策，主要通過訂立不同合約限期之借款，保持定息及浮息借款之適當組合。其狀況乃定期監察，並按市場利率之預期變數進行評估。

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### 綜合財務報表附註

For the year ended 31 March 2024  
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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Interest rate risk (Continued)

The Group's exposures to interest rate risk on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is insignificant as the Group does not have any variable rate borrowings as at 31 March 2024.

##### (ii) Currency risk

Foreign currency risk is the risk that the value of a monetary item will fluctuate because of changes in foreign exchange rates. Certain receivables of the Group are denominated in foreign currencies such as RMB which expose the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

Certain Hong Kong subsidiaries of the Company also have certain transactions denominated in RMB. RMB is not freely convertible into other foreign currencies and conversion of RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time.

### 39. 金融工具(續)

#### (b) 金融風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 利率風險(續)

本集團於金融負債中面對利率風險，詳情見本附註內有關流動資金風險管理部分章節。本集團之現金流量利率風險屬微不足道，原因為本集團截至2024年3月31日並無任何浮息借款。

##### (ii) 貨幣風險

外幣風險指貨幣項目價值將因匯率變動而波動之風險。本集團若干應收款項乃以人民幣等外幣計值，使本集團須面對外幣風險。本集團目前並無外幣對沖政策。然而，管理層會密切注視外幣風險，並會於必要時考慮對沖重大外幣風險。

本公司若干香港附屬公司亦有若干交易以人民幣為單位。人民幣不可自由兌換為其他外幣，其兌換須受中國政府所頒佈之外匯管制規則及法規所限。本集團藉監察外幣收款及付款水平來管理外幣交易風險。本集團確保其淨外匯風險不時保持在可接受之水平。

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### 綜合財務報表附註

For the year ended 31 March 2024  
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#### 39. FINANCIAL INSTRUMENTS (CONTINUED)

##### (b) Financial risk management objectives and policies (Continued)

###### *Market risk (Continued)*

###### (ii) Currency risk (Continued)

All of the Group's borrowings are denominated in HK Dollars and RMB. The Group mainly draws borrowings in the functional currencies of the entities as management considers the repayments can be sourced from income to be generated in those currencies.

The Group considers its foreign currency exposure is mainly arising from the exposure of RMB against HK Dollars. The Group regularly reviews the balances of assets and liabilities and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign currency risk.

#### 39. 金融工具(續)

##### (b) 金融風險管理目標及政策(續)

###### *市場風險(續)*

###### (ii) 貨幣風險(續)

本集團所有借款均以港元及人民幣為單位。本集團主要以實體之功能貨幣提取借款，此乃由於管理層認為可以來自以該等貨幣為單位之收入還款。

本集團認為，其外幣風險主要來自人民幣兌港元之風險。本集團定期檢討其資產及負債之結餘以及交易之貨幣單位，務求盡量減少本集團所面對之外幣風險。

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綜合財務報表附註

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截至2024年3月31日止年度

### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Currency risk (Continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities (excluding inter-company balances), with exposure to foreign currency risk which are considered as significant by management, at the end of the reporting periods are as follows:

		Liabilities 負債		Assets 資產	
		2024 HK\$'000 千港元	2023 HK\$'000 千港元	2024 HK\$'000 千港元	2023 HK\$'000 千港元
RMB	人民幣	826	1,657	48	1,291

In addition, foreign currency denominated intercompany balances, with exposure to foreign currency risk which are considered as significant by management, at the end of the reporting periods are as follows:

		Liabilities 負債		Assets 資產	
		2024 HK\$'000 千港元	2023 HK\$'000 千港元	2024 HK\$'000 千港元	2023 HK\$'000 千港元
RMB	人民幣	1,524	1,615	21,552	77,243
HK Dollars	港元	—	25,181	—	—

### 39. 金融工具 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 貨幣風險 (續)

本集團以外幣為單位並面對外幣風險之貨幣資產及貨幣負債(不包括公司間結餘)(管理層認為重大者)於報告期完結時之賬面值如下:

此外，以外幣計值之公司間結餘承受管理層認為重大之外幣風險，於報告期完結時之詳情如下:

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#### 39. FINANCIAL INSTRUMENTS (CONTINUED)

##### (b) Financial risk management objectives and policies (Continued)

###### Market risk (Continued)

###### (ii) Currency risk (Continued)

###### Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase in RMB against HK Dollars and 5% decrease in HK Dollars against RMB. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period end for a 5% change in foreign currency rates. A positive number below indicates a decrease in post-tax loss where RMB strengthen 5% against HK Dollars. For a 5% weakening of RMB against HK Dollars, there would be an equal and opposite impact on the profit (loss) for the year.

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Decrease in loss for the year	年度虧損減少	803	4,193

#### 39. 金融工具(續)

##### (b) 金融風險管理目標及政策(續)

###### 市場風險(續)

###### (ii) 貨幣風險(續)

###### 敏感度分析

下表詳列本集團於人民幣兌港元匯率增加5%及港元兌人民幣匯率減少5%時之敏感度。當向內部主要管理人員匯報外幣風險時，乃採用5%為敏感度比率。敏感度分析僅包括未予換算並以外幣為單位之貨幣項目，且按報告期完結時外幣匯率之5%變動進行調整。下表之正數顯示人民幣兌港元上升5%時稅後虧損減少。人民幣兌港元下跌5%時，對年度溢利(虧損)之數字影響相同，惟方向相反。



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### 綜合財務報表附註

For the year ended 31 March 2024  
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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### *Market risk (Continued)*

##### (iii) Other price risk

The Group is exposed to price risk from its investments in financial assets measured at FVOCI. Management manages this exposure by maintaining a portfolio of investments with different risks. The Group's price risk is mainly concentrated on equity securities operating in port development and financial services. The Group has monitored the other price risk and will consider hedging the risk exposure should the need arise.

##### *Sensitivity analysis*

The sensitivity analyses have been determined based on the exposure to price risk for investments in financial assets measured at FVOCI at the end of the reporting period. If the prices or fair values of these respective financial assets measured at FVOCI had been 5% or 20% higher/lower, other comprehensive income would increase/decrease by HK\$8,203,000 (2023: HK\$10,149,000) or HK\$32,813,000 (2023: HK\$40,595,000) respectively.

### 39. 金融工具 (續)

#### (b) 金融風險管理目標及政策 (續)

##### *市場風險 (續)*

##### (iii) 其他價格風險

本集團因其按公平價值誌入其他全面收益之金融資產投資而承擔價格風險。管理層乃透過持有風險特性各異之投資組合來管控此種風險。本集團的價格風險主要集中於經營港口開發及金融服務的股本證券。本集團已監察其他價格風險，並會在有需要時考慮對沖所面對之風險。

##### *敏感度分析*

敏感度分析乃按報告期完結時之按公平價值誌入其他全面收益之金融資產投資所面對價格風險而釐定。倘該等有關按公平價值誌入其他全面收益之金融資產之價格或公平價值上升/下降5%或20%，其他全面收益將分別上升/下降8,203,000港元(2023: 10,149,000港元)或32,813,000港元(2023: 40,595,000港元)。

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#### 39. FINANCIAL INSTRUMENTS (CONTINUED)

##### (b) Financial risk management objectives and policies (Continued)

###### **Credit risk and impairment assessment**

As at 31 March 2024, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge obligations by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

###### **Trade receivables**

In order to minimize the credit risk of the trade receivables, management is responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Credit sales are made to customers with good credit history. Credit limits attributed to customers and credit term granted to customers on different business units are reviewed regularly. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. In addition, the Group performs impairment assessment under ECL model on these balances individually or collectively with appropriate grouping by common risk characteristics.

#### 39. 金融工具(續)

##### (b) 金融風險管理目標及政策(續)

###### **信貸風險及減值評估**

於2024年3月31日，本集團就交易對手未能履行責任而將導致本集團產生財務虧損之最大信貸風險乃由綜合財務狀況表上呈列各已確認金融資產之賬面值產生。

###### **貿易應收賬款**

為盡量降低貿易應收賬款之信貸風險，管理層負責釐定信貸限額、信貸審批及其他監管手續，確保就追回過期欠款採取跟進措施。具良好信貸記錄之客戶方可進行信貸銷售。不同業務單位之客戶所得信貸限額及批予客戶之信貸期均經定期檢討。就此而言，本公司董事認為本集團之信貸風險已大幅降低。另外，本集團根據預期信貸虧損模式基於共同風險特徵作出合適分組對該等結餘進行個別或集體減值評估。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment** (Continued)

##### **Loan receivables**

The Group has a policy for assessing the impairment on loan receivables on an individual basis. The assessment includes evaluation of collectability of the loan receivables based on management's judgment on creditworthiness, collateral and past collection history of each borrower and forward-looking information that is available without undue cost or effort.

In determining the recoverability of the loan receivables, the Group will consider the change in the credit quality of the loan receivables, if any, from the date the loans were initially granted up to the reporting date. This includes assessing the credit history of the borrowers, such as past experience of financial difficulties or default in payments, background assessment and evaluation of financial position and performance and forward-looking information.

The Group seeks to maintain strict control over its outstanding loan receivables to minimize credit risk. The management has a credit policy in place and the exposures to credit risk are monitored on an ongoing basis. Impairment allowances on outstanding loan receivables are determined by an evaluation of financial background, as well as financial condition of the borrower and the anticipated receipts for that individual loan, at the end of the reporting period.

### 39. 金融工具(續)

#### (b) 金融風險管理目標及政策(續)

##### **信貸風險及減值評估(續)**

##### **應收貸款**

本集團按個別基準之政策評估應收貸款之減值。該評估包括根據管理層對各借款人之信譽度、抵押品及過往收賬記錄之判斷以及毋須付出不必要成本或努力即可取得之前瞻性資料就應收貸款可收回性作出的評估。

於釐定應收貸款之可收回性時，本集團將考慮應收貸款自初次授出貸款日期起直至報告日期止之信貸質素變化(如有)。當中包括評估借款人之信貸記錄(如過往財政困難或拖欠付款記錄)、背景評估以及財務狀況與表現及前瞻性資料評估。

本集團致力對其尚未償還之應收貸款維持嚴密監控，以盡量減低信貸風險。管理層已制定信貸政策，並持續監察信貸風險。尚未償還之應收貸款減值撥備乃經評估於報告期完結時借款人之財務背景以及財務狀況及該個別貸款之預計收款後釐定。

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### 綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment** (Continued)

##### **Other financial assets measured at amortised cost**

The credit risk of other financial assets is managed through an internal process. The Group closely monitors the outstanding amounts of other financial assets at amortised costs and identifies any credit risk in a timely manner in order to reduce the risk of a credit related loss. In this regard, the directors of the Company consider the Group's credit risk is significantly reduced.

The credit risk on short-term bank deposits and cash balances is limited because these counterparties are financial institutions with high credit-ratings.

### 39. 金融工具 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

##### 按攤銷成本計量之其他金融資產

其他金融資產之信貸風險乃透過內部程序管理。本集團密切監察按攤銷成本計量之其他金融資產之尚未償還款項並及時識別任何信貸風險，以減低信貸相關虧損之風險。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

由於交易對手均為獲高信貸評級之財務機構，短期銀行存款及現金結存的信貸風險有限。

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment (Continued)**

##### **Concentration of credit risk**

As at 31 March 2024, the Group has no significant concentration of credit risk as the exposure of which spreads over a number of counterparties.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收賬款	Other financial assets 其他金融資產
Performing 良好	The counterparty has a low to moderate risk of default and its credit risk has not increased significantly since initial recognition. 交易對手之違約風險為低至中，且其信貸風險自初步確認以來並無顯著增加。	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (並無信貸減值)	12m ECL 12個月預期信貸虧損
Underperforming 欠佳	There have been significant increases in credit risk since initial recognition through information developed internally or externally. 內部或外部所得資料顯示信貸風險自初步確認以來已顯著增加。	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (並無信貸減值)	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (並無信貸減值)
Non-performing 不良	There is evidence indicating the asset is credit-impaired. 有證據指出該資產出現信貸減值。	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery. 有證據指出債務人正面對嚴重財政困難且本集團並無實際把握收回款項。	Amount is written off 有關金額已撇銷	Amount is written off 有關金額已撇銷

### 39. 金融工具 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

##### 信貸集中風險

於2024年3月31日，本集團之信貸風險並無明顯集中情況，其風險分散於多個交易對手。

本集團之內部信貸風險評級評估包括以下類別：

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### 綜合財務報表附註

For the year ended 31 March 2024  
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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment (Continued)**

The table below detail the credit risk exposures of the Group's financial assets and contract assets as at 31 March 2024 and 31 March 2023, which are subject to ECL assessment:

### 39. 金融工具 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

下表為本集團於2024年3月31日及2023年3月31日須進行預期信貸虧損評估之金融資產及合約資產之信貸風險詳情：

	Internal credit rating 內部信貸評級	12m or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值	
			2024 HK\$'000 千港元	2023 HK\$'000 千港元
Trade receivables (note i) 貿易應收賬款 (附註i)	Performing 良好	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (並無信貸減值)	6,241	7,380
Other receivables (note ii) 其他應收賬款 (附註ii)	Performing 良好	12m ECL 12個月預期信貸虧損	5,870	6,545
Loan receivable (note iii) 應收貸款 (附註iii)	Performing 良好	12m ECL 12個月預期信貸虧損	3,233	—
Amounts due from former subsidiaries in liquidation (note iv) 應收清盤中前附屬公司款項 (附註iv)	Non-performing 欠佳	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)	33,184	83,857
Short-term bank deposits (note v) 短期銀行存款 (附註v)	Performing 良好	12m ECL 12個月預期信貸虧損	8,621	3,425
Bank balances (note v) 銀行結存 (附註v)	Performing 良好	12m ECL 12個月預期信貸虧損	11,500	770,811

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## 綜合財務報表附註

For the year ended 31 March 2024  
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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment** (Continued)

notes:

- (i) The Group has applied the simplified approach in HKFRS 9 to measure the loss allowance on lifetime ECL basis for trade receivables. The lifetime ECL for these balances are determined individually and/or collectively using a provision matrix with appropriate groupings based on historical credit loss experience adjusted by forward-looking information. The loss allowance for not credit-impaired trade receivables is very minimal and closed to zero.
- (ii) The Group uses historical past-due experience and forward-looking information to assess whether credit risk for other receivables has increased significantly since initial recognition. The loss allowance for the performing other receivables is very minimal and close to zero.
- (iii) The ECL provision for the borrower is assessed individually and determined by reference to the independent professional valuer's assessment in accordance with HKFRS 9 by adopting its independently selected parameters which contain credit rating portfolio similar to the borrower, also taking into account the historical market default records and forward-looking information.
- (iv) The Group used the latest obtained financial information of the former subsidiaries in liquidation, historical recovery experience and forward-looking information to assess the loss allowance of the credit-impaired amounts due from former subsidiaries in liquidation individually.

Subsequent to the end of the reporting period and up to the date of this report, cash distribution of approximately HK\$1,303,000 (2023: HK\$20,865,000) has been received from the former subsidiaries in liquidation and no further impairment loss was made.

- (v) Short-term bank deposits and bank balances were mainly placed in the banks in the PRC and Hong Kong governed by China Banking Regulatory Commission and Hong Kong Monetary Authority, respectively. In view of the stable bank system in the PRC and Hong Kong and the high credit ratings assigned by international or PRC rating agencies to these banks, the loss allowance is expected to be very minimal and close to zero.

### 39. 金融工具(續)

#### (b) 金融風險管理目標及政策(續)

##### 信貸風險及減值評估(續)

附註：

- (i) 本集團已應用香港財務報告準則第9號簡化方式按全期預期信貸虧損計量貿易應收賬款之虧損撥備。該等結存之全期預期信貸虧損乃根據過往信貸虧損經驗(已根據前瞻性資料作出調整)採用作出適當分組之撥備矩陣個別及/或集體釐定。並無信貸減值的貿易應收賬款之虧損撥備極微且接近零。
- (ii) 本集團使用過往逾期記錄及前瞻性資料評估其他應收賬款之信貸風險自初步確認以來是否顯著增加。良好的其他應收賬款之虧損撥備極微且接近零。
- (iii) 對借款人的預期信貸虧損撥備是單獨評估的，並參考獨立專業估值師根據香港財務報告準則第9號的評估，採用其獨立選擇的參數確定，該參數包含與該借款人相似的信用評級組合，並考慮歷史市場違約記錄和前瞻性資料。
- (iv) 本集團使用清盤中前附屬公司最新可得財務資料、過往可收回記錄及前瞻性資料個別評估信貸減值之應收清盤中前附屬公司款項虧損撥備。

於報告期完結後及直至本報告日期，已從清盤中前附屬公司收取現金分派約1,303,000港元(2023：20,865,000港元)，並無進一步減值虧損。

- (v) 短期銀行存款及銀行結存乃主要存放於中國及香港之銀行，其分別受中國銀行業監督管理委員會及香港金融管理局監管。鑒於中國及香港銀行體系穩健及國際或中國評級機構對這些銀行給予高信貸評級，預期虧損撥備極微且接近零。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

The following table shows reconciliation of loss allowances that have been recognised for trade receivables, contract assets, other receivables, loan receivables, amounts due from associates and amounts due from former subsidiaries in liquidation.

		Trade receivables	Other receivables	Loan receivables	Amounts due from former subsidiaries in liquidation
		貿易應收賬款	其他應收賬款	應收貸款	應收清盤中前附屬公司款項
		Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	12m ECL	Lifetime ECL (credit-impaired)
		全期預期信貸虧損 (並無信貸減值)	全期預期信貸虧損 (信貸減值)	12個月預期信貸虧損	全期預期信貸虧損 (信貸減值)
		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2022年4月1日	133	21,045	600	93,363
Provided for (reversed) during the year	年內撥備(撥回)之款項	2,513	25,920	(600)	(3,377)
Disposal of discontinued operations	出售已終止經營業務	(2,475)	(45,218)	—	—
Write-offs (note)	撇銷(附註)	—	—	—	(26,994)
Exchange realignment	匯兌調整	(171)	(1,747)	—	—
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	—	—	—	62,992
Provided for (reversed) during the year	年內撥備(撥回)之款項	—	—	40	(31,111)
At 31 March 2024	於2024年3月31日	—	—	40	31,881

note: The directors assessed that there was no realistic prospect of recovery, therefore, these amounts were written off during the year ended 31 March 2023.

##### 信貸風險及減值評估(續)

下表列示貿易應收賬款、合約資產、其他應收賬款、應收貸款、應收聯營公司款項及應收清盤中前附屬公司款項之已確認虧損撥備之對賬。

附註：董事已評估，並無實際預期可收回款項，因此，於截至2023年3月31日止年度內該等款項已被撇銷。

### 39. 金融工具(續)

#### (b) 金融風險管理目標及政策(續)



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management objectives and policies (Continued)

##### **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulties in meeting its financial obligations as and when they fall due. In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on borrowings as a significant source of liquidity. Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants. The Group will also consider the issue of equity instruments so as to finance its investment projects.

The following tables detail the Group's remaining contractual maturity for its non-derivative 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. The tables include both interest and principal cash flows.

### 39. 金融工具(續)

#### (b) 金融風險管理目標及政策(續)

##### **流動資金風險**

流動資金風險為本集團於履行其到期財務責任時將面臨困難之風險。在管理流動資金風險時，本集團監控及維持管理層視為對本集團營運融資及減輕現金流量波動的影響屬足夠之現金及與現金等值項目水平。本集團依賴借款為重大流動資金來源。管理層監察銀行借款之使用，確保遵守貸款契據之規定。本集團亦將可考慮發行權益工具，為其投資項目募款。

下表詳述本集團之非衍生金融負債之合約剩餘到期日。該表乃根據本集團可能需要支付之最早日期之金融負債未貼現現金流量編製。該表包括利息及本金現金流量。

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### 綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

### 39. 金融工具 (續)

#### (b) Financial risk management objectives and policies (Continued)

#### (b) 金融風險管理目標及政策 (續)

##### Liquidity risk (Continued)

##### 流動資金風險 (續)

##### Liquidity and interest risk tables

##### 流動資金及利率風險表

		Weighted average effective interest rate 加權平均實際利率 %	On demand or within 90 days 按通知或90日內 HK\$'000 千港元	More than 90 days and within 365 days 超過90日但於365日內 HK\$'000 千港元	More than 365 days 超過365日 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>2024</b>	<b>2024</b>						
Trade and other payables	貿易及其他應付賬款	—	14,835	—	—	14,835	14,835
Amount due to a non-controlling shareholder	應付一名非控股股東款項	—	8,891	—	—	8,891	8,891
Amount due to a joint venture	應付一間合營企業款項	—	180	—	—	180	180
Bank and other borrowings — fixed rate interest bearing	銀行及其他借款 — 一定息	7.35	588	15,462	891	16,941	15,977
Lease liabilities	租賃負債	5.82	2,654	2,775	4,657	10,086	9,429
			27,148	18,237	5,548	50,933	49,312
		Weighted average effective interest rate 加權平均實際利率 %	On demand or within 90 days 按通知或90日內 HK\$'000 千港元	More than 90 days and within 365 days 超過90日但於365日內 HK\$'000 千港元	More than 365 days 超過365日 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>2023</b>	<b>2023</b>						
Trade and other payables	貿易及其他應付賬款	—	38,016	—	—	38,016	38,016
Amounts due to former subsidiaries in liquidation	應付清盤中前附屬公司款項	—	27	—	—	27	27
Amount due to a non-controlling shareholder	應付一名非控股股東款項	—	8,891	—	—	8,891	8,891
Bank and other borrowings — fixed rate interest bearing	銀行及其他借款 — 一定息	5.01	465,024	76,179	2,144	543,347	534,989
Lease liabilities	租賃負債	5.37	3,370	7,276	10,606	21,252	19,634
			515,328	83,455	12,750	611,533	601,557

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綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (c) Fair value measurement of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

**(i) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis**

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

The fair value of these financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

### 39. 金融工具(續)

#### (c) 金融工具之公平價值計量

金融資產及金融負債之公平價值按以下方式釐定：

**(i) 並非按經常基準以公平價值計量之金融資產及金融負債之公平價值**

董事認為，於綜合財務報表中按攤銷成本入賬之金融資產及金融負債之賬面值與其公平價值相若。

該等金融資產及金融負債之公平價值乃按公認定價模式基於貼現現金流量分析而釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (c) Fair value measurement of financial instruments (Continued)

##### (ii) Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The Group has no financial liabilities measured at fair value. The following table gives information about how the fair values of the financial assets are determined.

Fair value hierarchy 公平價值等級		Level 1 第一級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>At 31 March 2024</b>				
<b>Financial assets</b>		<b>於2024年3月31日 金融資產</b>		
Financial assets measured at FVOCI:		按公平價值誌入其他 全面收益之金融資 產：		
– Listed equity instruments	– 上市權益工具	128,729	–	128,729
– Unlisted equity instruments	– 非上市權益工具	–	35,338	35,338
Total financial assets		128,729	35,338	164,067
<b>At 31 March 2023</b>				
<b>Financial assets</b>		<b>於2023年3月31日 金融資產</b>		
Financial assets measured at FVOCI:		按公平價值誌入其他 全面收益之金融資 產：		
– Listed equity instruments	– 上市權益工具	90,175	–	90,175
– Unlisted equity instruments	– 非上市權益工具	–	112,800	112,800
Total financial assets		90,175	112,800	202,975

### 39. 金融工具 (續)

#### (c) 金融工具之公平價值計量 (續)

##### (ii) 按經常基準以公平價值計量之金融資產及金融負債之公平價值

於報告期完結時，本集團若干金融資產以公平價值計量。本集團並無以公平價值計量之金融負債。下表提供有關如何釐定金融資產之公平價值的資料。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (c) Fair value measurement of financial instruments (Continued)

##### (ii) Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

note:

Level 1: The fair values of the listed equity instruments traded in active markets are based on quoted market prices at the end of the reporting period. The quoted market prices used for financial assets held by the Group are the bid price.

Level 3: The fair values of the unlisted equity instruments are based on Level 3 measurement (as details in Note 3) using the valuation techniques described in Note 24.

There were no transfers between the different levels of the fair value hierarchy for both years.

### 39. 金融工具(續)

#### (c) 金融工具之公平價值計量(續)

##### (ii) 按經常基準以公平價值計量之金融資產及金融負債之公平價值(續)

附註：

第一級：在活躍市場買賣之上市權益工具，其公平價值以報告期完結時之市場報價釐定。就本集團所持有金融資產而採用之市場報價為買盤價。

第三級：非上市權益工具之公平價值乃基於第三級計量(詳情見附註3)使用附註24所述之估值技術。

就兩個年度而言，公平價值等級之間均無轉移。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 39. FINANCIAL INSTRUMENTS (CONTINUED)

#### (c) Fair value measurement of financial instruments (Continued)

##### (iii) Reconciliation of Level 3 fair value measurement of financial instruments

### 39. 金融工具 (續)

#### (c) 金融工具之公平價值計量 (續)

##### (iii) 金融工具之第三級公平價值計量之對賬

		Unlisted equity instruments 非上市權益工具 HK\$'000 千港元
At 1 April 2022	於2022年4月1日	119,458
Addition	添置	37,000
Fair value loss recognised in other comprehensive expense	於其他全面開支確認之公平價值虧損	(43,658)
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	<b>112,800</b>
Addition	添置	<b>21,000</b>
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	<b>(64,378)</b>
Fair value loss recognised in other comprehensive expense	於其他全面開支確認之公平價值虧損	<b>(34,084)</b>
At 31 March 2024	於2024年3月31日	<b>35,338</b>

Included in other comprehensive expense is a fair value loss of HK\$34,084,000 (2023: HK\$43,658,000) relating to unlisted equity instruments using Level 3 measurement held at the end of the reporting period and is reported as changes in investment revaluation reserve.

計入其他全面開支之公平價值虧損34,084,000港元(2023: 43,658,000港元)與於報告期完結時所持使用第三級計量之非上市權益工具有關，並呈報為投資重估儲備變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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### 40. 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 from financing activities.

### 40. 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未來現金流量於本集團綜合現金流量表中分類為融資活動現金流量之負債。

		Amounts due to non-controlling shareholders	Bank and other borrowings	Interest payable	Non-trade balances of amounts due to joint operations/ other partners of joint operations	
		Lease liabilities			應付合營業務/合營業務其他夥伴款項之非貿易結存	
		租賃負債	應付非控股股東款項	應付利息	非貿易結存	
		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2022年4月1日	83,589	107,413	1,660,693	2,579	59,426
Financing cash flows	融資現金流量	(32,575)	—	839,206	(66,367)	275,616
Finance costs	融資成本	2,156	—	—	64,023	—
Addition	添置	23,556	—	—	—	—
Disposal of discontinued operations	出售已終止經營業務	(56,639)	(90,192)	(1,932,892)	—	(335,042)
Exchange realignment	匯兌調整	(453)	(8,330)	(32,018)	(127)	—
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	<b>19,634</b>	<b>8,891</b>	<b>534,989</b>	<b>108</b>	—
Financing cash flows	融資現金流量	(12,632)	—	(430,711)	(4,133)	—
Finance costs	融資成本	915	—	—	5,712	—
Addition	添置	4,147	—	—	—	—
Disposal of subsidiaries	出售附屬公司	(2,147)	—	(88,000)	(1,320)	—
Exchange realignment	匯兌調整	(488)	—	(301)	(3)	—
At 31 March 2024	於2024年3月31日	<b>9,429</b>	<b>8,891</b>	<b>15,977</b>	<b>364</b>	—

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 41. RETIREMENT BENEFIT SCHEMES

The Group joins defined contribution retirement benefit schemes for qualifying employees. The assets of the schemes are separately held in funds under the control of trustees.

The employees of the Group's PRC subsidiaries are members of the state-managed retirement benefit schemes operated by the PRC government. The subsidiaries in the PRC are required to contribute a specified percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The cost charged to the consolidated income statement represents contributions paid and payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group may be reduced by the amount of forfeited contributions in accordance with the rules of the schemes in that jurisdiction.

At the end of the reporting period, there were no material forfeited contributions which arose upon employees leaving the schemes prior to their interests in the Group's contributions becoming fully vested and which are available to reduce the contributions payable by the Group in future years.

#### 41. 退休福利計劃

本集團為合資格僱員參與已界定供款退休福利計劃。該等計劃之資產由受託人控制之多項基金獨立持有。

本集團在中國附屬公司之僱員，是由中國政府推行之國家管理退休福利計劃之成員。中國附屬公司須按薪金開支之特定比例，向退休福利計劃作出供款，以為福利提供資金。本集團對退休福利計劃之唯一責任是作出有關特定供款。

於綜合收益表撥出之費用，為本集團按該等計劃之規則所定之比率已付及應付予基金之供款。倘僱員在可享有供款所附全部權益前退出該等計劃，本集團應付供款可根據該司法權區之計劃規則按沒收供款之金額遞減。

於報告期完結時，並無因僱員於彼等可享有本集團供款所附全部權益前退出該等計劃而產生之重大沒收供款及可供本集團於未來年度減少應付供款之重大沒收供款。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 41. RETIREMENT BENEFIT SCHEMES

##### (CONTINUED)

The Group has joined a mandatory provident fund scheme (“MPF Scheme”). The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at the rates specified in the rules. The only obligation of the Group with respect to MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The retirement benefit scheme contributions arising from the MPF Scheme charged to the consolidated income statement represent contributions paid and payable to the funds by the Group at the rates specified in the rules of the scheme.

During the year ended 31 March 2024, the total retirement benefit scheme contributions charged to consolidated income statement amounted to approximately HK\$2,497,000 (2023: HK\$23,356,000).

#### 41. 退休福利計劃(續)

本集團已加入強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例在強制性公積金管理局登記。強積金計劃之資產獨立於本集團之資產，由獨立受託人控制之基金持有。根據強積金計劃之規則，僱主及其僱員均須各自按規則訂明之比率向計劃供款。本集團有關強積金計劃之僅有責任為根據計劃作出規定之供款。目前並無已遭沒收供款可供扣減未來年度應付供款。

因強積金計劃而作出之退休福利計劃供款自綜合收益表扣除，相當於本集團按計劃規則訂明之比率向基金已付及應付之供款。

截至2024年3月31日止年度，於綜合收益表內支銷之退休福利計劃供款總額約為2,497,000港元(2023：23,356,000港元)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

#### 42. CONTINGENT LIABILITIES

As at 31 March 2024, the Group had no contingent liabilities (2023: Nil).

#### 42. 或然負債

截至2024年3月31日，本集團並無或然負債(2023：無)。

#### 43. OPERATING LEASE COMMITMENTS

##### The Group as a lessor

The properties held by the Group for rental purpose have committed tenants with the longest tenure for two (2023: two) year(s). Minimum lease payments receivable under non-cancellable operating leases on investment properties are as follows:

#### 43. 經營租賃承擔

##### 本集團作為出租人

本集團持作租賃用途之物業已有承租租戶，最長租期達兩年(2023：兩年)。投資物業之不可撤銷經營租賃項下之應收最低租金款項如下：

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Within one year	一年內	1,800	1,800
In the second year	第二年	—	1,800
		1,800	3,600

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### 44. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged to financial institutions to secure the general credit facilities granted to the Group:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Property, plant and equipment	物業、機械及設備	—	2,174
Right-of-use assets	使用權資產	—	6,591
Intangible assets	無形資產	—	951
		—	9,716

In addition, as at 31 March 2023, the Group pledged its shares in certain subsidiaries with a net assets value of approximately HK\$127,985,000 (2024: Nil) to secure the facilities granted.

於報告期完結時，下列資產已抵押予財務機構，作為本集團取得一般信貸融資之抵押：

此外，於2023年3月31日，本集團已抵押其於若干附屬公司之股份（資產淨值約為127,985,000港元（2024：無）），以取得所獲授之融資。

### 45. COMMITMENTS

As at 31 March 2024, the Group had the following capital commitments:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Contracted but not provided for in the consolidated financial statements in respect of acquisition of:	就收購以下項目已訂約但未於綜合財務報表內撥備：		
— Property, plant and equipment	— 物業、機械及設備	—	8,965

於2024年3月31日，本集團有下列資本承擔：

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### 綜合財務報表附註

For the year ended 31 March 2024  
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#### 46. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Save as disclosed elsewhere in the consolidated financial statements, the Group also entered into the following significant transactions with certain related parties during the year and has the following significant balances with certain related parties at the reporting date:

Class of related party 關聯人士之類別	Nature of transactions/balance 交易／結餘性質	2024 HK\$'000 千港元	2023 HK\$'000 千港元
(i) Associates of the Group 本集團之聯營公司	Payment of lease liabilities 支付租賃負債	2,402	1,201
	Lease liabilities 租賃負債	1,966	4,226
(ii) Joint ventures of the Group 本集團之合營企業	Revenue from construction contracts 建築合約收入	—	73,859
	Sub-construction expenses 分包建設開支	—	190,687

None of the related party transactions disclosed above constituted connected transactions or continuing connected transactions as defined in the Listing Rules.

#### 46. 關聯人士交易及結餘

(a) 除綜合財務報表其他部分披露者外，年內，本集團亦曾與若干關聯人士訂立以下重大交易，且於報告日期與若干關聯人士有下列重大結餘：

概無上文所披露之關聯人士交易構成上市規則所界定之關連交易或持續關連交易。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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### 46. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) Compensation of key management personnel

The key management personnel are the directors of the Company. Details of the remuneration paid to the directors are set out in Note 12.

(c) Details of the balances with related parties at the end of the reporting period are set out below.

### 46. 關聯人士交易及結餘(續)

(b) 主要管理層成員之酬勞

主要管理層成員為本公司董事。已付董事酬金之詳情載於附註12。

(c) 於報告期完結時與關聯人士之結餘詳情載列如下。

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Amount due to a non-controlling shareholder (Note 32)	應付一名非控股股東款項(附註32)	8,891	8,891
Amount due to a joint venture (note)	應付一間合營企業款項(附註)	180	—

note: The amount is unsecured, interest free and repayable on demand.

附註：有關款項為無抵押、免息及須按要求償還。

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### 綜合財務報表附註

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#### 47. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 47. 本公司之財務狀況表及儲備

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、機械及設備	1,544	1,750
Interests in subsidiaries	附屬公司權益	5	5
Amounts due from subsidiaries	應收附屬公司款項	760,000	881,704
		<b>761,549</b>	883,459
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	170,697	201,796
Amounts due from former subsidiaries in liquidation	應收清盤中前附屬公司款項	1,109	20,859
Other receivables	其他應收賬款	358	353
Bank balances and cash	銀行結存及現金	6,172	757,302
		<b>178,336</b>	980,310
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables	其他應付賬款	2,101	3,309
Amounts due to subsidiaries	應付附屬公司款項	15,062	14,599
Other borrowings	其他借款	—	525,000
		<b>17,163</b>	542,908
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>161,173</b>	437,402
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>922,722</b>	1,320,861
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	104,095	104,095
Reserves (note)	儲備(附註)	818,627	1,216,766
<b>TOTAL EQUITY</b>	<b>總權益</b>	<b>922,722</b>	1,320,861

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綜合財務報表附註

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### 47. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

### 47. 本公司之財務狀況表及儲備 (續)

note:

附註：

		Share premium	Contributed surplus	Retained profits (accumulated losses)	Total
		股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	保留溢利 (累計虧損) HK\$'000 千港元	合計 HK\$'000 千港元
At 1 April 2022	於2022年4月1日	544,511	441,566	1,011,893	1,997,970
Loss for the year	年度虧損	—	—	(732,407)	(732,407)
Shares repurchased and cancelled	股份回購及註銷	(48,551)	—	—	(48,551)
Shares repurchase expenses	股份回購開支	(246)	—	—	(246)
At 31 March 2023 and 1 April 2023	於2023年3月31日及 2023年4月1日	<b>495,714</b>	<b>441,566</b>	<b>279,486</b>	<b>1,216,766</b>
Loss for the year	年度虧損	—	—	(398,139)	(398,139)
At 31 March 2024	於2024年3月31日	<b>495,714</b>	<b>441,566</b>	<b>(118,653)</b>	<b>818,627</b>

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### 綜合財務報表附註

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#### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES

(a) Particulars of the Company's principal subsidiaries at 31 March 2024 and 2023 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營運地點	Issued and fully paid-up capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest held by the Group 本集團持有之所有權所佔比例		Proportion of voting rights held by the Company/ subsidiaries of the Company 本公司/本公司之附屬公司持有之投票權所佔比例		Principal activities 主要業務
			2024 %	2023 %	2024 %	2023 %	
Blue Harbour Limited 馬紹爾群島	Marshall Islands 馬紹爾群島	HK\$1 ordinary share 1港元 普通股股份	100 (note iii) (附註iii)	—	100 (note iii) (附註iii)	—	Investment holding 投資控股
Blue Meadow Limited	Marshall Islands 馬紹爾群島	HK\$1 ordinary share 1港元 普通股股份	100 (note iii) (附註iii)	—	100 (note iii) (附註iii)	—	Investment holding 投資控股
Blue River Corporation Limited	Marshall Islands 馬紹爾群島	US\$1 ordinary share 1美元 普通股股份	100	100	100	100	Investment holding 投資控股
Blue River Finance Limited 藍河財務有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元 普通股股份	100	100	100	100	Credit financing 信貸融資
Blue River Gain Limited	Marshall Islands 馬紹爾群島	HK\$1 ordinary share 1港元 普通股股份	100	100	100	100	Investment holding 投資控股
Blue River Group Management Limited 藍河集團管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股股份	100	100	100	100	Provision of management services 提供管理服務
Blue River Investments Limited	Marshall Islands 馬紹爾群島	US\$1 ordinary share 1美元 普通股股份	100	100	100	100	Investment holding 投資控股

#### 48. 主要附屬公司及聯營公司資料

(a) 本公司主要附屬公司於2024年及2023年3月31日之詳情如下：



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### 綜合財務報表附註

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#### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (CONTINUED)

#### 48. 主要附屬公司及聯營公司資料(續)

(a) Particulars of the Company's principal subsidiaries at 31 March 2024 and 2023 are as follows: (Continued)

(a) 本公司主要附屬公司於2024年及2023年3月31日之詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營運地點	Issued and fully paid-up capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest held by the Group 本集團持有之所有權所佔比例		Proportion of voting rights held by the Company/ subsidiaries of the Company 本公司/本公司之附屬公司持有之投票權所佔比例		Principal activities 主要業務
			2024 %	2023 %	2024 %	2023 %	
Blue River Management Limited 藍河管理有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元 普通股股份	100	100	100	100	Provision of management services 提供管理服務
China Earth Limited 達球有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元 普通股股份	100	100	100	100	Investment holding 投資控股
Glory Well Limited 創華有限公司	Hong Kong 香港	HK\$10,000 ordinary shares 10,000港元 普通股股份	— (note ii) (附註ii)	100	— (note ii) (附註ii)	100	Investment holding 投資控股
Golden Lake Property Limited 金湖物業有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股股份	100	100	100	100	Property investment 物業投資
Magic Win Limited	Marshall Islands 馬紹爾群島	HK\$1 ordinary share 1港元 普通股股份	100	100	100	100	Investment holding 投資控股
Nation Cheer Investment Limited	Marshall Islands 馬紹爾群島	US\$1 ordinary share 1美元 普通股股份	100	100	100	100	Investment holding 投資控股
PYI China Limited 保華集團(中國)有限公司	Hong Kong 香港	HK\$100 ordinary shares 100港元 普通股股份	100	100	100	100	Provision of management services 提供管理服務

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

#### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (CONTINUED)

(a) Particulars of the Company's principal subsidiaries at 31 March 2024 and 2023 are as follows: (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營運地點	Issued and fully paid-up capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest held by the Group 本集團持有之所有權所佔比例		Proportion of voting rights held by the Company/ subsidiaries of the Company 本公司/本公司之附屬公司持有之投票權所佔比例		Principal activities 主要業務
			2024 %	2023 %	2024 %	2023 %	
PYI Investment (Wuhan) Limited 保華投資(武漢)有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股股份	100	100	100	100	Investment holding 投資控股
PYI Min Sheng Gas Investment Limited 保華民生天然氣投資有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元 普通股股份	100 (note iii) (附註iii)	—	100 (note iii) (附註iii)	—	Investment holding 投資控股
PYI Min Sheng Investment Limited 保華民生投資有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股股份	— (note ii) (附註ii)	100	— (note ii) (附註ii)	100	Investment holding 投資控股
PYI Properties (HK) Limited 保華房產(香港)有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元 普通股股份	100	100	100	100	Investment holding 投資控股
Richy Blue Limited	Marshall Islands 馬紹爾群島	HK\$1 ordinary share 1港元 普通股股份	100	100	100	100	Investment holding 投資控股
Vogalsan Limited	BVI 英屬處女群島	HK\$2 ordinary shares 2港元 普通股股份	100	100	100	100	Investment holding 投資控股
Hubei Minsheng Liquefied Petroleum Gas Limited 湖北民生石油液化氣有限公司	The PRC 中國	US\$32,205,168 (2023: US\$41,000,000) registered capital (note i) 32,205,168美元 (2023: 41,000,000 美元) 註冊資本(附註i)	— (note ii) (附註ii)	100	— (note ii) (附註ii)	100	LPG and LNG distribution and logistics 液化石油氣及液化天然氣分銷及物流

#### 48. 主要附屬公司及聯營公司資料(續)

(a) 本公司主要附屬公司於2024年及2023年3月31日之詳情如下:(續)

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### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

#### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (CONTINUED)

#### 48. 主要附屬公司及聯營公司資料(續)

(a) Particulars of the Company's principal subsidiaries at 31 March 2024 and 2023 are as follows: (Continued)

(a) 本公司主要附屬公司於2024年及2023年3月31日之詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營運地點	Issued and fully paid-up capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest held by the Group 本集團持有之所有權所佔比例		Proportion of voting rights held by the Company/ subsidiaries of the Company 本公司/本公司之附屬公司持有之投票權所佔比例		Principal activities 主要業務
			2024 %	2023 %	2024 %	2023 %	
湖北民生天然氣有限公司	The PRC 中國	US\$8,794,832 registered capital (note i) 8,794,832美元 註冊資本(附註1)	100 (note iii) (附註iii)	—	100 (note iii) (附註iii)	—	CNG distribution and logistics 壓縮天然氣分銷及物流
湖北民生環保能源技術發展有限公司	The PRC 中國	US\$61,483,282 registered capital (note i) 61,483,282美元 註冊資本 (附註1)	100	100	100	100	LPG and natural gas technical research and development 液化石油氣及天然氣技術研究及發展

All of the above subsidiaries are limited companies indirectly held by the Company.

上述所有附屬公司均為由本公司間接持有之有限公司。

notes:

附註：

- (i) Being the wholly foreign-owned enterprises established in the PRC.
- (ii) These companies ceased to be subsidiaries of the Company as a result of the disposals as detailed in Note 38.
- (iii) Newly incorporated during the year ended 31 March 2024.

- (i) 該等公司為於中國成立之外商獨資企業。
- (ii) 由於附註38所詳述之出售事項，該等公司不再為本公司之附屬公司。
- (iii) 於截至2024年3月31日止年度新註冊成立。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

#### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (CONTINUED)

- (a) Particulars of the Company's principal subsidiaries at 31 March 2024 and 2023 are as follows: (Continued)

The registered capital of all principal subsidiaries registered in the PRC were fully paid up during the years ended 31 March 2024 and 2023.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries are engaged in investment holding and corporate services, which operate in Hong Kong and the PRC.

None of the subsidiaries had issued any debt securities at the end of both years.

The above tables list the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To provide details of other subsidiaries, would, in the opinion of the directors of the Company, result in excessive length of particulars.

#### 48. 主要附屬公司及聯營公司資料(續)

- (a) 本公司主要附屬公司於2024年及2023年3月31日之詳情如下：(續)

所有於中國註冊之主要附屬公司於截至2024年及2023年3月31日止年度內已繳足註冊資本。

於報告期完結時，本公司擁有其他對本集團而言不屬重大之附屬公司。該等附屬公司大部分從事投資控股及企業服務，於香港及中國營運。

概無附屬公司已於兩個年度結束時發行任何債務證券。

上表所列为董事認為主要影響本集團年度業績或組成本集團大部分資產淨值之本公司附屬公司。本公司董事認為，詳列其他附屬公司之資料將令篇幅過於冗長。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024  
截至2024年3月31日止年度

### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (CONTINUED)

(b) Particulars of the Company's associates indirectly held by the Company at 31 March 2024 and 2023 are as follows:

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/營運地點	Issued and fully paid up capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest held by the Group 本集團持有之所有權所佔比例		Proportion of voting rights held by the Company/ subsidiaries of the Company 本公司/本公司之附屬公司持有之投票權所佔比例		Principal activities 主要業務
			2024 %	2023 %	2024 %	2023 %	
Maxlord Enterprises Limited 明樂企業有限公司	Hong Kong 香港	HK\$700,495,157 ordinary shares 700,495,157港元 普通股股份	33.33	33.33	33.33	33.33	Money lending 放債
Golden Thread Investments Limited	Marshall Islands 馬紹爾群島	HK\$2,000 ordinary shares 2,000港元 普通股股份	40	40	40	40	Property asset-based financing business 物業資產融資業務
Hope Capital Limited	BVI 英屬處女群島	2,144 shares (2023: 1,072 shares) ordinary shares 2,144股 (2023: 1,072股) 普通股股份	23.79	23.79	23.79	23.79	Investment holding 投資控股
HEC Securities Company Limited	BVI 英屬處女群島	US\$154,380,000 ordinary shares 154,380,000美元 普通股股份	33	33	33	33	Investment holding 投資控股
Quality World Investments Limited	BVI 英屬處女群島	US\$100 ordinary shares 100美元 普通股股份	25	25	25	25	Investment holding 投資控股

### 48. 主要附屬公司及聯營公司資料(續)

(b) 本公司間接持有之本公司聯營公司於2024年及2023年3月31日之詳情如下：

### 49. EVENTS AFTER THE REPORTING PERIOD

There were no major subsequent events occurred since the end of the reporting period and up to the date of this report.

### 49. 本報告期後之事項

自本報告期完結日至本報告日期止，並無發生重大期後事項。

# FINANCIAL SUMMARY

## 財務概要

### For the year ended 31 March 截至3月31日止年度

		2020 HK\$'000 千港元	2021 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (經重列)	2023 HK\$'000 千港元	2024 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
<b>Continuing operations</b>	<b>持續經營業務</b>					
Revenue	收入	363,929	277,287	133,815	77,094	61,970
Loss before taxation	除稅前虧損	(507,523)	(172,701)	(1,245,307)	(141,704)	(263,661)
Taxation	稅項	(57,432)	222,161	102,454	(434)	351
Profit (loss) for the year from continuing operations	持續經營業務之年度溢利(虧損)	(564,955)	49,460	(1,142,853)	(142,138)	(263,310)
<b>Discontinued operations</b>	<b>已終止經營業務</b>					
Loss for the year from discontinued operation	已終止經營業務之年度虧損	—	—	(662,620)	(566,867)	—
Profit (loss) for the year	年度溢利(虧損)	(564,955)	49,460	(1,805,473)	(709,005)	(263,310)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	(572,268)	151,290	(1,628,546)	(605,413)	(265,263)
Non-controlling interests	非控股權益	7,313	(101,830)	(176,927)	(103,592)	1,953
		(564,955)	49,460	(1,805,473)	(709,005)	(263,310)

### At 31 March 於3月31日

		2020 HK\$'000 千港元	2021 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2024 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	5,667,343	6,580,445	11,126,479	1,948,856	976,062
Total liabilities	總負債	(1,614,554)	(2,347,639)	(8,095,317)	(605,291)	(49,762)
		4,052,789	4,232,806	3,031,162	1,343,565	926,300
<b>EQUITY</b>	<b>權益</b>					
Equity attributable to owners of the Company	本公司擁有人之應佔權益	3,677,859	3,898,894	2,159,813	1,352,547	933,329
Non-controlling interests	非控股權益	374,930	333,912	871,349	(8,982)	(7,029)
		4,052,789	4,232,806	3,031,162	1,343,565	926,300

Note: The results prior to the year ended 31 March 2022 have not been restated to reflect the exclusion of financial information of the discontinued operations and therefore may not be comparable to the results for the years ended 31 March 2022, 31 March 2023 and 31 March 2024.

附註：截至2022年3月31日止年度前之業績並未就反映不計及已終止經營業務的財務資料而進行重列，因此可能無法與截至2022年3月31日、2023年3月31日及2024年3月31日止年度之業績進行比較。

